



# KERNEX MICROSYSTEMS (INDIA) LTD.

(An ISO 9001-2015 Certified Company)

CIN : L30007TG1991PLC013211

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**Registered Office :**

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

Date: 29.06.2026

To The Manager Listing Compliances, BSE Limited PhirozeJeejeebhoy Towers Dalal Street Mumbai – 400 001 <b>BSE Scrip Code: 532686</b>	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 <b>NSE Symbol: KERNEX</b>
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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 29<sup>th</sup> May 2026 seeking approval of members of the Company on the below special business items:

SI No	Particulars	Type of Resolution
1	INCREASE IN BORROWING POWERS OF THE BOARD OF DIRECTORS	Special Resolution
2	CREATION OF THE CHARGE /PROVIDING OF SECURITY ON THE ASSETS OF THE COMPANY	Special Resolution
3	TO INCREASE IN MANAGERIAL REMUNERATION OF MR. M B NARAYANA RAJU (DIN: 07993925), WHOLE-TIME DIRECTOR	Special Resolution
4	TO INCREASE IN MANAGERIAL REMUNERATION OF MR. M SITARAMA RAJU (DIN: 08576273), WHOLE-TIME DIRECTOR	Special Resolution
5	TO INCREASE IN MANAGERIAL REMUNERATION OF MS. SREELAKSHMI MANTHENA (DIN: 07996443), MANAGING DIRECTOR	Special Resolution
6	TO CONSIDER AND APPROVE THE APPOINTMENT OF MRS. PARVATHI MANTHENA (DIN: 11537664) AS A DIRECTOR OF THE COMPANY	Special Resolution
7	APPROVAL OF RELATED PARTY TRANSACTION IN RESPECT OF HOLDING OF OFFICE OR PLACE OF PROFIT BY MR. ALLURI SITARAMA RAJU MANTHENA AS GENERAL MANAGER (OPERATIONS)	Ordinary Resolution





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

<b>S No</b>	<b>Particulars</b>	<b>Date</b>
1	Cut - off Date for identification of voting rights of members	26.06.2026
2	Date and time of commencement of remote e-voting	30.06.2026 at 09:00 a.m. (09:00 hours IST)
3	Date and time of end of remote e-voting	29.07.2026 at 05:00 p.m. (17:00 hours IST)
4	Date of declaration of results of voting	On or before 31.07.2026

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 to the members of Kernex Microsystems (India) Limited (“the Company”) pursuant to the provisions of sections 108 and 110 of the Companies Act, 2013 (“the Act”) read with rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), Secretarial Standards on the General Meetings issued by The Institute of Company Secretaries of India, General Circulars dated April 8, 2020, April 13, 2020, May 5, 2020 and other relevant circulars, the latest being General Circular dated September 22, 2025 issued by the Ministry of Corporate Affairs (“MCA”) (“MCA Circulars”), The Securities and Exchange Board of India (“SEBI”) circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023, and October 3, 2024 (“SEBI Circulars”) (MCA Circulars for General Meetings and SEBI Circulars for General Meetings are collectively referred to as “the MCA and SEBI Circulars”) including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and pursuant to all other applicable laws and regulations, 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 businesses:

<b>S.No.</b>	<b>Particulars</b>
1	INCREASE IN BORROWING POWERS OF THE BOARD OF DIRECTORS
2	CREATION OF THE CHARGE /PROVIDING OF SECURITY ON THE ASSETS OF THE COMPANY
3	TO INCREASE IN MANAGERIAL REMUNERATION OF MR. M B NARAYANA RAJU (DIN: 07993925), WHOLE-TIME DIRECTOR
4	TO INCREASE IN MANAGERIAL REMUNERATION OF MR. M SITARAMA RAJU (DIN: 08576273), WHOLE-TIME DIRECTOR
5	TO INCREASE IN MANAGERIAL REMUNERATION OF MS. SREELAKSHMI MANTHENA (DIN: 07996443), MANAGING DIRECTOR
6	TO CONSIDER AND APPROVE THE APPOINTMENT OF MRS. PARVATHI MANTHENA (DIN: 11537664) AS A DIRECTOR OF THE COMPANY
7	APPROVAL OF RELATED PARTY TRANSACTION IN RESPECT OF HOLDING OF OFFICE OR PLACE OF PROFIT BY MR. ALLURI SITARAMA RAJU MANTHENA AS GENERAL MANAGER (OPERATIONS)

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 an 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	30.06.2026
Conclusion of e-voting period	29.07.2026
Cut-off date for eligibility to vote	26.06.2026

The e-voting facility will be disabled by NSDL immediately after 5.00 p.m. IST on 29.07.2026, 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 31.07.2026. 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. 29.07.2026 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

## **SPECIAL BUSINESS**

### **1. INCREASE IN BORROWING POWERS OF THE BOARD OF DIRECTORS**

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

“RESOLVED THAT, in supersession of the earlier resolutions passed by the Members vide postal ballot on 9th March 2025 and pursuant to the provisions of section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force, the consent of the members of the Company be and is hereby accorded to borrow, enhance, or avail of loan facilities for the general, working capital, and such other corporate purposes, from time

to time as the Board may think fit, any sum or sums of money which together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital, free reserves and securities premium account of the Company, that is to say, reserves not set apart for any specific purpose; provided that the total amount of monies so borrowed shall not, at any time exceed the limit of Rs. 1,000 Crores (Rupees One Thousand Crores only) over and above the aggregate of the paid up share capital, free reserves and securities premium account of the Company.”

