

REF: CITL/BSE/066/2019-20 Thursday, 26 September 2019

Department of Corporate Services (Listing)
BSE Limited (Bombay Stock Exchange Limited)
P J Towers, Dalal Street, FORT
MUMBAI - 400 001

Dear Sir/Madam

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 poll) and Scrutinizer's Report on the Resolutions passed by the members at 25th Annual General Meeting ('AGM') held on 25th September, 2019 at #S-5, off 3rd Cross, I Stage, Peenya Industrial Area, Bangalore-560 058. All the Resolutions were passed by 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 Karvy (https://evoting.karvy.com) the voting results of the 25th Annual General Meeting.

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

Shridhar S Hegde Whole Time Director

DIN: 01247342

Cerebra Integrated Technologies Limited

REGD. OFFICE:

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

Tel : +91-80-22046969-99 Fax : +91-80-22046980

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

	CEREBRA INTEGRATED TECHNOLOGIES LIMITED	
Date of the AGM/EGM	25-09-2019	•
Total number of shareholders on record date	12940	
No. of shareholders present in the meeting either in person or through proxy:		
Promoters and Promoter Group:	9	
Public:	28	
No. of Shareholders attended the meeting through Video Conferencing		
Promoters and Promoter Group:	Not Applicable	
Public:	Not Applicable	

Resolution No.	1									
Resolution required: (Ordinary/ Special)	and Loss of the Co	nary business To r ompany for the year date together with	_x00D_					Sheet as at 31st M	arch, 2019, the Sta	tement of Profit
Whether promoter/ promoter group are		100000	1 1 2 1 12		100			16 46	19/01 - 1	Retributed.
interested in the agenda/resolution?	No	E THE STREET	e britaria de la composición dela composición de la composición dela composición dela composición dela composición de la composición de la composición dela composici				the facilities of the party of the			260
Category	Mode of Voting	No. of shares held		% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Coregory	E-Voting	(2)	86,03,219		86,03,219		100.0000		0	
	Poll	-	0	0.0000	00,03,213	0	0.0000		0	
	Postal Ballot (if	86,03,219		0.0000			0.000			
Promoter and Promoter Group	applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	Total		86,03,219		86,03,219	0	100,0000	0.0000	0	
	E-Voting		0	0.0000	0	o c	0.0000	0.0000	O	
	Poll	1	1,77,50,000	88.8438	1,77,50,000	0	100.0000	0.0000	0	
Public- Institutions	Postal Ballot (if applicable)	1,99,78,894	0	0.0000	0	0	0.0000	0.0000	0)
	Total		1,77,50,000	88.8438	1,77,50,000	0	100.0000	0.0000		
	E-Voting		1,45,05,148	15.6636	1,45,05,148	0	100.0000		25,100	
	Poll	9,26,04,369	1,06,93,664	11.5477	1,06,93,664		100.0000	0.0000	0	
Public- Non Institutions	Postal Ballot (if applicable)	3,20,04,303	0	0.0000	. 0	0	0.0000	0.0000	0)
	Total	Marie Very	2,51,98,812	27.2113	2,51,98,812	- C	100.0000	0.0000	25,100	
	Total	12,11,86,482	5,15,52,031	42.5394	5,15,52,031		100.0000	0.0000	25,100	

