KERNEX MICROSYSTEMS (INDIA) LTD.

(An ISO 9001-2015 Certified Company)

CIN : L30007TG1991PLC013211
Tel : +91 8414-667600
Fax : +91 8414-667695
email : kernex@kernex.in
Website : www.kernex.in

CERTIFIED ISO 9001 UKAS MANAGEMENT SYSTEMS 001

Registered Office :
"TECHNOPOLIS", Plot Nos : 38-41,
Hardware Technology Park,
TSIIC Layout, Raviryal (V),
Hyderabad – 501 510. Telangana, India.

8th September 2026

The Manager Listing Compliances, BSE Limited PhirozeJeejeebhoy Towers Dalal Street, Mumbai – 400 001	The Manager Listing Department National Stock Exchange of India Ltd Plot No.C/1, G Block,Exchange Plaza Bandra – KurlaComplex, Bandra (E) Mumbai – 400 051
BSE Scrip Code: 532686	**NSE Symbol: KERNEX**

Dear Sir/Madam,

Sub: Notice of 34th Annual General Meeting ('AGM') of the Company

Please find enclosed herewith the Notice of the 34th AGM of Kernex Microsystems (India) Limited ("the Company") scheduled to be held on Wednesday, 30th September 2026 at 11:00 a.m. (IST) via two-way Video Conference/Other Audio-Visual Means (VC/OAVM). The said Notice forms part of the 34th Annual Report of the Company for the Financial Year 2025-26.

The Notice of the AGM is also available on the website of the Company at www.kernex.in. This is submitted pursuant to Regulation 30 read with Para A, Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

This is for your information and records.

Thanking you.

Yours faithfully,

For Kernex Microsystems (India) Limited

PRASADA
RAO KALLURI

Digitally signed by PRASADA RAO KALLURI
DN: c=IN, postalCode=522646, st=ANDHRA PRADESH, street=1-180 ,GUNTUR,522646, l=GUNTUR, o=Personal, serialNumber=89e8abd86655eff7581323645f3a98d14c0f02dcdf28b6e1c4378e206c3ad7be, pseudonym=704a5c4001eb4f26805a0fdc0ec72580, 2.5.4.20=f969574a528561a33a52ff85f68a6afc9e5360c7710703e7a861f920c3af629e, email=PRASADARAO.KALLURI@GMAIL.COM, cn=PRASADA RAO KALLURI
Date: 2026.09.08 21:13:23 +05'30'

KERNEX MICROSYSTEMS (INDIA) LTD. *HYD*

Prasada Rao K
Company Secretary

NOTICE

Notice is hereby given that the 34th Annual General Meeting of the Members of M/s. Kernex Microsystems (India) Limited will be held on Wednesday, 30th September 2026 at 11:00 A.M. IST through Video Conference ("VC") / Other Audio Visual Means ("OAVM") at the Registered Office to transact the following items of business:

ORDINARY BUSINESS

1. TO RECEIVE, CONSIDER AND ADOPT

(a) THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026 AND THE REPORT OF THE AUDITORS AND BOARD OF DIRECTORS THEREON AND

(b) THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026 AND THE REPORT OF AUDITORS THEREON

*To consider and, if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolutions***

a) "**RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted."

b) "**RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2026 and the report of Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted."

2. TO APPOINT A DIRECTOR IN PLACE OF MR. SITARAMA RAJU MANTHENA (DIN: 08576273), WHOLE-TIME DIRECTOR, WHO RETIRES BY ROTATION AND, BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT AS A DIRECTOR IN THE COMPANY

*To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution***

"**RESOLVED THAT** pursuant to the provisions of Section 152(6) and other applicable provisions of the Companies Act, 2013, the approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Sitarama Raju Manthena (DIN: 08576273) as a "Director," who shall be liable to retire by rotation."

3. TO APPOINT A DIRECTOR IN PLACE OF MR. ANJI RAJU MANTHENA (DIN: 01022368), WHO RETIRES BY ROTATION AND, BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT AS A DIRECTOR IN THE COMPANY

*To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution***

"**RESOLVED THAT** pursuant to the provisions of Section 152(6) and other applicable provisions of the Companies Act, 2013, the approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Anji Raju Manthena (DIN: 01022368) as a "Director," who shall be liable to retire by rotation."

SPECIAL BUSINESS

4. TO RATIFY THE REMUNERATION PAYABLE TO M/S. M P R & ASSOCIATES, COST ACCOUNTANTS, HYDERABAD AS THE "COST AUDITORS" OF THE COMPANY FOR THE FINANCIAL YEAR 2026-27

*To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution***

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. M P R & Associates, Cost Accountants, (Registration No. 000413), Hyderabad, appointed as Cost Auditors by the Board of Directors of the Company to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2026, amounting to Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand only) per annum plus applicable taxes, in addition to reimbursement of all out-of-pocket expenses, be and is hereby ratified."

5. TO CONSIDER, APPROVE RE-APPOINTMENT OF MR. BADARI NARAYANA RAJU MANTHENA (DIN: 07993925) AS A WHOLE-TIME DIRECTOR FOR FURTHER PERIOD OF THREE YEARS W.E.F. 2ND SEPTEMBER 2026

*To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:***

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and pursuant to Regulation 17(1C), Regulation 17(6)(e), wherever applicable, and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), and such other rules, regulations, guidelines, notifications and circulars as may be applicable, and the provisions of the Memorandum and Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at its meeting held on 13th August 2026, the consent of the Members of the Company be and is hereby accorded by way of Special Resolution for the re-appointment and continuation of Mr. Badari Narayana Raju Manthena (DIN: 07993925) as Whole-Time Director of the Company for a further period of three (3) years with effect from 2nd September 2026, notwithstanding that he has attained the age of seventy (70) years during the said tenure, on the following terms and conditions:

i. Salary

The monthly remuneration payable shall be in the range of Rs. 12,50,000/- to Rs. 22,00,000/- per month, including House Rent Allowance and other allowances. The present remuneration of Rs. 12,50,000/- per month will continue.

The Board of Directors of the Company (including the Nomination and Remuneration Committee thereof) shall be authorised to determine, revise, and fix the remuneration payable to Mr. Badari Narayana Raju Manthena within the aforesaid approved range, from time to time, based on performance, responsibilities, and other relevant factors, without requiring any further approval of the Members.

ii. Perquisites

Medical Reimbursement: Expenses incurred for himself and his family, subject to a ceiling of one month's salary in a year or 3 months' salary over a period of 3 years.

Leave Travel Concession:

One month's salary in a year or 3 months' salary over a period of 3 years for himself and his family.

Club Fees:

Subject to a maximum of two clubs. This will not include admission and Life Membership Fees.

Personal Accident Insurance:

Premium not to exceed Rs. 10,000/- per annum.

Provident Fund:

Company's contribution towards Provident Fund as per the service rules of the Company, or at any rate, applicable from time to time.

Gratuity:

Company's contribution towards the Gratuity, as per the Company's service rules, or at any rate, applicable from time to time.

Encashment of Leave:

Entitled to one month's leave, as per the rules of the Company, on full pay, for every 11 months of service. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

Telephone, Electricity and Water charges for residence:

Free telephone facility at the residence for the use of the Company's business, and Free Electricity and Water charges for residence.

Car:

Use of Company's car on the Company's business with a driver, and all expenses on maintenance, repairs, and cost of petrol. (Provision of Car for use of the Company's business and telephone at residence will not be considered as perquisites. Personal long-distance calls on telephone and use of the car for private purposes shall be billed by the Company to the Director.)

"FURTHER RESOLVED THAT, in the event the Company does not have profits or the profit of the Company is inadequate in any financial year during his tenure as referred to above, the amount of Salary and perquisites referred to above shall be paid as minimum remuneration in terms of Section II of Part II of Schedule V to the Companies Act, 2013."

"FURTHER RESOLVED THAT, Mr. Badari Narayana Raju Manthena (DIN: 07993925) shall be entitled to a commission of 1% of the net profits of the Company every financial year, calculated in accordance with the applicable provisions of the Companies Act, 2013, during his tenure as a Whole-Time Director, subject to the overall limits prescribed under the Companies Act, 2013 and other applicable laws."

