

Cerebra Integrated Technologies Limited

REGD. OFFICE:

S5 Off 3rd Cross Peenya Industrial Area Peenya 1st Stage, Bengaluru – 560 058.

Tel : +91-1800-425-46969 Fax : +91-97409-11799

Web : www.cerebracomputers.com E-mail : info@cerebracomputers.com CIN: L85110KA1993PLC015091

Thursday, 30th May, 2024

Department of Corporate Services	Listing Department
(Listing)	National Stock Exchange of India Limited
BSE Limited	5 <sup>th</sup> Floor, Exchange Plaza
Phiroze Jeejeebhoy Towers	Bandra (E), Mumbai - 400 051
Dalal Street, Fort	
Mumbai - 400 001	
Scrip Code - 532413	Scrip Symbol - CEREBRAINT

Dear Sirs

## Sub: Annual Secretarial Compliance Report for the Financial Year ended 31<sup>st</sup> March, 2024:

As per the Regulation 24A of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 we are hereby submitting the Annual Secretarial Compliance Report for the Financial Year ended 31st March, 2024.

Kindly take this on your records and consider as compliance with the Listing Regulations and SEBI Guidelines.

Thanking you

Yours faithfully

For Cerebra Integrated Technologies Limited

SURBHI JAIN Digitally signed by SURBHI JAIN Diale: 2024.06.30 21:36:09 +05:30

Surbhi Jain Company Secretary & Compliance Officer M. No. –A58109

## PARAMESHWAR G. BHAT

B.Com., LLB, ML, MBA, FCS
Company Secretary

# 496/4, II Floor, 10th Cross Near Bashyam Circle, Sadashivanagar, Bangalore - 560 080

Tel: +91 80 23610847 Telefax: +91 80 41231106 e-mail: parameshwar@vjkt.in

parameshwar.g.bhat@gmail.com

CP - 11004

Bangalore

## SECRETARIAL COMPLIANCE REPORT OF CEREBRA INTEGRATED TECHNOLOGIES LIMITED FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024

- I, Parameshwar G Bhat, Practising Company Secretary have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by CEREBRA INTEGRATED TECHNOLOGIES referred as 'the listed entity'). having LIMITED (hereinafter L85110KA1993PLC015091 and having Registered Office at S5, Off 3rd Cross, Peenya Indl. Area, Peenya I Stage, Bangalore, Karnataka - 560058. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon. Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on 31.03.2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:
- I, Parameshwar G Bhat, Practising Company Secretary, have examined:
  - (a) all the documents and records made available to us and explanation provided by Cerebra Integrated Technologies Limited ("the listed entity"), the filings/ submissions made by the listed entity to the stock exchanges,
  - (b) website of the listed entity,
  - (c) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31<sup>st</sup> March, 2024 ("Review Period") in respect of compliance with the provisions of:
    - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and

the Regulations, circulars, guidelines issued thereunder, and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
- (h) circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period: I.

(a) I hereby report that, during the Review Period:(\*\*) The listed entity has complied with all the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:



No.	e Requireme nt (Regulation s/ circulars/ guide-lines including specific clause)	ns/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amou nt	Observation s/ Remarks of the Practicing Company Secretary	Manage ment Respon se	Remarks
1	2	3	4	5	6	7	8	9	10	11
		Regulation 17	Directors resigned from the Board on 11th April 2023 and there was only 1	Stock Exchange of India Limited and BSE Limited.	Fine of Rs. 4,00,000/- was levied by National Stock Exchange of India Limited and Rs. 4,72,000/- (inclusive of GST) by BSE Limited.	to 29th September 2023, the Board compositio n was not in compliance with Regulation 17 of SEBI (LODR) Regulation s, 2015	As menti oned in Colu mn 6	From 11th April 2023 to 29th September 2023, the Board composition was not in compliance with Regulation 17 of SEBI (LODR) Regulations, 2015. The Company had paid the fine amount to the National Stock Exchange of India Limited.		The Liste Entity shou ensure the compliance within the prescribed time.

