

## KERNEX MICROSYSTEMS (INDIA) LTD.

(AN ISO-9001: 2008 Certified Company)

CIN: L30007TG1991PLC01321

Phone : +91-40-23113192-94 +91-40-23114187 Fax

: kernex@kernexmail.in Email Website: www.kernex.in

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

#### A summary of proceedings of 24th Annual General Meeting @ 3:00 PM

The 24th Annual General Meeting (AGM) of the Members of M/s. Kernex Microsystems (India) Limited ("The Company") was convened on Tuesday, the 18th day of October, 2016 at 3:00 p.m. at Minerva Grand Hotel, Secunderabad - 500 003 and concluded at 5:00 p.m.

#### Directors / KMP Present:

- 1) Mr. M. Gopalakrishna, (IAS Retd.) Acted as Chairman 2) Col. L.V. Raju (Retd.), Managing Director
- 3) Mr. B. Murali Mohan, Director Technical (WTD)
- 4) Mr. A.V. Ratnam, Director-cum-Audit Committee Chairman
- 5) Mr. GS Murthy, Statutory Auditor
- 6) Mr. GAVN Murthy, In-Charge CFO
- 7) CS Srinivasa Kiran, Company Secretary-cum-Compliance Officer
- 8) Mr. Mohd, Irfan, Scrutinizer

Mr. Gopalakrishna (IAS Retd.) chaired the meeting. He introduced the Directors, In-Charge CFO and CS on dais, Statutory Auditors and Secretarial Auditors to the Members and he further informed that the statutory registers are available for

The requisite quorum being present, the Chairman called the meeting to order. Mr. Gopalakrishna (IAS Retd.), Col. L.V. Raju (Retd.), Managing Director and Mr. B. Murali Mohan, (Technical Director), Mr. Anugolu Venkatnam, Director-cum-Audit Committee Chairman, Mr. GAVN Murthy, Sta. Auditors of the Company attended the meeting. The quorum was present throughout the meeting.

The Chairman covered the items of Ordinary Business and Special Business as annexed in Annexure I, explaining the objective and implications of the resolutions before they were put to vote. The resolutions put to vote were passed with requisite

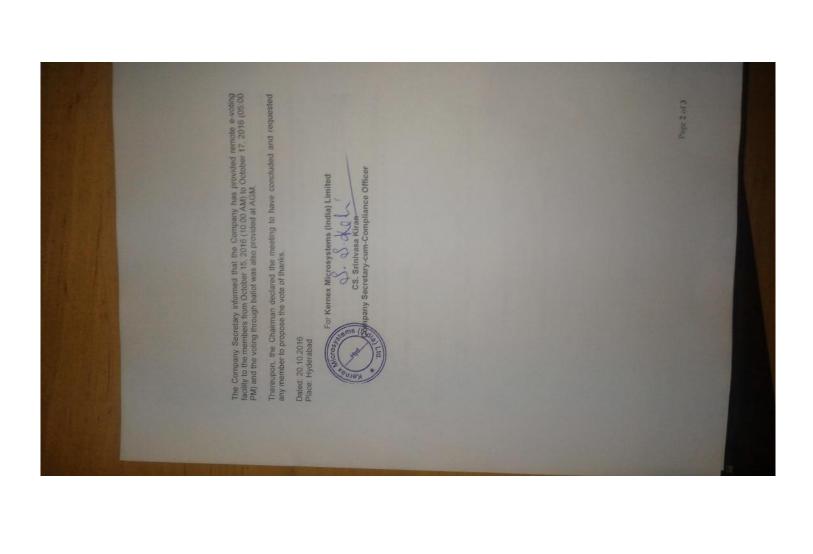
The Chairman provided the opportunity to the members to raise queries/questions and seek clarifications on the resolutions set out in the notice and financials of the Company, thereafter clarifications were responded by the Board Members.

PAN: AAACK83120 CEX. Reg. AAACK8312QXM002

TIN: 36380186260 BIN: AAACK8312OFT001

IEC: 5197001062

Ser.Tx: AAACK8312Q5T001



# Annexure 1

- 1) To receive, consider and adopt
- a. the Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon; and b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016, together with the Report of the Auditors thereon.
- To appoint a Director in place of DrVintaJanardhan Reddy (DIN # 02414912) who retires by rotation and being eligible, offers herself for re-appointment.
- To appoint a Director in place of Dr. AnjiRaju (DIN # 01022368) who retires by rotation and being eligible, offers himself for re-appointment.
- 4) Re-Appointment of Auditors.