Resolution No.	2									_
•								*		
Resolution required: (Ordinary/ Special)	ORDINARY - Ordin	nary business To a	ppoint a Director in	place of Mr. Vishw	vamurthy Phalanet	ra holding DIN 0124	7336, who retires b	y rotation and is el	igible for re-appoin	tment.
Whether promoter/ promoter group are					7 7 7 7 7					
interested in the agenda/resolution?	No		112 217							
		No. of shares held		% of Votes Polled on outstanding shares	No. of Votes – in	A Charles of the Control of the Cont	favour on votes polled	% of Votes against on votes polled		
Category	Mode of Voting	(1)	polled (2)	(3)=[(2)/(1)]* 100			(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100		Votes Abstained
	E-Voting		76,05,089	88.3982	76,05,089	0	100.0000	0.0000	9,98,130	
	Poll	86,03,219	0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot (if	80,03,213								
Promoter and Promoter Group	applicable)		0	0.0000	- 0	0	0.0000	0.0000	0	
	Total		76,05,089	88.3982	76,05,089	0	100.0000	0.0000	9,98,130	
	E-Voting		0	0.0000	0	0	0.0000	0.0000	0	
	Poll	1 00 70 004	1,77,50,000	88.8438	1,77,50,000	0	100.0000	0.0000	0	
Public- Institutions	Postal Ballot (if applicable)	1,99,78,894	0	0.0000	0	0	0.0000	0.0000	0	
	Total ***		1,77,50,000	88.8438	1,77,50,000	0	100.0000	0.0000	0	A
	E-Voting		1,45,05,148	15.6636	1,44,45,540	59,608	99.5890	0.4109	25,100	
	Poll	1	1,06,93,664	11.5477	1,06,93,664	0	100.0000	0.0000	0	
Public- Non Institutions	Postal Ballot (if applicable)	9,26,04,369	0	0.0000	0	0	0.0000	0.0000	0	
7. 30 PG 11 G 12 L 1 G 1 L 1 L 1 TG 31 G 30 K 1 G 1 TG 1	Total	The second second	2,51,98,812		2,51,39,204	59,608				
	Total	12,11,86,482	The state of the s						The state of the s	**************************************
Pasalutian No.										

Resolution No.	3					*				
Resolution required: (Ordinary/ Special)	SPECIAL - Special	Business Re-appoi	ntment of Mr. P. E.	Krishnan holding D	OIN 01897686, as ar	Independent Dire	ctor.			*
Whether promoter/ promoter group are	AND THE		1 2 15 1	3 2 3 3 4 6	1. 3. Act 1					
interested in the agenda/resolution?	No									
						COLO. M. COLO. COLO.				
				% of Votes Polled			% of Votes in	% of Votes		
				on outstanding			favour on votes	against on votes		
		No. of shares held	No. of votes		No. of Votes – in	A111 P. T. S. A.	polled	polled		
Category	Mode of Voting	(1)	polled (2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
	E-Voting		86,03,219		86,03,219		100.0000	0.0000		C
	Poll	7	0	0.0000	0	0	0.0000	0.0000	0	C
	Postal Ballot (if	86,03,219								
Promoter and Promoter Group	applicable)		0	0.0000	0	0	0.0000	0.0000	0	C
	Total	ACT THE SAME	86,03,219	100.0000	86,03,219	0	100.0000	0.0000	0	C
	E-Voting		0	0.0000	0	0	0.0000	0.0000	0	C
	Poll	1 00 70 004	1,77,50,000	88.8438	1,77,50,000	0	100.0000	0.0000	0	C
	Postal Ballot (if	1,99,78,894								
Public- Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	0	C
	Total		1,77,50,000	88.8438	1,77,50,000	0	100.0000	0.0000	0	C
	E-Voting		1,44,80,048	15.6365	1,44,20,440	59,608	99.5883	0.4116	50,200	C
. • 1	Poll	0.25.04.250	1,06,93,664	11.5477	1,06,93,664	0	100,0000	0.0000	0	C
	Postal Ballot (if	9,26,04,369								
Public- Non Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	0	C
	Total		2,51,73,712	27.1842	2,51,14,104	59,608	99.7632	0.2368	50,200	C
	Total	12,11,86,482	The second secon		The state of the s			0.1157	50,200	0

Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY - Speci	al Business Appoir	ntment of Mr. Man	dya Venkatachar Se	shadri Vasan holdi	ng DIN 01088868, a	s Director of the C	ompany.		
Whether promoter/ promoter group are	N 1987 T. L.			TO A PA						
interested in the agenda/resolution?	No		144 44	Books Ballon					48.80	
*		No. of shares held	No of votes	% of Votes Polled on outstanding shares	No. of Votes – in		% of Votes in favour on votes	% of Votes against on votes		
Category	Mode of Voting	(1)	polled (2)	(3)=[(2)/(1)]* 100			The state of the s	The state of the s	Votes Invalid	Votes Abstained
category	E-Voting	(1)	86,03,219				100.0000		votes invalid	votes Abstanted
	Poll	1	00,03,213	0.0000	00,03,213	0	0.0000			
Promoter and Promoter Group	Postal Ballot (if applicable)	86,03,219	0	0.0000	0	0	0.0000			0
Tromoter and Tromoter Group	Total		86,03,219		86,03,219	0	100.0000			0
	E-Voting		0	0.0000		0	0.0000			0
	Poll	1	1,77,50,000	88.8438		0	100.0000	0.0000	(0
Public- Institutions	Postal Ballot (if applicable)	1,99,78,894	0	0.0000	0	0	0.0000	0.0000	(0
	Total		1,77,50,000	88.8438	1,77,50,000	0	100.0000	0.0000	111.0	0
	E-Voting		1,45,05,148	15.6636	1,44,45,540	59,608	99.5890	0.4109	25,100	0
	Poll	9,26,04,369	1,06,93,664	11.5477	1,06,93,664	0	100.0000	0.0000	. (0
Public- Non Institutions	Postal Ballot (if applicable)	3,20,04,303	0	0.0000	0	0	0.0000	0.0000	(0
	Total	第二人称 5 篇	2,51,98,812	27.2113	2,51,39,204	59,608	99.7634	0.2366	25,100	0
	Total	12,11,86,482	5,15,52,031	42,5394	5,14,92,423	59,608	99.8844	0.1156	25,100	0