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The Nomination and (2). Remuneratio  Regulation 3 Independent National Directors resigned Stock 2,17,120/- was constitution and levied by of ned in Nomination and 11 <sup>th</sup> April 2023 and India  Remuneratio  Regulation 3 Independent National Fine of Rs. The As The Compan Entity should be vised by of ned in Nomination and India National Stock Nomination Colum and India Fine of Rs. The As The Compan Entity should be vised by of ned in Nomination and India Remuneratio Remuneratio Remuneration Nomination and India Remuneratio Remunerat											e on 16 <sup>th</sup>		
The Nomination and (2). Remuneratio  Regulation 3 Independent National Directors resigned Stock (2). From the Board on Exchange of 11th April 2023 and India    The Nomination and (2). Fine of Rs. The Constitution of Compan (2). The Liste Constitution of Compan (2). Nomination and (3). Nomination (4). Nomination (4). Nomination (4). Nomination (4). Nomination (4). Nomination (5). Remuneratio (6). Nomination (6).											October,		
Nomination and (2). Remuneratio (2). Remuneratio (2). Remuneratio (3) Independent National Fine of Rs. The As The The Liste (4) The Companies (4) The Companies (5) The Companies (6) The Companies (6) The Companies (6) The Liste (7) The List									**		2023		
Nomination and (2). Remuneratio (2). Remuneratio (2). Remuneratio (2). Remuneratio (2). Remuneratio (3). Remuneratio (4). Remuneratio (5). Remuneratio (5). Remuneratio (6). Remuneratio (6). Remuneratio (7). Remuneratio (7). Remuneratio (8). Remuneratio (7). Remuneratio (8). Rem	•			3 Independent	National	Fine of	Rs.	The	As	The	The	The Lis	te
Remuneratio (2). from the Board on Exchange of levied by of ned in Nomination and India National Stock Nomination Colum and FCS - 8860 (c)			19(1) and	Directors resigned	Stock	2,17,120/-	was	constitution	mentio	constitution of	Compan		
Remuneratio 11th April 2023 and India National Stock Nomination Colum and filed at a Compliance			(2).			levied	by	of	ned in	Nomination			
FCS - 8860 (g)		Remuneratio	3 100	11th April 2023 and	India	National S	tock	Nomination	Colum	and	filedata	ccomplianc	е
$\frac{\sqrt{48}}{\sqrt{80}} \left( \frac{\text{FCS} - 8860}{\text{CP} - 11004} \right) = 0$									12.45	10	PR	13/	-
(g) CP - 11004 /g)										shy	FCS - 88	60 /0	
										THE.	CP - 110	04   60/6	

# Bangalore#

n Committee .	there was only 1L	imited and	of India	and	n 6	Remuneratio	waiver	within
shall have	Independent	SE	Exchange of	Remunerati		n Committee	applicati	prescribed
only non-	Director left on L	imited.	Limited and Rs.	on		is not in	on	time.
executive	Board. 4		2,17,120/- by	Committee		compliance	before	
directors on	Independent		BSE Limited.	is not in		with the	the	
Board and	Directors were			compliance		Regulation	Stock	
2/3 <sup>rd</sup> of these	appointed in the			with the		19(1) and (2)	Exchang	
directors	AGM held on 29th			Regulation		of the SEBI	es. NSE	
shall be	September 2023			18 of the		(LODR)	has	
Independent	beyond a period of			SEBI		Regulations,	consider	
Directors.	3 months duration.			(LODR)		2015 from	ed the	
The	During the said			Regulation		11 <sup>th</sup> April,	applicati	
Chairperson	period, there were			s, 2015		2023 to 15 <sup>th</sup>	on	
of	only 2 Executives			from 11 <sup>th</sup>		October	favorably	
Nomination	Directors on Board			April, 2023		2023. The	for the	
and	and 1 Independent			to 15 <sup>th</sup>		Committee	consecut	
Remuneratio	Director.			October		was	ive	
n Committee	Therefore, the			2023.		reconstituted	quarters	
shall be an	Committee was		*			on 16 <sup>th</sup>	ended	
Independent	not duly					October	on June	
Director only.	constituted.					2023.	30,	
							2023,	
							Septemb	
							er 30,	
							2023,	
			- 5.53				and	
							Decemb	
							er 31,	
							2023	
							respectiv	
							ely and	
							waived	
							off the	
							fine.	
							Further,	
							we are	
							awaiting	100
							response	
						12 11 15	from	



