

CONSOLIDATED SCRUTINIZER'S REPORT

(Pursuant to Section 108 of the Companies Act 2013 and Rule 20 and 21 of Companies (Management and Administration) Rules 2014 and Regulation 44(3) of the (Listing Obligation and Disclosure Requirements) Regulation 2015

To
The Chairman

26th Annual General Meeting of Kernex Microsystems (India) Limited, CIN: L30007TG1991PLC013211, held on Friday the 28th September 2018 at 11.00 A.M at the registered office at Plot No 38 (part) -41, Survey No 1/1, Kancha Imarat, Raviryal Village, Maheswaram Mandal, Ranga Reddy District, Hyderabad-501510

Consolidated Scrutinizers Report on remote e-voting and voting by Poll at the 26th Annual General Meeting

Dear Sir,

I, A.J.Sharma Proprietor of A.J.Sharma & Associates, Company Secretaries was appointed as Scrutinizer by the Board of Directors of Kernex Microsystems (India) Limited for Scrutinizing the voting by electronic means (remote e-voting) and voting by poll at the Company's 26th Annual General Meeting held on Friday the 28th September 2018 at the aforesaid venue pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 in respect of resolutions contained in the notice dated 12th August 2018 considered by the shareholders of the Company

The Management of the Company is responsible in respect of compliance with the requirement of the relevant provisions of the Companies Act, 2013 and the Rules made thereunder and SEBI (Listing obligations and Disclosure Requirements) Regulations 2015 in respect of passing of resolutions by voting by electronic means(remote e-voting) and voting by Poll.

My responsibility as a Scrutinizer is limited to ascertaining the voting processes and making a consolidated Scrutinizer's report of the votes cast for or against the resolutions by the members as contained in the Notice of AGM dated 12th August 2018, in a fair and transparent manner.

Pursuant to Rule 20 of the Companies (Management and Administration) Rules 2014 the Company had provided remote e-voting facility with the detailed procedure and instructions contained in the notice of AGM. The Company had also provided voting facility by Physical Ballot Papers at AGM venue to those shareholders who were present in Person or by Proxy and have not voted electronically



I SUBMIT MY REPORT AS UNDER

1. The Company has sent the AGM Notice along with the explanatory statement setting out material facts under section 102 of the Companies Act, 2013 to the shareholders on 5th September 2018 by the permitted mode in respect of the proposed resolutions considered at the AGM held on 28th September 2018
2. The Company has entered into an arrangement with Karvy Computershare Private Limited the agency authorized under the Rules and availed the e-voting facility provided by them for voting by electronic means to all the members eligible to take part in the remote e-voting.
3. The shareholders holding equity shares as at the close of business hours on Friday the 21st September 2018 (cut off date) were entitled to vote on the proposed resolutions as set out in the notice of the Annual General Meeting of the Company and their shareholding as on that date has been reckoned with for the purpose of arriving at the result of e-voting and Poll at the meeting.
4. The remote e-voting was kept open for three days from Tuesday the September 25, 2018 (09.00 A.M) to Thursday the September 27, 2018(5.00 P.M), a day before the date of AGM. At the end of the remote e-voting period the voting portal was blocked forthwith
5. The chairman announced the Poll at the meeting for the shareholders who attended the meeting but have not cast their votes earlier through remote e-voting.

For the purpose of Physical voting at AGM venue one separate ballot box was kept for polling which was locked in my presence with due identification marks placed by me

After completion of the poll the poll box kept for voting was immediately opened by me in presence of Mr. R Vikram and Mr. P. Vamsi Krishna who are not employees of the Company.

The Poll papers were reconciled with the records maintained by M/s Karvy Computer Share Private Limited, the Registrars and Transfer Agents of the Company and the authorizations lodged with the Company. The Ballot papers which were incomplete and /or which were otherwise found defective have been treated invalid and kept separately.

6. On 28th September 2018, the e-voting module was unblocked at around 12:15 P.M. in the presence of Mr. R Vikram and Mr. P. Vamsi Krishna the two witnesses not in the employment of the Company.



7. The remote e-voting records were reconciled with the records maintained by Karvy Computershare Private Limited. The voters were scrutinized for duplicate voting by poll and remote e-voting.
8. On scrutiny I report that out of 17,469 shareholders, 27 shareholders have exercised their vote through e-voting and 19 shareholders exercised their voting through ballot at AGM Venue.

