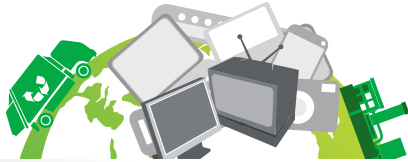




CEREBRA[®]

Total I.T. Solutions

An ISO 9001 : 2015 Company



CEREBRA INTEGRATED TECHNOLOGIES LIMITED

25TH ANNUAL REPORT
2018 - 19



MARCHING TOWARDS THE GREEN GROWTH

BOARD OF DIRECTORS

V. Ranganathan	-	Managing Director
Shridhar S. Hegde	-	Whole-Time Director
P. Vishwamurthy	-	Whole-Time Director
Preethi Javali	-	Non-Executive Director
T.S. Suresh Kumar	-	Independent Director (upto 27 th May, 2019)
P.E. Krishnan	-	Independent Director
S. Gopalakrishnan	-	Independent Director
Riyaz Suterwalla	-	Non-Executive and Non Independent Director

Company Secretary and Compliance Officer

Nutan Soudagar

REGISTERED OFFICE AND FACTORY

#S-5, off 3rd Cross, 1st Stage,
Peenya Industrial Area,
Bangalore - 560 058
Tel: 91 - 80 - 22046969
Fax : 91 - 80 - 22046980
Web: www.cerebracomputers.com
Email: info@cerebracomputers.com
investors@cerebracomputers.com

E-WASTE RECYCLING UNIT

Plot Nos. 41 to 46, KIADB Industrial Area
Narasapura, Appasandra Village
Narasapura Hobli
Kolar District.

SUBSIDIARY COMPANIES

Cerebra LPO India Limited
Cerebra Middle East FZCO, Dubai, UAE

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 FinTech Private Limited
(Formerly known as KCPL Advisory Services P Ltd)
Karvy Selenium Tower B, Plot Nos. 31 & 32
Financial District, Nanakramguda, Serilingampally Mandal
Hyderabad - 500032, India
Phone : +91 40 67161563

BANKERS

Bank of India
Syndicate Bank

ENLISTMENTS

BSE Limited
National Stock Exchange of India Limited (NSE)

DEPOSITORIES

National Securities Depository Limited
Central Depository Services India Limited

FROM THE DESK OF MANAGING DIRECTOR

Dear Stakeholder,

Greetings from Cerebra. It is really my good fortune to meet all of you year after year and this year, it gives me additional pleasure in writing this to you all. We are all proud to announce that your Company has achieved a top line of Rs 39,105.62 Lakhs and an EBITDA of Rs 4 778.45 Lakhs , the highest in its history so far.

The E waste division continues to perform and is now exceeding our expectations. We have a country wide network to collect E waste. We were successful in bagging our first E PR client Samsung for 1500 tons during the end of the year and at the time of writing this, we successfully got an enhancement of our license capacity to 20k tons from the KSPCB and also bagged an order for 15k tons from Samsung for the year 2019-20.

We have opened around 20 stores which we call as Cerebra Experience centers across the country to sell our refurbished products and very soon will be adding more and more products to sell here. Our aim is to reach around 150 stores refurbished by the year end. The stores also provide services and are capable of handling onsite support for hardware products. Very soon we will start selling mobile phones also from these stores.

Our factory has trebled its strength and very soon we will be operating on 3 shifts. We will be adding new machines to handle white goods and also the space has been expanded and your Company will soon have a factory area of 2.5 lakhs sqft .

Our plans to handle tubelights, automobile recycling is progressing well. We have now signed a JV MOU with a Gold refining company and by the end of this year our precious metal plant will be up and running. This plant has a got capacity of recovering and refining gold, silver, platinum, palladium and copper.

Our focus on manufacturing continues though with a clear eye on the bottom line. Similarly our ESD division is also focused only on the bottom line.

Middle East is going through an economic downturn and we as all other companies are affected by the slowdown . We hope it will recover soon. Our plans are to go slow and take orders which are safe and secure.

Your Company is looking at debt to handle its working capital requirements and is working closely with a few banks and will finalise with one or two banks a credit line which will take care of our expansion plans.

The matter relating to Cimelia, Singapore matter is being settled. We have received the Award from Arbitral Tribunal in the matters of Arbitration Disputes to cancel the 92 lakhs shares issued to the Singapore companies. The amount corresponding to this is written off during the last quarter of the year and we are seeking your approval to proceed with the Reduction of Share Capital in this Annual General Meeting. The Company will be approaching NCLT and seek its approval.

We wish to thank the Government of India and Karnataka for their support and also the bankers, shareholders and all the employees for their unstinted support without which we can never reach where we are today. Looking forward to a good growth this year.

