

REGD. OFFICE:

S5 Off 3rd Cross Peenya Industrial Area
Peenya 1st Stage ,Bengaluru – 560 058.
Tel: +91-1800-425-46969
Fax : +91-97409-11799
Web : www.cerebracomputers.com
E-mail : info@cerebracomputers.com
CIN: L85110KA1993PLC015091

Tuesday, 3rd October, 2023

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
---	--

Dear Sir

Sub: Voting Results and Scrutinizer's Report:

Pursuant to the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the voting results (remote e-voting and e-voting at the Annual General Meeting) and Scrutinizer's Report on the Resolutions passed by the Members at 29th Annual General Meeting ('AGM') held on Friday, 29th September, 2023 at 02:30 PM (IST) through Video Conference (VC) or Other Audio Visual Means (OAVM). All the Resolutions were passed with requisite majority.

Further, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 we are taking steps to host on the website of the Company and CDSL the voting results of the 29th AGM.

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

VENKATRAMAN
RANGANATHAN

Digitally signed by
VENKATRAMAN RANGANATHAN
Date: 2023.10.03 12:30:09 +05'30'

V RANGANATHAN
Managing Director
DIN: 01247305

Encl: As above

PARAMESHWAR G. BHAT

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

Company Secretary

496/4, II Floor, 10th Cross
Near Bashyam Circle, Sadashivanagar,
Bangalore - 560 080
Tel : +91 80 23610847
Telefax : +91 80 41231106
e-mail : parameshwar@vjkt.in
parameshwar.g.bhat@gmail.com

SCRUTINIZER'S REPORT

[Pursuant to Sections 108 & 109 of the Companies Act, 2013 and the Companies
(Management & Administration) Rules, 2014]

To
Mr. V Ranganathan
Chairman of 29th Annual General Meeting
Cerebra Integrated Technologies Limited
Bengaluru

Dear Sir,

I, Parameshwar G. Bhat, Company Secretary in Whole-Time Practice (FCS No. 8860, CP No. 11004), having office at # 496/4, 2nd Floor, 10th Cross, NearBashyam Circle, Sadashivanagar, Bengaluru-560 080, duly appointed as Scrutinizer by Cerebra Integrated Technologies Limited('the Company') for the purpose of scrutinizing the e-voting prior to the Annual General Meeting ('remote e-voting')and electronic voting ('e-voting) at the 29th Annual General Meeting(AGM) held on Friday, 29thSeptember,2023at 2:30 pm IST held through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'),pursuant to Sections 108 and 109 of the Companies Act, 2013 (the Act), read with Rules 20 and 21 of the Companies (Management & Administration) Rules, 2014 (the Rules) as amended from time to time and the provisions of Regulation 44 ofSecurities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(the Listing Regulations), hereby furnish my Report to you.

The notice dated 06thSeptember,2023, as confirmed by the Company was sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/Depositories,in compliance with the MCA Circular No. 11/2022 dated December28, 2022 read with Circular no. 02/2022 dated May 05, 2022, Circular No.14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 5, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with SEBI Circular No. and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023.

The Management of the Company is responsible to ensure compliance of the requirements of the Companies Act, 2013 and Rules made there under relating to voting through remote e-voting and e-voting at the Annual General Meeting for the



resolutions proposed in the Notice of 29th Annual General Meeting. My responsibility as a Scrutinizer is to ensure that the voting process both through remote e-voting and e-voting at the AGM are conducted in a fair and transparent manner and is restricted to make a Scrutinizer's Report for the votes casts in "favour" or "against" the resolutions proposed in the Notice convening the 29thAnnual General Meeting of the Company.

The e-voting facility both for remote e-voting and e-voting at the AGM were provided by Central Depository Services (India) Limited (CDSL).

In terms of the aforesaid Notice and as per the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the remote e-voting was kept open for four days from 25thSeptember, 2023 (9.00 A.M. IST) till 28thSeptember, 2023(5.00 P.M. IST) and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the e-voting platform.

After declaration of voting by the Chairman, the Shareholders present at the AGM through VC/OAVM voted through e-voting facility at the AGM provided by CDSL at the AGM.

The Members holding Equity Shares as on the "cut-off date" i.e. 22ndSeptember, 2023 were entitled to vote on the Resolutions proposed in the Notice calling the 29thAnnual General Meeting.

At the end of the voting period on 28th September, 2023 (5.00 P.M. IST), the voting portal of CSDL was blocked forthwith.

