

REGD. OFFICE:

S5 Off 3rd Cross Peenya Industrial Area
Peenya 1st Stage ,Bengaluru – 560 058.
Tel: +91-80-22046969-78
Fax : +91-80-22046980
Web : www.cerebracomputers.com
E-mail :info@cerebracomputers.com
CIN: L85110KA1993PLC015091

Thursday, 05th September, 2024

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

Sub: 30th (Thirtieth) Annual General Meeting - Copy of Notice cum Annual Report

Pursuant to the provisions of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find the enclosed copy of the Notice cum Annual Report of 30th Annual General Meeting of the Company to be held at **04:30 PM on Saturday, 28th September, 2024** through Video Conference / Other Audio-Visual Means ("VC/OAVM"). The Annual Report for the Financial Year 2023-24 along with the Notice is sent only through e-mails to the Shareholders of the Company at their registered e-mail addresses today and will be uploaded on the website of the Company.

Please take the documents on record and kindly treat this as compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you
Yours faithfully

For Cerebra Integrated Technologies Limited

Surbhi Jain
Company Secretary
(M.No A58109)

Encl: As above



CEREBRA[®]

30TH ANNUAL REPORT



2023 - 2024

BOARD OF DIRECTORS

Mr. Uttam Prakash Agarwal	- Non- Executive Chairman and Independent Director (Resigned w.e.f 13.05.2024)
Mr. V. Ranganathan	- Managing Director
Mr. P. Vishwamurthy	- Whole Time Director
Mr. S. Gopalakrishnan	- Independent Director (2nd Term ended on 31.03.2024)
Dr. Satish Sharma	- Independent Director (Resigned w.e.f 13.05.2024)
Dr. Madan B. Gosavi	- Independent Director (Resigned w.e.f 13.05.2024)
Ms. Namrata Sharma	- Independent Director (Resigned w.e.f. 10.02.2024)
Mr. MVS Vasani	- Independent Director (Resigned w.e.f. 11.04.2023)
Ms. Bhavna Philipose	- Independent Director (Resigned w.e.f. 11.04.2023)
Mr. PE Krishnan	- Independent Director (Resigned w.e.f. 11.04.2023)

Chief Financial Officer

Mr. P. Vishwamurthy

Company Secretary and Compliance Officer

Ms. Surbhi Jain (Appointed w.e.f 06.11.2023)

Mrs. Mala Poddar (Resigned w.e.f 10.08.2023)

REGISTERED OFFICE AND FACTORY

#S-5, Off 3rd Cross, 1st Stage,

Peenya Industrial Area,

Bangalore - 560058

Tel: +91 1800 4254 6969

Mob: +91 97409 11799

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 COMPANY

Cerebra LPO India Limited

STATUTORY AUDITORS

Messrs YCRJ & Associates

Chartered Accountants

#236 3rd Floor, 4th Main, F-Block

Sahakaranagar, Bangalore - 560 092

E- Waste Recycling Unit

Plot Nos. 41 to 46, KIADB Industrial Area

Narasapura, Appasandra Village

Narasapura Hobli

Kolar District

SECRETARIAL AUDITOR

Mr. Parameshwar G Bhat

Practising Company Secretary

Bangalore

INTERNAL AUDITORS

Messrs RPAR & Co LL

Chartered Accountants

Bangalore

BANKER

Canara Bank (erstwhile Syndicate Bank)

REGISTRARS & SHARE TRANSFER AGENTS

KFIN Technologies Limited

Selenium Tower B, Plot Nos. 31 & 32,

Financial District, Nanakramguda, Serilingampally Mandal

Hyderabad - 500032, India

Phone: +91 40 67161563

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 Stakeholders

Greetings. It is always a pleasure to meet up with you all. Hope you and your families are safe and healthy.

As mentioned in my last year's letter our problems continue and they are also increasing. Your company's management is working hard to raise funds both in the form of Debt and also equity and hopefully very soon we should succeed. Till then we continue to fight for survival.

Request all your support and prayers during your company's time of need.

Thanking you,

V RANGANATHAN
Managing Director

CEREBRA INTEGRATED TECHNOLOGIES LIMITED

CIN: L85110KA1993PLC015091

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

Telephone: 1800-425-46969 Email: info@cerebracomputers.com Web: www.cerebracomputers.com

NOTICE

NOTICE is hereby given that the 30th (Thirtieth) Annual General Meeting of the Company will be held on Saturday 28th day of September, 2024 at 04:30 P.M. through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) 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, 2024, 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. V Ranganathan, (DIN: 01247305), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To appoint Mr. Afjalbhai Allarakhbhai Roomi (DIN: 09365009) as a Director in the category of Non- Executive Independent Director of the Company and if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Articles of Association of the Company and the provisions of Sections 152 and 161 of the Companies Act, 2013 read with Rules made there under (including any statutory modification(s) or re-enactment thereof), Mr. Afjalbhai Allarakhbhai Roomi (DIN: 09365009), who was appointed as an Additional Director of the Company by the Board of Directors in its Meeting held on August 13, 2024 and who holds the office up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval of the Members be and is hereby accorded to appoint Mr. Afjalbhai Allarakhbhai Roomi (DIN: 09365009), as Non- Executive Independent Director of the Company with effect from August 13, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations, for a period of 5 (Five) years till August 12, 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and are hereby severally authorized for and on behalf of the Company to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. To appoint Mr. Afzalkhan Usmankhan Afridi (DIN: 06896042) as a Director in the category of Non- Executive Independent Director of the Company and if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Articles of Association of the Company and the provisions of Sections 152 and 161 of the Companies Act, 2013 read with Rules made there under (including any statutory modification(s) or re-enactment thereof), Mr. Afzalkhan Usmankhan Afridi (DIN: 06896042), who was appointed as an Additional Director of the Company by the Board of Directors in its Meeting held on August 13, 2024 and who holds the office up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval of the Members be and is hereby accorded to appoint Mr. Afzalkhan Usmankhan Afridi (DIN: 06896042), as a Non- Executive Independent Director of the Company with effect from August 13, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations, for a period of 5 (Five) years till August 12, 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and are hereby severally authorised for and on behalf of the Company to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. To appoint Mr. Ramkripal Verma (DIN: 00956770) as a Director in the category of Non- Executive Director of the Company and if thought fit, to pass, the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to Articles of Association of the Company and the provisions of Sections 152 and 161 of the Companies Act, 2013 read with Rules made there under (including any statutory modification(s) or re-enactment thereof), Mr. Ramkripal Verma (DIN: 00956770), who was appointed as an Additional Director of the Company by the Board of Directors in its Meeting held on August 13, 2024 and who holds the office up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), approval of the Members be and is hereby accorded to appoint Mr. Ramkripal Verma (DIN: 00956770) as Non-Executive Independent Director of the Company with effect from August 13, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations, for a period of 5 (Five) years till to August 12, 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and are hereby severally authorized for and on behalf of the Company to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

Place: Bangalore

Date: 05th September, 2024

RANGANATHAN VENKATRAMAN

Managing Director

(DIN: 01247305)

NOTES:

1. Pursuant to General Circular No. 20/2020 dated 5th May, 2020 issued by the Ministry of Corporate Affairs (“MCA”) read together with MCA General Circular Nos. 14 & 17/2020 dated 8th April, 2020 and 13th April, 2020 respectively and MCA General Circular No. 09/2023 dated 25th September, 2023 (“MCA Circulars”), the Company will be conducting this Annual General Meeting (“AGM” or “Meeting”) through Video Conferencing/Other Audio Visual Means (“VC”/“OAVM”) subject to compliance with various conditions mentioned therein in compliance with the MCA Circulars, SEBI Circulars and applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 30th AGM of your Company is being convened and conducted through VC..
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the /AGM will be provided by CDSL.
3. The Members can join the /AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the /AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the

Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the /AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/ through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.cerebracomputers.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 8th April, 2020 and MCA Circular No. 17/2020 dated 13th April, 2020, MCA Circular No. 20/2020 dated 5th May, 2020 and MCA Circular No. 10/2022 dated 28.12.2022.
8. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
9. The Shares of the Company are compulsorily traded in dematerialized form as per the directions of the Stock Exchanges. Accordingly, the Members who have not opted for dematerialization of shares are once again reminded to take steps to dematerialize their holdings. Further, the Members may note that as per SEBI (LODR) (Fourth Amendment) Regulations, 2018, with effect from April 1, 2019, except in case of transmission or transposition of securities, no transfer of securities shall be processed unless the securities are held in the dematerialized form. Accordingly, Shareholders holding Equity Shares in physical form are urged to have their shares dematerialized so that they will be able to transfer them freely and participate in corporate actions.
10. Members who have not registered their email address so far, are requested to register their email IDs for receiving all communications including Annual Report, Notices etc. from the Company electronically.
11. Annual Report for the Financial Year 2023-24 along with Notice of the 30th Annual General Meeting of the Company inter alia indicating the process and manner of e-Voting is being sent only through electronic mode to the Members whose email IDs are registered with the Company/Depository Participant(s). Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website at www.cerebracomputers.com, website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at [www. https://www.nseindia.com/](https://www.nseindia.com/) and on the website of CDSL at www.evotingindia.com.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/ AND JOINING THE MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on Tuesday, 24th September, 2024 (09:00 AM) and ends on Friday, 27th September, 2024 (05:00 PM). During this period the Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 20th September, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the Meeting venue.
- (iii) Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its Shareholders, in respect of all Shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholder's/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the Meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual Meeting & voting during the Meeting.</p>

Annual Report 2023-2024

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual Meeting for **Shareholders other than individual shareholders holding in Demat form & physical Shareholders.**

- 1) The Shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant to 'CEREBRA INTEGRATED TECHNOLOGIES LIMITED' on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –Remote Voting
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporate” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors@cerebracomputers.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/ THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending Meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend Meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the Meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the Meeting may register themselves as a speaker by sending their request in advance at least two days prior to Meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance two days prior to Meeting mentioning their name, demat account number/folio number, email id, mobile number at investors@cerebracomputers.com. These queries will be replied to by the Company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the Meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to shobha.anand@kfintech.com.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

Other instructions:

- (i) The voting rights of 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 Friday, 20th September, 2024.
- (ii) The Board of Directors has appointed Mr. Parameshwar G. Bhat, Practising Company Secretary, Bangalore, (Membership No. FCS 8860) as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. Mr. Parameshwar G. Bhat has conveyed to the Company his willingness to act as such.
- (iii) The Scrutinizer will submit his report to the Chairman of the Company or Managing Director or Company Secretary or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's Report shall be communicated to the Stock Exchange, CDSL and RTA and will also be displayed on the website of the Company at www.cerebracomputers.com.

1. DETAILS PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 OF THE DIRECTORS PROPOSED TO BE RE-APPOINTED:

Details of Directors seeking appointment/re-appointment/retiring by rotation (In pursuance of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015):

Name	Mr. V Ranganathan	Mrs. Afjalbhai Allarakhbhai Roomi	Ms. Afzalkhan Usmankhan Afridi	Mr. Ramkripal Verma
Date of Birth	12/11/1963	17/02/1976	28/09/1976	12/11/1963
DIN	01247305	09365009	06896042	00956770
Date of Appointment/ Re-appointment	01/01/2024	13/08/2024	13/08/2024	13/08/2024
Expertise in specific functional areas	Engineering in Electrical Science, 35 + years of experience in IT Hardware and Software technologies including Finance. Business Strategist and a pioneer in the field of Environment friendly Waste Management Practices i.e. Waste Electrical and Electronic Equipment (WEEE) hardware.	Key Expertise in Financial Strategy Development, Corporate finance and Agriculture Sectors	Key Expertise in Financial Strategy Development, Corporate finance and Agriculture Sectors	Business Strategy
Qualification	Bachelor of Engineering	Basic Schooling	B.com (Accounts Hons)	B.A. (Economics Hons)
Number of Shares held in the equity capital of the company	796080	-	-	-
Number of meetings of the Board attended during the year	8 (Eight) out of 8 (Eight) meetings attended throughout the Financial Year 2023-24	Not Applicable	Not Applicable	Not Applicable
Relationship with other Directors and KMP's	Not Related	Not Related	Not Related	Not Related
Names of listed entities from which the director has resigned in the past three years:	NA	NA	NA	NA
Committee Memberships	1. Audit Committee Member 2. Risk Management Committee- Member 3. Stakeholders' Relationship Committee	-	-	-
Directorship held in other Public and Private Companies	1. Cerebra LPO India Limited	1.Fasten Enterprise Private Limited	1.Fasten Enterprise Private Limited	1. CNI Research Limited

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

**Place: Bangalore
Date: 05th September, 2024**

**RANGANATHAN VENKATRAMAN
Managing Director
(DIN: 01247305)**

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

Item No. 3 – To appoint Mr. Afjalbhai Allarakhbhai Roomi (DIN: 09365009) as an Independent Director of the Company:

The Board of Directors at its Meeting held on August 13, 2024 appointed Mr. Afjalbhai Allarakhbhai Roomi (DIN: 09365009) as an Additional Director (in the category of Independent) of the Company with effect from August 13, 2024. Pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act") he will hold office up to the date of the ensuing Annual General Meeting.

Further, the Board of Directors of the Company recommends to accord Shareholders approval for the appointment of Mr. Afjalbhai Allarakhbhai Roomi (DIN: 09365009) as an Independent Director of the Company, with effect from August 13, 2024 for five Consecutive years.

In terms of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Afjalbhai Allarakhbhai Roomi, being eligible and offers himself for appointment as an Independent Director of the Company, for a term of five consecutive years from August 13, 2024 to August 12, 2029.

Mr. Afjalbhai Allarakhbhai Roomi has furnished a declaration confirming that he satisfies the criteria of independence as required under Section 149(6) of the Companies Act, 2013 and the Board noted the same. The Board considers that his association would be of immense benefit to the Company. Accordingly, the Board recommends the appointment of Mr. Afjalbhai Allarakhbhai Roomi as an Independent Director for a term of five consecutive years as above. As per explanation to Section 152(6), office of Independent Directors shall not be liable for retirement by rotation.

Mr. Afjalbhai Allarakhbhai Roomi being an appointee, is concerned or interested in the Resolution set out at item no. 3 of the Notice. None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said Resolution.

Item No. 4 – To appoint Mr. Afzalkhan Usmankhan Afridi (DIN: 06896042) as an Independent Director of the Company:

The Board of Directors at its Meeting held on August 13, 2024 appointed Mr. Afzalkhan Usmankhan Afridi (DIN: 06896042) as an Additional Director (in the category of Independent) of the Company with effect from August 13, 2024. Pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act") he will hold office up to the date of the ensuing Annual General Meeting.

Further, the Board of Directors of the Company recommends to accord Shareholders approval for the appointment of Mr. Afzalkhan Usmankhan Afridi (DIN: 06896042) as an Independent Director of the Company, with effect from 13th August, 2024 for five Consecutive years.

In terms of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Afzalkhan Usmankhan Afridi, being eligible and offers himself for appointment as an Independent Director of the Company, for a term of five consecutive years from August 13, 2024 to August 12, 2029.

Mr. Afzalkhan Usmankhan Afridi has furnished a declaration confirming that he satisfies the criteria of independence as required under Section 149(6) of the Companies Act, 2013 and the Board noted the same. The Board considers that his association would be of immense benefit to the Company. Accordingly, the Board recommends the appointment of Mr. Afzalkhan Usmankhan Afridi as an Independent Director for a term of five consecutive years. As per explanation to Section 152(6), office of Independent Directors shall not be liable for retirement by rotation.

Mr. Afzalkhan Usmankhan Afridi being an appointee, is concerned or interested in the Resolution set out at item no. 4 of the Notice. None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said Resolution.

Item No. 5 – To appoint Mr. Ramkripal Verma (DIN: 00956770) as an Independent Director of the Company:

The Board of Directors at its Meeting held on August 13, 2024 appointed Mr. Afzalkhan Usmankhan Afridi (DIN: 06896042) as an Additional Director (in the category of Independent) of the Company with effect from August 13, 2024. Pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act") he will hold office up to the date of the ensuing Annual General Meeting.

Further, the Board of Directors of the Company recommends to accord Shareholders approval for the appointment of Mr. Ramkripal Verma (DIN: 00956770) as a Non-Executive Director of the Company, with effect from 13th August, 2024, for five consecutive years.

In terms of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Ramkripal Verma, being eligible and offers himself for appointment as an Independent Director of the Company, for a term of five consecutive years from August 13, 2024 to August 12, 2029.

Mr. Ramkripal Verma has furnished a declaration confirming that he satisfies the criteria of independence as required under Section 149(6) of the Companies Act, 2013 and the Board noted the same. The Board considers that his association would be of immense benefit to the Company. Accordingly, the Board recommends the appointment of Mr. Ramkripal Verma as an Independent Director for a term of five consecutive years. As per explanation to Section 152(6), office of Independent Directors shall not be liable for retirement by rotation.

Mr. Ramkripal Verma being an appointee, is concerned or interested in the Resolution set out at item no. 5 of the Notice. None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested.

By order of the Board
For Cerebra Integrated Technologies Limited

Place: Bangalore
Date: 05th September, 2024

Ranganathan Venkatraman
Managing Director
(DIN: 01247305)

Kind attention of the Members of the Company holding shares in physical form is drawn to the following:

Members holding Equity shares of the Company in physical form are requested to kindly get their Equity Shares converted into demat/ electronic form to get inherent benefits of dematerialisation and also considering that physical transfer of Equity Shares/ issuance of Equity Shares in physical form have been disallowed by SEBI.

The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to the SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021. The aforesaid communication is also available on the website of the Company. Attention of the Members holding Shares of the Company in physical form is invited to go through the said important communication under the web link at www.cerebracomputers.com.

Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate, claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website under the link www.cerebracomputers.com.

As a part of the green initiatives, the Members who have not yet registered their E-mail addresses are requested to register their E-mail addresses with their DPs in case the shares are held by them in electronic form and with the RTA in case the shares are held by them in physical form. Upon such Registration, all communication from the Company/ RTA will be sent to the registered E-mail address.

BOARD'S REPORT

To the Members

The Directors of your Company have pleasure in presenting before you the 30th Annual Report of the Company together with the Audited Financial Statements for the Financial Year ended 31st March, 2024

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

(Rs. in Lakhs)

Particulars	2023-24	2022-23
Gross Income	5,335.45	8671.85
Profit Before Interest and Depreciation	-3622.47	1,029.57
Finance Charges	596.52	952.56
Gross Profit	NA	NA
Provision for Depreciation	42.29	42.14
Profit before exceptional and extraordinary items and tax	-4,261.28	34.88
Exceptional Items	1300	19.43
Provision for Tax	-728.54	(235.99)
Net Profit After Tax	-4,832.74	251.43
Other Comprehensive Income	-	-
Total Comprehensive Income		
Total Comprehensive Income Attributable to	-4,832.74	251.43
a) Owners	-4,832.55	251.74
b) Non-Controlling Interest	-0.19	-0.31
Earnings per Equity Share of Rs. 10/- each		
Basic	4.32	2.45
Diluted	4.32	2.31

1. PERFORMANCE OF THE COMPANY:

Your Company has already embraced the idea of Circular Economy successfully for the past years. It has been successful in employing repair, remanufacture, remarket and recycle processes thus enabling the extension of end-of-life products. By extending the end of life of a single PC, we can delay a carbon footprint of 422.5 KGs by couple of years. Your company has collected over 2,500 metric tons of e-waste and recycled about 1490 metric tons for the year ended March 2024.

Your Company has also partnered with some of the large OEM companies to collect the used / end-of-life assets from bulk consumers as customers in the EPR business segment. Lenovo and Apple have been the main producers to whom Cerebra caters to their refurbishment and EPR commitment.

Due to various constraints and not enough working capital the progress has been slow and the Company has not been able to push hard in some of the areas and are focussing on a few funding options and hopefully we should be able to raise money and put the Company back on rails.

2. MATERIAL CHANGES AND COMMITMENTS:

There were no material changes and commitments which occurred, affecting the financial position of the Company between 31st March, 2024 and the date on which this report has been signed.

3. CHANGE IN THE NATURE OF BUSINESS:

The Company continues to focus on the strength of Electronic Manufacturing Services (EMS) and E-Waste and in addition the Company will be focusing on High-End Servers, Data Centre projects etc.

4. DIVIDEND:

Whilst your Directors understand the sentiments of the Investors, the financials in the year that has passed, do not enable the Board to recommend any dividend. The Board regrets its inability to recommend any Dividend.

Your Board will endeavour to consider dividend in the years to come barring unforeseen circumstances.

5. AMOUNTS TRANSFERRED TO RESERVES:

The Board of the Company has proposed not to transfer any funds to its reserves.

6. CHANGES IN SHARE CAPITAL:

Authorized Share Capital

There are no changes in the Authorized Share Capital of the Company during the financial year 2023-24.

The Authorized Share Capital of the Company is Rs. 1,53,00,00,000 (Rupees One Hundred and Fifty Three Crores only) divided into 15,30,00,000 (Fifteen Crores Thirty Lakhs) Equity Shares of Rs. 10/- (Rupee Ten only).

Paid up Share Capital

There are no changes in the Paid-up Share Capital of the Company during the financial year 2023-24.

The Paid-up Share Capital of the Company is Rs. 1,11,98,64,820/- (Rupees One Hundred and Eleven Crores Ninety Eight Lakhs Sixty Four Thousand Eight Hundred and Twenty only) divided into 11,19,86,482 (Eleven Crores Nineteen Lakhs Eighty Six Thousand Four Hundred and Eighty Two) Equity Shares of Rs. 10/- (Rupees Ten only) each.

Disclosure regarding Issue of Equity Shares with Differential Voting Rights

During the financial year under review, the Company has not issued any Shares with Differential Voting Rights.

Disclosure regarding issue of Employee Stock Options:

During the financial year under review, the Company has not issued any Employee Stock Options.

Disclosure regarding issue of Sweat Equity Shares:

During the financial year under review, the Company has not issued Sweat Equity Shares.

7. CAPITAL INVESTMENTS

Capital Investments during the financial year 2023-24 was at Rs. 290.91 Lakhs (Net of capital work-in-progress and capital advances) and for financial year 2022-23 is Rs. 290.91 (Lakhs).

8. BOARD MEETINGS:

The Meetings of the Board are held at regular intervals with a time gap of not more than 120 days between two consecutive Meetings. During the financial year under review, Eight (8) Meetings were held on 11th April, 2023; 30th May, 2023; 10th August, 2023; 6th September, 2023, 16th October, 2023; 06th November, 2023; 27th December, 2023 and 14th February 2024.

The Agenda of the Meeting is circulated to the Directors in advance. Minutes of the Meetings of the Board of Directors are circulated amongst the Members of the Board for their perusal.

The details of other Committee Meetings held during the financial year 2023-24 are exhibited in the Corporate Governance Report.

Committees of the Board:

Currently, the Board has six (6) Committees viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee. A detailed note on the composition of the Board and its Committees and other related particulars are provided in the Report on Corporate Governance forming part of this Annual Report.

9. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

In terms of the provisions of the Companies Act, 2013 and Articles of Association of the Company, Mr. V Ranganathan, (DIN: 01247305), Managing Director, retires at the forthcoming Annual General Meeting and being eligible offers himself for reappointment.

Annual Report 2023-2024

Following are the changes in the composition of the Board for FY 2023-24 and till the date of this report:

Sl. No.	Name of Director	DIN	Resignation	Date
1.	Mr. MVS Vasan	01088868	Resignation	11th April, 2023
2.	Ms. Bhavna Philipose	08741062	Resignation	11th April, 2023
3.	Mr. PE Krishnan	08741062	Resignation	11th April, 2023
4.	Ms. Namrata Sharma	10132544	Resignation	10th February, 2024
5.	Mr. Gopala Krishnan Sheshadri	01898255	Tenure ended	31st March, 2024
6.	Mr. Uttam Prakash Agarwal	00272983	Resignation	13th May, 2024
7.	Dr. Justice Satish Chandra	10301960	Resignation	13th May, 2024
8.	Dr. Justice Madan Gosavi	10303662	Resignation	13th May, 2024

Mrs. Mala Poddar had resigned from the office of Company Secretary and Compliance Officer of the Company due to personal reasons with effect from the closing hours of 10th August, 2023.

The Board places on record its appreciation to outgoing Directors and Company Secretary for the services rendered during their tenure in the Company.

Based on the recommendation of the Nomination and Remuneration Committee, Mrs. Surbhi Jain was appointed as the Company Secretary and Compliance Officer of the Company with effect from 06th November, 2023 by the Board at its Meeting held on 06th November, 2023.

Further, Mr. V Ranganathan's (DIN: 01247305), term as Managing Director ended on 31st December, 2023. Based on the recommendation of the Nomination and Remuneration Committee, the Board re-appointed him as Managing Director for a period of three (3) years with effect from 1st January, 2024 to 31st December, 2026.

Further, Mr. P Vishwamurthy's (DIN: 01247339), term as Wholetime Director ended on 31st December, 2023. Based on the recommendation of the Nomination and Remuneration Committee, the Board re-appointed him as Wholetime Director for a period of three (3) years with effect from 1st January, 2024 to 31st December, 2026.

Shareholders have approved the above re-appointments by passing Special Resolution through Postal Ballot in the month of March, 2024.

10. DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS:

Your Board is pleased to note and report that all the Independent Directors have maintained highest standards of integrity in their dealings with the Company. They also possess the requisite expertise and experience (including Proficiency) necessary for acting as Independent Directors of the Company.

Your Company has received necessary declaration from each Independent Director of the Company under the provisions of Section 149(7) of the Companies Act, 2013 that the Independent Directors of the Company meet with the criteria of their Independence laid down in the provisions of Section 149(6).

On October 22, 2019, MCA had released the Companies (Accounts) Amendment Rules, 2019, the Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019 and the Companies (Creation and Maintenance of databank of Independent Directors) Rules, 2019. These rules have come into force on December 1, 2019 and your Company has complied with these requirements.

SEBI (LODR) (Amendment) Regulations, 2018 has changed the evaluation criteria of Independent Directors from April 1, 2019. As per the amendment, evaluation of Independent Directors by the entire Board shall include:

- Performance of Directors and
- Fulfilment of independence criteria as specified in the Listing Regulations and their independence from the management.

Details on terms of appointment of Independent Directors and the familiarization program have been displayed on website of the Company at http://www.cerebracomputers.com/pdf/Policies/Familiarisation_Program_ID.pdf.

11. COMPOSITION OF AUDIT COMMITTEE:

As on 31st March, 2024, the Audit Committee of the Company consisted of two (2) Non-Executive Independent Directors and one (1) Executive Director and all of them have financial and accounting knowledge.

The Board has accepted the recommendations of the Audit Committee during the Financial Year under review.

In view of the cessation of Mr. PE Krishnan and Mr. MVS Vasan on 11th April, 2023, the Committee was reconstituted as follows:

- a. Mr. S. Gopala Krishnan - Chairman
- b. Mr. V Ranganathan - Member
- c. Mr. P Vishwamurthy - Member

Further, in view of appointment of Independent Directors at the AGM held on 29th September, 2023, the Committee was reconstituted as follows on 16th October, 2023:

- a. Mr. Uttam Prakash Agarwal Chairman
- b. Mr. Madan B Gosavi Member
- c. Ms. Namrata Sharma Member
- d. Mr. V. Ranganathan Member

Post resignation of Ms. Namrata Sharma on 10th February, 2024, the composition of Audit Committee as on 31st March, 2024 is as follows:

- a. Mr. Uttam Prakash Agarwal Chairman
- b. Mr. Madan B Gosavi Member
- c. Mr. V. Ranganathan Member

12. NOMINATION AND REMUNERATION COMMITTEE POLICY:

The Board has, on the recommendation of the Nomination and Remuneration Committee framed a Policy for selection and appointment of Directors, Senior Management and for other employees and their remuneration. The same has been disclosed on the website of the Company at <https://www.cerebracomputers.com/pdf/Policies/Nomination-and-Remuneration-Policy.pdf>. The composition, criteria for selection of Directors and the terms of reference of the Nomination and Remuneration Committee is stated in the Corporate Governance Report.

In view of the cessation of Mr. PE Krishnan and Mr. MVS Vasan and Mr. 11th April, 2023, the Committee was reconstituted as follows:

- a. Mr. S. Gopala Krishnan - Chairman
- b. Mr. V Ranganathan - Member
- c. Mr. P Vishwamurthy - Member

Further, in view of appointment of Independent Directors at the AGM held on 29th September, 2023, the Committee was reconstituted as follows on 16th October, 2023:

- a. Dr. Satish Chandra Chairman
- b. Mr. Uttam Prakash Agarwal Member
- c. Mr. Madan B Gosavi Member
- d. Ms. Namrata Sharma Member

Post resignation of Ms. Namrata Sharma on 10th February, 2024, the composition of Nomination and Remuneration Committee as on 31st March, 2024 is as follows:

- a. Dr. Satish Chandra Chairman
- b. Mr. Uttam Prakash Agarwal Member
- c. Mr. Madan B Gosavi Member

13. VIGIL MECHANISM/WHISTLE BLOWER POLICY:

The Company has established an effective Vigil Mechanism pursuant to the provisions of Sections 177(9) and (10) of the Companies Act, 2013 and as per Regulation 4(2)(d)(iv) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 which is available on website of the Company at <https://cerebracomputers.com/pdf/Policies/Policy-Whistle-Blower-and-Vigil-Mechanism.pdf> and there were no cases reported during the last period.

14. RECEIPT OF ANY COMMISSION BY MD / WTD FROM A COMPANY OR FOR RECEIPT OF COMMISSION / REMUNERATION FROM ITS HOLDING OR SUBSIDIARY:

No commission has been received by MD/WTD from a Company and/or receipt of commission/remuneration from its Subsidiary Companies to be provided during the financial year under review.

15. ANNUAL RETURN:

Pursuant to Section 92(3) of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, a copy of the Annual Return is placed on the website of the Company at <http://www.cerebracomputers.com/>

16. COMPLIANCE WITH THE APPLICABLE SECRETARIAL STANDARDS:

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings (SS-1) and General Meetings (SS-2) except some of the observations as mentioned in Secretarial Audit Report.

17. INFORMATION ABOUT THE FINANCIAL PERFORMANCE / FINANCIAL POSITION OF THE SUBSIDIARIES / ASSOCIATES / JV:

The Company has one Subsidiary namely;

- a) Cerebra LPO India Limited, India

Financial performance of the Subsidiary Company referred to in Section 129 of the Companies Act, 2013 in Form AOC-1 is annexed to this Report as **Annexure - I**.

Your Company did not have any Joint Venture or Associate Company as at the end of the Financial Year 2023-24.

The Policy for determining material Subsidiaries as approved by the Board is uploaded on the Company's website of the Company at <https://www.cerebracomputers.com/pdf/Policies/Policy-for-determining-Materiality-for-Disclosures.pdf>.

18. STATUTORY AUDITORS:

Messrs YCRJ & Associates, Chartered Accountants, Bangalore (Firm Registration No. 006927S) were appointed as Statutory Auditors of the Company for a period of 5 (five) years, to hold office from the conclusion of AGM 2020 till the conclusion of the 31st (thirty first) AGM to be held in the year 2025.

Messrs YCRJ & Associates, Chartered Accountants have confirmed that they satisfy the independence criteria as per Companies Act, 2013 and Code of ethics issued by the Institute of Chartered Accountants of India.

QUALIFICATIONS IN THE AUDIT REPORT:

Explanations by the Board on the comments of Statutory Auditors:

Sl. No.	Qualifications made by Statutory Auditors	Explanations by the Board
a.	The company has reported Rs.30.48 Crore as inventory held by the company including E-waste inventory as on 31.03.2024 after devaluing the stock to the extent of Rs.13 crore on adhoc basis, for which we have not been provided with item-wise details, movement of inventory during the period and basis for the valuation. Due to the nature of inventory majority being E-waste stock, we could not verify the quantity of the inventory and in the absence of sufficient audit evidence we are unable to comment on the compliance of IndAS - 2 "Inventory" and also, we are unable to validate the correctness of the quantity and value of inventory held as on 31.03.2024 and its consequential impact, if any, on the standalone Financial Results.	With respect to the qualification mentioned the management is of the opinion that the Company has maintained stock records. However, nature of inventory measurement of EPR materials can be done only on estimated basis. However, the Company has initiated the development of software to address the requirement.

b.	Loans and advances given by the company includes Rs.5.95 Crore receivable from its subsidiary company which is outstanding for more than 3 years. Also, the subsidiary company's auditors expressed concerns over the subsidiary company's ability to continue as going concern, as the net worth of the company has been completely eroded. The company has not made any provision for expected loss of said loan and its investment in equity shares (book value of Rs.0.035 Crore) of the said subsidiary company. And hence, loss reported in standalone financial results are under stated to the extent of Rs.5.98 Crore.	With respect to the qualification mentioned the management is proposing to merge the subsidiary company with the company or it will look out for outright sale for recovery of advance.
c.	Total Trade receivables of the company as on 31.03.2024 is Rs.195.33 crore, out of which Rs. 191.46 crore is outstanding for more than 1 year. However, the company has made provision for bad and doubtful debts only to the extent of Rs.34.02 crores. Also, the balance of trade receivables are subject to confirmation and therefore, we are unable to comment on the correctness of the provisions for bad and doubtful debts, recoverability of the said receivables and its impact, if any, on the standalone financial results.	touch with the parities for the settlement and they are in the opinion that the same is recoverable. Hence, no provision is made.
d.	The company is having outstanding dues recoverable from an overseas party amounting to Rs. 100.28 Crore on account of sale consideration of Company's erstwhile subsidiary M/s Cerebra Middle East FZCO Dubai, vide sale agreement dated 17.03.2022. As per the terms of the said agreement, the payment period now stands expired and overdue for payment for more than a year and the balances are subject to confirmation. The Company has not made any provision for bad and doubtful receivables, also the said balances were not restated as per the requirement of 21 "The effects of changes in foreign exchange rates". Hence, we are unable to comment on the regulatory compliances, recoverability of dues and its impact on the standalone Financial results.	As per our mutual agreement, the pending realization of advances, the advance amount of Rs.100.28 crores. The consideration of sale of investment is expected to be received in the next year. As per our opinion the receivable amount is good for recovery and no provision is requiring to be made on the same as well. Also as the amount is still be shown as receivable as per our agreement and therefore, the company is not a subsidiary. Therefore, there is no requirement of any adjustments to be made in the financial statement of the company. The same will be shown as receivable under capital advances balance for the year end 31.03.2024.
e.	The company has given Rs.30.81 crore (Rs.21.86 crore reported under current assets and Rs.8.95 crore reported under Non current assets) towards Capital Advances and Other Advances to various parties, which are outstanding for more than 1 year and no provision has been made in the books for bad and doubtful portion and no confirmation of balances have been provided. Hence, we are unable to comment on its recoverability and its consequential impact, if any, on the standalone financial results.	These are the advances made against the purchase of capital asset. These advances will be adjusted at the time of completion of the purchase. We confirm that, it will be adjusted or recovered in future and good for recovery. Therefore, no provision is required to be made against the same

19. SECRETARIAL AUDITOR:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Parameshwar G Bhat, Bangalore, a Company Secretary in Practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Auditor in Form MR-3 is annexed to this Report as **Annexure-II**.

Explanations by the Board on the comments of Secretarial Auditors:

Sl.No.	Qualifications made by the Secretarial Auditors	Explanations by the Board
a.	The Compliance under the Secretarial Standards on Board and Committee Meetings SS 1 and General Meetings SS 2 are not satisfactory. Some of the Minutes were not even signed by the Chairman and were not circulated to the Directors / Members as the case may be.	Due to the changes in the composition of the Board, there was difficulty in complying with the provisions. The Company has taken steps to comply the same.
b.	The Board Composition & Committee Constitutions were not in accordance with the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as 3 (three) Independent Directors resigned during the year. 4 (Four) Independent Directors were inducted on Board in the previous Annual General Meeting held on 29th September, 2023 which is beyond a period of 3 months.	From 11th April 2023 to 29th September 2023, the Board composition was not in compliance with Regulation 17 of SEBI (LODR) Regulations, 2015 due to resignation of Independent Directors.

		The Company has taken necessary steps and action and ensured compliance and appointed Independent Directors on 29th September, 2023 in the Annual General Meeting. The Company is in the process of identifying suitable candidate.
c.	Currently there is no Woman Director on the Board.	The Company is in the process of identifying suitable candidate.
d.	Several Notices were received from SEBI, NSE & BSE regarding non-compliances during the year. According to the information provided to me, suitable responses were provided by the Company and there are no pending notices.	The Company has provided suitable responses.
e.	Company has to take necessary steps to implement adequate systems and process and control mechanism to monitor and ensure compliance with applicable Labour Laws, environmental laws and other applicable laws as mentioned above.	The Company has taken steps and will comply.

20. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO:

(A) Conservation of energy:

Steps taken / impact on conservation of energy,	The Company's operations are not power intensive. Nevertheless, your Company has introduced various measures to conserve and minimize the use of energy wherever it is possible.
(i) Steps taken by the company for utilizing alternate sources of energy including waste generated	Nil
(ii) Capital investment on energy conservation equipment	Not Applicable
Total energy consumption and energy consumption per unit of production as per Form A	Not Applicable

(B) Technology absorption:

Efforts in brief, made towards technology absorption, adaptation and innovation	Nil
Benefits derived as a result of the above efforts, e.g. product improvement, cost reduction, product development, import substitution, etc.	Not Applicable
In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year), following information may be furnished:	Nil
Technology imported	Not Applicable
Year of Import	Not Applicable
Has technology been fully absorbed	Not Applicable
If not fully absorbed, areas where this has not taken place, reasons therefore and future plan of action	Not Applicable

(C) Research and Development (R&D)

Specific areas in which R & D carried out by the company	The Company has not carried out any research and development work during the course of the year.
Benefits derived as a result of the above R & D	Not Applicable
Future plan of action	Not Applicable
Expenditure on R & D	
(a) Capital	Nil
(b) Recurring	Nil
(c) Total	Nil
(d) Total R & D expenditure as a percentage of total turnover	Nil

(D) Foreign exchange earnings and Outgo

Activities relating to exports	Not Applicable
Initiatives taken to increase exports	Not Applicable
Development of new export markets for products and services	Not Applicable
Export plans	Not Applicable
Total Exchange used (Cash basis)	As on 31st March, 2024: Rs. Nil
Total Foreign Exchange Earned (Accrual Basis)	As on 31st March, 2024: Rs. Nil

21. RATIO OF REMUNERATION TO EACH DIRECTOR:

The Company had 48 employees as on 31st March, 2024. Pursuant to the provisions of Section 197(12) of the Companies Act, 2013 and read with Rules 5(1), (2) and (3) of the Companies (Appointment and Remuneration) Rules, 2014, details/disclosures of Ratio of Remuneration to each Director to the median employee's remuneration is annexed to this report as **Annexure-III**.

