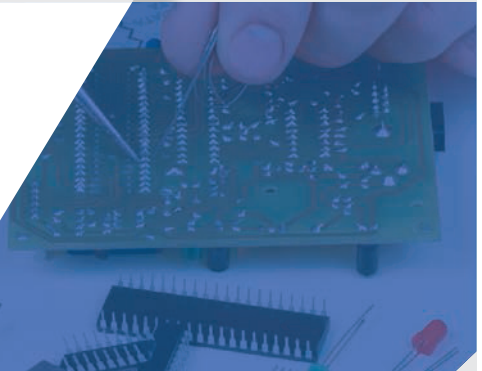




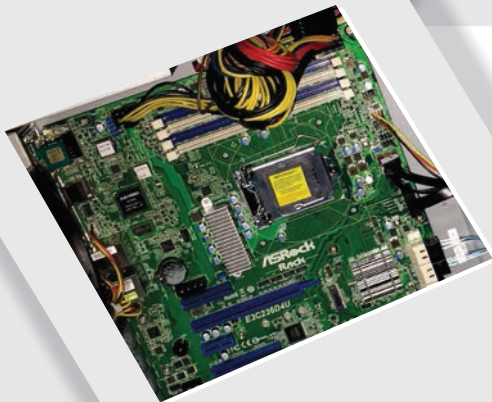
**CEREBRA**  
Total I.T. Solutions

An ISO 9001 : 2008 Company

[www.cerebracomputers.com](http://www.cerebracomputers.com)



## 22<sup>nd</sup> ANNUAL REPORT 2015-16



Cerebra Integrated Technologies Limited

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## BOARD OF DIRECTORS

<b>V. Ranganathan</b>	- Managing Director
<b>Shridhar S. Hegde</b>	- Whole-Time Director
<b>P. Vishwamurthy</b>	- Whole-Time Director
<b>Preethi Javali</b>	- Non-Executive Director
<b>T. S. Suresh Kumar</b>	- Independent Director
<b>P. E. Krishnan</b>	- Independent Director
<b>S. Gopalakrishnan</b>	- Independent Director

**Company Secretary and Compliance Officer**  
Nutan Soudagar

## REGISTERED OFFICE AND FACTORY

#S-5, Off 3<sup>rd</sup> Cross, I 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

## SUBSIDIARY COMPANIES

The Company has following Subsidiaries:

1. Cerebra LPO India Limited.
2. Cerebra Middle East FZCO, Dubai, UAE.
3. Cerebra E Waste Recovery PTE Limited, Singapore\*

\*Upon Strike off. ceased to be a Subsidiary Company with effect from 6<sup>th</sup> June, 2016

## 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 Private Limited  
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

BSE Limited  
National Stock Exchange of India Limited (NSE)

## DEPOSITORIES

National Securities Depository Limited  
Central Depository Services Limited

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**FROM THE DESK OF MANAGING DIRECTOR**

Dear Stakeholder,

Greetings from the Management of Cerebra.

It is again that time of the year when we get an opportunity to brief you all on the exciting times ahead in your Company's history. We have now entered our 25<sup>th</sup> year and from a small fledging Company in 1992 it has now become a strong and profitable enterprise with a global reach.

During the year your Company achieved a consolidated turnover of Rs. 24192.73 Lakhs with a profit of Rs. 165.23 Lakhs. I am sure this year your Company will do very well both in terms of the topline and the bottom line and am looking at E-waste being a major contributor to this.

Your Company's E-waste factory is being completed and hopefully it should be up and running before the end of this calendar year. There were a few issues with the Govt. of Karnataka regarding the acquisition of the land and with a lot of efforts all that has been sorted out and very soon you all will be proud owners of a large E-waste factory. We are also planning to shift the SMT division to Narsapura and add two more lines to expand that business. That business is doing very well and is also very profitable.

We have shifted our corporate office to the Registered Office with addition of two more floors to accommodate all people.

Our Middle East Subsidiary has grown by leaps and bounds with addition of more partners to cover the entire MENA region and also by adding more vendors to our portfolio. More on this in the Board's report covered by Mr. Asit Ahuja, CEO, Cerebra ME.

We have launched our own brand of Storage servers and will soon start marketing it aggressively. This is supporting the make in India program and am confident that these products will be accepted very well by the market. We will soon add a few more products to this division which will all be manufactured by us at Narsapura.