After the conclusion of e-voting at the AGM, the votes cast under remote e-voting and votes cast through e-voting at the AGM were unblocked on 29thSeptember, 2023, as prescribed under sub-rule 3(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and thereafter the votes cast there under were counted.

Thereafter, the details containing *inter alia*, the list of the members, who voted "for" or "against" each of the resolution that were put to vote, were derived from the report generated from the e-voting portal of CSDL i.e. www.evotingindia.com and based on such reports

- a. 93(folio wise) members have cast their votes through remote e-voting.
- b. 1(folio wise) member has cast his/her votes through e-voting at the Annual General Meeting.

The brief analysis of the results of the remote e-voting and e-voting at the Annual General Meeting are as under:



ORDINARY BUSINESS:

Item No.1: Adoption of the Financial Statements of the Company, which include Audited Balance Sheet as at March 31, 2023, the Statement of Profit and Loss of the Company as on that date together with the Auditors report thereon and report of the Board of Directors including Secretarial Audit Report.:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote e-voting		e-voting at the AGM		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	82	15729938	1	1	83	15729939	99.92
Dissent	8	13024	0	0	8	13024	0.08
Total	90	15742963	1	1	91	15742963	100.00
Abstained / Invalid	3	68920	0	0	3	68920	NA

Item No. 2: To appoint Mr. Vishwamurthy Phalanetra, (DIN: 01247336), Director, who retires by rotation and being eligible, offers himself for re-appointment.*

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote e-voting		e-voting at the AGM		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	70	13440413	1	1	71	13440414	85.00
Dissent	23	2371469	0	0	23	2371469	15.00
Total	93	15811882	1	1	94	15811883	100.00
Abstained / Invalid	0	0	0	0	0	0	NA



SPECIAL BUSINESS:

Item No. 3: To appoint Mr. Uttam Prakash Agarwal (DIN: 00272983) as a Director in the category of Non- Executive Independent Director of the Company:*

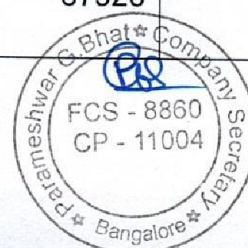
Special Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote e-voting		e-voting at the AGM		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	81	15730488	1	1	82	15730489	99.91
Dissent	10	13474	0	0	10	13474	0.09
Total	91	15743962	1	1	92	15743963	100.00
Abstained / Invalid	2	67920	0	0	2	67920	NA

Item No. 4: To appoint Mr. Satish Chandra (DIN: 10301960) as a Director in the category of Non- Executive Independent Director of the Company:*

Special Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote e-voting		e-voting at the AGM		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	80	15729188	1	1	81	15729189	99.91
Dissent	11	14774	0	0	11	14774	0.09
Total	91	15743962	1	1	92	15743963	100.00
Abstained / Invalid	2	67920	0	0	2	67920	NA



Item No. 5: To appoint Mr. Madan B. Gosavi (DIN: 10303662) as a Director in the category of Non- Executive Independent Director of the Company:*

Special Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote e-voting		e-voting at the AGM		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	79	15729688	1	1	80	15729689	99.91
Dissent	12	14274	0	0	12	14274	0.09
Total	91	15743962	1	1	92	15743963	100.00
Abstained / Invalid	2	67920	0	0	2	67920	NA

Item No. 6: To appoint Ms. Namrata Sharma (DIN: 10132544) as a Director in the category of Non- Executive Independent Director of the Company:*

Special Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote e-voting		e-voting at the AGM		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	79	15729688	1	1	80	15729689	99.91
Dissent	12	14274	0	0	12	14274	0.09
Total	91	15743962	1	1	92	15743963	100.00
Abstained / Invalid	2	67920	0	0	2	67920	NA



Based on the foregoing, the Resolutions No. from 1 to 6 in respect of 29th Annual General Meeting maybe deemed to have been **passed by requisite majority**.

All the relevant records relating to remote e-voting and e-voting are under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely.