There are no employees receiving remuneration more than Rs. 1,02,00,000/- (Rupees One Crore Two Lakhs only) per annum and /or Rs. 8,50,000/- (Rupees Eight Lakhs Fifty Thousand only) per month. Therefore, statement/disclosure pursuant to Sub Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not required.

There are no employees posted and working in a country outside India, not being Directors or relatives, drawing more than Rs. 60,00,000/- (Rupees Sixty Lakhs only) per financial year or Rs. 5,00,000/- (Rupees Five Lakhs only) per month as the case may be. Therefore, statement/disclosure pursuant to Sub Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not required to be circulated to the members and is not attached to the Annual Report.

22. DEPOSITS:

Your Company has not invited/accepted/renewed any deposits from public as defined under the provisions of Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 and accordingly, there were no deposits which were due for repayment on or before 31st March, 2024.

23. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS:

Not applicable.

24. REVISION OF FINANCIAL STATEMENT OR THE ANNUAL REPORT:

As per the Secretarial Standards-4, in case the Company has revised its financial statement or the Report in respect of any of the three preceding financial years either voluntarily or pursuant to the order of a judicial authority, the detailed reasons for such revision shall be disclosed in the Report of the year as well as in the Report of the relevant financial year in which such revision is made.

No such revision of Financial Statements took place in any of the three preceding financial years under consideration.

25. CORPORATE INSOLVENCY RESOLUTION PROCESS INITIATED UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (IBC):

There is no such process initiated during the year, therefore said clause is not applicable to the Company.

26. FAILURE TO IMPLEMENT ANY CORPORATE ACTION:

There were no such events that took place during the year under consideration.

27. DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS:

Your Company has continued to maintain, high standards of internal control designed to provide adequate assurance on the efficiency of operations and security of its assets. The adequacy and effectiveness of the internal control across various activities, as well as compliance with laid-down systems and policies are comprehensively and frequently monitored by your Company's management at all levels of the organization. The Audit Committee, which meets at least four times a financial year, actively reviews internal control systems as well as financial disclosures with adequate participation, inputs from the Statutory, Internal and Corporate Secretarial Auditors. Based on the report of internal audit, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Any significant audit observations and corrective actions thereon are presented to the Audit Committee and the Board. No major internal control weakness was identified during the year. The Company also has a well-functioning Whistle Blower Policy in place.

The Board has appointed Messrs RPAR & Co LLP, Chartered Accountants as Internal Auditors of your Company for the Financial Year 2024-25.

28. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

During the financial year under review, the Company has not given any loan, Guarantees or made Investments within the meaning of Section 186 of the Companies Act, 2013.

29. RISK MANAGEMENT POLICY:

The Company has a Risk Management Policy pursuant to the requirements of Listing Regulations. The details of Committee and its terms of reference are set out in the Corporate Governance Report forming part of the Board's Report.

Annual Report 2023-2024

The Policy on Related Party Transactions as approved by the Board is uploaded on the Company's website at <https://cerebracomputers.com/pdf/Policies/2021-08-14-Cerebra-Risk-Management-Policy.pdf>.

30. INDUSTRIAL RELATIONS:

Industrial relations have been cordial and constructive, which have helped your Company to achieve production targets.

31. RELATED PARTY TRANSACTIONS:

There were no Related Party Transactions during the Financial Year for disclosure.

However, the Policy on Related Party Transactions as approved by the Board is uploaded on the Company's website at <https://cerebracomputers.com/pdf/Policies/2022-01-27-Policy-on-Related-Party-Transaction.pdf>.

32. FORMAL ANNUAL EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations, the Board has carried out an annual performance evaluation of its own performance and the Directors individually. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

Further, the Independent Directors, at their exclusive Meeting held on 14th February, 2024, reviewed the performance of the Board, its Chairman and Non-Executive Directors and other items as stipulated under the Listing Regulations. The Independent Directors have also declared their independence. The Nomination and Remuneration Committee has reviewed the existing criteria for evaluation of performance of the Independent Directors and the Board and reviewed the existing policy of remuneration of Directors.

33. LISTING WITH THE STOCK EXCHANGES:

The Company confirms that it has paid the Annual Listing Fees for the financial year 2024-25 to National Stock Exchange of India Limited (NSE) and BSE Limited where the Company's Shares are listed.

34. CORPORATE GOVERNANCE AND SHAREHOLDERS INFORMATION:

A separate Report on Corporate Governance in terms of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with a Certificate from a Practising Company Secretary regarding compliance to the Conditions stipulated under Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to this report as **Annexure IV**.

As required by SEBI (LODR) (Amendment) Regulations, 2018, 'Annual Secretarial Compliance Report' issued by Mr. Parameshwar G Bhat, Practising Company Secretary for the Financial Year ended 31st March, 2024 has been filed with the Stock Exchanges on 30th May, 2024.

Further, in compliance with the Listing Regulations, your Board has adhered to the Corporate Governance Code. All the requisite Committees are functioning in line with the guidelines.

As reported earlier, a reputed firm of independent Chartered Accountants has been carrying out the responsibilities of Internal Audit of the Company and periodically reporting their findings on systems, procedures and management practices.

35. CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY:

The Company has formulated CSR Policy pursuant to the provisions of Section 135 of the Companies Act, 2013. The Company has constituted a Corporate Social Responsibility (CSR) Committee comprising of the following Members:

1. Mr. V Ranganathan - Chairman
2. Mr. S Gopalakrishnan - Member
3. Mr. P Vishwamurthy - Member
4. Mr. P E Krishnan - Member

In view of the cessation of Mr. PE Krishnan and appointment of Independent Directors at the AGM held on 29th September, 2023, Committee was reconstituted

- a. Mr. Uttam Prakash Agarwal - Member
- b. Mr. Madan B Gosavi - Member
- c. Ms. Namrata Sharma - Member
- d. Dr. Satish Chandra - Chairman

Post resignation of Ms. Namrata Sharma, composition of Committee as on 31.03.2024 is as follows:

- a. Mr. Uttam Prakash Agarwal - Member
- b. Mr. Madan B Gosavi - Member
- c. Dr. Satish Chandra - Chairman

Since the Company does not meet the criteria for the applicability of Section 135 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2015, this clause is not applicable.

MANAGEMENT DISCUSSION AND ANALYSIS:

The Management Discussion and Analysis Report is annexed herewith as **Annexure V**.

36. BUSINESS RESPONSIBILITY REPORT:

Since your Company is one not among the top 1000 Listed Companies based on market capitalization as of 31st March, 2024, a separate Section on Business Responsibility Report is not applicable.

37. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

Your Company has always believed in providing a safe and harassment free workplace for every individual working in Company's premises through various interventions and practices. The Company always endeavours to create and provide an environment that is free from discrimination and harassment including sexual harassment.

Policy on Prevention of Sexual Harassment at Workplace has been released by the Company. The Policy aims at prevention of harassment of employees and lays down the guidelines for identification, reporting and prevention of undesired behaviour. The Internal Complaints Committee (ICC) was set up from the senior management with women employees constituting majority. The ICC is responsible for redressal of complaints related to sexual harassment and follows the guidelines provided in the Policy.

No complaints pertaining to sexual harassment was reported during the financial year.

38. DIRECTORS' RESPONSIBILITY STATEMENT:

In pursuance of Section 134(5) of the Companies Act, 2013, the Directors hereby confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors had prepared the annual accounts on a going concern basis; and
- (e) the Directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively

39. DISCLOSURE REQUIREMENTS:

As per SEBI Listing Regulations, the Corporate Governance Report with the Auditors' Certificate thereon and Management Discussion and Analysis are attached, which forms part of this report. The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India from time to time and that such systems are adequate and operating effectively.

40. DIVIDEND DISTRIBUTION POLICY:

The Dividend Distribution Policy is available on the website of the Company at www.cerebracomputers.com

41. ACKNOWLEDGEMENTS:

The Directors place on record their appreciation for valuable contribution made by employees at all levels, active support and encouragement received from the Government of India, Government of Karnataka, Company's Bankers, Customers, Principals, Business Associates and other Acquaintances.

Your Directors recognize the continued support extended by all the Shareholders and gratefully acknowledge with a firm belief that the support and trust will continue in future also.

For and on behalf of Cerebra Integrated Technologies Limited

Date: 29th May, 2024

Place: Bangalore

**V Ranganathan
Managing Director
DIN: 01247305
Address: Brindavan 90, 3rd Cross,
Sri Venkateshwara Krupa Layout
West of Chord Road, Bangalore-560 079**

**Vishwamurthy P
Whole Time Director
DIN: 01247336
Address: No.: 22 A, 'VANASUMA'
3rd Stage, 4th Block,
Basaveshwaranagar
Bangalore-560 010**

Form AOC-1

(Pursuant to first proviso to sub Section (3) of Section 129 read with Rule 5 of the Companies (Accounts) Rules, 2014)

Statement containing salient feature of the financial statement of Subsidiaries/ Associate Companies/ Joint Ventures

Part "A" Subsidiaries

(Information in respect of each Subsidiary to be presented with amounts in Rs.)

Sl. No.	Particulars	Cerebra LPO India Limited
1.	Reporting period (if different from the holding company's reporting period)	31st March, 2024
2.	Reporting currency and Exchange rate as on the last date of the relevant Financial Year in case of foreign subsidiaries)	INR
3.	Share Capital	5,00,000
4.	Reserves and surplus	-7,10,55,000
5.	Total assets	91000
6.	Total Liabilities	91000
7.	Investments	NIL
8.	Turnover	NIL
9.	Profit before taxation	-62,000
10.	Provision for taxation	NIL
11.	Profit after taxation	-62,000
12.	Proposed Dividend	Nil
13.	% of shareholding	70

For and on behalf of Cerebra Integrated Technologies Limited

Date: : 29.05.2024

Place: Bangalore

V Ranganathan
Managing Director
DIN: 01247305
Address: Brindavan 90, 3rd Cross,
Sri Venkateshwara Krupa Layout
West of Chord Road, Bangalore-560 079

Vishwamurthy P
Whole Time Director
DIN: 01247336
Address:No.: 22 A, 'VANASUMA'
3rd Stage, 4th Block,
Basaveshwaranagar
Bangalore-560079

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2024

Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members

CEREBRA INTEGRATED TECHNOLOGIES LIMITED

BANGALORE

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Cerebra Integrated Technologies Limited** (CIN: L85110KA1993PLC015091) (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31.03.2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Cerebra Integrated Technologies Limited for the financial year ended on 31.03.2024 according to the provisions of following Acts/Rules wherever applicable:

- i. The Companies Act, 2013 and the Rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ("SCRA, 1956") and the Rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act, 1992"): -
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018
 - (h) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (i) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
 - (j) Circulars/Guidelines issued there under;
- vi. The industry specific laws applicable to the Company are:
 1. The Information Technology Act, 2000
 2. Policy relating to Software Technology Parks of India and its regulations
 3. The Indian Copyright Act, 1957
 4. The Patents Act, 1970
 5. The Trade Marks Act, 1999
 6. E-Waste Management Rules, 2016
- vii. The other general laws as may be applicable to the Company, wherever applicable.

I have also examined compliances with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India on the Board and General Meetings i.e., SS - 1 and SS - 2.

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Certain non-material findings made during the course of the audit relating to the provisions of the Act, Labour Laws and Secretarial Standards. Following observations have been brought before the Shareholders which are treated as material in nature:

- a) *The Compliance under the Secretarial Standards on Board and Committee Meetings SS 1 and General Meetings SS 2 are not satisfactory.*
- b) *The Board Composition & Committee Constitutions were not in accordance with the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as 3 (three) Independent Directors resigned during the year. 4 (Four) Independent Directors were inducted on Board in the previous Annual General Meeting held on 29th September, 2023 which is beyond a period of 3 months.*
- c) *Currently there is no Women Director on the Board.*
- d) *Several Notices were received from SEBI, NSE & BSE regarding non-compliances during the year. According to the information provided to me, suitable responses were provided by the Company and there are no pending notices.*
- e) *Company has to take necessary steps to implement adequate systems and process and control mechanism to monitor and ensure compliance with applicable Labour Laws, environmental laws and other applicable laws as mentioned above.*

Further, I report that there were investor complaints registered on the SEBI Portal and it was informed that the Company had given proper replies to those complaints and the matter was closed.

Further, I report that with regard to financial and taxation matters, I have relied on the Audit Report, Limited Review Report and the Internal Audit Report provided by the Statutory/Internal Auditor as the case may be.

Place: Bangalore

Date: 29.05.2024

Parameshwar G. Bhat

FCS No.: 8860

C P No.: 11004

Peer review Certificate no.: 5508/2024

UDIN:F008860F000490044

Note: This report is to be read with my letter of even date which is annexed as Annexure and forms an integral part of this report.

'Annexure'

My report of even date is to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in the secretarial records. I believe that the processes and practices, I have followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company including records under Income Tax Act, Customs Act, Goods and Service Tax Act.
4. Where ever required, the Company has represented about the compliance of laws, rules and regulations and happening of events etc as applicable from time to time.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

Place: Bangalore

Date: 29.05.2024

Parameshwar G. Bhat

FCS No.: 8860

C P No.: 11004

RATIO OF REMUNERATION

(i) the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;	2:1
(ii) the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	1. Mr. V Ranganathan - Managing Director- 0% 2. Mr. P Vishwamurthy- Whole Time Director - 0% 3. Ms. Surbhi Jain -Company Secretary- 0% (w.e.f 06/11/2023)
(iii) the percentage increase in the median remuneration of employees in the financial year;	- 0%
(iv) the number of permanent employees on the rolls of company;	As on 31st March, 2024 48 Employees
(v) the explanation on the relationship between average increase in remuneration and company performance;	There has been no Increase in remuneration during the year
(vi) comparison of the remuneration of the Key Managerial Personnel against the performance of the company;	Remuneration paid to Key Managerial person is based on Remuneration Policy of the Company
(vii) variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year;	"Your Company's market capitalisation decreased by 11.91% to Rs 6.36 per share as of March 31, 2024 from Rs. 7.22 per share as of March 31, 2023. The Price Earnings ratio Decreased by 50% to -1.47 as of March 31, 2024 from 2.94 as of March 31, 2023. The closing price of Company's equity share in Stock Exchange as of March 31, 2024 was Rs. 6.36 per share, representing an decrease of 84.48% over the last previous preferential issue offer price.
(viii) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	This is as per the Company's increment guidelines
(ix) comparison of each remuneration of the Key Managerial Personnel against the performance of the company	This is as per the Company's increment guidelines
(x) the key parameters for any variable component of remuneration availed by the directors;	Not Applicable
(xi) the ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year;	Not Applicable
(xii) affirmation that the remuneration is as per the Remuneration Policy of the company.	Yes

For and on behalf of Cerebra Integrated Technologies Limited

Date: 29th May, 2024

Place: Bangalore

V Ranganathan
Managing Director
DIN: 01247305
Address: Brindavan 90, 3rd Cross,
Sri Venkateshwara Krupa Layout
West of Chord Road,
Bangalore-560079

Vishwamurthy P
Whole Time Director
DIN: 01247336
Address: No.: 22 A, 'VANASUMA'
3rd Stage, 4th Block,
Basaveshwaranagar
Bangalore-560 079

ANNEXURE TO THE BOARD'S REPORT ON CORPORATE GOVERNANCE

The Directors present the Company's Report on Corporate Governance for the financial year ended 31st March, 2024, in compliance with Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations").

1. A BRIEF STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

As reported in the last Annual Report, your Company has implemented and complied with the Corporate Governance Code recommended by Securities and Exchange Board of India (SEBI). Your Company shall always be managed with the principles of Good Corporate Governance with a view to enhance overall Shareholder value and to run the business effectively to achieve its corporate objectives.

2. BOARD OF DIRECTORS:

As on 31st March, 2024 the strength of the Board is 5 (Five) Directors, comprising of 2(two) Executive Directors, 3(Three) Non-Executive, Independent Directors. Chairman of the Board is a Non-Executive Independent Director. The profiles of the Directors are available on the website of the Company at www.cerebracomputers.com. The Company meets the requirement of Regulation 17(1) of the Listing Regulations read with Section 149 of the Companies Act, 2013 (the 'Act') in terms of the composition of its Board except woman Director.

Post resignation of 3 Independent Directors on 13th May, 2024, the present strength of Board is 2 (Two) Directors.

After due circulation of agenda and notes thereon, the Board of Directors met at reasonable periods of intervals to transact business on various Board's functions, responsibilities and accountabilities. Compliances of various Laws and Regulations along with the Corporate Philosophy, goal, plans and strategies have been dwelt at length by the Board at its various proceedings.

The Board of Directors confirms that all the Independent Directors of the Company are in compliance with the Act and fulfil the conditions specified under the Listing Regulations and are Independent of the Management of the Company.

Pursuant to Regulation 17A of the Listing Regulations, none of the Directors holds directorships in more than 7 (Seven) Listed Companies or 10 (ten) public companies or acts as an Independent Director in more than 7 (seven) Listed Companies. Also, none of them is a Member of more than 10 (ten) Committees or Chairperson of more than 5 (five) Committees across all the public companies in which he or she is a Director in terms of Regulation 26 of the Listing Regulations. Necessary disclosures regarding Committee positions in other public companies as on 31st March, 2024 has been received from the Directors.

Declaration under Schedule V, Part C, Clause 10(i) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018:

All the Directors have confirmed that they are neither debarred nor disqualified from being appointed or continuing as Director by Securities and Exchange Board of India / Ministry of Corporate Affairs or any such Statutory Authority.

As required under Regulation 25(8) of the Listing Regulations, the Independent Directors of the Company have confirmed that they are not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

The Company has obtained a Certificate to this effect from Mr. Vijayakrishna K.T., Practising Company Secretary, Bangalore as mandated under Schedule V, Part C, Clause 10(i) of SEBI (Listing Obligations and Disclosure Requirement) (Amendment) Regulations, 2018.

The details of the Directors' attendance at the Meetings of the Board of your Company during the Financial Year end 31st March, 2024 are furnished below:

Sl. No.	Name	DIN	Category	Designation	No. of Board Meetings attended	No. of Directorship in other Companies incorporated in India "including separately the names of the listed entities where the person is a director and the category of directorship."	No. of Committee memberships in other Companies incorporated in India	No. of Committee chairmanship in other Companies incorporated in India	Attended last AGM
1.	Mr. V Ranganathan	01247305	Executive Director (Promoter Group)	Managing Director	8	1	-	-	Yes
2.	Mr. P Vishwamurthy	01247336	Executive Director (Promoter Group)	Whole Time Director & CFO	8	1	-	-	Yes
3.	*Mr. Uttam Prakash Agarwal	01897686	Non-Executive and Independent Director	Independent Director	4	3 a. Zee Entertainment Enterprises Ltd b. 3I Infotech Ltd	2	2	No

4.	*Dr. Madan B Gosavi	01898255	Non-Executive and Independent Director	Independent Director	4	-	-	-	No
5.	*Dr. Satish Chandra	07866056	Non-Executive and Independent Director	Independent Director	4	-	-	-	No
6.	*Ms. Namrata Sharma	08593808	Non-Executive and Non-Independent Director	Independent Director	3	-	-	-	No
7.	Mr. Sheshadril Gopala	01898255	Non-Executive	Independent	7	-	-	-	Yes

- *Ms. Namrata Sharma resigned from the office of the Independent Director w.e.f. 10th February, 2024 due to personal reasons. Further, as confirmed by Ms. Namrata Sharma, there are no other material reasons other than mentioned above to resign before the expiry of the term as an Independent Director of the Company which is in pursuance of Regulation 30 read with Clause (7B) of Schedule III Part A of the Listing Regulations.
- * Mr. Uttam Prakash Agarwal, Dr. Madan Gosavi and Dr. Satish Chandra resigned from the office of the Director w.e.f. 13th May, 2024 due to below mentioned reasons:
 - i) After we were appointed as Independent Directors of the Company, we soon became aware of the Adjudication order by SEBI dated 12 October, 2023, for investigation into insider Trading of the stock of the Company. Additionally, the Company has also since received a demand notice from the GST and Income Tax authorities, and has not been keeping up with the good practices of Corporate Governance for which Board and Audit Committee had directed to get a forensic audit, to find out lapses into the same. Unfortunately, despite persistent follow-ups the management did not act upon the same..
 - ii) Further, as confirmed by Mr. Uttam Prakash Agarwal, Dr. Madan Gosavi and Dr. Satish Chandra, there are no other material reasons other than mentioned above to resign before the expiry of the term as an Independent Director of the Company which is in pursuance of Regulation 30 read with Clause (7B) of Schedule III Part A of the Listing Regulations.
- Mr. Gopala Krishnan Sheshadri has completed his second tenure of five consecutive years as Independent Director of the Company on 31st March, 2024.
- Further, Mr. V Ranganathan's (DIN: 01247305) term as Managing Director ended on 31st December, 2023. Based on the recommendation of the Nomination and Remuneration Committee, the Board re-appointed him as Managing Director for a period of three (3) years with effect from 1st January, 2024 to 31st December, 2026 and Shareholders have approved the re-appointment through Postal Ballot.
- Further, Mr. P Vishwamurthy's (DIN: 01247339) term as Wholetime Director ended on 31st December, 2023. Based on the recommendation of the Nomination and Remuneration Committee, the Board re-appointed him as Wholetime Director for a period of three (3) years with effect from 1st January, 2024 to 31st December, 2026 and Shareholders have approved the re-appointment through Postal Ballot.

Notes:

- a. Private Limited Companies, Foreign Companies and the Companies under Section 8 of the Companies Act, 2013 are excluded for the above purpose.
- b. Chairpersonship/ Membership in the Audit and Stakeholders' Relationship Committee of listed and un-listed Public Companies are considered for the above purpose.
- c. None of the Directors is a Member in neither more than 10 Committees, nor a Chairman in more than 5 Committees across all Companies in which he is a Director.
- d. "None of the Directors is related to each other.

DETAILS OF BOARD MEETINGS HELD DURING THE FINANCIAL YEAR:

The Meetings of the Board are held at regular intervals with a time gap of not more than 120 days between two consecutive Meetings.

The Board Directors duly met Eight (8) times during the Financial Year on 11th April, 2022;30th May,2023; 10th August, 2023; 06th September, 2023,16th October, 2023 ;06th November, 2022; 27th December, 2023 and 14thFebruary, 2024.

None of the Non-Executive Directors has any material pecuniary relationship or transactions with the Company.

Skills, Expertise and Competence of the Board of Directors

The following are the list of core skills / expertise / competencies identified by the Board of Directors:

- 1) Knowledge on Company's businesses, policies and culture major risks / threats and potential opportunities and knowledge of the industry in which the Company operates.
- 2) Leading growth through acquisitions and other business combinations, with the ability to assess, analyze the fit of a target with the Company's strategy and culture, accurately value transactions, and evaluate operational integration plans.
- 3) Business Strategy, Sales & Marketing, Management, Administration, Decision Making.
- 4) Knowledge about maintaining Board and Management accountability, protecting shareholders' interests, and governance practices.
- 5) Financial and Management skills.
- 6) Technical / Professional skills and specialized knowledge in relation to Company's business.

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Each Director's Skills / expertise / competencies as referred above in point nos.1 to 6:

Sl. No.	Name of the Director	Areas of expertise					
		1	2	3	4	5	6
1.	Mr. Uttam Prakash Agarwal	✓	✓	✓	✓	✓	✓
2.	Mr. V Ranganathan	✓	✓	✓	✓	✓	✓
3.	Mr. P Vishwamurthy	✓	✓	✓	✓	✓	✓
4.	Dr. Madan B Gosavi	✓	✓	✓	✓	✓	✓
5.	*Dr. Satish Chandra	✓	✓	✓	✓	✓	✓
6.	*Mr. P.E Krishnan	✓	✓	✓	✓	✓	✓
7.	*Mr. MVS Vasani	✓	✓	✓	✓	✓	✓
8.	*Ms. Bhavna Philipose	✓	✓	✓	✓	✓	✓

- *Mr. P.E Krishnan, Mr. MVS Vasani and Ms. Bhavna Philipose resigned from the office of the Independent Director w.e.f. 11th April, 2023 due to professional commitments. Further, as confirmed by Independent Directors, there are no other material reasons other than mentioned above to resign before the expiry of the term as Independent Directors of the Company which is in pursuance of Regulation 30 read with Clause (7B) of Schedule III Part A of the Listing Regulations.
- Mr. Uttam Prakash Agarwal, Dr. Madan Gosavi and Dr. Satish Chandra resigned from the office of the Director w.e.f. 13th May, 2024.
- Ms. Namrata Sharma resigned from the office of Independent Director w.e.f. 10th February, 2024.

3. AUDIT COMMITTEE:

The Audit Committee is responsible for over view of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible; recommending the appointment and removal of the Statutory and Internal Auditors, fixation of audit fees, the approval for payment for any other services and reviewing with the management the annual financial statements before submission to the Board.

The Committee also meets the management team and reviews the operations, new initiatives and performance of the business units. The Minutes of the Audit Committee are circulated to the Board, discussed and taken note of.

As on 31st March, 2024, the Audit Committee comprised of the following Members:

- Mr. Uttam Prakash Agarwal - Chairman
- Dr. Madan B Gosavi - Member
- Mr. V Ranganathan - Member

The Audit Committee met 4 (Four) times during the Financial Year on 30th May, 2023; 10th August, 2023; 6th November 2023; and 14th February, 2024.

The details of attendance of the Meetings of the Audit Committee are as follows:

Sl. No.	Name	No. of Meetings attended during the financial year
1.	Mr. Uttam Prakash Agarwal	2
2.	Dr. Madan B Gosavi	2
3.	Mr. V Ranganathan	4
4.	*Ms. Namrata Sharma	2
5.	*Mr. S Gopalakrishnan	2
6.	*Mr. P Vishwamurthy	2
7.	*Mr. P E Krishnan	0
8.	Mr. MVS Vasani	0

The Audit Committee reviewed the Financial Results, accounting and financial controls as well as Policies and practices as also internal control and Internal Audit Systems.

The terms of reference / role of the Audit Committee cover the matters specified for Audit Committees under Regulation 18 and Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) as well as the provisions of Section 177 of the Companies Act, 2013. The brief description of the terms of reference of the Audit Committee is given below:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;

- c) Approval of payment to the Statutory Auditors for any other services rendered by them;
- d) Reviewing, with the management, the annual Financial Statements and Auditor's Report thereon before submission to the Board for approval;
- e) Reviewing, with the management, the quarterly Financial results before submission to the board for approval;
- f) Reviewing the statement of significant related party transactions, if any;
- g) Discussion with Internal Auditors of any significant findings.

4. NOMINATION AND REMUNERATION COMMITTEE:

Pursuant to the provisions of Section 178 of the Act and Regulation 19 of Listing Regulations, the Board has constituted Nomination and Remuneration Committee.

Following are the terms of reference of the Committee inter-alia, the following:

- a) Chairman: Chairman of the Committee shall be an Independent Director as may be elected by the members of the Committee.
- b) Quorum: Quorum for Meeting of the Committee shall be a minimum of two members provided one of them shall always be an Independent Director.
- c) Frequency of Meetings: The Committee may meet at such times as may be deemed necessary.
- d) Role: The Role of the Committee shall include inter-alia the following:
 - Formulation of criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a Policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
 - Formulation of criteria for evaluation of Independent Directors and the Board including carrying out evaluation of every Director's performance;
 - Devising a Policy on Board diversity;
 - Identifying persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, and recommend to the Board for their appointment and removal.
 - Such other matters as may be prescribed under the Companies Act, 2013, listing agreement and by the Board of Directors of the Company from time to time.
 - Recommend to the Board, all remuneration, in whatever form, payable to Senior Management.
- e) Invitees: The Committee may invite such executives of the Company and such other persons as it may consider appropriate.
- f) Secretary to the Committee: The Company Secretary shall be the Secretary of the Committee who shall flag actions and serve as executive support to the Committee.

Remuneration of employees largely consists of base remuneration, perquisites and performance incentives.

As on 31st March, 2024, the Nomination and Remuneration Committee comprised of the following Members:

- a. Dr. Satish Chandra - Chairman
- b. Mr. Uttam Prakash Agarwal - Member
- c. Mr. Madan B Gosavi - Member
- d. *Ms. Namrata Sharma - Member

Ms. Namrata Sharma resigned from the office of Director with effect from 10th February, 2024

The Committee met 2 (Two) times during the Financial Year on 06th November, 2023 and 27th December, 2023

The details of attendance of the Meetings of the Nomination and Remuneration Committee are as follows:

SI. No.	Name	No. of Meetings attended during the financial year
1.	Dr. Satish Chandra	2
2.	Mr. Uttam Prakash Agarwal	2
3.	Mr. Madan B Gosavi	2
4.	Ms. Namrata Sharma	2

Details of remuneration of all Directors:

SI. No.	Name	Designation	Salary (in Rs)	Sitting fee (in Rs.)
Executive/Whole Time Directors				
1.	Mr. V Ranganathan	Managing Director	19,20,000	Nil
2.	Mr. P Vishwamurthy	Whole Time Director	19,20,000	Nil
Non-Executive and Independent / Non-Independent Directors				

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3.	Mr. PE Krishnan	Independent Director	Nil	0
4.	Mr. S Gopalakrishnan	Independent Director	Nil	50,000
7.	Mr. MVS VasanIndependent	Director	Nil	0
8.	Ms. Bhavna PhiliposeIndependent	Director	Nil	0
9.	*Mr. Uttam Prakash AgarwalIndependent	Director	Nil	50,000
10.	Dr. Madan B GosaviIndependent	Director	Nil	50,000
11.	Dr. Satish ChandralIndependent	Director	Nil	50,000

Fixed Component / Performance Linked Incentive / Criteria:

Performance related Bonus is payable to the Executive Directors only, as per the terms of the Agreement entered into between the Company and the Executive Directors.

Service Contract / Notice Period / Severance Fee:

- The Contracts of Service entered into by the Company with the Whole Time Directors and Chief Financial Officer and Director, provides that the Company and the Executive Directors shall be entitled to terminate the Agreement by giving Notice period as mentioned in the Agreement in writing on either side.
- No severance fee is payable by the Company to the Executive Directors on termination of the Agreement.

5. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The role of the Committee shall inter-alia include the following:

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of Shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by Shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the Shareholders of the Company.

As on 31st March, 2023, the Stakeholders' Relationship Committee was comprised of the following Members:

- Mr. S. Gopalakrishnan - Chairman
- Mr. P. E. Krishnan - Member
- Mr. MVS Vasan - Member

Post resignation of Independent Directors on 11th April, 2023 and induction of new Directors in the 29th AGM, and after resignation of Ms. Namrata Sharma on 10th February, 2024,

the constitution of Committee as on 31st March, 2024 as follows:

- Mr. Uttam Prakash Agarwal - Chairman
- Mr. P Vishwamurthy - Member
- Mr. V Ranganathan - Member

The Committee met once during the financial year on 06th November, 2023.

The details of attendance of the Meetings of the Stakeholders' Relationship Committee are as follows:

SI. No.	Name	No. of Meetings attended during the financial year
1.	Mr. Uttam Prakash Agarwal	1
2.	Mr. P Vishwamurthy	1
3.	Mr. V Ranganathan	1
4.	Ms. Namrata Sharma	1

The aforesaid Committee met continuously to address the various issues relating to the investors, including non-receipt of Annual Reports, Dividend related issues, Change of addresses, transfers of Shares, dematerialization and other related aspects. The Company has also continuously requisitioned the services of an Independent Practising Company Secretary to review the procedures followed by the Registrar of Share Transfer Agent.

No major grievance of any investor was pending as on 31st March, 2024.

Ms. Mala Poddar, former Company Secretary and the Compliance Officer of the Company resigned from the Company due to personal reasons w.e.f 10th August, 2023

Ms. Surbhi Jain was appointed as Compliance officer and Company Secretary on 06th November, 2023.

6. RISK MANAGEMENT COMMITTEE:

During the year, your Board has constituted Risk Management Committee comprising of five Members. The Committee met two times during the year. This Committee shoulders the responsibility of monitoring and reviewing the risk management plan and periodical review of the Risk Management Policy and appraise the Board about risk assessment and mitigation procedure. It also undertakes to ensure that Executive Management controls risks by means of properly designed risk management framework.

As on 31st March, 2023, the Risk Management Committee comprised of the following Members:

- a. Mr. V Ranganathan - Chairman
- b. Mr. P Vishwamurthy - Member
- c. Mr. MVS Vasani - Member
- d. Mr. Parthasarathi Naik - Member
- e. Mr. Ravi Neeladri - Member

Post resignation of Directors on 11th April, 2023 and appointment of new Directors in 29th AGM, the Committee was reconstituted and constitution of Committee as on 31st March, 2024 as follows:

- a. Mr. V. Ranganathan Chairman
- b. Mr. Uttam Prakash Agarwal Member
- c. Mr. P. Vishwamurthy Member
- d. Mr. Sheshadri Murthy Member
- e. Mr. Umashanker VP Member

The Committee met once during the financial year on 27th March, 2024.

The details of attendance of the Meetings of the Risk Management Committee are as follows:

Sl. No.	Name	No. of Meetings attended during the financial year
1.	Mr. V. Ranganathan	1
2.	Mr. Uttam Prakash Agarwal	1
3.	Mr. P. Vishwamurthy	1
4.	Mr. Sheshadri Murthy	1
5.	Mr. Umashanker VP	1

Risk Management Policy is hosted on the Company's website at www.cerebracomputers.com

7. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:

The Company has complied with the provisions of Section 135 of the Act and the Corporate Social Responsibility Committee has discharged its functions during the financial year under review.

The CSR Policy of the Company is disclosed on the website of the Company at https://www.cerebracomputers.com/pdf/Policies/Corporate_Social_Responsibility-Policy.pdf

As on 31st March, 2023, the Corporate Social Responsibility Committee comprised of the following Members:

- a. Mr. V Ranganathan - Chairman
- b. Mr. S Gopalakrishnan - Member
- c. Mr. P Vishwamurthy - Member
- d. Mr. P E Krishnan - Member

Post resignation of Directors on 11th April, 2023 and appointment of new Directors in 29th AGM, the Committee was reconstituted as follows and hence constitution of Committee as on 31st March, 2024 is as follows:

- e. Mr. Madan B Gosavi Chairman
- f. Mr. V. Ranganathan Member
- g. Ms. Namrata Sharma Member
- h. Mr. P. Vishwamurthy Member

- Ms. Namrata Sharma resigned from the office of Woman Independent Director due to personal reasons on 10th February, 2024.

The Committee has formulated a CSR Policy detailing the activities to be undertaken by the Company with a broad objective to create a significant positive impact in the lives of a large number of people and society – beyond its normal course of business operations.

8. INDEPENDENT DIRECTORS' MEETING:

During the financial year under review, the Independent Directors met on 14th February, 2024, inter-alia, to discuss:

- Evaluation of the performance of the Non-Independent Directors and the Board as a whole
- Evaluation of the quality, quantity and timelines of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform its duties

The Independent Directors appointed in 29th AGM viz., Mr. Uttam Prakash Agarwal, Dr. Satish Chandra, Dr. Madan B Gosavi and Mr. S Gopalakrishnan were present at the Meeting.

- *Ms. Namrata Sharma resigned from the office of the Independent Director w.e.f. 10th February, 2024 due to personal reasons.

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The Company had also further during the financial year, conducted Familiarisation programme for Independent Directors of the Company and the details of such familiarisation programmes are disseminated on the website of the Company at <http://cerebracomputers.com/reports-and-filings/#1507712636471-31397811-0284be2a-74> Senior Management.

Particulars of senior management including the changes therein since the close of the previous financial year.

S.No	Name	Designation
1.	Mr. V Ranganathan	Managing Director (Re-appointed w.e.f 01.01.2024)
2.	Mr. P Vishwamurthy	Wholetime Director (Re-appointed w.e.f 01.01.2024)
3.	Ms. Surbhi Jain	Company Secretary (Appointed w.e.f 06.11.2023)
4.	Ms. Mala Poddar	Company Secretary (Resigned w.e.f 10.08.2023)
5.	Mr. Sheshadri Murthy	Head of Accounts Department (Resigned w.e.f 31.03.2024)
6.	Mr. Umashankar S	Head of Marketing Department
7.	Mr. Senthil Kumar	Head of Factory

9. CRITERIA FOR MAKING PAYMENTS TO NON- EXECUTIVE DIRECTORS:

The Company has laid down the criteria for making payments to the Non-Executive Directors. The details of such criteria are available on the website of the Company at <https://www.cerebracomputers.com/pdf/Policies/Criteria-for-making-payments-to-Non-Executive-Directors.pdf>

10. PERFORMANCE EVALUATION:

Pursuant to the provisions of the Act and Listing Regulations, the Board has carried out the annual performance evaluation of its own performance and its Committee's and the Directors individually. A structured questionnaire was prepared covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance etc.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performances of the Committees were evaluated by the Board after seeking inputs from the committee members on the basis of criteria such as the composition of Committees, effectiveness of Committee Meetings, etc.

The above criteria are broadly based on the Guidance Note on Board Evaluation issued by Securities and Exchange Board of India on January 5, 2017.

In a separate Meeting of Independent Directors, performance of Non-Independent Directors, the Board as a whole and the Chairman of the Company was evaluated, taking into account the views of Executive Directors and Non-Executive Directors.

The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual Director to the Board and Committee Meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in Meetings, etc.

At the Board Meeting that followed the Meeting of the Independent Directors and Meeting of Nomination and Remuneration Committee, the performance of the Board, its Committees, and individual Directors was also discussed. Performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated.

The Company had also further during the financial year, conducted Familiarization program for Independent Directors of the Company and the details of such familiarization programs are disseminated on the website of the Company at http://cerebracomputers.com/wpcontent/uploads/2020/03/Familiarisation_Program_ID.pdf.

