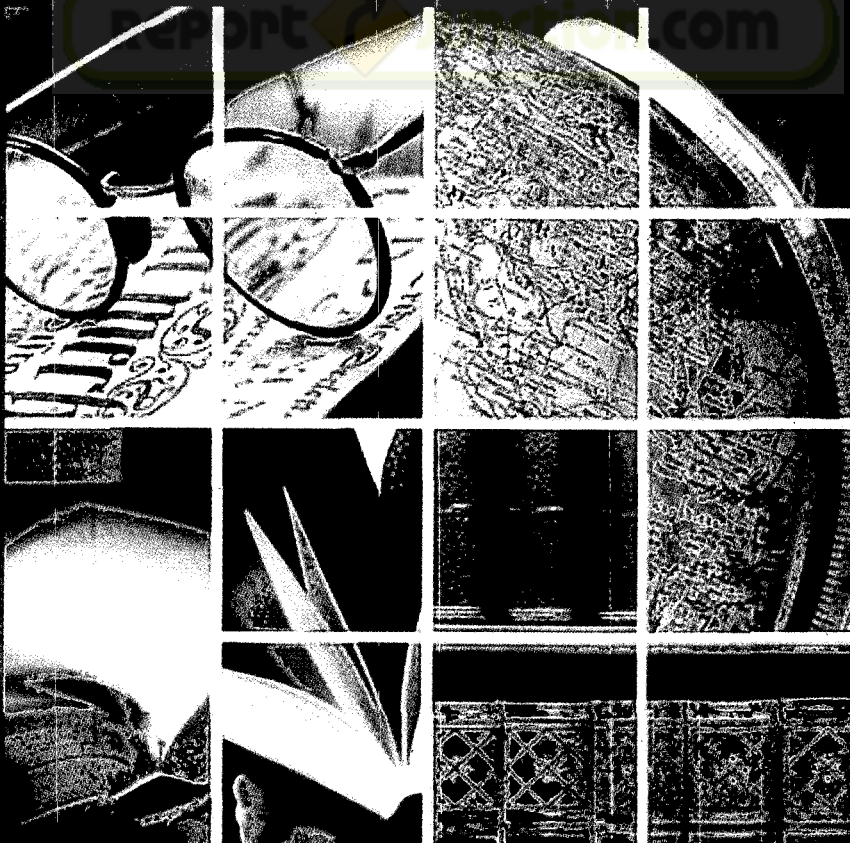


# 15th Annual Report (2008-09)

Cerebra Integrated Technologies Limited



## **BOARD OF DIRECTORS**

<b>V. Ranganathan</b>	- Managing Director
<b>Gururaj K. Upadhy</b>	- Director Technical
<b>Shridhar S. Hegde</b>	- Whole-time Director
<b>P. Vishwamurthy</b>	- Whole-time Director
<b>T. S. Suresh Kumar</b>	- Director
<b>P. E. Krishnan</b>	- Director
<b>S. Gopalakrishnan</b>	- 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](http://www.cerebracomputers.com)  
Email: [info@cerebracomputers.com](mailto:info@cerebracomputers.com)  
[investors@cerebracomputers.com](mailto:investors@cerebracomputers.com)

## **ITES FACILITIES**

26/4, 'a' Block, 2<sup>nd</sup> Floor  
Industrial Suburb, Rajajinagar  
Bangalore- 560 010  
Tel. 91-80-2204 6969 to 79  
Fax. 91-80-2204 6980

## **STATUTORY AUDITORS**

M.S. Reddy & Associates  
Chartered Accountants  
#726, II Floor, 3rd Main, 3rd Cross,  
"D" Block, II Stage, Rajajinagar,  
Bangalore - 560 010.  
Tel. 91 - 80 - 23422430

## **REGISTRARS & SHARE TRANSFER AGENTS**

Karvy Computershare Pvt. Ltd.  
Plot No 17 to 24, Vittal Rao Nagar,  
Madhapur, Hyderabad - 500 081  
Fax - 040-23420814  
Phone : 040 - 23420818 - 824

## **BANKERS**

Bank of India

## **ENLISTMENTS**

Bangalore Stock Exchange  
The Stock Exchange of Mumbai (BSE)  
The Stock Exchange, Ahmedabad  
Calcutta Stock Exchange Association Limited

## **DEPOSITORIES**

National Securities Depository Limited  
Central Depository Services Limited

Dear Stakeholder,

It is again that time of the year when I get a chance to communicate to all of you on our strong comeback and it is with considerable effort we have reached where we left off in the year 2003. Your company has touched the magic figure of 50 crore rupees in top line and all its businesses are profitable. We have wiped off all our debts and it is only with your un- stinted support we have reached this milestone .My grateful thanks to all of you. We are also proud to announce that we have been discharged from the purview of BIFR as committed to you all during our last AGM.