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

## Annual Report 2015-2016

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### CEREBRA INTEGRATED TECHNOLOGIES LIMITED

CIN: L85110KA1993PLC015091

Regd. Off.: # S-5, off 3rd Cross, 1<sup>st</sup> 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 Second Annual General Meeting of the Company will be held on Friday, 16<sup>th</sup> September, 2016 at 11:00 A.M. at Bharatiya Vidya Bhavan, Race Course Road, Bangalore - 560 001 to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company including Audited Balance Sheet as at 31<sup>st</sup> March, 2016, 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 Ms. Preeti Javali (holding DIN: 07157145), who retires by rotation and is eligible for re-appointment.
3. To ratify the appointment of Statutory Auditors 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 Section 139 and all other applicable provisions of the Companies Act, 2013 read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of Messrs Ishwar & Gopal, Chartered Accountants, registered with Institute of Chartered Accountants of India (ICAI) under the Firm Registration No. 001154S as the Statutory Auditors of the Company for the financial year ending 31<sup>st</sup> March, 2020 who were appointed as Auditors of the Company in the 21<sup>st</sup> Annual General Meeting (AGM) held on 29<sup>th</sup> September, 2015 to hold office until the conclusion of 26<sup>th</sup> AGM on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to applicable taxes and re-imbursement of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company."

#### SPECIAL BUSINESS:

4. Re-appointment of Mr. V Ranganathan as Managing Director and ratification of remuneration:

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

"RESOLVED THAT pursuant to the provisions of Sections 2(54), 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as "the Act"), read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as may be applicable (including any Statutory modification or re-enactment thereof for the time being in force) and subject to the approval of the Central Government as may be required, approval of the members be and is hereby accorded to appoint Mr. V Ranganathan (holding DIN: 01247305), as Managing Director of the Company for a period of three (3) years with effect from 1<sup>st</sup> January, 2015 to 31<sup>st</sup> December, 2017.

RESOLVED FURTHER THAT remuneration payable to Mr. V Ranganathan, Managing Director of the Company till 31<sup>st</sup> March, 2016 is as per the existing terms and conditions and his revised remuneration w.e.f. 1<sup>st</sup> April, 2016 till 31<sup>st</sup> December, 2017 is on the following terms and conditions as mentioned below:

#### Remuneration:

- i. Rs. 2,00,000/- per month
- ii. Conveyance Allowance

He will be eligible for reimbursement towards fuel and car maintenance expenses at actuals, on production of bills. He and his family will be eligible for the health insurance. He shall not be entitled for any other allowances or benefits, other than mentioned above.

#### Leave Facilities:

He will be provided with 21 days of leave and 5 days of casual leave during the tenure. Unutilized shall not be eligible for carry forward or for encashment.

#### Other Benefits:

Apart from the aforesaid remuneration, the Managing Director shall be entitled to reimbursement of expenses incurred in connection with the business of the Company.

The Managing Director shall not be paid any sitting fees for attending meetings of the Board of Directors or Committee thereof.

**Minimum Remuneration:**

Notwithstanding anything to the contrary herein, where in any financial year during the currency of tenure of the Managing Director, the Company has no profits or its profits are inadequate, the above remuneration payable by way of salary and perquisites shall be deemed as minimum remuneration but however subject to the approval of the Central Government and/ or limits laid down under Schedule V of the Companies Act, 2013 including any statutory modification or re-enactment thereof as may be for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary, alter or modify the terms and conditions including remuneration as may be directed by the Central Government and as may be agreed to by the Board of Directors and Mr. V Ranganathan.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company."

**5. Re-appointment of Mr. Shridhar S Hegde as Whole Time Director and ratification of remuneration:**

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

"RESOLVED THAT pursuant to the provisions of Sections 2(94), 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as "the Act"), read with Schedule V of the Act and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, as may be applicable (including any Statutory modification or re-enactment thereof for the time being in force) and subject to the approval of the Central Government as may be required, approval of the members be and is hereby accorded to appoint Mr. Shridhar S Hegde (holding DIN: 01247342), as Whole Time Director of the Company for a period of three (3) years with effect from 1<sup>st</sup> January, 2015 to 31<sup>st</sup> December, 2017.

