

21st ANNUAL REPORT

(2014-15)



Cerebra Integrated Technologies Limited



www.cerebracomputers.com

BOARD OF DIRECTORS

V. Ranganathan	- Managing Director
Shridhar S. Hegde	- Whole-Time Director
P. Vishwamurthy	- Whole-Time Director
Preethi Javali	- Additional Director
T. S. Suresh Kumar	- Director
P. E. Krishnan	- Director
S. Gopalakrishnan	- Director

REGISTERED OFFICE and FACTORY

#S-5, Off 3rd Cross, I Stage
Peenya Industrial Area
Bangalore - 560 058
Tel: 91 - 80 - 28370282/84
Fax: 91 - 80 - 28372609
Web: www.cerebracomputers.com
Email: info@cerebracomputers.com

CORPORATE OFFICE AND ITES FACILITIES

26/4, 'A' Block, 2nd Floor
Industrial Suburb, Rajajinagar
Bangalore- 560 055

SUBSIDIARY COMPANIES

The Company has following Subsidiaries:

1. Cerebra LPO India Limited.
2. Geeta Monitors Private Limited.
3. Cerebra Middle East FZCO, Dubai, UAE.
4. Cerebra E Waste Recovery PTE Limited, Singapore

STATUTORY AUDITORS

Messrs Ishwar&Gopal
Chartered Accountants
Sri Vinayaka Motor Service Building
No, 21/3, T.S.P.Road, Kalasipalyam
Bangalore – 560 002

SECRETARIAL AUDITOR

Parameshwar G Bhat
Practising Company Secretary
Bangalore

INTERNAL AUDITORS

Murugendrappa & Co.
Chartered Accountants
Bangalore

REGISTRARS & SHARE TRANSFER AGENTS

Karvy Computershare Pvt. Ltd.
Karvy Selenium Tower B | Plot number 31 & 32 |
Financial District | Nanakramguda | Serilingampally Mandal
Hyderabad - 500032 | India
Phone: 040 - 91 40-67161564 Fax 9140-23420814
Email: shobha.anand@karvy.com

BANKERS

Bank of India

ENLISTMENTS

Bombay Stock Exchange Limited (BSE)
National Stock Exchange of India Limited (NSE)

DEPOSITORIES

National Securities Depository Limited
Central Depository Services Limited

FROM THE DESK OF MANAGING DIRECTOR

Dear Stakeholders,

Greetings from the management of Cerebra.

It is always a pleasure to personally brief you on all the happenings in your Company and I thank you for giving me another opportunity to do this. We are now 23 years old in this business and hardware is still our main bread earner. It has been a mixed bag and the global meltdown, challenging economic environment in India has all contributed to many sleepless nights. In spite of all these your Company has performed admirably and your Company's management and key employees have strived hard to maintain profitability and growth quarter after quarter.

We are reasonably confident of performing well and exceeding expectations in the ongoing year. Make in India programme started by our PM has excited us and we are looking at starting manufacturing a few high end products during this year. We are sure this will contribute a major portion to our topline and also provide a healthy bottom line in the coming years. India, in spite of the continuing bleak economic scenario, is growing reasonably and am sure it should only increase in the coming years. Cerebra is rightly poised to take a major market share with the right initiatives and strategies being put in place by your management.

Our UAE Subsidiary is performing well and it is now close to 4 years in the MENA region. We are expanding rapidly at the same time with a clear eye on the bottom line. We have more than 100 partners and have a firm presence in the Middle East. We have created a brand well recognised in the region.

Cerebra LPO has also worked quite hard in challenging circumstances and now have a decent business plan. We have increased our headcount and have added new customers globally.

You will find more details of the subsidiaries in the Board's Report.

We are working on expanding our EMS and contract manufacturing division and will be adding two more lines to augment our manufacturing capacity here.

Finally our mainstay for the coming years ..our E waste division. The business has grown and we have worked towards setting up India's largest E waste recycling facility In Narsapura, Bangalore. We have raised the required funds for this and am sure that by this time next year a world class plant will be ready and in operation. I am looking forward to announcing this very soon. Both the central and the state Government are supporting us in this massive project.

We take this opportunity to thank you all, employees, partners, vendors, bankers and the Government of Karnataka and the government of India for their continued support.

With Warm Regards

V Ranganathan
Managing Director
DIN : 01247305

CEREBRA INTEGRATED TECHNOLOGIES LIMITED

CIN: L85110KA1993PLC015091

Regd Off.: #S-5, off 3rd Cross, I Stage, Peenya Industrial Area, Bangalore - 560 058

Telephone: 91 - 80 - 22046969 Email: investors@cerebracomputers.com

Web: www.cerebracomputers.com

NOTICE

NOTICE is hereby given that the Twenty First Annual General Meeting of the Company will be held on Tuesday the 29th September, 2015 at 10:00a.m at the Corporate office of the Company situated at 26/4, 'A' Block, 4th Floor, Industrial Suburb, Sandal Soap Factory Metro Station, Rajajinagar, Bangalore-560 055 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements including Audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss of the Company for the year ended as on that date together with the Board's Report including Secretarial Audit Report and Auditors' Report thereon.