“RESOLVED FURTHER THAT, for the purpose of giving effect to the above said resolution, the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee constituted by the Board or any person(s) authorized by the Board in this regard) be and is hereby authorized to do all such acts, deeds, matters and things, including but not limited to the filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”

## **2. CREATION OF THE CHARGE /PROVIDING OF SECURITY ON THE ASSETS OF THE COMPANY**

*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 Section 180 (1) (a) and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, consent of the members be and is hereby accorded to the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted/ to be constituted to exercise its powers) to create mortgage and/or charge(s) and/or hypothecation(s) in addition to the mortgage(s)/charge(s)/hypothecation(s) created/to be created by the Company, in such form, manner, with such ranking, at such time, on such terms as the Board may determine, on all or any of the movable and/or immovable properties and assets of all kinds of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company, in favour of the Financial Institution(s)/ Banks/ Lender(s)/Agent(s) and Trust(s)/Trustee(s) for securing the borrowings availed/to be availed by the Company, by way of loan(s) (in foreign currency and/or rupee currency) and securities (comprising fully/ partly Convertible Bonds/Debentures/ Warrants and/or Non-Convertible Debentures or other debt instruments) issued/ to be issued by the Company from time to time, subject to the limits approved under Section 180 (1) (c) of the Companies Act, 2013, together with interest, premium (if any) on redemption, all other costs, charges and expenses and all other monies payable by the Company in terms of the Loan Agreement(s)/Heads of Agreement(s), Debenture Trust Deed(s) or any other document, entered into/to be entered into between the Company and the Lender(s)/Agent(s) and Trust(s)/Trustee(s), in respect of the said loans/borrowings/bonds/debentures/warrants and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or the committee thereof and the Lender(s)/Agent(s) and Trust(s)/Trustee(s).”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters, and things and to execute such deeds, documents, or writings as are necessary or expedient, on behalf of the Company, for creating the aforesaid mortgage(s)/charge(s)/hypothecation(s) as it may in its absolute discretion deem necessary or expedient for such purpose and for giving effect to the above Resolution.”

**3. TO INCREASE IN MANAGERIAL REMUNERATION OF MR. M B NARAYANA RAJU (DIN: 07993925), WHOLE-TIME 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, Schedule V and other applicable provisions of the Companies Act, 2013 (including statutory amendments or re-enactments thereof for the time being in force), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other rules, laws, regulations, guidelines or notifications as may be applicable and as per the Memorandum and Articles of Association of the Company, the recommendation of the Nomination and Remuneration Committee (NRC) at its meeting held on 29th May 2026, and in furtherance of the resolution passed through postal ballot on 09.03.2025 and in the Annual General Meeting held on 30th September 2023 and subject to such other approvals as may be necessary, approval of the Members be and is hereby accorded for payment of remuneration an amount of Rs. 12,50,000/- per month and such other allowances as mentioned in the explanatory statement to Mr. M B Narayana Raju (DIN: 07993925), Whole-Time Director, for the period from 01.04.2026 until the conclusion of his term of office as per the shareholders’ resolution dated 30th September 2023.”

“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. M B Narayana Raju (DIN: 07993925) shall be entitled to a commission of 1% of the net profits of the Company, calculated in accordance with the applicable provisions of the Companies Act, 2013, for the financial year 2025-26 subject to the overall limits prescribed under the Companies Act, 2013 and other applicable laws.”

“FURTHER RESOLVED THAT, based on the recommendations of the NRC, the Board of Directors have consented to the payment of a special one-time bonus of Rs.55 (Fifty Five) Lakhs for the Financial Year 2025-26 during the current financial year.”

“FURTHER RESOLVED THAT, except as aforesaid, all other existing terms and conditions of appointment of Mr. M B Narayana Raju (DIN: 07993925) passed at the Annual General Meeting held on 30th September 2023 shall continue to remain in full force and effect.”

“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. M B Narayana Raju (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.”

**4. TO INCREASE IN MANAGERIAL REMUNERATION OF MR. M SITARAMA RAJU (DIN: 08576273), WHOLE-TIME 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, Schedule V and other applicable provisions of the Companies Act, 2013 (including statutory amendments or re-

enactments thereof for the time being in force), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in terms of Regulation 17(6) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other rules, laws, regulations, guidelines or notifications as may be applicable and as per the Memorandum and Articles of Association of the Company, the recommendation of the Nomination and Remuneration Committee (NRC) and Audit Committee at their meetings held on 29th May 2026, and in furtherance of the resolution passed through postal ballot on 09.03.2025 and in the Annual General Meeting held on 30th September 2023 and subject to such other approvals as may be necessary, approval of the Members be and is hereby accorded for payment of remuneration an amount of Rs. 12,50,000/- per month and such other allowances as mentioned in the explanatory statement to Mr. M Sitarama Raju (DIN: 08576273), Whole-Time Director, for the period from 1st April 2026 until the conclusion of his term of office as per the shareholders' resolution dated 30th September 2023.”