	T-									
Resolution No.	5									
Resolution required: (Ordinary/ Special)	ORDINARY - Spec	ial Business Appoi	ntment of Mr. Man	dya Venkatachar Se	eshadri Vasan holdi	ng DIN 01088868 a	s an Independent D	irector of the Com	pany	
Whether promoter/ promoter group are								1 2 - In		
interested in the agenda/resolution?	No									
				% of Votes Polled			% of Votes in	% of Votes		
				on outstanding			favour on votes	against on votes		
		No. of shares held	No. of votes	shares	No. of Votes – in	No. of Votes -	polled	polled		
Category	Mode of Voting	(1)	polled (2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
	E-Voting		86,03,219	100.0000	86,03,219	(100.0000	0.0000	0	(
	Poll	86,03,219	0	0.0000	0	C	0.0000	0.0000	0	(
	Postal Ballot (if	00,03,219								
Promoter and Promoter Group	applicable)		0	0.0000	0	C	0.0000	0.0000	0	(
	Total	F . 1	86,03,219	100.0000	86,03,219	0	100.0000	0.0000	. 0	- (
	E-Voting	•	0	0.0000	0	(0.0000	0.0000	0	(
	Poll	1,99,78,894	1,77,50,000	88.8438	1,77,50,000	(100.0000	0.0000	0	(
	Postal Ballot (if	1,33,76,634								
Public- Institutions	applicable)		0	0.0000	0		0.0000	0.0000	0	(
	Total		1,77,50,000	88.8438	1,77,50,000		100.0000	0.0000	0	(
	E-Voting		1,45,05,148	15.6636	1,44,45,540	59,608	99.5890	0.4109	25,100	(
	Poll	9,26,04,369	1,06,93,664	11.5477	1,06,93,664	(100.0000	0.0000	0	(
	Postal Ballot (if	9,20,04,309								
Public- Non Institutions	applicable)		0	0.0000	0	(0.0000	0.0000	0	(
	Total		2,51,98,812	27.2113	2,51,39,204	59,608	99.7634	0.2366	25,100	
	Total	12,11,86,482	5,15,52,031	42.5394	5,14,92,423	59,608	99.8844	0.1156	25,100	(

Resolution No.	6							7.0		
Resolution required: (Ordinary/ Special)	SPECIAL - Special	Business Increase	in the limits of the	Borrowing powers						*
Whether promoter/ promoter group are interested in the agenda/resolution?	No	de distant								
			pr.				9 9			
				% of Votes Polled			% of Votes in	% of Votes		
				on outstanding			favour on votes	against on votes		
		No. of shares held	No. of votes	shares	No. of Votes – in		polled	polled		
Category	Mode of Voting	(1)	polled (2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
	E-Voting		86,03,219	100.0000	86,03,219	0	100.0000	0.0000	0	0
	Poll	86,03,219	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if	80,03,219								
Promoter and Promoter Group	applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total	example to a said	86,03,219	100.0000	86,03,219	, i 0	100.0000	0.0000	0	0
	E-Voting		0	0.0000	0	0	0.0000	0.0000	0	0
	Poll	1,99,78,894	1,77,50,000	88.8438	1,77,50,000	0	100.0000	0.0000	0	0
	Postal Ballot (if	1,33,70,034								
Public- Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000		0
	Total		1,77,50,000	88.8438	1,77,50,000	0	100.0000	0.0000	0	0
	E-Voting		1,45,05,148	15.6636	33,96,057	1,11,09,091	23.4127	76.5872	25,100	0
	Poll	9,26,04,369	1,06,93,664	11.5477	1,06,93,664	0	100.0000	0.0000	0	0
	Postal Ballot (if	3,20,04,369								
Public- Non Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,51,98,812	27.2113	1,40,89,721	1,11,09,091	55.9142	44.0858	25,100	0
	Total	12,11,86,482	5,15,52,031	42.5394	4,04,42,940	1,11,09,091	78.4507	21.5493	25,100	0

