

General information about company	
Scrp code	532686
NSF Symbol	KERNEX
MSEI Symbol	NOTLISTED
ISIN	INE202H01019
Name of the entity	KERNEX MICROSYSTEMS (INDIA) LIMITED
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Yearly
Date of Report	31-03-2020
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

## Annexure I

### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson Yes

Whether Chairperson is related to MD or CEO No

Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? (Refer Reg. 17(1A) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of Cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 24(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
Mr	ANSI RAJU MANTHENA	ARHPM71373	01022368	Non-Executive - Non-Independent Director	Not Applicable		03-04-1945	Yes	30-09-2019	20-05-2005	30-09-2019		1	0	1	0			
Mr	VINTA JANARDHANA REDDY	AGAPV5054F	02414912	Non-Executive - Non-Independent Director	Not Applicable		10-06-1946	Yes	09-09-2019	20-09-2008	30-09-2019		1	0	1	0			
Mr	R SREENIVASA RAO	ACHPR8944H	03271625	Non-Executive - Independent Director	Chairperson		07-11-1955	NA		30-09-2019	30-09-2019		6	1	1	4	1		
Mr	KRISHNA MOHAN A V S	ABAPK3456H	07967460	Non-Executive - Independent Director	Not Applicable		15-03-1957	NA		08-02-2020			2	1	1	0	0		

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? (Refer Reg. 17(1A) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of Cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 24(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5 Mr	MANTHENA BADARI NARAYANA RAJU	AFFPM7323P	0793925	Executive Director	Not Applicable		01-08-1954	NA		20-11-2017	20-11-2017		1	0	0	0			
6 Ms	SREE LAKSHMI MANTHENA	ARJPM3530B	07996443	Non-Executive - Non-Independent Director	Not Applicable		14-09-1977	NA		20-11-2017	20-11-2017		1	0	1	0			
7 Mr	K SOMA SEKHARA RAO	AEGPS0752M	08576216	Non-Executive - Independent Director	Not Applicable		25-02-1953	NA		30-09-2019	30-09-2019		6	1	1	4	2		
8 Mr	M SITA RAMA RAJU	ARJPM3294J	08576273	Non-Executive - Non-Independent Director	Not Applicable		24-06-1973	NA		30-09-2019	30-09-2019		1	0	1	1	1		

## Audit Committee Details

Whether the Audit Committee has a Regular Chairperson Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03271625	R SREENIVASA RAO	Non-Executive - Independent Director	Chairperson	30-09-2019		
2	08576216	K SOMA SEKHARA RAO	Non-Executive - Independent Director	Member	30-09-2019		
3	07996443	SREE LAKSHMI MANTHENA	Non-Executive - Non-Independent Director	Member	30-09-2019		

## Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08576216	K SOMA SEKHARA RAO	Non-Executive - Independent Director	Chairperson	30-09-2019		
2	03271625	R SREENIVASA RAO	Non-Executive - Independent Director	Member	30-09-2019		
3	01022368	ANJI RAJU MANTHENA	Non-Executive - Non-Independent Director	Member	30-09-2019		

## Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08576273	M SITA RAMA RAJU	Non-Executive - Non-Independent Director	Chairperson	30-09-2019		
2	08576216	K SOMA SEKHARA RAO	Non-Executive - Independent Director	Member	30-09-2019		
3	03271625	R SREENIVASA RAO	Non-Executive - Independent Director	Member	30-09-2019		

## Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08576216	K SOMA SEKHARA RAO	Non-Executive - Independent Director	Chairperson	30-09-2019		
2	03271625	R SREENIVASA RAO	Non-Executive - Independent Director	Member	30-09-2019		
3	02414912	VINTA JANARDHANA REDDY	Non-Executive - Non-Independent Director	Member	30-09-2019		

## Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson No

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
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## Other Committee

Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
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## Annexure I

### Annexure I

#### III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory

Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	12-10-2019				Yes	7	2
2		08-02-2020	118		Yes	7	3

## Annexure I

### IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	12-10-2019				Yes	3	2
2	Audit Committee	08-02-2020	118			Yes	3	2
3	Nomination and remuneration committee	08-02-2020				Yes	3	3
4	Stakeholders Relationship Committee	08-02-2020				Yes	3	3

## Annexure I

### V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	NA	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

## Annexure I

### VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing Obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

## Annexure I

Sr	Subject	Compliance status
1	Name of signatory	BADARI NARAYANA RAJU MANTHENA
2	Designation	Director

## Annexure II

### Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

#### I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		WWW.KERNEX.IN
2	Terms and conditions of appointment of independent directors	Yes		WWW.KERNEX.IN
3	Composition of various committees of board of directors	Yes		WWW.KERNEX.IN
4	Code of conduct of board of directors and senior management personnel	Yes		WWW.KERNEX.IN
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		WWW.KERNEX.IN
6	Criteria of making payments to non-executive directors	Yes		WWW.KERNEX.IN
7	Policy on dealing with related party transactions	Yes		WWW.KERNEX.IN
8	Policy for determining 'material' subsidiaries	Yes		WWW.KERNEX.IN
9	Details of familiarization programmes imparted to independent directors	Yes		WWW.KERNEX.IN

## Annexure II

### Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

#### I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		WWW.KERNEX.IN
11	Email address for grievance redressal and other relevant details	Yes		WWW.KERNEX.IN
12	Financial results	Yes		WWW.KERNEX.IN
13	Shareholding pattern	Yes		WWW.KERNEX.IN
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		WWW.KERNEX.IN
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		WWW.KERNEX.IN
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		WWW.KERNEX.IN
21	Materiality Policy as per Regulation 30	Yes		WWW.KERNEX.IN
22	Diversity Distribution policy as per Regulation 43A (as applicable)	Yes		WWW.KERNEX.IN
23	It is certified that these contents on the website of the listed entity are correct	Yes		WWW.KERNEX.IN

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	NA	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	Yes	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect			