



# KERNEX MICROSYSTEMS (INDIA) LTD.

(An ISO 9001-2015 Certified Company)

CIN : L30007TG1991PLC013211  
Tel : +91 8414-667600  
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Registered Office :

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

Date: 10.07.2025

To The Manager Listing Compliances, BSE Limited PhirozeJeejeebhoy Towers Dalal Street Mumbai – 400 001 BSE Scrip Code: 532686	To 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 NSE Symbol: KERNEX
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Dear Sir,

**Sub.: Postal Ballot Notice**

**Ref.: Regulation 30 read with Part A of the Schedule III of the SEBI (LODR) Regulations, 2015.**

With reference to the captioned subject, we are enclosing herewith the notice of postal ballot dated 9<sup>th</sup> July 2025 seeking approval of members of the Company on the below special business item:

SI No	Particulars	Type of Resolution
1	To consider and approve the appointment of Ms. Sreelakshmi Manthena (DIN: 07996443), as a Managing Director	Special

Further, the calendar of events in connection with the postal ballot is as under

S No	Particulars	Date
1	Cut - off Date for identification of voting rights of members	04.07.2025
2	Date and time of commencement of remote e-voting	11.07.2025 at 09:00 a.m. (09:00 hours IST)
3	Date and time of end of remote e-voting	09.08.2025 at 05:00 p.m. (17:00 hours IST)
4	Date of declaration of results of voting	On or before 12.08.2025

This is for your information and necessary records.

For Kernex Microsystems (India) Limited

Prasada Rao K  
Company Secretary





## **KERNEX MICROSYSTEMS (INDIA) LIMITED**

Corporate Identification No. (CIN) - L30007TG1991PLC013211  
Regd. Off: Plot No 38 (part) - 41, Survey No 1/1, Kancha Imarat,  
Raviryal Village, Maheswaram Mandal, Ranga Reddy District,  
Hyderabad-501 510 Phone: 08414667600  
E-mail: [acs@kernex.in](mailto:acs@kernex.in) Web site: [www.kernex.in](http://www.kernex.in)

### **POSTAL BALLOT NOTICE**

Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Member(s),

Notice is hereby given pursuant to the provisions of Sections 108 and 110, and other applicable provisions of the Companies Act, 2013, as amended (“the Act”), read together with the Companies (Management and Administration) Rules, 2014, as amended (“the Management Rules”) and General Circular Nos. 14/2020 dated April 8, 2020, (which was amended from time to time and the last amendment was on 09/2024 dated 19 September 2024,) issued by the Ministry of Corporate Affairs, Government of India (“the MCA Circulars”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be passed by the members of the Company (as on the Cut-off Date), through postal ballot (“the Postal Ballot”) only by way of remote e-voting (“e-voting”) for the following special resolutions:

<b>S.No.</b>	<b>Particulars</b>
1	TO CONSIDER AND APPROVE THE APPOINTMENT OF MS. SREELAKSHMI MANTHENA (DIN: 07996443), AS A MANAGING DIRECTOR

An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons / rationale thereof form part of this Postal Ballot Notice (“the Notice” or “the Postal Ballot Notice”).

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the LODR Regulations”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot form. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those members whose email address is registered with the Company / Depository Participant (“DP”).

The Board has appointed Mr. D S Rao (C P No. 14487), Practicing Company Secretary as the scrutinizer (“Scrutinizer”) for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Management Rules, Regulation 44 of the LODR Regulations, and SS-2, the Company has provided e-voting facility to its members to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the National Securities Depository Limited (“NSDL”) for facilitating e-voting.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

The e-voting facility will be available during the following period:

Commencement of e-voting period	11.07.2025
Conclusion of e-voting period	09.08.2025
Cut-off date for eligibility to vote	04.07.2025

The e-voting facility will be disabled by NSDL immediately after 5.00 p.m. IST on 09.08.2025, and will be disallowed thereafter.

The Scrutinizer will submit his report to the Chairman of the Company (“the Chairman”) or any other person authorized by the Chairman, and the result will be announced within two working days from the conclusion of the e-voting period i.e. on or before 12.08.2025. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-voting, i.e. 09.08.2025 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

## **SPECIAL BUSINESS**

### **1. TO CONSIDER AND APPROVE THE APPOINTMENT OF MS. SREELAKSHMI MANTHENA (DIN: 07996443), AS A MANAGING DIRECTOR**

*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, read with Schedule V of the Companies Act, 2013, (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and in terms of Regulation 17(1C), 17(6)(e) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time and the Articles of Association of the Company, subject to approval of Central Government and such other approvals, permissions and sanctions, as may be required, pursuant to the recommendation of the Nomination & Remuneration, Audit Committee and Board of Directors at their meetings held on 23rd May 2025, consent of the members of the Company be and is hereby approved the appointment and terms of appointment including remuneration of Ms. Sreelakshmi Manthema (DIN: 7996443) as a Managing Director of the Company for a period of three years, with effect from 23rd May 2025, liable to retire by rotation, and on the following terms and conditions.

#### **1. Terms and Conditions**

##### **i. Period of Appointment**

The appointment is for a period of 3 years commencing from 23rd May 2025.

##### **ii. Salary**

The monthly remuneration payable shall be Rs. 8,00,000/- (Rupees Eight Lakhs Only) per month and 40% of Salary as House Rent allowances.

### iii. Perquisites

**Medical Reimbursement:** Expenses incurred for herself and her 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 per year for herself and her 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 at 12% of her basic salary (with a maximum wage ceiling of Rs. 15,000/- or at any rate applicable from time to time.

**Gratuity:** Gratuity not exceeding half a month's salary for each completed year of service or at any rate applicable from time to time.

**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 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 Company's business with Driver and all expenses on maintenance, repairs, and cost of fuel. (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 car for private purpose shall be billed by the Company to the Director).

2. **Minimum remuneration:** Notwithstanding anything to the contrary herein contained, if in any financial year during the currency of the tenure of Ms. Sreelakshmi Manthena, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and allowance as specified above, subject to the limits specified in Companies Act, 2013 including amendments made thereto.
3. The terms and conditions of the appointment and / or Agreement may be altered or varied from time to time by the Board of Directors and/or a Committee of the Board as it may, in its discretion, deem fit, within the Maximum amount payable in accordance with the provisions contained in Companies Act' 2013, subject to amendments, if any, or any amendments made hereinafter in this regard.

“RESOLVED FURTHER THAT the Board of Directors of the Company (which will include its committee thereof) be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution.”

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

Hyderabad, 9th July 2025

Sd/-  
**M B Narayana Raju**  
**Whole Time Director**  
**DIN: 07993925**

## NOTES:

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act along with details in terms of Regulation 36(3) of the LODR Regulations, stating all material facts and the reason/ rationale for proposed resolution is annexed herewith.
2. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with the Company / Depository Participant(s), as on Friday, 4th July 2025 (“the Cut-off Date”). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed there under and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting the postal ballot form. Accordingly, the physical copy of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to the members. The communication of the assent or dissent of the members would only take place through the e-voting system.
3. Once the vote on the resolution is cast by the member, he / she shall not be allowed to change it subsequently. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, 4th July 2025, being the Cut-off Date fixed for the purpose.
4. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., 9th August 2025. Further, resolution passed by the members through postal ballot is deemed to have been passed as if they are passed at a general meeting of the members.
5. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced within two working days from the conclusion of e-voting i.e. on or before 12th August 2025 and will also be displayed on the Company website [www.kernex.in](http://www.kernex.in) on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com), and communicated to the stock exchanges and Registrar and Share Transfer Agent (RTA).
6. All material documents referred to in the explanatory statement will be available for inspection only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by e-voting i.e. 9th August 2025. Members may send their requests to [acs@kernex.in](mailto:acs@kernex.in) or [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.
7. Members holding shares in electronic mode, who have not registered their email addresses, are requested to register their email addresses with their respective Depository Participant (DP).