2. To appoint a Director in place of Mr. Vishwamurthy Phalanetra (holding DIN 01247336), who retires by rotation and is eligible for re-appointment.

3. To consider, and to pass, if thought fit the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Messrs Ishwar&Gopal, Chartered Accountants, having ICAI Firm Registration No. 001154S, who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules, be and are hereby re-appointed as Statutory Auditors of the Company for the Company's financial years 2015-16 to 2019-20 and to hold office from the conclusion of this Annual General Meeting until the conclusion of the 26th Annual General Meeting of the Company on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to service tax and re-imbursement of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company".

SPECIAL BUSINESS:

4. To consider, and to pass, if thought fit, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Articles of Association of the Company and the provisions of Section 161 of the Companies Act, 2013, Ms. Preethi Javali (holding DIN 07157145), who was appointed as an Additional Director of the Company by the Board of Directors, and who holds the office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing, from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company".

5. To consider, and to pass, if thought fit the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. P E Krishnan (holding DIN 01897686), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years i.e. for a term up to 13th February, 2020".

6. To consider, and to pass, if thought fit the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Companies Act, 2013 and clause 49 of the Listing Agreement, approval be and is hereby accorded to dispose the Shares in Geeta Monitors Private Limited (GMPL), material Subsidiary reducing the shareholding to less than 50% and fully actions already taken in this respect be and are hereby ratified".

By order of the Board
For **Cerebra Integrated Technologies Limited**

Place : Bangalore
Date : 14th August, 2015

V. Ranganathan
Managing Director
DIN: 01247305

NOTES:

1. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to vote instead of himself/herself and the proxy appointed need not be a member. The duly filled in proxy form must be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the Meeting.
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Item Nos. 4,5 and 6 is annexed herewith.
3. For the convenience of the Members and for proper conduct of the Meeting, entry to the place of Meeting will be regulated by an Attendance Slip, which is forwarded as detachable part of Annual Report. Members are requested to affix their signature at the place provided in the Attendance Slip and hand it over at the entrance.
4. Members, who hold shares in dematerialized form, are requested to bring in their Client ID and DP ID nos. for easier identification of attendance at the meeting and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the meeting.
5. A member desirous of getting any information on the accounts or operations of the Company is requested to forward his/her queries to the Company at least 7 days prior to the meeting, so that, the required information can be made available at the meeting.
6. Members holding shares in physical form are requested to notify immediately any change in their address to the Company's Registrar and Transfer Agent, Karvy Computershare Private Limited. Members holding shares in electronic form may intimate any such changes to their respective Depository Participants (DPs).
7. Members holding more than one share certificate in different folios are requested to kindly apply for consolidation of the folios and send the relative share certificates to the Company's Registrar and Share Transfer Agent.

Karvy Computershare Private Limited
Karvy Selenium Tower B | Plot number 31 & 32 |
Gachibowli Financial District | Nanakramguda | Serilingampally
Hyderabad - 500032 | India
Phone: 040 - 91 40-67161564 Fax 9140-23420814
Email: shobha.anand@karvy.com

8. Listing fee has been paid to the BSE Limited and National Stock Exchange of India Limited (NSE) up to date and the Company has already made delisting applications to Kolkata Stock Exchange and Ahmedabad Stock Exchange.
9. The Company's Shares are traded in electronic form with ISIN No. INE345B01019.
10. The Register of Members and the Share Transfer Books will remain closed on 29th September, 2015 in connection with the Annual General Meeting.
11. Members are kindly requested to bring Annual Report 2014-15 along with them to the Annual General Meeting.
12. As regards to re-appointment of Mr. Vishwamurthy Phalanetra (holding DIN 01247336) referred to, in item No.2 of the notice, the following necessary disclosures are made for the information of the Shareholders:

Mr. Vishwamurthy Phalanetra
Date of Birth: 3rd May, 1967
Qualification: BE
Expertise: ITeS and Software
No. of Board Meetings attended during the year: 8

Name of the Company/Firms	Nature of Interest
Cerebra LPO India Limited	Director
CIN No. U72200KA2008PLC047597	

13. Voting through electronic means:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 21st Annual General Meeting to be held on

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29th September, 2015 at 10.00 a.m at the Corporate office of the Company situated at 26/4, 'A' Block, 4th Floor, Industrial Suburb, Sandal Soap Factory Metro Station, Rajajinagar, Bangalore-560 055. The Company has engaged the services of Karvy Computershare Private Limited to provide the e-voting facility.