RESOLVED FURTHER THAT remuneration payable to Mr. Shridhar S Hegde, Whole Time Director of the Company till 31<sup>st</sup> March, 2016 is as per the existing terms and conditions and his revised remuneration w.e.f. 1<sup>st</sup> April, 2016 till 31<sup>st</sup> December, 2017 is on the following terms and conditions as mentioned below:

**Remuneration:**

- i. Rs. 2,00,000/- per month
- ii. Conveyance Allowance

He will be eligible for reimbursement towards fuel and car maintenance expenses at actuals, on production of bills. He and his family will be eligible for the health insurance. He shall not be entitled for any other allowances or benefits, other than mentioned above.

**Leave Facilities:**

He will be provided with 21 days of leave and 5 days of casual leave during the tenure. Unutilized shall not be eligible for carry forward or for encashment.

**Other Benefits:**

Apart from the aforesaid remuneration, the Whole Time Director shall be entitled to reimbursement of expenses incurred in connection with the business of the Company.

The Whole Time Director shall not be paid any sitting fees for attending meetings of the Board of Directors or Committee thereof.

**Minimum Remuneration:**

Notwithstanding anything to the contrary herein where in any financial year during the currency of tenure of the Whole Time Director, the Company has no profits or its profits are inadequate, the above remuneration payable by way of salary and perquisites shall be deemed as Minimum Remuneration but however subject to the approval of the Central Government and/ or limits laid down under Schedule V of the Companies Act, 2013 including any Statutory modification or re-enactment thereof as may be for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary, alter or modify the terms and conditions including remuneration as may be directed by the Central Government and as may be agreed to by the Board of Directors and Mr. Shridhar S Hegde.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company."

## Annual Report 2015-2016

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6. Re-appointment of Mr. P. Vishwamurthy as Whole Time Director and ratification of remuneration:

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

"RESOLVED THAT pursuant to the provisions of Sections 2(94), 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as "the Act"), read with Schedule V of the Act of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, as may be applicable (including any Statutory modification or re-enactment thereof for the time being in force) and subject to the approval of the Central Government as may be required, approval of the members be and is hereby accorded to appoint Mr. P. Vishwamurthy (holding DIN: 01247336), as Whole Time Director of the Company for a period of three (3) years with effect from 1<sup>st</sup> January, 2015 to 31<sup>st</sup> December, 2017.

RESOLVED FURTHER THAT remuneration payable to Mr. P. Vishwamurthy, Whole Time Director of the Company till 31<sup>st</sup> March, 2016 is as per the existing terms and conditions and his revised remuneration w.e.f. 1<sup>st</sup> April, 2016 till 31<sup>st</sup> December, 2017 is on the following terms and conditions as mentioned below:

**Remuneration:**

- i. Rs. 2,00,000/- per month
- ii. Conveyance Allowance

He will be eligible for reimbursement towards fuel and car maintenance expenses at actuals, on production of bills. He and his family will be eligible for the health insurance. He shall not be entitled for any other allowances or benefits, other than mentioned above.

**Leave Facilities:**

He will be provided with 21 days of leave and 5 days of casual leave during the Tenure. Unutilized shall not be eligible for carry forward or for encashment.

**Other Benefits:**

Apart from the aforesaid remuneration, the Whole Time Director shall be entitled to reimbursement of expenses incurred in connection with the business of the Company.

The Whole Time Director shall not be paid any sitting fees for attending meetings of the Board of Directors or Committee thereof.

**Minimum Remuneration:**

Notwithstanding anything to the contrary herein where in any financial year during the currency of tenure of the Whole Time Director, the Company has no profits or its profits are inadequate, the above remuneration payable by way of salary and perquisites shall be deemed as Minimum Remuneration but however subject to the approval of the Central Government and/ or limits laid down under Schedule V of the Companies Act, 2013 including any Statutory modification or re-enactment thereof as may be for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary, alter or modify the terms and conditions including remuneration as may be directed by the Central Government and as may be agreed to by the Board of Directors and Mr. P. Vishwamurthy.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company."

For and on behalf of Cerebra Integrated Technologies Limited

Place : Bangalore  
Date : 13<sup>th</sup> August, 2016

Shridhar S Hegde  
Wholetime Director  
DIN: 01247342

**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 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  
Financial Distric, Nanakramguda, Serilingampally Mandal  
Hyderabad - 500 032, 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 16<sup>th</sup> September, 2016 in connection with the Annual General Meeting.
11. Members are kindly requested to bring Annual Report 2015-16 along with them to the Annual General Meeting, since extra copies will not be supplied at the Meeting.
12. To support the 'Green Initiative', the Members who have not registered their e-mail address are requested to register the same with Integrated Enterprises (India) Limited /Depositories.