"FURTHER RESOLVED THAT the Board (which will include its committee thereof) be and are hereby authorized to vary and/or revise the remuneration of Mr. Badari Narayana Raju Manthena (DIN:

07993925) within limits permissible under the Act and to do all such acts, deeds, and things and to execute all such documents, instruments, and writings as may be required to give effect to the aforesaid Resolution."

6. **TO CONSIDER, APPROVE RE-APPOINTMENT OF MR. SITARAMA RAJU MANTHENA (DIN: 08576273) AS A WHOLE-TIME DIRECTOR FOR A FURTHER PERIOD OF THREE YEARS W.E.F. 2ND SEPTEMBER 2026**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a ***Special Resolution:***

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and pursuant to Regulation 17(1C), Regulation 17(6)(e), wherever applicable, and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), and such other rules, regulations, guidelines, notifications and circulars as may be applicable, and the provisions of the Memorandum and Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee, Audit Committee and approval of the Board of Directors at its meeting held on 13th August 2026, the consent of the Members of the Company be and is hereby accorded by way of Special Resolution for the re-appointment of Mr. Sitarama Raju Mangehna (DIN: 08576273) as Whole-Time Director of the Company for a further period of three (3) years with effect from 2nd September 2026, on the following terms and conditions:

i. Salary

The monthly remuneration payable shall be in the range of Rs. 12,50,000/- to Rs. 22,00,000/- per month, including House Rent Allowance and other allowances. The present remuneration of Rs. 12,50,000/- per month will continue.

The Board of Directors of the Company (including the Nomination and Remuneration Committee thereof) shall be authorised to determine, revise, and fix the remuneration payable to Mr. Sitarama Raju Manthena within the aforesaid approved range, from time to time, based on performance, responsibilities, and other relevant factors, without requiring any further approval of the Members.

ii. Perquisites

Medical Reimbursement: Expenses incurred for himself and his family subject to a ceiling of one month's salary in a year or 3 months' salary over a period of 3 years.

Leave Travel Concession:

One month's salary in a year or 3 months' salary over a period of 3 years for himself and his family.

Club Fees:

Subject to a maximum of two clubs. This will not include admission and Life Membership Fees.

Personal Accident Insurance:

Premium not to exceed Rs. 10,000/- per annum.

Provident Fund:

Company's contribution towards Provident Fund as per the service rules of the Company, or at any rate applicable from time to time.

Gratuity:

Company's contribution towards the Gratuity, as per the Company's service rules, or at any rate, applicable from time to time.

Encashment of Leave:

Entitled to one month's leave, as per the rules of the Company, on full pay, for every 11 months of service. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

Telephone, Electricity and Water charges for residence:

Free telephone facility at the residence for the use of the Company's business and Free Electricity and Water charges for residence.

Car:

Use of Company's car on the Company's business with a driver, and all expenses on maintenance, repairs, and cost of petrol. (Provision of Car for use of Company's business and telephone at residence will not be considered as perquisites. Personal long-distance calls on telephone and use of the car for private purposes shall be billed by the Company to the Director.)

"FURTHER RESOLVED THAT, in the event the Company does not have profits or the profit of the Company is inadequate in any financial year during his tenure as referred to above, the amount of Salary and perquisites referred to above shall be paid as minimum remuneration in terms of Section II of Part II of Schedule V to the Companies Act, 2013."

"FURTHER RESOLVED THAT, Mr. Sitarama Raju Manthena (DIN: 08576273) shall be entitled to a commission of 1% of the net profits of the Company every financial year, calculated in accordance with the applicable provisions of the Companies Act, 2013, during his tenure as a Whole-Time Director, subject to the overall limits prescribed under the Companies Act, 2013 and other applicable laws."

"RESOLVED FURTHER THAT the Board of Directors of the Company (which will include its committee thereof) be and is hereby authorized to vary and/or revise the remuneration of Mr. Sitarama Raju Manthena (DIN: 08576273), within limits permissible under the Act, and do all such acts, deeds, and things, and to execute all such documents, instruments, and writings as may be required to give effect to the aforesaid Resolution."

7. **RE-APPOINTMENT OF MR. SESHAGIRI RAO ADABALA (DIN: 09608973) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE YEARS, IN TERMS OF SECTION 149 OF THE COMPANIES ACT, 2013**

*To consider and if thought fit to pass, with or without modification(s), the following resolution as a **Special Resolution:***

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) thereof for the time being in force), and pursuant to Regulations 17(1C), 25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, Mr. Seshagiri Rao Adabala (DIN: 09608973), who was appointed as an Independent Director of the Company on 06.09.2024 and who holds office up to 05.09.2026, and who is eligible for re-appointment and meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, and who has submitted a declaration to that effect, and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from 06.09.2026 up to 05.09.2031 (both days inclusive)."

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall include any Committee thereof or any Director(s) or Company Secretary authorised by the Board) be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient, including filing necessary forms and returns with the Registrar of Companies, Stock Exchange(s), and other statutory authorities, and to settle any question, difficulty or doubt that may arise in giving effect to this Resolution."

8. RE-APPOINTMENT OF MR. DINAKARA RAO PASUPULETI (DIN: 00009801) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE YEARS, IN TERMS OF SECTION 149 OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) thereof for the time being in force), and pursuant to Regulations 17(1A), 17(1C), 25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, Mr. Dinakara Rao Pasupuleti (DIN: 00009801), who was appointed as an Independent Director of the Company at the 32nd Annual General Meeting held on 30.09.2024 and who holds office up to 29.09.2026, and who is eligible for re-appointment and meets the criteria for independence as provided in Section 149(6) of the Act, along with the Rules framed there under and Regulation 16(1)(b) of the Listing Regulations, and who has submitted a declaration to that effect, and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from 30.09.2026 up to 29.09.2031 (both days inclusive)."

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI Listing Regulations and other applicable provisions, the approval of the Members of the Company be and is hereby accorded for the continuation of Mr. Dinakara Rao Pasupuleti (DIN: 00009801), as a Non-Executive Independent

Director of the Company, notwithstanding that he has attained the age of seventy-five (75) years during the aforesaid tenure.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall include any Committee thereof or any Director(s) or Company Secretary authorised by the Board) be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient, including filing necessary forms and returns with the Registrar of Companies, Stock Exchange(s), and other statutory authorities, and to settle any question, difficulty or doubt that may arise in giving effect to this Resolution.

9. APPOINTMENT OF MRS. RENUKA RANI CHADALAWADA (DIN: 08334469), AS AN INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT Mrs. Renuka Rani Chadalawada (DIN: 08334469), who was appointed as an Additional Director of the Company by the Board of Directors on the recommendation of the Nomination & Remuneration Committee with effect from 06.09.2026 and who holds office up to the date of this Annual General Meeting under Section 161(1) of the Companies Act, 2013 (‘the Act’) and Article 116 of the Articles of Association of the Company, and she has given consent for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing her candidature for the office of Director, be and is hereby approved.

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulations 16(1)(b), 17(1C), 25 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded for the appointment of Mrs. Renuka Rani Chadalawada (DIN: 08334469), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, as an Independent Director of the Company, not liable to retire by rotation, for a period commencing from 06.09.2026 to 30.09.2028.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall deem to include any committee of the Board) is authorized to do all such acts, deeds, matters, and things as may be considered necessary, desirable, or expedient to give effect to this resolution, including filing of necessary e-Forms with the Registrar of Companies.”

By order of the Board
For **Kernex Microsystems (India) Limited**

Sd/-
Prasada Rao Kalluri
Company Secretary

Place: Hyderabad,
Date: 5th September 2026

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts relating to the business stated are annexed hereto.

2. The Ministry of Corporate Affairs (“MCA”) vide its General Circular dated May 5, 2020 read with Circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023, September 19, 2024 and September 22, 2025 (collectively referred to as “MCA Circulars”) and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022, SEBI/HO/DDHS/DDHSRACPOD1/P/CIR/2023/001 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 Dated: October 3, 2024 (collectively referred to as “SEBI Circulars”) has permitted the holding of the Annual General Meeting (“AGM”) through Video Conference/Other Audio Visual Means, without the physical presence of the Members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules made there under and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.