As you are all aware the economic scenario was very bleak throughout the year. There are now very visible signs of a recovery and in spite of the economy being what it was Cerebra has done very well. All our divisions namely Hardware, contract manufacturing and the ITES divisions are doing very well with good orders on hand.

Our newly setup LPO i.e Legal Process Outsourcing division has started off very well and we have currently good orders from UK and US. We have a good team of experienced attorneys heading this division and this will be the mainstay of your company in the years to come.

We are now looking at a new business jointly with a world leader from Singapore to setup a E waste processing facility. E waste as you all are aware is one of growing concerns of all countries across the world and India is one of leading producers of E waste. The market is growing exponentially to process e waste and we have plans to setup India's largest E waste processing facility. More on this as and when it develops.

I am proud to announce that your company is back to its days of old glory and we are now focussing and working hard to build this into a globally recognised and respected IT company for which needless to say we require all your support and help as always. My grateful thanks once more to all of you.

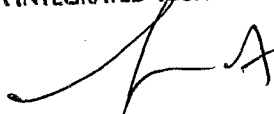
Place: Bangalore

Date 30<sup>th</sup> November, 2009

**V. Ranganathan**

Managing Director

**For CEREBRA INTEGRATED TECHNOLOGIES LTD.**



**DIRECTOR**

**CEREBRA INTEGRATED TECHNOLOGIES LIMITED**

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

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**NOTICE**

NOTICE is hereby given that the Fifteenth Annual General Meeting of the Company will be held at 11.00 a.m. on Wednesday, 30<sup>th</sup> December, 2009 at the Registered Office of the Company to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Balance Sheet as at September 30, 2009 and the Profit and Loss Account for the year ended on that date along with the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. T. S. Suresh Kumar, who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. P. E Krishnan, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Messrs. M.S. Reddy & Associates, Chartered Accountants, Bangalore who retire at the end of the ensuing Annual General Meeting and being eligible; offer themselves for appointment and to authorize the Board of Directors of the Company to fix their remuneration.

**SPECIAL BUSINESS:**

5. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:  
"RESOLVED THAT in terms of the provisions of Sec 16 and all other provisions, if any, of the Companies Act, 1956, and subject to the approval of the members in this behalf and subject to such clearances, approvals, concurrences as may be called for or necessitated, the Board of Directors do resolve to alter and amend the existing MAIN OBJECTS of Memorandum of Association to be pursued on incorporation to be read as under:

By adding 2 (two) more clauses to the existing Clause 'A' as hereunder:

**(A) MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:**

10. To collect all kinds of electronic waste items which would include completely dead electronic items, can be repaired, can be partly salvaged or can be fully salvaged items. Electronic items would cover the entire gamut of products which has some electronic circuit in them like TVs, phones, computers, remotes, control panels of kitchen appliances or anything which has a printed circuit board in them and to setup a line which would assess the electronic waste and categorize the waste into the various categories as described above.
11. To setup a repair process/centre which would repair/refurbish all electronic items and would be repackaged for re-sale as refurbished products, a process and plant to extract and refine copper, tin and other non-precious metals from these electronic waste items and convert it into its pure form for resale and reuse, a process and plant to extract Precious Group Metals like Gold, Palladium, Beryllium etc., and convert it into its pure form for resale and reuse, a process and plant to ensure that all data that is stored on the Storage media of computers and other information devices are fully destroyed and are not extractable, a process/plant and go down to be able to trade in all types of metal, non-metal and other raw materials which are generated out of this electronic wastes, plastic recovery process and plant which would recover plastics and these would be sold again as refurbished plastic to Plastic Moulding companies. As a part of this process other bio-grade products would be processed and would then be refined for use as fuel/oil or as a direct raw material for generating power."

