



FORM NO. MGT-13

SCRUTINIZER'S REPORT

(Pursuant to Section 110 read with Section 108 of the Companies Act, 2013 and Rule 22(9) of the Companies (Management and Administration) Rules, 2014)

To,
The Chairman,
KERNEX MICROSYSTEMS (INDIA) LIMITED
Plot No38(part) to 4survey no 1/1,
Kancha Imarat Raviryal village,
Maheswaram, Hyderabad,
Telangana- 500 005.

Dear Sir,

Sub: - Scrutinizer's Report on the Postal Ballot and e-Voting Process

I, D. Srinivasa Rao, Practicing Company Secretary, at # 6-3-347-22/2, Flat-10, 4th Floor, Ishwarya Nilayam, Dwarakapuri Colony, Panjagutta, Hyderabad, appointed as the Scrutinizer by the Board of Directors of **Kernex Microsystems (India) Limited** (the Company) for the purpose of scrutinizing Postal Ballot and e-Voting process in a fair and transparent manner in respect of the resolution stated in the Notice of the EGM dated April 16, 2019 proposed to be passed by the shareholders of the Company, submit the report as under.

- 1) The compliance of the provisions of the Companies Act, 2013 and the rules made thereunder relating to the Postal Ballot and e-Voting process by the Shareholders on the resolutions proposed in the Notice of the Postal Ballot & e-Voting is the responsibility of the management. My responsibility as a Scrutinizer is to scrutinize, and to render consolidated Scrutinizer's report of the total votes cast in favour or against if any, on the resolutions.
- 2) In accordance with the Notice of the Postal Ballot & e-Voting April 16, 2019 the Company completed the dispatch of the Notice of Postal Ballot/e-Voting to the Shareholders along with the Explanatory Statement as required to all its equity shareholders whose name(s) appeared on the Register of Members/List of Beneficial Owners as on the cut-off date, i.e. April 19, 2019 by prescribed modes on April 27, 2019 and an 'Advertisement' was published



pursuant to the rule 22(3) of Companies (Management and Administration) Rules, 2014 on April 29, 2019 and the e-Voting has been commenced on Monday, April 29, 2019 (09.00 a.m. IST) and ended on Tuesday, May 28, 2019 (5.00 p.m. IST) .

- 3) The Postal Ballot and e- Voting process, in this regard, has been conducted in accordance with the provisions of Section 110 and Section 108 of the Companies Act, 2013 read with Rule 22 and 20 of the Companies (Management and Administration) Rules, 2014. The Company had also provided e-voting facility through Karvy Fintech Private Limited (Karvy) in terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 4) After the time fixed for closing of the Postal Ballot and E-voting process, i.e. Tuesday, May 28, 2019 (5.00 p.m. IST), I have downloaded the data of e-Voting from e-Voting portal of Karvy Fintech Private Limited. A Final report was tabulated by me and the data regarding the final e-Voting was diligently scrutinized and reconciled with the records maintained by the Company.
- 5) The particulars of all Postal Ballots and Electronic votes received from/cast by the equity shareholders have been entered in the electronic (excel format) register separately maintained for the purpose.
- 6) The Postal Ballots Forms and Electronic votes were scrutinized and the shareholding was matched/ confirmed with the Register of Members of the Company / List of Beneficial Owners as on April 19, 2019.
- 7) The Ballot papers received were scrutinized. The ballot papers received were reconciled with the records maintained by the company/RTA and the authorizations/power of attorney etc. lodged thereof. The voters were also scrutinized for the purpose of eliminating duplicate voting i.e on e-voting as well as by physical ballot. Invalid ballots were marked and segregated and the summary results were prepared.
- 8) My report on the results of the voting is based on the data downloaded from the portal of KarvyFintech Private Limited (Karvy) and the votes cast through physical ballot forms received respectively in respect of the resolutions contained in the notice of the Postal ballot.
- 9) All Postal Ballot Forms and e-Votes received upto 5.00 p.m. on May 28, 2019, being the last date and time fixed by the Company for receipt of the Ballot Forms, were considered for my scrutiny.



D. Rao

10) I have not found any defaced/mutilated Postal Ballot forms. But I have found one member having 27 votes abstained from e-Voting.

11) The result of the voting is as under:

a) **Item Number -1: Consent to Sell/ Dispose Off The Immovable Property Of Company pursuant to Section 180(1)(a) of the Companies Act, 2013:**

Type of Resolution: Special Resolution

i) Voted in Favour of the Resolution:

Number of Members		Number of Votes cast in Favour of the Resolution	% of total number of valid votes cast
Total votes received by Physical Ballot	03	5,63,413	16.37
Total votes received by Electronic Mode	20	28,76,520	83.59

ii) Voted against the Resolution:

Number of Members		Number of Votes cast against the Resolution	% of total number of valid votes cast
Total votes received by Physical Ballot	NIL	NIL	NIL
Total votes received by Electronic Mode	09	1,301	0.04

iii) Invalid Votes:

Number of Members		Number of Votes cast	% of total number of valid votes cast
Total votes received by Physical Ballot	NIL	NIL	NIL
Total votes received by Electronic Mode	01	27	0.00

12) The Ballot forms and all other relevant records were sealed and handed over to the Company Secretary authorised by the Board for safekeeping.



A handwritten signature in blue ink, appearing to be "D. Rao", written over the stamp.

- 13) You are requested to kindly declare the said results to the shareholders of the Company.

Thanking You,

Yours Faithfully,

**For P.S. Rao and Associates
Company Secretaries**


D.S.RAO
Company Secretary
M.No.: 12394
C.P.No.:14487



Place: Hyderabad

Date: 29.05.2019

Company Name	KERNEX MICRO SYSTEMS INDIA LTD
Date of the AGM/EGM	
Total number of shareholders on record date	16943
No. of shareholders present in the meeting either in person or Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	0
Public:	0

Resolution required: (Ordinary/ Special)	SPECIAL - To Sell/ Dispose-off the Immovable Property in the Name of Company Pursuant To Section 180(1)(a) of the Companies Act, 2013							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of 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
Promoter and Promoter Group	E-Voting	3421507	2642534	77.23	2642534	0	100.00	0.00
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	3421507	563411	16.47	563411	0	100.00	0.00
Public- Institutions	E-Voting	NA	NA	NA	NA	NA	NA	NA
	Poll	0	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	00	0	0.00	0.00
Public- Non Institutions	E-Voting	9078148	235287	2.59	233986	1301	99.45	0.55
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	9078148	2	0.00	02	0	100.00	0.00
Total		12499655	3441234	27.53	3439933	1301	99.96	0.04

D. Rao

P.S. RAO & ASSOCIATES
HYDERABAD
COMPANY SECRETARIES