3. The Register of Members and Share Transfer Books of the Company will remain closed from 24th September 2026 to 30th September 2026 (both days inclusive) for the purpose of giving effect to the transmission and transposition requests lodged with the Company.

4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the MCA Circulars, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Kfin Technologies Limited (Kfintech) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using the remote e-voting system, as well as voting during the AGM, will be provided by Kfintech.

5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on a first-come, first-serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, and Stakeholders Relationship Committee, Auditors, etc., who are allowed to attend the AGM without restriction on account of a first-come, first-served basis.

6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

7. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf, and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM, and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

8. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of a request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company (acs@kernex.in) or the Company's Registrars and Transfer Agents, KFin Technologies Limited ("KFintech") (einward.ris@kfintech.com), for assistance in this regard.

9. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to the RTA/Company.

10. To promote a green initiative, Members who have not registered their email addresses are requested to register the same with their Depository Participants in case the shares are held by them in electronic form and with KFintech, in case the shares are held in physical form.

11. Members are requested to intimate any changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as the name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Kfintech in case the shares are held by them in physical form.

12. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website https://www.kernex.in. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Kfintech in case the shares are held in physical form.

13. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company (acs@kernex.in) or Kfintech (einward.ris@kfintech.com)the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

14. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

15. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before 20th September 2026 through email on acs@kernex.in. The same will be replied by the Company suitably.

16. Pursuant to the directions/notifications of the Securities and Exchange Board of India (SEBI) and Depositories, the demat account holders can operate their accounts if they had already provided the Income Tax Permanent Account Number either at the time of opening of the account or at any time subsequently. In case they have not furnished the Income Tax Permanent Account Number to the Depository Participants, such demat account holders are requested to contact their DPs with a photocopy of the PAN card (with original PAN card for verification), so that the frozen demat accounts would be available for operation and further secondary consequences of non-compliance with the aforesaid directives would be obviated. SEBI, vide Circular ref. no. MRD/Dop/Cir-05/2009 dated May 20, 2009, made it mandatory to have PAN particulars for the registration of physical share transfer requests. Based on the directive contained in the said circulars, all share transfer requests are therefore to be accompanied with PAN details. Members holding shares in physical form can submit their PAN details to the Company/RTA.

17. Investor Grievance Portal maintained by Registrar and Transfer Agent(RTA).

    Members are hereby notified that our RTA, KFin Technologies Limited, based on the SEBI Circular (SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72) dated June 08, 2023, have created an online application which can be accessed at https://ris.kfintech.com/default.aspx Investor Services > Investor Support.

    Members are required to register / sign up, using the Name, PAN, Mobile and email ID. Post registration, user can login via OTP and execute activities like, raising Service Request, Query, Complaints, check for status, KYC details, Dividend, Interest, Redemptions, e-Meeting and e-Voting Details. Quick link to access the signup page: kprism.kfintech.com/signup

18. SEBI vide circular nos. SEBI/HO/OIAE/OIAE_IAD- 1/P/CIR/2023/131 dated July 31, 2023 and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with master circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated August 11, 2023, had issued guidelines towards an additional mechanism for investors to resolve their grievances by way of Online Dispute Resolution ('ODR') through a common ODR portal. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievance with the Company/its Registrar and Share Transfer Agent directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/login).

19. SEBI, vide its circular dated 3 November 2021 (subsequently amended by circulars dated 14 December 2021, 16 March 2023 and 17 November 2023) mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any dividend payment in respect of such folios, only through electronic mode with effect from 1 April 2024, only upon furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.

    Further, relevant FAQs published by SEBI on its website can be viewed at the following link: https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf

20. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR–4, the format of which is available on the Company's website under Investors Corner and on the website of the Company's RTA. Members may also send an email to obtain the format by sending an email to acs@kernex.in or the RTA. It may be noted that any service request can be processed only after the folio is KYC compliant.

21. The Notice calling the AGM along with the Annual Report has been uploaded on the website of the Company at www.kernex.in. The Notice and Annual Report can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and the AGM Notice is also available on the website of KFintech (agency for providing the Remote e-voting facility), i.e. www.kfintech.com / evoting.kfintech.com. All documents referred to in the accompanying Notice shall be open for inspection by the Members by writing an e-mail to the Company acs@kernex.in.

22. In compliance with the aforesaid MCA Circulars and the SEBI Circular dated May 12, 2020 (collectively referred to as “MCA Circulars”), the AGM Notice and Annual Report are being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories as on 4th September 2026. Members whose email IDs are not registered with the Company/Depositories are requested to follow the process provided further for registration of email IDs with the Depositories for procuring user ID & password and registration of email IDs for e-voting for the resolutions set out in this notice.

23. In case any member is desirous of obtaining a hard copy of the Annual Report for the financial year 2025–26, they may send a request from the registered e-mail address to the Company’s e-mail address at acs@kernex.in mentioning their Folio no./ DP ID and Client ID.

24. Additionally, in accordance with Regulation 36(1)(b) of the Listing Regulations, the Company is also sending a letter to members whose e-mail address is not registered with the Company/Depository Participant, providing the exact web-link of the Company’s website from where the Annual Report for the financial year 2025–26 can be accessed.

25. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

26. Retirement of Directors by rotation: Mr. Sitarama Raju Manthena, Whole-Time Director, and Mr. Anji Raju Manthena, Non-Executive Director of the Company, retire by rotation at the ensuing Annual General Meeting and, being eligible, offer themselves for re-appointment. The Board of Directors recommended their re-appointment.

27. Online application for Investor Query: Members are hereby notified that our RTA , KFin Technologies Limited (Formerly known as KFin Technologies Private Limited), basis the SEBI Circular (SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72) dated Jun 08, 2023, have launched an online application which can be accessed at https://ris.kfintech.com > Investor Services > Investor Support.

    Members are requested to register / sign up, using the Name, PAN, Mobile and email ID. Post registration, user can login via OTP and execute activities like, raising Service Request, Query, Complaints, check for status, KYC details, Dividend, Interest, Redemptions, e-Meeting ande-Voting details.

    Quick link to access the signup page: https://kprism.kfintech.com/signup

    QR code:

Investor Support Centre	KFINTECH Corporate website	RTA Website Search	RTA	Online application for Investor Query

28. Senior Citizens - Investor Support

As part of the initiative, our RTA, in order to enhance investor experience for Senior Citizens, a Senior Citizens investor cell has been newly formed to assist exclusively the Senior Citizens in redressing their grievances, complaints and queries. The special cell closely monitors the complaints coming from Senior Citizens through this channel and handholds them at every stage of the service request till closure of the grievance.

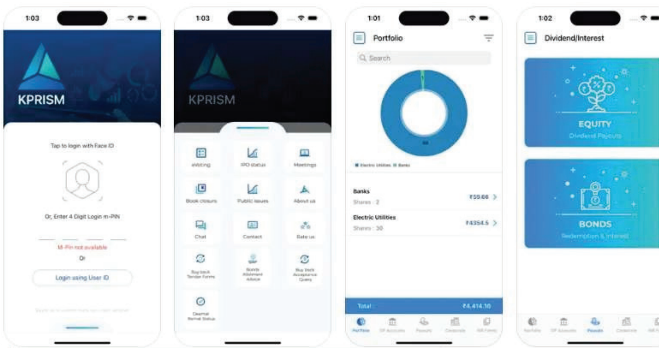
Senior Citizens wishing to avail this service can send the communication with the below details to the email id, senior.citizen@kfintech.com Senior Citizens (above 60 years of age) have to provide the following details:

1. ID proof showing Date of Birth
2. Folio Number
3. Company Name
4. Nature of Grievance

A dedicated Toll-free number for Senior Citizens can also be accessed at 1-800-309-4006 for any queries or information

28. KPRISM Mobile App:

Mobile applications for all users to review their portfolio being managed by KFINTECH are available in Play store and App Store. Users are requested to download the application and register with the PAN number. Post verification, user can use functionalities like - Check portfolio / holding, check IPO status / Demat / Remat, track general meeting schedules, download ISR forms, view the live streaming of AGM and contact the RTA with service request, grievance, and query.