6. 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 94 and other applicable provisions, if any, of the Companies Act, 1956, the Authorised share capital of the Company be and is hereby increased from the existing Rs.18,00,00,000 (Rupees Eighteen Crores Only) divided into 1,80,00,000 ( One Crore Eighty Lakhs) Equity Shares of Rs.10/- each to Rs.45,00,00,000 (Rupees Forty Five Crores only) divided into 4,50,00,000 ( Four Crores Fifty Lakhs ) Equity Shares of Rs.10/- each by creation of additional 2,70,00,000 (Two Crores Seventy Lakhs) Equity Shares of Rs.10/- each ranking *pari passu* with the existing Equity Shares ."

7. 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 16 and other applicable provisions, if any, of the Companies Act 1956, the Memorandum of Association be and is hereby altered in the following manner:

**By deleting the existing Clause V and by substituting the following new Clause V as under:**

V. The Authorised Share Capital of the Company is Rs.45,00,00,000 (Rupees Forty Five Crores only) divided into 4,50,00,000 ( Four Crores Fifty Lakhs ) Equity Shares of Rs.10/- each."

8. 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 31 and other applicable provisions, if any, of the Companies Act 1956, the Articles of Association be and is hereby altered in the following manner:

**By deleting the existing Article 3 and by substituting the following new Article 3 as under:**

3. The Authorised Share Capital of the company is Rs.45,00,00,000 (Rupees Forty Five Crores only) divided into 4,50,00,000 ( Four Crores Fifty Lakhs ) Equity Shares of Rs.10/- each."

9. 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 372A and other applicable provisions if any of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of Articles of Association of the Company and subject to further approval of statutory and other authorities as may be necessary and subject to such terms, conditions, stipulations, alterations and modifications if any, as may be prescribed and specified by such authorities while granting such approvals and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the 'Board' which expression shall include a Committee of Directors duly authorised in this behalf) the consent of the Company be and is hereby accorded to the Board of Directors of the Company to make investment in excess of 60% of the aggregate of the paid up Share Capital and free reserves and/or 100% of the aggregate of the free reserves of the Company as per the limits prescribed under Section 372A of the Companies Act, 1956 in the Share Capital of Enviro Metals Waste Management India Pvt. Ltd. to hold it as a 100% subsidiary i.e. Wholly Owned Subsidiary(WOS) of Cerebra Integrated Technologies Limited by way of issuing Shares to the Shareholders of Enviro Metals Waste Management India Pvt. Ltd.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to negotiate the terms, conditions, quantum of investment and other related matters in connection with the investment in Enviro Metals Waste Management India Pvt. Ltd. and to do all such deeds and things as may be deemed expedient and necessary to give effect to this resolution."

10. 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 81(IA) and other applicable provisions if any, of the Companies Act, 1956, relevant guidelines of the Securities and Exchange Board of India (SEBI), Listing Agreement entered into, with the Stock Exchanges, Foreign Exchange Management Act, 2000 or any other applicable law/rules/regulations, sanctions and the Memorandum and Articles of Association of the Company and subject to the approval/consent/permission that may be required from SEBI, Government of India, Reserve Bank of India, Foreign Investment Promotion Board (FIPB) or of any other authorities and subject to such terms, conditions, alterations, corrections, changes if any as may be prescribed by any or more or all of them while granting such approval/sanction/consent/permissions, consent of the Company be and is hereby accorded to create, offer, issue and allot upto 46,00,000 (Forty Six Lakhs) Equity Shares of Rs.10/- each at par on a preferential basis under Stock Swap scheme to the Shareholders of Enviro Metals Waste Management India Pvt. Ltd., as set out herein below, for consideration of 3 acres (three acres) of land, 20,000 square feet of Building, 600 amp power supply connection, licenses etc., on such terms and conditions as may be decided and deemed appropriate by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any duly authorized Committee thereof).

RESOLVED FURTHER THAT the "Relevant Date" in relation to the issue of Equity Shares in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 would be 30.11.09 being 30 days prior to the date of passing of this resolution.

