# Integrated Governance

## Kernex Microsystems (India) Limited

### General information about company

| | | |
|---|---|---|
| Scrip code | 532686 | |
| NSE Symbol | KERNEX | |
| MSEI Symbol | NOTLISTED | |
| ISIN | INE202H01019 | |
| Date of start of financial year | 01-04-2025 | |
| Date of end of financial year | 31-03-2026 | |
| Reporting Quarter Type | Yearly | |
| Date of Quarter Ending | 31-03-2026 | |
| Type of company | Equity | |
| Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity? | Yes | |
| Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity? | Yes | |
| Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity? | No | Not applicable |
| Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity? | No | Not applicable |
| Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity? | No | Not applicable |
| Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity? | No | Not applicable |
| Risk management committee | No | |
| Market Capitalisation as per immediate previous Financial Year | Top 2000 listed entities | |
| Is SCORE ID Available ? | Yes | |
| SCORE Registration ID | k01000 | |
| Reason For No SCORE ID | | |
| Type of Submission | Revision | |
| Remarks (website dissemination) | | |

# 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 |

Disqualification of Directors under section 164 of the Companies Act, 2013

| Sr no. | Title(Mr/Ms) | Name of the Director | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | 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 | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(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) | Reason for Cessation | Notes for not providing PAN | Notes for not providing DIN |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 1 | Mr | Adabala Seshagiri Rao | 09608973 | Non-Executive - Independent Director | Chairperson | | No | | | | Active | NA | | 06-09-2024 | 06-09-2024 | | 15 | 4 | 4 | 6 | 3 | | | |
| 2 | Mr | Ayyagari Viswanadha Sarma | 00499468 | Non-Executive - Independent Director | Not Applicable | | No | | | | Active | NA | | 06-09-2024 | 06-09-2024 | | 15 | 1 | 1 | 1 | 1 | | | |
| 3 | Mr | Pasupuleti Dinakara Rao | 00009801 | Non-Executive - Independent Director | Not Applicable | | No | | | | Active | Yes | 30-09-2024 | 30-09-2024 | 30-09-2024 | | 15 | 1 | 1 | 1 | 1 | | | |
| 4 | Mr | ANJI RAJU MANTHENA | 01022368 | Non-Executive - Non Independent Director | Not Applicable | | No | | | | Active | Yes | 30-09-2019 | 20-05-2005 | 30-09-2019 | | | 1 | 1 | 0 | 0 | | | |
| 5 | Mr | VINTA JANARDHANA REDDY | 02414912 | Non-Executive - Non Independent Director | Not Applicable | | No | | | | Active | Yes | 30-09-2019 | 20-09-2008 | 30-09-2019 | | | 1 | 1 | 0 | 0 | | | |
| 6 | Ms | SREELAKSHMI MANTHENA | 07996443 | Executive Director | Not Applicable | MD | No | | | | Active | NA | | 20-11-2017 | 23-05-2025 | | | 1 | 1 | 1 | 0 | | | |
| 7 | Mr | MANTHENA BADARI NARAYANA RAJU | 07993925 | Executive Director | Not Applicable | | No | | | | Active | NA | | 20-11-2017 | 02-09-2023 | | | 1 | 1 | 0 | 0 | | | |
| 8 | Mr | MANTHENA SITARAMA RAJU | 08576273 | Executive Director | Not Applicable | | No | | | | Active | NA | | 30-09-2019 | 02-09-2023 | | | 1 | 1 | 1 | 0 | | | |

## Annexure I

| II. Composition of Committees | |
|---|---|
| Disclosure of notes on composition of committees explanatory | |

## 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 | 00499468 | Ayyagari Viswanadha Sarma | Non-Executive - Independent Director | Chairperson | 06-09-2024 | | |
| 2 | 09608973 | Adabala Seshagiri Rao | Non-Executive - Independent Director | Member | 06-09-2024 | | |
| 3 | 01022368 | Anji Raju Manthena | Non-Executive - Non Independent Director | Member | 13-11-2025 | | |