QR Code to
Access KPRISM

INSTRUCTIONS FOR THE MEMBERS FOR ATTENDING THE e-AGM THROUGH VIDEO CONFERENCING / OTHERAUDIO-VISUALMODE ("VC/OAVM"):

1. Attending the e-AGM: Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM at https://emeetings.kfintech.com/ by using their remote e-voting login credentials and selecting the 'Event' for Company's AGM. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into the e-voting system.

2. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.

3. Further, Members will be required to allow Camera, if any and hence use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Facility of joining the AGM through VC / OAVM shall be open 15 minutes before the time scheduled for the AGM.

6. Those Members who register themselves as speaker will only be allowed to express views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time for the AGM.

7. Submission of Questions / queries prior to e-AGM:

   Members desiring any additional information with regard to Accounts/Annual Reports or having any questions or queries are requested to write to the Company Secretary on the Company's investor email id i.e., acs@kernex.in between September 25, 2026 (09.00 Hours IST) and September 27, 2026 (17.00 Hours IST), so as to enable the Management to keep the information ready. Please note that, member's questions will be answered only if they continue to hold the shares as of cut-off date. Alternatively, shareholders holding shares as on cut-off date may also visit https://evoting.kfintech.com/ and click on the tab "Post Your Queries Here" to post their queries/views/questions in the window provided, by mentioning their name, demat account number/folio number, email ID, mobile number. The window shall be activated during the remote e-voting period and shall be closed 24 hours before the time fixed for the e-AGM.

8. Speaker Registration before e-AGM: Shareholders who wish to register as speakers at the AGM are requested to visit https://evoting.kfintech.com/ register themselves between September 25, 2026 (09.00 Hours IST) and September 27, 2026 (17.00 Hours IST). The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

9. Facility ofjoining the AGM through VC / OAVM shall be available to 2000 members on first come first serve basis. However, the participation of members holding 2% or more shares, promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first come first serve basis.

10. Members who need technical assistance before or during the AGM, can contact KFintech at https://evoting.kfintech.com/

11. Corporate members intending to send their authorised representatives to attend the Annual General Meeting through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") pursuant to the provisions of Section 113 of the Companies Act, 2013 are requested to send a certified copy of the relevant Board Resolution to the Company.

INSTRUCTIONS FOR E-VOTING:

PROCEDURE FOR REMOTE E-VOTING

a) In compliance with the provisions of Section 108 of the Companies Act, 2013 ("the Act"), read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI circular no.SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech on all the resolutions set forth in this Notice. The instructions for e-Voting are given below.

b) However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency ofthe voting process.

c) Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

d) The remote e-Voting period commences from 09:00 Hours (IST) on Sunday, September 27, 2026, to 17.00 Hours (IST) on Tuesday, September 29, 2026.

e) The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on Wednesday, September 23, 2026, i.e. the cut-off date.

Any person holding shares in physical form and non-individua1shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting evoting@kfintech.com. However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

g) In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meetings for Individual shareholders holding securities in demat mode.”

h) The details of the process and manner for remote e-Voting and e-AGM are explained below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3: Access to join virtual meetings (e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL	**A. User already registered for IDeAS facility:** i. Visit URL: https://eservices.nsdl.com ii. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. iii. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" iv. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.
	B. Users not registered for IDeAS e-Services: i. To register click on link: https://eservices.nsdl.com ii. Select "Register Online for IDeA S" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp iii. Proceed with completing the required fields. iv. Follow steps given in points 1.
	C. Alternatively, by directly accessing the e-Voting website of NSDL: i. Open URL: https://www.evoting.nsdl.com/ ii. Click on the icon "Login" which is available under 'Shareholder/Member' section. iii. Anew screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. iv. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e., KFintech. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.

	D. NSDL Speede Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	**A, Existing user who have opted for Easi / Easiest** i. Visit URL: https://web.cdslindia.com/myeasitoken/home/login or URL: www.cdslindia.com ii. Click on New System Myeasi iii. Login with your registered user id and password. iv. The user will see the e-Voting Menu. The Menu will have links of ESP i.e., KFintech e-Voting portal. v. Click on e-Voting service provider name to cast your vote.
	B. User not registered for Easi/Easiest i. Option to register is available at https://web.cdslindia.com/myeasitoken/home/login ii. Proceed by completing the required fields. iii. Follow the steps given in point 1. **C. Alternatively, by directly accessing the e-Voting website of CDSL:** i. Visit URL: www.cdslindia.com ii. Provide your demat Account Number and PAN No. iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. iv. After successful authentication, user will be provided links for the respective ESP, i.e., KFintech where the e- Voting is in progress.

Individual Shareholder login through their demat accounts / Website of Depository Participant	i. You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-Voting facility. ii. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. iii. Click on options available against company name or e-Voting service provider - Kfintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Details on Step 2 are mentioned below:

Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

A. Members whose email IDs are registered with the Company/ Depository Participants (s), wi8 receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

a) Launch internet browser by typing the URL: https://evoting.kfintech.com/

b) Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.

c) After entering these details appropriately, click on "LOGIN".

d) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lowercase (a-z), one numeric value(0-9) and a special character(@,#,$, etc.,).

The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

e) You need to login again with the new credentials.

On successful login, the system will prompt you to select the “EVEN” i.e., “Kernex Microsystems (India) Limited 34th AGM” and click on “Submit.”

8) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.

h) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

i) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

j) You may then cast your vote by selecting an appropriate option and click on “Submit”.

k) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

l) Corporate/Institutional Members (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorising its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at email id rao_ds7@yahoo.co.in with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format “Kernex Microsystems (India) Limited”

B. Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

Procedure for Registration of email and Mobile for securities in physical mode:

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-I/P/CIR/2023/37, dated March 16, 2023, all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite form ISR 1 along with the supporting documents.

Form ISR I can be obtained by following the link:

https://ris.kfintech.com/clientservices/isc/default.aspx ISR Form(s) and the supporting documents can be provided by any one of the following modes.

a. Through 'In Person Verification' (IPV): the authorised person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or

b. Through hard copies which are self-attested, which can be shared on the address below; or Name: KFIN Technologies Limited

   Unit: Kernex Microsystems (India) Limited

   Address: Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032.

c. Through electronic mode with e-sign by following the link: https://ris.kfintech.Com/c1ientserv1ces/isc/default.aspx#

Detailed FAQ can be found on the link: https://ris.kfintech.com/faq.html

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

a) Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at https://emeetings.kfintech.com/ by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVENT of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.

b) Facility for joining AGM though VC/ OAVM shall open at least 30 minutes before the commencement of the Meeting.

c) Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.

d) Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

e) As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number and email id.

f) The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.

g) A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member cast votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

h) Facility of joining the AGM through VC / OAVM shall be available for at least 2000 members on first come first served basis.

i) Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

OTHER INSTRUCTIONS

i. Speaker Registration: The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit and login through https://emeetings.kfintech.com the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will be opened from September 25, 2026 (09:00 Hours IST) to September 27, 2026 (17.00 Hours IST). Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

ii. Post your Question: The Members who wish to post their questions prior to the meeting can do the same by visiting https://emeetings.kfintech.com. Please login through the user id and password provided in the mail https://emeetings.kfintech.com received from Kfintech. On successful login, select 'Post Your Question' option which will be opened from September 25, 2026 (09:00 Hours IST) to September 27, 2026 (17.00 Hours IST).

iii. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of https://evoting.kfintech.com (KFintech Website) or contact Mr. Ganesh Patro, at evoting@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.

iv. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Wednesday, September 23, 2026 (End of Day), being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

v. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.kfintech.com/, the member may click “Forgot Password” and enter Folio No. or DP ID, Client ID and PAN to generate a password.

Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.

vi. The results of the electronic voting shall be submitted to the Stock Exchanges after the AGM. The results along with the Scrutiniser’s Report, shall also be placed on the website of the Company

GENERAL INSTRUCTIONS:

a. The Company confirms that it has complied with all applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

b. The Company’s equity shares are Listed at (i) BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001, Maharashtra, India; and (ii) National Stock Exchange of India Limited, Exchange Plaza, Floor 5, Plot No. C/1, Bandra (East), Mumbai – 400051, Maharashtra, India and the Company has paid the Annual Listing Fees to the said Stock Exchanges for the year 2026 – 2027.

c. Members are requested to send all communication relating to shares (Physical and Electronic) to the Company’s Registrar and Share Transfer Agent at KFIN Technologies Limited (Unit: Kernex Microsystems (India) Limited), Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032, Telangana State, India.

d. Register of Directors and Key Managerial Personnel (KMP) and their shareholding under Section 170 of the Companies Act, 2013 and the rules made thereunder and Register of Contracts maintained under Section 189 of the Companies Act, 2013 and the rules made thereunder are available for inspection at the registered office of the Company.

e. As required under Listing Regulations and Secretarial Standard-2 on General Meetings, details in respect of Directors seeking appointment/re-appointment at the Annual General Meeting is separately annexed hereto. Directors seeking appointment/re-appointment have furnished requisite declarations under Section 164(2) and other applicable provisions of the Companies Act, 2013 including rules framed thereunder.

GENERAL INFORMATION:

i. Members holding shares either in demat or physical mode who are in receipt of Notice, may cast their votes through e-voting.

ii. Members opting for e-voting, for which the USER ID and initial password are provided in a separate sheet. Please follow steps under the heading ‘INSTRUCTIONS FOR E-VOTING’ above to vote through e-voting platform.

iii. The e-voting period commences from 09:00 Hours (IST) on Sunday, September 27, 2026, to 17.00 Hours (IST) on Tuesday, September 29, 2026. During this period, the members of the Company holding shares either in physical form or in demat form, as on the cut-off date Wednesday, September 23, 2026, may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

iv. The Company has appointed Mr. D S Rao (Membership No. ACS 12394 and CP No. 14487) of Practicing Company Secretaries as the Scrutiniser to conduct the voting process (e-voting and poll) in a fair and transparent manner.

v. The Scrutiniser shall, within a period not exceeding 2 working days from the conclusion of the Annual General Meeting unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutiniser's Report containing the details with respect to votes cast in favour, against and abstained and submit the same to the Chairman of the Company

vi. Subject to the receipt of sufficient votes, the resolution shall be deemed to be passed at the 34th Annual General Meeting of the Company scheduled to be held on Wednesday, September 30, 2026, the results declared along with the Scrutiniser's Report shall be placed on the Company's website www.kernex.in and on the website of KFintech evoting.kfintech.com, within 2 working days of conclusion of the Annual General Meeting.

EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all the material facts relating to the business mentioned under Item Nos. 4 to 9 of the accompanying Notice.

Item No. 4

M/s. M P R & ASSOCIATES (FRN: 000413), founded in 2012, is a Hyderabad-based firm of Cost Accountants specializing in Costing, Taxation, and Cost Advisory Services. The firm consisting of qualified cost accountants has undertaken many assignments in various industries. The clients' list includes leading companies with multiple locations and diversified product portfolios. They have expertise in the areas which include: Cost Audit, Product Costing, Cost System Designing and Implementation, Cost of Production Certifications under CAS-4, Internal Audit, Stock Audits & Valuation, and Local Content Certification.

Pursuant to the recommendation of the Audit Committee, the Board of Directors at its meeting held on 29th May 2026 appointed M/s. M P R & Associates, Cost Accountants, (Registration No. 000413) to the office of Cost Auditors of the Company for the FY 2026-27 at a remuneration of Rs. 1,50,000/- per annum, subject to the approval of the members of the Company.

In accordance with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors requires ratification by the Shareholders and hence the resolution at No. 4 in the Notice attached herewith is put up for the consideration of the shareholders.

The resolution is recommended for your consideration and approval.

None of the Directors, Key Managerial Personnel, or their respective relatives is, in any way, concerned or interested, whether financially or otherwise, in the said resolution.

Item No. 5

Members are aware that Mr. Badari Narayana Raju was reappointed as a Whole-Time Director of the Company for a period of three years, with effect from 2nd September 2023 till 1st September 2026, by means of a Special Resolution passed by the Members at the 31st Annual General Meeting of the Company held on 30th September 2023, on the terms and conditions, including payment of remuneration. Further, the Members, based on the recommendation of the Nomination and Remuneration Committee and the Board at their meetings held on 13th August 2026, have approved the re-appointment of Mr. Badari Narayana Raju Manthena (DIN: 07993925) as a Whole-Time Director for a further period of three years w.e.f. 2nd September 2026, subject to approval of shareholders at the ensuing general meeting.

Mr. Badari Narayana Raju Manthena has been in the employment of the Company for the past 25 years in a senior level position, with the designation of Chief Administrative and Commercial Officer and as a Whole-Time Director from 20th November 2017, he has been looking after the General and Personnel Administration, liaison with all Government Agencies, and ensuring compliance with GST, PF, ESI, etc. He possesses extensive experience in Business Development, Project Management, Strategic Planning, Operational Planning, and Financial Management, with a specialization in Domestic Marketing.

Mr. Badari Narayana Raju Manthena (DIN: 07993925) holds 17,087 (Seventeen Thousand Eighty-Seven Only) equity shares, constituting 0.014% of the total equity share capital of the Company. Mr. Badari Narayana Raju Manthena (DIN: 07993925) does not have any directorship or membership of committee of Board in any other listed company. The Board of Directors recommends the resolution in relation to the appointment of Whole-Time Director for the approval of the shareholders of the Company.

Mr. Badari Narayana Raju Manthena has extensive experience and knowledge of the Company's business, operations and industry. During his association with the Company, he has made valuable contributions towards the Company's operations, business development and strategic initiatives. His continued association with the Company is considered important for providing leadership, continuity and guidance in the execution of the Company's ongoing and proposed business initiatives.

Mr. Badari Narayana Raju Manthena has attained the age of 70 years during the proposed tenure of his re-appointment. In terms of Section 196(3)(a) of the Companies Act, 2013, no person who has attained the age of seventy years shall be appointed or re-appointed as Managing Director, Whole-Time Director or Manager except with the approval of the Members by way of a Special Resolution.

The Board is of the view that his age should not be a bar to his continued association with the Company, considering his extensive experience, knowledge of the Company's business, managerial capabilities and valuable contribution to the Company. His continued guidance and leadership are expected to be beneficial to the Company, particularly in view of its ongoing business expansion, execution of projects and future growth plans.

Accordingly, the Board considers the re-appointment and continuation of Mr. Badari Narayana Raju Manthena as Whole-Time Director, notwithstanding that he has attained the age of 70 years, to be in the best interests of the Company and its stakeholders.

The following is the additional information as per Section II of Part II of Schedule V of the Companies Act, 2013:

I. GENERAL INFORMATION:

Nature of industry	The Company is specialized in Integrating Technologies related to Wireless Front-end, Satellite Communication, Embedded Systems, Signal Processing, Network Management and Software development.
Date or expected date of commencement of commercial production	The Company was incorporated in the year 1991 and commercial production commenced simultaneously.
In the case of new companies, the expected date of commencement of activities, as per the project approved by the financial institutions appearing in the prospectus	Not applicable

Financial performance based on given indicators (Figures in Lakhs)	Financial Year	2025-26 (Rs. In Lakhs)	2024-25 (Rs. In Lakhs)	2023-24 (Rs. In Lakhs)
	Gross Revenue	42,857.52	19,183.13	2,131.49
	Profit/(loss) before tax	10,942.47	3,337.43	(2,049.21)
	Net Profit/(loss)	8,062.52	5,091.71	(2,040.53)
Foreign investments or collaborations, if any.	The Company has not entered into any material foreign collaboration, and no direct capital investment has been made in the Company during the previous three financial years.			