As regards to re-appointment of Ms. Preeti Javali (holding DIN: 07157145) referred to, in item No.2 of the notice, the following necessary disclosures are made for the information of the Shareholders:

Particulars	Details
Name	Ms. Preeti Javali
Date of Birth	27 <sup>th</sup> November, 1973
Date of Appointment	31 <sup>st</sup> March, 2015
Qualifications	M.A.
Expertise in specific functional area	Literature & Kannada Cultural Activities
Directorships held in other Companies (excluding foreign companies)	Nil
Membership/Chairmanships of Committees of other public companies (included only Audit and Shareholders/ Investors Grievance Committee)	Nil
No. of Board Meetings attended during the year	4

## Annual Report 2015-2016

### 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 22<sup>nd</sup> Annual General Meeting to be held on Friday, 16<sup>th</sup> September, 2016 at 11:00 A.M. at Bharatiya Vidya Bhavan, Race Course Road, Bangalore - 560 001. 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](mailto:parameshwar@vjkt.in) or [scrutinizer@cerebracomputers.com](mailto: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: Monday the 12<sup>th</sup> September, 2016 (9:00 A.M.) and ends on Thursday the 15<sup>th</sup> September, 2016 (5:00 P.M.).
- 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 Computershare 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 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 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 Monday the 12<sup>th</sup> September, 2016 (9:00 A.M.) and ends on Thursday the 15<sup>th</sup> September, 2016 (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 12<sup>th</sup> August, 2016, may cast their votes electronically. The e-voting module shall be disabled by Karvy for voting thereafter once the vote on resolutions 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 12<sup>th</sup> August, 2016.
- xviii. 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.
- xix. The Scrutinizer shall within a period of not exceeding Forty Eight (48) hours from the conclusion of the voting period unblock the votes 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.
- xx. The results of Annual General Meeting shall be declared within Forty Eight hours (48) 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](http://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.
- xxi. 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.
- xxii. 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 Seleniun 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](mailto:shobha.anand@karvy.com)
- xxiii. 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.

For and on behalf of Cerebra Integrated Technologies Limited

Place : Bangalore  
Date : 13<sup>th</sup> August, 2016

Shridhar S Hegde  
Wholetime Director  
DIN: 01247342

## Annual Report 2015-2016

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### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

#### ITEM NO. 4:

Mr. V Ranganathan holds an Engineering degree from Bangalore University and has 30 years of experience in the Electronics and IT Industry and as Managing Director in the Company for 24 years. Mr. V Ranganathan is associated with the Company as a Promoter since inception and has been responsible for bringing the Company to this level.

It is proposed to re-appoint Mr. V Ranganathan as Managing Director of the Company on such terms and conditions as mentioned in the aforesaid Resolution.

Based on the recommendation of the Nomination and Remuneration Committee and the justifications, the Board recommends the Resolution for your approval.

Except Mr. V Ranganathan, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, in the said Resolution.

Following are the information pertaining to Managing Director seeking re-appointment at the 22<sup>nd</sup> Annual General Meeting as required by Regulation 36(3) of the SEBI (LODR) Regulations, 2015:

Name	Mr. V Ranganathan
Date of Birth	12 <sup>th</sup> November, 1963
Date of Appointment	25 <sup>th</sup> July, 1992
Qualifications	B.E.
Expertise in specific functional area	Electrical and Electronics
Directorships held in other Public 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

#### ITEM NO. 5:

Mr. Shridhar S. Hegde holds a Graduation degree from Bangalore University and has 35 years of experience in Marketing and as Director Marketing in the Company for 23 years. He has been responsible for Finance and administration works of the Company.

It is proposed to re-appoint Mr. Shridhar S Hegde as Whole Time Director of the Company on such terms and conditions as mentioned in the aforesaid Resolution.

Based on the recommendation of the Nomination and Remuneration Committee and the justifications, the Board recommends the Resolution for your approval.

Except Mr. Shridhar S Hegde, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the said Resolution.

Following are the information pertaining to Whole Time Director seeking re-appointment at the 22<sup>nd</sup> Annual General Meeting as required by Regulation 36(3) of the SEBI (LODR) Regulations, 2015:

Name	Mr. Shridhar S Hegde
Date of Birth	27 <sup>th</sup> January, 1961
Date of Appointment	18 <sup>th</sup> July, 1996
Qualifications	B.Sc.
Expertise in specific functional area	Finance
Directorships held in other Public 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