“FURTHER RESOLVED THAT, in the event that the Company does not have profits or the profits of the Company are 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. M Sitarama Raju (DIN: 08576273) shall be entitled to a commission of 1% of the net profits of the Company, calculated in accordance with the applicable provisions of the Companies Act, 2013, for the financial year 2025-26 subject to the overall limits prescribed under the Companies Act, 2013 and other applicable laws.”

“FURTHER RESOLVED THAT, based on the recommendations of the NRC, the Board of Directors has consented to the payment of a special one-time bonus of Rs.55 (Fifty Five) lakhs for the Financial Year 2025-26 during the current financial year.”

“RESOLVED FURTHER THAT, save and except as aforesaid, all other existing terms and conditions of appointment of Mr. M Sitarama Raju (DIN: 08576273), passed at the Annual General Meeting held on 30th September 2023 shall continue to remain in full force and effect.”

“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. M Sitarama Raju (DIN: 08576273), within limits permissible under the Act, and 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.”

**5. TO INCREASE IN MANAGERIAL REMUNERATION OF MS. SREELAKSHMI MANTHENA (DIN: 07996443), 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, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in terms of Regulation 17(6) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other rules, laws, regulations, guidelines or notifications as may be applicable and pursuant to the Memorandum and Articles of Association of the Company, and based on the recommendations of the Nomination and Remuneration Committee and the Audit Committee at their respective meetings held on 29th May, 2026, and in furtherance of the Special Resolution passed by the Members through

Postal Ballot on 9th August, 2025, and subject to such other approvals, consents, permissions and sanctions as may be necessary, approval of the Members be and is hereby accorded for payment of remuneration to Ms. Sreelakshmi Manthena (DIN: 07996443), Managing Director, together with such allowances, perquisites and benefits as set out in the Explanatory Statement annexed hereto, until the expiry of her current term of office as approved by the Members vide resolution dated 9th August, 2025.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including the Nomination and Remuneration Committee and Audit Committee thereof) be and is hereby authorised to determine, revise and fix the remuneration payable to Ms. Sreelakshmi Manthena, within the aforementioned range, as mentioned in the Explanatory Statement, from time to time, based on performance, responsibilities, and other relevant factors, without requiring any further approval of the Members.”

“FURTHER RESOLVED THAT in the event that the Company does not have profits or the profits of the Company are inadequate in any financial year during her 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 Ms. Sreelakshmi Manthena (DIN: 07996443) shall be entitled to a commission of 1.25% of the net profits of the Company, calculated in accordance with the applicable provisions of the Companies Act, 2013, for the financial year 2025-26 and for each financial year thereafter during the remainder of her tenure as Managing Director, subject to the overall limits prescribed under the Companies Act, 2013 and other applicable laws.”

“FURTHER RESOLVED THAT, based on the recommendations of NRC, the Board of Directors has consented to the payment of a special one-time bonus of Rs.55 (Fifty Five) Lakhs for the Financial Year 2025-26 during the current financial year.”

“FURTHER RESOLVED THAT except as aforesaid, all other existing terms and conditions of appointment of Ms. Sreelakshmi Manthena (DIN: 07996443) passed through postal ballot on 9th August 2025 shall continue to remain in full force and effect.”

“FURTHER RESOLVED THAT the Board (which will include its committee thereof) be and are hereby authorized to vary and/ or revise the remuneration of Ms. Sreelakshmi Manthena (DIN: 07996443) within the limits permissible under the Act and 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.”

#### **6. APPOINTMENT OF MRS. PARVATHI MANTHENA (DIN: 11537664) AS A DIRECTOR OF THE COMPANY**

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, 160 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17(1A), Regulation 17(1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and pursuant to the provisions of the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee

and the Board of Directors, approval of the Members be and is hereby accorded to appoint Mrs. Parvathi Manthena (DIN: 11537664), who was appointed by the Board of Directors as an Additional Director in the category of Non-Executive and Non-Independent Director with effect from 29th May, 2026 pursuant to Section 161 of the Act, and who has submitted her consent to act as a Director and a declaration confirming that she is not disqualified from being appointed as a Director under the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, as a Non-Executive and Non-Independent Director of the Company, liable to retire by rotation.

“RESOLVED FURTHER THAT, pursuant to Regulation 17(1A) of the Listing Regulations, consent of the Members be and is hereby accorded to continue Mrs. Parvathi Manthena as a Non-Executive and Non-Independent Director of the Company upon attaining the age of seventy-five (75) years during her tenure as a Director of the Company.