II. INFORMATION ABOUT THE APPOINTEE: Mr. BADARI NARAYANA RAJU MANTHENA

1.	Background details	Mr. Badari Narayana Raju Manthena has been in the employment of the Company for the past 25 years in a senior level position, with the designation of Chief Administrative and Commercial Officer and as a Whole Time Director from 20th November 2017, he has been looking after the General and Personnel Administration, liaison with all Government Agencies, and ensuring compliance with GST, PF, ESI, etc. He has extensive experience in Business Development, Project Management, Strategic Planning, Operational Planning, and Financial Management, with a specialization in Domestic Marketing.
2.	Past and Proposed remuneration	Past Remuneration: Rs. 12,50,000/- per month, including HRA and other allowances. Proposed remuneration shall be in the range of Rs. 12,50,000/- to Rs. 22,00,000/- per month, including House Rent Allowance and other allowances. The present remuneration of Rs. 12,50,000/- per month will continue.
3.	Recognition or awards	-NIL-
4.	Job Profile and Suitability	Mr. Badari Narayana Raju Manthena has been in the employment of the Company for the past 25 years in a senior level position, with the designation of Chief Administrative and Commercial Officer and as a Whole Time Director from 20th November 2017, he has been looking after the General and Personnel Administration, liaison with all Government Agencies, and ensuring compliance with GST, PF, ESI, etc. He has extensive experience in Business Development, Project Management, Strategic Planning, Operational Planning, and Financial Management, with a specialization in Domestic Marketing.

5.	Comparative remuneration profile with respect to the Industry, Size of the Company, Profile of the Position and Person (in case of expatriates, the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, the profile of the Whole-Time Director, the responsibilities shouldered by him, and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior-level positions in other companies.
6.	Pecuniary relationship, directly or indirectly, with the Company, or relationship with the managerial personnel, if any.	There is no pecuniary relationship with the Company or its Key Managerial Personnel other than his remuneration in the capacity of Whole-Time Director. He is holding 17,087 shares in the Company in his personal capacity.

III. Other information:

1. Reasons of loss or inadequate profits:
Not applicable as the company has profits.

2. Steps taken or proposed to be taken for improvement:
The operations of the company are being scaled up to increase revenues.

3. Expected increase in productivity and profits in measurable terms:
We expect a substantial increase in production, which is leading to good improvement in operating margins.

The Board of Directors recommends the Special Resolution as set out in Item No. 5 in the Notice for approval of the Shareholders.

None of the Directors/Key Managerial Personnel or their relatives is concerned or interested in the Resolution except Mr. Badari Narayana Raju Manthena being interested in this resolution.

Item No: 6

Members are aware that Mr. Sitarama Raju Manthena was reappointed as a Whole-Time Director of the Company for a period of three years with effect from 2nd September 2023 till 1st September 2026, by means of a Special Resolution passed by the Members at the 31st Annual General Meeting of the Company held on 30th September 2023, on the terms and conditions, including payment of remuneration. Further, the Members, based on the recommendation of the Nomination and Remuneration Committee and the Board at their meetings held on 13th August 2026, have approved the re-appointment of Mr. Sitarama Raju Manthena (DIN: 08576273) as a Whole-Time Director for a further period of three years, w.e.f. 2nd September 2026, subject to the approval of the shareholders at the ensuing general meeting.

Mr. Sitarama Raju Manthena (DIN: 08576273) holds a Bachelor Degree BS Computer Science and Minor in Business Administration. He has over two decades of experience and expertise in International Business development, Project Management, Strategic planning, Operational planning and Financial acumen, with specialization in International Marketing.

Mr. Sitarama Raju Manthena (DIN: 08576273) is the son of Dr. Anji Raju Manthena and Mrs. Parvathi

Manthena, and Brother of Ms. Sreelakshmi Manthena. Mr. Sitarama Raju Manthena (DIN: 08576273) holds 7,12,992 (Seven Lakhs Twelve Thousand Nine Hundred and Ninety Two Only) equity shares, constituting 4.25% of the total equity share capital of the Company. Mr. Sitarama Raju Manthena (DIN: 08576273) does not have any directorship or membership of committee of Board in any other listed company. The Board of Directors recommends the resolution in relation to the appointment of Whole-Time Director for the approval of the shareholders of the Company.

The following is the additional information as per Section II of Part II of Schedule V of the Companies Act, 2013:

I. GENERAL INFORMATION:

<table>
<tr><td>1.</td><td>Nature of industry</td><td colspan="4">The company is specialized in Integrating Technologies related to Wireless Front-end, Satellite Communication, Embedded Systems, Signal Processing, Network Management and Software development.</td></tr>
<tr><td>2.</td><td>Date or expected date of commencement of commercial production</td><td colspan="4">The company was incorporated in the year 1991 and the commercial production commenced simultaneously</td></tr>
<tr><td>3.</td><td>In the case of new companies, the expected date of commencement of activities, as per the project approved by the financial institutions appearing in the Prospectus</td><td colspan="4">Not applicable</td></tr>
<tr><td rowspan="4">4.</td><td rowspan="4">Financial performance based on the given indicators (Figures in Lakhs)</td><td>Financial Year</td><td>2025-26
(Rs. In Lakhs)</td><td>2024-25
(Rs. In Lakhs)</td><td>2023-24
(Rs. In Lakhs)</td></tr>
<tr><td>Gross Revenue</td><td>42,857.52</td><td>19,183.13</td><td>2,131.49</td></tr>
<tr><td>Profit/(loss) before tax</td><td>10,942.47</td><td>3,337.43</td><td>(2,049.21)</td></tr>
<tr><td>Net Profit/(loss)</td><td>8,062.52</td><td>5,091.71</td><td>(2,040.53)</td></tr>
<tr><td>5.</td><td>Foreign investments or collaborations, if any.</td><td colspan="4">The Company has not entered into any material foreign collaboration, and no direct capital investment has been made in the Company during the previous three financial years.</td></tr>
</table>

II. INFORMATION ABOUT THE APPOINTEE: Mr. Sitarama Raju Manthena

1.	Background details	Mr. Sitarama Raju Manthena holds a Bachelor's Degree BS in Computer Science with a Minor in Business Administration. He also has over two decades of experience and expertise in International Business Development, Project Management, Strategic Planning, Operational Planning, and Financial acumen with specialization in International Marketing.

2.	Past and Proposed remuneration	Past Remuneration: 12,50,000/- per month, including HRA and other allowances. Proposed remuneration shall be in the range of Rs. 12,50,000/- to Rs. 22,00,000/- per month, including House Rent Allowance and other allowances. The present remuneration of Rs. 12,50,000/- per month will continue.
3.	Recognition or awards	-NIL-
4.	Job Profile and Suitability	Mr. Sitarama Raju Manthena holds a Bachelor's Degree BS in Computer Science with a Minor in Business Administration. He also has over two decades of experience and expertise in International Business Development, Project Management, Strategic Planning, Operational Planning, and Financial acumen with specialization in International Marketing.
5.	Comparative remuneration profile with respect to the Industry, Size of the Company, Profile of the Position and Person (in case of expatriates, the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, the profile of the Whole-Time Director, the responsibilities shouldered by him, and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior-level positions in other companies.
6.	Pecuniary relationship, directly or indirectly, with the Company, or relationship with the managerial personnel, if any.	Mr. Sitarama Raju Manthena (DIN: 08576273) is the son of Dr. Anji Raju Manthena and Mrs. Parvathi Manthena, and Brother of Ms. Sreelakshmi Manthena. Mr. Sitarama Raju Manthena (DIN: 08576273) is holding 7,12,992 (Seven Lakhs Twelve Thousand Nine Hundred and Ninety-Two) equity shares, constituting 4.25% of the total equity share capital of the Company.

III. Other information:

1. Reasons of loss or inadequate profits:

Not applicable as the company has profits.

2. Steps taken or proposed to be taken for improvement:

The operations of the company are being scaled up to increase revenues.

3. Expected increase in productivity and profits in measurable terms:

We expect a substantial increase in production, which is leading to good improvement in operating margins.

The Board of Directors recommends the Special Resolution as set out in Item No. 6 in the Notice for approval of the Shareholders.

None of the Directors/Key Managerial Personnel or their relatives are concerned or interested in the resolution except Mr. Sitarama Raju Manthena (being interested), Dr. Anji Raju Manthena, Mrs. Parvathi Manthena and Ms. Sree Lakshmi Manthena, Promoter Directors.

Item No: 7

Mr. Seshagiri Rao Adabala (DIN: 09608973) was appointed as an Independent Director by the Board of Directors on 06.09.2024 and subsequently approved by the Members of the Company at the 32nd Annual General Meeting held on 30.09.2024, for a term of two years with effect from 06.09.2024 up to 05.09.2026.