Resolution No.	7									
Resolution required: (Ordinary/ Special)	SPECIAL - Special	Business Power to	hypothecate.		V -V2					2.0
Whether promoter/ promoter group are										
interested in the agenda/resolution?	No		Service Control					美国		
				% of Votes Polled			% of Votes in	% of Votes		
	1			on outstanding			favour on votes	against on votes		
		No. of shares held	No. of votes		No. of Votes – in	No. of Votes –	polled	polled		
Category	Mode of Voting	(1)	polled (2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
	E-Voting		86,03,219		86,03,219	0	100.0000	0.0000	0	_ g
	Poll	86,03,219	0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot (if	80,03,219								
Promoter and Promoter Group	applicable)		0	0.0000	0	0	0.0000	0.0000	0	i i
	Total		86,03,219	100.0000	86,03,219	0	100.0000	0.0000	0	
	E-Voting		0	0.0000	0	0	0.0000	0.0000	0	
	Poll	1,99,78,894	1,77,50,000	88.8438	1,77,50,000	0	100.0000	0.0000	0	
	Postal Ballot (if	1,55,76,654			1					4.5
Public- Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	Total		1,77,50,000	88.8438	1,77,50,000	0	100.0000	0.0000	0	30
	E-Voting		1,45,05,148	15.6636	33,96,057	1,11,09,091	23.4127	76.5872	25,100	8
	Poll	9,26,04,369	1,06,93,664	11.5477	1,06,93,664	0	100.0000	0.0000	0	25
	Postal Ballot (if	9,26,04,369								4
Public- Non Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	Total	THE SHIP OF	2,51,98,812	27.2113	1,40,89,721	1,11,09,091	55.9142	44.0858	25,100	
	Total	12,11,86,482	5,15,52,031	42.5394	4,04,42,940	1,11,09,091	78.4507	21.5493	25,100	

Resolution No.	9									
Resolution required: (Ordinary/ Special)	SPECIAL - Special	Business Approval	of Cerebra Integra	ted Technologies Li	mited Employee St	ock Option Scheme	e, 2019.			
Whether promoter/ promoter group are interested in the agenda/resolution?	No							Wat I		
Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
1	E-Voting	1	86,03,219		86,03,219		100.0000	0.0000	0	0
	Poll	22.22.22.2	0	0.0000	0	0	0.0000	0.0000	0	0
Promoter and Promoter Group	Postal Ballot (if applicable)	86,03,219	0	0.0000	0	C	0.0000	0.0000	0	0
	Total		86,03,219	100.0000	86,03,219	9 0	100.0000	0.0000	0	0
	E-Voting Poll	1,99,78,894	1,77,50,000	0.0000 88.8438	1,77,50,000	0	0.0000	0.0000	0	0
Public- Institutions	Postal Ballot (if applicable)		0	0.0000	0		0.0000	0.0000		0
	Total		1,77,50,000				100.0000			0
	E-Voting		1,45,05,148				100.0000	0.0000	25,100	0
Public- Non Institutions	Poll Postal Ballot (if applicable)	9,26,04,369	1,06,93,664	0.0000	1,06,93,664		0.0000	0.0000	0	0
	Total		2,51,98,812		2,51,98,812		100.0000			3 0
	Total	12,11,86,482	The same of the sa				100.0000			