4	The Risk	Regulation	3 Independent	National	A penalty o	f The	As	The	The Co	The List
	Management	21(2).	Directors resigned		Rs. 1,64,000/		100000	constitution of		20000
	Committee		from the Board or	-	The second of th			Risk		Entity show
	shall have		11th April 2023 and	The state of the s	National Stock	The second second	in		has taken	
	minimum 3		there was only 1		of India		Colu	Management		
	members			BSE		Committee	mn 6.	Committee is		
	with majority		Director left on		Limited and Rs		201201/25		ensured	prescribed
	of them		Board. 4	Liiiiico.	1,93,520/-	compliance		compliance	complianc	time.
	being Board		Independent		(inclusive o	The state of the s		with the		
	of Directors,		Directors were		GST) by BSE			Regulation	Regulatio	
	including at		appointed in the		Limited.	Regulation 18 of the		21(2) of the		
	least one		Annual General		Limited.	SEBI		SEBI (LODR)		
	Independent		Meeting held on			(LODR)		Regulations,	000	
	Director.		29 <sup>th</sup> September			Regulation	3		Independe	
			2023 beyond a							
			period of 3 months			s, 2015 from 11 <sup>th</sup>		2023 to 15 <sup>th</sup>		
			duration. The Risk			The second second second		October	on 29 <sup>th</sup>	
			Management			April, 2023			Septembe	
			Committee was			to 15 <sup>th</sup> October	-	Committee	r, 2023 in	
			not duly			The state of the s		was	the	
			constituted.			2023.			Annual	
			constituted.						General	
								October	Meeting.	
								2023.	Further,	
									reconstitut	
									ed the	
									Committe	
									e on 16 <sup>th</sup>	
									October,	
	The Top	Regulation	The web-link for	National	A penalty of	The web	Λα.		2023	
	1000 listed	13A	Dividend				As		The	The Liste
	entities		Distribution Policy			CONTRACTOR AND STATE	menti	Listed Entity		Entity shoul
	based on		was not made				oned .		has taken	The state of the s
	market		available in the	NAME OF THE OWNER OWNER OF THE OWNER OW		A STATE OF THE PARTY OF THE PAR	in	the List of		
	capitalization		Annual Report for			Policy was	Colu		same and	and the second second
	shall		the year 2022-23.	28.		not made	mn 6	Companies		
	formulate a		tile year 2022-23.		ALCO TRANSPORTED TO THE PARTY OF THE PARTY O	available in		based on the	complianc	time.
	dividend					the Annual			e.	
	distribution				BSE Limited.	Report for		capitalization,		
	policy which					the year		they have to		
- 1	shall be					2022-23.		follow the		
- 1	disclosed on							guidelines		
1	the website						- 1	even though		
- 1	of the listed							they cease to		
- 1	entity and a							be in the Top		
- 1	web-link							1000		
	shall also be							Companies		
	provided in							List.	Bhat + C	ma
								(6)		model
								arameshu	FCS - 886 CP - 110	04 8
								(E)		121
								10	# Bangalor	100

	their Annual						1	
	Reports.	1 %	ewith \$					
6	The listed entity shall submit to the stock exchanges disclosures of related party transactions in the format as specified by the Board from time to time.	of one day in	Stock Exchange of India Limited and BSE Limited.	National Stock Exchange of	delay of one day in submission of RPT in XBRL mode.	menti oned in	has taken	compliance within th prescribed

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Requirement	Regulations /Circular No.	Deviations	onT ake	Type of Action	Details of Violation	Fine Amou nt	Observatio ns/ Remarks of the Practicing Company Secretary	Manage ment Respon se	Re-marks



Regulation 46(2) of SEB (LODR) Regulations, 2015, the	f SEBI (LODR) nons, the Entity nate	There are some policies not updated on the website and the policies which are updated are not opening properly	NA	NA	There are some policies not updated on the website and the policies which are updated are not opening properly	levied so far	There are some policies not updated on the website and the policies which are updated are not opening properly	had	The Listed Entity has taken steps to update the policies on its website and it should take steps to manage the functional website or regular basis with proper update within the prescribed time limit.
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II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019:

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observatio ns /Remarks by PCS*
1.	Compliances with the following conditions van auditor	while appointing	/ re-appointing
	i. If the auditor has resigned within 45		During the
	days from the end of a quarter of a		period unde
	financial year, the auditor before such		review, ther
	resignation, has issued the limited		has been n
	review/ audit report for such quarter; or		change in th
			Statutory
	ii. If the auditor has resigned after 45 days		Statutory