Pursuant to the performance evaluation of Mr. Seshagiri Rao Adabala, considering his valuable guidance, active participation in the deliberations of the Board and Committees, significant contributions during his tenure, and the benefits of his continued association with the Company, the Nomination and Remuneration Committee (“NRC”) recommended his re-appointment. Based on the recommendation of the NRC on 03.09.2026, the Board of Directors on 05.09.2026 approved the proposal for his re-appointment as a Non-Executive Independent Director, not liable to retire by rotation, for a second consecutive term of five years, commencing from 06.09.2026 and ending on 05.09.2031, subject to the approval of the Members by way of a Special Resolution in terms of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director. In terms of Regulation 17(1C)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the Company is required to obtain the approval of Members for the re-appointment of a Director at the next General Meeting or within a period of three months from the date of reappointment, whichever is earlier.

Mr. Seshagiri Rao Adabala, aged 65 years, holds a Degree of Bachelor of Science and Degree of Bachelor of Law from Andhra University. He holds a diploma in Industrial Relations & Personnel Management and a Diploma in Marketing & Sales Management from the Bharatiya Vidya Bhavan. He is a Certified Associate of the Indian Institute of Bankers (CAIIB Retail Banking examination) from the Institute of Banking & Finance.

Mr. Seshagiri Rao Adabala started his career as a Medical Detailing Officer (Medical Representative) before transitioning to banking. In the Banking sector, he rose through the ranks from clerk to Deputy General Manager. He was a Zonal Head for Pune, overseeing 92 branches with a business mix of ₹12,000 crores, underscores the scale of his influence and the trust placed in his leadership.

With more than 35 years of experience across Business Development, General Administration, and Banking and Financial Services, he has developed a comprehensive skill set. His expertise spans critical areas such as branch management, credit operations, risk management, and business growth strategies. His leadership experience in managing large teams and complex financial operations will undoubtedly be an asset to any organization.

His rich experience in banking and financial services will provide valuable insights and strategic direction. His deep understanding of business development will help in formulating growth strategies, while his experience in general administration will ensure efficient and smooth operations. Additionally, his proven leadership in managing high-performing teams will be critical in driving the company’s success in a competitive environment.

The Company has received from Mr. Seshagiri Rao Adabala (i) Consent to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (‘Rules’); (ii) Intimation in Form DIR-8 in terms of the Rules to the effect that he is not disqualified under the provisions of Section 164(2) of the Act; (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (‘SEBI Listing Regulations’); (iv) Confirmation in terms of Regulation 25(8) of the SEBI Listing Regulations that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties; and (v) Declaration pursuant to BSE Limited Circular No. LIST/COMP/14/2018-19 and National Stock Exchange of India Limited Circular No. NSE/ML/2018/24 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India or any other such authority. Mr. Seshagiri Rao Adabala has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Rules, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Seshagiri Rao Adabala fulfills the conditions specified under the Act, the Rules made there under, and the SEBI Listing Regulations for his re-appointment as an Independent Director of the Company and is independent of the Management. Considering his qualifications, expertise, experience, integrity, skills, and valuable contribution to the deliberations of the Board, the Board is of the view that his continued association would be of immense benefit to the Company and, accordingly, recommends his re-appointment as an Independent Director for a second consecutive term.

The Board is also satisfied that Mr. Seshagiri Rao Adabala possesses the integrity, expertise, and experience required under the SEBI Listing Regulations, and that he is a person of high integrity and fulfills the conditions specified for appointment as an Independent Director.

The additional information and disclosures required under Secretarial Standards on General Meetings and Regulation 36(3) of the SEBI Listing Regulations are provided in the Annexure forming part of this Notice.

Accordingly, the Board recommends the Special Resolution set out at Item No. 7 of the accompanying Notice for approval by the Members.

Except Mr. Seshagiri Rao Adabala and his relatives, none of the Directors, Key Managerial Personnel of the Company, or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7 of the accompanying notice. Mr. Seshagiri Rao Adabala is not related to any Director or Key Managerial Personnel of the Company.

Item No. 8:

The Nomination and Remuneration Committee and the Board of Directors of the Company had recommended the appointment of Mr. Dinakara Rao Pasupuleti (DIN: 00009801) as an Independent Director of the Company for a term of two (2) years commencing from 30.09.2024 up to 29.09.2026. The Members of the Company approved his appointment at the 32nd Annual General Meeting held on 30.09.2024.

Pursuant to the performance evaluation of Mr. Dinakara Rao Pasupuleti, considering his valuable guidance, active participation in the deliberations of the Board and Committees, significant contributions during his tenure, and the benefits of his continued association with the Company, the Nomination and Remuneration Committee ("NRC") recommended his re-appointment. Based on the recommendation of the NRC on 03.09.2026, the Board of Directors on 05.09.2026 approved the proposal for his re-appointment as a Non-Executive Independent Director, not liable to retire by rotation, for a second consecutive term of five years, commencing from 30.09.2026 and ending on 29.09.2031, subject to the approval of the Members by way of a Special Resolution in terms of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member proposing his candidature for the office of Director. In terms of Regulation 17(1C)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the Company is required to obtain the approval of Members for the re-appointment of a Director at the next General Meeting or within a period of three months from the date of re-appointment, whichever is earlier.

Mr. Dinakara Rao Pasupuleti, aged 81 years, holds a Post Graduate Degree in Applied Economics.

He started his career as a Probationary Officer with the State Bank of Hyderabad. During his distinguished banking career, he specialized in Human Resources Development, Personnel Management, Training, and Corporate Credit. He underwent specialized training in Behavioral Science from the Indian Society for Individual and Social Development (ISISD) and in Transactional Analysis from the International Transactional Analysis Association (ITAA). He retired as Chief General Manager of the State Bank of Hyderabad in 2005. Thereafter, he served as Director of Alpha Foundation and Senior Advisor to Maxwealth Trust Associates of ICFAI, Hyderabad. He is also an Arbitrator on the panels of the National Stock Exchange of India Limited (NSE), BSE Limited (BSE), and National Commodity & Derivatives Exchange Limited (NCDEX). He is presently serving as Director of SPYN Financial Services Private Limited.

With more than 35 years of extensive experience in banking, financial services, business development, and general administration, Mr. Dinakara Rao Pasupuleti possesses deep expertise in branch management, corporate credit, human resource management, risk management, business development, and strategic leadership. His rich experience and sound understanding of banking, finance, governance, and regulatory matters continue to provide valuable guidance to the Board in its decision-making process.

The Company has received from Mr. Dinakara Rao Pasupuleti (i) Consent to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ('Rules'); (ii) Intimation in Form DIR-8 in terms of the Rules to the effect that he is not disqualified under the provisions of Section 164(2) of the Act; (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations'); (iv) Confirmation in terms of Regulation 25(8) of the SEBI Listing Regulations that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties and (v) Declaration pursuant to BSE Limited Circular No. LIST/COMP/14/2018-19 and National Stock Exchange of India Limited Circular No. NSE/ML/2018/24 dated June 20, 2018, that he has not been debarred from holding office as a Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority. Mr. Dinakara Rao Pasupuleti has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Rules, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Dinakara Rao Pasupuleti fulfills the conditions specified under the Act, the Rules made there under, and the SEBI Listing Regulations for his re-appointment as an Independent Director of the Company and is independent of the Management. Considering his qualifications, expertise, integrity, experience, skills, and valuable contribution to the deliberations of the Board, the Board is of the view that his continued association would be of immense benefit to the Company and accordingly recommends his re-appointment as an Independent Director for a second consecutive term.

Mr. Dinakara Rao Pasupuleti has attained the age of 81 years. In terms of Regulation 17(1A) of the SEBI Listing Regulations, the continuation of a Non-Executive Director who has attained the age of seventy-five years requires the approval of the Members by way of a Special Resolution. The Board, based on the recommendation of the NRC, is of the view that notwithstanding his age, his vast experience in the banking and financial services sector, extensive leadership experience, sound knowledge of governance practices, independent judgment, and continued valuable contribution to the affairs of the Company make his continued association highly beneficial to the Company. Accordingly, the Board recommends his continuation as an Independent Director beyond the age of seventy-five years.