11. SHARES HELD BY NON-EXECUTIVE DIRECTORS:

There were no Non-Executive Directors as on 31st March, 2024, who hold Shares in the Company.

12. COMPLIANCE OFFICER AND ADDRESS FOR CORRESPONDENCE:

Ms. Surbhi Jain
Company Secretary and Compliance Officer
Cerebra Integrated Technologies Limited
S5, Off 3rdCross, Peenya Industrial Area
Peenya I Stage, Bengaluru -560058
Tel.: 1800-425-46969
Fax: 080-22046980
Email: cs@cerebracomputers.com
Website: www.cerebracomputers.com

13. DETAILS OF ANNUAL GENERAL MEETING (AGM):

Year	Date	Time	Location
2020-21	30th September, 2021	03:00 PM	Through Video Conferencing
2021-22	29th September, 2022	02:00PM	Through Video Conferencing
2022-23	29th September, 2023	02:30PM	Through Video Conferencing

Particulars of Special Resolutions passed in the last 3 (three) AGMs are given below:

30th September, 2021	NIL
29th September, 2022	NIL
29th September, 2023	<ol style="list-style-type: none"> 1. Appointment of Mr. Uttam Prakash Agarwal (DIN: 00272983) as a Director in the category of Non- Executive Independent Director of the Company. 2. Appointment of Mr. Satish Chandra(DIN: 10301960) as a Director in the category of Non- Executive Independent Director of the Company 3. Appointment of Mr. Madan B. Gosavi (DIN: 10303662) as a Director in the category of Non- Executive Independent Director of the Company 4. Appointment of Ms.Namrata Sharma (DIN: 10132544) as a Director in the category of Non- Executive Independent Director of the Company

Postal ballot During the financial year, the following special resolutions were passed by the shareholders by the requisite majority by way of postal ballot through e-voting.

Date of Postal Ballot notice	Resolution Passed	Voting results	Approval Date	Scrutinizer
-	Approval for Re Appointment of Mr. V Ranganathan (Holding DIN : 01247305), as Managing Director of the Company Approval for Re Appointment of Mr. P Vishwamurthy (Holding DIN: 01247336), as Managing Director of the Company	Voting in favour 81.36% Voting against 18.37%	29th March, 2024	Parameshwar G Bhat (FCS 8860 and CP 11004)

14. MEANS OF COMMUNICATION:

Quarterly/half yearly/Annual Financial Results are forwarded to the Stock Exchanges, Published in Financial Express English and E-Sanje Kannada Newspapers. The Company's financial results and shareholding pattern are also displayed on the Company's website. The Company does not make any presentations to the Institutional investors or to the Analysts.

15. DISCLOSURES:

SUBSIDIARY COMPANIES:

The Company has one Subsidiary as mentioned below:

- a) Cerebra LPO India Limited

The Financials of the Subsidiary Company have been duly reviewed by the Audit Committee and the Board of the Holding Company. The Board Minutes of the Unlisted Subsidiary Company have been placed before the Board of the Holding Company. The Holding Company's Board is also periodically informed about all significant transactions and arrangements entered into by the Subsidiary Company. The Company has also formulated a Policy for determining the Material Subsidiary and the details of such policies as approved by the Board are disseminated in the website of the Company at <http://cerebracomputers.com/wp-content/uploads/2020/03/Policy-for-determining-Material-subsidiaries.pdf> .

16. RELATED PARTY TRANSACTIONS:

There were no Related Party Transactions as per Section 188 of the Companies Act, 2013 during the financial year.

Further, the Company has disclosed the Policy on dealing with Related Party Transactions on its website at <http://www.cerebracomputers.com/pdf/Policies/Policy-on-Related-Party-Transaction.pdf>

17. RISK MANAGEMENT:

As an established practice, at each Meeting of the Board, the Directors are updated on Risk Identification and steps taken to mitigate the same.

All the insurable assets of the Company are deemed to have been adequately insured.

18. SECRETARIAL COMPLIANCE CERTIFICATE:

SEBI (LODR)(Amendment) Regulations, 2018 mandates the Company to obtain a 'Annual Secretarial Compliance Report' in the prescribed format from a Practicing Company Secretary which has been obtained and filed with the Stock Exchange on May 30, 2024.

19. OUTSTANDING GDRS/ADRS/WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY:

There were no outstanding GDRS/ADRS/Warrants or any Convertible Instruments, Conversion Date and Likely Impact on Equity during the Financial Year.

20. CODE OF CONDUCT:

The Company has adopted Code of Conduct which has been implemented. The Code of Conduct is made applicable to the Directors and Senior Management Team. The Code of Conduct is available on the website of the Company at url: https://www.cerebracomputers.com/pdf/Policies/Code-of-Conduct_Senior-Management-1.pdf

Requisite annual affirmations of compliance with respective codes have been made by the Directors and Senior Management of the Company for the period 1st April 2023 to 31st March, 2024.

The Certificate by the CEO of the Company concerning compliance with the Code of Conduct for Directors and Senior Management is given below:

Code of Conduct for Directors and Senior Management

CEO Confirmation

I hereby confirm that:

The Company has obtained from the Directors and Senior Management personnel affirmation that they have complied with the above code for, and in respect of, the financial year ended 31st March, 2024.

Place: Bengaluru
Date: 29th May, 2024

V. Ranganathan
Managing Director
DIN: 01247305

21. REPORTING OF INTERNAL AUDITORS:

The Internal Auditors duly appointed, reports to the Audit Committee.

22. CEO AND CFO CERTIFICATION:

The Managing Director and the Chief Financial Officer of the Company have certified to the Board of Directors, inter-alia, the accuracy of financial statements and adequacy of Internal Controls for the financial reporting purpose as required under SEBI Regulations, for the period ended 31st March, 2024.

23. GENERAL SHAREHOLDERS' INFORMATION:

The following information would be useful to the Shareholders:

1. Annual General Meeting Date and Time: At 04:30 PM, 29th September, 2024
2. Venue: Through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")
3. Financial Year: 1st April, 2023 to 31st March, 2024
4. Book Closure Date: Friday, 20th September, 2024
5. Listing on Stock Exchange at:
 - a. BSE Limited
 - b. National Stock Exchange of India Limited (NSE)

24. DEPOSITORIES:

National Securities Depository Limited

Central Depository Services Limited

Stock Code: BSE-532413

NSE- CEREBRAINT

Demat arrangement with NSDL and CDSL: INE345B01019

25. REGISTRARS AND SHARE TRANSFER AGENTS:

KFIN Technologies Limited

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@kfintech.com

26. STOCK MARKET DATA:

BSE Limited

Scrip Code: 532413

(In Rupees)

Month	Open Price	High Price	Low Price	Close Price
Apr-23	7.41	8.38	7.00	7.40
May-23	7.21	7.78	6.45	6.60
Jun-23	6.84	6.85	5.85	5.91
Jul-23	6.15	7.09	5.53	6.20
Aug-23	6.08	6.08	4.45	5.61
Sep-23	5.75	6.48	5.66	5.70
Oct-23	5.79	8.20	5.59	6.90
Nov-23	7.20	7.50	6.51	6.77
Dec-23	6.80	7.74	6.61	7.33
Jan-24	7.46	10.27	7.11	10.27
Feb-24	10.74	12.44	7.86	8.08
Mar-24	8.30	8.30	6.22	6.36

National Stock Exchange of India Limited, (NSE)

Scrip Code: CEREBRAINT

(In Rupees)

Month	Open Price	High Price	Low Price	Close Price
Apr-23	7.20	8.30	7.05	7.40
May-23	7.50	7.55	6.40	6.55
Jun-23	6.60	6.80	5.90	5.95
Jul-23	5.95	7.00	5.45	6.40
Aug-23	6.30	6.30	4.60	5.55
Sep-23	5.80	6.35	5.60	5.60
Oct-23	5.70	8.25	5.45	7.05
Nov-23	7.30	7.50	6.60	6.75
Dec-23	6.85	7.75	6.55	7.35
Jan-24	7.40	10.25	7.10	10.25
Feb-24	10.75	12.35	7.85	8.00
Mar-24	8.20	8.20	6.20	6.30

27. SHARE TRANSFER SYSTEM:

The Company in consultation with the RTA ensures that the transfers of Shares in dematerialization take place well within the time limits.

28. Distribution of Shareholding as at 31st March, 2024:

Category (Amount)	No. of Holders	% to holders	Total Shares
1 - 500	26966	66.53	3951979
501 - 1000	4786	11.81	3993427
1001 - 2000	3288	8.11	5112389
2001 - 3000	1474	3.64	3813273
3001 - 4000	775	1.91	2802564
4001 - 5000	723	1.78	3444378
5001 - 10000	1212	2.99	9248601
10001 - 20000	641	1.58	9406703
20001 and above	670	1.65	79413168
TOTAL	40535	100.00	121186482

Categories of Shareholding as at 31st March, 2024:

Category	No. of Shares held	% of holding
Promoters Holding:		
i. Indian Promoters	1017065	0.84
ii. Foreign Promoters	Nil	Nil
Sub Total	1017065	0.84

Non-Promoters Holding:	Nil	Nil
Mutual Fund and UTI		
Foreign Portfolio Investors & Foreign Collaborators	11818	0.1
Body Corporate	7590737	6.26
Overseas Body Corporate	9200000	7.59
NRIs	5397768	4.45
General Public & HUF	97902036	80.79
Clearing Members	998	0.0
NBFCs Registered with RB	166060	0.05
Sub Total	120169417	99.16
Grand Total	121186482	100

Note: The Paid-up Capital of the Company was reduced from Rs. 1,21,18,64,820/- (Rupees One Hundred and Twenty One Crores Eighteen Lakhs Sixty Four Thousand Eight Hundred and Twenty only) divided into 12,11,86,482 (Twelve Crores Eleven Lakhs Eighty Six Thousand Four Hundred and Eighty Two) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 1,11,98,64,820/- (Rupees One Hundred and Eleven Crores Ninety Eight Lakhs Sixty Four Thousand Eight Hundred and Twenty only) divided into 11,19,86,482 (Eleven Crores Nineteen Lakhs Eighty Six Thousand Four Hundred and Eighty Two) Equity Shares of Rs. 10/- (Rupees Ten only) each pursuant to the Order of the Hon'ble National Company Law Tribunal, Bengaluru Bench vide its Order No. C.P. No. 157/BB/2020 dated 8th December, 2021 in the matter of Reduction of Paid-up Capital of the Company. The said Order was approved by the Registrar of Companies, Karnataka on 4th February, 2022.

Dematerialization of Shares and liquidity as at 31st March, 2024:

About 94.10% of the 11,40,33,468 outstanding Equity Shares have been dematerialized up to March 31, 2024.

29. Dematerialization of Shares:

The Company's Shares are admitted into both the depositories viz. National Securities Depository Limited [NSDL] and Central Depository Services (India) Limited [CDSL] and the ISIN allotted for the Equity Shares of the Company is INE345B01019 and about 94.10% of the Shares of the Company are held in demat form as on 31st March, 2024.

30. Management Discussion and Analysis:

The Management Discussion and Analysis is attached to the Board's Report and is a part of this Annual Report.

31. Details of compliance with mandatory requirements:

The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time).

This Corporate Governance Report of the Company for the financial year 2022-23 is in compliance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

32. Details of non-compliance by the Company, penalties, and structures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years:

The Company has complied with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as Regulations and Guidelines of SEBI and other Statutory Authorities on all matters relating to the Capital Markets. The Company has not paid any fines during the last three financial years.

33. ANNUAL SECRETARIAL COMPLIANCE CERTIFICATE:

Pursuant to the provisions of SEBI (LODR)(Amendment) Regulations, 2018, the Company has obtained annual 'Secretarial Compliance Certificate' for the financial year 2023-24 in the prescribed format from a Practising Company Secretary and filed the same with the Stock Exchanges in the prescribed time limit.

34. OTHER DISCLOSURES:

(i) Materially Significant Related Party Transactions

There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

(ii) Policy for determining Material subsidiaries

The Company does not have Material subsidiary. Further, the Company has disclosed the Policy for determining Material subsidiaries on its website at www.cerebracomputers.com

(iii) Vigil Mechanism

The Company has a Vigil Mechanism for Directors and Employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The mechanism provides for adequate safeguards for victimization of Director(s) / Employee(s) who avail of the mechanism. In exceptional cases, Directors and Employees have direct access to the Chairman of the Audit Committee. No personnel of the Company have been denied access to the Chairman of the Audit Committee, for making complaint on any integrity issue. The Whistle Blowing Policy is available on the Company's website at <https://www.cerebracomputers.com/pdf/Policies/Policy-Whistle-Blower-and-Vigil-Mechanism.pdf>

(iv) Details in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

- a. Number of complaints filed during the financial year: 0
- b. Number of complaints disposed of during the financial year: 0
- c. Number of complaints pending as on end of the financial year:0

35. Compliance with Discretionary Requirements:

The Company has also ensured the implementation of non-mandatory items such as:

i) Shareholder Rights

The Company's quarterly and half-yearly financial results including summary of the significant events are published in the newspapers and the results were also uploaded on the Company's website. Therefore, no individual intimations were sent to the Shareholders. However, based on the requests from Shareholders, if any, the Company would provide them individually.

ii) Audit qualifications

Statutory Auditors have issued modified Audit Report on the Accounts for the year ended 31st March, 2024. The Management responses for such qualified opinion have been covered in the Board's Report.

iii) Reporting of Internal Auditors:

Internal Auditors directly report to the Chairperson of the Audit Committee. The Internal Auditors will have regular Meetings with the Chairman of the Audit Committee.

iv) Separate posts of the Chairman and the CEO

The Company has appointed separate persons to the post of the Chairman and the CEO.

36. Details of fees paid by the Company and its subsidiaries, on a consolidated basis, to the Statutory Auditor and all entities in the network firm/network entity of which the Statutory Auditor is a part as per Clause 10 (k), Part C of Schedule V of SEBI (LODR) Regulations, 2015:

The Company has paid Rs.12,00,000/- to the Statutory Auditors in the financial year 2023-24 for all the services rendered by them to the Company and its Subsidiaries.

37. Certification on Corporate Governance:

Compliance Certificate from Practicing Company Secretary regarding compliance of conditions of Corporate Governance is attached to the Board's Report and is a part of this Annual Report.

38. Plant Locations:

1. S5, Off 3rd Cross, Peenya Industrial Area
Peenya I Stage, Bengaluru-560 058
Karnataka, India
Phone: 1800 4254 6969
2. Plot No. 41 to 46
KIADB, Narasapura Industrial Area
Appsandra Village, Narasapura Hobli
Kolar District-563 133
Karnataka, India
Phone: 08152-297039

Annual Report 2023-2024

39. Address for correspondence:

Cerebra Integrated Technologies Limited
S5, Off 3rd Cross, Peenya Industrial Area
Peenya I Stage, Bengaluru -560 058
Tel.: 1800-425-46969
Email: investors@cerebracomputers.com
Website: www.cerebracomputers.com

For and on behalf of Cerebra Integrated Technologies Limited

Date: 29th May, 2024

Place: Bangalore

V Ranganathan
Managing Director
DIN: 01247305
Address: Brindavan 90, 3rd Cross,
Sri Venkateshwara Krupa Layout
West of Chord Road, Bangalore-560 079

Vishwamurthy P
Whole Time Director & CFO
DIN: 01247336
Address: No.: 22 A, 'VANASUMA'
3rd Stage, 4th Block,
Basaveshwaranagar
Bangalore-560079

CEO/CFO CERTIFICATION FOR THE YEAR ENDED 31ST MARCH, 2024

To
The Board of Directors
Cerebra Integrated Technologies Limited
Bengaluru

We, V Ranganathan, Managing Director and P Vishwamurthy, Chief Financial Officer & Whole Time Director of Cerebra Integrated Technologies Limited, certify that:

- A. We have reviewed financial statements and the cash flow statement for the year ended March 31, 2024 and that to the best of our knowledge and belief:
 - (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee;
 - (1) there were no significant changes in internal control over financial reporting during the year ended March 31, 2024;
 - (2) there were no significant changes in accounting policies during the year ended March 31, 2024; and
 - (3) there were no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Bengaluru
Date: 29th May, 2024

V Ranganathan
Managing Director
DIN: 01247305

Vishwamurthy P
Chief Financial Officer & WTD
DIN: 01247336

**CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE AS REQUIRED UNDER
SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS)
REGULATIONS, 2015**

To

The Members

Cerebra Integrated Technologies Limited

Bangalore

I have examined all the relevant records of Cerebra Integrated Technologies Limited ('the Company') for the purpose of certifying the compliances of the conditions of Corporate Governance by the Company for the financial year ended 31st March, 2024 as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

The compliance of the conditions of Corporate Governance is the responsibility of the Management. My examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations except composition of the Board and Committees of the Company during the year.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Place: Bangalore

Date: : 29.05.2024

Vijayakrishna K T
Practising Company Secretary
Peer Review Certificate No.1883/2022
UDIN:F001788E000420118

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

*(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)*

To
The Members
Cerebra Integrated Technologies Limited
S-5, Off 3rd Cross, Peenya Indl. Area
Peenya I Stage Bangalore -560058

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of CEREBRA INTEGRATED TECHNOLOGIES LIMITED having CIN L85110KA1993PLC015091 and having registered office at S5, Off 3rd Cross, Peenya Indl. Area, Peenya I Stage Bangalore 5600583 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Director Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31st March, 2023 has been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, the Ministry of Corporate Affairs, or any such other Statutory Authority:

Sl No.	Name of Director	DIN	Date of appointment in the Company
1.	Mr. Ranganathan Venkatraman	01247305	01.01.2009
2.	Mr. Vishwamurthy Phalanetra	01247336	18.07.1996
3.	Mr. Uttam Prakash Agarwal	00272983	29.09.2023
4.	Mr. Gopala Krishnan Seshadri	01898255	24.09.1997
5.	Dr. Satish Chandra	10301960	29.09.2023
6.	Dr. Madan B Gosavi	10303662	29.09.2023

Ensuring the eligibility of for the appointment/continuity of every Director on the Board is the responsibility of the Management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Place: Bangalore
Date: 29.05.2024

Vijayakrishna K T
Practising Company Secretary
Peer review Certificate No.1883/2022
UDIN:F001788F000490155

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

a) INDUSTRY STRUCTURE AND DEVELOPMENT:

As India's e-waste problem grows, with 1.1 million tonnes of e-waste generated in 2019-20—just after China and the USA, the government has taken specific measures towards formalising the e-waste recycling space in the country. Replacing the E-Waste (Management) Rules, 2016—that made it compulsory for dismantling and recycling units to get authorisation from the concerned departments—are the E-Waste (Management) Rules, 2022, that kicked in from April 1, 2023.

The latest rules introduce the new Extended Producer Responsibility (EPR) regime that will apply to every manufacturer, producer, refurbisher, dismantler and recycler of electronic products, with the scope of products also being expanded.

b) OPPORTUNITIES AND THREATS:

OPPORTUNITIES:

- New Rules from 1st April 2023
- Single largest growth oriented business segment— E-Waste Recycling
- Coverage has increased from 30 products to almost 100 and virtually everything that runs on Electric or Electronic circuits has been covered.
- Potential global partnerships for setup in India
- Work with customers on providing end to end services in both areas
- Association with big brands paving way to add other major brands who are not yet customers

THREATS:

- Liability of past – without support have to bring in huge amounts of funds into the company
- Sustaining enormous EBIDTA as promised to investors
- Large corporate houses getting into the e waste space
- Change of guard and thus exposure of past
- Covid-19

c) SEGMENT WISE OR PRODUCT WISE PERFORMANCE

As on 31st March 2024, the Company has focussed more on E-Waste Recycling EPR Business and has since reduced the refurbished business wherein it requires increased capital in acquiring assets from companies. It has its major business coming in from EPR [Extended Producer Responsibility] commitments for large consumer electric and electronic companies in India. It has in total recycled about 9200 Metric Tonnes of Waste Electronic and Electrical Equipment's. Its looking at concentrating on its EPR business and also adding other consumer electrical & electronic large manufacturing companies into its ever growing list of clients. The internal reporting and performance of the Group is assessed by the Managing Director as E-Waste Recycling & Refurbishment segment.

d) OUTLOOK:

India generated 3.1 million tonnes of E- Waste in 2021 and only around 10% of this E–Waste is collected by formal sector. Your Company has seen more opportunities and also has been signing up with more partnerships and agreements with large IT and Corporate India Companies. In India, refurbish and reuse is gathering pace and is reflected in about 12 million units of refurbished PC sales annually. The refurbished category is growing at 4X on a YoY basis. Credit pressures this time around could possibly be higher than the previous year, given the prolonged stress till date and the likelihood of limited fiscal or policy support in the absence of force majeure conditions like last time.

e) RISKS AND CONCERNS:

While Opportunities are huge, compliance is a major concern, Laws are becoming more stringent and Companies expectations are in tune with these compliances. Quality resources are hard to find for a business which is dealing with Recycling & Refurbishment.

Your Company's risk management strategy encompasses in-depth identification, assessment and prioritization of risk followed by speedy mobilization of Quality resources to minimize, monitor and control the losses of unfortunate events.

f) INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

Your Company has an adequate system of internal controls which commensurate with its size to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition. All the transactions are authorized, recorded and reported correctly.

The Company's internal control systems are further supplemented by an extensive programme of internal audit by a firm of Chartered Accountants and periodic review by the Management. The Internal Control system is designed to ensure that all financial and other records are reliable for preparing Financial Statements and for maintaining accountability of assets.

g) MATERIAL DEVELOPMENTS IN HUMAN RESOURCES & INDUSTRIAL RELATIONS FRONT INCLUDING NUMBER OF PEOPLE EMPLOYED:

Employees continue to be the key for the continued success of any Organization. Industrial relations have been generally harmonious at the factory and offices. Sound human resource development policies of the Company ensure that each employee grows as an individual and contributes to the performance and growth of the Company. Regular in-house training programs to employees at all levels help to achieve this objective. While getting skilled manpower at some levels in the operations continues to be a challenge, employee turnover remained low during the year. The Company has satisfactory human resource department in place to address Human Resource challenges faced by the employees of the Company.

h) DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

Due to various constraints and not enough working capital the progress has been slow and the Company has not been able to push hard in some of the areas and are focussing on a few funding options and hopefully we should be able to raise money and put the Company back on rails.

E-Waste Recycling Business:

Globally only 17.4% of Electronic Waste is documented to be collected and recycled properly thus realising 10 Billion \$ worth of raw materials which can be used in remanufacturing of new products. India generated 3.1 million tonnes of E- Waste in 2021 and only around 10% of this E – Waste is collected by formal sector. In India, refurbish and reuse is gathering pace and is reflected in about 12 million units of refurbished PC sales annually. The refurbished category is growing at 4X on a YoY basis.

Government of India for the first time in the budget speech has acknowledged Circular Economy and its benefits. The increase in affluence during the last century, especially in the industrialized countries, have generated a linear economy and a consumer society. This growth came at the expense of resources, the environment and human health. Recently, moves towards a circular economy have shown the potential of decoupling growth from resource use, maintaining affluence and taking the environment, resources and health of people into account. A circular economy aims to maintain value of products, components and materials throughout their entire lifecycles. The longer a product can retain its functionality, for example through repair or reuse, the higher value and environmental savings are obtained in the system. After a product reaches the end of its functional life, the reuse of components or parts (remanufacture) is preferred over recycling of it.

Your company has already embraced the idea of Circular Economy. It has been successful in employing repair, remanufacture, remarket and recycle processes thus enabling the extension of end of life products. By extending the end of life of a single PC, we can delay a carbon footprint of 422.5 KGs by couple of years. Your company has refurbished over 40,000 PCs during last financial year.

Your company has completed the third facility at Narsapura and obtained 40,000 MT capacity authorisation from Karnataka State Pollution Control Board which is double the capacity of previous year.

Your company has partnered with large OEMs and world's largest data storage company to collect the used/end of life assets from bulk consumers. Your company has added four large OEMs as customers in the EPR business segment.

Recruitment:

The division has been recruiting continuously at all levels and new recruits inducted at both senior levels and managers;

The division is focussed on devising and executing people strategies –building the right talent with cost effective measures like references, job posts on professional sites etc. We take every effort to motivate the team across the organization and to retain ourstar employees. We ensure that all our policies and practices are in alignment to our business objectives.

EPR has field executives, collection centres at different parts of country and MIS team in factory and branch offices in Bangalore as well as at Noida. We have a robust procurement team focused on procurement of IT and EPR products at PAN India level. The workforce in Refurbishment & Recycling divisions at factory consists of qualified operators and supervisors. We have skilledsales professionals engaged in sales and leasing of IT assets to end customers like individual buyers, institutions, corporates etc.

Enterprise Solutions Division

Your Company continues to implement various IT based projects for the government agencies, departments and institutions as in the past many years. Your company studies the customers infrastructure requirements, identifies pain points and accordingly designs and plans their It requirements which includes hardware and software comprising of client endpoints, servers, storage, networking, security, application software among others and ensures successful implementation for optimal performance.

Regional Transport Office, GoK – We have received work order for continuation of operations and maintenance of the Automated Driving Testing System and the same is work in progress. Additionally, work order for 3 new centres received and work in progress. We continue to provide maintenance services for the P-Gates at Bangalore International Airport Limited. We have completed supply and installation of Laptops, Desktops, Workstations, Servers, Networking equipment, Printers to few higher educational institutions, corporates and SMB segments.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

a) INDUSTRY STRUCTURE AND DEVELOPMENT:

As India's e-waste problem grows, with 1.1 million tonnes of e-waste generated in 2019-20—just after China and the USA, the government has taken specific measures towards formalising the e-waste recycling space in the country. Replacing the E-Waste (Management) Rules, 2016—that made it compulsory for dismantling and recycling units to get authorisation from the concerned departments—are the E-Waste (Management) Rules, 2022, that kicked in from April 1, 2023.

The latest rules introduce the new Extended Producer Responsibility (EPR) regime that will apply to every manufacturer, producer, refurbisher, dismantler and recycler of electronic products, with the scope of products also being expanded.

b) OPPORTUNITIES AND THREATS:

OPPORTUNITIES:

- New Rules from 1st April 2023
- Single largest growth oriented business segment– E-Waste Recycling
- Coverage has increased from 30 products to almost 100 and virtually everything that runs on Electric or Electronic circuits has been covered.
- Potential global partnerships for setup in India
- Work with customers on providing end to end services in both areas
- Association with big brands paving way to add other major brands who are not yet customers

THREATS:

- Liability of past – without support have to bring in huge amounts of funds into the company
- Sustaining enormous EBIDTA as promised to investors
- Large corporate houses getting into the e waste space
- Change of guard and thus exposure of past
- Covid-19

c) SEGMENT WISE OR PRODUCT WISE PERFORMANCE

As on 31st March 2024, the Company has focussed more on E-Waste Recycling EPR Business and has since reduced the refurbished business wherein it requires increased capital in acquiring assets from companies. It has its major business coming in from EPR [Extended Producer Responsibility] commitments for large consumer electric and electronic companies in India. It has in total recycled about 9200 Metric Tonnes of Waste Electronic and Electrical Equipment's. Its looking at concentrating on its EPR business and also adding other consumer electrical & electronic large manufacturing companies into its ever growing list of clients. The internal reporting and performance of the Group is assessed by the Managing Director as E-Waste Recycling & Refurbishment segment.

d) OUTLOOK:

India generated 3.1 million tonnes of E- Waste in 2021 and only around 10% of this E–Waste is collected by formal sector. Your Company has seen more opportunities and also has been signing up with more partnerships and agreements with large IT and Corporate India Companies. In India, refurbish and reuse is gathering pace and is reflected in about 12 million units of refurbished PC sales annually. The refurbished category is growing at 4X on a YoY basis. Credit pressures this time around could possibly be higher than the previous year, given the prolonged stress till date and the likelihood of limited fiscal or policy support in the absence of force majeure conditions like last time.

e) RISKS AND CONCERNS:

While Opportunities are huge, compliance is a major concern, Laws are becoming more stringent and Companies expectations are in tune with these compliances. Quality resources are hard to find for a business which is dealing with Recycling & Refurbishment.

Your Company's risk management strategy encompasses in-depth identification, assessment and prioritization of risk followed by speedy mobilization of Quality resources to minimize, monitor and control the losses of unfortunate events.

f) INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

Your Company has an adequate system of internal controls which commensurate with its size to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition. All the transactions are authorized, recorded and reported correctly.

The Company's internal control systems are further supplemented by an extensive programme of internal audit by a firm of Chartered Accountants and periodic review by the Management. The Internal Control system is designed to ensure that all financial and other records are reliable for preparing Financial Statements and for maintaining accountability of assets.

g) MATERIAL DEVELOPMENTS IN HUMAN RESOURCES & INDUSTRIAL RELATIONS FRONT INCLUDING NUMBER OF PEOPLE EMPLOYED:

Employees continue to be the key for the continued success of any Organization. Industrial relations have been generally harmonious at the factory and offices. Sound human resource development policies of the Company ensure that each employee grows as an individual and contributes to the performance and growth of the Company. Regular in-house training programs to employees at all levels help to achieve this objective. While getting skilled manpower at some levels in the operations continues to be a challenge, employee turnover remained low during the year. The Company has satisfactory human resource department in place to address Human Resource challenges faced by the employees of the Company.

h) DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

Due to various constraints and not enough working capital the progress has been slow and the Company has not been able to push hard in some of the areas and are focussing on a few funding options and hopefully we should be able to raise money and put the Company back on rails.

E-Waste Recycling Business:

Globally only 17.4% of Electronic Waste is documented to be collected and recycled properly thus realising 10 Billion \$ worth of raw materials which can be used in remanufacturing of new products. India generated 3.1 million tonnes of E- Waste in 2021 and only around 10% of this E – Waste is collected by formal sector. In India, refurbish and reuse is gathering pace and is reflected in about 12 million units of refurbished PC sales annually. The refurbished category is growing at 4X on a YoY basis.

Government of India for the first time in the budget speech has acknowledged Circular Economy and its benefits. The increase in affluence during the last century, especially in the industrialized countries, have generated a linear economy and a consumer society. This growth came at the expense of resources, the environment and human health. Recently, moves towards a circular economy have shown the potential of decoupling growth from resource use, maintaining affluence and taking the environment, resources and health of people into account. A circular economy aims to maintain value of products, components and materials throughout their entire lifecycles. The longer a product can retain its functionality, for example through repair or reuse, the higher value and environmental savings are obtained in the system. After a product reaches the end of its functional life, the reuse of components or parts (remanufacture) is preferred over recycling of it.

Your company has already embraced the idea of Circular Economy. It has been successful in employing repair, remanufacture, remarket and recycle processes thus enabling the extension of end of life products. By extending the end of life of a single PC, we can delay a carbon footprint of 422.5 KGs by couple of years.

Your company has obtained 40,000 MT capacity authorisation from Karnataka State Pollution Control Board.

Recruitment:

The division has minimised recruiting at all levels.

The division is focussed on building the right talent with cost effective measures like references, job posts on professional sites etc. We take every effort to motivate the team across the organization and to retain our star employees. We ensure that all our policies and practices are in alignment to our business objectives.

EPR has field executives, collection centres at different parts of country and MIS team in factory and branch offices in Bangalore as well as at Noida. We have a robust procurement team focused on procurement of IT and EPR products at PAN India level. The workforce in Refurbishment & Recycling divisions at factory consists of qualified operators and supervisors. We have skilled sales professionals engaged in sales and leasing of IT assets to end customers like individual buyers, institutions, corporates etc.

Enterprise Solutions Division

Your Company continues to implement various IT based projects for the government agencies, departments and institutions as in the past many years. Your company studies the customers infrastructure requirements, identifies pain points and accordingly designs and plans their IT requirements which includes hardware and software comprising of client endpoints, servers, storage, networking, security, application software among others and ensures successful implementation for optimal performance.

Regional Transport Office, GoK – We have received work order for continuation of operations and maintenance of the Automated Driving Testing System and the same is work in progress. Additionally, work order for 3 new centres received and work in progress. We continue to provide maintenance services for the P-Gates at Bangalore International Airport Limited. We have completed supply and installation of Laptops, Desktops, Workstations, Servers, Networking equipment, Printers to few higher educational institutions, corporates and SMB segments.

Independent Auditor's Report

To the Members of M/s. Cerebra Integrated Technologies Limited

Report on the Audit of the Ind AS Standalone Financial Statements

Qualified Opinion

We have audited the accompanying Standalone Ind AS financial statements of M/s. Cerebra Integrated Technologies Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity, and Statement of Cash flows for the year then ended on that date, notes, including a summary of material accounting policies and other explanatory information (hereinafter referred to as the "standalone Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, Except for the effects of matters mentioned in the "Basis for Qualified Opinion" paragraph, these aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024 and its Loss, comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Qualified Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the standalone Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone Ind AS financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our Qualified Opinion.

- a) *The company has reported Rs.30.48 Crore as carrying value of inventory including E-waste inventory as on 31.03.2024 after devaluing the stock to the extent of Rs. 13 crore on adhoc basis, for which we have not been provided with item-wise details, movement of inventory during the period and basis for the valuation. Due to the nature of inventory majority being E-waste stock, we could not verify the quantity of the inventory and in the absence of sufficient audit evidence we are unable to comment on the compliance of Ind AS - 2 "Inventory" and also, we are unable express opinion on the correctness of the quantity and the carrying value of inventory held as on 31.03.2024 and its consequential impact, if any, on the Standalone Ind AS Financial Statement.*
- b) *Loans and advances given by the company includes Rs.5.95 Crore receivable from its subsidiary company which is outstanding for more than 3 years. Also, the subsidiary company's auditors expressed concerns over the subsidiary company's ability to continue as going concern, as the net worth of the subsidiary company has been completely eroded. The company has not made any provision for expected credit loss of said loan and its investment in equity shares (book value of Rs.0.035 Crore) of the said subsidiary company. And hence, loss reported in Standalone Ind AS Financial Statement are under stated to the extent of Rs.5.98 Crore.*
- c) *Total Trade receivables of the company as on 31.03.2024 is Rs. 195.33 crore, out of which Rs. 191.46 crore is outstanding for more than 1 year. However, the company has made provision for bad and doubtful debts only to the extent of Rs.34.02 crores. Also, the balance of trade receivables is subject to confirmation and the company has not assessed the loss allowance for expected credit loss and therefore, we are unable to express opinion on the correctness of the provisions for bad and doubtful debts, carrying value of the said receivables and its impact, if any, on the Standalone Ind AS Financial Statement.*
- d) *The company is having outstanding dues recoverable from an overseas party amounting to Rs. 100.28 Crore on account of sale consideration of Company's erstwhile subsidiary M/s Cerebra Middle East FZCO Dubai, vide sale agreement dated 17.03.2022. As per the terms of the said agreement, the payment period now stands expired and overdue for payment for more than a year and the balances are subject to confirmation. The Company has not made any provision for bad and doubtful receivables, also the said balances were not restated as per the requirement of 21 "The effects of changes in foreign exchange rates". Hence, we are unable to comment on the regulatory compliances, recoverability of dues and its impact on the Standalone Ind AS Financial Statement.*
- e) *The company has given Rs.30.81 crore (Rs.21.86 crore reported under current assets and Rs.8.95 crore reported under Non current assets) towards Capital Advances and Other Advances to various parties, which are outstanding for more than 1 year and are subject to confirmation. Also, no provision has been made in the books for bad and doubtful portion. Hence, we are unable to comment on its recoverability and its consequential impact, if any, on the Standalone Ind AS Financial Statement.*

Emphasis of Matter

We draw attention to the following matters in the standalone Ind AS financial statements wherein:

- a. We draw your attention to Current tax liabilities reported in Standalone financial statement which includes Rs. 36.16 crore payable towards undisputed income tax dues (including provision for interest) of the company pertaining to earlier years.
- b. We draw attention to Trade Payables reported in the Standalone financial statement amounting to Rs.55.31 crore is subject to confirmation and reconciliation.

Our opinion on the standalone Ind AS financial statements is not modified in respect of above matters

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that, Except for the matter described in the "Basis for Qualified Opinion" section, we have determined that there are no Key Audit Matters to communicate in our report.

Information Other than the standalone Ind AS Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Company's annual report but does not include the standalone Ind AS financial statements and our auditor's report thereon. Such other information is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management and Those Charged with Governance for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(l) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial Ind AS statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, Except for the effects of matters mentioned in the "Basis for Qualified Opinion" paragraph, the aforesaid standalone Ind AS financial statements comply with the specified under Section 133 of the Act.
 - e. On the basis of written representations received from the directors as on March 31, 2024, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024, from being appointed as a director in terms of section 164 (2) of the Act;
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses Qualified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to standalone Ind AS financial statements.
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements under Section 197(16) of the Act, as amended:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act.
 - h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations (if any) on its financial position in its standalone Ind AS Financial Statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there are material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv.
 - a. The management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person or entity, including foreign entity ("Intermediary"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or

entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- b. The management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the company from any person or entity, including foreign entity ("Funding Party"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- c. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material mis-statement.
- v. The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.
- vi. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

**For YCRJ & Associates
Chartered Accountants,
FRN: 006927S**

**Place: Bangalore
Date: 29 May 2024**

**CA Yashvanth Khanderi
Partner
M.No: 029066
UDIN: 24029066BKAIMV7019**

“Annexure A” to the Independent Auditors Report

(Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirements' of our report of even date to the standalone Ind AS financial statements of the company for the year ended 31st March, 2024)

As per the books and records produced before us and as per the information and explanations given to us and based on such audit checks that we considered necessary and appropriate, we confirm that:

- i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:
 - a. (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
 - (B) The Company has maintained proper records showing full particulars of intangible assets.
 - b. As per the information and explanation given us, all Property, Plant and Equipment and other Intangible assets have been physically verified by the management during the year. However, documents in support of physical verification has not been provided for our verification. Hence, we are unable to comment on the reasonability of physical verification and material discrepancies noticed if any.
 - c. According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds provided to us, we report that, the title deeds comprising all the immovable properties (Other than Immovable property held under Lease cum Sale Agreement) are freehold, are held in the name of the Company as at the balance sheet date, except for the following which is not held in the name of the Company:

Relevant Line Item in the balance Sheet	Description of Item of Property	Gross carrying value	Title deed Held in the Name of	Property Held Since	Whether title deed holder is a promoter, director or relative of promoter or director or employee of promoter or director	Reason for not being held in the name of the company
Property Plant and Equipment	Leasehold Land (Lease cum sale)	5.14 crore	Karnataka Industrial Areas Development Board	28-04-2012	Not applicable	The land will be transferred to the Company once certain terms and conditions of the lease cum sale agreement are complied with which is currently pending. There is no dispute.