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: info@cerebracomputers.com Web: www.cerebracomputers.com

NOTICE

NOTICE is hereby given that the Twenty Fifth (25th) Annual General Meeting of the Company will be held on Wednesday, 25th September, 2019 at 10:00 A.M. at the Registered Office of the Company at #S-5, Off 3rd Cross, I Stage, Peenya Industrial Area, Bangalore-560 058 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Financial Statements of the Company including Audited Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss of the Company for the year ended as on that date together with the Auditors' Report thereon and the Board's Report including Secretarial Audit Report.
2. To appoint a Director in place of Mr. Vishwamurthy Phalanetra (holding DIN: 01247336), who retires by rotation and is eligible for re-appointment.

SPECIAL BUSINESS:

3. Re-appointment of Mr. Pazayanur Eswaran Krishnan (holding DIN: 01897686), as an Independent Director:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Pazayanur Eswaran Krishnan (holding DIN: 01897686) as an Independent Director, who has submitted a declaration to the effect that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment to the office of Independent Director, for a second term i.e., to hold office for a period of 5 (five) consecutive years with effect from 14th February, 2020 to 13th February, 2025, and whose office shall not be liable to retire by rotation."

4. Appointment of Mr. Mandya Venkatachar Seshadri Vasam(holding DIN:01088868), as Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 160 and 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, Mr. Mandya Venkatachar Seshadri Vasam (holding DIN:01088868), who was appointed as an Additional Director of the Company w.e.f. 12th August, 2019 by the Board of Directors based on the recommendation of Nomination and Remuneration Committee and who holds office only up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company."

5. Appointment of Mr. Mandya Venkatachar Seshadri Vasam (holding DIN: 01088868) as an Independent Director of the Company:

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

"RESOLVED THAT pursuant to Sections 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or enactment(s) thereof for the time being in force), consent of the Members of the Company be and is hereby accorded to appoint Mr. Mandya Venkatachar Seshadri Vasam (holding DIN:01088868), as an Independent Director of the Company, for a period of 5 (Five) years up to 11th August, 2024 and whose office shall not be subject to retirement by rotation.

RESOLVED FURTHER THAT the Board or any Committee thereof, be and is hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to the above said Resolution and to do all things incidental and ancillary thereto."

6. Increase in the Limit of Borrowing Powers:

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 or any amendment or modifications thereof read with the Companies (Meetings of Board and its Powers) Rules, 2014, approval of the Members be and is hereby accorded to borrow and raise such sum or sums of money from time to time as may be required for the purposes of business of the Company, not exceeding Rs. 200 Crores (Rupees Two Hundred Crores only) borrowings in excess of aggregate of its paid-up share capital and free reserves of the Company, apart from temporary loans obtained by the Company from its bankers in the ordinary course of its business, on such terms and conditions as the Board may consider necessary and expedient in the best interest of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do, from time to time, all such acts, deeds and things as may be necessary to give effect to the above said Resolution."

7. Powers to hypothecate etc:

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

“RESOLVED THAT subject to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, approval be and is hereby accorded to the Board of Directors of the Company to hypothecate or mortgage and/or charge all the immovable and movable assets of the Company wheresoever situate, present and future, and the whole or part of the undertaking of the Company to, or in favour of the lender to secure the said borrowings upto an amount in the aggregate not exceeding Rs. 200 Crores (Rupees Two Hundred Crores only) together with interest, such other finance charges and all other moneys payable by the Company to the lenders as per the agreements entered into, by the Company with the respective lender.

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company, be and are hereby authorized severally/jointly to do, from time to time, all such acts, deeds and things as may be necessary to give effect to the above said Resolution.”

8. Approval of Reduction of Share Capital of the Company:

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

“RESOLVED THAT in full compliance with the Awards passed by the Hon'ble Arbitral Tribunal in the matter of Arbitration Dispute under the Arbitration and Conciliation Act, 1996 dated 22nd March, 2019 without any payout for the Shares being cancelled, pursuant to the provisions of Section 66 of the Companies Act, 2013, if applicable read with the National Company Law Tribunal (Procedure for Reduction of Share Capital) Rules, 2016 (including any statutory modification, amendment or re-enactment thereof for the time being in force) as applicable and subject to the approval of Stock Exchanges and confirmation by the Hon'ble National Company Law Tribunal, Bengaluru Bench, the consent of the Equity Shareholders be and is hereby accorded to the proposed reduction of the Paid up Share Capital of the Company by cancelling and extinguishing Paid-up Equity Share Capital of Rs. 9,20,00,000/- (Rupees Nine Crores Twenty Lakhs only) divided into 92,00,000 (Ninety Two Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each fully paid up, from Rs. 1,21,19,66,320/- (Rupees One Hundred Twenty One Crores Nineteen Lakhs Sixty Six Thousand Three Hundred Twenty only) divided into 12,11,86,482 Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 1,11,99,66,320/- (Rupees One Hundred Eleven Crores Ninety Nine Lakhs Sixty Six Thousand Three Hundred Twenty only) divided into 11,19,86,482 Equity Shares of Rs. 10/- (Rupees Ten only) each fully paid up.