	Particular of an infe		
	resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or  iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.		
2.	Other conditions relating to resignation of S	tatutory Auditor	
	<ul> <li>i. Reporting of concerns by Auditor with respect to the listed entity/ its material subsidiary to the Audit Committee: <ul> <li>a. In case of any concern with the management of the listed entity/ material subsidiary such as non-availability of information/ non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</li> <li>b. In case the auditor proposes to</li> </ul> </li> </ul>	NA	During the period under review, there has been no change in the Statutory Auditors.
	resign, all concerns with respect to the proposed resignation, along		ahat*Co
9			FCS - 8860 CP - 11004

	with relevant documents has been		
	brought to the notice of the Audit		
	Committee. In cases where the		
	proposed resignation is due to		
	non-receipt of information/		
	explanation from the company, the		
	auditor has informed the Audit		
	Committee the details of		
	information /explanation sought		
	and not provided by the		
	management, as applicable.		
	c. The Audit Committee / Board of		
	Directors, as the case may be,		
	deliberated on the matter on		
	receipt of such information from		
	the auditor relating to the proposal		
	to resign as mentioned above and		
	communicate its views to the		
	management and the auditor.		
	ii. Disclaimer in case of non-receipt of information:		
	The auditor has provided an appropriate		
	disclaimer in its audit report, which is in	NA	Nil
	accordance with the Standards of		
	Auditing as specified by ICAI/ NFRA in		
	case where the listed entity/ its material		
	subsidiary has not provided information		
	as required by the auditor.		
	The listed entity / its material subsidiary has		
	obtained information from the Auditor upon		
	resignation, in the format as specified in	NA	Nil
- 5'	Annexure A in SEBI Circular		G.Bhat & Con
			FCS - 8860 CP - 11004

Bangalore\*

CIR/CFD/CMD1/114/2019 dated 18 <sup>th</sup>	
October, 2019.	

III. I/we hereby report that during the review period the compliance status of the listed entity is appended as below:

Sr. No	Particulars	Status(Yes/ No/NA)	Observations /Remarks by PCS*
1.	Secretarial Standards:  The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under Section 118 (10) of the Companies Act, 2013 and mandatorily applicable.	NO	Some of the Minutes of the Meetings of the Board, Committees and General Meeting were not signed by the Chairman within the prescribed time Further, the Listed Entity may take steps to follow the Secretarial



2.	Adoption and timely updation of the		
	Policies:		
	All applicable policies under SEBI		
	Regulations are adopted with the approval		
	of board of directors of the listed entities	YES	NA
	All the policies are in conformity with SEBI		107
	Regulations and have been reviewed &		
	updated on time, as per the regulations/		
	circulars/ guidelines issued by SEBI		
3.	Maintenance and disclosures on Website:		
	The Listed entity is maintaining a functional		
	website		
	Timely dissemination of the documents/	YES	NA
	information under a separate section on		
	the website		
	Web-links provided in annual corporate		
	governance reports under Regulation 27		
	(2) are accurate and specific which re-		
	directs to the relevant document(s)/ section		
	of the website		
4.	Disqualification of Director:		
	None of the Director(s) of the Company is/		
	are disqualified under Section 164 of	YES	NA
	Companies Act, 2013 as confirmed by the		
	listed entity.		
5.	Details related to Subsidiaries of listed		
	entities have been examined w.r.t.:		
	(a) Identification of material subsidiary	YES	· NA
	companies		
	(b) Disclosure requirement of material as		
	well as Other subsidiaries		



