



KERNEX MICROSYSTEMS (INDIA) LTD.

(An ISO-9001 : 2008 Certified Company)

CIN : L30007TG1991PLC013211

Phone : +91-40-23113192-94
Fax : +91-40-23114187
Email : kernex@kernexmail.in
Website : www.kernex.in



Registered Office :
'THRUSHNA', Plot No. 7,
Software Units Layout, Infocity
Madhapur, Hyderabad - 500 081.
Telangana, India.

Date: 23-05-2015

The General Manager
The Department of Corporate Services,
Bombay stock Exchange Limited,
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001
BSE Scrip Code: 532686

The Manager
National Stock Exchange of India Ltd
Plot No.C/1, G Block, Exchange Plaza,
Bandra - Kurla Complex, Bandra (E)
Mumbai - 400 051

NSE Symbol: KERNEX

Dear Sir,

Sub: Results of Postal Ballot- clause 35A of the Listing Agreement. - M/s.Kernex Microsystems (India) Limited.

We wish to inform you that Postal Ballot conducted by our Company vide Notice of postal ballot dated 24th March, 2015 for seeking the approval of shareholders for Creation of charge/mortgage in respect of borrowings and to sell, lease or otherwise dispose of the whole or substantially the whole of an undertaking of the Company, was completed on 21st May, 2015.

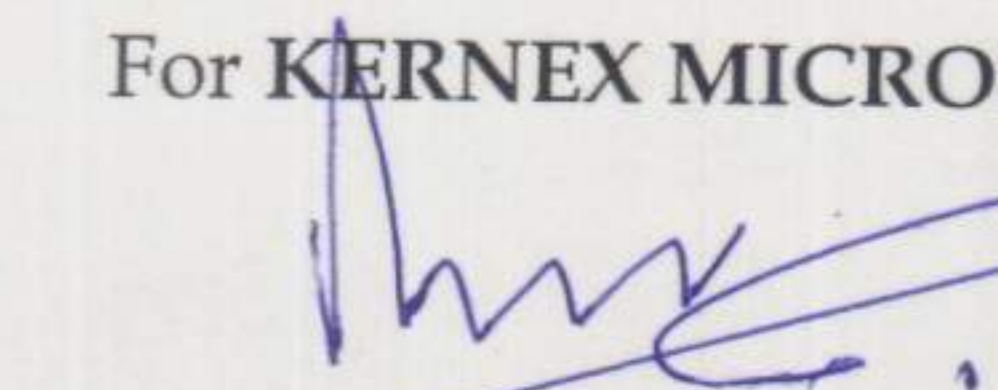
After Completion of Postal Ballot process, based on the report received from Scrutinizer on 22nd May, 2015, the Chairman declared that the said resolution has been approved the shareholders.

In accordance with the Clause 35A of the Listing Agreement, we enclose the consolidated voting results of Postal Ballot in the prescribed format along with Scrutinizer report.

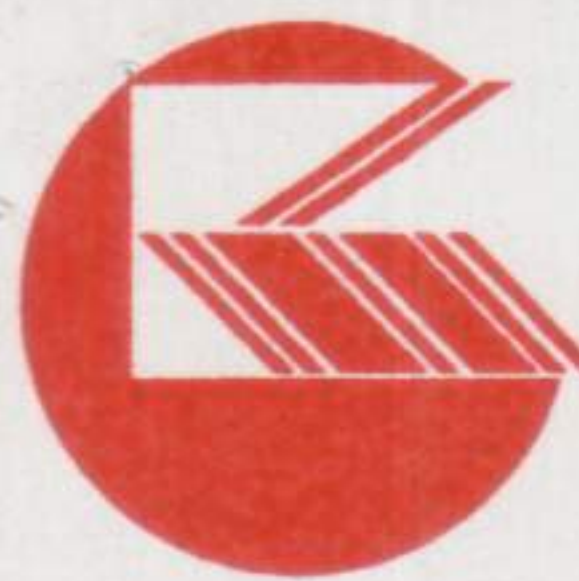
This is for your information and for your records please.

Thanking you
Yours faithfully

For KERNEX MICROSYSTEMS (INDIA) LIMITED


COL.LV.RAJU (Retd)
Managing Director





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POSTAL BALLOT

Declaration of Results of e-voting and poll of the Notice dated 24th March, 2015

As per the provisions of the Companies Act, 2013 as also clause 35B of the Listing Agreement, the Company had provided the facility of e-voting to the Shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the Postal Ballot dated 24th March, 2015. The e-voting was open from 22nd April, 2015 to 21st May, 2015.