Thanking You
Yours Sincerely



Parameshwar G. Bhat
Company Secretary

Membership No.: FCS No.: 8860

CP No.: 11004

UDIN: F008860E001139462



Date: 30.09.2023

Place: Bangalore

General information about company	
Scrip code	532413
NSE Symbol	CEREBRAINT
MSEI Symbol	NOTLISTED
ISIN	INE345B01019
Name of the company	CEREBRA INTEGRATED TECHNOLOGIES LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	29-09-2023
Start time of the meeting	02:30 PM
End time of the meeting	02:45 PM

Scrutinizer Details	
Name of the Scrutinizer	PARAMESHWAR G BHAT
Firms Name	PARAMESHWAR G BHAT
Qualification	CS
Membership Number	8860
Date of Board Meeting in which appointed	06-09-2023
Date of Issuance of Report to the company	30-09-2023

Voting results	
Record date	22-09-2023
Total number of shareholders on record date	41017
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	6
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of the Financial Statements of the Company, which include Audited Balance Sheet as at March 31, 2023, the Statement of Profit and Loss of the Company as on that date together with the Auditors report thereon and report of the Board of Directors including Secretarial Audit Report.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	282900	72747	25.7147	72747	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		282900	72747	25.7147	72747	0	100
Public- Institutions	E-Voting	9211818	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		9211818	0	0	0	0	0
Public- Non Institutions	E-Voting	111691764	15670216	14.0299	15657192	13024	99.9169	0.0831
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		111691764	15670216	14.0299	15657192	13024	99.9169
Total		121186482	15742963	12.9907	15729939	13024	99.9173	0.0827
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block	
Textual Information(1)	Due to validation error the votes polled on venue voting has been included under e-voting.

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint Mr. Vishwamurthy Phalanetra, (DIN: 01247336), Director, who retires by rotation and being eligible, offers himself for re-appointment				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	282900	72747	25.7147	72747	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		282900	72747	25.7147	72747	0	100
Public- Institutions	E-Voting	9211818	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		9211818	0	0	0	0	0
Public- Non Institutions	E-Voting	111691764	15739136	14.0916	13367667	2371469	84.9327	15.0673
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		111691764	15739136	14.0916	13367667	2371469	84.9327
Total		121186482	15811883	13.0476	13440414	2371469	85.002	14.998
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block	
Textual Information(1)	Due to validation error the votes polled on venue voting has been included under e-voting.

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint Mr. Uttam Prakash Agarwal (DIN: 00272983) as a Director in the category of Non-Executive Independent Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	282900	72747	25.7147	72747	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		282900	72747	25.7147	72747	0	100
Public- Institutions	E-Voting	9211818	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		9211818	0	0	0	0	0
Public- Non Institutions	E-Voting	111691764	15671216	14.0308	15657742	13474	99.914	0.086
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		111691764	15671216	14.0308	15657742	13474	99.914
Total		121186482	15743963	12.9915	15730489	13474	99.9144	0.0856
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block	
Textual Information(1)	Due to validation error the votes polled on venue voting has been included under e-voting.

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint Mr. Satish Chandra (DIN: 10301960) as a Director in the category of Non-Executive Independent Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	282900	72747	25.7147	72747	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		282900	72747	25.7147	72747	0	100
Public- Institutions	E-Voting	9211818	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		9211818	0	0	0	0	0
Public- Non Institutions	E-Voting	111691764	15671216	14.0308	15656442	14774	99.9057	0.0943
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		111691764	15671216	14.0308	15656442	14774	99.9057
Total		121186482	15743963	12.9915	15729189	14774	99.9062	0.0938
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block	
Textual Information(1)	Due to validation error the votes polled on venue voting has been included under e-voting.

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint Mr. Madan B. Gosavi (DIN: 10303662) as a Director in the category of Non-Executive Independent Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	282900	72747	25.7147	72747	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		282900	72747	25.7147	72747	0	100
Public- Institutions	E-Voting	9211818	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		9211818	0	0	0	0	0
Public- Non Institutions	E-Voting	111691764	15671216	14.0308	15656942	14274	99.9089	0.0911
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		111691764	15671216	14.0308	15656942	14274	99.9089
Total		121186482	15743963	12.9915	15729689	14274	99.9093	0.0907
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block	
Textual Information(1)	Due to validation error the votes polled on venue voting has been included under e-voting.

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint Ms. Namrata Sharma (DIN: 10132544) as a Director in the category of Non-Executive Independent Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	282900	72747	25.7147	72747	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		282900	72747	25.7147	72747	0	100
Public- Institutions	E-Voting	9211818	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		9211818	0	0	0	0	0
Public- Non Institutions	E-Voting	111691764	15671216	14.0308	15656942	14274	99.9089	0.0911
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		111691764	15671216	14.0308	15656942	14274	99.9089
Total		121186482	15743963	12.9915	15729689	14274	99.9093	0.0907
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block	
Textual Information(1)	Due to validation error the votes polled on venue voting has been included under e-voting.

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