- d. As per the information and explanation given to us the Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets).
- e. As per the information and explanation given us, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made there under.
- ii.
 - a. We have not been provided with the details of physical verification of inventory conducted by management of the Company during current financial year. Hence, we are unable to comment on whether method, procedure and coverage of such verification is appropriate or not.
 - b. The Company has been sanctioned with working capital limits in excess of 5 crore, in aggregate during the year, from banks on the basis of security of inventory and trade receivables quarterly returns or statements filed by the company with such banks are in agreement with the books of account of the company.
 - iii. According to the information and explanation given to us and based on our examination of records of the company, during the year the Company has given loans or provided advances which are in the nature of loans.
 - a)
 - A. The aggregate amount of advance given to its subsidiary during the year is Rs.1.12lakh and the balance outstanding as on 31.03.2024 is Rs. 595.24 lakh (Prev Year Balance Rs.594.12lakh)
 - B. The company has not advanced any loans or advances and guarantees or security to parties other than subsidiaries, joint ventures and associates.
 - b. According to the information and explanation given to us and based on audit procedures conducted by us, we are of the opinion that, the terms and conditions of the grant of such advances are prima facie prejudicial to the interest of the company, as such advances are interest free.
 - c. We have been informed that, schedule of repayment is not fixed for these advances, hence we are unable to comment on whether repayments or receipts are regular.
 - d. As the schedule of repayment is not fixed for these advances we are unable to comment on whether the amount is overdue and whether reasonable steps have been taken by the company.
 - e. As the schedule of repayment is not fixed for these advances we are unable to comment on its due if any. However, company has not renewed or extended or sanctioned fresh loans to settle the existing loans given to the same parties.
 - f. During the year the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. However, outstanding amount of loan given by company to subsidiary is as on 31.03.2024 is Rs. 595.24 lakh (Prev Year Balance Rs.594.12lakh) which was granted during earlier years without specifying any terms or period of repayment.

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- iv. As per the information provided and explanation given to us, there are no loans, investments, guarantees, and security under section 185 and 186 of the Companies Act 2013. Hence the provisions of clause 3(iv) of paragraph 3 of the Order are not applicable.
- v. As per the information provided and explanation given to us, the Company has not accepted any deposit or amounts which are deemed to be deposits. However, during the year the company has accepted few security deposits, as explained to us these security deposits are towards franchise business for opening outlets for sale of refurbished laptops, due to reduced market demand for such business, these franchise agreements were cancelled and converted into unsecured loans.
- vi. The maintenance of cost records under sub section (1) of section 148 of the companies Act 2013 and the rules made there under are applicable relating to the operations of the company. However, we have not been provided with the same. Hence, we are unable to comment on whether such cost records are maintained or not.
- vii a. As per the information and explanations given to us, the company has generally been regular in depositing undisputed statutory dues including Goods and service tax, provident fund, income-tax, cess and other statutory dues to the appropriate authorities except for few delays. As explained to us, the company did not have any dues on account of employee's state insurance, duty of customs and duty of excise.

As per the information and explanations given to us, below are the details of undisputed amounts payable in respect of aforesaid dues were outstanding as on March 31, 2024 for a period of more than 6 months from the date they became payable.

Statute	Nature of Dues	Amount (Rs. In lakhs)	Period to which amount relates	Date of Payment Not Paid as on
Income Tax Act 1961	Income Tax	9	2001-02	Date of this Report
Income Tax Act 1961	Income Tax	0.11	2016-17	Date Of Report
Income Tax Act 1961	Income Tax	13.06	2017-18	Date of this Report
Income Tax Act 1961	Income Tax	1698.41	2018-19	Date of this Report
Income Tax Act 1961	Income Tax	328.80	2020-21	Date of this Report
Income Tax Act 1961	Income Tax	1469.71	2021-22	Date of this Report
Income Tax Act 1961	Income Tax	97.08	2022-23	Date of this Report
Central Excise Act 1944	Excise Duty	28.09	2002-03	Date of this Report
Goods and service Tax	Provision for Interest on reversal of GST input credit	288.31	2018-19	Date of this Report

- b. As per the information and explanations given to us, the following statutory dues have not been deposited on account of dispute:

Statute	Nature of Due	Amount (Rs. In lakhs)	Period to which amount relates	Forum where dispute is pending
Income Tax Act 1961	Disallowance of Expenses	Rs.141.97	FY 2017-18	CIT (A),Bengaluru- 15
Income Tax Act 1961	Disallowance of Expenses	Rs.1747.65	FY 2018-19	CIT (A),Bengaluru- 15
Income Tax Act 1961	Disallowance of Bad Debts Written off	Rs.987.39	FY 2019-20	CIT (A),Bengaluru- 15
Income Tax Act 1961	Disallowance of Expenses	1,106.77	FY 2020-21	CIT (A),Bengaluru- 15
Income Tax Act 1961	Tax Rate as Per Returns is 22% but CPC Has processed 30%	154.66	FY 2022-23	CIT (A),Bengaluru- 15

- viii. As per the information and explanations given to us, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961(43 of 1961). Hence, reporting under clause 3(viii) of the Order is not applicable.

- ix.
- a. In our opinion, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year;
 - b. Company is not declared willful defaulter by any bank or financial institution or other lender;
 - c. According to the information and explanation given to us, term loans were applied for the purpose for which the loans were obtained. However, during the year the Company has not taken any term loan.
 - d. According to the information and explanation given to us, funds raised on short term basis have not been utilized for long term purposes;
 - e. According to the information and explanation given to us, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures;
 - f. According to the information and explanation given to us, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies;
- x.
- a. As per the information and explanations given to us, the company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Hence, reporting under clause 3(x)(a) of the Order is not applicable.
 - b. As per the information and explanations given to us, the company has not made any preferential allotment or private placement of shares or convertible debentures during the year. Hence, reporting under clause 3(x)(b) of the Order is not applicable.
- xi.
- a. No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
 - b. No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
 - c. As per the information and explanation given to us, the Company has not received any whistle blower complaints during the year.
- xii. The company is not a Nidhi Company. Hence, reporting under clause 3(xii) of the Order is not applicable.
- xiii. As per the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of the Companies Act, 2013 where applicable and details of such transactions have been disclosed in the standalone Ind AS financial statements as required by the applicable accounting standards.
- xiv.
- a. Based on the Internal Audit Report shared to us, we are of the opinion that, Company has adequate internal audit system commensurate with the size and the nature of its business. However, in our opinion scope, coverage and periodicity of the Internal Audit needs improvement.
 - b. We have relied on the Internal Audit report provided by the management and the same is considered in determining the nature, timing and extent of our audit procedures.
- xv. As per the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors. and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and also is not a core investment company (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016). Hence, reporting under clause 3(xvi)(a), (b), (c) and (d) of the Order is not applicable.
- xvii. There has been no resignation of the statutory auditors of the Company during the year and hence clause 3(xviii) is not applicable to the company.
- xviii. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company as there are overdue receivables and advances which are pending for undue long time. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xix.
- a. As per the information and explanations given to us, the company has not complied with second proviso to sub-section (5) of Section 135 of the said Act.
 - b. The company has not complied with the second proviso to sub-section (6) of Section 135 of the said Act and also, not transferred any amount to "Unspent Corporate Social Responsibility Account".
- xx. As this report being given on the Standalone Ind AS Financial Statements of the company, reporting under clause 3 (xxi) is not applicable.

**For YCRJ & Associates
Chartered Accountants,
FRN: 006927S**

**Place: Bangalore
Date: 29.05.2024**

**CA Yashavanth Khanderi
Partner
M.No: 029066
UDIN:24029066BKAIMV7019**

Annual Report 2023-2024

“Annexure B” to the Independent Auditor's Report

(Referred to in paragraph 2(f) under the heading 'Report on Other Legal & Regulatory Requirements' of our report of even date to the standalone Ind AS financial statements of the company for the year ended 31st March, 2024)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of M/s. **Cerebra Integrated Technologies Limited** (“the Company”) as of 31st March, 2024 in conjunction with our audit of the Standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (“the Guidance Note”) issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Qualified Opinion

According to information explanation provided to us and based on audit procedures conducted by us, the following material weakness has been identified as at March 31, 2024

- a. The Company's internal financial control over placing purchase order, payment to vendor, processing of sales order, customer acceptance, credit evaluation is inadequate and not commensurate with the size of operation and nature of activity.
- b. The Company's internal financial control over selection of vendors, payment to vendor in case of capital expenses is inadequate and not commensurate with the size of operation and nature of activity.

- c. The Company's internal financial control over payment of advances for supplies, services and capital assets were not operating effectively, which could potentially result in impact on recognition of expenses.
- d. The Company's internal financial control over recovery of trade receivables were not operating effectively, which could potentially result in credit losses.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim Standalone Ind AS financial statements will not be prevented or detected on a timely basis.

In our opinion, except for the possible effects of the material weakness described above on the achievement of the objectives of the control criteria, the Company has, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

We have considered the material weakness identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the March 31, 2024, Standalone Ind AS financial statements of the Company, and the material weakness do not affect our opinion on the Standalone financial statements of the Company.

**For YCRJ & Associates
Chartered Accountants,
FRN: 006927S**

**Place: Bangalore
Date: 29-05-2024**

**CA Yashvanth Khanderi
Partner
M.No: 029066
UDIN: 24029066BKAIMV7019**

Cerebra Integrated Technologies Limited

CIN: L85110KA1993PLC015091

Standalone Balance Sheet for the year ended 31st March 2024

INR in Lakhs

Particulars	Note No	For the year ended on 31/03/2024	For the year ended on 31/03/2023
Assets			
(1) Non-current assets			
(a) Property, Plant and Equipment	3	932.76	963.04
(b) Capital work-in-progress	4	290.91	290.91
(c) Other Intangible asset	5	9.18	20.07
(d) Financial Assets			
i) Investments	6	31.39	29.74
ii) Trade receivables	7	4,036.17	6,056.75
iii) Loans	8	595.50	595.24
iv) Other financial assets	9	2.06	4.38
(e) Deferred tax assets(Net)	10	986.69	104.73
(f) Other non current assets	11	9,517.96	9,497.04
Total Non-current asset		16,402.62	17,561.90
(2) Current assets			
(a) Inventories	12	3,048.11	4,550.89
(b) Financial assets			
i) Trade receivables	13	12,094.70	14,008.57
ii) Cash and cash equivalents	14	13.57	11.98
iii) Bank balances other than (ii) above	15	91.48	218.03
iv) Loans		-	-
(c) Other current assets	16	4,180.50	4,162.85
Total Current assets		19,428.36	22,952.33
Total assets		35,830.98	40,514.23
Equity and liabilities			
Equity			
(a) Equity share capital	17	11,198.65	11,198.65
(b) Other equity	17	10,507.03	15,339.14
Total Equity		21,705.68	26,537.79
Liabilities			
(1) Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	18	-	1.62
(b) Provisions	19	13.36	48.65
Total Non-current liabilities		13.36	50.27
(2) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	20	3,906.73	4,101.32
(ii) Trade payable			
a) Total outstanding dues of micro enterprise and small enterprise	21	14.92	19.04
b) Total outstanding dues of creditors other than micro enterprise and small enterprise	21	5516.59	5217.31
(iii) Other financial liabilities	22	26.26	18.38
(b) Other current liabilities	23	873.47	1,000.42
(c) Provisions	24	157.80	126.62
(d) Current tax liabilities (Net)	25	3,616.16	3,443.08
Total Current liabilities		14,111.93	13,926.17
Total equity and liabilities		35,830.98	40,514.23

See accompanying notes to financial statements

1 to 44

As per our attached report of even date

For and on behalf of the Board

For Y C R J & Associates

Chartered Accountants

Yashavanth Khanderi
Partner
Membership No. : 029066
Firm registration No. : 006927S

V. Ranganathan
Managing Director
DIN: 01247305

P. Vishwamurthy
Whole Time Director & CFO
DIN : 01247336

Surbhi Jain
Company Secretary
Membership No : 58109

Place : Bengaluru
Dated: 29th May 2024
UDIN : 24029066BKAIMV7019

Cerebra Integrated Technologies Limited

CIN: L85110KA1993PLC015091

Standalone Statement of Profit or loss for the Year Ended 31st March 2024

INR in Lakhs

Particulars	Note No	For the Year ended 31.03.2024	For the Year ended 31-03-2023
Income			
Revenue from operations	26	5,198.09	8,620.33
Other income	27	137.36	51.51
Total Income		5,335.45	8,671.84
Expenses			
Cost of Material consumed	28	4,698.82	6,164.95
Employee benefits expense	29	371.77	901.02
Finance costs	30	596.52	952.57
Depreciation and amortisation expense	3 & 5	42.29	42.14
Other Expenses	31	3,886.70	575.28
Total Expenses		9,596.10	8,635.96
Profit before exceptional items and tax		-4,260.65	35.88
Exceptional Item	32	1,300.00	19.43
Profit before tax		-5,560.65	16.45
Income tax Expenses	36		
a) Current tax		-	-185.21
b) Short Income Tax Provision of earlier year		153.42	-
c) Deferred tax		-881.96	-50.78
Total tax expenses		-728.54	-235.99
Profit for the year		-4,832.11	252.44
Other Comprehensive Income			
Items that will not be reclassified to profit or loss		-	-
Income Tax relating to above		-	-
Total other comprehensive Income		-	-
Total Comprehensive Income		-4,832.11	252.44
Earnings per equity share of Rs 10/ each	42		
Basic		-4.31	2.45
Diluted		-4.31	2.45

See accompanying notes to financial statements

1 to 44

As per our attached report of even date

For and on behalf of the Board

For Y C R J & Associates

Chartered Accountants

Yashavanth Khanderi
Partner
Membership No. : 029066
Firm registration No. : 006927S

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Managing Director
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Whole Time Director & CFO
DIN : 01247336

Surbhi Jain
Company Secretary
Membership No: 58109

Place : Bengaluru
Dated: 29th May 2024
UDIN : 24029066BKAIMV7019

Cerebra Integrated Technologies Limited

CIN: L85110KA1993PLC015091

Standalone Cash flow Statement for the Year Ended 31st March 2024

INR in Lakhs

Particulars	2023-24		2022-23	
A. Cashflow from operating activities				
Net profit before tax		-5,560.65		16.47
Adjustments for:				
Depreciation(net)	42.29		42.14	
Interest expenditure	299.35		952.56	
Interest income	-5.77		-13.79	
Excess provision/unclaimed credit withdrawn	-		-1,459.37	
Trade receivables written off	-		1,443.91	
Profit on Sale of Intangible Asset	-128.55		-	
Provision for Bad Debts	3,402.60		-	
Provision for employee benefit Expenses	-4.11		48.13	
Devaluation of Inventory	1,300.00		-	
Provision for warranty	-		-35.11	
Income tax provision /write back	-153.42		185.21	
Dividend Income	-1.83		-1.32	
Adjustment for unrealised foreign Exchange loss/gains	-1.21		-0.87	
		4,749.36		1,161.49
Operating profit/(Loss)before working capital changes		-811.30		1,177.96
Adjustments for changes in :				
Decrease/(increase) in inventories	202.78		-2,263.14	
Decrease/(increase) in trade & other recivables	496.79		3,458.31	
(Decrease)/increase in trade & other payables	514.53		-2,397.29	
		1,214.10		-1,202.12
Cash generated from operations		402.80		-24.16
Less: Income tax paid(net of refund)		165.34		174.17
Net cashflow from operating activities		237.46		-198.33
B.Cashflow from investing activities				
Interest income	5.77		13.79	
Cash Flow from sale of Fixed Assets	131.33		-	
Dividend Income	1.83		1.32	
(Investment)/Withdrwal in fixed deposits	126.55		-30.91	
Redemption /(Investment) in mutual funds(Net)	-1.65		-1.20	
Purchase of fixed assets including capital WIP	-3.88		-38.01	
Net cash flow from investing activities		259.95		-55.01
C.Cash flow from Financing activities				
Increase(decrease) in borrowings	-37.75		836.22	
Loan to Subsidiary	-0.26		-1.13	
Interest paid	-299.35		-630.30	
Net cash flow from financing activities		-337.36		204.79
Net increase/(Decrease)in Cash & Cash equivalent(A+B+C)		160.05		-48.54
Cash &Cash equivalents				
Opening balance		-2,395.42		-2,346.88
Closing balance		-2,235.37		-2,395.42
Net increase/Decrease in cash and cash equivalents		160.05		-48.54

See accompanying notes to Financial Statements

As per our attached report of even date

For and on behalf of the Board

For Y C R J & Associates

Chartered Accountants

Yashavanth Khanderi

Partner

Membership No. : 029066

Firm registration No. : 006927S

V. Ranganathan

Managing Director

DIN: 01247305

P. Vishwamurthy

Whole Time Director & CFO

DIN : 01247336

Surbhi Jain

Company Secretary

Membership No: 58109

Place : Bengaluru

Dated: 29th May 2024

UDIN : 24029066BKAIMV7019

Cerebra Integrated Technologies Limited

Standalone Statement of Changes In Equity

A) Equity Share Capital

Equity shares of INR 10 each issued, subscribed and fully paid	INR in Lakhs
Balance as at April 1, 2022	11,198.65
Changes in Equity Share Capital due to prior period errors	
Restated balance at the beginning of the current reporting period	
Changes in equity share capital during the current year	
Balance at March 31 2023	11,198.65
Issue during the year	
Changes in Equity Share Capital due to prior period errors	
Restated balance at the beginning of the current reporting period	
Changes in equity share capital during the current year Balance at March 2024	11,198.65

B) Other equity

(1) Current reporting period

INR In Lakhs

Particulars	Securities Premium	Capital Reserve	Statement of Profit & Loss	Revaluation Surplus	Other items of Other Comprehensive Income (specify nature)	Total
Balance at the beginning of the current reporting period	9,046.37	2,287.79	4,005.58	-	-0.60	15,339.14
Total Comprehensive Income for the current year	-	-	-4,832.11	-	-	-4,832.11
Balance at the end of the current reporting period	9,046.37	2,287.79	-826.53	-	-0.60	10,507.03

(2) Previous reporting period

Particulars	Securities Premium	Other Reserves (General Reserve)	Statement of Profit & Loss	Revaluation Surplus	Other items of Other Comprehensive Income (specify nature)	Total
Balance at the beginning of the current reporting period	9,046.37	2,287.79	3,753.12	-	-0.60	15,086.68
Total Comprehensive Income for the current year	-	-	252.46	-	-	252.46
Balance at the end of the current reporting period	9,046.37	2,287.79	4,005.58	-	-0.60	15,339.14

Yashavanth Khanderi
Partner
Membership No. : 029066
Firm registration No. : 006927S

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Managing Director
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Surbhi Jain
Company Secretary
Membership No: 58109

Place : Bengaluru
Dated: 29th May 2024
UDIN : 24029066BKAIMV7019

Cerebra Integrated Technologies Limited

Notes to the Standalone Financial Statements for the period ended March 31, 2024

1. Corporate information`

Cerebra Integrated Technologies Limited is a public limited Company, incorporated in India having its Registered Office at S-5, Off 3rd Cross, Cerebra Integrated Technologies Limited is a public limited Company, incorporated in India having its Registered Office at S-5, Off 3rd Cross, refurbishment, electronic manufacturing services and IT infrastructure management. The financial statements for the year ended 31st March, 2024

2. Application of new and revised Indian Accounting Standards

All the Indian Accounting Standards issued under Section 133 of the Companies Act, 2013 and notified by the Ministry of Corporate Affairs under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) till the financial statements are approved have been considered in preparing these Financial Statements.

In accordance with the amendments to the Indian Accounting Standards (Ind AS) effective April 1, 2023, the Company is now disclosing only material accounting policy information in its financial statements, instead of significant accounting policies as required previously. This change aligns the Company's disclosure practices with the updated Ind AS framework and does not affect the financial statements themselves.

As on the reporting date, there were no new Indian Accounting Standards (Ind AS) issued by the Ministry of Corporate Affairs (MCA) which would have been applicable from April 1, 2024.

3. Material Accounting Policy Information:

3.1. Statement of compliance

These Financial Statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules as amended from time to time and the presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the financial statements.

3.2. Basis of preparation:

The Financial Statements have been prepared on the historical cost convention using accrual system of accounting except for certain assets and liabilities which are measured at fair value / amortized cost / net present value at the end of each reporting period, as explained in the accounting policies for financial instruments.

All Assets and Liabilities have been classified as current or non-current as per the Company's normal operating cycle (same has been assumed to have duration of 12 months) and other criteria set out in Ind AS – 1 "Presentation of Financial Statements" and the Schedule III to the Companies Act, 2013.

The Financial Statements are presented in Indian Rupees (₹) which is also company's functional currency. All values are rounded off to the nearest two decimal million except otherwise stated.

3.3. Revenue Recognition

3.3.1 Income from operations

Revenue from sales of goods and services are recognized upon the satisfaction of a performance obligation, which occurs when control transfers to the customer. Control of the goods is determined to be transferred to the customer when the title of goods passes to the customer, Revenue from rendering services is net of Indirect taxes, returns and discounts and recognized when there is pervasive evidence of an arrangement exists, rates are fixed or are determinable and collect ability is reasonably certain

3.3.2 Interest Income- Interest income is accrued on a time proportion basis using the effective interest rate method.

3.3.3 Dividend-Dividend income is recognized when the Company's right to receive the amount is established.

3.4. Leases (Updated)

To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- (i) The contract involves use of an identified assets.
- (ii) The company has substantially all the economic benefits from the use of the asset through the period of the lease, and
- (iii) The company has the right to direct the use of the asset.

Company as a Lessee:

At the date of commencement of the lease, the Company recognizes a Right-of-Use Asset (ROU Asset) and a corresponding Lease Liability for all lease contracts / arrangements in which it is a lessee, except for lease with a term of twelve months or less (i.e. short term leases) and lease of low value assets. For these short-term and low value leases, the Company recognizes the lease payments on straight-line basis over the term of the lease.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. Right-of-Use Assets and Lease Liabilities include these options when it is reasonably certain that they will be exercised.

The Lease Liability is initially measured at present value of the future lease payments over the reasonably certain lease term. The lease payments are discounted using the interest rate implicit in the lease, if it is not readily determinable, using the incremental borrowing rate. For leases with similar characteristics, the Company, on a lease by lease basis applies either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole.

The Right-of-Use Assets are initially recognized at cost, which comprises the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the inception date of the lease along with any initial direct costs, restoration obligations and lease incentives received.

Subsequently, the Right-of-Use Assets are measured at cost less any accumulated depreciation and accumulated impairment losses, if any. The Right-of-Use Assets are depreciated using the straight-line method, except in case of leasehold lands where the ownership will be transferred to the Company, from the commencement date over the shorter of lease term or useful life of Right-of-Use Assets. However, in case of ownership of such right-of-use asset transfers to the lessee at the end of the lease term, such assets are depreciated over the useful life of the underlying asset. The Company applies Ind AS 36 to determine whether a Right-of-Use Asset are impaired and accounts for any identified impairment loss as described in the accounting policy below on "Impairment of Non-Financial Assets".

The interest cost on Lease Liability (computed using effective interest method) is expensed in the Statement of Profit and Loss unless eligible for capitalization as per accounting policy below on "Borrowing or Finance costs".

The Company accounts for each lease component within the contract as a lease separately from non-lease components of the contract in accordance with Ind AS 116 and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Right-of-Use Assets are derecognized upon completion or cancellation of the lease contract.

Lease Liability and Right-of-Use Assets have been separately presented in the Balance Sheet and lease payments have been classified as financing activity in the Statement of Cash Flows.

Lease modification impact is on prospective basis.

3.5. Foreign Currency Transactions

Transactions in currencies other than the Company's Functional Currency (foreign currencies) are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are translated using closing exchange rate prevailing on the last day of the reporting period.

As at the reporting date, non-monetary items which are carried at historical cost and denominated in a foreign currency are reported using the exchange rate at the date of the transaction. All non-monetary items which are carried at fair value denominated in a foreign currency are retranslated at the rates prevailing at the date when the fair value was determined.

Exchange difference arising in respect of foreign currency monetary items is recognised in the Statement of Profit and Loss either as 'Exchange Rate Fluctuation loss/ (gains) (Net)' or as 'Finance Costs'.

3.6. Borrowing or Finance Costs

Borrowing costs specifically identified to the acquisition or construction of qualifying assets are capitalized as part of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. Capitalization of borrowing costs is suspended when active development of the qualifying asset is interrupted other than on temporary basis and charged to the statement of Profit and Loss during such extended periods. All other borrowing costs are charged to the Statement of Profit and Loss in the period in which they are incurred.

3.7. Employee Benefits

Employee benefits include salaries, wages, Contributory provident fund, gratuity, leave encashment towards un-availed leave, compensated absences, post-retirement medical benefits and other terminal benefits.

- (i) **Provident Fund:** The eligible employees of the Company are entitled to receive benefits under the provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary (currently 12% of employees' salary), which is recognised as an expense in the Statement of Profit and Loss during the year. The contributions as specified under the law are paid to the respective Regional Provident Fund Commissioner.
- (ii) **Gratuity Fund:** The Employee Payment of Gratuity Act, provides for lump sum payment to vested employees on retirement, death or termination of employment of an amount based on the respective employee's last drawn salary and tenure of employment. The Company accounts for the net present value of its obligations for gratuity benefits, based on an independent actuarial valuation, determined on the basis of the projected unit credit method, carried out as in the Balance Sheet date. Actuarial gains and losses are recognised immediately in the Other Comprehensive Income and reflected in retained earnings and will not be reclassified to the Statement of Profit and Loss.
- (iii) **Compensated Absences:** Liability for compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised based on actuarial valuation.

3.7.1. Short Term Employee Benefits

The costs of all short-term employee benefits (that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service) are recognised during the period in which the employee renders the related services.

All short term employee benefits are recognized at their undiscounted amount in the accounting period in which they are incurred.

3.7.2. Post-Employment benefits

Defined Contribution Plans:

Employee Benefit under defined contribution plans comprising Contributory provident fund, superannuation benefit, Employee pension scheme-1995, etc. is recognized based on the undiscounted amount of obligations of the Company to contribute to the plan. The superannuation benefit is paid to a fund administered through a separate trust.

Defined Benefit Plans:

Defined employee benefit plans comprising of gratuity, post-retirement medical benefits and other terminal benefits, are recognized based on the present value of defined benefit obligation which is computed using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. These are accounted either as current employee cost or included in cost of assets as permitted.

Net interest on the net defined liability is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset and is recognised in the Statement of Profit and Loss except those included in cost of assets as permitted.

Remeasurement of defined retirement benefit plans except for leave encashment towards un-availed leave and compensated absences, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest as defined above), are recognized in other comprehensive income except those included in cost of assets as permitted in the period in which they occur and are not subsequently reclassified to profit or loss.

The Company contributes all ascertained liabilities with respect to gratuity to the MRPL Gratuity Fund Trust (MGFT). Liability towards post-retirement medical benefits and other terminal benefits etc. are unfunded.

The retirement benefit obligation recognised in the Financial Statements represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of reductions in future contributions to the plans.

3.7.3. Other Long-term Employee Benefits :

Other long term employee benefit comprises of leave encashment towards un-availed leave. These are recognized based on the present value of defined obligation which is computed using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. These are accounted either as current employee cost or included in cost of assets as permitted.

Re-measurements of leave encashment towards un-availed leave are recognized in the Statement of profit and loss except those included in cost of assets as permitted in the period in which they occur.

3.7.4. Termination Benefits :

Expenditure on account of schemes like premature retirement on medical grounds, post-retirement benefit and benefit on separation and Benefits of separation under SABF etc. are charged to Statement of Profit and Loss as and when incurred.

3.8. Income Taxes

Income Tax Expense represents the sum of the Current Tax and Deferred Tax.

(i) Current Tax

The tax currently payable is based on Taxable Profit for the year together with any adjustment to tax payable in respect of previous years. Taxable profit differs from 'Profit Before Tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's Current Tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Current Income Tax Assets and Liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities.

(ii) Deferred Tax

Deferred Tax is provided using the Balance Sheet method and is recognized on temporary differences between the carrying amounts of Assets and Liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred Tax Liabilities are generally recognised for all taxable temporary differences. Deferred Tax Assets are generally recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses to the extent that it is probable that taxable profits will be available against which those deductible temporary differences, the carry forward of unused tax credits and any unused tax losses can be utilized.

Deferred Taxes are recognised in respect of temporary differences which originate during the tax holiday period but reverse after the tax holiday period. For this purpose, reversal of temporary difference is determined using first in first out method.

The carrying amount of Deferred Tax Assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred Tax Liabilities and Assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

The measurement of Deferred Tax Liabilities and Assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its Assets and Liabilities.

Deferred Tax Assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as Deferred Tax Asset in the Balance Sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with asset will be realised.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Current and Deferred Tax for the year

Current and Deferred Tax are recognised in Statement of Profit and Loss, except when they relate to items that are recognised in Other Comprehensive Income or directly in equity, in which case, the Current and Deferred Tax are also recognised in Other Comprehensive Income or directly in Equity respectively.

3.9. Property, Plant and Equipment (PPE) and Right of Use Assets (ROU)**3.9.1. Recognition**

Property, Plant and Equipment are stated in the Balance Sheet at cost, less accumulated depreciation and accumulated impairment losses if any. All property, plant and equipment are initially recorded at cost. On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognized as of April 1, 2016 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

Capital work in progress represents projects under which the property, plant & equipment are not yet ready for their intended use and are carried at cost determined as aforesaid.

3.9.2. Cost of Property, Plant and Equipment

Cost initially recognised includes the acquisition cost or the cost of construction, including duties and non-refundable taxes, expenses directly related to bringing the asset to the location and condition necessary for making them operational for their intended use and, in the case of qualifying assets, the attributable borrowing costs.

Subsequent expenditure relating to property, plant and equipment is capitalised only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

3.9.3. Useful Life

The useful life of PPE (other than employee's asset purchase scheme) and their components are either based on useful life as stated in Schedule II to the Companies Act, 2013 or based on technical assessment by the Company.

The useful life of assets purchased under employee's asset purchase scheme are based on Company's policy for the applicable scheme.

In respect of immovable assets constructed on leasehold land, useful life as per Schedule II or lease period of land (including renewable/likely renewable period) whichever is earlier is considered.

Estimated useful life of the Assets are as follows:

Sl. No.	Particulars	Useful life (in years)
1.	Buildings	30 Years
2.	Electrical Installations	10 years
3.	Furniture and fittings	10 years
4.	Computers	3 Years
5.	Office Equipment	5 Years
6.	Plant and Machinery	15 Years
7.	Vehicle	8 Years
8.	Computers and data processing units	3 Years

3.9.4. Residual Value

The Company has assessed the estimated residual value of its Property, Plant and Equipment and has adopted the same as prescribed in Schedule II i.e. up to 5% except for the assets purchased under employee's asset purchase scheme are based on Company's policy (10% to 20%).

3.9.5. Depreciation

Depreciation is charged to Statement of Profit and Loss so as to expense the cost of assets (other than freehold land held on lease cum sale and properties under construction) less their residual values over their useful lives, using the straight line method, as per the useful life prescribed in Schedule II to the Companies Act, 2013.

The asset's useful lives and residual values are reviewed at the Balance Sheet date and the effect of any changes in estimates are accounted for on a prospective basis.

An item of property, plant & equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant & equipment is determined as the difference between the sales proceeds & the carrying amount of the asset & is recognized in the Statement of Profit & Loss.

3.9.6 De-recognition

An item of Property, Plant and Equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising on de-recognition of an item of Property, Plant and Equipment is determined as the difference between the net disposal proceeds (if any) and the carrying amount of the item.

In the event of replace of spare, the written down value of the old spare is charged to the Statement of Profit and Loss as and when replaced.

3.10. Intangible Assets**3.10.1. Intangible Assets other than Goodwill**

Intangible assets are initially measured at acquisition cost including any directly attributable costs of preparing the asset for its intended use.

Intangible Assets with finite useful lives that are acquired separately are carried at cost less Accumulated amortization and Accumulated impairment losses, if any.

The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are not subject to amortization and are carried at cost less Accumulated impairment losses if any.

An intangible assets is derecognized on disposal, or when no future economic benefits are expected to arise from continued use of the asset. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, & are recognized in the Statement of Profit and Loss when the asset is derecognized.

3.10.2. Useful lives of Intangible Assets

Estimated useful life of the Intangible Assets are as follows:

Sl. No.	Particulars	Useful life (in years)
1.	Computer Software	5 Years

3.11. Impairment of Non-financial Assets

The Company reviews the carrying amounts of its assets at the end of each reporting period to determine whether there is any significant indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the Cash Generating Unit (CGU) to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or Cash Generating Unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or Cash Generating Unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the Statement of Profit and Loss.

An assessment is made at the end of each reporting period as to see if there are any indications that impairment losses recognized earlier may no longer exist or may have come down. The impairment loss is reversed, if there has been a change in the estimates used to determine the Asset's recoverable amount since the previous impairment loss was recognized. If it is so, the carrying amount of the asset is increased to the lower of its recoverable amount and the carrying amount that have been determined, net of depreciation / amortization, had no impairment loss been recognized for the asset in prior years. After a reversal, the depreciation / amortization charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life. Reversals of Impairment loss are recognized in the Statement of Profit and Loss.

3.12. Statement of Cash Flows

Statement of Cash Flows are reported using the indirect method, whereby Profit After Tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with Investing or Financing activities. The Cash Flows are segregated into Operating, Investing and Financing activities.

3.13. Inventories

Inventories are valued at lower of cost and net realizable value. Cost of inventories comprises of purchase cost and other costs incurred in bringing inventories to their present location and condition. Cost in e - waste division is allocated to service income and sale of products generated from processing in proportion to estimated revenue. Cost includes the fair value of consideration paid including duties and taxes (other than those refundable), inward freight, and other expenditure directly attributable to the purchase.

3.14. Provisions, Contingent Liabilities, Contingent Assets and Commitments

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

Contingent assets are disclosed in the Financial Statements by way of Notes to Accounts when an inflow of economic benefits is probable.

Contingent liabilities are possible obligations whose existence will only be confirmed by future events not wholly within the control of the Company, or present obligations where it is not probable that an outflow of resources will be required or the amount of the obligation cannot be measured with sufficient reliability. Contingent liabilities are disclosed on the basis of judgment of the management / independent experts in the Financial Statements by way of Notes to Accounts, unless possibility of an outflow of resources embodying economic benefit is remote.

Contingent assets and contingent liabilities are reviewed at each balance sheet date to reflect the current management estimate.

3.15. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instruments. A financial liability is any liability that is a contractual obligation to deliver cash or another financial asset to another entity or a contract that will or may be settled in the entity's own equity instruments and is a non-derivative for which the entity is or may be obliged to deliver a variable number of the entity's own equity instruments.

Initial recognition and measurement

Financial Assets and Financial Liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of Financial Assets and Financial Liabilities (other than Financial Assets and Financial Liabilities at fair value through profit or loss) are added to or deducted from the fair value of the Financial Assets or Financial Liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of Financial Assets or Financial Liabilities at fair value through profit or loss are recognised immediately in Statement of Profit and Loss.

3.16. Financial Assets**Subsequent Measurement**

Financial assets are recognised when, and only when, the Company becomes a party to the contractual provisions of the financial instrument. The Company determines the classification of its financial assets at initial recognition. When financial assets are recognised initially, they are measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition.

(i) Financial Assets at Amortised Cost

Financial assets are subsequently measured at amortised cost if these financial assets are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest. Interest income from these financial assets is included as a part of the Company's income in the Statement of Profit and Loss using the effective interest rate method.

(ii) Financial Assets at Fair value through Other Comprehensive Income (FVOCI)

Financial assets are subsequently measured at fair value through Other Comprehensive Income if these financial assets are held for collection of contractual cash flows and for selling the financial assets, where the asset's cash flows represent solely payments of principal and interest. Movements in the carrying value are taken through Other Comprehensive income, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains or losses which are recognised in the Statement of Profit and Loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in Other Comprehensive Income is reclassified from Other Comprehensive Income to the Statement of Profit and Loss. Interest income on such financial assets is included as a part of the Company's income in the Statement of Profit and Loss using the effective interest rate method.

(iii) Financial Assets at Fair value through Profit or Loss (FVTPL)

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on such debt instrument that is subsequently measured at FVTPL and is not part of a hedging relationship as well as interest income is recognised in the Statement of Profit and Loss.

(iv) Cash and Cash Equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances with an original maturity of three months or less from the date of acquisition, highly liquid investment that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

(v) Debt Instruments

The Company classifies its debt instruments

- (a) as subsequently measured at amortised cost or
- (b) fair value through Other Comprehensive Income or
- (c) fair value through profit or loss based on its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

(vi) Impairment of Financial Assets

The Company assesses at each Balance Sheet date whether a Financial Asset or a group of Financial Assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognises lifetime expected losses for trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to 12 month expected credit losses or at an amount equal to lifetime expected losses, if the credit risk on the financial asset has increased significantly since initial recognition.

(vii) Derecognition of Financial Assets

A financial asset is derecognised only when the Company has transferred the rights to receive cash flows from the financial asset. Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the Company has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

3.17. Financial Liabilities and Equity Instruments

3.17.1 Financial Liabilities

Subsequent measurement

(i) Financial liabilities at amortised cost:

After initial recognition, financial liabilities that are not carried at fair value through profit or loss are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in the Statement of Profit and Loss when the liabilities are derecognised, and through the amortisation process.