“RESOLVED FURTHER THAT, for the purpose of giving effect to the above said resolution, the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee constituted by the Board or any person(s) authorized by the Board in this regard) be and is hereby authorized to do all such acts, deeds, matters and things, including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”

**7. APPROVAL OF RELATED PARTY TRANSACTION IN RESPECT OF HOLDING OF OFFICE OR PLACE OF PROFIT BY MR. ALLURI SITARAMA RAJU MANTHENA AS GENERAL MANAGER (OPERATIONS)**

*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 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable Rules made thereunder, Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), including any statutory modification(s) or re-enactment thereof for the time being in force, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee and the Board of Directors at their meetings held on 29th May 2026, consent of the Members of the Company be and is hereby accorded to permit Mr. Alluri Sitarama Raju Manthena, a related party of the Company, to hold an office or place of profit in the Company as General Manager (Operations) for payment of remuneration in the range of Rs. 3,50,000/- to Rs. 5,00,000/- per month, with remuneration fixed at Rs. 3,50,000/- per month with effect from 1st September 2025, together with allowances, benefits, perquisites, and other facilities as may be admissible in accordance with the policies and service rules of the Company, as set out in the Explanatory Statement annexed hereto, and the remuneration paid/payable to him with effect from 1st September, 2025 is hereby ratified and approved.

“RESOLVED FURTHER THAT the Board of Directors of the Company (based on the recommendations of the Nomination and Remuneration Committee and the Audit Committee thereof be and is hereby authorized to determine, revise, and fix the remuneration payable to Mr. Alluri Sitarama Raju Manthena, within the aforementioned range, as mentioned in the Explanatory

Statement, from time to time, based on performance, responsibilities, and other relevant factors, without requiring any further approval of the Members.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee thereof and/or any person(s) authorised by the Board in this regard) be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, instruments, writings and filings as may be necessary, desirable or expedient for the purpose of giving effect to this resolution, including the filing of requisite forms and returns with the statutory and regulatory authorities, and to settle any questions, difficulties or doubts that may arise in this regard.”

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

Hyderabad, 29<sup>th</sup> May 2026

Sd/-  
**Prasada Rao K**  
Company Secretary

#### 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 the proposed resolutions, 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, 19th June 2026 (“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 thereunder 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 the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on 26th June 2026, 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., 29th July 2026. Further, the resolution passed by the members through postal ballot shall be deemed to have been passed as if they were 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 the 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 31st July 2026 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., 29th July 2026. 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 / updates 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 Circulars dated April 8, 2020,

April 13, 2020, May 5, 2020 and other relevant circulars, the latest being General Circular dated September 22, 2025 issued by the Ministry of Corporate Affairs (“MCA”) (“MCA Circulars”), and the Securities and Exchange Board of India (“SEBI”) circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023, and October 3, 2024 (“SEBI Circulars”) (MCA Circulars for General Meetings and SEBI Circulars for General Meetings are collectively referred to as “the MCA and SEBI Circulars”), the 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 Tuesday, 30th June 2026 (9:00 a.m. IST) and ends on Wednesday, 29th July 2026 (5:00 p.m. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter.**

**How do I vote electronically using the 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 the 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 the 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 the 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>1. Existing <b>IdeAS</b> users can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.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 the e-Voting page. Click on the company name or the e-Voting <b>service provider, i.e., NSDL</b>, and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. <u>If you are not registered for IdeAS e-Services, the option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IdeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></u></li> <li>3. Visit the e-Voting website of NSDL. Open the web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of the e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section.</li> </ol>

A new 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. After successful authentication, you will be redirected to the NSDL Depository site, where you can see the e-Voting page. Click on the company name or the e-Voting **service provider, i.e., NSDL**, and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period.

- Shareholders/Members can also download the 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

- Existing users who have opted for Easi / Easiest, they can login through their user ID and password. Option will be made available to reach the e-Voting page without any further authentication. The URL for users to log in to Easi / Easiest are is <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
- After successful login to of Easi /Easiest, the user will also be able to see the E Voting Menu. The Menu will have links of the e-Voting **service provider, i.e. NSDL**. Click on **NSDL** to cast your vote.
- If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- Alternatively, the user can directly access the e-Voting page by providing demat Account Number and PAN No. from a link on the [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending an OTP on the registered Mobile & Email as recorded in the demat Account. After successful authentication, the user will be provided with links for the respective ESP, i.e. NSDL, where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also log in using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for the e-Voting facility. Upon logging in, you will be able to see the e-Voting option. Click on the e-Voting option, and you will be redirected to NSDL/CDSL Depository site after successful authentication, where you can see the e-Voting feature. Click on the company name or the e-Voting service provider, i.e. NSDL, and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve their User ID/ Password are advised to use the Forget User ID and Forget Password options available on the 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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact the NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at: 022-48867000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact the 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

**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 the 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 the 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:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in a 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 a 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 log in 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 the 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, the Home page of e-Voting will open.

