



MOHAMMED IRFAN & ASSOCIATES

Company Secretaries

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

19/10/2016

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.

1. 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 Management 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.
7. 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.**
9. 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

Resol ution No	Description of Resolutions	Mode	Ballots received	Favour			Against			Invalid/Abstai n	
				Ballo ts	Votes	% to total votes	Ballot s	Votes	% to total votes	Ballot s	Votes
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 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	1	2883	0.1149	0	0
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.	Electronic	11	10	2505534	99.8851	1	2883	0.1149	0	0
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	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
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.	Electronic	11	10	2505534	99.8851	1	2883	0.1149	0	0

For MOHAMMED IRFAN & ASSOCIATES
COMPANY SECRETARIESMOHAMMED IRFAN
ACS: 32512 CP: 11951

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 Layout,
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.
4. 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	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:

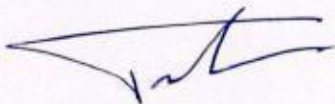
Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0

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

Resolution	Description of Resolutions	Mode	Ballots received	Favour		% to total votes	Against		% to total votes	Invalid/Abstain Ballots	Votes
				Ballot	Votes		Ballot	Votes			
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 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 %	1	2883	0.1149 %	0	0
		Physical	15	08	121	9.322%	7	1177	90.678 %	0	0
		Total	26	18	2505655	99.8382 %	8	4060	0.1618 %	0	0
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.	Electronic	11	10	2505534	99.8851 %	1	2883	0.1149 %	0	0
		Physical	15	08	121	9.322%	7	1177	90.678 %	0	0
		Total	26	18	2505655	99.8382 %	8	4060	0.1618 %	0	0
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	Electronic	11	10	2505534	99.8851 %	1	2883	0.1149 %	0	0
		Physical	15	08	121	9.322%	7	1177	90.678 %	0	0
		Total	26	18	2505655	99.8382 %	8	4060	0.1618 %	0	0
4.	Re-Appointment of Auditors	Electronic	11	10	2505534	99.8851 %	1	2883	0.1149 %	0	0
		Physical	15	08	121	9.322%	7	1177	90.678 %	0	0
		Total	26	18	2505655	99.8382 %	8	4060	0.1618 %	0	0
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.	Electronic	11	10	2505534	99.8851 %	1	2883	0.1149 %	0	0
		Physical	15	08	121	9.322%	7	1177	90.678 %	0	0
		Total	26	18	2505655	99.8382 %	8	4060	0.1618 %	0	0