Derecognition of Financial Liabilities

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a de-recognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

3 Critical Accounting Judgments, Assumptions and Key Sources of Estimation Uncertainty

Inherent in the application of many of the Accounting Policies used in preparing the Financial Statements is the need for management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported amounts of revenues and expenses. Actual outcomes could differ from the estimates and assumptions used.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements pertain to:

- i. Useful lives of property, plant, equipment and intangible assets: The Company has estimated useful life of each class of assets based on the nature of assets, the estimated usage of the asset, the operating condition of the asset, past history of replacement, anticipated technological changes, etc. The Company reviews the useful life of property, plant & equipment and Intangible assets as at the end of each reporting period. This reassessment may result in change of depreciation expense in future periods.
- ii. Impairment testing: Property, plant, equipment & Intangible assets that are subject to amortisation/depreciation are tested for impairment when events occur or changes in circumstances indicate that the recoverable amount of the cash generating unit is less than its carrying value. The recoverable amount of cash generating units is higher of value-in-use and fair value less cost to sell. The calculation involves use of significant estimates and assumptions which includes turnover and earnings multiples, growth rates and net margins used to calculate projected future cash flows, risk-adjusted discount rate, future economic and market conditions.
- iii. Impairment of investments: The Company reviews its carrying value of investments carried at cost or amortised cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.
- iv. Income Tax: Deferred tax assets are recognized to the extent that it is regarded as probable that deductible temporary differences can be realized. The Company estimates deferred tax assets and liabilities based on current tax laws and rates and in certain cases, business plans, including management's expectations regarding the manner and timing of recovery of the related assets. Changes in these estimates may affect the amount of deferred tax liabilities or the valuation of deferred tax assets and thereby the tax charge in the Statement of Profit or Loss. Provision for tax liabilities require judgements on the interpretation of tax legislation, developments in case law and the potential outcomes of tax audits and appeals which may be subject to significant uncertainty. Therefore the actual results may vary from expectations resulting in adjustments to provisions, the valuation of deferred tax assets, cash tax settlements and therefore the tax charge in the Statement of Profit or Loss.
- v. Litigation: From time to time, the Company is subject to legal proceedings the ultimate outcome of each being always subject to many uncertainties inherent in litigation. A provision for litigation is made when it is considered probable that a payment will be made and the amount of the loss can be reasonably estimated. Significant judgement is made when evaluating, among other factors, the probability of unfavourable outcome and the ability to make a reasonable estimate of the amount of potential loss. Litigation provisions are reviewed at each accounting period and revisions made for the changes in facts and circumstances.
- vi. Fair value measurement of financial instruments: The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. This involves significant judgements in selection of a method in making assumptions that are mainly based on market conditions existing at the Balance Sheet date and in identifying the most appropriate estimate of fair value when a wide range of fair value measurements are possible.

a) Leases

Identifying whether a Contract includes a Lease

The Company enters into hiring/service arrangements for various assets/services. The Company evaluates whether a contract contains a lease or not, in accordance with the principles of Ind AS 116. This requires significant judgments including but not limited to, whether asset is implicitly identified and substantive substitution rights available with the supplier, decision making rights with respect to how the underlying asset will be used, economic substance of the arrangement, etc.

Low Value Leases

Ind AS 116 requires assessment of whether an underlying asset is of low value, if lessee opts for the option of not to apply the recognition and measurement requirements of Ind AS 116 to leases where the underlying asset is of low value. For the purpose of determining low value, the Company has considered nature of assets and concept of materiality as defined in Ind AS 1 and the conceptual framework of Ind AS which involve significant judgment.

A Lease in which a significant portion of the risks and rewards of ownership are not transferred to the Company and the agreement is for a period of less than twelve months is classified as operating lease. Payments made under operating lease are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease.

Cerebra Integrated Technologies Limited

Notes to accounts for the year ended 31st March 2024

3 Property, Plant & Equipment (PPE)

All amounts are in INR, unless otherwise stated

Particulars	Gross block					
	Opening balance as at April 1, 2023	Additions during the year	Acquisitions through business combinations	Revaluation (if the change is more than 10% of net carrying value) (Refer Note below)	Disposals/ Adjustments	Closing balance as at March 31, 2024
(a) Land	513.90	-	-	-	-	513.90
(b) Building	362.60	-	-	-	-	362.60
(C) Plant and equipment	112.98	-	-	-	-	112.98
(d) Furniture and fixtures	36.95	-	-	-	-	36.95
(e) Vehicles	33.91	-	-	-	-	33.91
(f) Office equipmen	25.42	3.88	-	-	-	29.30
(g) Computers	17.18	-	-	-	-	17.18
(h) Electrical Installations	50.79	-	-	-	-	50.79
(i) Leasehold improvements	-	-	-	-	-	-
Total	1153.73	3.88	-	-	-	1157.61

Particulars	Accumulated depreciation					Net block	
	Opening balance as at April 1, 2023	Charge for the year	Deletions / Adjustments	Impairment (losses) / reversals	Closing balance as at March 31, 2024	as at March 31, 2024	as at March 31, 2023
(a) Land	-	-	-	-	0.00	513.90	513.90
(b) Building	58.03	10.84	-	-	68.87	293.73	304.57
(C) Plant and equipment	39.16	8.01	-	-	47.17	65.81	73.82
(d) Furniture and fixtures	9.75	3.53	-	-	13.28	23.67	27.20
(e) Vehicles	26.52	2.56	-	-	29.08	4.83	7.39
(f) Office equipment	18.83	4.15	-	-	22.98	6.32	6.59
(g) Computers	11.26	0.10	-	-	11.35	5.83	5.92
(h) Electrical Installations	27.14	4.98	-	-	32.13	18.67	23.65
(i) Leasehold improvements	-	-	-	-	-	-	-
Total	190.69	34.17	-	-	224.86	932.76	963.04

Note: To disclose whether the revaluation is based on the valuation by a registered valuer as defined under Rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017

Details of Assets not held in the name of the company

Relevant Line item in the balance sheet	Description of item of property	Gross carrying value	Title deed held in the name of	Property held since	Whether title deed holder is a promoter, director or relative of promoter or director or employee of promoter or director	Reason for not being held in the name of the company
Property Plant and Equipment	Leasehold Land (Lease cum sale)	513.90	Karnataka Industrial Areas Development Board	28-04-2012	Not applicable	The land will be transferred to the Company once certain terms and conditions of the lease cum sale agreement are complied with which is currently pending. There is no dispute.

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4. Capital work in progress

Particulars	Gross block					
	Opening balance as at April 1, 2023	Additions during the year	Acquisitions through business combinations	Capitalised during the year	Adjustments	Closing balance as at March 31, 2024
Capital WIP	290.91	0	-	0	0	290.91

Particulars	Accumulated depreciation					Net block	
	Opening balance as at April 1, 2023	Charge for the year	Deletions / Adjustments	Impairment (losses) / reversals	Closing balance as at March 31, 2024	as at March 31, 2024	as at March 31, 2023
Capital WIP	-	-	-	-	-	290.91	290.91

4A CWIP Ageing Schedule

as at March 31, 2024

Capital Work-in-progress	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 year	2-3 years	More than 3 years	
Projects in progress	-	-	236.6	54.31	290.91
Projects temporarily suspended	-	-	-	-	-
Total	0.00	0.00	236.60	54.31	290.91

as at March 31, 2023

Capital Work-in-progress	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 year	2-3 year	More than 3 years	
Projects in progress	-	236.60	54.31	-	290.91
Projects temporarily suspended	-	-	-	-	-
Total	-	236.60	54.31	-	290.91

4B Details of Capital Work-in-progress, whose completion is overdue or has exceeded its cost compared to its original plan

as at March 31, 2024

CWIP	To be completed in				Total
	Less than 1 year	1-2 year	2-3 year	More than 3 years	
Projects 1	-	-	-	-	-
Projects 2	-	-	-	-	-
Total	-	-	-	-	-

as at March 31, 2023

CWIP	To be completed in				Total
	Less than 1 year	1-2 year	2-3 year	More than 3 years	
Projects 1	-	-	-	-	-
Projects 2	-	-	-	-	-
Total	-	-	-	-	-

5 Other Intangible Assets

Particulars	Gross block					
	Opening balance as at April 1, 2023	Additions during the year	Acquisitions through business combinations	Revaluation (if the change is more than 10% of net carrying value)	Disposals/ Adjustments	Closing balance as at March 31, 2024
(a) Brands / Trademarks	-	-	-	-	-	-
(b) Computer Software	40.52	0.00	-	-	20.69	19.83
(c) Mastheads and Publishing Titles	-	-	-	-	-	-
(d) Mining Rights	-	-	-	-	-	-
(e) Copyrights and Patents	-	-	-	-	-	-
(f) Other Intellectual Property Rights, Services and Operating Rights	-	-	-	-	-	-
(g) Recipes, Formulae, Models, Designs and Prototypes	-	-	-	-	-	-
(h) Licenses and Franchise	-	-	-	-	-	-
(l) Others	-	-	-	-	-	-
Total	40.52	0.00	0.00	0.00	20.69	19.83

Particulars	Accumulated depreciation					Net block	
	Opening balance as at April 1, 2023	Charge for the year	Deletions / Adjustments	Impairment (losses) / reversals	Closing balance as at March 31, 2024	as at March 31, 2024	as at March 31, 2023
(a) Brands / Trademarks	-	-	-	-	-	-	-
(b) Computer Software	20.45	8.12	17.92	-	10.65	9.18	20.07
(c) Mastheads and Publishing Titles	-	-	-	-	-	-	-
(d) Mining Rights	-	-	-	-	-	-	-
(e) Copyrights and Patents	-	-	-	-	-	-	-
(f) Other Intellectual Property Rights, Services and Operating Rights	-	-	-	-	-	-	-
(g) Recipes, Formulae, Models, Designs and Prototypes	-	-	-	-	-	-	-
(h) Licenses and Franchise	-	-	-	-	-	-	-
(i) Others	-	-	-	-	-	-	-
Total	20.45	8.12	17.92	0.00	10.65	9.18	20.07

Note - Where sums have been written-off on a reduction of capital or revaluation of assets or where sums have been added on revaluation of assets, every balance sheet subsequent to date of such write-off, or addition shall show the reduced or increased figures as applicable and shall by way of a note also show the amount of the reduction or increase as applicable together with the date thereof for the first five years subsequent to the date of such reduction or increase.

Note: To disclose whether the revaluation is based on the valuation by a registered valuer as defined under Rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017

Cerebra Integrated Technologies Limited
Standalone Notes Forming Part of Financial Statements for as at 31st March 2024

INR in Lakhs

Note No.	Particulars	As at 31st March 2024	As at 31st March 2023
6	Investment		
	Unquoted Equity Shares		
i)	Investment in Subsidiaries		
a)	Cerebra LPO India Limited	3.50	3.50
ii)	Investment in Time shares	1.65	1.65
	Total	5.15	5.15
	Quoted Mutual Funds		
	HDFC Short Term Opportunities Fund- (units are 1,20,511 (31.03.2023 units are 1,20,511))	13.17	12.32
	ICICI Prudential Mutual Fund (units are 98,616 (31.03.2023 units are 98,616))	11.53	10.83
	Nippon India Prime Debt Fund (units are 8,412 (31.03.2023 units are 8,412))*	1.54	1.44
	Total	26.24	24.59
	Total	31.39	29.74
	Aggregate value of Quoted Investments	26.24	24.59
	Market value of Quoted Investments	26.24	24.59
	Aggregate value of Unquoted Investments at face value	5.15	5.15
	* Previously known as Reliance India Prime Debt Fund		
7.	Trade Receivables- Non Current		
	Trade Receivables considered good- Secured		
	Trade Receivables considered good -Unsecured	6,056.75	6,056.75
	Trade Receivables unsecured- Considered doubtful	-	-
	Trade Receivables which have significant increase in credit risk	-	-
	Trade Receivables - Credit Impaired	-	-
	Sub Total	6,056.75	6,056.75
	Less: Allowance for Doubtful Trade Receivables	2,020.58	-
	Total	4,036.17	6,056.75

Trade receivables of Rs. 6,056.76 lakhs are relating to retention money of the parties which are unsecured and as per company it is receivable in log run.

2023-24

SI No.	Particulars	Not due	Less than 6 months	6 months - 1 year	1-2 Years	2-3 years	More than 3 years	Total
(a)	Undisputed Trade Receivables- considered good	-	-	-	-	-	6,056.75	6,056.75
(c)	Undisputed Trade Receivables which have significant trade risk	-	-	-	-	-	-	-
(d)	Undisputed Trade Receivables -credit impaired	-	-	-	-	-	-	-
(e)	Disputed Trade Receivables -considered good	-	-	-	-	-	-	-
(g)	Disputed Trade Receivables which have significant trade risk	-	-	-	-	-	-	-
(h)	Disputed Trade Receivables -credit impaired	-	-	-	-	-	-	-
	Total	-	-	-	-	-	6,056.75	6,056.75

Standalone Notes Forming Part of Financial Statements for as at 31st March 2024

2022-23

Sl. No.	Particulars	Not due	Less than 6 months	6 months - 1 year	1-2 Years	2-3 years	More than 3 years	Total
(a)	Undisputed Trade Receivables-considered good	-	-	-	-	-	6,056.75	6,056.75
(b)	Undisputed Trade Receivables which have significant trade risk	-	-	-	-	-	-	-
(c)	Undisputed Trade Receivables-credit impaired	-	-	-	-	-	-	-
(d)	Disputed Trade Receivables-considered good	-	-	-	-	-	-	-
(e)	Disputed Trade Receivables which have significant trade risk	-	-	-	-	-	-	-
(f)	Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
	Total	-	-	-	-	-	6,056.75	6,056.75

INR in Lakhs

Note No.	Particulars	As at 31 st March 2024	As at 31 st March 2023
8	Loans		
	Loans to Related party- Subsidiary	595.50	595.24
	Less: Provision for Impairment	-	-
	Net Advances to subsidiary	595.50	595.24
	Total	595.50	595.24
	Break-up:		
	Secured, considered good	-	-
	Unsecured, considered good	-	-
	Credit Impaired	595.50	595.24
	Total	595.50	595.24
	Less: Allowance for Doubtful Loans	-	-
	Total Loans and Advances	595.50	595.24
9	Other Financial Assets		
	Interest accrued but not due on deposits	2.06	4.38
	Total	2.06	4.38
10	Deferred Assets (Net)		
	On account of fixed assets	-24.32	-20.24
	On account of temporary disallowances under Income Tax	1,011.00	124.97
	Total	986.68	104.73
11	Other Non Current Assets		
	Capital advances - to others	949.51	949.16
	Advances other than capital advances - to others (Refer note no.33.2)	8,528.12	8,528.12
	Security Deposits	14.11	13.56
	EMD	26.22	6.20
	Total	9,517.96	9,497.04

* Capital Advances to others represent advances given to parties for the purchase of property in Chennai.

Standalone Notes Forming Part of Financial Statements for as at 31st March 2024

INR in Lakhs

Note No.	Particulars	As at 31 st March 2024	As at 31 st March 2023
12 Inventories			
	Raw materials	-	-
	Work-in-progress	-	-
	Stock in trade	3,048.11	4,550.89
	Total	3,048.11	4,550.89
13 Trade Receivables: Current			
	Trade Receivables considered good - Secured		
	Trade Receivables considered good -Unsecured	12,094.70	14,008.57
	Trade Receivables which have significant increase in credit risk	-	-
	Trade Receivables - Credit Impaired	1,382.03	-
	Sub Total	13,476.73	14,008.57
	Less: Allowance for Doubtful Trade Receivables	1,382.03	-
	Total	12,094.70	14,008.57

2023-24

SI No.	Particulars	Not due	Less than 6 months	6 months - 1 year	1-2 Years	2-3 years	More than 3 years	Total
(a)	Undisputed Trade Receivables - considered good			386.96	5,684.58	4,073.42	3,331.77	13,476.73
(b)	Undisputed Trade Receivable which have significant trade risk	-	-	-	-	-	-	-
(d)	Undisputed Trade Receivable -credit impaired	-	-	-	-	-	-	-
(e)	Disputed Trade Receivable-considered good	-	-	-	-	-	-	-
(g)	Disputed Trade Receivable which have significant trade risk	-	-	-	-	-	-	-
(h)	Disputed Trade Receivables -credit impaired	-	-	-	-	-	-	-
	Total	-	-	386.96	5,684.58	4,073.42	3,331.77	13,476.73

2022-23

SI No.	Particulars	Not due	Less than 6 months	6 months - 1 year	1-2 Years	2-3 years	More than 3 years	Total
(a)	Undisputed Trade Receivables - considered good	763.57	367.08	4,238.42	-	7,531.89	1,107.61	14,008.57
(b)	Undisputed Trade Receivables which have significant trade risk	-	-	-	-	-	-	-
(c)	Undisputed Trade Receivables -credit impaired	-	-	-	-	-	-	-
(d)	Disputed Trade Receivables-considered good	-	-	-	-	-	-	-
(e)	Disputed Trade Receivables which have significant trade risk	-	-	-	-	-	-	-
(f)	Disputed Trade Receivables -credit impaired	-	-	-	-	-	-	-
	Total	763.57	367.08	4,238.42	-	7,531.89	1,107.61	14,008.57

		INR in Lakhs	
Note No.	Particulars	As at 31st March 2024	As at 31st March 2023
14	Cash and Cash Equivalents		
	A) Balances with Banks		
	i) In Current account with scheduled bank	1.07	1.46
	ii) In Foreign currency with foreign bank	-	-
	B) Cash in hand		
	i) In Indian rupee	12.36	8.30
	ii) In Foreign currency	0.14	2.22
	Total	13.57	11.98
15	Bank balances (other than Note 14 above)		
	In deposits with scheduled bank (with maturity of more than three month)*	91.48	218.03
	Total	91.48	218.03
	* Deposits with the banks are pledged to a bank as a security against guarantee issued by them on behalf of the Company.		
16	Other current assets		
	Prepaid expenses	3.32	5.26
	Unbilled Revenue	-	3.46
	Advance to suppliers	793.62	719.66
	Capital Advances	1,080.64	1,080.64
	Advance to employees	2.44	2.01
	Advance to Others	291.27	269.77
	Receivable-Sale of Dubai subsidiary	1,500.00	1,500.00
	Balance with statutory/ government authorities	509.21	582.05
	Total	4,180.50	4,162.85
	Other Equity		
17	Particulars	2023-24	2022-23
	Capital reserve		
	Balance as per last financial statement	2,287.79	2,287.79
	Add: Forfeiture of shares	-	-
	Add: Security premium relating to Forfeiture of shares	-	-
	Balance as on balance sheet date	2,287.79	2,287.79
	ii) Security premium		
	Balance as per last financial Statement	9,046.37	9,046.37
	Less:- Premium relating to Forfeiture of shares	-	-
	Balance as on balance sheet date	9,046.37	9,046.37
	iii) Surplus		
	Balance as per last financial Statement	4,005.58	3,753.12
	Add:- Profit for the year	-4,832.11	252.46
	Balance as on balance sheet date	-826.53	4,005.58
	iv) Other Comprehensive Income		
	Balance as per last financial Statement	-0.60	-0.60
	Add:- For the year	-	-
	Balance as on balance sheet date	-0.60	-0.60
	Total	10,507.03	15,339.14

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*During the Financial year 2017-18 the company had issued 53 Lakhs share warrants to the promoters of the company at Rs. 40 Per share. The company has received Rs. 10 (25%) against the same on 28th April 2017. Such warrants had to be convertible into one equity share at any time within a period of 18 Months from the date of allotment of such warrants. Balance 75% (i.e. Rs.30) had to be paid before the date of subscription to equity shares. On expiry of the said period of 18 months only 8 lakh share warrants had been converted in to equity shares by payment of Rs. 30 per share and the balance amount of Rs. 450 lakhs received has been forfeited and the same has been treated as capital reserve.

Capital Reserve: Capital reserve represents share and share warrants forfeited. Capital Reserve is utilised in accordance with the provisions of the Act. During the year, the Company has received the approval for reduction of Share capital of 92,00,000 shares Rs. 10 each. Accordingly, Rs. 9,20,00,000 has been reduced from Share Capital and included in Capital Reserve

Security Premium: Securities Premium is created due to premium on issue of shares. These reserve is utilised in accordance with the provisions of the Act.

Retained Earnings/Surplus: Surplus is created out of the profits generated. The same can be utilised in accordance with the provisions of the Act to distribute among the shareholders by way of dividend or by way of issue of bonus shares etc after setting off accumulated loss.

18. Borrowings (Non Current)		
Term Loans from Banks - secured (secured by hypothecation of vehicle)	1.57	3.31
Total long term borrowings	1.57	3.31
Less: Instalments of term loan payable within a year considered as other current liability (Refer note No.20)	1.57	1.69
Total	0.00	1.62

Schedule of repayment of loan is as under

Year	Amount in Lakhs	Year	Amount in Lakhs
2024-25	1.57		
19 Provisions (Non Current)			
Provision for			
- Gratuity (Refer note 41)		9.63	37.88
- Leave Benefits(Refer note 41)		3.73	10.77
Total		13.36	48.65
20 Borrowings#			
Cash Credit/Overdraft from Canara Bank (Erstwhile Syndicate Bank)*		2,248.94	2,407.40
Term loan Instalments payable in next one year#		1.57	1.69
Inter Corporate Deposits		468.60	906.97
Unsecured loans		897.24	451.57
Loan from Directors		290.38	333.69
Total		3,906.73	4,101.32

* The Land and Factory building having a carrying value of Rs 807.63 Lakhs (31.03.2023 Rs. 818.47 Lakhs) has been mortgaged to Canara Bank (Erstwhile Syndicate Bank) as a security against working capital limits sanctioned by them as on the date of the balance sheet. The current assets of the company including Raw Material, WIP, Finished goods are also hypothecated against cash credit limit of Rs 2,200 Lakhs

Current maturities of long term debts has been regrouped under from Other Current Liabilities to borrowings

21 Trade Payables

Total outstanding dues of micro enterprise and small enterprise	14.92	19.04
Total outstanding dues of creditors other than micro enterprise and small enterprise	5,516.59	5,217.31
Total	5,531.51	5,236.35

The information required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties had been identified on the basis of information available with the company in this regard.

Standalone Notes Forming Part of Financial Statements for as at 31st March 2024

Particulars	Not due	Outstanding for the following periods from the due date of payment				Total
		Less than 1 Year	1-2 Years	2-3 years	More than 3 years	
MSME	-	14.92	-	-	-	14.92
Others	-	86.92	5426.83	1.09	1.76	5,516.59
Disputed Dues- MSME	-	-	-	-	-	-
Disputed Dues- others	-	-	-	-	-	-
Total	-	101.84	5,426.83	1.09	1.76	5,531.51

Particulars	Not due	Outstanding for the following periods from the due date of payment				Total
		Less than 1 Year	1-2 Years	2-3 years	More than 3 years	
MSME	10.92	6.59	1.53	-	-	19.04
Others	1,201.08	2786.98	1064.68	160.79	3.79	5,217.31
Disputed Dues- MSME	-	-	-	-	-	-
Disputed Dues- others	-	-	-	-	-	-
Total	1,212.00	2,793.57	1,066.21	160.79	3.79	5236.35

Disclosure required under MSME Act, 2006.	INR in Lakhs	
	31-03-2024	31-03-2023
Particulars		
The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of each accounting year;		
Principal amount	14.92	19.04
Interest due thereon	1.85	5.14
The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	Nil	Nil
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of each accounting year; and The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	1.85	4.58

22 Other Financial Liabilities

Liabilities for expenses	14.26	6.38
Deposits Received	12.00	12.00
Total	26.26	18.38

Standalone Notes Forming Part of Financial Statements for as at 31st March 2024

23 Other Current Liabilities		
Advances from customers	172.81	306.95
Other liabilities	320.68	357.66
Statutory liabilities	379.98	335.81
Total	873.47	1,000.42
24 Provisions Current		
Provision for		
- Gratuity (Refer note 41)	52.84	29.60
- Leave Benefits(Refer note 41)	3.10	3.14
- Warranty	29.60	29.60
- Bonus Payable	72.26	64.28
Total	157.80	126.62
25 Current Tax Liabilities		
Provision for tax	3,616.16	3,443.08
Total	3,616.16	3,443.08
26 Revenue from operations		
Sale of products	4,775.97	7,272.14
Income from Services- E-waste processing	48.68	1,323.86
Income from Services- Others	373.44	24.33
Revenue from operations (Gross)	5,198.09	8,620.33
27 Other income		
Interest income	5.77	13.79
Write back of excess provision	-	34.89
Dividend income	1.83	1.32
Net gain on foreign currency transaction	1.21	0.87
Other Income	128.55	0.64
Total	137.36	51.51
28 Cost of materials consumed		
Opening stock	4,550.89	2,287.75
Add: Purchase during the year	4,496.04	8,428.09
Less: Devaluation of stock	1,300.00	-
Less:- Closing stock	3,048.11	4,550.89
Total	4,698.82	6,164.95
Devaluation of Closing Stock		
29 Employee Benefit Expenses		
Salaries and Wages	245.38	706.82
Contracted Labour charges	98.55	104.65
Contribution to Provident & Other funds	15.63	62.54
Staff Welfare Expenses	12.21	27.01
Total	371.77	901.02
30 Financial Costs		
Interest on term Loan	17.01	21.79
Interest on Working Capital	282.34	236.74
Interest on statutory dues	273.32	562.88
Other Interest	16.95	99.90
Bank Charges	6.90	31.26
Total	596.52	952.57

Standalone Notes Forming Part of Financial Statements for as at 31st March 2024

17 Other Equity

INR in Lakhs

(a)	Particulars	as at March 31, 2024		as at March 31, 2023	
		No. of shares	Amount Rs.	No. of shares	Amount Rs.
	Equity Shares of Rs.10 each	15,30,00,000	1,53,00,00,000	15,30,00,000	1,53,00,00,000
(b)	Issued, subscribed and paid up share capital				
	Equity Shares of Rs.10 each				
	Issued	12,12,06,782	1,21,20,67,820	12,12,06,782	1,21,20,67,820
	Subscribed and Paid up	11,19,86,482	1,11,98,64,820	11,19,86,482	1,11,98,64,820

The Company had forfeited 20300 Equity Shares of Rs. 10/- each paid up Rs. 5/- per share (Board Meeting Dated 29.01.2002)

The Company has received the approval for reduction of Share capital of 92,00,000 shares Rs. 10 each. Accordingly, Rs. 9,20,00,000 has been reduced from Share Capital

(c)	Reconciliation of number of equity shares outstanding at the beginning and at the end of the year	No. of shares	Amount Rs.	No. of shares	Amount Rs.
1	Opening balance	11,19,86,482	1,11,98,64,820	11,19,86,482	1,11,98,64,820
2	Add: Fresh Issue during the year	-	-	-	-
3	Add: Bonus shares issued during the year	-	-	-	-
4	Add: Rights issue made during the year	-	-	-	-
5	Add: Shares issued on conversion of Compulsorily Convertible Preference Shares	-	-	-	-
6	Less: Shares bought back during the year	-	-	-	-
7	Less: Shares forfeited during the year	-	-	-	-
8	Less: Shares reduced during the year	-	-	-	-
9	Add / Less: Others (pls specify)	-	-	-	-
10	Closing balance	11,19,86,482	1,11,98,64,820	11,19,86,482	1,11,98,64,820

(d) Particulars of shareholders holding more than 5% shares of a class of shares:

	Name of the Shareholder	No. of shares	% holding	No. of shares	% holding
1	Hermes Global Fund	-	-	1,19,00,000	10.63%
2	Dhanlaxmi Jaswantrai Mehta	52,97,268	4.37%		

(e) Forfeited shares (amount originally paid-up).

(f) Shares held by promoters at the end of the year (Refer Note no.1 below)

1	Change in Pro moters holding during the year (%)		0.60		-4.81
2	Details of Promoters shareholding	as at 31st March 2024		as at 31st March 2023	
	Promoters Name	No.of Shares	% of Total Shares	No.of Shares	% of Total Shares
i	Mr. SHRIDHAR SHANKAR HEGDE	2,00,153	0.17%	2,00,153	0.17%
ii	Mr. P VISHWAMURTHY	130	0.00%	130	0.00%
iii	Mr. VENKATRAMAN RANGANATHAN	7,96,080	0.66%	61,915	0.05%
iv	Mr. P BHARATH	10,702	0.01%	10,702	0.01%
v	Mr. PREETHI BHARATH	10,000	0.01%	10,000	0.01%
	Total	10,17,065	0.85%	2,82,900	0.24%

Note No.1:

- Promoter as defined in the Companies Act, 2013
- Details shall be given for each class of shares separately
- % change shall be computed with respect to the number at the beginning of the year or if issued during the year for the first time then with respect to the date of issue

Standalone Notes Forming Part of Financial Statements for as at 31st March 2024

Note No.2:

Share application money pending allotment shall be classified into equity or liability in accordance with relevant Indian Accounting Standards. Share application money to the extent not refundable shall be shown under the head Equity and share application money to the extent refundable shall be separately shown under 'Other financial liabilities'.

Note No.3:

Preference shares including premium received on issue, shall be classified and presented as 'Equity' or 'Liability' in accordance with the requirements of the relevant Indian Accounting Standards. Accordingly, the disclosure and presentation requirements in that regard applicable to the relevant class of equity or liability shall be applicable mutatis mutandis to the preference shares. For instance, plain vanilla redeemable preference shares shall be classified and presented under 'non-current liabilities' as 'borrowings' and the disclosure requirements in this regard applicable to such borrowings shall be applicable mutatis mutandis to redeemable preference shares.

Note No.4

Compound financial instruments such as convertible debentures, where split into equity and liability components, as per the requirements of the relevant Indian Accounting Standards, shall be classified and presented under the relevant heads in 'Equity' and 'Liabilities'

		INR in Lakhs	
Note No.	Particulars	For the year ending 31st March 2024	For the year ending 31st March 2023
31	Other Expenses		
	Audit Fees	12.00	13.00
	Power and Fuel	0.41	2.80
	Rent	14.67	52.61
	Repairs to Machinery	1.67	10.78
	Repairs to Others	1.10	14.20
	Software Maintenance	-	6.70
	Insurance	7.34	7.24
	Rates & Taxes, excluding taxes on income	20.85	112.62
	Sales Tax Arrears	189.92	-
	Legal & Professional Charges*	98.29	125.64
	Travelling and Conveyance	32.70	65.59
	Discount	3.45	42.56
	Communication expenses	5.41	7.98
	Provision for bad and doubtful debts	3,402.60	-
	Advertisement & Business promotion	1.78	7.49
	Printing & Stationery	3.04	4.07
	Plastic Disposal Expenses	-	18.81
	Vehicle Maintenance	2.40	5.61
	Miscellaneous Expenses	89.07	77.58
	Total	3,886.70	575.28
	Particulars	Year ending 31-03-2024	Year ending 31-03-2023
	Audit fees	12.00	13.00
	Tax Audit fees	2.00	2.00
	Total	14.00	15.00
	Other Comprehensive Income		
	Remeasured Unrealised actuarial gain/loss	-	-
	Total	-	-
32	Exceptional Item		
	Devaluation of stock	1,300.00	-
	Total	1,300.00	-

Standalone Notes Forming Part of Financial Statements for as at 31st March 2024

Note No. 33 Contingent Liabilities (to the extent not provided for) *

Particulars	31-03-2024	31-03-2023
Bank guarantees and letters of credit open and outstanding	303.04	50.59
Pending capital commitments (Net of Advances)	-	

Penalty payable if any for delay in filing returns and payment of dues under Income Tax Act and Goods and Service Tax Act are not ascertainable and will be accounted on determination of the same.

Note No. 33.1 The Company has received the final approval from NCLT for reduction of Capital on account of cancellation of shares issued to Cimellia and capital has been reduced and transferred the amount to Capital Reserve during the year along with the premium on forfeited shares.

Note No. 33.2 During the FY 2021-22 the Company has sold its investment in the Dubai subsidiary and necessary share transfer agreement has been executed. The Company had few advances given to its erstwhile subsidiary and amount receivable from them have been classified under loans and necessary agreement has been entered with the Purchaser of shares for refund of advance amount. The advance amount includes the advance amount paid by the Company to vendors in Dubai on behalf of their erstwhile subsidiary.

Note No. 34 Operating Lease

The minimum future lease rentals payable in respect of non-cancellable leases entered into by the Company to the extent of minimum guarantee amount are as follows:-

INR in Lakhs		
Particulars	31-03-2024	31-03-2023
Less than one year (Yearly rent as per agreements)	47.22	47.22
Later than one year but not later than five years	-	-
Later than five years	-	-

INR in Lakhs		
Particulars	31-03-2024	31-03-2023
Fixed Rentals	14.84	52.61
Contingent rents	-	-
Total	14.84	52.61

Note No. 35 As per Ind As 116, A lessee may elect not to apply the requirements in paragraphs 22-49 to:

(a) short-term leases; and

(b) leases for which the underlying asset is of low value

As per the management's judgement, the leases for which the underlying asset is low value amounts to Rs 15,00,000 below which management does not consider the recognition of rent under Ind As 116.

Note No. 36

a. Income Tax Expenses

INR in Lakhs		
Particulars	Year ending 31st March 2024	Year ending 31st March 2023
Current tax		
Current tax on taxable income for the year	-	-185.21
Earlier Year Tax Expense (Short Provision)	153.42	
Total current tax expense	153.42	-185.21
Deferred tax		
Deferred Tax charge/(credit)	-881.96	-50.78
MAT credit (taken)/utilized	-	-
Total deferred income tax expense/(benefit)	-881.96	-50.78
Total income tax expenses /(Credit)	-728.54	-235.99

b. The movement in deferred tax assets and liabilities

Particulars	As at 31st March 2024		As at 31st March 2023	
	Deferred tax/(liabilities)	Credit/(charge) in statement of Profit and Loss	Deferred tax/(liabilities)	Credit/(charge) in statement of Profit and Loss
Depreciation	-24.32		-20.24	
Expenses allowed in the year of payment	1,011.02		124.97	
Sub total	986.69		104.72	
Total		986.69	-	104.72

Standalone Notes Forming Part of Financial Statements for as at 31st March 2024

Note No. 37 a) Financial instruments by category:

As at 31st March 2024

INR in Lakhs

Particulars	FVTPL	FVOCI	Amortised Cost	Total Carrying Value
Financial Assets				
Measured at fair value				
Investments	26.24	-	-	26.24
Not measured at fair value				
Investments in Subsidiary	-	-	3.50	3.50
Loans#	-	-	595.50	595.50
Trade Receivable	-	-	16,130.88	16,130.88
Cash and Cash Equivalents	-	-	13.57	13.57
Bank Balances other than those included above	-	-	91.48	91.48
Other Financial Assets	-	-	2.06	2.06
Total	26.24	-	16,836.99	16,863.23
Financial Liabilities				
Measured at Fair Value				
	-	-	-	-
Not Measured at Fair value				
Borrowings	-	-	3,906.73	3,906.73
Trade Payable	-	-	5,531.51	5,531.51
Other Financial Liabilities	-	-	26.26	26.26
Total	-	-	9,464.50	9,464.50

Footnote:

#The Company has given Loan on interest free to its subsidiary, but the same has not been recorded at fair value.

As at 31st March 2023

Particulars	FVTPL	FVOCI	Amortised Cost	Total Carrying Value
Financial Assets				
Measured at fair value				
Investments	24.59	-	-	24.59
Not measured at fair value				
Investments in Subsidiary	-	-	3.50	3.50
Loans#	-	-	595.24	595.24
Trade Receivable	-	-	20,065.31	20,065.31
Cash and Cash Equivalents	-	-	11.99	11.99
Bank Balances other than those included above	-	-	218.03	218.03
Other Financial Assets	-	-	4.38	4.38
Total	24.59	-	20,898.45	20,923.04
Financial Liabilities				
Measured at Fair Value				
	-	-	-	-
Not Measured at Fair value				
Borrowing	-	-	4,102.94	4,102.94
Trade Payable	-	-	5,236.35	5,236.35
Other Financial Liabilities	-	-	18.39	18.39
Total	-	-	9,357.68	9,357.68

Footnote:

#The Company has given Loan on interest free to its subsidiary, but the same has not been recorded at fair value.

b) Fair Value hierarchy

The following table presents the fair value hierarchy of assets and liabilities measured at fair value on a recurring basis, it also includes the financial instruments which are measured at amortised cost for which fair values are disclosed.

Standalone Notes Forming Part of Financial Statements for as at 31st March 2024

As at 31st March 2024

INR in Lakhs

Particulars	Level 1	Level 2	Level 3	Total
Financial assets:				
Measured at fair value				
Investments in Mutual Funds	26.24			26.24
Not measured at fair value (Refer footnotes)				
Total	26.24	-	-	26.24
Financial Liabilities				
Measured at fair value				-
Not measured at fair value (Refer footnotes)				-
Total	-	-	-	-

As at 31st March 2023

INR in Lakhs

Particulars	Level 1	Level 2	Level 3	Total
Financial assets:				
Measured at fair value				
Investments in Mutual Funds	24.59			24.59
Not measured at fair value (Refer footnotes)				
Total	24.59	-	-	24.59
Financial Liabilities				
Measured at fair value				-
Not measured at fair value (Refer footnotes)				-
Total	-	-	-	-

Footnotes

The Company has not disclosed the fair value of financial instruments such as trade receivables, trade payables, short term loans, deposits etc. because their carrying amounts are a reasonable approximation of fair value.

c) Fair value hierarchy:

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

- Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices in an active market. This included listed equity instruments, traded debentures and mutual funds that have quoted price. The fair value of all equity instruments (including debentures) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.
- Level 2: Level 2 hierarchy includes financial instruments that are not traded in an active market (for example, traded bonds/ debentures, over the counter derivatives). The fair value in this hierarchy is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2
- Level 3: If one or more of the significant Inputs is not based on observable market data, the instrument is included in level 3. Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data. Financial instruments such as unlisted equity shares, loans are included in this hierarchy.

d) **Inter level transfers:** There are no transfers between levels 1 and 2 as also between levels 2 and 3 during the year.

e) Valuation technique used to determine fair value

- the use of quoted market prices for the equity instruments and Mutual Funds
- the fair value of the unlisted shares are determined based on the income approach or the comparable market approach.

f) Reconciliations of level 3 fair values

The following table shows reconciliation from the opening balances to closing balances for Level 3 fair values:

Particulars	INR in Lakhs
	Assets
	Equity Instrument
Balance as on April 1, 2023	-
Changes:-	
Nil	
Balance as on March 31,2024	-

Standalone Notes Forming Part of Financial Statements for as at 31st March 2024

Note No. 38 Financial Risk Management

Risk management framework

The company's activities expose it to market risk including currency risk, interest rate risk, liquidity risk and credit risk.

The company's risk management is carried out by finance department as per the policies approved by the Board of Directors. The board provides principles for overall risk management as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, and investment of shortterm/longterm surplus funds.