The Board of Directors had appointed Mr. A.J.Sharma,, Practising Company Secretary as the Scrutinizer for e-voting and poll to be conducted. The Scrutinizer has carried out the scrutiny of all the electronic votes received up to the close of working hours on 21st May, 2015 and poll received till the conclusion of date fixed for the postal ballot and submitted his Report on 22nd May, 2015.

Based on the Consolidated Results as per the Scrutinizers' Report dated 22nd May, 2015 I declare that all the resolution set out in the notice of postal ballot dated 24th March, 2015 has been duly passed as detailed below:

| No | Description of resolution | Type Resolution | Total Votes Polled | Votes in favor & % | Votes against & % | Result |
|----|---|--------------------|--------------------|------------------------|-------------------|--------------------------------|
| 1. | Resolution according consent to the Board of Directors under Section 180(1)(a) of the Companies Act, 2013 for Creation of charge/mortgage in respect of borrowings and to sell, lease or otherwise dispose of the whole or substantially the whole of an undertaking of the Company | Special Resolution | 44,37,724 | 44,37,620 & 99.998% | 104 & 0.002% | Passed with requisite majority |

Based on the consolidated Report of the Scrutinizer(s), the Resolution as set out in the Notice of Postal Ballot dated 24th March, 2015 has been duly approved by the Shareholders with requisite majority.

Date: 23rd May, 2015
Place: Hyderabad

For Kernex Microsystems (India) Limited

M. Gopkrishna

Chairman





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Telangana, India.

KERNEX MICROSYSTEMS (INDIA) LIMITED

Result of the Postal Ballot in the specified format under clause 35A of the Listing Agreement.

Resolution: Resolution according consent to the Board of Directors under Section 180(1)(a) of the Companies Act, 2013 for Creation of charge/mortgage in respect of borrowings and to sell, lease or otherwise dispose of the whole or substantially the whole of an undertaking of the Company.

Resolution Required: Special Resolution

Mode of Voting : Postal Ballot

| Resolution ID | Category | Shares Held (1) | Votes Polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---------------|--------------------------------|-----------------|------------------|---|------------------------------|----------------------------|--|--|
| <u>1</u> | Public – Institutional Holders | 1050 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| <u>2</u> | Promoter and Promoter Group | 4962823 | 4041250 | 81.4305 | 4041250 | 0 | 100.0000 | 0.0000 |
| <u>3.</u> | Public- Others | 7535782 | 396474 | 5.2612 | 396370 | 104 | 99.9737 | 0.0262 |
| Total | | 12499655 | 4437724 | 35.50 | 4437620 | 104 | 99.998 | 0.002 |



The Chairman
Kernex Microsystems (India) Limited,
CIN L30007TG1991PLC013211
Thrushna", Plot No.7, Software Units Layout,
Madhapur,Hyderabad-500081.

Dear Sir,

At the outset, we would like to thank you for entrusting us with the task of scrutinizing the voting by Postal Ballot process of your Company which commenced from April 22, 2015 at 10.00 A.M. and concluded on May 21, 2015 at 5.00 P.M. and the e-Voting process from April 22, 2015 at 10.00 A.M. and concluded on May 21, 2015 at 5.00 P.M..

Please find enclosed, our Report in three parts as listed below:

- Section I : Report of the Scrutinizer on e-Voting.
Section II : Report of Poll Ballot Results in the prescribed format.
Section III : Consolidated Results of e-Voting and Postal Ballot

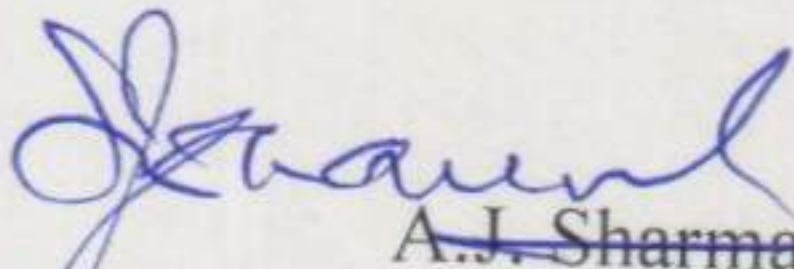
Our Report on e-Voting is based on the data downloaded from the e-Voting platform provided by Karvy Computer share Private Limited and our Report on voting through Postal Ballot is based on the ballot papers received under business reply envelope and authenticated by me.

We trust you will find our Report to be comprehensive and self-explanatory in all respects. We will, however, be happy to answer your queries, if any, on the same.

Date: May 22, 2015.
Place: Hyderabad.