**RESOLVED FURTHER THAT the issue of Equity Shares as above shall be subject to the following terms and conditions:**

- a The said issue of Equity Share is for consideration other than cash.
- b The number of Shares and the price per Share shall be appropriately adjusted, subject to the Companies Act, 1956 and SEBI Guidelines for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of a division or any such capital or corporate restructuring.
- c The Shares to be allotted on Preferential basis shall be subject to lock in as applicable under SEBI Guidelines in this behalf.

RESOLVED FURTHER THAT the Board be and is hereby authorized in its entire discretion to decide to proceed with the issue of the Equity Shares, including the size and relative components of the same and for the purpose of giving effect to this issue or allotment of Shares, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including but without limitation, appointment of consultants, solicitors, merchant bankers or any other agencies as may be required and entering into arrangements for listing, trading, depository services and such other arrangements and agreements, as may be necessary and also to seek listing of the Equity Shares representing the same in any Stock Exchange(s) with power on behalf of the Company, to settle any questions, difficulties or doubts that may arise in regard to any such issue, offer or allotment of Equity Shares and in complying with any Regulations, as it may in its absolute discretion deem fit, without being required to seek any further clarification, consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors be authorized to deal with any issue arising out of the proposed issue in the best interest of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or Officer(s) of the Company to give effect to this resolution."

11. 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 81(IA) and other applicable provisions if any, of the Companies Act, 1956, relevant guidelines of the Securities and Exchange Board of India (SEBI), Listing Agreement entered into, with the Stock Exchanges, Foreign Exchange Management Act, 2000 or any other applicable law/ rules/ regulations and the Memorandum and Articles of Association of the Company and subject to the approval/ consent/permission that may be required from SEBI, Government of India including FIPB, Reserve Bank of India or of any other authorities and subject to such terms, conditions, alterations, corrections, changes if any as may be prescribed by any or more or all of them while granting such approval/sanction/consent/permissions, consent of the Company be and is hereby accorded to create, offer, issue and allot up to 46,00,000 (Forty Six Lakhs) Equity Shares of Rs.10/- each at par for and on behalf of Enviro Metals Waste Management India Pvt. Ltd. subject to Enviro Metals Waste Management India Pvt Ltd becoming Wholly Owned Subsidiary (WOS) of the Company, on a preferential basis to Scenic Overseas Limited, Singapore as set out herein below, for part consideration of supply of part of the Plant and Machinery to set up E-Waste Management business, on such terms and conditions as may be decided and deemed appropriate by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any duly authorized Committee thereof).

RESOLVED FURTHER THAT the "Relevant Date" in relation to the issue of Equity Shares in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 would be 30.11.2009 being 30 days prior to the date of passing of this resolution.

**RESOLVED FURTHER THAT the issue of Equity Shares as above shall be subject to the following terms and conditions:**

- a The said issue of Equity Shares are for consideration other than cash.
- b The number of Shares and the price per Shares shall be appropriately adjusted, subject to the Companies Act, 1956 and SEBI Guidelines for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of a division or any such capital or corporate restructuring.
- c The Shares to be allotted on Preferential basis shall be subject to lock in as applicable under SEBI Guidelines in this behalf.

RESOLVED FURTHER THAT the Board be and is hereby authorized in its entire discretion to decide to proceed with the issue of the Equity Shares and for the purpose of giving effect to this issue or allotment of Shares, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including but without limitation, appointment of consultants, solicitors, merchant bankers or any other agencies as may be required and entering into arrangements for listing, trading, depository services and such other arrangements and agreements, as may be necessary and also to seek listing of the Equity Shares representing the same in any Stock Exchange(s) with power on behalf of the Company, to settle any questions, difficulties or doubts that may arise in regard to any such issue, offer or allotment of Equity Shares and in complying with any Regulations, as it may in its absolute discretion deem fit, without being required to seek any further clarification, consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

FURTHER RESOLVED THAT approval be and is hereby accorded to the Board of Directors to enter in to tripartite Agreement with Enviro Metals Waste Management India Pvt. Ltd. and Scenic Overseas Limited.

RESOLVED FURTHER THAT the Board of Directors be authorized to deal with any issue arising out of the proposed issue in the best interest of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or Officer(s) of the Company to give effect to this resolution."