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

#### **How to cast your vote electronically on the 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 a scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with an 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 with a copy marked to evoting@nsdl.com.
2. It is strongly recommended not to share your password with any other person and to take the utmost care to keep your password confidential. Login to the e-voting website will be disabled after five unsuccessful attempts to enter 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 to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and the e-voting user manual for Shareholders available in the download section of www.evoting.nsdl.com or call on.: 022-48867000 or send a request to 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.
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 a 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. If you are an Individual shareholder 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 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 the 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 the e-Voting facility.

**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. 1 to 7 of the accompanying Notice.

**ITEM NO. 1 & 2:**

Keeping in view of the opportunities in the areas in which the Company is engaged, the existing borrowing powers of the Board are inadequate to meet the present and future requirements of the Company. In order to meet the present and future requirements, the Board may borrow an amount not exceeding Rs. 1,000 Crores (Rupees One Thousand Crores only) over and above the aggregate of the paid-up share capital, free reserves and securities premium account of the Company.

According to the provisions of Section 180 (1) (c) of the Companies Act, 2013 the Board of Directors of a Company can borrow money in excess of its paid-up share capital, free reserves and securities premium account of the Company only with the consent of the members by passing a Special Resolution.

The borrowings of the Company are usually required to be secured by suitable mortgage/charge on all or any of the Movable and/ or Immovable Properties of the Company, in such form, manner, and as may be determined by the Board of Directors of the Company from time to time, in consultation with the lender(s). Such creation of the aforesaid security, in certain cases, is regarded as disposal of the whole or substantially the whole of the undertaking(s) of the Company within the meaning of Section 180 (1) (a) of the Companies Act, 2013, hence, it is necessary to obtain prior approval of the members by passing a Special Resolution.

Hence, the Board recommends the resolutions as set out in Item No. 1 & Item No. 2 for your approval.

None of the Directors, Key Managerial Personnel and their relatives are interested or concerned in the said resolution, except to the extent of their shareholding in the Company.

**ITEM NO. 3:**

Members are aware that Mr. M B 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, have approved the increase in remuneration to Mr. M B Narayana Raju, vide the postal ballot held on 23.08.2024 and 09.03.2025. In view of his rich experience and expertise, the Nomination and Remuneration Committee and the Board of Directors, at their meeting held on 29th May 2026 have given approval for further increase in remuneration as set out in the resolution.

The Nomination and Remuneration Committee and the Board are of the opinion that the revised remuneration is fair, reasonable, and commensurate with the roles, responsibilities, experience, qualifications, and contribution of Mr. M B Narayana Raju and is in the best interests of the Company. The proposed remuneration is comparable with industry standards and is intended to appropriately recognize his contribution towards the growth and operational performance of the Company. Details are mentioned below:

**i. Salary**

The monthly remuneration payable shall be Rs.12,50,000/- (Rupees Twelve Lakhs Fifty Thousand Only) per month, including House Rent and other allowances.

## 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 of the Company, 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 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 purpose shall be billed by the Company to the Director.)

He shall be paid a commission of 1% on of the net profits of the Company for the financial year 2025-26, calculated in accordance with the applicable provisions of the Companies Act, 2013, subject to the overall limits prescribed under the Companies Act, 2013 and other applicable laws.

In terms of the recommendations of the NRC, the Board of Directors have approved the payment of a special one-time bonus of Rs.55 (Fifty Five) Lakhs for the Financial Year 2025-26 during the current financial year.

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 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			
4.	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)
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: Mr. M B NARAYANA RAJU:

1.	Background details	Mr. M B Narayana Raju 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 and is looking after General and Personnel Administration, liaison with all Government Agencies, and Compliances with GST, PF,ESI, etc.
2.	Past and Proposed remuneration	Past Remuneration: 5,00,000/- per month, including HRA and other allowances. Details on increased remuneration have been stated in this explanatory statement of the Notice.
3.	Recognition or awards	-NIL-
4.	Job profile and his suitability	Mr. M B Narayana Raju 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 is looking after the General and Personnel Administration, liaison with all Government Agencies, and Compliances with GST, PF,ESI, etc. Possesses 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 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.	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. 3 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. M B Narayana Raju being interested in this resolution.

### **ITEM NO. 4:**

Members are aware that Mr. M Sitarama 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, have approved the increase in remuneration to Mr. M Sitarama Raju vide postal ballot held on 23.08.2024 and on 09.03.2025. In view of his rich experience and expertise, the Nomination and Remuneration Committee and the Board of Directors, at their meeting held on 29th May 2026 have given approval for further increase in remuneration as set out in the resolution.

The Nomination and Remuneration Committee and the Board are of the opinion that the revised remuneration is fair, reasonable, and commensurate with the roles, responsibilities, experience, qualifications, and contribution of Mr. M Sitarama Raju and is in the best interests of the Company. The proposed remuneration is comparable with industry standards and is intended to appropriately recognize his contribution towards the growth and operational performance of the Company. Details are mentioned below:

**i. Salary**

The monthly remuneration payable shall be Rs. 12,50,000 /- (Rupees Twelve Lakhs Fifty Thousand Only) per month, including House Rent and other allowances.

## 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 the Provident Fund, as per the Company's 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 of the Company, 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 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.)