Resolution No.	10											
*												
Bosolution required (Ordinan (Special)	ODDINADY Caral		al af Matarial Dala	ted Death Toward			fine of alone of anot	Struith Mr. D. Dhors	at Chief Operating	Officer		
	ORDINARY - Specia	al Business Appro	val of Material Rela	ted Party Transacti	on entered into for	appointment to or	rice of place of prof	It With Mir. P. Bhara	T Chief Operating C	Jincer		
Whether promoter/ promoter group are	10 mg											
interested in the agenda/resolution?	No	E Facilitation			AND AND THE	1 11/1				7		
		No. of shares held		% of Votes Polled on outstanding shares	No. of Votes – in		favour on votes	% of Votes against on votes polled	ie			
Category	Mode of Voting	(1)	polled (2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained		
	E-Voting	- Andrews	0	0.0000	0	0	0.0000	0.0000	9,98,130	76,05,089		
	Poll	05 03 310	0	0.0000	0	0	0.0000	0.0000	0	0		
	Postal Ballot (if	86,03,219										
Promoter and Promoter Group	applicable)		0	0.0000	0	0	0.0000	0.0000	0	0		
	Total		0	0.0000	0	0	0.0000	0.0000	9,98,130	7605089		
	E-Voting		0	0.0000	0	0	0.0000	0.0000	0	0		
	Poll	1,99,78,894	58,50,000	29.2809	58,50,000	0	100.0000	0.0000	1,19,00,000	0		
Public- Institutions	Postal Ballot (if applicable)	1,99,76,694	0	0.0000	0	0	0.0000	0.0000	0	0		
	Total		58,50,000	29.2809	58,50,000	- 0	100.0000	0.0000	1,19,00,000	0		
	E-Voting		33,73,065	3.6424	33,13,457	59,608	98.2328	1.7671	50,200	1,11,06,983		
	Poll	0.36.04.360	1,06,93,664	11.5477	1,06,93,664	0	100.0000	0.0000	0	0		
	Postal Ballot (if	9,26,04,369										
Public- Non Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	0	0		
	Total		1,40,66,729	15.1901	1,40,07,121	59,608	99.5762	0.4238	50,200	11106983		
	Total	12,11,86,482	1,99,16,729	16.4348	1,98,57,121	59,608	99.7007	0.2993	1,29,48,330	18712072		

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. P.E. Krishnan Chairman of the 25th Annual General Meeting Cerebra Integrated Technologies Limited Bangalore

25th Annual General Meeting Held on 25th September, 2019 at 10:00 A.M. at #S-5, Off 3rd Cross, I Stage, Peenya Industrial Area, Bangalore-560 058

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, Near Bashyam Circle, Sadashivanagar, Bangalore – 560 080, duly appointed as Scrutinizer by Cerebra Integrated Technologies Limited for the purpose of scrutinizing the voting through remote e-voting and through Polling Papers at the 25th Annual General Meeting pursuant to Sections 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management & Administration) Rules, 2014 as amended from time to time and the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, hereby furnish my Report to you.

The Management of the Company is responsible to ensure compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through e-voting and Polling Papers at the Annual General Meeting venue for the Resolutions proposed in the notice of 25th Annual General Meeting of the Members of the Company held on 25th September, 2019. My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to make a Scrutinizer's Report for the votes casts in "favour" or "against" on the Resolutions proposed in the Notice convening the 25th Annual General Meeting of the Company, based on the Report provided by Karvy Fintech Private Limited (Karvy), the agency engaged by the Company to provide e-voting facility for voting through electronic means.

In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management

Bangalore

and Administration) Rules, 2014, as amended, the e-voting was kept open for four days from 21st September, 2019 (9.00 A.M. IST) till 24th September, 2019 (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.

The Members holding Equity Shares as on the "cut-off date" i.e., 18th September, 2019 were entitled to vote on the Resolutions proposed in the Notice calling the 25th Annual General Meeting.

The Ballot register was prepared to record Equity Shareholders' Assent or Dissent, received mentioning the particulars of name, address, folio number or client id of the Shareholders, number of shares held by them, nominal value of such shares, whether the shares have differential voting rights, if any, details of Polling Paper which are invalid.

The Polling Papers received were scrutinized and reconciled with the records maintained by Registrar and Share Transfer Agent (RTA).

At the end of the voting period on 24th September, 2019 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.

The votes cast were unblocked on 25th September, 2019 in the presence of Ms. Ramya Hegde and Mr. Anoop M H, who acted as witnesses as prescribed under sub-rule 3(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.