A) Market Risk

i) Foreign Currency Risk

Foreign currency risk arises from commercial transactions, assets and liabilities denominated in a currency that is not the Company's functional currency (INR).

The exposure of the Company to foreign currency risk is not significant. However, this is closely monitored by the management to decided that there is no such arrangement in the company that requires hedging. Hence the company has not made any arrangements with the banks for hedging

Currency	Receivables	Payables
As on 31st March 2024		
Exposure in US Dollars (USD)	-	-
As on 31st March 2023		
Exposure in US Dollars (USD)	10,028.12	-

ii) Interest Rate Risk

The company does not have any borrowings other than borrowings from the bank in the current year hence there is no exposure to companies borrowing to interest rate changes at the end of the reporting period

During the previous year exposure of the company's borrowing to interest rate changes at the end of the reporting period depends on the mix of fixed rate and floating rate of the borrowings and the expected movement of market interest rate. The status of borrowings in terms of fixed rate and floating rate are as follows:

Details of Borrowings outstanding	INR in Lakhs	
	31-03-2024	31-03-2023
Variable Rate Borrowings	3,906.73	4,098.01
Fixed Rate Borrowings	-	3.31
Interest Free Borrowings		-
Total Borrowings	3,906.73	4,101.32

As at the end of the reporting period, the company had the following variable rate borrowings outstanding:

Details of Variable rate borrowings	Weighted Avg. Interest Rate	Outstanding Balance	INR in Lakhs
			% of Total Loan
31-03-2024 Cash Credit from Canara Bank(earstwhile Syndicate Bank)	11.70%	2110.72	54.03%
31-03-2023 Cash Credit from Canara Bank (earstwhile Syndicate Bank)	11.70%	2,196.74	67.82%

Interest Rate Sensitivity

A change of 50 bps in interest rate would have the following impact on profit before tax

Particulars	2023-24	2022-23
50 bps increase would decrease the profit before tax by	109.84	114.58
50 bps decrease would increase the profit before tax by	-109.84	-114.58

iii) Price Risk

The company's exposure to securities price risk arises from investments held by the company in units of mutual fund classified in the balance sheet at fair value through profit and loss. However, company does not have a practice of investing in market equity securities with a view to earn

Standalone Notes Forming Part of Financial Statements for as at 31st March 2024

fair value changes gain. Company has invested in units of mutual funds when short term surplus fund exists with prior approval of the Board . Considering the size of the investment the price/market risk is not significant.

B) Credit Risk

Credit risk arises when a counter party defaults on contractual obligations resulting in financial loss to the company. Trade receivables consist of large number of customers, spread across diverse industries and geographical areas. In order to mitigate the risk of financial loss from defaulters, the Company has an ongoing credit evaluation process in respect of customers who are allowed credit period. In respect of walk-in customers the company does not allow any credit period and therefore, exposed to any credit risk.

In general, it is presumed that credit risk has significantly increased since initial recognition if the payments are more than 60 days past due.

Details of outstanding trade receivables	Upto 6 Months	More than 6 Months but less than three Years	More than Three Years
As on 31st March 2024	-	10,144.96	3,331.77
As on 31st March 2023	1,130.65	11,770.31	1,107.61

C) Liquidity Risk

The Company has a liquidity risk management framework for managing its short term, medium term and long term sources of funding vis-à-vis short term and long term utilization requirement. This is monitored through a rolling forecast showing the expected net cash flow, likely availability of cash and cash equivalents, and available undrawn borrowing facilities.

i) Financing arrangements: The position of undrawn borrowing facilities at the end of reporting period are as follows

Floating Rate	INR in Lakhs	
	31-03-2024	31-03-2023
Cash Credit from Canara Bank	2,110.72	2,196.74

ii) Maturities of financial liabilities

The table below analyses the company's all financial liabilities into relevant maturity based on their contractual maturities. The amounts disclosed in the table are the contractual undiscounted cash flows.

Contractual maturities of financial liabilities:

As on 31st March 2024

Financial Liabilities	INR in Lakhs		
	Not Later than 1 year	Between 1 and 5 years	Later than 5 Years
i) Borrowings	3,906.73	-	-
ii) Trade Payable	5,516.59	-	-
iii) Other Financial Liabilities	26.26	-	-

As on 31st March 2023

Financial Liabilities	INR in Lakhs		
	Not Later than 1 year	Between 1 and 5 years	Later than 5 Years
i) Borrowings	4,101.32	1.62	-
ii) Trade Payable	5,217.35	-	-
iii) Other Financial Liabilities	18.39	-	-

Note Number 39 : Capital Management

Capital management objectives of the Company is to safeguard its ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders.

The company's strategy is to maintain a gearing ratio within 20%. The gearing ratios were as follows:

Particulars	31-03-2024	31-03-2023
Debt	3,905.16	4,102.94
Equity	21,705.68	26,537.79
Net Debt to Equity	17.99%	15.46%

Standalone Notes Forming Part of Financial Statements for as at 31st March 2024

Note No 40 : Related Party Disclosure

a) Related Parties

Name	Nature
Cerebra LPO India Limited	Subsidiary
Cerebra Middle East FZCO	Subsidiary till 17.03.2021
Kranion Technologies limited	Entity in which KMP or/and his relatives are able to exercise significant influence

b) Key Management Personal

Name	Designation
V. Ranganathan	Managing Director
P. Vishwamurthy	Whole Time Director
Uttam Prakash Agarwal	Director
Satish Chandra	Director
S Gopalkrishnan	Director
Madan Balachandra Gosavi	Director
Namratha Sharma	Director
Surbhi Jain	Company Secretary
Sheshadri	General Manager Finance & Accounts

C) Transaction with Related Parties

INR in Lakhs

Particulars	Transaction	Year ended 31-Mar-2024	Year ended 31-Mar-2023
V. Ranganathan	Remuneration	20.12	20.12
	Loan Received	54.00	202.30
	Loan repaid	66.30	489.60
P. Vishwamurthy	Remuneration	20.12	20.12
	Loan Received	194.97	198.69
	Loan repaid	2.00	-
Bharath P	Remuneration	-	20.12
	Loan given	-	193.85
	Loan repaid	-	-
Cerebra Middle East FZCO	Investment made	-	-
	Loan given	-	68.67
	Loan repaid	-	120.05
Cerebra LPO India Limited	Capital advance Paid	-	1.13
	Loan repaid	-	-
MVS Vasan	Sitting Fees	-	1.55
P. E. Krishnan	Sitting Fees	-	1.35
S Gopalkrishnan	Sitting Fees	1.35	0.85
Parthasarathi Naik	Sitting Fees	-	0.45
Bhavana Philipose	Sitting Fees	-	0.15
Uttam Prakash Agarwal	Sitting Fees	1.80	-
Satish Chandra	Sitting Fees	1.80	-
Madan Balachandra Gosavi	Sitting Fees	1.80	-
Namrata Sharma	Sitting Fees	1.35	-
Sheshadri Murthy	Remuneration	23.60	3.64
Maitri Chatterjee	Remuneration	-	2.42
Mala Poddar	Remuneration	-	2.26
H S Venkatesh	Remuneration	-	10.00
Surbhi Jain	Remuneration	1.57	-

Standalone Notes Forming Part of Financial Statements for as at 31st March 2024

d) Balance with Related Parties

INR in Lakhs

Particulars	31-03-2024	31-03-2023
Cerebra LPO India Limited		
a) Investment	3.50	3.50
b) Balance Receivable	595.50	595.24
Cerebra Middle East FZCO		
a) Investment	-	-
b) Balance Receivable	-	-51.38
c) Capital Advance	-	-
Payable to Directors		
V. Ranganathan	-	-12.30
P. Vishwamurthy	290.38	198.69
Riyaz Suterwalla	0.53	0.53
Sheshadri Murthy	0.81	1.81
Surbhi Jain	0.30	-
Payable to Barath P	193.85	193.85

Note No 41:- Employee Benefits Gratuity

I) Changes in present value of obligation

Particulars	Year ended 31-Mar-2024	Year ended 31-Mar-2023
Present Value of Funded Obligation	-	-
Fair Value of plan asset	-	-
Net Fund Obligation	-	-
Present Value of unfunded defined benefit obligation	62.46	67.49
Amounts not recognised due to asset limit	-	-
Net defined liability/(asset) recognised in balance sheet	62.46	67.49
Net defined liability/(asset) Bifurcated as follows	-	-
Current Liability	52.84	29.60
Non-current Liability	9.62	37.88

ii) Expenses to be recognised in Statement of profit or loss account

Particulars	Year ended 31-Mar-2024	Year ended 31-Mar-2023
Current Service Cost	7.70	13.23
Past Service Cost	-	-
Administration Expenses	-	-
Interest on net defined benefit liability / (Asset)	3.67	3.69
(Gain)/Losses on settlement	-	-
Total expenses to be charged to profit or loss account	11.37	16.91

iii) Amount recorded in Other Comprehensive Income

Particulars	Year ended 31-Mar-2024	Year ended 31-Mar-2023
Opening amount recognized in OCI outside profit and loss account	-39.76	-23.73
Remeasurements during the period due to		
Changes in financial assumptions	0.29	-1.02
Changes in demographic assumptions	-	-
Experience adjustments	-14.28	-15.01
Actual return on plan assets less interest on plan assets	-	-
Adjustment to recognize the effect of asset ceiling	-	-
Closing amount recognized in OCI outside profit and loss account	-53.75	-39.76

Standalone Notes Forming Part of Financial Statements for as at 31st March 2024

iv) Movement in Benefit Obligation

Particulars	Year ended 31-Mar-2024	Year ended 31-Mar-2023
Opening of defined benefit obligation	67.48	67.49
Current service cost	7.70	13.23
Past service cost	-	-
Interest on defined benefit obligation	3.67	3.69
Remeasurements due to:		
Actuarial loss / (gain) arising from change in financial assumptions	0.29	-1.02
Actuarial loss / (gain) arising from change in demographic assumptions	-	-
Actuarial loss / (gain) arising on account of experience changes	-14.28	-15.01
Benefits paid	-2.41	-0.90
Liabilities assumed / (settled)*	-	-
Liabilities extinguished on settlements	-	-
Closing of defined benefit obligation	62.45	67.48

v) Key Assumptions

Particulars	Year ended 31-Mar-2024	Year ended 31-Mar-2023
Discount Rate(p.a.)	7.20%	7.45%
Salary Escalation Rate(p.a.)	7.00%	7.00%
Demographic Assumptions		
Retirement Age	58	58
Mortality Table	Indian Assured Lives Mortality Table(2012-14)	Indian Assured Lives Mortality Table(2012-14)
Leaving service rates		
Age		
21-30	15%	15%
31-44	10%	10%
35-44	5%	5%
45-50	3%	3%
51-54	2%	2%
55-57	1%	1%

Note No 42 : Earnings Per Share

Particulars	Year ended 31-Mar-2024	Year ended 31-Mar-2023
A) Basic Earnings Per Share		
Profit after tax	-4,832.11	252.44
Weighted number of equity shares considered for calculation of basic earnings per share	11,19,86,482	11,19,86,482
Earnings Per share- Basic	-4.31	0.23
B) Diluted Earnings per share		
Profit after tax	-4,832.11	252.44
Adjustments	-	-
Diluted Earnings	-4,832.11	252.44
Weighted number of equity shares considered for calculation of diluted earnings per share	11,19,86,482	11,19,86,482
Earnings Per share- Diluted	-4.31	2.33

Standalone Notes Forming Part of Financial Statements for as at 31st March 2024

Note No 43: Figures in bracket relates to previous year.

Note 44 - Ratios

Financial Ratios:

The following are analytical ratios for the year ended 31st March 2024 and 31st March 2023

Particulars	Numerator	Denominator	31st March 2024	31st March 2023	Variance
Liquidity Ratio					
Current Ratio	Current assets	Current liabilities	1.38	1.65	-16.47%
Solvency Ratio					
Debt – Equity Ratio	Ratio Total Debt	Shareholder's Equity	0.35	0.37	-4.82%
Debt Service Coverage Ratio	Earnings available for debt service(1)	Total Debt	-1.07	0.30	-453.12%
Profitability Ratio					
Return on Equity (ROE)	Net Profits after taxes	Average Shareholder's Equity	-0.20	0.01	-3121.65%
Net profit Ratio	Net Profit	Revenue	-0.93	0.03	-3274.34%
Return on capital employed (ROCE)	Earning before interest and taxes	Capital Employed(2)	299.12	258.53	15.70%
Return on Investment(ROI)					
Utilization Ratio					
Trade Receivables Turnover Ratio	Revenue	Average Trade Receivable	0.29	0.38	-33.57%
Trade Payables Turnover Ratio	Credit Purchases	Average Trade Payable	0.84	1.20	-30.68%
Net Capital Turnover Ratio	Revenue	Working Capital	0.98	0.96	2.38%

(1) Net Profit after taxes + Non-cash operating expenses + Interest + other adjustments like loss on sale of Fixed assets etc.

(2) Average Shareholders fund

Independent Auditor's Report

To

To the members of Cerebra Integrated Technologies Limited

Report on the Audit of the Consolidated Ind AS Financial Statements

Qualified Opinion

We have audited the accompanying consolidated Ind AS financial statements of Cerebra Integrated Technologies Limited ("the Company") and its subsidiary (the Company and its subsidiary together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2024, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date, and a summary of the material accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on separate financial statements of a subsidiary as were audited by the other auditors, Except for the effects of matters mentioned in the "Basis for Qualified Opinion" paragraph, the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2024, of its consolidated Loss and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Qualified Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated Ind AS financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred to in sub paragraph (a) of the "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our qualified opinion on the consolidated Ind AS financial statements.

- a) The holding company has reported Rs.30.48 Crore as carrying value of inventory including E-waste inventory as on 31.03.2024 after devaluing the stock to the extent of Rs.13 crore on adhoc basis, for which we have not been provided with item-wise details, movement of inventory during the period and basis for the valuation. Due to the nature of inventory majority being E-waste stock, we could not verify the quantity of the inventory and in the absence of sufficient audit evidence we are unable to comment on the compliance of Ind AS - 2 "Inventory" and also, we are unable express opinion on the correctness of the quantity and the carrying value of inventory held as on 31.03.2024 and its consequential impact, if any, on the consolidated Ind AS financial statement.
- b) Total Trade receivables of the holding company as on 31.03.2024 is Rs.195.33 crore, out of which Rs. 191.46 crore is outstanding for more than 1 year. However, the holding company has made provision for bad and doubtful debts only to the extent of Rs.34.02 crores. Also, the balance of trade receivables is subject to confirmation and the company has not assessed the loss allowance for expected credit loss and therefore, we are unable to express opinion on the correctness of the provisions for bad and doubtful debts, carrying value of the said receivables and its impact, if any, on the consolidated Ind AS financial statement.
- c) The holding company is having outstanding dues recoverable from an overseas party amounting to Rs. 100.28 Crore on account of sale consideration of Holding Company's erstwhile subsidiary M/s Cerebra Middle East FZCO Dubai, vide sale agreement dated 17.03.2022. As per the terms of the said agreement, the payment period now stands expired and overdue for payment for more than a year and the balances are subject to confirmation. The Holding Company has not made any provision for bad and doubtful receivables, also the said balances were not restated as per the requirement of 21 "The effects of changes in foreign exchange rates". Hence, we are unable to comment on the regulatory compliances, recoverability of dues and its impact on consolidated Ind AS financial statement.
- d) The holding company has given Rs.30.81 crore (Rs.21.86 crore reported under current assets and Rs.8.95 crore reported under Non-current assets) towards Capital Advances and Other Advances to various parties, which are outstanding for more than 1 year and are subject to confirmation. Also, no provision has been made in the books for bad and doubtful portion. Hence, we are unable to comment on its recoverability and its consequential impact, if any, on the consolidated Ind AS financial statement.

Emphasis of Matter

We draw attention to the following matters in the consolidated financial result wherein:

- We draw your attention to Current tax liabilities reported in Consolidated financial statement which includes Rs. 36.16 crore payable towards undisputed income tax dues (including provision for interest) of the Group pertaining to earlier years.
- We draw attention to Trade Payables reported in the Consolidated financial statement of Rs. 55.31 crore is subject to confirmation and reconciliation.
- We draw your attention to the fact that the subsidiary company's auditors expressed concerns over the subsidiary company's ability to continue as going concern, as the net worth of the subsidiary company has been completely eroded.

Our opinion on the Consolidated Ind AS Financial Statement is not modified in respect of above matters

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that, Except for the matter described in the "Basis for Qualified Opinion" section, we have determined that there are no Key Audit Matters to communicate in our report.

Other Information

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises of Management Reports such as Board's Report, Management Discussion and Analysis, Corporate Governance Report and Business Responsibility Report (but does not include the consolidated financial statements and our Auditors' Report thereon) which we obtained prior to the date of this Auditor's Report and the remaining section of the Annual Report, which are expected to be made available to us after that date. Our opinion on the consolidated Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed on the other information that we obtained prior to the date of this Auditor's Report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard. When we read the other sections of Annual Report (other than those mentioned above), if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the applicable laws and regulations.

Management and Board of Directors' Responsibilities for the Consolidated Ind AS Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated Ind AS financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Management and Board of Directors of the Holding Company, as aforesaid. In preparing the consolidated Ind AS financial statements, the respective Management and Board of Directors of the companies included in the Group are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of each company.

Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated Ind AS financial statements. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(l) of the Act, we are also responsible for expressing our opinion on the internal financial controls with reference to the consolidated Ind AS financial statements and the operating effectiveness of such controls based on our audit.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated Ind AS financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates and joint venture to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the Group and its associates and joint venture to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated Ind AS financial statements of which we are the independent auditors. For the other entities included in the consolidated Ind AS financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Our responsibilities in this regard are further described in para (a) of the section titled 'Other Matters' in this audit report. We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred to in subparagraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated Ind AS financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

- (a) The consolidated annual financial results include the audited financial results of M/s Cerebra LPO India Limited the subsidiary, whose financial statements reflect total assets (before consolidation adjustments) of Rs. 0.91 lakhs as at 31 March 2024, total revenue (before consolidation adjustments) of Rs. Nil and total net loss (before consolidation adjustments) of Rs. 0.62 lakhs and nil net cash outflows of lakhs for the year ended on that date, as considered in the consolidated annual financial results, which have been audited by their independent auditor. The independent auditors' reports on financial statements of the entity have been furnished to us by the management and our opinion on the consolidated annual financial results, in so far as it relates to the amounts and disclosures included in respect of this entity, is based solely on the report of such auditor and the procedures performed by us are as stated in paragraph above.

Our opinion on the consolidated annual financial results is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable
2. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements/financial information of a subsidiaries as were audited by other auditors, as noted in the 'Other Matters' paragraph, we report, to the extent applicable, that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b. In our opinion, proper books of accounts as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - c. The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements.
 - d. In our opinion, Except for the effects of matters mentioned in the "Basis for Qualified Opinion" paragraph the aforesaid consolidated Ind AS financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e. On the basis of the written representations received from the directors of the Holding Company as on 31 March 2024 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India are disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164(2) of the Act.
 - f. With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" Our report expresses Qualified opinion on the adequacy and operating effectiveness of the Holding Company's internal financial controls with reference to Consolidated Ind AS financial statement.
 - g. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act: In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of such subsidiary companies incorporated in

India which were not audited by us, the remuneration paid during the current year by the Holding Company and its subsidiary companies to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and its subsidiary companies is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements of a subsidiaries, as noted in the 'Other Matters' paragraph:
- i. The consolidated Ind As financial statements disclosed the impact of pending litigations (if any) on the consolidated financial position of the Group.
- ii. We have been informed that, the Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts required to be transferred to the Investor Education and Protection Fund by the Holding Company its subsidiary companies incorporated in India during the year ended 31 March 2024.
- iv.
- a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or its subsidiary company incorporated in India to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall: directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Holding Company or its subsidiary companies incorporated in India or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Holding Company or its subsidiary companies incorporated in India from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or its subsidiary companies incorporated in India shall: directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.
- c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (iv) (a) and (iv) (b) contain any material misstatement.
- v. The Holding Company and its subsidiary companies incorporated in India have neither declared nor paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.
- vi. Based on our examination which included test checks, the Holding company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with. In respect of its subsidiary company the other auditor has reported that, "it has used an accounting software for maintaining its books of account which does not have a feature of recording audit trail (edit log) facility".

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

**For YCRJ & Associates
Chartered Accountants,
Firm Registration No. 006927S**

**Yashvanth Khanderi
Partner
Membership No. 029066
UDIN:24029066BKAIMU4350**

**Place: Bangalore
Date: May 29, 2024**

Annexure A to the Independent Auditor's Report - March 31, 2024

In our opinion and according to the information and explanations given to us, in the following clauses of Companies (Auditor's Report) Order, 2020 (CARO) report of the holding company, the respective auditors have made their unfavorable remarks, qualification or adverse remarks. Details are as under:

M/s. Cerebra Integrated Technologies Limited(L85110KA1993PLC015091) the Holding Company: Clauses are- i (b), i (c), ii (a), ii (b), iii (a)(A), iii (b), iii (c), iii (d), iii (e), vi, xviii, xix (a), xix (b).

**For YCRJ & Associates
Chartered Accountants,
Firm Registration No. 006927S**

**Place: Bangalore
Date: May 29, 2024**

**Yashvanth Khanderi
Partner
Membership No. 029066
UDIN:24029066BKAIMU4350**

Annexure B to the Independent Auditors' report on the consolidated Ind AS financial statements of Cerebra Integrated Technologies Limited for the year ended 31 March 2024

Report on the internal financial controls with reference to the aforesaid consolidated Ind AS financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (Referred to in paragraph A (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2024, we have audited the internal financial controls with reference to consolidated Ind AS financial statements of Cerebra Integrated Technologies Limited (hereinafter referred to as "the Holding Company") and its Subsidiary incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to consolidated Ind AS financial statements based on the criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of the internal controls based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion on the internal financial controls with reference to consolidated financial statements.

Meaning of Internal Financial controls with reference to consolidated Ind AS financial statements

A company's internal financial controls with reference to consolidated Ind AS financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to consolidated Ind AS financial statements includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial controls with reference to consolidated Ind AS financial statements

Because of the inherent limitations of internal financial controls with reference to consolidated Ind AS financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation

of the internal financial controls with reference to consolidated Ind AS financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated Ind AS financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Qualified Opinion

According to information explanation provided to us and based on audit procedures conducted by us, the following material weakness has been identified as at March 31, 2024

1. *The Holding Company's internal financial control over placing purchase order, payment to vendor, processing of sales order, customer acceptance, credit evaluation is inadequate and not commensurate with the size of operation and nature of activity.*
2. *The Holding Company's internal financial control over selection of vendors, payment to vendor in case of capital expenses is inadequate and not commensurate with the size of operation and nature of activity.*
3. *The Holding Company's internal financial control over payment of advances for supplies, services and capital assets were not operating effectively, which could potentially result in impact on recognition of expenses.*
4. *The Holding Company's internal financial control over recovery of trade receivables were not operating effectively, which could potentially result in credit losses.*

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim Consolidated Ind AS financial statements will not be prevented or detected on a timely basis.

In our opinion, except for the possible effects of the material weakness described above on the achievement of the objectives of the control criteria, the Holding Company, its subsidiary has, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

We have considered the material weakness identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the March 31, 2024, Consolidated Ind AS financial statements of the Company, and the material weakness do not affect our opinion on the Consolidated Ind AS financial statements of the Company.

Other Matters

Our aforesaid report under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the Internal Financial Controls with reference to Financial Statements in so far as it relates to subsidiary, which is a company incorporated in India, is based on the corresponding report of the auditors of such company incorporated in India.

Place: Bangalore
Date: May 29, 2024

For YCRJ & Associates
Chartered Accountants,
Firm Registration No. 006927S

Yashvanth Khanderi
Partner
Membership No. 029066
UDIN:24029066BKAIMU4350

Cerebra Integrated Technologies Limited

CIN: L85110KA1993PLC015091

Consolidated Balance Sheet for the year ended 31st March 2024

INR in Lakhs

Particulars	Note No	For the year ended on 31/03/2024	For the year ended on 31/03/2023
ASSETS			
(1) Non-current assets			
(a) Property, Plant and Equipment	3	932.74	963.05
(b) Capital work-in-progress	4	290.91	290.91
(c) Other Intangible asset	5	9.18	20.07
(d) Financial Assets			
i) Investments	6	27.89	26.24
ii) Trade receivables	7	4,036.17	6,056.75
iii) Loans	8	-	-
iv) Other financial assets	9	2.09	4.38
(e) Deferred tax assets(Net)	10	986.70	104.73
(f) Other non current assets	11	9,517.96	9,497.05
Total Non-current asset		15,803.64	16,963.18
(2) Current assets			
(a) Inventories	12	3,048.11	4,550.89
(b) Financial assets			
i) Trade receivables	13	12,094.70	14,008.57
ii) Cash and cash equivalents	14	13.80	12.22
iii) Bank balances other than (ii) above	15	91.48	218.03
iv) Loans		-	-
(c) Other current assets	16	4,181.16	4,163.47
Total Current assets		19,429.25	22,953.18
Total assets		35,232.89	39,916.36
Equity and liabilities			
Equity			
(a) Equity share capital	17	11,198.65	11,198.65
(b) Other equity	17	10,009.65	14,842.20
(c) Non -controlling interest		-211.67	-211.48
Total Equity		20,996.63	25,829.37
Liabilities			
(1) Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	18	-	1.62
(b) Provisions	19	13.36	48.65
Total Non-current liabilities		13.36	50.27
(2) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	20	3,906.73	4,101.32
(ii) Trade payable			
a) Total outstanding dues of micro enterprise and small enterprise	21	14.92	19.04
b) Total outstanding dues of creditors other than micro enterprise and small enterprise	21	5516.59	5217.31
(iii) Other financial liabilities	22	36.29	28.01
(b) Other current liabilities	23	972.07	1,099.02
(c) Provisions	24	160.13	128.96
(d) Current tax liabilities (Net)	25	3,616.16	3,443.08
Total Current liabilities		14,222.89	14,036.73
Total equity and liabilities		35,232.89	39,916.36

See accompanying notes to financial statements

1 to 44

As per our attached report of even date

For and on behalf of the Board

For Y C R J & Associates
Chartered AccountantsYashavanth Khanderi
Partner
Membership No. : 029066
Firm registration No. : 006927SV. Ranganathan
Managing Director
DIN: 01247305P. Vishwamurthy
Whole Time Director & CFO
DIN : 01247336Surbhi Jain
Company Secretary
Membership No: 58109Place : Bengaluru
Dated : 29th May 2024
UDIN : 24029066BKAIMU4350

Cerebra Integrated Technologies Limited

CIN: L85110KA1993PLC015091

Consolidated Statement of Profit or loss for the Year Ended 31st March 2024

INR in Lakhs

Particulars	Note No	For the Year ended 31-03-2024	For the Year ended 31-03-2023
Income			
Revenue from operations	26	5,198.09	8,620.33
Other income	27	137.36	51.52
Total Income		5,335.45	8,671.85
Expenses			
Cost of Material consumed	28	4,698.82	6,164.95
Employee benefits expense	29	371.78	901.01
Finance costs	30	596.52	952.56
Depreciation and amortisation expense	3 & 5	42.29	42.14
Other Expenses	31	3,887.32	576.31
Total Expenses		9,596.73	8,636.97
Profit before exceptional items and tax		-4,261.28	34.88
Exceptional Item	32	1,300.00	19.43
Profit before tax		-5,561.28	15.44
Income tax Expenses	36		
a) Current tax		-	-185.21
b) Short Income Tax Provision of earlier year		153.42	-
c) Deferred tax		-881.96	-50.78
Total tax expenses		-728.54	-235.99
Profit for the year		-4,832.74	251.43
Other Comprehensive Income			
Items that will not be reclassified to profit or loss		-	-
Income Tax relating to above		-	-
Total other comprehensive Income		-	-
Total Comprehensive Income		-4,832.74	251.43
Profit for the year attributable to			
a) Shareholders of the company		-4,832.55	251.74
b) Non- Controlling Interest		-0.19	-0.31
Other comprehensive income Attributable to			
a) Shareholders of the company			
b) Non- Controlling Interest			
Total comprehensive income Attributable to			
a) Shareholders of the company		-4,832.55	251.74
b) Non- Controlling Interest		-0.19	-0.31
Earnings per equity share of Rs 10/ each	44		
Basic		-4.32	2.45
Diluted		-4.32	2.31

See accompanying notes to Financial Statements

1 to 44

As per our attached report of even date

For and on behalf of the Board

For Y C R J & Associates
Chartered Accountants

Yashavanth Khanderi
Partner
Membership No. : 029066
Firm registration No. : 006927S

V. Ranganathan
Managing Director
DIN: 01247305

P. Vishwamurthy
Whole Time Director & CFO
DIN : 01247336

Surbhi Jain
Company Secretary
Membership No: 58109

Place : Bengaluru
Dated : 29th May 2024
UDIN : 24029066BKAIMU4350

Cerebra Integrated Technologies Limited

CIN: L85110KA1993PLC015091

Consolidated Cash flow Statement for the Year Ended 31st March 2024

INR in Lakhs

Particulars	2023-24		2022-23	
A. Cashflow from operating activities				
Net profit before tax		-5,561.28		15.44
Adjustments for:				
Depreciation(net)	42.29		42.14	
Interest expenditure	299.35		952.56	
Interest income	-5.77		-13.79	
Excess provision/unclaimed credit withdrawn	-		-1,459.37	
Trade receivables written off	-		1,443.91	
Profit on sale of intangible assets	-128.55			
Adjustment for Trade Receivables	-			
Adjustment for Trade Payables	-			
Provision for Bad debts	3,402.60		-	
Provision for impairment in Investment / Loan in subsidiary	-		-	
Provision for employee benefit Expenses	-4.12		48.13	
Devaluation of Inventory	1,300.00			
Provision for warranty	-		-35.11	
Income tax provision /write back	-153.42		185.21	
Dividend Income	-1.83		-1.32	
Adjustment for unrealised foreign Exchange loss/gains	-1.20		-0.87	
		4,749.35		1,161.49
Operating profit/(Loss)before working capital changes		-811.93		1,176.93
Adjustments for changes in :				
Decrease/(increase) in inventories	202.78		-2,263.14	
Decrease/(increase) in trade & other receivables	496.73		3,458.13	
(Decrease)/increase in trade & other payables	514.92		-2,397.21	
		1,214.43		-1,202.22
Cash generated from operations		402.50		-25.29
Less: Income tax paid(net of refund)		165.34		174.17
Net cashflow from operating activities		237.16		-199.46
B. Cashflow from investing activities				
Interest income	5.77		13.79	
Cashflow from sale of Fixed assets	131.33			
Investment in Subsidiary	-		-	
Dividend Income	1.83		1.32	
Investment in fixed deposits	126.55		-30.91	
Redemption /(Investment) in mutual funds(Net)	-1.65		-1.20	
Purchase of fixed assets including capital WIP	-3.88		-38.01	
Net cash flow from investing activities		259.95		-55.01
C. Cash flow from Financing activities				
Increase (decrease) in borrowings	-37.75		836.22	
Loan to Subsidiary		-		
Increase in Fixed Deposits		-		
Amount received towards share capital, security premium and share warrants				
Interest paid	-299.35		-630.30	
Net cash flow from financing activities		-337.10		205.92
Net increase/(Decrease)in Cash & Cash equivalents (A+B+C)		160.02		-48.55
Cash &Cash equivalents				
Opening balance		-2,395.19		-2,346.64
Closing balance		-2,235.14		-2,395.19
Net increase/Decrease in cash and cash equivalents		160.05		-48.55

See accompanying notes to Financial Statements

As per our attached report of even date

For and on behalf of the Board

For Y C R J & Associates

Chartered Accountants

Yashavanth Khanderi

Partner

Membership No. : 029066

Firm registration No. : 006927S

Place : Bengaluru

Dated : 29th May 2024

UDIN : 24029066BKAIMU4350

V. Ranganathan

Managing Director

DIN: 01247305

P. Vishwamurthy

Whole Time Director & CFO

DIN : 01247336

Surbhi Jain

Company Secretary

Membership No: 58109

Cerebra Integrated Technologies Limited

Consolidated Statement of Changes In Equity

A) Equity Share Capital

Equity shares of INR 10 each issued, subscribed and fully paid	INR in Lakhs
Balance as at April 1, 2022	11,198.65
Changes in Equity Share Capital due to prior period errors	
Restated balance at the beginning of the current reporting period	
Changes in equity share capital during the current year	
Balance at March 31 2023	11,198.65
Issue during the year	
Changes in Equity Share Capital due to prior period errors	
Restated balance at the beginning of the current reporting period	
Changes in equity share capital during the current year	
Balance at March 2024	11,198.65

B) Other equity

(1) Current reporting period

INR In Lakhs

Particulars	Capital reserve	Securities premium	Other Reserves (General Reserve)	Statement of Profit & Loss	Revaluation Surplus	Other items of Other Comprehensive Income (specify nature)	Total
Balance at the beginning of the current reporting period	1,789.65	9,046.37	-	4,003.91	-	2.27	14,842.20
Total Comprehensive Income for the current year	-	-	-	-4,832.55	-	-	-4,832.55
Forfeiture of shares	-	-	-	-	-	-	-
Premium relating to forfeiture of shares	-	-	-	-	-	-	-
Balance at the end of the current reporting period	1,789.65	9,046.37	-	-828.64	-	2.27	10,009.65

(2) Previous reporting period

Particulars	Capital reserve	Securities premium	Other Reserves (General Reserve)	Statement of Profit & Loss	Revaluation Surplus	Other items of Other Comprehensive Income (specify nature)	Total
Balance at the beginning of the current reporting period	1,789.65	9,046.37	-	3,752.17	-	2.27	14,590.46
Total Comprehensive Income for the current year	-	-	-	251.74	-	-	251.74
Balance at the end of the current reporting period	1,789.65	9,046.37	-	4,003.91	-	2.27	14,842.20

Yashavanth Khanderi
Partner
Membership No. : 029066
Firm registration No. : 006927S

V. Ranganathan
Managing Director
DIN: 01247305

P. Vishwamurthy
Whole Time Director & CFO
DIN : 01247336

Surbhi Jain
Company Secretary
Membership No: 58109

Place : Bengaluru
Dated : 29th May 2024
UDIN : 24029066BKAIMU4350

Annual Report 2023-2024

17 Other Equity

INR in Lakhs

(a)	Particulars	as at March 31, 2024		as at March 31, 2023	
		No. of shares	Amount Rs.	No. of shares	Amount Rs.
	Equity Shares of Rs.10 each	15,30,00,000	1,53,00,00,000	15,30,00,000	1,53,00,00,000
(b)	Issued, subscribed and paid up share capital				
	Equity Shares of Rs.10 each				
	Issued	12,12,06,782	1,21,20,67,820	12,12,06,782	1,21,20,67,820
	Subscribed and Paid up	11,19,86,482	1,11,98,64,820	11,19,86,482	1,11,98,64,820

The Company had forfeited 20300 Equity Shares of Rs. 10/- each paid up Rs. 5/- per share (Board Meeting Dated 29.01.2002)

The Company has received the approval for reduction of Share capital of 92,00,000 shares Rs. 10 each. Accordingly, Rs. 9,20,00,000 has been reduced from Share Capital

(c)	Reconciliation of number of equity shares outstanding at the beginning and at the end of the year	No. of shares	Amount Rs.	No. of shares	Amount Rs.
1	Opening balance	11,19,86,482	1,11,98,64,820	11,19,86,482	1,11,98,64,820
2	Add: Fresh Issue during the year	-	-	-	-
3.	Add: Bonus shares issued during the year	-	-	-	-
4	Add: Rights issue made during the year	-	-	-	-
5	Add: Shares issued on conversion of Compulsorily Convertible Preference Shares	-	-	-	-
6	Less: Shares bought back during the year	-	-	-	-
7	Less: Shares forfeited during the year	-	-	-	-
8	Less: Shares reduced during the year	-	-	-	-
9	Add / Less: Others (pls specify)	-	-	-	-
10	Closing balance	11,19,86,482	1,11,98,64,820	11,19,86,482	1,11,98,64,820

(d) Particulars of shareholders holding more than 5% shares of a class of shares:

	Name of the Shareholder	No. of shares	% holding	No. of shares	% holding
1	Hermes Global Fund	-	-	1,19,00,000	10.63%
2	Dhanlaxmi Jaswantrai Mehta	52,97,268	4.37%		

(e) Forfeited shares (amount originally paid-up).

(f) Shares held by promoters at the end of the year (Refer Note no.1 below)

1	Change in Promoters holding during the year (%)		0.60		-4.81
2	Details of Promoters shareholding	as at 31st March 2024		as at 31st March 2023	
	Promoters Name	No.of Shares	% of Total Shares	No.of Shares	% of Total Shares
i	Mr. SHRIDHAR SHANKAR HEGDE	2,00,153	0.17%	2,00,153	0.17%
ii	Mr. P VISHWAMURTHY	130	0.00%	130	0.00%
iii	Mr. VENKATRAMAN RANGANATHAN	7,96,080	0.66%	61,915	0.05%
iv	Mr. P BHARATH	10,702	0.01%	10,702	0.01%
v	Mr. PREETHI BHARATH	10,000	0.01%	10,000	0.01%
	Total	10,17,065	0.85%	2,82,900	0.24%

Note No.1:

- Promoter as defined in the Companies Act, 2013
- Details shall be given for each class of shares separately
- % change shall be computed with respect to the number at the beginning of the year or if issued during the year for the first time then with respect to the date of issue

Note No.2:

Share application money pending allotment shall be classified into equity or liability in accordance with relevant Indian Accounting Standards. Share application money to the extent not refundable shall be shown under the head Equity and share application money to the extent refundable shall be separately shown under 'Other financial liabilities'.

Note No.3:

Preference shares including premium received on issue, shall be classified and presented as 'Equity' or 'Liability' in accordance with the requirements of the relevant Indian Accounting Standards. Accordingly, the disclosure and presentation requirements in that regard applicable to the relevant class of equity or liability shall be applicable mutatis mutandis to the preference shares. For instance, plain vanilla redeemable preference shares shall be classified and presented under 'non-current liabilities' as 'borrowings' and the disclosure requirements in this regard applicable to such borrowings shall be applicable mutatis mutandis to redeemable preference shares.