RESOLVED FURTHER THAT upon extinguishment of Share Capital, the Paid up Share Capital of the Company shall stand reduced to the extent of the face value of the Shares so extinguished.

RESOLVED FURTHER THAT the Company shall debit the Equity Share Capital account to the extent of the face value of the Shares cancelled under the capital reduction application by crediting to the 'Retained Earnings', this accounting treatment being in conformity with the Accounting Standards applicable to the Company.

RESOLVED FURTHER THAT BSE Limited (“BSE”) be and is hereby appointed as the ‘Designated Stock Exchange’ (DSE) for the purpose of coordinating with the Securities and Exchange Board of India (‘SEBI’) if, and whenever required.

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company, be and are hereby authorized severally/jointly to do all such acts, matters, deeds and things as may be necessary or desirable including any directions for settling any question or doubt or difficulty whatsoever that may arise, for the purpose of giving effect to the proposed reduction of the Share Capital of the Company as placed before the Board or to any modification thereof, in particular:

- a) file application with the Hon'ble National Company Law Tribunal, Bengaluru Bench seeking directions and confirmation of the proposed reduction of Equity Share Capital, signing, affirming and verifying affidavit, applications, petitions, vakalatnama etc. in the Hon'ble National Company Law Tribunal, Bengaluru, Bench;
- b) make representation on their own or through legal counsels before Hon'ble National Company Law Tribunal, Bengaluru Bench or other authorities for confirmation of the proposed reduction of equity share capital; and
- c) do all such acts and things necessary and convenient in relation thereto and to give effect to this Resolution as the Board of Directors in its absolute discretion consider necessary, expedient and proper, including appointment of Independent Professionals and engagement of their services thereon..

RESOLVED FURTHER THAT consequently amendments be made in the capital clause of the Memorandum of Association and Articles of Association (if any) of the Company after the said reduction becomes operative and effective.

RESOLVED FURTHER THAT the Board be and is hereby authorized, in its absolute discretion, to make the reduction and cancellation of the Share Capital on such other terms and conditions as they may consider appropriate and to accept such other conditions and modifications as may be prescribed by the Hon'ble National Company Law Tribunal, Bengaluru Bench, with other appropriate bodies/authorities while according their confirmation to the proposed offer for cancellation of Share Capital.”

9. Approval of Cerebra Integrated Technologies Limited Employee Stock Option Scheme, 2019:

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI SBEB Regulations”), and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval and consent of the Company be and is hereby accorded respectively to the “Employee Stock Option Scheme 2019” (“ESOS 2019” Plan”) and to the Board of

Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred in this resolution) to create, issue, offer and grant from time to time Equity Shares under ESOS, 2019 not exceeding 5% of the aggregate number of issued and allotted Equity Shares of the Company as on the date of the Annual General Meeting approving this Resolution, to or for the benefit of such person(s), whether working in India or out of India, who are in permanent employment of the Company including Director(s) whether whole-time or otherwise, of the Company and its Subsidiary Company(ies), (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), as may be decided solely by the Board under the Plan, exercisable in the Company in aggregate of face value of Rs. 10/- each, on such terms and conditions, as may be determined in accordance with the provisions of the Plan and in due compliance with the applicable laws and regulations.

RESOLVED FURTHER THAT the Board for this purpose be and is hereby authorised to issue and allot Equity Shares upon exercise of ESOS from time to time in accordance with the ESOS 2019 and to the extent permitted under SEBI SBEB Regulations.

RESOLVED FURTHER THAT the Equity Shares issued and allotted, if any, as mentioned hereinbefore shall rank paripassu with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division / undertaking or other re-organization, change in capital and others, if any, additional Equity Shares are required to be issued by the Company to the Shareholders, shall be deemed to increase in proportion of such additional Equity Shares issued to facilitate making a fair and reasonable adjustment.

RESOLVED FURTHER THAT in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the ESOS Grantees under the plans shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 10/- per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable Laws and regulations to the extent relevant and applicable to the ESOS 2019.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the Shares allotted under the ESOS 2019 on the Stock Exchanges, where the Shares of the Company are listed as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the concerned Stock Exchanges and other applicable Guidelines, Rules and Regulations, if any.