Members holding shares in physical mode are requested to update their email addresses with the Company's RTA at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). Members may follow the process detailed below for availing other services from RTA:

Type of Holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, KFin Technologies Limited, either by email to <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> or by post to Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032.	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in the Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of nominee	Form SH-14
	Form for requesting issue of duplicate certificate and other service requests for shares / debentures / bonds, etc., held in physical form	ISR-4
	The forms for updating the above details are available at or <a href="https://ris.kfintech.com/clientservices/isc/InvestorGrievance.aspx?q=0">https://ris.kfintech.com/clientservices/isc/InvestorGrievance.aspx?q=0</a>	
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities and linking PAN with Aadhaar vide its circulars dated March 16, 2023, and November 17, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA i.e. KFin Technologies Limited at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

Members holding shares in electronic form are requested to submit their PAN to their depository participant(s).

### Instructions for e-voting:

#### The instructions for Members for Remote E-Voting are as under:-

1. The General Meeting/Postal Ballot of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs, Government of India ("the MCA Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), SEBI (LODR) Regulations, 2015 and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force),

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Friday, 11th July 2025 (9:00 a.m. IST) and ends on Saturday, 9th August 2025 (5:00 p.m. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter.

### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:


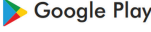


#### Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>Existing <b>IdeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IdeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>If you are not registered for IdeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IdeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li></ol>

	<p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at: 022-48867000</p>

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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 62343333 or 1800-21-09911
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**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - i. If your email ID is registered in your demat account or with the company, your

‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

- ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
    - a. Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b. **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  8. Now, you will have to click on “Login” button.
  9. After you click on the “Login” button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically on NSDL e-Voting system.**

#### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [rao\\_ds7@yahoo.co.in](mailto:rao_ds7@yahoo.co.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com).

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022-48867000 or send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories/ company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [acs@kernex.in](mailto:acs@kernex.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [acs@kernex.in](mailto:acs@kernex.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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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. 1 to 5 of the accompanying Notice.

**ITEM NO. 1 :**

Ms. Sreelakshmi Manthena (DIN: 07996443) is key member of Kernex's Promoter Group. She holds a BS in Biology and Chemistry along with Business Administration - HBU, UTHSCSA Med. She has over 12 years of experience in marketing, strategic planning, global project execution, and consulting. She brings a unique blend of scientific training and corporate leadership to the role.

Since joining Kernex's Board of Directors in 2017, she has served on key committees and played a pivotal role in enhancing financial oversight, governance, and operational efficiency. Before her appointment as Managing Director, she has been looking after the International Business and Operations as a Director of Avant-Garde Infosystems, Inc., the wholly owned US subsidiary of Kernex, for the last 10 years. She has led international expansion efforts—most notably in South Africa, she has initiated, procured, and successfully executed the implementation and maintenance of the RYCAS project at South Africa's RBCT which is operational for the last 10 yrs. She has expertise in sourcing and coordinating global supply chains. Ms. Sreelakshmi Manthena is driving Kernex's growth in intelligent transportation systems, strategic partnerships, and high-potential emerging markets.

Ms. Sreelakshmi Manthena (DIN: 07996443) holds 6,40,398 (Six Lakhs Forty Thousand Three Hundred and Ninety Eight Only) equity shares constituting 3.82% of total equity share capital of the Company. Ms. Sreelakshmi Manthena (DIN: 07996443).

Upon recommendation of Nomination and Remuneration Committee and Audit Committee, the Board of Directors of your Company at their meetings held on 23rd May 2025, approved the appointment of Ms. Sree Lakshmi Manthena (DIN: 07996443) as a Managing Director of the Company for a period of three years effective from 23rd May 2025 and such other conditions are mentioned below. The Appointment of Ms. Sreelakshmi Manthena is subject to approval of Central Government as per Schedule V of the Companies Act 2013:

**Terms and Conditions:**

**I. Salary**

The monthly remuneration payable shall be Rs. 8,00,000/- (Rupees Eight Lakhs Only) per month and 40% of Salary as House Rent allowances.