The combined and consolidated report of the scrutiny of the above voting by Poll including voting by electronic means in respect of passing of the resolutions contained in the AGM Notice dated 12th August 2018 is as under

Item No 1- ORDINARY RESOLUTION – Passed with requisite majority

To receive, consider and adopt the audited Standalone and consolidated financial statements for the year ended on 31st March 2018 together with the reports of the Director's and Auditors thereon

a) Votes cast in favour of the resolution

Mode of Voting	Number of members who voted	Number of votes cast by them	Percentage of total number of valid votes cast
Poll	19	11,03,120	100.0000
Remote e-voting	25	28,71,943	99.9991
TOTAL	44	39,75,063	99.9993

b) votes cast against the resolution

Mode of Voting	Number of members who voted	Number of votes cast by them	Percentage of total number of valid votes cast
Poll	0	0	0
Remote e-voting)	2	26	0.0009
TOTAL	2	26	0.0007

c) Invalid votes

Mode of Voting	Number of members whose votes were declared invalid	Number of votes cast by them
Poll	0	0
Remote e-voting	0	0
TOTAL	0	0



Item No 2- ORDINARY RESOLUTION – Passed with requisite majority

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

a) Votes cast in favour of the resolution

Mode of Voting	Number of members who voted	Number of votes cast by them	Percentage of total number of valid votes cast
Poll	19	11,03,120	100.0000
Remote e-voting	23	28,70,933	99.9639
TOTAL	42	39,74,053	99.9739

b) votes cast against the resolution

Mode of Voting	Number of members who voted	Number of votes cast by them	Percentage of total number of valid votes cast
Poll	0	0	0.000
Remote e-voting	4	1,036	0.0361
TOTAL	4	1,036	0.0261

c) Invalid votes

Mode of Voting	Number of members whose votes were declared invalid	Number of votes cast by them
Poll	0	0
Remote e-voting	0	0
TOTAL	0	0



Item No 3- ORDINARY RESOLUTION – Passed with requisite majority

To appoint a director in place of Dr Vinta Janardhana Reddy (DIN-02414912) who retires by rotation and being eligible offers himself for re-appointment

a) Votes cast in favour of the resolution

Mode of Voting	Number of members who voted	Number of votes cast by them	Percentage of total number of valid votes cast
Poll	19	11,03,120	100.0000
Remote e-voting	23	28,70,933	99.9639
TOTAL	42	39,74,053	99.9739

b) votes cast against the resolution

Mode of Voting	Number of members who voted	Number of votes cast by them	Percentage of total number of valid votes cast
Poll	0	0	0.0000
Remote e-voting	4	1,036	0.0361
TOTAL	4	1,036	0.0261

c) Invalid votes

Mode of Voting	Number of members whose votes were declared invalid	Number of votes cast by them
Poll	0	0
Remote e-voting	0	0
TOTAL	0	0



Item No 4- ORDINARY RESOLUTION – Passed with requisite majority

Appointment of Mr. Manthana Badari Narayana Raju (DIN07993925) as a Director

a) Votes cast in favour of the resolution

Mode of Voting	Number of members who voted	Number of votes cast by them	Percentage of total number of valid votes cast
Poll	19	11,03,120	100.0000
Remote e-voting	25	28,71,943	99.9991
TOTAL	44	39,75,063	99.9993

b) votes cast against the resolution

Mode of Voting	Number of members who voted	Number of votes cast by them	Percentage of total number of valid votes cast
Poll	0	0	0
Remote e-voting	2	26	0.0009
TOTAL	2	26	0.0007

c) Invalid votes

Mode of Voting	Number of members whose votes were declared invalid	Number of votes cast by them
Poll	0	0
Remote e-voting	0	0
TOTAL	0	0