Thereafter, the details containing *inter alia*, the list of the Members, who voted "for" or "against" on each of the Resolutions that were put to vote, were derived from the Polling Papers as received and the report generated from the e-voting website of Karvy Fintech Private Limited i.e. <u>www.evoting.karvy.com</u> and based on such reports,

- a. 35 (folio wise) members have cast their votes through remote e-voting (Number of members here taken on the basis of number of folios).
- b. 22 (folio wise) members have cast their votes through Polling Papers at the Annual General Meeting.

The brief analysis of the results of the remote e-voting and Polling Papers are given in Page below:

ORDINARY BUSINESS:

Item No.1: Adoption of Standalone and Consolidated Financial Statements for the financial year ended 31st March, 2019:

Ordinary Resolution:

Particulars		No	o. of vote	s contained	l in		Percent age on	
	Remote	E-voting	Pollin	g Papers	To	otal	Valid votes	
	No of membe rs voted	No. of Votes cast (Shares)	No of membe rs voted	No. of Votes cast (Shares)	No of members voted	No. of Votes cast (Shares)		
Assent	34	23108367	22	28443664	56	5155203 1	100	
Dissent	0	0	0	0	0	0	0	
Total	34	23108367	22	28443664	56	5155203 1	100	
Abstained/ Invalid	1	25100	NA	NA	1	25100	NA	

Item No. 2: Appointment of a Director in place of Mr. Vishwamurthy Phalanetra (holding DIN: 01247336), who retires by rotation and is eligible for reappointment:*

Ordinary Resolution:

Particulars		No	of vote	s contained	l in		Percent
	Remote E-voting Po			g Papers	T	Valid votes	
	No. of members voted	No. of Votes cast (Shares)	No. of membe rs voted		No. of members voted	No. of Votes cast (Shares)	
Assent	32	22050629	22	28443664	54	50494293	99.88



Dissent		50000		0	1	59608	0.12
	1	59608	U	0			
Total	33	22110237	22	2844366	55	50553901	100
Abstained/ Invalid*	2	1023230	NA	NA	2	1023230	NA

SPECIAL BUSINESS:

Item No. 3: Re-appointment of Mr. Pazayanur Eswaran Krishnan (holding DIN: 01897686), as an Independent Director:*

Special Resolution:

Particulars		No. of votes contained in								
	Remote	E-voting	Polling	Papers	T	otal	e on Valid votes			
	No. of membe rs voted	No. of Votes cast (Shares)	No. of member s voted	No. of Votes cast (Shares)	No. of member s voted	No. of Votes cast (Shares)				
Assent	32	2302365	22	2844366 4	54	51467323	99.88			
Dissent	1	59608	0	0	1	59608	0.12			
Total	33	2308326 7	22	2844366 4	55	51526931	100			
Abstained/ Invalid	2	50200	NA	NA	2	50200	NA			

Item No. 4: Appointment of Mr. Mandya Venkatachar Seshadri Vasan (holding DIN: 01088868), as a Director of the Company:



Ordinary Resolution:

	No. of votes contained in								
Particulars	Remote E-voting		Polling	g Papers		Total	ge on Valid votes		
	No. of member s voted	No. of Votes cast (Shares)	No. of members voted	No. of Votes cast (Shares)	No. of member s voted	No. of Votes cast (Shares)			
Assent	33	2304875 9	22	28443664	55	51492423	99.88		
Dissent	1	59608	0	0	1	59608	0.12		
Total	34	2313346 7	22	2844366 4	56	51552031	100		
Abstained/ Invalid	1	25100	NA	NA	1	25100			

Item No. 5: Appointment of Mr. Mandya Venkatachar Seshadri Vasan (holding DIN: 01088868) as an Independent Director of the Company:

Ordinary Resolution:

		No. of votes contained in								
Particulars	Remote E-voting		Polling	g Papers		Fotal .	ge on Valid votes			
	No. of member s voted	No. of Votes cast (Shares)	No. of member s voted	No. of Votes cast (Shares)	No. of members voted	No. of Votes cast (Shares)				
Assent	33	2304875 9	22	28443664	55	51492423	99.88			
Dissent	1	59608	0	0	1	59608	0.12			
Total	34	2313346 7	22	2844366 4	56	51552031	100			
Abstained/ Invalid	1	25100	NA	NA	1	25100	NA			



Item No. 6: Increase in the Limit of Borrowing Powers:

Special Resolution:

