

General information about company

Scrip code	532686
NSE Symbol	KERNEX
MSEI Symbol	NOTLISTED
ISIN	INE202H01019
Name of the entity	Kernex Mirosystems India Limited
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

of board of directors explanatory																
entity has a Regular Chairperson		Yes														
person is related to MD or CEO		No														
		Disqualification of Directors under section 164 of the Companies Act, 2013														
Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	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 Directors in listed entity including this listed entity (Refer Regulation 17A(1) Listing Regulations)
Non-Executive - Independent Director	Chairperson		07-11-1955	No				Active	NA		30-09-2019	30-09-2019		42	1	1
Non-Executive - Independent Director	Not Applicable		15-03-1957	No				Active	NA		08-02-2020	08-02-2020		35	1	1
Non-Executive - Independent Director	Not Applicable		14-09-1977	No				Active	NA		30-09-2019	30-09-2019		42	1	1
Non-Executive - Non Independent Director	Not Applicable		03-04-1945	No				Active	Yes	30-09-2019	20-05-2005	30-09-2019			1	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

Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	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 Directorsh in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulation)
Non-Executive - Non Independent Director	Not Applicable		10-08-1946	No				Active	Yes	30-09-2019	20-09-2008	30-09-2019			1	0
Non-Executive - Non Independent Director	Not Applicable		14-09-1977	No				Active	NA		20-11-2017	20-11-2017			1	0
Non-Executive - Non Independent Director	Not Applicable		14-11-1980	No				Active	NA		18-09-2022	18-09-2022			1	0
Executive Director	Not Applicable		01-08-1954	No				Active	NA		20-11-2017	02-09-2020			1	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

Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	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)	Y m S C m l i F R
Executive Director	Not Applicable		24-06-1973	No				Active	NA		30-09-2019	02-09-2020			1	0	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	RAVINUTHALA SREENIVASA RAO	Non-Executive - Independent Director	Chairperson	30-09-2019		
2	07967460	KRISHNA MOHAN A V S	Non-Executive - Independent Director	Member	29-05-2022		
3	07996443	SREELAKSHMI 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	07967460	KRISHNA MOHAN A V S	Non-Executive - Independent Director	Chairperson	29-05-2022		
2	03271625	RAVINUTHALA 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	07967460	KRISHNA MOHAN A V S	Non-Executive - Independent Director	Chairperson	29-05-2022		
2	03271625	RAVINUTHALA SREENIVASA RAO	Non-Executive - Independent Director	Member	30-09-2019		
3	08576273	MANTHENA SITARAMA RAJU	Executive 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	07967460	KRISHNA MOHAN A V S	Non-Executive - Independent Director	Chairperson	29-05-2022		
2	03271625	RAVINUTHALA 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					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07967460	KRISHNA MOHAN A V S	Non-Executive - Independent Director	Chairperson	02-09-2020		
2	08576273	MANTHENA SITARAMA RAJU	Executive Director	Member	02-09-2020		
3	03271625	RAVINUTHALA SREENIVASA RAO	Non-Executive - Independent Director	Member	29-05-2022		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	07996443	SREELAKSHMI MANTHENA	Finance Committee	Non-Executive - Non Independent Director	Chairperson	
2	02414912	VINTA JANARDHANA REDDY	Finance Committee	Non-Executive - Non Independent Director	Member	
3	07967460	KRISHNA MOHAN A V S	Finance Committee	Non-Executive - Independent Director	Member	
4	08576273	MANTHENA SITARAMA RAJU	Finance Committee	Executive Director	Member	

Annexure 1**Annexure 1****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)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	14-11-2022				Yes	9	9	3
2	05-12-2022				Yes	9	9	3
3		13-01-2023	38		Yes	9	9	3
4		14-02-2023	31		Yes	9	9	3
5		12-03-2023	25		Yes	9	9	3

Annexure 1

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)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	14-11-2022				Yes	3	3	2	0
2	Audit Committee	12-02-2023	89			Yes	3	3	2	0
3	Nomination and remuneration committee	30-11-2022				Yes	3	3	2	0
4	Nomination and remuneration committee	05-12-2022	4			Yes	3	3	2	0
5	Nomination and remuneration committee	12-02-2023	68			Yes	3	3	2	0
6	Stakeholders Relationship Committee	14-02-2023				Yes	3	3	2	0

Annexure 1

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	Yes	
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	Yes	

Annexure 1**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 1000 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 1

Sr	Subject	Compliance status
1	Name of signatory	M B Narayana Raju
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	Dividend 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)	NA	
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)	Yes	
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 to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II

1	Name of signatory	M BADARI NARAYANA RAJU
2	Designation	Director

Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

Annexure II

1	Name of signatory	M BADARI NARAYANA RAJU
2	Designation	Director

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			Textual Information(2)
II. Affirmations			
Affirmations	Compliance Status	Company Remarks	
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.	Yes	Textual Information(3)	
Name	Sunny Sharma		
Designation	CFO		
Place	Hyderabad		
Date	20-04-2023		

Signatory Details	
Name of signatory	M BADARI NARAYANA RAJU
Designation of person	Director
Place	Hyderabad
Date	20-04-2023