## 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 | 00009801 | Pasupuleti Dinakara Rao | Non-Executive - Independent Director | Chairperson | 13-11-2024 | | |
| 2 | 09608973 | Adabala Seshagiri Rao | Non-Executive - Independent Director | Member | 29-09-2024 | | |
| 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 | 00009801 | Pasupuleti Dinakara Rao | Non-Executive - Independent Director | Chairperson | 13-11-2024 | | |
| 2 | 00499468 | Ayyagari Viswanadha Sarma | Non-Executive - Independent Director | Member | 07-02-2025 | | |
| 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 | 00499468 | Ayyagari Viswanadha Sarma | Non-Executive - Independent Director | Chairperson | 13-11-2024 | | |
| 2 | 00009801 | Pasupuleti Dinakara Rao | Non-Executive - Independent Director | Member | 13-11-2024 | | |
| 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 | 00009801 | Pasupuleti Dinakara Rao | Non-Executive - Independent Director | Chairperson | 07-02-2025 | | |
| 2 | 00499468 | Ayyagari Viswanadha Sarma | Non-Executive - Independent Director | Member | 13-11-2024 | | |
| 3 | 08576273 | Manthena Sitarama Raju | Executive Director | Member | 02-09-2020 | | |

## Other Committee

| Whether the Corporate Social Responsibility Committee has a Regular Chairperson | | | | | Yes | |
|---|---|---|---|---|---|---|
| Sr | DIN Number | Name of Committee members | Name of other committee | Category 1 of directors | Category 2 of directors | Remarks |
| No records available | | | | | | |

# Annexure I

| III. Meeting of Board of Directors | | | | | | | |
|---|---|---|---|---|---|---|---|
| Disclosure of notes on meeting of board of directors explanatory | | | | | | | |
| Sr | 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) | 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 | 13-11-2025 | | | Yes | 8 | 8 | 3 |
| 2 | 12-02-2026 | 90 | | Yes | 8 | 8 | 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 | Reson 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 | 13-11-2025 | | | | Yes | 3 | 3 | 2 | 0 |
| 2 | Audit Committee | 12-02-2026 | 90 | | | Yes | 3 | 3 | 2 | 0 |
| 3 | Stakeholders Relationship Committee | 12-02-2026 | | | | Yes | 3 | 3 | 2 | 0 |

# Annexure I

| V. 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 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. | true |
| 9 | Any comments/observations/advice of Board of Directors may be mentioned here: | |

## Annexure I

| Sr | Subject | Compliance status |
|---|---|---|
| 1 | Name of signatory | Sreelakshmi Manthena |
| 2 | Designation | Managing Director |

## Details of Cyber security incidence

| | | |
|---|---|---|
| Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter | | No |
| Other details of cyber security incidence or breaches or loss of data event | | |
| Number of cyber security incidence or breaches or loss of data event occurred during the quarter | | |
| Sr. | Date of the event | Brief details of the event |
| No records available | | |

# 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 LODR Regulation | | | | |
| Sr | Item | Compliance status (Yes/No/NA) | If status is 'No' details of non-compliance may be given here. | Web address |
| 1.1 | Details of business | Yes | | www.kernex.in |
| 1.2 | Memorandum of Association and Articles of Association | Yes | | www.kernex.in |
| 1.3 | Brief profile of board of directors including directorship and full-time positions in body corporates | 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 |
| 10 | Email address for grievance redressal and other relevant details | Yes | | www.kernex.in |
| 11 | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | 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 | | |
| 15.1 | (I) Schedule of analyst or institutional investor meet (II) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events. | NA | | |
| 15.2 | Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means | 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 | Secretarial Compliance Report | Yes | | www.kernex.in |
| 21 | Materiality Policy as per Regulation 30 (4) | Yes | | www.kernex.in |
| 22 | Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5) | Yes | | www.kernex.in |
| 23 | Disclosures under regulation 30(8) | Yes | | www.kernex.in |
| 24 | Statements of deviation(s) or variations(s) as specified in regulation 32 | NA | | |
| 25 | Dividend Distribution policy as per Regulation 43A(1) | NA | | |
| 26.1 | Annual return as provided under section 92 of the Companies Act, 2013 | Yes | | www.kernex.in |
| 26.2 | Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021 | Yes | | www.kernex.in |
| 27 | Confirmation that the above disclosures are in a separate section as specified in regulation 46(2) | Yes | | www.kernex.in |
| 28 | Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating | Yes | | www.kernex.in |
| 29 | Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block] | | | |