# SPECIAL BUSINESS:

5) Re-Appointment of Mr. B. Murali Mohan, Director (Technical), DIN # 00052139 as Whole Time Director of the Company until 31st March-2017

For Kernex Microsystems (India) Limited

S. J. A. C. C. S. Srinivasa Kiran
mpany Secretary.cum-Compliance Officer

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# MOHAMMED IRFAN & ASSOCIATES

### **Company Secretaries**

19/10/2016

To
The Chairman,
KERNEX MICROSYSTEMS (INDIA) LIMITED,
Plot No.7,Software Units Layout,
Madhapur, Hyderabad,
Telangana- 500081.

Scrutinizer's Consolidated Report pursuant to Sections 108 and 109 of the Companies Act, 2013 and Rules 20 and 21 of the Companies (Management and Administration) Rules 2014- e-Voting and physical ballot - Annual General Meeting dated 18th October, 2016.

- I, Mohammed Irfan, Practising Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of Kernex Microsystems (India) Limited.
- 2. The Company's Mangement is responsible for ensuring the compliance with the requirements of the Companies Act, 2013 and Rules relating to E-voting on the resolutions contained in the Notice dated 09th August, 2016 to shareholders of the Company.
- 3. As a Scrutinizer, e-voting and physical ballot process is restricted to make a Scrutinizer's report of the votes cast in "favour" or "against" the resolutions based on the e-voting and the physical ballot voting by shareholders of the Company
- 4. The E-voting process commenced from 10:00 a.m. on 15th October, 2016 and ended at 5:00 p.m. on 17th October, 2016. Karvy Computershare Private Limited, the Registrars and Share Transfer Agents of the Company, the authorised agency to provide E-voting facility have been appointed to provide E-voting facility for the 24th Annual General Meeting.

5. Pursuant to Rule 20 (xii) the Companies (Management and Administration Rules 2014), after the completion of voting at the Annual General Meeting on 18th October, 2016, I have unblocked the E-voting in the presence of two witnesses who are not the employees of the Company to make my report of the votes cast in favour or against ,if any. The results of the e-voting are enclosed in Annexure I.

6. At the Annual General Meeting held on 18th October, 2016 the Chairman has provided the opportunity, to the shareholders who were present at the meeting and had not exercised their vote on e-voting, to vote through physical ballot.

 477 members and 10 proxies totalling to 487 persons attended the Annual General Meeting, out of which, 15 members/proxies have exercised their vote through ballot.

8. Pursuant to Rule 21, physical ballot was conducted at the Annual General Meeting. The ballot papers have been scrutinized and the report in respect of votes cast in "favour" or "against" as per Form MGT-13 is enclosed as per Annexure II.

 I am Hereby submitting my Consolidated Report on the votes cast through the e-voting and physical ballot as per the Annexure III.

For MOHAMMED IRFAN & ASSOCIATES
COMPANY SECRETARIES
MOHAMMED IRFAN

ACS: 32512 CP: 11951

KERNEX MICROSYSTEMS (INDIA) LIMITED- Annexure to the Scrutinizer's Report

Res	Description of Resolutions	Mode	Ballots		Favour			Against		Invalid	Invalid/Abstai
ion. No			ed	Ballo	Votes	% to total votes	Ballot	Votes	% to total votes	Ballot	Votes
i.	To receive, consider and adopt  (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board and the Auditors thereon;  (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ending March 31, 2016, together with the Report of the Auditors thereon.	Electronic	11	10	2505534	99.8851	_	2883	0.1149	0	0
6	To appoint a Director in place of Dr Vinta Janardhan Reddy (DIN # 02414912) who retires by rotation and being eligible, offers herself for re- appointment.	Electronic	11	10	2505534	99.8851	1	2883	0.1149	0	0
e,	To appoint a Director in place of Dr. Anji Raju (DIN # 01022368) who retires by rotation and being eligible, offers himself for reappointment	Electronic	11	10	2505534	99.8851	1	2883	0.1149	0	0
4.	Re-Appointment of Statutory Auditors	Electronic	11	10	2505534	99.8851	1	2883	0.1149	0	0
ເດ່	Re-Appointment of Mr. B. Murali Mohan, Director (Technical), DIN # 00052139 as Whole Time Director of the Company w.e.f: 17th July-2016 until 31st March-2017.	Electronic	11	10	2505534	99.8851	1	2883	0.1149	0	0

For MOHAMMED IRFAN & ASSOCIATES COMPANY SECRETARIES

MOHAMMED IRFAN ACS: 32512 CP: 11951

#### FORM No. MGT-13

Annexure - II

#### REPORT OF SCRUTINIZER

[Pursuant to Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To
The Chairman,
KERNEX MICROSYSTEMS (INDIA) LIMITED,
Plot No.7, Software Units Layoui,
Madhapur, Hyderabad,
Telangana - 500081.