**II. Perquisites**

**Medical Reimbursement:** Expenses incurred for herself and her 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 per year 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 at 12% of her basic salary (with a maximum wage ceiling of Rs. 15,000/-) or at any rate applicable from time to time.

**Gratuity:** Gratuity not exceeding half a month's salary for each completed year of service or at any rate applicable from time to time.

**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 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 Company's business with Driver and all expenses on maintenance, repairs, and cost of fuel. (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 car for private purpose shall be billed by the Company to the Director)

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

**I. GENERAL INFORMATION:**

1.	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.			
2.	Date or expected date of commencement of commercial production	The company was incorporated in the year 1991 and the commercial production commenced simultaneously.			
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable			
4.	Financial performance based on given indicators (Figures in Lakhs)	Financial year	2024-25 (Rs. In Lakhs)	2023-24 (Rs. In Lakhs)	2022-23 (Rs. In Lakhs)
		Gross Revenue	19,183.12	2,131.49	330.99
		Profit/(loss) before tax	3,337.43	(2,049.21)	(1,938.07)
		Net Profit/(loss)	5,091.71	(2,040.53)	(1985.72)
5.	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: Ms. SREELAKSHMI MANTHENA:

1.	Background details	Ms. Sreelakshmi Manthena (DIN: 07996443) is a key member of Kernex’s Promoter Group. She holds a BS in Biology and Chemistry along with Business Administration -HBU, UTHSCSAMed. She has over 12 years of experience in marketing, strategic planning, global project execution, and consulting. She brings a unique blend of scientific training and corporate leadership to the role. She has expertise in sourcing and coordinating global supply chains. Ms. Sreelakshmi Manthena is driving Kernex’s growth in intelligent transportation systems, strategic partnerships, and high-potential emerging markets and has been looking after the International Business and Operations.
2.	Past and Proposed remuneration	Earlier, she was a non-executive director of the Company. However she has been working as a Director of Avant-Garde Infosystems Inc., Kernex’s wholly owned US Subsidiary, and was drawing a remuneration of Rs. 5,00,000/- per month. Details on proposed remuneration have been stated in this explanatory Statement of the Notice.
3.	Recognition or awards	-NIL-
4.	Job profile and his suitability	She has over 12 years of experience in marketing, strategic planning, global project execution, and consulting. She brings a unique blend of scientific training and corporate leadership to the role. Since joining Kernex’s Board of Directors in 2017, she has served on key committees and played a pivotal role in enhancing financial oversight, governance, and operational efficiency. Before her appointment as Managing Director, she has been looking after the International Business and Operations as a Director of Avant-Garde Infosystems, Inc., the wholly owned US subsidiary of Kernex, last 10 years. She has led international expansion efforts—most notably in South Africa, she has initiated, procured, and successfully executed the implementation and maintenance of the RYCAS project at South Africa’s RBCT which is operational for the last 10 yrs. She has expertise in sourcing and coordinating global supply chains. Ms. Sreelakshmi Manthena is driving Kernex’s growth in intelligent transportation systems, strategic partnerships, and high-potential emerging markets.
5.	Comparative remuneration profile with respect to 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 levels in other companies.

6.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	<p>Ms. Sreelakshmi Manthena (DIN: 07996443) is Daughter of Dr. Anji Raju Manthena and Sister of Mr. Sitarama Raju Manthena</p> <p>Ms. Sreelakshmi Manthena (DIN: 07996443) is holding 6,40,398 equity shares constituting 3.82% of total equity share capital of the Company.</p>
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### III. Other information:

#### 1. Reasons of loss or inadequate profits:

Not Applicable as the Company is in Profits.

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

The operations of the company are being scaled up to increase the 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. 1 in the Notice for approval of the Shareholders.

At present she is receiving remuneration as a director of a wholly owned subsidiary. Following her appointment as Managing Director of Kernex Microsystems (India) Limited, she will not be drawing remuneration from wholly owned subsidiary. Further she will be continuing to serve as a director of WOS.

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

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

Hyderabad, 9th July 2025

Sd/-  
**M B Narayana Raju**  
**Whole Time Director**  
**DIN: 07993925**