## 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) | Yes | |
| 2 | Board composition | 17(1), 17(1A) & 17(1C), 17(1D) & 17(1E) | 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) | NA | |
| 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 | |
| 11 | Risk Assessment & Management | 17(9) | Yes | |
| 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 | Role of Audit Committee and information to be reviewed by the audit committee | 18(3) | Yes | |
| 18 | Composition of nomination & remuneration committee | 19(1) & (2) | Yes | |
| 19 | Quorum of Nomination and Remuneration Committee meeting | 19(2A) | Yes | |
| 20 | Meeting of Nomination and Remuneration Committee | 19(3A) | Yes | |
| 21 | Role of Nomination and Remuneration Committee | 19(4) | Yes | |
| 22 | Composition of Stakeholder Relationship Committee | 20(1), 20(2) & 20(2A) | Yes | |
| 23 | Meeting of Stakeholders Relationship Committee | 20(3A) | Yes | |
| 24 | Role of Stakeholders Relationship Committee | 20(4) | Yes | |
| 25 | Composition and role of risk management committee | 21(1),(2),(3),(4) | NA | |
| 26 | Meeting of Risk Management Committee | 21(3A) | NA | |
| 27 | Quorum of Risk Management Committee meeting | 21(3B) | NA | |
| 28 | Gap between the meetings of the Risk Management Committee | 21(3C) | NA | |
| 29 | Vigil Mechanism | 22 | Yes | |
| 30 | Policy for related party Transaction | 23(1), (1A), (5), (6), & (8) | Yes | |
| 31 | Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | Yes | |
| 32 | Approval for material related party transactions | 23(4) | Yes | |
| 33 | Disclosure of related party transactions on consolidated basis | 23(9) | Yes | |
| 34 | Composition of Board of Directors of unlisted material Subsidiary | 24(1) | NA | |
| 35 | Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6) | Yes | |
| 36 | Alternate Director to Independent Director | 25(1) | NA | |
| 37 | Maximum Tenure | 25(2) | Yes | |
| 38 | Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism | 25(2A) | NA | |
| 39 | Meeting of independent directors | 25(3) & (4) | Yes | |
| 40 | Familiarization of independent directors | 25(7) | Yes | |
| 41 | Declaration from Independent Director | 25(8) & (9) | Yes | |
| 42 | Directors and Officers insurance | 25(10) | NA | |
| 43 | Confirmation with respect to appointment of Independent Directors who resigned from the listed entity | 25(11) | Yes | |
| 44 | Memberships in Committees | 26(1) | Yes | |
| 45 | Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes | |
| 46 | Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | Yes | |
| 47 | Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity | 26(6) | NA | |

| | | | | |
|---|---|---|---|---|
| 48 | Vacancies in respect Key Managerial Personnel | 26A(1) & 26A(2), 26A(3) | NA | |
| Any other information to be provided | | | | |

## Annexure II

| | | |
|---|---|---|
| 1 | Name of signatory | Sreelakshmi Manthena |
| 2 | Designation | Managing 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 | Yes |
| Any other information to be provided | | |

## Annexure II

| | | |
|---|---|---|
| 1 | Name of signatory | Sreelakshmi Manthena |
| 2 | Designation | Managing Director |

## Signatory Details

| | |
|---|---|
| Name of signatory | Sreelakshmi Manthena |
| Designation of person | Managing Director |
| Place | Hyderabad |
| Date | 27-04-2026 |

## Investor Grievance Details

| | |
|---|---|
| No. of investor complaints pending at the beginning of Quarter | 0 |
| No. of investor complaints received during the Quarter | 0 |
| No. of investor complaints disposed off during the Quarter | 0 |
| No. of investor complaints those remaining unresolved at the end of the Quarter | 0 |

**Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies- The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:**

| Any Other Information for Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies | | | | | |
|---|---|---|---|---|---|
| Sr.No. | Name of the unlisted company in which shares or voting rights have been acquired | Date of acquisition | Aggregate holding (% shares or voting rights) as at the end of the previous quarter | % shares or voting rights acquired during the quarter | Aggregate holding (% shares or voting rights) as at the end of the quarter |
| No records available | | | | | |

**Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:**

| Any Other Information for Disclosure of Imposition of Fine or Penalty | | | | | |
|---|---|---|---|---|---|
| Sr.No. | Name of the authority | Nature and details of the action(s) taken or order(s) passed | Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority | Details of the violation(s)/ contravention(s) committed or alleged to be committed | Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible |
| No records available | | | | | |

**Disclosure of Updates to Ongoing Tax Litigations or Disputes The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:**

| Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes | | | | |
|---|---|---|---|---|
| Sr.No. | Name of the opposing party | Date of initiation of the litigation / dispute | Status of the litigation / dispute as per last disclosure | Current status of the litigation / dispute |
| No records available | | | | |