He shall be paid a commission of 1% of the net profits of the Company for the financial year 2025-26, calculated in accordance with the applicable provisions of the Companies Act, 2013, subject to the overall limits prescribed under the Companies Act, 2013 and other applicable laws.

In terms of the recommendations of the NRC, the Board of Directors have approved the payment of a special one-time bonus of Rs.55 (Fifty Five) Lakhs for the Financial Year 2025-26 during the current financial year.

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.
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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 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			
4.	Financial performance based on the 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)
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: Mr. M Sitarama Raju:

1.	Background details	Mr. M Sitarama Raju holds a Bachelor's Degree 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. Specialization in International Marketing.
2.	Past and Proposed remuneration	Past Remuneration: 5,00,000/- per month, including HRA and other allowances. Details on increased remuneration have been stated in this explanatory statement of the notice.
3.	Recognition or awards	-NIL-
4.	Job profile and his suitability	Mr. M Sitarama Raju holds a Bachelor's Degree 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. Specialization in International Marketing.

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>Mr. Sitarama Raju Manthena (DIN: 08576273), is a son of Dr. Anji Raju Manthena and Mrs. Parvathi Manthena, and Brother of Ms. Sreelakshmi Manthena.</p> <p>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.</p>

### 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. 4 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. M Sitarama Raju (being interested), Dr. Anji Raju Manthena, Mrs. Parvathi Manthena and Ms. Sree Lakshmi Manthena, Promoter Directors.

### **ITEM NO. 5:**

Members are aware that Ms. Sreelakshmi Manthena was appointed as a Managing Director of the Company for a period of three years with effect from 23rd May 2025 till 22nd May 2028, by means of a Special Resolution passed by the Members through a Postal Ballot held on 9th August 2025 on the terms and conditions, including payment of remuneration. Further, the Company has received the Central Government approval to appoint her as a Managing Director on 6th November 2025. In view of her rich experience and expertise, the Nomination and Remuneration Committee and the Board of Directors, at their meeting held on 29th May 2026 have given approval for an increase in remuneration as set out in the resolution.

The Nomination and Remuneration Committee and the Board are of the opinion that the revised remuneration is fair, reasonable, and commensurate with the roles, responsibilities, experience, qualifications, and contribution of Ms. Sreelakshmi Manthena and is in the best interests of the Company. The proposed remuneration is comparable with industry standards and is intended to appropriately recognize his contribution towards the growth and operational performance of the Company. Details are mentioned below:

### **i. Salary**

The monthly remuneration payable shall be in the range of Rs.15,00,000/- to Rs.25,00,000/- per month, including House Rent Allowance and other allowances. The remuneration of Rs. 15,00,000/- per month shall be effective from April 1, 2026 pursuant to the approval of the Nominations and Remuneration Committee, Audit Committee and the Board of Directors.

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 Ms. Sreelakshmi Manthana 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 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 in a year or 3 months' salary over a period of 3 years 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 as per the service rules of the Company, or at any rate as applicable from time to time.

**Gratuity:**

Company's contribution towards the Gratuity, as per the Company's service rules of the Company, 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 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.)

She shall be entitled to a commission of 1.25% of the net profits of the Company, calculated in accordance with the applicable provisions of the Companies Act, 2013, for the financial year 2025-26 and for each financial year thereafter during the remainder of her tenure as Managing Director, subject to the overall limits prescribed under the Companies Act, 2013 and other applicable laws.

In terms of the recommendations of the NRC, the Board of Directors have approved the payment of a

special one-time bonus of Rs.55 (Fifty Five) Lakhs for the Financial Year 2025-26 during the current financial year.

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 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			
4.	Financial performance based on the 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)
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, and BA Psychology, 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. 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 International Business and Operations.
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2.	Past and Proposed remuneration	<p>Past Remuneration: 8,00,000/- (Rupees Eight Lakhs Only) per month and 40% of salary as House Rent Allowances</p> <p>Details on increased remuneration have been stated in this explanatory statement of the notice.</p>
3.	Recognition or awards	-NIL-
4.	Job profile and her suitability	<p>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 yrs. 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 has been 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.</p>
5.	Comparative remuneration profile with respect to the industry, the size of the company, the profile of the position, and the person (in the case of expatriates, the relevant details would be with respect to the country of her origin)	<p>Taking into consideration the size of the Company, the profile of the Managing Director, the responsibilities shouldered by her, and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior levels in other companies.</p>
6.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	<p>Ms. Sreelakshmi Manthena (DIN: 07996443) is the daughter of Dr. Anji Raju Manthena and Mrs. Parvathi Manthena and the sister of Mr. Sitarama Raju Manthena.</p> <p>Ms. Sreelakshmi Manthena (DIN: 07996443) is holding 6,40,398 equity shares constituting 3.82% of the total equity share capital of the Company.</p>

### 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 Ms. Sreelakshmi Manthena (being interested), Dr. Anji Raju Manthena, Mrs. Parvathi Manthena and Mr. M Sitarama Raju, Promoter Directors.