**12. 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 81(IA) and other applicable provisions if any, of the Companies Act, 1956, relevant guidelines of the Securities and Exchange Board of India (SEBI), Listing Agreement entered into, with the Stock Exchanges, Foreign Exchange Management Act, 2000 or any other applicable law/ rules/ regulations, sanctions and the Memorandum and Articles of Association of the Company and subject to the approval/consent/permission that may be required from SEBI, Government of India including FIPB, Reserve Bank of India or of any other authorities and subject to such terms, conditions, alterations, corrections, changes if any as may be prescribed by any or more or all of them while granting such approval/sanction/consent/ permissions, consent of the Company be and is hereby accorded to create, offer, issue and allot upto 23,00,000 (Twenty Three Lakhs) Equity Shares of Rs.10/- each at par for and on behalf of Enviro Metals Waste Management India Pvt. Ltd. subject to Enviro Metals Waste Management India Pvt Ltd becoming Wholly Owned Subsidiary (WOS) of the Company, on a preferential basis to Leytron Technology Pte. Ltd., Singapore, as set out herein below, for part consideration of specific expertise required for providing services like installation, commissioning, trial run of the plant and machinery, completion justification and successful commissioning certification for the installation and proper working of plant and machinery resulting in the smooth running of Electronic - Waste Management and Recycling plant thereof, on such terms and conditions as may be decided and deemed appropriate by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any duly authorized Committee thereof).

RESOLVED FURTHER THAT the "Relevant Date" in relation to the issue of Equity Shares in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 would be 30.11.09 being 30 days prior to the date of passing of this resolution.

**RESOLVED FURTHER THAT the issue of Equity Shares as above shall be subject to the following terms and conditions:**

- a The said issue of Equity Shares are for consideration other than cash.
- b The number of Shares and the price per Shares shall be appropriately adjusted, subject to the Companies Act, 1956 and SEBI Guidelines for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of a division or any such capital or corporate restructuring.
- c The Shares to be allotted on Preferential basis shall be subject to lock in as applicable under SEBI Guidelines in this behalf.

RESOLVED FURTHER THAT the Board be and is hereby authorized in its entire discretion to decide to proceed with the issue of the Equity Shares and for the purpose of giving effect to this issue or allotment of Shares, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including but without limitation, appointment of consultants, solicitors, merchant bankers or any other agencies as may be required and entering into arrangements for listing, trading, depository services and such other arrangements and agreements, as may be necessary and also to seek listing of the Equity Shares representing the same in any Stock Exchange (s) with power on behalf of the Company, to settle any questions, difficulties or doubts that may arise in regard to any such issue, offer or allotment of Equity Shares and in complying with any Regulations, as it may in its absolute discretion deem fit, without being required to seek any further clarification, consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

FURTHER RESOLVED THAT approval be and is hereby accorded to the Board of Directors to enter in to tripartite agreement with Enviro Metals Waste Management India Pvt. Ltd. and Leytron Technology Pte. Ltd.



RESOLVED FURTHER THAT the Board of Directors be authorized to deal with any issue arising out of the proposed issue in the best interest of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or Officer(s) of the Company to give effect to this resolution."

**13. 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 81(IA) and other applicable provisions if any, of the Companies Act, 1956, relevant guidelines of the Securities and Exchange Board of India (SEBI), Listing Agreement entered into, with the Stock Exchanges, Foreign Exchange Management Act, 2000 or any other applicable law/ rules/ regulations, sanctions and the Memorandum and Articles of Association of the Company and subject to the approval/consent/permission that may be required from SEBI, Government of India including FIPB, Reserve Bank of India or of any other authorities and subject to such terms, conditions, alterations, corrections, changes if any as may be prescribed by any or more or all of them while granting such approval/sanction/consent/ permissions, consent of the Company be and is hereby accorded to create, offer, issue and allot upto 23,00,000 (Twenty Three Lakhs) Equity Shares of Rs.10/- each at par for and on behalf of Enviro Metals Waste Management India Pvt. Ltd. subject to Enviro Metals Waste Management India Pvt Ltd becoming Wholly Owned Subsidiary (WOS) of the Company, on a preferential basis to Cimelia Resource Recovery Pte Ltd., as set out herein below, for consideration of Management Services Agreement for three years including technical advice on plant layout, training of technical personnel, commissioning of day-to-day operations and market support, on such terms and conditions as may be decided and deemed appropriate by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any duly authorized Committee thereof).

