

**M/s.KERNEX MICROSYSTEMS (INDIA) LIMITED**

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE  
(CLAUSE 49 OF THE LISTING AGREEMENT)**

Name of the Company : Kernex Microsystems (India) Limited

Quarter ending on : 31.12.2014

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No/N.A.)	Remarks
1	2	3	4
<b>II. Board of Directors:</b>	49 (II)		
(A) Composition of Board	49(IIA)	YES	
(B) Independent Directors	49(IIB)	YES	
(C) Non-executive Directors Compensation & Disclosures	49(IIC)	YES	
(D) Other Provisions as to Board and Committees	49(IID)	YES	
(E) Code of Conduct	49(IIE)	YES	
(F) Whistle Blower Policy	49(IIF)	YES	
<b>III. Audit Committee:</b>	49(III)		
(A) Qualified & Independent Audit Committee	49(IIIA)	YES	
(B) Meeting of Audit Committee	49(IIIB)	YES	
(C) Powers of Audit Committee	49(IIIC)	YES	
(D) Role of Audit Committee	49(IIID)	YES	
(E) Review of Information by Audit Committee	49(IIIE)	YES	
<b>IV. Nomination and Remuneration Committee</b>	49(IV)	YES	
<b>V. Subsidiary Companies</b>	49(V)	N.A	
<b>VI. Risk Management</b>	49(VI)	YES	
<b>VII. Related Party Transactions</b>	49(VII)	YES	
<b>VIII. Disclosures:</b>	49(VIII)		
(A) Related Party transactions	49(VIIIA)	YES	
(B) Disclosure of Accounting Treatment	49(VIII B)	YES	
(C) Remuneration of Directors	49(VIIIC)	-	Complied in the Annual Report
(D) Management	49(VIIID)	-	Complied in the Annual Report
(E) Share Holders	49(VIIIE)	YES	
(F) Proceeds from public issues, Rights Issues, Preferential Issues etc	49(VIII F)	YES	
<b>IX. CEO/CFO Certification</b>	49 (IX)	-	Being complied at the time of quarterly and Annual Accounts
<b>X. Report on Corporate Governance</b>	49 (X)	-	Complied in the Annual Report
<b>XI. Compliance</b>	49(XI)	-	Complied in the Annual Report