Item No 5- ORDINARY RESOLUTION – Passed with requisite majority

Appointment of Mr. Manthana Badari Narayana Raju (DIN-07993925) as Whole time Director w.e.f 20th November 2017 and re-appointment thereafter up to 27th September 2020 and approve the remuneration

a) Votes cast in favour of the resolution

Mode of Voting	Number of members who voted	Number of votes cast by them	Percentage of total number of valid votes cast
Poll	19	11,03,120	100.0000
Remote e-voting	24	28,71,933	99.9987
TOTAL	43	39,75,053	99.9991

b) votes cast against the resolution

Mode of Voting	Number of members who voted	Number of votes cast by them	Percentage of total number of valid votes cast
Poll	0	0	0
Remote e-voting	3	36	0.0013
TOTAL	3	36	0.0009

c) Invalid votes

Mode of Voting	Number of members whose votes were declared invalid	Number of votes cast by them
Poll	0	0
Remote e-voting	0	0
TOTAL	0	0



Item No 6- ORDINARY RESOLUTION – Passed with requisite majority

Appointment of Ms Sree Lakshmi Manthena (DIN-07996443) as a Director

a) Votes cast in favour of the resolution

Mode of Voting	Number of members who voted	Number of votes cast by them	Percentage of total number of valid votes cast
Poll	19	11,03,120	100.0000
Remote e-voting	25	28,71,943	99.9991
TOTAL	44	39,75,063	99.9993

b) votes cast against the resolution

Mode of Voting	Number of members who voted	Number of votes cast by them	Percentage of total number of valid votes cast
Poll	0	0	0
Remote e-voting	2	26	0.0009
TOTAL	2	26	0.0007

c) Invalid votes

Mode of Voting	Number of members whose votes were declared invalid	Number of votes cast by them
Poll	0	0
Remote e-voting	0	0
TOTAL	0	0



Item No 7- ORDINARY RESOLUTION – Passed with requisite majority

Appointment of Mr T.V.S.N Raju (DIN-02254926) as an Independent Director

d) Votes cast in favour of the resolution

Mode of Voting	Number of members who voted	Number of votes cast by them	Percentage of total number of valid votes cast
Poll	19	11,03,120	100.0000
Remote e-voting	25	28,71,943	99.9991
TOTAL	44	39,75,063	99.9993

e) votes cast against the resolution

Mode of Voting	Number of members who voted	Number of votes cast by them	Percentage of total number of valid votes cast
Poll	0	0	0
Remote e-voting	2	26	0.0009
TOTAL	2	26	0.0007

f) Invalid votes

Mode of Voting	Number of members whose votes were declared invalid	Number of votes cast by them
Poll	0	0
Remote e-voting	0	0
TOTAL	0	0



Item No 8- SPECIAL RESOLUTION – Passed with requisite majority

Appointment of Mr Ashok Gopal Rao Kalmankar (DIN-01557687) as an Independent Director

g) Votes cast in favour of the resolution

Mode of Voting	Number of members who voted	Number of votes cast by them	Percentage of total number of valid votes cast
Poll	19	11,03,120	100.0000
Remote e-voting	25	28,71,943	99.9991
TOTAL	44	39,75,063	99.9993

h) votes cast against the resolution

Mode of Voting	Number of members who voted	Number of votes cast by them	Percentage of total number of valid votes cast
Poll	0	0	0
Remote e-voting	2	26	0.0009
TOTAL	2	26	0.0007

i) Invalid votes

Mode of Voting	Number of members whose votes were declared invalid	Number of votes cast by them
Poll	0	0
Remote e-voting	0	0
TOTAL	0	0

I report that all the resolutions contained in the AGM Notice dated 12th August 2018 have been passed with requisite majority.

The Chairman/Director in charge may declare and confirm the above results by displaying on the Company's website and communicated to the Stock Exchanges

The electronic data and the Ballot papers and all other relevant records relating to the e-voting/Poll is under my custody and will be handed over to the Company for preserving safely , after signing of the minutes by the Chairman /Director in charge

Thanking You,

Place: Hyderabad
Date: 28th September 2018

For A.J.Sharma & Associates
Company Secretaries


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



FORM NO MGT-13

REPORT OF SCRUTINISER

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

The Chairman
26th Annual General Meeting of Equity Shareholders of Kernex Microsystems (India) Limited

Dear Sir,

I, A.J.Sharma Proprietor of M/s A.J.Sharma & Associates, Company Secretaries in practice appointed as scrutinizer for the purpose of the Poll taken on the below mentioned resolutions at the 26th Annual General Meeting of the equity shareholders of Kernex Microsystems (India) Limited held on Friday the 28th September 2018 at 11.00 A.M at the Registered office at Plot No 38 to 41, Survey No 1/1, Hardware Park, Raviryal village, Maheswaram Mandal, Ranga Reddy Dist ,Hyderabad-501510 submit my report as under