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the ESOS 2019 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOS 2019 and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion deems necessary including authorizing or directing to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of ESOS 2019 as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals and also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.

10. Approval of Material Related Party Transaction entered into for appointment to office of place of profit with Mr. P. Bharath (Chief Operating Officer).

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

"RESOLVED THAT subject to the provisions of Regulation 23 (4) of Securities and Exchange Board of India (Disclosure Obligations and Listing Requirements) Regulations, 2015 ('the Listing Regulations'), as amended to date, and pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013, read with Companies (Meetings of Board and its powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (Act), including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time, approval of the Members be and is hereby accorded to fix remuneration exceeding Rs. 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) to Mr. P. Bharath, brother of Mr. P. Vishwamurthy, Whole time Director of the Company, holding office or place of profit, as Chief Operating Officer (COO) of the Company with effect from 1st August, 2019.

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to the Nomination & Remuneration Committee/Board of

Directors of the Company, to finalise and decide the change in designation/revisions in the remuneration payable to Mr. P. Bharath from time to time in accordance with the Company's policy on performance measurement and such other applicable/relevant policies and to perform and execute all such acts, deeds, matters and things (including delegating such authority), as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto."

By order of the Board
For Cerebra Integrated Technologies Limited

Place : Bangalore
Date : 19th August, 2019

Shridhar S Hegde
Whole Time Director
DIN: 01247342
Address: 156-A, 36th Cross
2nd Block, Rajajinagar
Bangalore - 560 010

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 as per Section 102 of the Companies Act, 2013 is attached hereto.
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 Fintech 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.
8. Karvy Fintech Private Limited
Karvy Selenium Tower B, Plot number 31 & 32
Financial District, Nanakramguda, Serilingampally Mandal
Hyderabad-500 032, India
Phone: 040 - 91 40-67161564 Fax 9140-23420814
Email: shobha.anand@karvy.com
9. 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.
10. The Company's Shares are traded in electronic form with ISIN No. INE345B01019.
11. The Register of Members and the Share Transfer Books will remain closed on 18th September, 2019 in connection with the Annual General Meeting.
12. Members are kindly requested to bring Annual Report 2018-19 along with them to the Annual General Meeting, since extra copies will not be supplied at the Meeting.
13. To support the 'Green Initiative', the Members who have not registered their e-mail address are requested to register the same with Karvy Fintech Private Limited / Depositories.

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:

Particulars	Details
Name	Mr. Vishwamurthy Phalanetra
Date of Birth	03-05-1967
Date of Appointment	18-07-1996
Qualifications	Bachelor of Engineering
Expertise in specific functional area	Software Development
Directorships held in other Companies (excluding foreign companies)	Cerebra LPO India Limited
Membership / Chairmanships of Committees of other public companies (included only Audit and Shareholders / Investors Grievance Committee)	Nil
No. of Board Meetings attended during the financial year	5 (Five)

14. 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 25th Annual General Meeting to be held on Wednesday, 25th September, 2019 at the Registered Office of the Company at #S-5, Off 3rd Cross, I Stage, Peenya Industrial Area, Bangalore-560 058. The Company has engaged the services of Karvy Fintech 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 with a copy marked to 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: Saturday the 21st September, 2019 (9:00 AM) and ends on Tuesday 24th September, 2019 (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 Mrs. Shobha Anand of Karvy Fintech Private Limited at 040-67162222 or at Tel No. 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 Sl. Nos. (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 cannot 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 21st September, 2019 (9:00 A.M.) and ends on 24th September, 2019 (5:00 P.M.). During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th September, 2019, 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. 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 Wednesday, 18th September, 2019.
Mr. Parameshwar G. Bhat, Practising Company Secretary, Bangalore has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- xviii. The Scrutinizer shall within a period of not exceeding Forty Eight (48) hours from the conclusion of the voting at the Annual General Meeting, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to Managing Director or designated Director of the Company.
- xix. The results of Annual General Meeting shall be declared within Forty Eight hours 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.

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xx. 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.

xxi. 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 Fintech Private Limited
Karvy Selenium Tower B, Plot number 31 & 32
Financial District, Nanakramguda, Serilingampally Mandal
Hyderabad-500 032, India
Phone: 040 - 91 40-67161564 Fax 9140-23420814
Email: shobha.anand@karvy.com

xxii. 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

Place : Bangalore
Date : 19th August, 2019

Shridhar S Hegde
Whole Time Director
DIN: 01247342
Address: 156-A, 36th Cross
2nd Block, Rajajinagar
Bangalore-560 010