



**Pricing Certificate under Regulation 164 of SEBI (ICDR) Regulations**

The Listing Operations,  
National Stock Exchange of India Limited,  
'Exchange Plaza', C-1, Block-G,  
Bandra Kurla Complex, Bandra (E),  
**Mumbai – 400 051.**

Dear Sirs,

We, P.S.Rao & Associates, Practicing Company Secretaries hereby certify that the minimum issue price for the proposed preferential issue of 13,00,000 Equity Shares by **Kernex Microsystems (India) Limited** (hereinafter referred as "Company"), based on the pricing formula prescribed under Regulation 164 of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended, has been worked out at **Rs.110.24** per equity share. The Relevant Date for the purpose of deriving said minimum issue price is February 28, 2022.

Based on the information provided by the Company the proposed allotment of 13,00,000 equity shares do not fall under the provisions of Regulation 166A of ICDR Regulations as no allottee or allottees acting in concert is proposed to allot more than 5% of shares on post issue diluted share capital.

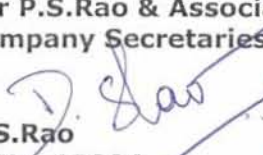
The volume of shares traded during the period of 90 trading days (prior to the Relevant Date) was higher in National Stock Exchange and hence the price quoted on the NSE was considered for the computation of price under the Regulation 164 of SEBI (ICDR) Regulation, 2018.

In terms of provisions of proviso to Regulation 164(1) of SEBI (ICDR) Regulations, the Company obtained Valuation Report from Rama Rao Talluri, Independent Registered Valuer (IBBI/RV/06/2019/11698) vide Report dated 3<sup>rd</sup> March, 2022 and the price according to the said Report is Rs.110.24.

We hereby certify that the Articles of Association of Kernex Microsystems (India) Limited does not provide for a method of determination which results in a floor price higher than that determined under SEBI (ICDR) Regulations, 2018.

This certificate should be read with the working for arriving at such minimum issue price and explanatory note and have been attached herewith as an **Annexure I** and **II** respectively.

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

  
**D.S.Rao**  
**M.No. 12394**  
**C.P. No. 14487**  
**UDIN: A012394C002797682**



Place: Hyderabad  
Date: March 4, 2020

**Annexure I: Calculation of minimum issue price as per prescribed under Chapter V of SEBI (ICDR) Regulations, 2018, as amended**

Date of EGM

March 29, 2020

Relevant Date (30 days prior to EGM)

February 28, 2022

A] Average of the volume weighted average price (VWAP) of the Equity Shares of Kernex Microsystems (India) Limited quoted on the National Stock Exchange during the 90 trading days preceding the relevant date. (As the days preceding the relevant date i.e. 26<sup>th</sup> and 27<sup>th</sup> February were holidays the price is calculated from 25<sup>th</sup> February)

Trading days	Date	VWAP	Trading days	Date	VWAP
1	25-Feb-22	104.47	29	17-Jan-22	129.98
2	24-Feb-22	99.8	30	14-Jan-22	127.58
3	23-Feb-22	102.91	31	13-Jan-22	130.21
4	22-Feb-22	105.96	32	12-Jan-22	138.96
5	21-Feb-22	110.39	33	11-Jan-22	141.48
6	18-Feb-22	110.5	34	10-Jan-22	135.29
7	17-Feb-22	109.31	35	07-Jan-22	128.44
8	16-Feb-22	113.71	36	06-Jan-22	123.5
9	15-Feb-22	119.94	37	05-Jan-22	135.3
10	14-Feb-22	125.44	38	04-Jan-22	136.8
11	11-Feb-22	132.05	39	03-Jan-22	130.3
12	10-Feb-22	137.02	40	31-Dec-21	124.1
13	09-Feb-22	134.27	41	30-Dec-21	118.2
14	08-Feb-22	133.13	42	29-Dec-21	112.6
15	07-Feb-22	127.23	43	28-Dec-21	107.25
16	04-Feb-22	120.37	44	27-Dec-21	102.11
17	03-Feb-22	117.14	45	24-Dec-21	97.3
18	02-Feb-22	119.2	46	23-Dec-21	92.7
19	01-Feb-22	114.35	47	22-Dec-21	87.51
20	31-Jan-22	115.95	48	21-Dec-21	84.74
21	28-Jan-22	120.08	49	20-Dec-21	81.91
22	27-Jan-22	122.99	50	17-Dec-21	84.34
23	25-Jan-22	129.25	51	16-Dec-21	84.74
24	24-Jan-22	131.42	52	15-Dec-21	84.11
25	21-Jan-22	128.22	53	14-Dec-21	83.04
26	20-Jan-22	131.82	54	13-Dec-21	82.41
27	19-Jan-22	123.55	55	10-Dec-21	84.96
28	18-Jan-22	127.05	56	09-Dec-21	86.25



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Trading days	Date	vwap	Trading days	Date	vwap
57	08-Dec-21	85.25	74	12-Nov-21	100.15
58	07-Dec-21	86.48	75	11-Nov-21	98.96
59	06-Dec-21	84.93	76	10-Nov-21	94.04
60	03-Dec-21	84.64	77	09-Nov-21	91.54
61	02-Dec-21	82.45	78	08-Nov-21	89.91
62	01-Dec-21	83.31	79	04-Nov-21	88.01
63	30-Nov-21	82.61	80	03-Nov-21	86.13
64	29-Nov-21	80.23	81	02-Nov-21	87.07
65	26-Nov-21	83.47	82	01-Nov-21	85.91
66	25-Nov-21	84.21	83	29-Oct-21	83.03
67	24-Nov-21	86.02	84	28-Oct-21	85.09
68	23-Nov-21	84.27	85	27-Oct-21	87.00
69	22-Nov-21	85.48	86	26-Oct-21	85.36
70	18-Nov-21	90.33	87	25-Oct-21	85.06
71	17-Nov-21	92.82	88	22-Oct-21	83.22
72	16-Nov-21	96.2	89	21-Oct-21	81.68
73	15-Nov-21	97.28	90	20-Oct-21	80.77
			<b>Average Price</b>		<b>104.29</b>

B] Average of the volume weighted average price (VWAP) of the Equity Shares of D B Realty Limited quoted on the National Stock Exchange during the 10 trading days preceding the relevant date (As the days preceding the relevant date i.e. 26<sup>th</sup> and 27<sup>th</sup> February were holidays the price is calculated from 25<sup>th</sup> February)

Trading days	Date	Volume Weighted Average Price (VWAP)
1	25-Feb-22	104.47
2	24-Feb-22	99.8
3	23-Feb-22	102.91
4	22-Feb-22	105.96
5	21-Feb-22	110.39
6	18-Feb-22	110.5
7	17-Feb-22	109.31
8	16-Feb-22	113.71
9	15-Feb-22	119.94
10	14-Feb-22	125.44
<b>Average Price</b>		<b>110.24</b>



*D. Rao*



In terms of explanation provided in regulation 164 of SEBI(ICDR) Regulations, 2018 (as amended from time to time), the price quoted on National Stock Exchange Limited has been considered to derive the price in terms of the said regulation as the trading volume is the highest in respect of equity shares of Kernex Microsystems (India) Limited.

A] Average of 90 Trading days VWAP	104.29
B] Average of 10 Trading days VWAP	110.24
C] Floor price as determined by Independent Registered Valuer	110.24
<b>Applicable Minimum Price</b>	



*D. Rao*

## **Annexure II: Explanatory notes to Certificate dated March 4, 2022**

1. Certificate for calculation of minimum issue price for application of “in-principal approval” by Kernex Microsystems (India) Limited prior to issue and allotment of 13,00,000 equity shares on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015:

We have been requested by the Board of Directors of Kernex Microsystems (India) Limited (‘the Company’) to issue a certificate stating that the minimum issue price for the proposed preferential issue as per Chapter V of SEBI (Issue of Capital and Disclosure Requirements) (ICDR) Regulations, 2018, as amended. In accordance with the requirements of Chapter V of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 this certificate is directly issued to the recognized stock exchange.

The certificate is issued in accordance with the terms of our engagement letter dated 3<sup>rd</sup> March, 2022.

### **2. Management’s Responsibility**

The preparation of details for calculation of minimum issue price for the proposed preferential issue as per regulation 164 of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, is the responsibility of the Management of the Company including maintenance of all relevant supporting records and documents.

The Management is also responsible for ensuring that the Company complies with the requirements of the recognized stock exchange and SEBI (ICDR) regulation for providing all relevant information to the Securities and Exchange Board of India and recognized stock exchange.

### **3. Practising Company Secretary’s Responsibility**

Pursuant to the requirements as given in para 1 above, it is our responsibility to provide a reasonable assurance as regards mathematical accuracy of minimum issue price for the proposed preferential issue is in accordance with Regulation 164 of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) regulations, 2018, as amended.

We have performed the following procedures:

- a. Ensured that the calculation of the minimum issue price of equity shares as per prescribed pricing formula under the ICDR Regulations prepared by the Management (refer Annexure I above);
- b. Verified the Relevant Date from the board resolution approving the proposed issue;
- c. Obtained and read a certified copy of resolutions of the Board of Directors of the Company dated 3<sup>rd</sup> March, 2022 in respect of the proposed issue;
- d. For the purpose of calculation of minimum issue price for warrants on preferential basis, we have relied on the historical data extracted by the management from recognized stock exchanges website.



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4. Restriction on use

The certificate is provided solely for the purpose of submission to stock exchange in respect of application for in-principal approval and to enable the Company to comply with requirements of regulation as mentioned in para 1 above and should not be used for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.



A handwritten signature in blue ink, appearing to read "D. Rao", written over a horizontal line.