A.J. Sharma & Associates
Company Secretaries

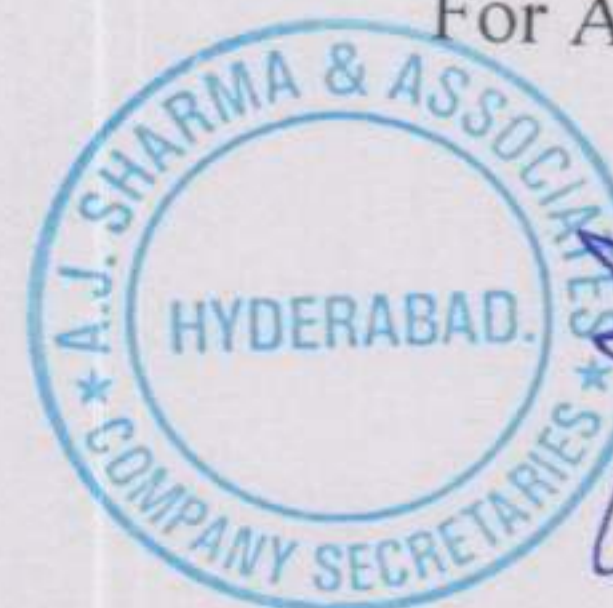

A.J. Sharma
FCS - 2120, CP - 2176

Report to the Chairman,

Kernex Microsystems (India) Limited, a Company governed by the provisions of the Companies Act, 2013 and having its Registered Office at Thrushna", Plot No.7, Software Units Layout, Madhapur, Hyderabad-500081 (hereinafter referred to as 'the Company') on the e-Voting conducted by the Company to pass the items on the Postal Ballot Notice dated March 24, 2015.

1. In terms of provisions of Section 110 of the Companies Act, 2013 read with Rule 22 (5) of Companies (Management & Administration) Rules, 2014 ('the Rules'), I was appointed as Scrutinizer by the Company on 24th March, 2015 to the Postal Ballot Process, which include voting by electronic means (e-voting) pursuant to Rule 22(15) for passing the special resolution proposed in the Postal Ballot Notice dated March 24, 2015.
2. On the basis of the Register of Members and the List of beneficiary owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and CDSL as on March 31, 2015 i.e. Record Date ('cut-off date') fixed for the purpose, the Company completed dispatch of the Notice of Postal Ballot to all the Members by the prescribed mode as specified under the Rules.
 - Electronically by email to the Members who had registered their email-ids with the the Depositories & the Company; and
 - By courier to the Members in physical form.
3. Members were given option either to vote through the E-voting process or through Postal Ballot Form.
4. In terms of the aforesaid Notice, e-Voting was open from 10.00 a.m. on Wednesday, April 22, 2015 to Thursday, May 21, 2015 at 5.00 P.M. and members were requested to cast their votes electronically conveying their assent or dissent in respect of the Special Resolution, on e-voting platform provided by Karvy Computer Share Private Limited
5. As required in the Rules, I unlocked the e-voting on the platform provided by Karvy Computer Share Private Limited after the completion of the e-voting process at 11.00 a.m. on Friday, May 22, 2015 in the presence of two witnesses, who are not under the employment of the Company.
6. Based on the results available with me, both for e-voting and votes cast through ballot forms I have annexed with this Report, the details and analysis of the Voting Results for the agenda item contained in the said Notice.

For A.J.Sharma & Associates
Company Secretaries



A.J. Sharma
A.J. Sharma
FCS - 2120, CP - 2176

Date: 22nd May, 2015.
Place: Hyderabad

SECTION – I (Report of the Scrutinizer on e-Voting)

A.J. SHARMA & ASSOCIATES
COMPANY SECRETARIES

5-8-352, No.17, 1st Floor, Raghava Ratna Towers, Chirag Ali Lane, Abids, Hyderabad -500 001.

E-mail: ajsharma7@rediffmail.com

| | |
|--------------------|---|
| Agenda Item No. | 1 |
| Subject | Resolution according consent to the Board of Directors under Section 180(1)(a) of the Companies Act, 2013 for Creation of charge/mortgage in respect of borrowings and to sell, lease or otherwise dispose of the whole or substantially the whole of an undertaking of the Company |
| Type of Resolution | Special Resolution |

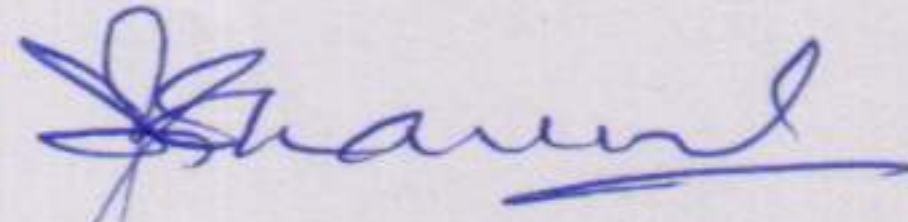
| Particulars | Number of e-Voters | Number of votes contained in e-Votes | Percentage of Total |
|-------------|--------------------|--------------------------------------|---------------------|
| Assent | 23 | 21,38,021 | 99.995 |
| Dissent | 3 | 104 | 0.005 |
| Total | 26 | 21,38,125 | 100 |

Details of Invalid e-Votes for the said item are as under:

| Reason for invalidity | Number of e-Voters | Number of Votes contained in e-Votes |
|-----------------------|--------------------|--------------------------------------|
| a. | -- | -- |
| Total | -- | -- |

A.J. Sharma & Associates
Company Secretaries




A.J. Sharma
FCS – 2120, CP – 2176

Date: 22nd April, 2015.
Place: Hyderabad.

SECTION – II (Postal Ballot Results)

**A.J. SHARMA & ASSOCIATES
COMPANY SECRETARIES**

5-8-352, No.17, 1st Floor, Raghava Ratna Towers, Chirag Ali Lane, Abids, Hyderabad -500 001.
E-mail: ajsharma7@rediffmail.com

FORM NO. MGT.13

Report of Scrutinizer(s)
(Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014

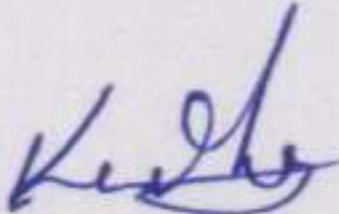
The Chairman
Kernex Microsystems (India) Limited,
CIN L30007TG1991PLC013211
Thrushna", Plot No.7, Software Units Layout,
Madhapur, Hyderabad-500081

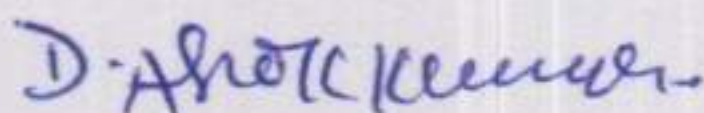
Dear Sir,

I, A. J. Sharma of M/s. A. J. Sharma & Associates, Practicing Company Secretaries, appointed as Scrutinizer for the purpose of the Postal Ballot Process taken on the below mentioned resolution, submit my report as under:

1. The Postal Ballot Notices were dispatched through email to those shareholders whose email IDs are available on April 21, 2015 and through courier services to the shareholders whose email ids are not available and whose names appear on the Record date on March 31, 2015.
2. The Postal Ballot process was commenced on April 22, 2015 at 10.00 A.M. and concluded on May 21, 2015 at 5.00 P.M, and the e-Voting process commenced on April 22, 2015 at 10.00 A.M. and concluded on May 21, 2015 at 5.00 P.M,
3. The Postal Ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of both e-Voting and the Postal Ballot is annexed to this report
5. Soft copy of the List of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution has been sent to the Company Secretary.
6. The ballot papers and all other relevant records have been duly handed over to the Company Secretary for keeping in safe record.

WITNESS:-

1. T. Keshichaitanya 

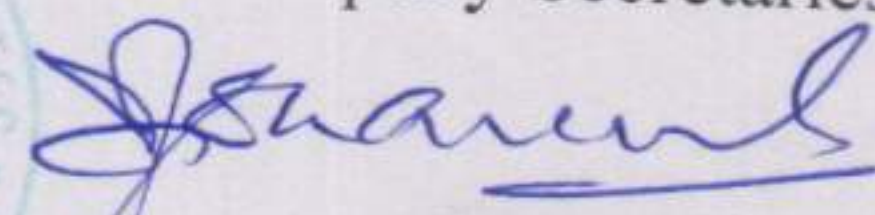
2. D. ASHOK KUMAR 

Date: May 22, 2015

Place: Hyderabad.