The instructions for E-voting are as under:

- i. To use the following URL for e-voting:
<https://evoting.karvy.com>
- ii. Enter the login credentials (i.e., User ID and password mentioned below). Event No. followed by Folio No. / DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering the details appropriately, click on LOGIN.
- iv. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the EVENT i.e., **Cerebra Integrated Technologies Limited**.
- vii. On the voting page, the number of shares as held by the shareholder as on the Cut-off Date will appear. If you desire to cast all the votes assenting/dissenting to the Resolution then enter all shares and click "FOR" / Against as the case may be. You are not required to cast all your votes in the same manner. You may also choose the option ABSTAIN in case you wish to abstain from voting.
- viii. Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
- ix. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.
- x. 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. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail parameshwar@vjkt.in or scrutinizer@cerebracomputers.com.
- xi. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.
- xii. The Portal will remain open for voting from: **Friday the 25th September, 2015 (9:00 am) and ends on Monday the 28th September, 2015 (5:00 pm)**.
- xiii. 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 <https://evoting.karvy.com> or contact Mr. Varghese P A of Karvy Computershare Private Limited at 91 040 67161503 or at 1800 345 4001 (toll free).
- xiv. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

In case a Member receives physical copy of the Annual General Meeting Notice by Post [for Members whose email IDs are not registered with the Company / Depository Participants]:

- (i) User ID and initial password as provided overleaf.
 - (ii) Please follow all steps from Sr. No. (1) to (12) as mentioned in above, to cast your vote.
- xv. The results of e-voting will be announced by the Company in its website and also informed to the Stock Exchanges.

E-voting Details

EVENT	User ID	Password

Kindly note that once you have cast your vote you can not modify or vote on poll at the Annual General Meeting. However, you can attend the meeting and participate in the discussions, if any.

- xvi. The voting period begins on **Friday, the 25th September, 2015 (9:00 am) and ends on Monday, the 28th September, 2015 (5:00 pm)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September 2015, may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.
- xvii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at <https://evoting.karvy.com> under help section or contact Mr. Varghese P A of Karvy Computershare Private Limited at 91 040 67161503 or at 1800 345 4001 (toll free).
- xviii. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 22nd September 2015.
- xix. Mr. Parameshwar G. Bhat, Practising Company Secretary, Bangalore has been appointed as Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
- xx. The Scrutiniser shall within a period of not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutiniser's report of the votes cast in favour or against, if any, forthwith to Managing Director or designated Director of the Company.
- xxi. The results of Annual General Meeting shall be declared within three (3) days from the conclusion of the Annual General Meeting. The e-voting along with the Scrutinizer's Report shall be placed on the Company's website (www.cerebracomputers.com) and on the website of Karvy. The results will also be communicated to the Stock Exchanges where the shares of the Company are listed.
- xxii. Further, members may note the following:
 - a. Remote e-voting shall not be allowed beyond the said date and time.
 - b. The Company is providing facility to vote on a poll to the members present at the meeting.
 - c. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
 - d. A person whose name is recorded in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting in the General Meeting.
- xxiii. The Shares of the Company are compulsorily traded in electronic form. The Members are requested to forward all applications for transfer and all other shares related correspondence, including intimation for change of address, if any, to the Registrars and Transfer Agent of the Company at the following address:
Karvy Computershare Private Limited
Karvy Selenium Tower B, Plot number 31 & 32,
Gachibowli Financial District, Nanakramguda, Serilingampally
Hyderabad - 500032, India
Phone: 040 - 91 40-67161564 Fax 9140-23420814
Email: shobha.anand@karvy.com
- xxiv. Pursuant to SEBI notification no. MED/DOP/ Circular/05/2009 dated May 20, 2009, it has become mandatory for the transferee(s) to furnish copy of PAN Card to the Company/RTA to enable/effect transfer of Shares in physical form.

By order of the Board
For **Cerebra Integrated Technologies Limited**

Place : Bangalore
Date : 14th August, 2015

V. Ranganathan
Managing Director
DIN: 01247305

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EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 4:

At the meeting of the Board held on 31st March, 2015, Ms. Preethi Javali was inducted as an Additional Director of the Company. Pursuant to Section 161 of the Companies Act, 2013 ("the Act") she will hold office up to the date of the ensuing Annual General Meeting. Notice has been received from a Member signifying her intention to propose her as a Director at the ensuing Annual General Meeting along with a deposit of Rs. 1,00,000/- (Rupees One Lakh only).

Except Ms. Preethi Javali, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.4.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the notice for approval by the members.

Item No. 5:

Mr. P.E. Krishnan (holding DIN 01897686): As regards appointment of Mr. P.E. Krishnan as an Independent Director referred to, in item No. 5 of the notice, the following necessary disclosures are made for the information of the Shareholders:

Mr. P.E. Krishnan - aged about 50 years is an Independent Director holds Bachelor Degree in Commerce. He has vast experience in Accounts and Finance is a consultant for many firms for Investment and Financial aspects. He has been associated with Cerebra since 1996.