Note No.4:

Compound financial instruments such as convertible debentures, where split into equity and liability components, as per the requirements of the relevant Indian Accounting Standards, shall be classified and presented under the relevant heads in 'Equity' and 'Liabilities'

Consolidated Notes Forming Part of Financial Statements for as at 31st March 2024

1. Corporate Information

Cerebra Integrated Technologies Limited (Holding company) is a public limited Company, incorporated in India having its Registered Office at S-5, Off 3rd Cross, Peenya Industrial Area, Peenya 1st Stage Bangalore - 560 058. Cerebra Group consists of the Holding company and one subsidiary namely Cerebra LPO Limited

The Group is engaged in e waste recycling, refining and refurbishment, electronic manufacturing services, trading in computer systems and peripherals and IT infrastructure management.

2. Application of new and revised Indian Accounting Standards

All the Indian Accounting Standards issued under Section 133 of the Companies Act, 2013 and notified by the Ministry of Corporate Affairs under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) till the financial statements are approved have been considered in preparing these Financial Statements.

In accordance with the amendments to the Indian Accounting Standards (Ind AS) effective April 1, 2023, the Company is now disclosing only material accounting policy information in its financial statements, instead of significant accounting policies as required previously. This change aligns the Company's disclosure practices with the updated Ind AS framework and does not affect the financial statements themselves.

As on the reporting date, there were no new Indian Accounting Standards (Ind AS) issued by the Ministry of Corporate Affairs (MCA) which would have been applicable from April 1, 2024.

3. Material Accounting Policy Information:

3.1. Conventions

The Financial Statements have been prepared on the historical cost convention using accrual system of accounting except for certain assets and liabilities which are measured at fair value / amortized cost / net present value at the end of each reporting period, as explained in the accounting policies for financial instruments.

All Assets and Liabilities have been classified as current or non-current as per the Company's normal operating cycle (same has been assumed to have duration of 12 months) and other criteria set out in Ind AS – 1 "Presentation of Financial Statements" and the Schedule III to the Companies Act, 2013.

The Financial Statements are presented in Indian Rupees (₹) which is also company's functional currency. All values are rounded off to the nearest two decimal million except otherwise stated.

3.2. Principals of Consolidation:

The consolidated financial statements relate to Cerebra Integrated Technologies Limited ("the Company") and its subsidiary Company. The consolidated financial statements are prepared on the following basis:

- The financial statements of the Company and its subsidiary are combined on a line by line basis by adding together like items of assets, liabilities, equity, incomes, expenses and cash flows, after fully eliminating intra-group balances and intra-group transactions.
- Profit or losses resulting from intra-group transactions that are recognised in assets, such as inventory and property, plant and equipment, are eliminated in full.
- Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of subsidiary.
- Non-controlling Interest's share of profit/loss of consolidated subsidiary for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.
- Non-controlling Interest's share of net assets of consolidated subsidiary is identified and presented in the Consolidated Balance Sheet separate from liabilities and the equity of the Company's shareholders.

3.3. Revenue Recognition

3.4.1 Income from operations

Revenue from sales of goods and services are recognized upon the satisfaction of a performance obligation, which occurs when control transfers to the customer. Control of the goods is determined to be transferred to the customer when the title of goods passes to the customer, Revenue from rendering services is net of Indirect taxes, returns and discounts and recognized when there is pervasive evidence of an arrangement exists, rates are fixed or are determinable and collect ability is reasonably certain

3.4.2 Interest Income- Interest income is accrued on a time proportion basis using the effective interest rate method.

3.4.3 Dividend-Dividend income is recognized when the Company's right to receive the amount is established.

3.4. Leases (updated)

To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- The contract involves use of an identified assets.
- The company has substantially all the economic benefits from the use of the asset through the period of the lease, and
- The company has the right to direct the use of the asset.

Company as a Lessee:

At the date of commencement of the lease, the Company recognizes a Right-of-Use Asset (ROU Asset) and a corresponding Lease Liability for all lease contracts / arrangements in which it is a lessee, except for lease with a term of twelve months or less (i.e. short term leases) and lease of low value assets. For these short-term and low value leases, the Company recognizes the lease payments on straight-line basis over the term of the lease.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. Right-of-Use Assets and Lease Liabilities include these options when it is reasonably certain that they will be exercised.

The Lease Liability is initially measured at present value of the future lease payments over the reasonably certain lease term. The lease payments are discounted using the interest rate implicit in the lease, if it is not readily determinable, using the incremental borrowing rate. For leases with similar

characteristics, the Company, on a lease by lease basis applies either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole.

The Right-of-Use Assets are initially recognized at cost, which comprises the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the inception date of the lease along with any initial direct costs, restoration obligations and lease incentives received.

Subsequently, the Right-of-Use Assets are measured at cost less any accumulated depreciation and accumulated impairment losses, if any. The Right-of-Use Assets are depreciated using the straight-line method, except in case of leasehold lands where the ownership will be transferred to the Company, from the commencement date over the shorter of lease term or useful life of Right-of-Use Assets. However, in case of ownership of such right-of-use asset transfers to the lessee at the end of the lease term, such assets are depreciated over the useful life of the underlying asset. The Company applies Ind AS 36 to determine whether a Right-of-Use Asset are impaired and accounts for any identified impairment loss as described in the accounting policy below on "Impairment of Non-Financial Assets".

The interest cost on Lease Liability (computed using effective interest method) is expensed in the Statement of Profit and Loss unless eligible for capitalization as per accounting policy below on "Borrowing or Finance costs".

The Company accounts for each lease component within the contract as a lease separately from non-lease components of the contract in accordance with Ind AS 116 and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Right-of-Use Assets are derecognized upon completion or cancellation of the lease contract.

Lease Liability and Right-of-Use Assets have been separately presented in the Balance Sheet and lease payments have been classified as financing activity in the Statement of Cash Flows.

Lease modification impact is on prospective basis.

3.5. Foreign Currency Transactions

Transactions in currencies other than the Company's Functional Currency (foreign currencies) are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are translated using closing exchange rate prevailing on the last day of the reporting period.

As at the reporting date, non-monetary items which are carried at historical cost and denominated in a foreign currency are reported using the exchange rate at the date of the transaction. All non-monetary items which are carried at fair value denominated in a foreign currency are retranslated at the rates prevailing at the date when the fair value was determined.

Exchange difference arising in respect of foreign currency monetary items is recognised in the Statement of Profit and Loss either as 'Exchange Rate Fluctuation loss/ (gains) (Net)' or as 'Finance Costs'.

3.6. Borrowing or Finance Costs

Borrowing costs specifically identified to the acquisition or construction of qualifying assets are capitalized as part of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. Capitalization of borrowing costs is suspended when active development of the qualifying asset is interrupted other than on temporary basis and charged to the statement of Profit and Loss during such extended periods. All other borrowing costs are charged to the Statement of Profit and Loss in the period in which they are incurred.

3.7. Employee Benefits

Employee benefits include salaries, wages, Contributory provident fund, gratuity, leave encashment towards un-availed leave, compensated absences, post-retirement medical benefits and other terminal benefits.

- (i) Provident Fund: The eligible employees of the Company are entitled to receive benefits under the provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary (currently 12% of employees' salary), which is recognised as an expense in the Statement of Profit and Loss during the year. The contributions as specified under the law are paid to the respective Regional Provident Fund Commissioner.
- (ii) Gratuity Fund: The Employee Payment of Gratuity Act, provides for lump sum payment to vested employees on retirement, death or termination of employment of an amount based on the respective employee's last drawn salary and tenure of employment. The Company accounts for the net present value of its obligations for gratuity benefits, based on an independent actuarial valuation, determined on the basis of the projected unit credit method, carried out as in the Balance Sheet date. Actuarial gains and losses are recognised immediately in the Other Comprehensive Income and reflected in retained earnings and will not be reclassified to the Statement of Profit and Loss.
- (iii) Compensated Absences: Liability for compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised based on actuarial valuation.

3.7.1. Short Term Employee Benefits

The costs of all short-term employee benefits (that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service) are recognised during the period in which the employee renders the related services.

3.7.2. Post-Employment benefits

Defined Contribution Plans:

Employee Benefit under defined contribution plans comprising Contributory provident fund, superannuation benefit, Employee pension scheme-1995, etc. is recognized based on the undiscounted amount of obligations of the Company to contribute to the plan. The superannuation benefit is paid to a fund administered through a separate trust.

Defined Benefit Plans:

Defined employee benefit plans comprising of gratuity, post-retirement medical benefits and other terminal benefits, are recognized based on the present value of defined benefit obligation which is computed using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. These are accounted either as current employee cost or included in cost of assets as permitted.

Net interest on the net defined liability is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset and is recognised in the Statement of Profit and Loss except those included in cost of assets as permitted.

Remeasurement of defined retirement benefit plans except for leave encashment towards un-availed leave and compensated absences, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest as defined above), are recognized in other comprehensive income except those included in cost of assets as permitted in the period in which they occur and are not subsequently reclassified to profit or loss.

The Company contributes all ascertained liabilities with respect to gratuity to the MRPL Gratuity Fund Trust (MGFT). Liability towards post-retirement medical benefits and other terminal benefits etc. are unfunded.

The retirement benefit obligation recognised in the Financial Statements represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of reductions in future contributions to the plans.

3.7.3. Other Long-term Employee Benefits (not available in the last financials)

Other long term employee benefit comprises of leave encashment towards un-availed leave. These are recognized based on the present value of defined obligation which is computed using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. These are accounted either as current employee cost or included in cost of assets as permitted.

Re-measurements of leave encashment towards un-availed leave are recognized in the Statement of profit and loss except those included in cost of assets as permitted in the period in which they occur.

3.7.4. Termination Benefits :

Expenditure on account of schemes like premature retirement on medical grounds, post-retirement benefit and benefit on separation and Benefits of separation under SABF etc. are charged to Statement of Profit and Loss as and when incurred.

3.8. Income Taxes

Income Tax Expense represents the sum of the Current Tax and Deferred Tax.

(I) Current Tax

The tax currently payable is based on Taxable Profit for the year together with any adjustment to tax payable in respect of previous years. Taxable profit differs from 'Profit Before Tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's Current Tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Current Income Tax Assets and Liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities.

(ii) Deferred Tax

Deferred Tax is provided using the Balance Sheet method and is recognized on temporary differences between the carrying amounts of Assets and Liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred Tax Liabilities are generally recognized for all taxable temporary differences. Deferred Tax Assets are generally recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses to the extent that it is probable that taxable profits will be available against which those deductible temporary differences, the carry forward of unused tax credits and any unused tax losses can be utilized.

Deferred Taxes are recognised in respect of temporary differences which originate during the tax holiday period but reverse after the tax holiday period. For this purpose, reversal of temporary difference is determined using first in first out method.

The carrying amount of Deferred Tax Assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred Tax Liabilities and Assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

The measurement of Deferred Tax Liabilities and Assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its Assets and Liabilities.

Deferred Tax Assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as Deferred Tax Asset in the Balance Sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with asset will be realised.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Current and Deferred Tax for the year

Current and Deferred Tax are recognised in Statement of Profit and Loss, except when they relate to items that are recognised in Other Comprehensive Income or directly in equity, in which case, the Current and Deferred Tax are also recognised in Other Comprehensive Income or directly in Equity respectively.

3.9. Property, Plant and Equipment (PPE) and Right of Use Assets (ROU)

3.9.1. Recognition

Property, Plant and Equipment are stated in the Balance Sheet at cost, less accumulated depreciation and accumulated impairment losses if any. All property, plant and equipment are initially recorded at cost. On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognized as of April 1, 2016 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

Capital work in progress represents projects under which the property, plant & equipment are not yet ready for their intended use and are carried at cost determined as aforesaid.

3.9.2. Cost of Property, Plant and Equipment

Cost initially recognised includes the acquisition cost or the cost of construction, including duties and non-refundable taxes, expenses directly related to bringing the asset to the location and condition necessary for making them operational for their intended use and, in the case of qualifying assets, the attributable borrowing costs.

Subsequent expenditure relating to property, plant and equipment is capitalised only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

3.9.3. Useful Life

The useful life of PPE (other than employee's asset purchase scheme) and their components are either based on useful life as stated in Schedule II to the Companies Act, 2013 or based on technical assessment by the Company.

The useful life of assets purchased under employee's asset purchase scheme are based on Company's policy for the applicable scheme.

In respect of immovable assets constructed on leasehold land, useful life as per Schedule II or lease period of land (including renewable/likely renewable period) whichever is earlier is considered.

Estimated useful life of the Assets are as follows:

Sl. No.	Particulars	Useful life (in years)
1.	Buildings	30 Years
2.	Electrical Installations	10 years
3.	Furniture and fittings	10 years
4.	Computers	3 Years
5.	Office Equipment	5 Years
6.	Plant and Machinery	15 Years
7.	Vehicle	8 Years
8.	Computers and data processing units	3 Years

3.9.4. Residual Value

The Company has assessed the estimated residual value of its Property, Plant and Equipment and has adopted the same as prescribed in Schedule II i.e. up to 5% except for the assets purchased under employee's asset purchase scheme are based on Company's policy (10% to 20%).

3.9.5. Depreciation

Depreciation is charged to Statement of Profit and Loss so as to expense the cost of assets (other than freehold land land held on lease cum sale and properties under construction) less their residual values over their useful lives, using the straight line method, as per the useful life prescribed in Schedule II to the Companies Act, 2013.

The asset's useful lives and residual values are reviewed at the Balance Sheet date and the effect of any changes in estimates are accounted for on a prospective basis.

An item of property, plant & equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant & equipment is determined as the difference between the sales proceeds & the carrying amount of the asset & is recognized in the Statement of Profit & Loss.

3.9.6. De-recognition

An item of Property, Plant and Equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising on de-recognition of an item of Property, Plant and Equipment is determined as the difference between the net disposal proceeds (if any) and the carrying amount of the item.

In the event of replace of spare, the written down value of the old spare is charged to the Statement of Profit and Loss as and when replaced.

3.10. Intangible Assets

3.10.1. Intangible Assets other than Goodwill

Intangible assets are initially measured at acquisition cost including any directly attributable costs of preparing the asset for its intended use.

Intangible Assets with finite useful lives that are acquired separately are carried at cost less Accumulated amortization and Accumulated impairment losses, if any.

The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are not subject to amortization and are carried at cost less Accumulated impairment losses if any.

An intangible asset is derecognized on disposal, or when no future economic benefits are expected to arise from continued use of the asset. Gains or losses arising from de-recognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, & are recognized in the Statement of Profit and Loss when the asset is derecognized.

1.1.1. Useful lives of Intangible Assets

Estimated useful life of the Intangible Assets are as follows:

SL. No.	Particulars	Useful life (in years)
1.	Computer Software	5 Years

3.11. Impairment of Non-Financial Assets

The Company reviews the carrying amounts of its assets at the end of each reporting period to determine whether there is any significant indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the Cash Generating Unit (CGU) to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or Cash Generating Unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or Cash Generating Unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the Statement of Profit and Loss.

An assessment is made at the end of each reporting period as to see if there are any indications that impairment losses recognized earlier may no longer exist or may have come down. The impairment loss is reversed, if there has been a change in the estimates used to determine the Asset's recoverable amount since the previous impairment loss was recognized. If it is so, the carrying amount of the asset is increased to the lower of its recoverable amount and the carrying amount that have been determined, net of depreciation / amortization, had no impairment loss been recognized for the asset in prior years. After a reversal, the depreciation / amortization charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life. Reversals of Impairment loss are recognized in the Statement of Profit and Loss.

3.12. Statement of Cash Flows

Statement of Cash Flows are reported using the indirect method, whereby Profit After Tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with Investing or Financing activities. The Cash Flows are segregated into Operating, Investing and Financing activities.

3.13. Inventories

Inventories are valued at lower of cost and net realizable value. Cost of inventories comprises of purchase cost and other costs incurred in bringing inventories to their present location and condition. Cost in e - waste division is allocated to service income and sale of products generated from processing in proportion to estimated revenue. Cost includes the fair value of consideration paid including duties and taxes (other than those refundable), inward freight, and other expenditure directly attributable to the purchase.

3.14. Provisions, Contingent Liabilities, Contingent Assets and Commitments

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

Contingent assets are disclosed in the Financial Statements by way of Notes to Accounts when an inflow of economic benefits is probable. (addition)

Contingent liabilities are possible obligations whose existence will only be confirmed by future events not wholly within the control of the Company, or present obligations where it is not probable that an outflow of resources will be required or the amount of the obligation cannot be measured with sufficient reliability. Contingent liabilities are disclosed on the basis of judgment of the management / independent experts in the Financial Statements by way of Notes to Accounts, unless possibility of an outflow of resources embodying economic benefit is remote.

Contingent assets and contingent liabilities are reviewed at each balance sheet date to reflect the current management estimate.

3.15. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instruments. A financial liability is any liability that is a contractual obligation to deliver cash or another financial asset to another entity or a contract that will or may be settled in the entity's own equity instruments and is a non-derivative for which the entity is or may be obliged to deliver a variable number of the entity's own equity instruments.

Initial recognition and measurement

Financial Assets and Financial Liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of Financial Assets and Financial Liabilities (other than Financial Assets and Financial Liabilities at fair value through profit or loss) are added to or deducted from the fair value of the Financial Assets or Financial Liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of Financial Assets or Financial Liabilities at fair value through profit or loss are recognized immediately in Statement of Profit and Loss.

3.16. Financial Assets

Subsequent Measurement

Financial assets are recognized when, and only when, the Group becomes a party to the contractual provisions of the financial instrument. The Company determines the classification of its financial assets at initial recognition. When financial assets are recognized initially, they are measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition.

(i) Financial Assets at Amortized Cost

Financial assets are subsequently measured at amortized cost if these financial assets are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest. Interest income from these financial assets is included as a part of the

Company's income in the Statement of Profit and Loss using the effective interest rate method.

(ii) Financial Assets at Fair value through Other Comprehensive Income (FVOCI)

Financial assets are subsequently measured at fair value through Other Comprehensive Income if these financial assets are held for collection of contractual cash flows and for selling the financial assets, where the asset's cash flows represent solely payments of principal and interest. Movements in the carrying value are taken through Other Comprehensive income, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains or losses which are recognised in the Statement of Profit and Loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in Other Comprehensive Income is reclassified from Other Comprehensive Income to the Statement of Profit and Loss. Interest income on such financial assets is included as a part of the Company's income in the Statement of Profit and Loss using the effective interest rate method.

(iii) Financial Assets at Fair value through Profit or Loss (FVTPL)

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on such debt instrument that is subsequently measured at FVTPL and is not part of a hedging relationship as well as interest income is recognised in the Statement of Profit and Loss.

(iv) Cash and Cash Equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances with an original maturity of three months or less from the date of acquisition, highly liquid investment that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

(v) Debt Instruments

The Company classifies its debt instruments

- (a) as subsequently measured at amortised cost or
- (b) fair value through Other Comprehensive Income or
- (c) fair value through profit or loss based on its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

(vi) Impairment of Financial Assets

The Company assesses at each Balance Sheet date whether a Financial Asset or a group of Financial Assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognises lifetime expected losses for trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to 12 month expected credit losses or at an amount equal to lifetime expected losses, if the credit risk on the financial asset has increased significantly since initial recognition.

(vii) Derecognition of Financial Assets

A financial asset is derecognized only when the Group has transferred the rights to receive cash flows from the financial asset. Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized. Where the Company has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized. Where the Company retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

3.17. Financial Liabilities and Equity Instruments

3.17.1 Financial Liabilities

Subsequent measurement

(i) Financial liabilities at amortized cost:

After initial recognition, financial liabilities that are not carried at fair value through profit or loss are subsequently measured at amortized cost using the effective interest method. Gains and losses are recognized in the Statement of Profit and Loss when the liabilities are derecognized, and through the amortization process.

De-recognition of Financial Liabilities

A financial liability is de-recognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a de-recognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

4. Critical Accounting Judgments, Assumptions and Key Sources of Estimation Uncertainty

Inherent in the application of many of the Accounting Policies used in preparing the Financial Statements is the need for management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported amounts of revenues and expenses. Actual outcomes could differ from the estimates and assumptions used.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and future periods are affected. In particular, information about significant areas of estimation, uncertainty and critical

judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements pertain to:

4.1 Critical judgments in applying accounting policies

- i. Useful lives of property, plant, equipment and intangible assets: The Company has estimated useful life of each class of assets based on the nature of assets, the estimated usage of the asset, the operating condition of the asset, past history of replacement, anticipated technological changes, etc. The Company reviews the useful life of property, plant & equipment and Intangible assets as at the end of each reporting period. This reassessment may result in change of depreciation expense in future periods.
- ii. Impairment testing: Property, plant, equipment & Intangible assets that are subject to amortisation/depreciation are tested for impairment when events occur or changes in circumstances indicate that the recoverable amount of the cash generating unit is less than its carrying value. The recoverable amount of cash generating units is higher of value-in-use and fair value less cost to sell. The calculation involves use of significant estimates and assumptions which includes turnover and earnings multiples, growth rates and net margins used to calculate projected future cash flows, risk-adjusted discount rate, future economic and market conditions.
- iii. Impairment of investments: The Company reviews its carrying value of investments carried at cost or amortised cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.
- iv. Income Tax: Deferred tax assets are recognized to the extent that it is regarded as probable that deductible temporary differences can be realized. The Company estimates deferred tax assets and liabilities based on current tax laws and rates and in certain cases, business plans, including management's expectations regarding the manner and timing of recovery of the related assets. Changes in these estimates may affect the amount of deferred tax liabilities or the valuation of deferred tax assets and thereby the tax charge in the Statement of Profit or Loss. Provision for tax liabilities require judgements on the interpretation of tax legislation, developments in case law and the potential outcomes of tax audits and appeals which may be subject to significant uncertainty. Therefore the actual results may vary from expectations resulting in adjustments to provisions, the valuation of deferred tax assets, cash tax settlements and therefore the tax charge in the Statement of Profit or Loss.
- v. Litigation: From time to time, the Company is subject to legal proceedings the ultimate outcome of each being always subject to many uncertainties inherent in litigation. A provision for litigation is made when it is considered probable that a payment will be made and the amount of the loss can be reasonably estimated. Significant judgement is made when evaluating, among other factors, the probability of unfavourable outcome and the ability to make a reasonable estimate of the amount of potential loss. Litigation provisions are reviewed at each accounting period and revisions made for the changes in facts and circumstances.
- vi. Fair value measurement of financial instruments: The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. This involves significant judgements in selection of a method in making assumptions that are mainly based on market conditions existing at the Balance Sheet date and in identifying the most appropriate estimate of fair value when a wide range of fair value measurements are possible.

a) Leases

Identifying whether a Contract includes a Lease

The Company enters into hiring/service arrangements for various assets/services. The Company evaluates whether a contract contains a lease or not, in accordance with the principles of Ind AS 116. This requires significant judgments including but not limited to, whether asset is implicitly identified and substantive substitution rights available with the supplier, decision making rights with respect to how the underlying asset will be used, economic substance of the arrangement, etc.

Low Value Leases

Ind AS 116 requires assessment of whether an underlying asset is of low value, if lessee opts for the option of not to apply the recognition and measurement requirements of Ind AS 116 to leases where the underlying asset is of low value. For the purpose of determining low value, the Company has considered nature of assets and concept of materiality as defined in Ind AS 1 and the conceptual framework of Ind AS which involve significant judgment.

A Lease in which a significant portion of the risks and rewards of ownership are not transferred to the Company and the agreement is for a period of less than twelve months is classified as operating lease. Payments made under operating lease are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease.

Cerebra Integrated Technologies Limited
Notes to accounts for the year ended 31st March 2024

3 Property, Plant & Equipment (PPE)

All amounts are in INR, unless otherwise stated

Particulars	Gross block					
	Opening balance as at April 1, 2023	Additions during the year	Acquisitions through business combinations	Revaluation (if the change is more than 10% of net carrying value) (Refer Note below)	Disposals/ Adjustments	Closing balance as at March 31, 2024
Own assets						
(a) Land	513.90	-	-	-	-	513.90
(b) Building	362.60	-	-	-	-	362.60
(c) Plant and equipment	112.98	-	-	-	-	112.98
(d) Furniture and fixtures	36.95	-	-	-	-	36.95
(e) Vehicles	33.91	-	-	-	-	33.91
(f) Office equipment	25.42	3.88	-	-	-	29.30
(g) Computers	17.18	-	-	-	-	17.18
(h) Electrical Installations	50.79	-	-	-	-	50.79
(i) Leasehold improvements	-	-	-	-	-	-
Total	1153.73	3.88	-	-	-	1157.61

Particulars	Accumulated depreciation					Net block	
	Opening balance as at April 1, 2023	Charge for the year	Deletions / Adjustments	Impairment (losses) / reversals	Closing balance as at March 31, 2023	as at March 31, 2024	as at March 31, 2023
(a) Land	-	-	-	-	0.00	513.90	513.90
(b) Building	58.03	10.84	-	-	68.87	293.73	304.57
(c) Plant and equipment	39.16	8.01	-	-	47.17	65.81	73.82
(d) Furniture and fixtures	9.75	3.53	-	-	13.28	23.67	27.20
(e) Vehicles	26.52	2.56	-	-	29.08	4.83	7.39
(f) Office equipment	18.83	4.15	-	-	22.98	6.32	6.59
(g) Computers	11.26	0.10	-	-	11.36	5.82	5.92
(h) Electrical Installations	27.14	4.98	-	-	32.12	18.66	23.65
(i) Leasehold improvements	-	-	-	-	-	-	-
Total	190.69	34.17	-	-	224.86	932.74	963.04

Note: To disclose whether the revaluation is based on the valuation by a registered valuer as defined under Rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017

Details of Assets not held in the name of the company

Relevant Line Item in the balance Sheet	Description of item of property	Gross carrying value	Title deed held in the name of	Property held since	Whether title deed holder is a promoter, director or relative of promoter or director or employee of promoter or director	Reason for not being held in the name of the company
Property Plant and Equipment	Leasehold Land (Lease cum sale)	513.90	Karnataka Industrial Areas Development Board	28-04-2012	Not applicable	The land will be transferred to the Company once certain terms and conditions of the lease cum sale agreement are complied with which is currently pending. There is no dispute.

4. Capital work in progress

Particulars	Gross block					Closing balance as at March 31, 2024
	Opening balance as at April 1, 2023	Additions during the year	Acquisitions through business combinations	Capitalised during the year	Adjustments	
Capital WIP	290.91	0	-	0	0	290.91

Particulars	Accumulated depreciation					Net block	
	Opening balance as at April 1, 2023	Charge for the year	Deletions / Adjustments	Impairment (losses) / reversals	Closing balance as at March 31, 2024	as at March 31, 2024	as at March 31, 2023
Capital WIP	-	-	-	-	-	290.91	290.91

4A CWIP Ageing Schedule

As at March 31, 2024

Capital Work-in-progress	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 year	2-3 years	More than 3 years	
Projects in progress	-	-	236.6	54.31	290.91
Projects temporarily suspended	-	-	-	-	-
Total	0.00	0.00	236.60	54.31	290.91

As at March 31, 2023

Capital Work-in-progress	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 year	2-3 year	More than 3 years	
Projects in progress	-	236.60	54.31	-	290.91
Projects temporarily suspended	-	-	-	-	-
Total	-	236.60	54.31	-	290.91

4B Details of Capital Work-in-progress, whose completion is overdue or has exceeded its cost compared to its original plan

As at March 31, 2024

CWIP	To be completed in				Total
	Less than 1 year	1-2 year	2-3 year	More than 3 years	
Projects 1	-	-	-	-	-
Projects 2	-	-	-	-	-
Total	-	-	-	-	-

As at March 31, 2023

CWIP	To be completed in				Total
	Less than 1 year	1-2 year	2-3 year	More than 3 years	
Projects 1	-	-	-	-	-
Projects 2	-	-	-	-	-
Total	-	-	-	-	-

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5 Other Intangible Assets

Particulars	Gross block					
	Opening balance as at April 1, 2023	Additions during the year	Acquisitions through business combinations	Revaluation (if the change is more than 10% of net carrying value)	Disposals/ Adjustments	Closing balance as at March 31, 2024
Intangible Assets						
(a) Brands / Trademarks	-	-	-	-	-	-
(b) Computer Software	40.52	-	-	-	20.69	19.83
(c) Mastheads and Publishing Titles	-	-	-	-	-	-
(d) Mining Rights	-	-	-	-	-	-
(e) Copyrights and Patents	-	-	-	-	-	-
(f) Other Intellectuals Property Rights, Services and Operating Rights	-	-	-	-	-	-
(g) Recipes, Formulae, Models, Designs and Prototypes	-	-	-	-	-	-
(h) Licenses and Franchise	-	-	-	-	-	-
(l) Others	-	-	-	-	-	-
Total	40.52	0.00	0.00	0.00	20.69	19.83

Particulars	Accumulated depreciation					Net block	
	Opening balance as at April 1, 2023	Charge for the year	Deletions / Adjustments	Impairment (losses) / reversals	Closing balance as at March 31, 2024	as at March 31, 2024	as at March 31, 2023
Intangible Assets							
(a) Brands / Trademarks	-	-	-	-	-	-	-
(b) Computer Software	20.45	8.12	17.92	-	10.65	9.18	20.07
(c) Mastheads and Publishing Titles	-	-	-	-	-	-	-
(d) Mining Rights	-	-	-	-	-	-	-
(e) Copyrights and Patents	-	-	-	-	-	-	-
(f) Other Intellectual Property Rights, Services and Operating Rights	-	-	-	-	-	-	-
(g) Recipes, Formulae, Models, Designs and Prototypes	-	-	-	-	-	-	-
(h) Licenses and Franchise	-	-	-	-	-	-	-
(l) Others	-	-	-	-	-	-	-
Total	20.45	8.12	17.92	0.00	10.65	9.18	20.07

Note - Where sums have been written-off on a reduction of capital or revaluation of assets or where sums have been added on revaluation of assets, every balance sheet subsequent to date of such write-off, or addition shall show the reduced or increased figures as applicable and shall by way of a note also show the amount of the reduction or increase as applicable together with the date thereof for the first five years subsequent to the date of such reduction or increase.

Note: To disclose whether the revaluation is based on the valuation by a registered valuer as defined under Rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017

Cerebra Integrated Technologies Limited

Consolidated Notes Forming Part of Financial Statements for as at 31st March 2024

INR in Lakhs

Note No.	Particulars	As at 31st March 2024	As at 31st March 2023
6	Investment		
	Unquoted Equity Shares		
	i) Investment in Subsidiaries	-	
	ii) Investment in Time shares	1.65	1.65
A	Total	1.65	1.65
	Quoted Mutual Funds		
	HDFC Short Term Opportunities Fund- (units are 1,20,511 (31.03.2022 units are 1,15,986))	13.17	12.32
	ICICI Prudential Mutual Fund (units are 98,616 (31.03.2022 units are 1,00,610))	11.53	10.83
	Nippon India Prime Debt Fund (units are 8,412 (31.03.2022 units are 8,064))*	1.54	1.44
B	Total	26.24	24.59
	Total	27.89	26.24
	Aggregate value of Quoted Investments	26.24	24.59
	Market value of Quoted Investments	26.24	24.59
	Aggregate value of Unquoted Investments at face value	1.65	1.65
	* Previously known as Reliance India Prime Debt Fund		
7	Trade Receivables- Non Current		
	Trade Receivables considered good- Secured		
	Trade Receivables considered good -Unsecured	6,056.75	6,056.75
	Trade Receivables unsecured- Considered doubtful	-	-
	Trade Receivables which have significant increase in credit risk	-	-
	Trade Receivables - Credit Impaired	-	-
	Sub Total	6,056.75	6,056.75
	Less: Allowance for Doubtful Trade Receivables	2,020.58	-
	Total	4,036.17	6,056.75

Trade receivables of Rs. 6,056.76 lakhs are relating to retention money of the parties which are unsecured and as per company it is receivable in log run.

2023-24

Sl. No.	Particulars	Not due	Less than 6 months	6 months - 1 year	1-2 Years	2-3 years	More than 3 years	Total
(a)	Undisputed Trade Receivables- considered good	-	-	-	-	-	6,056.75	6,056.75
(b)	Undisputed Trade Receivables which have significant trade risk	-	-	-	-	-	-	-
(c)	Undisputed Trade Receivables -credit impaired	-	-	-	-	-	-	-
(d)	Disputed Trade Receivables- considered good	-	-	-	-	-	-	-
(e)	Disputed Trade Receivables which have significant trade risk	-	-	-	-	-	-	-
(f)	Disputed Trade Receivables -credit impaired	-	-	-	-	-	-	-
	Total	-	-	-	-	-	6,056.75	6,056.75

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2022-23

Sl. No.	Particulars	Not due	Less than 6 months	6 months - 1 year	1-2 Years	2-3 years	More than 3 years	Total
(a)	Undisputed Trade Receivables- considered good	-	-	-	-	-	6,056.75	6,056.75
(b)	Undisputed Trade Receivables which have significant trade risk	-	-	-	-	-	-	-
(c)	Undisputed Trade Receivables -credit impaired	-	-	-	-	-	-	-
(d)	Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
(e)	Disputed Trade Receivables which have significant trade risk	-	-	-	-	-	-	-
(f)	Disputed Trade Receivables -credit impaired	-	-	-	-	-	-	-
	Total	-	-	-	-	-	6,056.75	6,056.75

8 Loans			
Loans to Related party- Subsidiary	-	-	
Other Loans	-	-	
Less: Provision for Impairment	-	-	
Net Advances to subsidiary	-	-	
Total	-	-	
Break-up:			
Secured, considered good	-	-	
Unsecured, considered good	-	-	
Credit Impaired	-	-	
Total	-	-	
Less: Allowance for Doubtful Loans	-	-	
Total Loans and Advances	-	-	
9 Other Financial Assets			
Interest accrued but not due on deposits	2.06	4.38	
Security deposits considered good	0.03	-	
Total	2.09	4.38	
10 Deferred Assets (Net)			
On account of fixed assets	-24.32	-20.24	
On account of temporary disallowances under Income Tax	1,011.02	124.97	
Total	986.70	104.73	
11 Other Non Current Assets			
Capital advances			
- to subsidiary	-	-	
- to others	949.51	949.16	
Advances other than capital advances			
- to others (Refer note no.33.2)	8,528.12	8,528.12	
Security Deposits	14.11	13.56	
EMD	26.22	6.20	
Total	9,517.96	9,497.05	

* Capital Advances to others represent advances given to parties for the purchase of property in Chennai.

12 Inventories		
Raw materials	-	-
Work-in-progress	-	-
Stock in trade	3,048.11	4,550.89
Total	3,048.11	4,550.89
13 Trade Receivables: Current		
Trade Receivables considered good - Secured		
Trade Receivables considered good -Unsecured	13,476.73	14,008.57
Trade Receivables which have significant increase in credit risk	-	-
Trade Receivables - Credit Impaired	-	-
Sub Total	13,476.73	14,008.57
Less: Allowance for Doubtful Trade Receivables	1,382.03	-
Total	12,094.70	14,008.57

2023-24

SI No.	Particulars	Not due	Less than 6 months	6 months - 1 year	1-2 Years	2-3 years	More than 3 years	Total
(a)	Undisputed Trade Receivbles-considered good			386.96	5,684.58	4,073.42	3,331.77	13,476.73
(b)	Undisputed Trade Receivbles which have significant trade risk	-	-	-	-	-	-	-
(c)	Undisputed Trade Receivbles -credit impaired	-	-	-	-	-	-	-
(d)	Disputed Trade Receivbles-considered good	-	-	-	-	-	-	-
(e)	Disputed Trade Receivbles which have significant trade risk	-	-	-	-	-	-	-
(f)	Disputed Trade Receivbles -credit impaired	-	-	-	-	-	-	-
	Total	-	-	386.96	5,684.58	4,073.42	3,331.77	13,476.73

2022-23

SI No.	Particulars	Not due	Less than 6 months	6 months - 1 year	1-2 Years	2-3 years	More than 3 years	Total
(a)	Undisputed Trade Receivbles-considered good	763.57	367.08	4,238.42	-	7,531.89	1,107.61	14,008.57
(c)	Undisputed Trade Receivbles which have significant trade risk	-	-	-	-	-	-	-
(d)	Undisputed Trade Receivbles -credit impaired	-	-	-	-	-	-	-
(e)	Disputed Trade Receivbles-considered good	-	-	-	-	-	-	-
(g)	Disputed Trade Receivbles which have significant trade risk	-	-	-	-	-	-	-
(h)	Disputed Trade Receivbles -credit impaired	-	-	-	-	-	-	-
	Total	763.57	367.08	4,238.42	-	7,531.89	1,107.61	14,008.57

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14 Cash and Cash Equivalents		
A) Balances with Banks		
i) In Current account with scheduled bank	1.25	1.65
ii) In Foreign currency with foreign bank	-	-
B) Cash in hand		
i) In Indian rupee	12.41	8.35
ii) In Foreign currency	0.14	2.22
Total	13.80	12.22
15 Bank balances (other than Note 14 above)		
In deposits with scheduled bank (with maturity of more than three month)*	91.48	218.03
Total	91.48	218.03
* Deposits with the banks are pledged to a bank as a security against guarantee issued by them on behalf of the Company.		
16. Other current assets		
Prepaid expenses	3.32	5.26
Unbilled Revenue	-	3.46
Advance to suppliers	793.62	719.66
Capital Advances	1,080.64	1,080.64
Advance to employees	2.44	2.01
Advance to Others	291.27	269.77
Receivable-Sale of Dubai subsidiary	1,500.00	1,500.00
Balance with statutory/ government authorities	509.87	582.66
Total	4,181.16	4,163.47
17 Particulars	2023-24	2022-23
i) Capital reserve		
Balance as per last financial statement	1,789.65	1,789.65
Add: Forfeiture of shares	-	-
Add: Security premium relating to Forfeiture of shares	-	-
Balance as on balance sheet date	1,789.65	1,789.65
ii) Security premium		
Balance as per last financial Statement	9,046.37	9,046.37
Less:- Premium relating to Forfeiture of shares	-	-
Balance as on balance sheet date	9,046.37	9,046.37
iii) Surplus		
Balance as per last financial Statement	4,003.91	3,752.17
Add:- Profit for the year	-4,832.55	251.74
Balance as on balance sheet date	-828.64	4,003.91
iv) Other Comprehensive Income		
Balance as per last financial Statement	2.27	2.27
Add:- For the year	-	-
Balance as on balance sheet date	2.27	2.27
Total	10,009.65	14,842.20

*During the Financial year 2017-18 the company had issued 53 Lakhs share warrants to the promoters of the company at Rs. 40 Per share. The company has received Rs. 10 (25%) against the same on 28th April 2017. Such warrants had to be convertible into one equity share at any time within a period of 18 Months from the date of allotment of such warrants. Balance 75% (i.e.Rs. 30) had to be paid before the date of subscription to equity shares. On expiry of the said period of 18 months only 8 lakh share warrants had been converted in to equity shares by payment of Rs. 30 per share and the balance amount of Rs. 450 lakhs received has been forfeited and the same has been treated as capital reserve.