Dear Sir,

- I, Mohammed Irfan, the Practising Company Secretary, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the Annual General Meeting of the Equity shareholders of Kernex Microsystems (India) Limited held on 18th October, 2016 at Hotel Minerva Grand Hotel, Sarojini Devi Road, Secunderabad-500003, submit my report as under:
- 1. After the time fixed for closing of the poll by the Chairman, **One** ballot box kept for polling was locked in my presence with due identification marks placed by me.
- 2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- 3. I did not find any poll papers invalid.
- The chairman of 24th AGM of the company for the purpose of poll had appointed me to act as scrutinizer.
- 5. The result of the poll is as under:

#### (a) Resolution No.1

To receive, consider and adopt:

- the Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board and the Auditors thereon.
- the Audited Consolidated Financial Statements of the Company for the Financial Year ending March 31, 2016, together with the Report of the Auditors thereon
- (i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
08	121	9.322%



#### (ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
07	1177	90.678%

#### iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0

#### (b) Resolution No. 2

To appoint a Director in place of Dr Vinta Janardhan Reddy (DIN # 02414912) who retires by rotation and being eligible, offers herself for re- appointment..

#### i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
08	121	9.322%

#### ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
07	1177	90.678%

#### iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0

#### (c) Resolution No. 3

To appoint a Director in place of Dr. Anji Raju (DIN # 01022368) who retires by rotation and being eligible, offers himself for re-appointment

#### i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
08	121	9.322%



#### ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
07	1177	90.678%

#### iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0

#### (d) Resolution No. 4

Re-Appointment of Auditors

#### i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
08	121	9.322%

ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
07	1177	90.678%

#### iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0

#### (e) Resolution No. 5

Re-Appointment of Mr. B. Murali Mohan, Director (Technical), DIN # 00052139 as Whole Time Director of the Company w.e.f: 17th July-2016 until 31st March-2017.

#### i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
08	121 RFAW	9.322%

#### ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
07	1177	90.678%

#### iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0

- 6. A Compilation of data containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- 7. The Poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

CS. Mohammed Irfan

Practicing Company Secretary M. No: 32512, C.P No: 11951

Date: 19/10/2016 Place: Hyderabad

KERNEX MICROSYSTEMS (INDIA) LIMITED - Annexure to the Scrutinizer's Report

Doc	Description of Resolutions	Mode	Ballots	Favour			Against	t		Invalid/	Invalid/Abstain
olut ion			receive d	Ballo t	Votes	% to total votes	Ballot	Votes	% to total votes	Ballots	Votes
	To receive, consider and adopt  (a) the Audited Financial Statements of the Company for the financial year ended March	Electronic	11	10	2505534	99.8851	1	2883	0.1149	0	0
1.	31, 2016, together with the Reports of the Board and the Auditors thereon; (b) the Audited Consolidated Financial Statements of the Company for the	Physical	15	80	121	9.322%	7	1177	90.678	0	0
	Financial Year ending March 31, 2016, together with the Report of the Auditors thereon.	Total	26	18	2505655	99.8382	80	4060	0.1618	0	0
	The annoint a Director in place of Dr Vinta	Electronic	11	10	2505534	99.8851	1	2883	0.1149	0	0
2.	Janardhan Reddy (DIN # 02414912) who retires by rotation and being eligible, offers	Physical	15	80	121	9.322%	7	1177	90.678	0	0
	herself for re- appointment.	Total	26	18	2505655	99.8382	00	4060	0.1618	0	0
	To appoint a Director in place of Dr. Anii	Electronic	11	10	2505534	99.8851	1	2883	0.1149	0	0
69	Raju (DIN # 01022368) who retires by rotation and being eligible, offers himself for	Physical	15	80	121	9.322%	7	1177	90.678	0	0
	re-appointment	Total	26	18	2505655	99.8382	00	4060	0.1618	0	0
		Electronic	11	10	2505534	99.8851	1	2883	0.1149	0	0
4	Re-Appointment of Auditors	Physical	15	80	121	9.322%	7	1177	90.678	0	0
		Total	26	18	2505655	99.8382	00	4060	0.1618	0	0
	The state of the s	Electronic	111	10	2505534	99.8851	1	2883	0.1149	0	0
S.	Director (Technical), DIN # 00052139 as Whole Time Director of the Company w.e.f:	Physical	15	80	121	9.322%	7	1177	90.678	0	0/
	17th July-2016 until 31st March-2017.	Total	26	18	2505655	99.8382	8	4060	0.1618	8	125
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