A.J. Sharma & Associates
Company Secretaries


A.J. Sharma
FCS – 2120, CP – 2176

A.J. SHARMA & ASSOCIATES
COMPANY SECRETARIES

5-8-352, No.17, 1st Floor, Raghava Ratna Towers, Chirag Ali Lane, Abids, Hyderabad -500
001.E-mail: ajsharma7@rediffmail.com

Item No.1 – Special Resolution

Special Resolution according consent to the Board of Directors under Section 180(1)(a) of the Companies Act, 2013 for Creation of charge/mortgage in respect of borrowings and to sell, lease or otherwise dispose of the whole or substantially the whole of an undertaking of the Company

(i) Voted in favour of the resolution:

| Number of Postal Ballot Forms received from members | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 14 | 22,99,599 | 100% |

(ii) Voted against the resolution:

| Number of Postal Ballot Forms received from members | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 0 | 0 | 0 |

(iii) Invalid votes:

| Total Number of Postal Ballot Forms received from members whose votes were declared invalid | Total number of votes cast by them |
|--|------------------------------------|
| 0 | 0 |

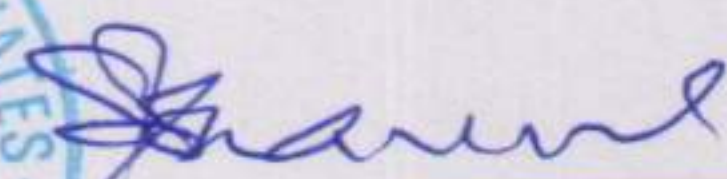
Details of Invalid Votes for the said item are as under:

| Reason for invalidity | Number of members | Number of votes |
|--|-------------------|-----------------|
| a. Not signed | - | - |
| b. Signature mismatch | - | - |
| c. Not voted/ Already voted through E-Voting | - | - |
| Total | - | - |

Place: Hyderabad
Date: May 22, 2015



A.J. Sharma & Associates
Company Secretaries


A.J. Sharma
FCS – 2120, CP – 2176

SECTION – III (Consolidate Report)

A.J. SHARMA & ASSOCIATES
COMPANY SECRETARIES

5-8-352, No.17, 1st Floor, Raghava Ratna Towers, Chirag Ali Lane, Abids, Hyderabad -500
001.E-mail: ajsharma7@rediffmail.com

Based on Results of e-Voting & Postal Ballot up to May 21, 2015, Consolidated Results of the item on the Postal Ballot form as set out in the Postal Ballot Notice dated March 24, 2015 is annexed herewith.

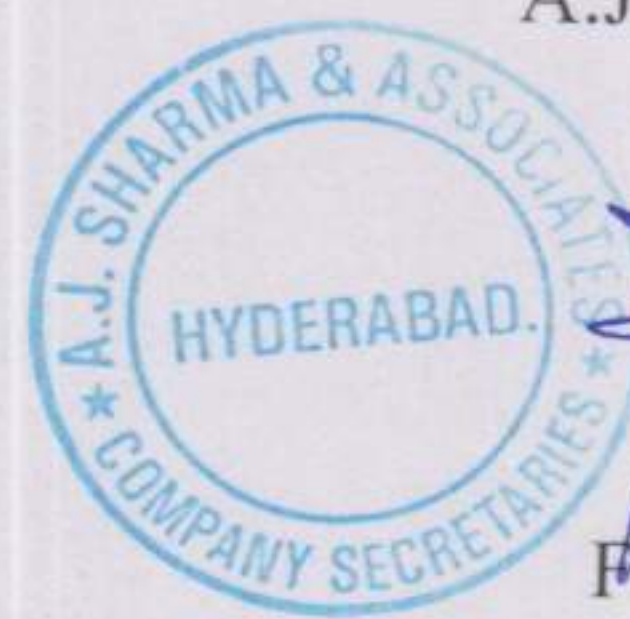
Consolidated Result of Item No.1 – Special Resolution

| Particulars | No. of Votes contained in | | | Percentage |
|-------------|---------------------------|---------------|-----------|------------|
| | e-Votes | Postal Ballot | Total | |
| Assent | 21,38,021 | 22,99,599 | 44,37,620 | 99.998% |
| Dissent | 104 | 0 | 104 | 0.002% |
| Total | 21,38,125 | 22,99,599 | 44,37,724 | 100% |

Accordingly, out of a total of 44,37,724 valid votes cast via e-Voting and Poll, 44,37,620 votes were cast **ASSENTING** to the **Special Resolution** constituting 99.998 % of the votes polled; 104 votes were cast **DISSENTING** to the **Special Resolution** constituting 0.002 % of the votes polled.

Thus, the **Special Resolution** as contained in the Postal Ballot Notice dated March 24, 2015, is passed with requisite majority.

Place: Hyderabad
Date: May 22, 2015



A.J. Sharma & Associates
Company Secretaries

A handwritten signature in blue ink, appearing to read "A.J. Sharma".

A.J. Sharma
FCS – 2120, CP – 2176