preserving and maintaining prescribed under SEBI disposal of records as per reaction of Documents and rescribed under SEBI LODR is.  aluation: has conducted performance the Board, Independent example at the start of ear/ during the financial year SEBI Regulations.  ansactions: entity has obtained prior of Audit Committee for all or transactions; or entity has provided detaileding with confirmation whether	YES	NA NA
disposal of records as per reaction of Documents and rescribed under SEBI LODR of the secribed under SEBI LODR of the Board, Independent of the Board, Independent of the Board of the start of the sear of the se	YES	NA
disposal of records as per relation of Documents and rescribed under SEBI LODR of the secribed under SEBI LODR of the Board, Independent of Committees at the start of the Board of the start of the sear of the s	YES	NA
rvation of Documents and rescribed under SEBI LODR 5.  aluation: has conducted performance the Board, Independent a Committees at the start of ear/ during the financial year SEBI Regulations.  ansactions: entity has obtained prior of Audit Committee for all a transactions; or entity has provided detailed	YES	NA
escribed under SEBI LODR  aluation: has conducted performance the Board, Independent c Committees at the start of ear/ during the financial year SEBI Regulations. ansactions: entity has obtained prior f Audit Committee for all of transactions; or entity has provided detailed	YES	
aluation: has conducted performance the Board, Independent c Committees at the start of ear/ during the financial year SEBI Regulations. ansactions: entity has obtained prior f Audit Committee for all of transactions; or entity has provided detailed	YES	
has conducted performance the Board, Independent Committees at the start of ear/ during the financial year SEBI Regulations.  ansactions:  entity has obtained prior Audit Committee for all transactions; or entity has provided detailed	YES	
has conducted performance the Board, Independent e Committees at the start of ear/ during the financial year SEBI Regulations. ansactions: entity has obtained prior f Audit Committee for all o transactions; or entity has provided detailed	YES	
the Board, Independent Committees at the start of ear/ during the financial year SEBI Regulations.  ansactions: entity has obtained prior Audit Committee for all transactions; or entity has provided detailed	YES	
e Committees at the start of ear/ during the financial year SEBI Regulations.  ansactions:  entity has obtained prior f Audit Committee for all transactions; or entity has provided detailed	YES	
ear/ during the financial year SEBI Regulations.  ansactions: entity has obtained prior f Audit Committee for all r transactions; or entity has provided detailed	YES	
SEBI Regulations.  ansactions:  entity has obtained prior f Audit Committee for all r transactions; or entity has provided detailed	YES	NA
entity has obtained prior f Audit Committee for all r transactions; or entity has provided detailed	YES	NA
entity has obtained prior  f Audit Committee for all  r transactions; or  entity has provided detailed	YES	NA
f Audit Committee for all transactions; or entity has provided detailed	YES	NA
r transactions; or entity has provided detailed	YES	NA
entity has provided detailed		NA
		NA
ng with confirmation whether		
ctions were subsequently		
tified/rejected by the Audit		
in case no prior approval		
otained.		
ents or information:		
nas provided all the required		
er Regulation 30 along with		
BI LODR Regulations, 2015	YES	NA
its prescribed thereunder.		
sider Trading:		The Listed Enti
y is in compliance with		was maintainir
& 3(6) SEBI (Prohibition of	NO	the internal SD
Regulations 2015	alter	software.
logalations, 2010.	G. Co	
	FCS - 8860 CP - 11004	/
-	er Regulation 30 along with EBI LODR Regulations, 2015 nits prescribed thereunder.  sider Trading:  y is in compliance with	er Regulation 30 along with EBI LODR Regulations, 2015 hits prescribed thereunder.  sider Trading:  y is in compliance with & 3(6) SEBI (Prohibition of Regulations, 2015.

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the company of

			×
			However, it is
			represented that
			there was a
			system crash
			and the SDD
			software which
			was installed in
			that system was
			also got crashed
			and no proper
			back up facility
			available for that
			system. They
			have reinstalled
			the SDD
			software in other
			system. Hence,
			the old data is
			not retrieved.
11.	Actions taken by SEBI or Stock		Notices have
	Exchange(s), if any:		been issued by
			SEBI and the
			Stock
			Exchanges for
			various non-
		NO	compliances
			during the year
			as mentioned in
	Additional Newscard		the above table.
12.	Additional Non-compliances, if any:		The Board
		NO	composition was
		Bhat*Com	not according to
		SE CP - 11004	Secretary
		Can at the	5

Bangalore

	the SEBI
	guidelines as
	the Woman
	Director is not
	on Board as on
	31st March 2024.

## Assumptions & Limitation of scope and Review:

- Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
- 2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
- 4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Bangalore

Date: 29.05.2024

Parameshwar G Bhat

Practising Company Secretary M. No.: 8860 COP No.: 11004

Peer Review Certificate No.: 5508/2024

FCS - 8860

Bangalore\*

UDIN: F008860F000490011