Capital Reserve: Capital reserve represents share and share warrants forfeited. Capital Reserve is utilised in accordance with the provisions of the Act. During the year, the Company has received the approval for reduction of Share capital of 92,00,000 shares Rs. 10 each. Accordingly, Rs. 9,20,00,000 has been reduced from Share Capital and included in Capital Reserve

Security Premium: Securities Premium is created due to premium on issue of shares. These reserve is utilised in accordance with the provisions of the Act.

Retained Earnings/Surplus: Surplus is created out of the profits generated. The same can be utilised in accordance with the provisions of the Act to distribute among the shareholders by way of dividend or by way of issue of bonus shares etc after setting off accumulated loss.

18 Borrowings (Non Current)		
Term Loans from Banks - secured (secured by hypothecation of vehicle)	1.57	3.31
Total long term borrowings	1.57	3.31
Less: Instalments of term loan payable within a year considered as other current liability (Refer note No.20)	1.57	1.69
Total	0.00	1.62

Schedule of repayment of loan is as under

Year	Amount in Lakhs	Year	Amount in Lakhs
2024-25	1.57		
19 Provisions (Non Current)			
Provision for			
- Gratuity (Refer note 41)		9.63	37.88
- Leave Benefits (Refer note 41)		3.73	10.77
Total		13.36	48.65
20 Borrowings#			
Cash Credit/Overdraft from Canara Bank (Erstwhile Syndicate Bank)*		2,248.94	2,407.40
Term loan Instalments payable in next one year#		1.57	1.69
Inter Corporate Deposits		468.60	906.97
Unsecured loans		897.24	451.57
Loan from Directors		290.38	333.69
Total		3,906.73	4,101.32

* The Land and Factory building having a carrying value of Rs 807.63 Lakhs (31.03.2023 Rs. 818.47 Lakhs) has been mortgaged to Canara Bank (Erstwhile Syndicate Bank) as a security against working capital limits sanctioned by them as on the date of the balance sheet. The current assets of the company including Raw Material, WIP, Finished goods are also hypothecated against cash credit limit of Rs 2,200 Lakhs

Current maturities of long term debts has been regrouped under from Other Current Liabilities to borrowings

21 Trade Payables		
Total outstanding dues of micro enterprise and small enterprise	14.92	19.04
Total outstanding dues of creditors other than micro enterprise and small enterprise	5,516.59	5,217.31
Total	5,531.51	5,236.35

The information required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties had been identified on the basis of information available with the company in this regard.

Particulars	Not due	Outstanding for the following periods from the due date of payment				Total
		Less than 1 Year	1-2 Years	2-3 years	More than 3 years	
MSME	-	14.92	-	-	-	14.92
Others	-	86.92	5426.83	1.09	1.76	5,516.59
Disputed Dues- MSME	-	-	-	-	-	-
Disputed Dues- others	-	-	-	-	-	-
Total	-	101.84	5,426.83	1.09	1.76	5,531.51

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Particulars	Not due	Outstanding for the following periods from the due date of payment				Total
		Less than 1 Year	1-2 Years	2-3 years	More than 3 years	
MSME	10.92	6.59	1.53	-	-	19.04
Others	1,201.08	2786.98	1064.68	160.79	3.78	5,217.31
Disputed Dues- MSME	-	-	-	-	-	-
Disputed Dues- others	-	-	-	-	-	-
Total	1,212.00	2,793.58	1,066.20	160.79	3.78	5236.35

Disclosure required under MSME Act, 2006.

INR in Lakhs

Particulars	31-03-2024	31-03-2023
The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of each accounting year;		
Principal amount	14.92	19.04
Interest due thereon	1.85	5.14
The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006,	Nil	Nil
The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of each accounting year; and The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	1.85	5.14
22 Other Financial Liabilities		
Liabilities for expenses	24.29	16.01
Share Application Money Pending For Allotment	-	-
Deposits received	12.00	12.00
Total	36.29	28.01
23 Other Current Liabilities		
Advances from customers	172.81	306.95
Other liabilities	320.68	357.66
Statutory liabilities	478.58	434.41
Total	972.07	1,099.02
24 Provisions Current		
Provision for		
- Gratuity (Refer note 40)	52.84	29.60
- Leave Benefits (Refer note 40)	3.10	3.14
- Warranty	29.60	29.60
- Bonus Payable	74.59	66.62
Total	160.13	128.96

25 Current Tax Liabilities		
Provision for tax	3,616.16	3,443.08
Total	3,616.16	3,443.08
26 Revenue from operations		
Sale of products	4,775.97	7,272.14
Income from Services- E-waste processing	48.68	1,323.86
Income from Services- Others	373.44	24.33
Revenue from operations (Gross)	5,198.09	8,620.33
27 Other income		
Interest income	5.77	13.79
Write back of excess provision	-	34.89
Dividend income	1.83	1.32
Net gain on foreign currency transaction	1.20	0.87
Other Income	128.55	0.64
Total	137.36	51.52
28 Cost of materials consumed		
Opening stock	4,550.89	2,287.75
Add: Purchase during the year	4,496.04	8,428.09
Less: Devaluation of stock	1,300.00	-
Less:- Closing stock	3,048.11	4,550.89
Total	4,698.82	6,164.95
Devaluation of Closing Stock		
29 Employee Benefit Expenses		
Salaries and wages	245.38	706.82
Contracted Labour charges	98.55	104.65
Contribution to provident & other funds	15.63	62.54
Staff Welfare expenses	12.21	27.01
Total	371.78	901.01
# Labour charges has been regrouped under Employee Benefit expenses as contracted labour charges instead under other expenses.		
30 Financial Costs		
Interest on term Loan	17.01	21.79
Interest on Working Capital	282.34	236.74
Interest on statutory dues	273.32	562.88
Other Interest	16.95	99.89
Bank Charges	6.90	31.26
Total	596.52	952.56
31 Other Expenses		
Audit Fees	12.00	3.00
Power and Fuel	0.41	2.80
Rent	14.67	52.61
Repairs to Machinery	1.67	10.78
Repairs to Others	1.10	14.20
Software Maintenance	-	6.70
Insurance	7.34	7.24
Rates & Taxes, excluding taxes on income	20.98	112.65
Sales Tax Arreas	189.92	-
Legal & Professional Charges*	98.67	126.52
Travelling and Conveyance	32.70	65.59
Discount	3.45	42.56
Communication expenses	5.52	8.08
Provision for bad and doubtful debts	3,402.60	-
Advertisement & Business promotion	1.78	7.49
Printing & Stationery	3.04	4.07
Plastic Disposal Expenses	-	18.81
Vehicle Maintenance	2.40	5.61
Miscellaneous Expenses	89.07	77.58
Total	3,887.32	576.31

Labour charges has been regrouped under Employee Benefit expenses as contracted labour charges instead under other expenses.

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* Legal and Professional Charges includes Statutory Auditor's Remuneration:-	Year ending 31-03-2024	Year ending 31-03-2023
Particulars		
Audit fees	12.00	13.00
Tax Audit fees	2.00	2.00
Total	14.00	15.00
Other Comprehensive Income		
Remeasured Unrealised actuarial gain/loss	-	-
Total	-	-
32. Exceptional Item		
Devaluation of stock	1,300.00	-
Total	1,300.00	-

Note No. 33 Contingent Liabilities (to the extent not provided for) *	INR in Lakhs	
Particulars	31-03-2024	31-03-2023
Bank guarantees and letters of credit open and outstanding	303.04	50.59
Pending capital commitments (Net of Advances)	-	-
Penalty payable if any for delay in filing returns and payment of dues under Income Tax Act and Goods and Service Tax Act are not ascertainable and will be accounted on determination of the same.		

Note No. 33.1 The Company has received the final approval from NCLT for reduction of Capital on account of cancellation of shares issued to Cimellia and capital has been reduced and transferred the amount to Capital Reserve during the year along with the premium on forfeited shares.

Note No 33.2 During the FY 2021-22 the Company has sold its investment in the Dubai subsidiary and necessary share transfer agreement has been executed. The Company had few advances given to its erstwhile subsidiary and amount receivable from them have been classified under loans and necessary agreement has been entered with the Purchaser of shares for refund of advance amount. The advance amount includes the advance amount paid by the Company to vendors in Dubai on behalf of their erstwhile subsidiary.

Note No. 34 Operating Lease

The minimum future lease rentals payable in respect of non-cancellable leases entered into by the Company to the extent of minimum guarantee amount are as follows:-

	INR in Lakhs	
Particulars	31-03-2024	31-03-2023
Less than one year (Yearly rent as per agreements)	47.22	47.22
Later than one year but not later than five years	-	-
Later than five years	-	-

Expenses recognised in the Statement of Profit and Loss:

	INR in Lakhs	
Particulars	31-03-2024	31-03-2023
Fixed Rentals	14.84	52.61
Contingent rents	-	-
Total	14.84	52.61

Note 35

As per Ind As 116, A lessee may elect not to apply the requirements in paragraphs 22 49 to:

- short-term leases; and
- leases for which the underlying asset is of low value

As per the managements judgement, the leases for which the underlying asset is low value amounts to Rs 15,00,000 below which management does not consider the recognition of rent under IndAs 116.

Note No 36

a. Income Tax Expenses

INR in Lakhs

Particulars	Year ending 31st March 2024	Year ending 31st March 2023
Current tax		
Current tax on taxable income for the year	-	-185.21
Total current tax expense	-	-185.21
Deferred tax		
Deferred Tax charge/(credit)	-881.96	-50.78
MAT credit (taken)/utilized	-	-
Total deferred income tax expense/(benefit)	-881.96	-50.78
Total income tax expenses /(Credit)	-881.96	-235.99

b. The movement in deferred tax assets and liabilities

Particulars	As at 31st March 2024		As at 31st March 2023	
	Deferred tax/(liabilities)	Credit/(charge)in statement of Profit and Loss	Deferred tax/(liabilities)	Credit/(charge)in statement of Profit and Loss
Depreciation	-24.32		-20.15	0.10
Expenses allowed in the year of payment	1,011.0		74.11	-50.87
Sub total	986.70		53.96	-50.77
Total		986.70	-	104.72

Note no 37

a) Financial instruments by category:

As at 31st March 2024

Particulars	FVTPL	FVOCI	Amortised Cost	Total Carrying Value
Financial Assets				
Measured at fair value				
Investments	26.24	-	-	26.24
Not measured at fair value				
Investments in Subsidiary	-	-	-	-
Loans#	-	-	-	-
Trade Receivable	-	-	16,130.87	16,130.87
Cash and Cash Equivalents	-	-	13.80	13.80
Bank Balances other than those included above	-	-	91.48	91.48
Other Financial Assets	-	-	2.09	2.09
Total	26.24	-	16,238.24	16,264.47
Financial Liabilities				
Measured at Fair Value				
	-	-	-	-
Not Measured at Fair value				
Borrowings	-	-	3,905.16	3,905.16
Trade Payable	-	-	5,531.51	5,531.51
Other Financial Liabilities	-	-	36.29	36.29
Total	-	-	9,472.97	9,472.97

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Footnote:

#The Company has given Loan on interest free to its subsidiary, but the same has not been recorded at fair value.

As at 31st March 2023

INR in Lakhs

Particulars	FVTPL	FVOCI	Amortised Cost	Total Carrying Value
Measured at fair value				
Investments	24.59	-	-	24.59
Not measured at fair value				
Investments in Subsidiary	-	-	3.50	3.50
Loans#	-	-	595.24	595.24
Trade Receivable	-	-	20,065.31	20,065.31
Cash and Cash Equivalents	-	-	11.99	11.99
Bank Balances other than those included above	-	-	218.03	218.03
Other Financial Assets	-	-	4.38	4.38
Total	24.59	-	20,898.45	20,923.04
Financial Liabilities				
Measured at Fair Value	-	-	-	-
Not Measured at Fair value				
Borrowings	-	-	4,102.94	4,102.94
Trade Payable	-	-	5,236.35	5,236.35
Other Financial Liabilities	-	-	18.39	18.39
Total	-	-	9,357.68	9,357.68

Footnote:

#The Company has given Loan on interest free to its subsidiary, but the same has not been recorded at fair value.

b) Fair Value hierarchy

The following table presents the fair value hierarchy of assets and liabilities measured at fair value on a recurring basis, it also includes the financial instruments which are measured at amortised cost for which fair values are disclosed.

As at 31st March 2024

INR in Lakhs

Particulars	Level 1	Level 2	Level 3	Total
Financial assets:				
Measured at fair value				
Investments in Mutual Funds	26.24			26.24
Not measured at fair value (Refer footnotes)				
Total	26.24	-	-	26.24
Financial Liabilities				
Measured at fair value				-
Not measured at fair value (Refer footnotes)				-
Total	-	-	-	-

As at 31st March 2023

INR in Lakhs

Particulars	Level 1	Level 2	Level 3	Total
Financial assets:				
Measured at fair value				
Investments in Mutual Funds	24.59			24.59
Not measured at fair value (Refer footnotes)				
Total	24.59	-	-	24.59
Financial Liabilities				
Measured at fair value				-
Not measured at fair value (Refer footnotes)				-
Total	-	-	-	-

Footnotes

The Company has not disclosed the fair value of financial instruments such as trade receivables, trade payables, short term loans, deposits etc. Because their carrying amounts are a reasonable approximation of fair value.

c) Fair value hierarchy:

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

a) Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices in an active market. This included listed equity instruments, traded debentures and mutual funds that have quoted price. The fair value of all equity instruments (including debentures) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

b) Level 2: Level 2 hierarchy includes financial instruments that are not traded in an active market (for example, traded bonds/ debentures, over the counter derivatives). The fair value in this hierarchy is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2

c) Level 3: If one or more of the significant Inputs is not based on observable market data, the instrument is included in level 3. Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data. Financial instruments such as unlisted equity shares, loans are included in this hierarchy.

d) **Inter level transfers:** There are no transfers between levels 1 and 2 as also between levels 2 and 3 during the year.

e) Valuation technique used to determine fair value

- i) the use of quoted market prices for the equity instruments and Mutual Funds
- ii) the fair value of the unlisted shares are determined based on the income approach or the comparable market approach.

f) Reconciliations of level 3 fair values

The following table shows reconciliation from the opening balances to closing balances for Level 3 fair values:

Particulars	INR in Lakhs	
	Assets	Equity Instrument
Balance as on April 1, 2023	-	-
Changes:-		
Nil	-	-
Balance as on March 31, 2024	-	-

Note No. 38**Financial Risk Management****Risk management framework**

The company's activities expose it to market risk including currency risk, interest rate risk, liquidity risk and credit risk.

The company's risk management is carried out by finance department as per the policies approved by the Board of Directors. The board provides principles for overall risk management as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, and investment of shortterm/longterm surplus funds.

A) Market Risk**i) Foreign Currency Risk**

Foreign currency risk arises from commercial transactions, assets and liabilities denominated in a currency that is not the Company's functional currency (INR).

The exposure of the Company to foreign currency risk is not significant. However, this is closely monitored by the management to decided that there is no such arrangement in the company that requires hedging. Hence the company has not made any arrangements with the banks for hedging

Currency	INR in Lakhs	
	Receivables	Payables
As on 31st March 2024		
Exposure in US Dollars (USD)	-	-
As on 31st March 2023		
Exposure in US Dollars (USD)	10,028.12	-

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ii) Interest Rate Risk

The company does not have any borrowings other than borrowings from the bank in the current year hence there is no exposure to companies borrowing to interest rate changes at the end of the reporting period

During the previous year exposure of the company's borrowing to interest rate changes at the end of the reporting period depends on the mix of fixed rate and floating rate of the borrowings and the expected movement of market interest rate. The status of borrowings in terms of fixed rate and floating rate are as follows:

Details of Borrowings outstanding	INR in Lakhs	
	31-03-2024	31-03-2023
Variable Rate Borrowings	3,906.73	4,098.01
Fixed Rate Borrowings	-	3.31
Interest Free Borrowings	-	-
Total Borrowings	3,906.73	4,101.32

As at the end of the reporting period, the company had the following variable rate borrowings outstanding:

Details of Variable rate borrowings	INR in Lakhs		
	Weighted Avg. Interest Rate	Outstanding Balance	% of Total Loan
31-Mar-24 Cash Credit from Canara Bank (earstwhile Syndicate Bank)	11.70%	2110.72	54.03%
31-Mar-23 Cash Credit from Canara Bank (earstwhile Syndicate Bank)	11.70%	2,196.74	67.82%

Interest Rate Sensitivity

A change of 50 bps in interest rate would have the following impact on profit before tax

Particulars	2023-24	2022-23
50 bps increase would decrease the profit before tax by	109.84	114.58
50 bps decrease would increase the profit before tax by	-109.84	-114.58

iii) Price Risk

The company's exposure to securities price risk arises from investments held by the company in units of mutual fund classified in the balance sheet at fair value through profit and loss. However, company does not have a practice of investing in market equity securities with a view to earn fair value changes gain. Company has invested in units of mutual funds when short term surplus fund exists with prior approval of the Board. Considering the size of the investment the price/market risk is not significant.

B) Credit Risk

Credit risk arises when a counter party defaults on contractual obligations resulting in financial loss to the company. Trade receivables consist of large number of customers, spread across diverse industries and geographical areas. In order to mitigate the risk of financial loss from defaulters, the Company has an ongoing credit evaluation process in respect of customers who are allowed credit period. In respect of walk-in customers the company does not allow any credit period and therefore, is not exposed to any credit risk. In general, it is presumed that credit risk has significantly increased since initial recognition if the payments are more than 60 days past due.

Details of outstanding trade receivables	INR in Lakhs		
	Upto 6 Months	More than 6 Months but less than three Years	More than Three Years
As on 31st March 2024	-	10,144.96	3,331.77
As on 31st March 2023	1,130.65	11,770.31	1,107.61

C) Liquidity Risk

The Company has a liquidity risk management framework for managing its short term, medium term and long term sources of funding vis-à-vis short term and long term utilization requirement. This is monitored through a rolling forecast showing the expected net cash flow, likely availability of cash and cash equivalents, and available undrawn borrowing facilities.

i) Financing arrangements: The position of undrawn borrowing facilities at the end of reporting period are as follows

INR in Lakhs

Floating Rate	31-03-2024	31-03-2023
Cash Credit from Canara Bank	2,110.72	2,196.74

ii) Maturities of financial liabilities

The table below analyses the company's all financial liabilities into relevant maturity based on their contractual maturities. The amounts disclosed in the table are the contractual undiscounted cash flows.

Contractual maturities of financial liabilities:

As on 31st March 2024

INR in Lakhs

Financial Liabilities	Not Later than 1 year	Between 1 and 5 years	Later than 5 Years
i) Borrowings	3,906.73	-	-
ii) Trade Payable	5,516.59	-	-
iii) Other Financial Liabilities	36.29	-	-

As on 31st March 2023

INR in Lakhs

Financial Liabilities	Not Later than 1 year	Between 1 and 5 years	Later than 5 Years
i) Borrowings	4,101.32	1.62	-
ii) Trade Payable	5,217.31	-	-
iii) Other Financial Liabilities	18.39	-	-

Note Number 39 : Capital Management

Capital management objectives of the Company is to safeguard its ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders.

The company's strategy is to maintain a gearing ratio within 20%. The gearing ratios were as follows:

Particulars	31-03-2024	31-03-2023
Debt	3,905.16	4,102.94
Equity	21,208.30	26,537.79
Net Debt to Equity	18.41%	15.46%

Note No 40 : Related Party Disclosure

a) Related Parties

Name	Nature
Cerebra LPO India Limited	Subsidiary
Cerebra Middle East FZCO	Subsidiary till 17.03.2021
Kranion Technologies Limited	Entity in which KMP or/and his relatives are able to exercise significant influence

b) Key Management Personal

Name	Designation
V. Ranganathan	Managing Director
P. Vishwamurthy	Whole Time Director
Uttam Prakash Agarwal	Director
Satish Chandra	Director
S Gopalkrishnan	Director
Madan Balachandra Gosavi	Director
Namratha Sharma	Director
Surbhi Jain	Company Secretary
Sheshadri	General Manager Finance & Accounts

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C) Transaction with Related Parties

INR in Lakhs

Particulars	Transaction	Year ended 31-Mar-2024	Year ended 31-Mar-2023
V. Ranganathan	Remuneration	20.12	20.12
	Loan Received	54.00	202.30
	Loan repaid	66.30	489.60
P. Vishwamurthy	Remuneration	20.12	20.12
	Loan Received	194.97	198.69
	Loan repaid	2.00	-
Bharath P	Remuneration	-	20.12
	Loan given	-	193.85
	Loan repaid	-	-
Cerebra Middle East FZCO	Investment made	-	-
	Loan given	-	68.67
	Loan repaid	-	120.05
Cerebra LPO India Limited	Capital advance Paid	-	1.13
	Loan repaid	-	-
MVS Vasan	Sitting Fees	-	1.55
P. E. Krishnan	Sitting Fees	-	1.35
S Gopalkrishnan	Sitting Fees	1.35	0.85
Riyaz Suterwalla	Sitting Fees	-	-
Parthasarathi Naik	Sitting Fees	-	0.45
Bhavana Philipose	Sitting Fees	-	0.15
Uttam Prakash Agarwal	Sitting Fees	1.80	-
Satish Chandra	Sitting Fees	1.80	-
Madan Balachandra Gosavi	Sitting Fees	1.80	-
Namrata Sharma	Sitting Fees	1.35	-
Sheshadri Murthy	Remuneration	23.60	3.64
Maitri Chatterjee	Remuneration	-	2.42
Mala Poddar	Remuneration	-	2.26
H S Venkatesh	Remuneration	-	10.00
Surbhi Jain	Remuneration	1.57	-

d) Balance with Related Parties

INR in Lakhs

Particulars	31-03-2024	31-03-2023
Cerebra LPO India Limited		
a) Investment	3.50	3.50
b) Balance Receivable	595.50	595.24
Cerebra Middle East FZCO		
a) Investment	-	-
b) Balance Receivable	-	-51.38
c) Capital Advance		-
Payable to Directors		
V. Ranganathan	0	-12.30
P. Vishwamurthy	290.38	198.69
Riyaz Suterwalla	0.53	0.53
Sheshadri Murthy	0.81	1.81
Surbhi Jain	0.30	-
Payable to Barath P	193.85	193.85

Note No 41:- Employee Benefits

Gratuity

i) Changes in present value of obligation

Particulars	Year ended 31-Mar-2024	Year ended 31-Mar-2023
Present Value of Funded Obligation	-	-
Fair Value of plan asset	-	-
Net Fund Obligation	-	-
Present Value of unfunded defined benefit obligation	62.46	67.49
Amounts not recognised due to asset limit	-	-
Net defined liability/(asset) recognised in balance sheet	62.46	67.49
Net defined liability/(asset) Bifurcated as follows	-	-
Current Liability	52.84	29.60
Non-current Liability	9.62	37.88

ii) Expenses to be recognised in Statement of profit or loss account

Particulars	Year ended 31-Mar-2024	Year ended 31-Mar-2023
Current Service Cost	7.70	13.22
Past Service Cost	-	-
Administration Expenses	-	-
Interest on net defined benefit liability/(Asset)	3.67	3.69
(Gain)/Losses on settlement	-	-
Total expenses to be charged to profit or loss account	11.37	16.91

iii) Amount recorded in Other Comprehensive Income

Particulars	Year ended 31-Mar-2024	Year ended 31-Mar-2023
Opening amount recognized in OCI outside profit and loss account	-39.76	-23.73
Remeasurements during the period due to Changes in financial assumptions	0.29	-1.02
Changes in demographic assumptions	-	-
Experience adjustments	-14.28	-15.01
Actual return on plan assets less interest on plan assets	-	-
Adjustment to recognize the effect of asset ceiling	-	-
Closing amount recognized in OCI outside profit and loss account	-53.75	-39.76

iv) Movement in Benefit Obligation

Particulars	Year ended 31-Mar-2024	Year ended 31-Mar-20223
Opening of defined benefit obligation	67.48	67.49
Current service cost	7.70	13.22
Past service cost	-	-
Interest on defined benefit obligation	3.67	3.69
Remeasurements due to:		
Actuarial loss / (gain) arising from change in financial assumptions	0.29	-1.02
Actuarial loss / (gain) arising from change in demographic assumptions	-	-
Actuarial loss / (gain) arising on account of experience changes	-14.28	-15.01
Benefits paid	-2.41	-0.89
Liabilities assumed / (settled)*	-	-
Liabilities extinguished on settlements	-	-
Closing of defined benefit obligation	62.45	67.48

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v) Key Assumptions

Particulars	Year ended 31-Mar-2024	Year ended 31-Mar-2023
Discount Rate(p.a.)	7.20%	7.45%
Salary Escalation Rate(p.a.)	7.00%	7.00%
Demographic Assumptions		
Retirement Age	58	58
Mortality Table	Indian Assured Lives Mortality Table (2012-14)	Indian Assured Lives Mortality Table (2012-14)
Leaving service rates		
Age		
21-30	15%	15%
31-44	10%	10%
35-44	5%	5%
45-50	3%	3%
51-54	2%	2%
55-57	1%	1%

Note No 42 : Earnings Per Share

Particulars	Year ended 31-Mar-2024	Year ended 31-Mar-2023
A) Basic Earnings Per Share		
Profit after tax	-4,832.74	251.43
Weighted number of equity shares considered for calculation of basic earnings per share	11,19,86,482	11,19,86,482
Earnings Per share- Basic	-4.32	0.22
B) Diluted Earnings per share		
Profit after tax	-4,832.74	251.43
Adjustments	-	-
Diluted Earnings	-4,832.74	251.43
Weighted number of equity shares considered for calculation of diluted earnings per share	11,19,86,482	11,19,86,482
Earnings Per share- Diluted	-4.32	2.31

Note No 43: Figures in bracket relates to previous year.

Note 44 - Ratios
Financial Ratios:

The following are analytical ratios for the year ended 31st March 2024 and 31st March 2023

Particulars	Numerator	Denominator	31st March 2024	31st March 2023	Variance
Liquidity Ratio					
Current Ratio	Current assets	Current liabilities	1.37	1.65	-16.97%
Solvency Ratio					
Debt – Equity Ratio	Total Debt	Shareholder's Equity	0.35	0.37	-4.82%
Debt Service Coverage Ratio	Earnings available for debt service(1)	Total Debt	-1.07	0.30	-453.60%
Profitability Ratio					
Return on Equity (ROE)	Net Profits after taxes	Average Shareholder's Equity	-0.21	0.01	-3167.97%
Net profit Ratio	Net Profit	Revenue	-0.93	0.03	-3287.59%
Return on capital employed (ROCE)	Earning before interest and taxes	Capital Employed(2)	299.11	258.53	15.70%
Return on Investment(ROI)					
Utilization Ratio					
Trade Receivables Turnover Ratio	Revenue	Average Trade Receivable	0.29	0.38	-24.88%
Trade Payables Turnover Ratio	Credit Purchases	Average Trade Payables	0.84	1.20	-30.68%
Net Capital Turnover Ratio	Revenue	Working Capital	1.00	0.96	4.35%

(1) Net Profit after taxes + Non-cash operating expenses + Interest + other adjustments like loss on sale of Fixed assets etc.

(2) Average Shareholders fund

**Statement on Impact of Audit Qualifications (for audit report with modified opinion)
submitted along-with Annual Audited Financial Results – (Standalone)**

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2024				
I.	Sl. No.	Particulars	Adjusted Figures (Rs. In Lakhs Except EPS) (audited figures after adjusting for qualifications)	Audited Figures (Rs. In Lakhs Except EPS) (as reported before adjusting for qualifications)
	1.	Turnover / Total income	5,335.44	5,335.44
	2.	Total Expenditure	9596.10	10191.60
	3.	Net Profit/(Loss)	-4260.66	-4856.16
	4.	Earnings Per Share (Basic)	-4.31	-4.33
	5.	Total Assets	35829.62	35234.12
	6.	Total Liabilities	35829.62	35234.12
	7.	Net Worth	21705.69	2110.19
	8.	Any other financial item(s) (as felt appropriate by the management) Exceptional Items- Devaluation of Stock Provision for Bad and doubtful debts	1300.00 3402.60	1300.00 3402.60

II.	Audit Qualification (each audit qualification separately):
	<p>a) Details of Audit Qualification:</p> <p>1. The company has reported Rs.30.48 Crore as carrying value of inventory including E-waste inventory as on 31.03.2024 after devaluing the stock to the extent of Rs.13 crore on adhoc basis, for which we have not been provided with item-wise details, movement of inventory during the period and basis for the valuation. Due to the nature of inventory majority being E-waste stock, we could not verify the quantity of the inventory and in the absence of sufficient audit evidence we are unable to comment on the compliance of Ind AS - 2 "Inventory" and also, we are unable express opinion on the correctness of the quantity and the carrying value of inventory held as on 31.03.2024 and its consequential impact, if any, on the standalone Financial Statement.</p> <p>2. Loans and advances given by the company includes Rs.5.95 Crore receivable from its subsidiary company which is outstanding for more than 3 years. Also, the subsidiary company's auditors expressed concerns over the subsidiary company's ability to continue as going concern, as the net worth of the subsidiary company has been completely eroded. The company has not made any provision for expected credit loss of said loan and its investment in equity shares (book value of Rs.0.035 Crore) of the said subsidiary company. And hence, loss reported in standalone financial results are under stated to the extent of Rs.5.98 Crore.</p> <p>3. Total Trade receivables of the company as on 31.03.2024 is Rs.195.33 crore, out of which Rs. 191.46 crore is outstanding for more than 1 year. However, the company has made provision for bad and doubtful debts only to the extent of Rs.34.02 crores. Also, the balance of trade receivables is subject to confirmation and the company has not assessed the loss allowance for expected credit loss and therefore, we are unable to express opinion on the correctness of the provisions for bad and doubtful debts, carrying value of the said receivables and its impact, if any, on the standalone financial results.</p>

	<p>4. The company is having outstanding dues recoverable from an overseas party amounting to Rs. 100.28 Crore on account of sale consideration of Company's erstwhile subsidiary M/s Cerebra Middle East FZCO Dubai, vide sale agreement dated 17.03.2022. As per the terms of the said agreement, the payment period now stands expired and overdue for payment for more than a year and the balances are subject to confirmation. The Company has not made any provision for bad and doubtful receivables, also the said balances were not restated as per the requirement of 21 "The effects of changes in foreign exchange rates". Hence, we are unable to comment on the regulatory compliances, recoverability of dues and its impact on the standalone Financial results.</p> <p>5. The company has given Rs.30.81 crore (Rs.21.86 crore reported under current assets and Rs.8.95 crore reported under Non current assets) towards Capital Advances and Other Advances to various parties, which are outstanding for more than 1 year and are subject to confirmation. Also, no provision has been made in the books for bad and doubtful portion. Hence, we are unable to comment on its recoverability and its consequential impact, if any, on the standalone financial results.</p>
	<p>a) Type of Opinion – Qualified Opinion</p> <p>b) Frequency of Qualification: 1 appeared first time and four are repeated</p> <p>c) For Audit Qualification (s) where the impact is quantified by the auditors, (Managements view) With respect to the qualifications mentioned above. Auditor has quantified only qualification mentioned point 2. With respect to the same management merged the company with the parent company or it will look out for outright sale for recovery of advance.</p> <p>d) For the Audit Qualification(s) where the impact is not quantified by the auditors : In respect of the qualification point 1 the impact is not quantified by the auditors</p> <p>i) Managements estimation on impact of the qualifications : No quantification</p> <p>ii) If Management is unable to estimate the impact, Reasons for the same. : With respect to the qualification mentioned above point no. 1 management of the opinion that, company have maintained stock records. However, nature of inventory measurement of EPR materials can be done only on estimated basis, However, Company has initiated the development software to address the requirement.</p> <p>With respect to the qualification mentioned above in point no. 3 the management is of the opinion that it is continuously following up with the customers for recovery and also formed bad debts provision policy for making provision for bad and doubtful debts. However, the management is confident of recovering most of the receivables.</p> <p>With respect to the qualification mentioned above in point no. 4 the management is of the opinion that it is taking steps to revalidate the agreement the extending period and is confident of recovering the dues.</p> <p>With respect to the qualification mentioned above in point no. 5 the management is of the opinion that the company is making efforts to recover the advance given.</p> <p>f) Auditors comments on (i) or (ii) above : As irregularity is persisting for the past few years the company should take time bound actions</p>
<p>II.</p>	<p>Signatories:</p> <p>CFO / Managing directors</p> <p style="text-align: center;">CFO</p> <p>Statutory Auditor</p> <p>Place: Bangalore</p> <p>Date: 29.05.2024</p>

**Statement on Impact of Audit Qualifications (for audit report with modified opinion)
submitted along-with Annual Audited Financial Results – (Consolidated)**

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2024				
I.	Sl. No.	Particulars	Audited Figures (Rs. In Lakhs Except EPS) (as reported before adjusting for qualifications)	Adjusted Figures (Rs. In Lakhs Except EPS) (audited figures after adjusting for qualifications)
	1.	Turnover / Total income	5335.44	5335.44
	2.	Total Expenditure	9596.72	9596.72
	3.	Net Profit/(Loss)	-4832.73	-4832.73
	4.	Earnings Per Share (Basic)	-4.32	-4.32
	5.	Total Assets	35232.90	35232.90
	6.	Total Liabilities	35232.90	35232.90
	7.	Net Worth	20996.65	20996.65
	8.	Any other financial item(s) (as felt appropriate by the management) Exceptional Items- Devaluation of Stock Provision for Bad and doubtful debts	1300.00 3402.60	1300.00 3402.60

II.	Audit Qualification (each audit qualification separately):
	<p>1. <i>The holding company has reported Rs.30.48 Crore as carrying value of inventory including E-waste inventory as on 31.03.2024 after devaluing the stock to the extent of Rs.13 crore on adhoc basis, for which we have not been provided with item-wise details, movement of inventory during the period and basis for the valuation. Due to the nature of inventory majority being E-waste stock, we could not verify the quantity of the inventory and in the absence of sufficient audit evidence we are unable to comment on the compliance of Ind AS - 2 "Inventory" and also, we are unable express opinion on the correctness of the quantity and the carrying value of inventory held as on 31.03.2024 and its consequential impact, if any, on the consolidated financial statement.</i></p> <p>2. <i>Total Trade receivables of the holding company as on 31.03.2024 is Rs.195.33 crore, out of which Rs. 191.46 crore is outstanding for more than 1 year. However, the holding company has made provision for bad and doubtful debts only to the extent of Rs.34.02 crores. Also, the balance of trade receivables is subject to confirmation and the company has not assessed the loss allowance for expected credit loss and therefore, we are unable to express opinion on the correctness of the provisions for bad and doubtful debts, carrying value of the said receivables and its impact, if any, on the consolidated financial statements.</i></p> <p>3. <i>The holding company is having outstanding dues recoverable from an overseas party amounting to Rs. 100.28 Crore on account of sale consideration of Holding Company's erstwhile subsidiary M/s Cerebra Middle East FZCO Dubai, vide sale agreement dated 17.03.2022. As per the terms of the said agreement, the payment period now stands expired and overdue for payment for more than a year and the balances are subject to confirmation. The Holding Company has not made any provision for bad and doubtful receivables, also the said balances were not restated as per the requirement of 21 "The effects of changes in foreign exchange rates". Hence, we are unable to comment on the regulatory compliances, recoverability of dues and its impact on consolidated financial statements.</i></p>

	<p>4. The holding company has given Rs.30.81 crore (Rs.21.86 crore reported under current assets and Rs.8.95 crore reported under Non-current assets) towards Capital Advances and Other Advances to various parties, which are outstanding for more than 1 year and are subject to confirmation. Also, no provision has been made in the books for bad and doubtful portion. Hence, we are unable to comment on its recoverability and its consequential impact, if any, on the consolidated financial statements.</p>
	<p>a) Type of Opinion – Qualified Opinion</p> <p>b) Frequency of Qualification: 1 appeared first time and three are repeated</p> <p>c) For Audit Qualification (s) where the impact is quantified by the auditors, (Managements view) Nil</p> <p>d) For the Audit Qualification(s) where the impact is not quantified by the auditors : In respect of the qualification point 1 the impact is not quantified by the auditors</p> <p>i) Managements estimation on impact of the qualifications : No quantification</p> <p>ii) If Management is unable to estimate the impact, Reasons for the same. : With respect to the qualification mentioned above point no. 1 management of the opinion that, company have maintained stock records. However, nature of inventory measurement of EPR materials can be done only on estimated basis, However company has initiated the development software to address the requirement.</p> <p>With respect to the qualification mentioned above in point no. 2 the management is of the opinion that it is continuously following up with the customers for recovery and also formed bad debts provision policy for making provision for bad and doubtful debts. However, the management is confident of recovering most of the receivables.</p> <p>With respect to the qualification mentioned above in point no. 3 the management is of the opinion that it is taking steps to revalidate the agreement the extending period and is confident of recovering the dues.</p> <p>With respect to the qualification mentioned above in point no. 4 the management is of the opinion that the company is making efforts to recover the advance given.</p> <p>e) Auditors comments on (i) or (ii) above : As irregularity is persisting for the past few years the company should take time bound actions</p>
<p>III.</p>	<p>Signatories:</p> <p>CFO / Managing directors</p> <p style="text-align: center;">CFO</p> <p>Statutory Auditor</p> <p>Place: Bangalore</p> <p>Date: 29.05.2024</p>



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