1. After the time fixed for closing of the poll by the Chairman ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and in presence of two witnesses and poll papers were diligently scrutinized. The Poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company
3. The Poll papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of Poll is as under

Item No 1- As an Ordinary Resolution — Passed with requisite majority

To receive, consider and adopt the audited Standalone and consolidated financial statements for the year ended on 31st March 2018 together with the reports of the Director's and Auditors thereon



i) Voted in favour of the Resolution

Number of persons voted	Number of votes cast by them	% of total number of valid votes cast
19	11,03,120	100
Total	11,03,120	100

ii) Voted against the Resolution

Number of persons voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0
Total	0	0

iii) Invalid Votes

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

Item No 2- As an Ordinary Resolution — Passed with requisite majority

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

i) Voted in favour of the Resolution

Number of persons voted	Number of votes cast by them	% of total number of valid votes cast
19	11,03,120	100
Total	11,03,120	100

ii) Voted against the Resolution

Number of persons voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0
Total	0	0

iii) Invalid Votes

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



Item No 3- As an Ordinary Resolution — Passed with requisite majority

To appoint a director in place of Dr Vinta Janardhana Reddy (DIN-02414912) who retires by rotation and being eligible offers himself for re-appointment

i) Voted in favour of the Resolution

Number of persons voted	Number of votes cast by them	% of total number of valid votes cast
19	11,03,120	100
Total	11,03,120	100

ii) Voted against the Resolution

Number of persons voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0
Total	0	0

iii) Invalid Votes

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

Item No 4- As an Ordinary Resolution — Passed with requisite majority

Appointment of Mr. Manthana Badari Narayana Raju (DIN07993925) as a Director

i) Voted in favour of the Resolution

Number of persons voted	Number of votes cast by them	% of total number of valid votes cast
19	11,03,120	100
Total	11,03,120	100

ii) Voted against the Resolution

Number of persons voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0
Total	0	0

iii) Invalid Votes

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



Item No 5- As an Ordinary Resolution -- Passed with requisite majority

Appointment of Mr. Manthena Badari Narayana Raju (DIN-07993925) as Whole time Director w.e.f 20th November 2017 and re-appointment thereafter up to 27th September 2020 and approve the remuneration

i) Voted in favour of the Resolution

Number of persons voted	Number of votes cast by them	% of total number of valid votes cast
19	11,03,120	100
Total	11,03,120	100

ii) Voted against the Resolution

Number of persons voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0
Total	0	0

iii) Invalid Votes

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

Item No 6- As an Ordinary Resolution -- Passed with requisite majority

Appointment of Ms Sree Lakshmi Manthena (DIN-07996443) as a Director

i) Voted in favour of the Resolution

Number of persons voted	Number of votes cast by them	% of total number of valid votes cast
19	11,03,120	100
Total	11,03,120	100

ii) Voted against the Resolution

Number of persons voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0
Total	0	0

iii) Invalid Votes

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



**Item No 7- As an Ordinary Resolution — Passed with requisite majority
Appointment of Mr T.V.S.N Raju (DIN-02254926) as an Independent Director**

i) Voted in favour of the Resolution

Number of persons voted	Number of votes cast by them	% of total number of valid votes cast
19	11,03,120	100
Total	11,03,120	100

ii) Voted against the Resolution

Number of persons voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0
Total	0	0

iii) Invalid Votes

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

Item No 8- As a Special Resolution — Passed with requisite majority

Appointment of Mr Ashok Gopal Rao Kalmankar (DIN-01557687) as an Independent Director

i) Voted in favour of the Resolution

Number of persons voted	Number of votes cast by them	% of total number of valid votes cast
19	11,03,120	100
Total	11,03,120	100

ii) Voted against the Resolution

Number of persons voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0
Total	0	0

iii) Invalid Votes

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



A compact disc containing a list of share holders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

The Poll papers and all other relevant records were sealed and will be handed over to the Company/Director authorized by the Board for safe keeping

**Thanking You,
Yours faithfully**

**For A.J.Sharma & Associates
Company Secretaries**

**Place: Hyderabad
Date: 28th September 2018**




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