		No	o. of vote	es containe	d in		Percenta
Particulars	Remote E-voting		Pollin	g Papers		Total	ge on Valid votes
	No. of members voted	No. of Votes cast (Shares)	No. of member s voted	No. of Votes cast (Shares)	No. of member s voted	No. of Votes cast (Shares)	
Assent	27	11999276	22	28443664	49	40442940	78.45
Dissent	7	11109091	0	0	7	11109091	21.55
Total	34	23108367	22	2844366 4	56	51552031	100
Abstained/ Invalid	1	25100	NA	NA	1	25100	NA

Item No. 7: Powers to hypothecate etc:

Special Resolution:

Particulars		No	of vote	s containe	d in		Percenta
	Remote E-voting		Pollin	g Papers		Total	ge on Valid votes
	No. of members voted	No. of Votes cast (Shares)	No. of member s voted	No. of Votes cast (Shares)	No. of member s voted	No. of Votes cast (Shares)	
Assent	27	11999276	22	28443664	49	40442940	78.45
Dissent	7	11109091	0	0	7	11109091	21.55
Total	34	23108367	22	2844366 4	56	51552031	100
Abstained/ Invalid	1	25100	NA	NA	1	25100	NA



Item No. 8: Approval of Reduction of Share Capital of the Company:

Special Resolution:

		No	. of votes	contained	in		Percenta ge on
Particulars	Remote E-voting		Polling	Papers	Total		Valid votes
	No. of members voted	No. of Votes cast (Shares)	No. of member s voted	No. of Votes cast (Shares)	No. of member s voted	No. of Votes cast (Shares)	
Assent	33	23108360	22	28443664	55	51552024	99.99
Dissent	1	7	0	0	1	7	0.01
Total	34	23108367	22	2844366 4	56	51552031	100
Abstained/ Invalid	1	25100	NA	NA	1	25100	NA

Item No. 9: Approval of Cerebra Integrated Technologies Limited Employee Stock Option Scheme, 2019:

Special Resolution:

Particulars		No. of votes contained in								
	Remote E-voting		Pollin	g Papers	Total		ge on Valid votes			
	No. of members voted	No. of Votes cast (Shares)	No. of membe rs	No. of Votes cast (Shares)	No. of members voted	No. of Votes cast (Shares)				
Assent	34	23108367	22	28443664	56	51552031	100			
Dissent	0	0	0	0	0	0	0			



Total	34	23108367	22	2844366	56	51552031	100
Abstained/ Invalid	1	25100	NA	NA	1	25100	NA

Item No. 10: Approval of Material Related Party Transaction entered into for appointment to office of place of profit with Mr. P. Bharath (Chief Operating Officer):**

Ordinary Resolution:

Particulars		No. of votes contained in								
	Remote E-voting		Pollin	g Papers		Total	ge on Valid votes			
	No. of members voted	No. of Votes cast (Shares)	No. of membe rs voted	No. of Votes cast (Shares)	No. of members voted	No. of Votes cast (Shares)				
Assent	13	3313457	21	16543664	34	19857121	99.70			
Dissent	1	59608	0	0	1	59608	0.30			
Total	14	3373065	21	1654366 4	35	19916729	100			
Abstained/ Invalid	21	19760402	1	1190000	22	31660402	NA			

^{*}Note: The votes cast by the Director/Promoter for their own appointment/re-appointment were not taken in to consideration and were treated as invalid for the respective resolution.

^{**}Pursuant to Regulation 23(4) of the Listing Regulations, no Related Party shall vote to approve the resolutions in relation to the Material Related Party Transactions whether the entity is a Related Party to the particular transaction or not. Accordingly, in respect of the Resolutions No. 10, the votes cast by Mr P. Vishwamurthy, being a 'Related Party' have been ignored.



*** Body corporate voting for which the Board resolution is not made available for review has been treated as invalid.

Based on the foregoing, the Resolution numbers from 01 to 10 may be deemed to have been passed by requisite majority.

All the relevant records relating to e-voting and Polling Papers are under my safe custody and being handed over to the Mr. Shridhar S Hegde, Whole time Director of the Company for preserving safely.

Bhat* Con

FCS - 8860

CP - 11004

Date: 26.09.2019 Place: Bangalore

Witnesses:

1. Ramya Hegde

Thanking You Yours Sincerely

Parameshwar G. Bhat
Practising Company Secretary

FCS No.: 8860 CP No.: 11004

2. Anoop M H