The Board is also satisfied that Mr. Dinakara Rao Pasupuleti possesses the integrity, expertise, and experience required under the SEBI Listing Regulations and is a person of high integrity who fulfills all the conditions specified for re-appointment as an Independent Director.

The additional information and disclosures required under Secretarial Standard on General Meetings and Regulation 36(3) of the SEBI Listing Regulations are provided in the Annexure forming part of this Notice.

Accordingly, the Board recommends the Special Resolution set out at Item No. 8 of the accompanying Notice for approval by the Members.

Except Mr. Dinakara Rao Pasupuleti and his relatives, none of the Directors, Key Managerial Personnel of the Company, or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 8 of the accompanying Notice. Mr. Dinakara Rao Pasupuleti is not related to any Director or Key Managerial Personnel of the Company.

Item No. 9:

The Board of Directors on 05.09.2026 has appointed Mrs. Renuka Rani Chadalawada (DIN: 08334469), as an Additional Director of the Company in the category of Independent Director, on the recommendation of the Nomination and Remuneration Committee at its meeting held on 03.09.2026, who shall hold office till the ensuing 34th Annual General Meeting of the Company. The Board further proposed her appointment as an Independent Director of the Company for a period commencing from 06.09.2026 to 30.09.2028. The Company has received notice in writing under section 160 of the Act, proposing the candidature of Mrs. Renuka Rani Chadalawada (DIN: 08334469) for the office of Independent Director of the Company.

Mrs. Renuka Rani Chadalawada holds an LLM from Osmania University and brings over 25 years of experience as a legal counsel to various corporates. She has extensive expertise in Contract Management, Corporate Governance, Litigation Management, Intellectual Property Services, and Arbitration. Throughout her career, she has served in key roles, including Member of the Institutional Ethics Committee and Chairperson of the Internal Complaints Committee. Her scholarly contributions include notable publications such as “Maintainability of Writ of Habeas Corpus for the Custody of Wife” and “History of Law Reporting in India,” both published in the Madras Law Journal.

The Company has received a declaration from Mrs. Renuka Rani Chadalawada that she meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b), read with Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’). Further, Mrs. Renuka Rani Chadalawada is not disqualified from being appointed as a Director in terms of Section 164 of the Act, and she has given her consent to act as a Director. Mrs. Renuka Rani Chadalawada has confirmed that she is not aware of any circumstance or situation which exists or may reasonably be anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company.

In terms of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings, a brief profile of the Independent Director, the nature of her expertise in specific functional areas, other directorships and committee memberships, shareholding, and relationship with other directors of the Company are given in the notes to the Notice calling this Annual General Meeting.

In the opinion of the Board, Mrs. Renuka Rani Chadalawada fulfills the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of the Management. The Company has received notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Independent Director of the Company.

Your Directors recommend the resolution set out at Item No. 9 of the Notice for approval by the Members as a Special Resolution.

Mrs. Renuka Rani Chadalawada is interested in the resolution set out at Item No. 9 of the Notice as it relates to her appointment. Relatives of Mrs. Renuka Rani Chadalawada may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the Directors, Key Managerial Personnel, or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

By order of the Board
For **Kernex Microsystems (India) Limited**

Sd/-
Prasada Rao Kalluri
Company Secretary

Place: Hyderabad
Date: 5th September 2026

DETAILS OF THE DIRECTORS RETIRING BY ROTATION/SEEKING RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING:

[Pursuant of the Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS-2) on General Meeting]

Name of the Director	Mr. Sitarama Raju Manthena	Mr. Anji Raju Manthena
Director Identification No	08576273	01022368
Date of Birth	24.06.1973	03.04.1945
Date of First Appointment on the Board	30.09.2019	20.05.2005
Educational Qualifications	BS Computer Science with Business Administration	MBBS
Date of Appointment including terms and conditions of appointment	NA	NA
Relationship between Directors Inter-Se	He is the son of Dr. Anji Raju Manthena and Mrs. Parvathi Manthena, and Brother of Ms. Sreelakshmi Manthena.	Mrs. Parvathi Manthena is Wife, Mr. M Sitarama Raju is son and Ms. Sreelakshmi Manthena is daughter
Nature of Expertise in Specific Functional Area	He has over two decades of experience and expertise in International Business Development, Project Management, Strategic Planning, Operational Planning, and Financial acumen with specialization in International Marketing.	Over 50 years of experience in Business Development
Directorship in other Listed Entities as on date of Notice	Nil	Nil
Listed entities from which the appointee director has resigned in the past three years	Nil	Nil
Membership in Committees of other Listed Companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil	Nil
Details of Remuneration sought to be paid and the remuneration last drawn by such person	Rs. 12,50,000 per month as a Whole-Time Director	NA
Shareholding in the Company as on date of Notice	7,12,992	24,86,873
Number of Meetings of the Board attended during the year	2	2
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The educational qualifications, expertise and vast experience of Mr. Sitarama Raju Manthena enables him to fulfil the role and discharge responsibilities as a Director	The educational qualifications, expertise and vast experience of Mr. Anji Raju Manthena enables him to fulfil the role and discharge responsibilities as a Director

Name of the Director	Mr. Adabala Seshagiri Rao	Mr. Pasupuleti Dinakara Rao
Director Identification No	09608973	00009801
Date of Birth	24.06.1973	04.09.1945
Date of First Appointment on the Board	06.09.2024	10.11.2018
Educational Qualifications	Graduate	Post Graduate
Date of Appointment including terms and conditions of appointment	For a period of five years w.e.f. 06.09.2026, subject to approval of shareholders	For a period of five years w.e.f. 30.09.2026, subject to approval of shareholders
Relationship between Directors Inter-Se	There is no inter se relationship with the directors	There is no inter se relationship with the directors
Nature of Expertise in Specific Functional Area	He has over 34 years' experience in General Management, Banking and Financial Services	35 years of experience across Business Development, General Administration, and Banking and Financial Services
Directorship in other Listed Entities as on date of Notice	1. Balaji Amines Limited 2. Nova Agritech Limited 3. Manoj Vaibhav Gems 'N' Jewellers Limited	Nil
Listed entities from which the appointee director has resigned in the past three years	Nil	Nil
Membership in Committees of other Listed Companies (includes only Audit Committee and Stakeholders Relationship Committee)	4	Nil
Details of Remuneration sought to be paid and the remuneration last drawn by such person	NA	NA
Shareholding in the Company as on date of Notice	Nil	Nil
Number of Meetings of the Board attended during the year	2	2
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The educational qualifications, expertise and vast experience of Mr. Adabala Seshagiri Rao enables him to fulfil the role and discharge responsibilities as a Director	The educational qualifications, expertise and vast experience of Mr. Dinakara Rao Pasupuleti enables him to fulfil the role and discharge responsibilities as a Director

Name of the Director	**Mrs. Renuka Rani Chadalawada**
Director Identification No	08334469
Date of Birth	30.08.1968
Date of First Appointment on the Board	06.09.2026
Educational Qualifications	Post Graduate
Date of Appointment including terms and conditions of appointment	For a period commencing from 06.09.2026 to 30.09.2028, subject to approval of shareholders
Relationship between Directors Inter-Se	There is no inter se relationship with the directors
Nature of Expertise in Specific Functional Area	She has over 23 years of extensive expertise in Contract Management, Corporate Governance, Litigation Management, Intellectual Property Services, and Arbitration.
Directorship in other Listed Entities, as on date of Postal Ballot Notice	Raminfo Limited
Listed entities from which the appointee director has resigned in the past three years	Nil
Membership in Committees of other Listed Companies (includes only Audit Committee and Stakeholders Relationship Committee)	2
Details of Remuneration sought to be paid and the remuneration last drawn by such person	Nil
Shareholding in the Company including shareholding as a beneficial owner as on date of Postal Ballot Notice	Nil
Number of Meetings of the Board attended during the year	Nil
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The educational qualifications, expertise, and vast experience of Mrs. Renuka Rani Chadalawada enable her to fulfil the role and discharge responsibilities as a Director.