Other Directorships / Committee Memberships:

Name of the Company/CIN NO.	Designation	Member of Committee
Helios Sol Management Consultancy Private Limited U74900TN2009PTC074111	Additional director	NIL
Solis Management Consultants Private Limited U74900TN2012PTC084676	Director	Nil

He is member of Audit Committee and Remuneration Committee of Cerebra.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013. Mr. P.E. Krishnan being eligible and offering himself for appointment is proposed to be appointed as an Independent Director of the Company for a term of 5 consecutive years from 14th February, 2015 to 13th February, 2020.

Mr. P.E. Krishnan has furnished a declaration confirming that he satisfies the criteria of independence as required under Section 149(6) of the Companies Act, 2013. The Board of Directors at its meeting held on 14th February, 2015, opined that Mr. P.E. Krishnan fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. P.E. Krishnan as an Independent Director.

Mr. P.E. Krishnan, being an appointee is concerned or interested in the resolution set out at Item No.5 of the Notice.

None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolution.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the notice for approval by the members.

Item No. 6:

The Shareholders may recall that the Company had invested upto 51% of the paid up Capital of the Geeta Monitors Private Limited (GMPL), Subsidiary Company.

GMPL whilst has been carrying on its business, the excepted levels were not achieved and the business is being carried on with lesser margins than anticipated. After careful evaluation, your Board has decided to disinvest in GMPL in tranches

so that the proceeds of the disinvestment may be better utilized in more profitable business of the Company. With this GMPL will no longer be Subsidiary of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolution.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

The Board recommends the Special Resolution set out at Item No. 6 of the notice for approval by the members.

By order of the Board
For **Cerebra Integrated Technologies Limited**

Place : Bangalore
Date : 14th August, 2015

V. Ranganathan
Managing Director
DIN: 01247305

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BOARD'S REPORT

To the Members,

The Directors have pleasure in presenting before you the Annual Report of the Company together with the Audited Statements of Accounts for the 21st year ended 31st March, 2015.

CONSOLIDATED FINANCIAL SUMMARY/HIGHLIGHTS, OPERATIONS, STATE OF AFFAIRS:

(Rs. in lakhs)

Particulars	2014-2015	2013-14 (for six months)
Gross Income	26767.13	13128.12
Profit Before Interest and Depreciation	677.00	371.30
Finance Charges	309.05	117.70
Gross Profit	367.52	253.60
Provision for Depreciation	106.06	47.05
Net Profit Before Tax	261.45	206.55
Provision for Tax	30.08	25.07
Net Profit After Tax	231.37	181.48
Minority Interest	43.27	38.19
Balance of Profit brought forward	188.10	143.29
Proposed Dividend on Equity Shares	0.00	0.00
Tax on proposed Dividend	0.00	0.00

Enterprise Solutions Division (ESD)

Cerebra has been since many years implementing various IT based projects for many startups and established companies. The Company studies customers' IT requirements, identify pain points and accordingly design and plan their IT H/W & S/W infrastructure which includes networking, servers, storage, endpoints, operating systems, application software and ensure successful implementation.

Many small and medium size enterprises lack proper IT infrastructure and rely more on AMC providers for their IT requirements which get fulfilled on a short term basis mainly because the AMC companies lack the technical skills as well as the vision to design IT infrastructure based on growth plans. In addition, many more companies are looking to completely outsource their IT resources for day to day operations and maintenance. Cerebra can successfully help bridge this gap with its technical competencies and strategic tie-ups with leading MNC technology vendors. Cerebra can design, implement and maintain IT infrastructure for SMEs as well as large enterprises successfully.

During the financial year 2014-2015, the continued focus on research labs, airports, defense, PSUs, PSBs, etc have been fruitful with Cerebra successfully executing large orders from. PSU's, Judiciary Department, Education, Medical etc.. . The Company has also been successful in closing deals in the Transport, higher education segment both in government as well as private institutions. In addition Cerebra has added new corporate customers in the retail, manufacturing & healthcare segments during the period. Cerebra is considered as a preferred vendor by many of these organizations. Cerebra has also strengthened its relationships with leading MNC OEM Brands and established itself as a key player especially in education, healthcare, defense, space & research lab segments while we stay focused on making a mark in other state & central government departments/bodies/PSUs.

With continued focus from the account managers in the Education, Healthcare, Retail, Defense, Space, PSU, PSB, Research Labs, Airport, Large Corporates, SMBs, etc. and incremental focus on AMC, FMS, Implementation & other services, your Company intends to bring new business opportunities and a fairly large contribution to Cerebra's revenues in the new financial year 2015-2016.