### **ITEM NO. 6:**

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 29th May, 2026, appointed Mrs. Parvathi Manthena (DIN: 11537664) as an Additional Director in the category of Non-Executive and Non-Independent Director of the Company with effect from 29th May, 2026, pursuant to the provisions of Section 161 of the Companies Act, 2013 (“the Act”) and the Articles of Association of the Company.

In terms of Section 161 of the Act, Mrs. Parvathi Manthena holds office up to the date of the ensuing General Meeting of the Company and is eligible for appointment as a Director liable to retire by rotation. The Company has received the requisite consent in Form DIR-2 from Mrs. Parvathi Manthena to act as a Director of the Company and a declaration confirming that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act and other applicable provisions of the Act, the Rules made thereunder, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

The Company has also received a notice in writing from a Member under Section 160(1) of the Act proposing the candidature of Mrs. Parvathi Manthena for appointment as a Director of the Company.

Mrs. Parvathi Manthena has been associated with the Company as a Promoter for over 20 years and has played a key role in its growth and continuity. She is actively involved in philanthropy, particularly in supporting education and community institutions. Her long association with the Company, commitment, and strong stakeholder relationships will add significant value to the Board. The Board is of the opinion that her association with the Company would be beneficial and would bring valuable guidance and insights to the deliberations of the Board. Considering her experience and contribution to the growth and governance of the Company, the Nomination and Remuneration Committee and the Board of Directors have recommended her appointment as a Non-Executive and Non-Independent Director, liable to retire by rotation.

Further, during her tenure as Director of the Company, Mrs. Parvathi Manthena will attain the age of seventy-five (75) years. In terms of Regulation 17(1A) of the Listing Regulations, no listed entity shall appoint or continue the directorship of a Non-Executive Director who has attained the age of seventy-five years unless a special resolution is passed to that effect. Accordingly, approval of the Members by way of a Special Resolution is also being sought for the continuation of Mrs. Parvathi Manthena as a Non-Executive and Non-Independent Director upon attaining the age of seventy-five years during her tenure as Director of the Company.

The Board considers that the continued association of Mrs. Parvathi Manthena would be in the best interests of the Company and its stakeholders and accordingly recommends the Special Resolution set out in the Notice for approval of the Members.

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

The Board recommends the Special Resolution for approval of the Members.

**ITEM NO. 7:**

Mr. Alluri Sitarama Raju Manthana is associated with the Company as General Manager (Operations) and is responsible for overseeing the operational functions, the execution of projects, and the implementation of strategic initiatives of the Company. By virtue of his experience, industry knowledge, and leadership capabilities, he has been contributing significantly to the operational efficiency and business growth of the Company.

The Company grants annual increments to its employees based on their respective increment cycles and performance evaluations carried out in accordance with the Company's performance appraisal framework.

Subsequent to the completion of the employee appraisal process, the Management placed the proposed remuneration revisions for the Senior Management Personnel, as defined under Regulation 16(1)(b) (viii)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, before the Nomination and Remuneration Committee for its consideration in the ordinary course of business.

In accordance with the applicable increment cycle, the annual increment of Mr. Alluri Sitarama Raju Manthana became due with effect from 1st September, 2025, along with other employees falling under the same appraisal cycle. Based on the performance evaluation and the recommendations of the Management, the Nomination and Remuneration Committee, at its meeting held on 29th May, 2026, reviewed and recommended the proposed revision in remuneration of Mr. Alluri Sitarama Raju Manthana to the Audit Committee and the Board of Directors for their consideration and approval.

Mr. Alluri Sitarama Raju Manthana is the son of Mr. M B Narayana Raju, Whole-Time Director, and is covered under the definition of a related party of the Company within the meaning of Section 2(76) of the Companies Act, 2013. Accordingly, payment of remuneration to him in respect of holding an office or place of profit in the Company attracts the provisions of Section 188(1)(f) of the Companies Act, 2013 and other applicable provisions of the Act and the Rules made thereunder.

The Audit Committee and the Board of Directors, at their respective meetings held on 29th May, 2026, after considering the recommendations of the Nomination and Remuneration Committee, approved for payment of remuneration in range of Rs. 3,50,000/- to Rs. 5,00,000/- per month, with remuneration fixed at Rs. 3,50,000/ per month with effect from 1st September, 2025, together with allowances, benefits, perquisites, and other facilities as may be admissible in accordance with the policies and service rules of the Company. The Board of Directors of the Company (including the Nomination and Remuneration Committee thereof) shall be authorized to determine, revise and fix the remuneration payable to Mr. Alluri Sitarama Raju Manthana 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.

The Audit Committee and the Board are of the opinion that the revised remuneration is fair, reasonable and commensurate with the roles, responsibilities, experience, qualifications and contribution of Mr. Alluri Sitarama Raju Manthana and is in the best interests of the Company. The proposed remuneration is comparable with industry standards and is intended to appropriately recognize his contribution towards the growth and operational performance of the Company.

The particulars of the transaction pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021 read with the SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 October 13, 2025 are as under:

A	Name of the Related Party	Mr. Alluri Sitarama Raju Manthena
B	Name of the director or key managerial personnel who is related, if any;	Mr. M B Narayana Raju, Whole-Time Director
C	Nature of Relationship	Mr. Alluri Sitarama Raju Manthena is the son of Mr. M B Narayana Raju, Whole-Time Director. He is a Related Party under Section 2(76) of the Companies Act, 2013
D	Nature, Material Terms and Particulars of the Contract/Arrangement	<p>To hold and continue to hold the office or place of profit in the Company at a designation and position of General Manager (Operations) on remuneration within the range of Rs. 3,50,000/- to Rs. 5,00,000 per month with Rs. 3,50,000/-per month in effect from 1st September 2025.</p> <p>Every such increase as per the approved range mentioned above shall require the prior approval of the Nomination and Remuneration Committee, the Audit Committee, and the Board of Directors only.</p> <p>The remuneration shall also be commensurate with established industry standards and relevant market benchmarks and shall constitute fair and reasonable compensation to Mr. Alluri Sitarama Raju Manthena</p>
E	Existing remuneration	Rs. 1,62,500 per month
F	Proposed remuneration	Rs. 3,50,000/- to Rs. 5,00,000/- per month. Rs. 3,50,000/- per month from 1st September 2025
G	Effective date of revision.	1st September 2025
H	Nature of Transaction	Revision in remuneration for holding an office or place of profit in the Company.
I	Tenure	Until revised, modified, or terminated in accordance with the terms of employment and the applicable policies of the Company
J	Justification and Benefit to the Company:	<p>Mr. Alluri Sitarama Raju Manthena, a postgraduate professional, has been associated with the Company for more than 10 years and presently serves as General Manager (Operations). The salary proposed to be paid to Mr. Alluri Sitarama Raju Manthena is commensurate with industry standards and relevant market benchmarks for similar positions.</p> <p>The remuneration is commensurate with the responsibilities handled by Mr. Alluri Sitarama Raju Manthena, his experience, expertise, and contribution to the operations and business growth of the Company.</p>

K	Summary of Information Considered by the Audit Committee	The Audit Committee reviewed the proposed remuneration revision, performance evaluation outcomes, role and responsibilities, industry benchmarking data, the internal remuneration structure, and the business rationale, and recommended the proposal to the Board for approval.
L	Where the transaction relates to any loans, inter-corporate deposits, advances, or investments made or given by the listed entity or its subsidiary, the details specified under para 4(f) above;	This transaction pertains to a revision in remuneration for holding an office or place of profit in the Company only. This transaction is not relating to any loans, inter-corporate deposits, advances, or investments made or given by the listed entity or its subsidiary.
M	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;	Valuation is not applicable in this present transaction, as it is pertaining to the revision in remuneration only.
N	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Not Applicable
O	Any other information relevant or important for the members to take a decision on the proposed resolution.	Nil

None of the Directors/ Key Managerial Personnel or their relatives is concerned or interested in the resolution except Mr. Alluri Sitarama Raju Manthena (being interested) and Mr. M B Narayana Raju, Whole-Time Director.

The Board recommends the Resolution for approval of the Members.

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

Hyderabad, 29<sup>th</sup> May 2026

Sd/-  
**Prasada Rao K**  
Company Secretary

### Details of the Directors Seeking Appointment:

<b>Name of the Director</b>	<b>Mrs. Parvathi Manthena</b>
<b>Director Identification No</b>	11537664
<b>Date of Birth</b>	1st July 1954
<b>Date of First Appointment on the Board</b>	29.05.2026
<b>Educational Qualifications</b>	Bachelor's Degree
<b>Date of Appointment including terms and conditions of appointment</b>	29.05.2026 and terms are mentioned in the resolution set out at Item No. 6
<b>Relationship between Directors Inter-Se</b>	Mrs. Parvathi Manthena is the wife of Dr. Anji Raju Manthena and the Mother of Ms. Sreelakshmi Manthena and Mr. M Sitarama Raju, Promoter Directors.
<b>Nature of Expertise in Specific Functional Area</b>	Mrs. Parvathi Manthena has been associated with the Company as a Promoter for over 20 years and has played a key role in its growth and continuity. She is actively involved in philanthropy, particularly in supporting education and community institutions. Her long association with the Company, commitment, and strong stakeholder relationships will add significant value to the Board.
<b>Directorship in other Listed Entities as on date of Postal Ballot Notice</b>	Nil
<b>Listed entities from which the appointee director has resigned in the past three years</b>	Nil
<b>Membership in Committees of other Listed Companies (includes only Audit Committee and Stakeholders Relationship Committee)</b>	Nil
<b>Details of Remuneration sought to be paid and the remuneration last drawn by such person</b>	Nil
<b>Shareholding in the Company including shareholding as a beneficial owner as on date of Postal Ballot Notice</b>	2,68,469
<b>Number of Meetings of the Board attended during the year</b>	Nil
<b>The skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	The educational qualifications, expertise, and vast experience of Mrs. Parvathi Manthena enable her to fulfil the role and discharge responsibilities as a Director.

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