RESOLVED FURTHER THAT the "Relevant Date" in relation to the issue of Equity Shares in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 would be 30.11.09 being 30 days prior to the date of passing of this resolution.

**RESOLVED FURTHER THAT the issue of Equity Shares as above shall be subject to the following terms and conditions:**

- a The said issue of Equity Shares are for consideration other than cash.
- b The number of Shares and the price per Share shall be appropriately adjusted, subject to the Companies Act, 1956 and SEBI Guidelines for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of a division or any such capital or corporate restructuring.
- c The Shares to be allotted on Preferential basis shall be subject to lock in as applicable under SEBI Guidelines in this behalf.

RESOLVED FURTHER THAT the Board be and is hereby authorized in its entire discretion to decide to proceed with the issue of the Equity Shares and for the purpose of giving effect to this issue or allotment of Shares, the Board be and is hereby authorized, on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including but without limitation, appointment of consultants, solicitors, merchant bankers or any other agencies as may be required and entering into arrangements for listing, trading, depository services and such other arrangements and agreements, as may be necessary and also to seek listing of the Equity Shares representing the same in any Stock Exchange (s) with power on behalf of the Company, to settle any questions, difficulties or doubts that may arise in regard to any such issue, offer or allotment of Equity Shares and in complying with any Regulations, as it may in its absolute discretion deem fit, without being required to seek any further clarification, consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

## Annual Report 2008-2009

FURTHER RESOLVED THAT approval be and is hereby accorded to the Board of Directors to enter in to tripartite Agreement with Enviro Metals Waste Management India Pvt. Ltd. and Cimelia E-Waste Recycling Pvt. Ltd.

RESOLVED FURTHER THAT the Board of Directors be authorized to deal with any issue arising out of the proposed issue in the best interest of the Company".

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or Officer(s) of the Company to give effect to this resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 81(IA) and other applicable provisions if any, of the Companies Act, 1956, relevant guidelines of the Securities and Exchange Board of India (SEBI), Listing Agreement entered into, with the Stock Exchanges, Foreign Exchange Management Act, 2000 or any other applicable law/ rules/regulations, sanctions and the Memorandum and Articles of Association of the Company and subject to the approval/consent/permission that may be required from SEBI, Government of India including FIPB, Reserve Bank of India or of any other authorities and subject to such terms, conditions, alterations, corrections, changes if any as may be prescribed by any or more or all of them while granting such approval/sanction/consent/ permissions, consent of the Company be and is hereby accorded to create, offer, issue and allot upto 2197500 (Twenty one lakhs Ninty Seven thousands Five Hundred) Equity Shares of Rs.10/- each at par on a preferential basis to the Strategic Investors as set out herein below, for cash on such terms and conditions as may be decided and deemed appropriate by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any duly authorized Committee thereof).

SL No	Name of the proposed Allottees	Number of Equity Shares	Value
1.	Cimelia E-Waste Recycling Pvt Ltd	10,00,000	1,00,00,000/-
2	Kalisp Realty Private Limited	4,00,000	40,00,000/-
3.	LPP Developers Private Limited	4,00,000	40,00,000/-
4.	E N Veeranna	50,000	5,00,000/-
5	Asha Maiya	5,250	52,500/-
6	Kiran Soni	5,250	52,500/-
6	Shailendra Kumar Suman	21,000	2,10,000/-
7	Mythili Kannan	3,16,000	31,60,000/-
		2,19,75,000	21,97,50,000/-

RESOLVED FURTHER THAT the "Relevant Date" in relation to the issue of Equity Shares in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 would be 30.11.2009 being 30 days prior to the date of passing of this resolution.

RESOLVED FURTHER THAT the issue of Equity Shares as above shall be subject to the following terms and conditions:

- The said issue of Equity Shares are for cash.
- The number of Shares and the price per Share shall be appropriately adjusted, subject to the Companies Act, 1956 and SEBI Guidelines for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of a division or any such capital or corporate restructuring.
- The Shares to be allotted on Preferential basis shall be subject to lock in as applicable under SEBI Guidelines in this behalf.

RESOLVED FURTHER THAT the Board be and is hereby authorized in its entire discretion to decide to proceed with the issue of the Equity Shares, to finalize the list of allottees, including the size and relative components of the same, and for the purpose of giving effect to this issue or allotment of Shares, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion