

Tuesday, 14<sup>th</sup> May, 2024

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

Dear Sirs,

**Sub: Intimation of Resignation of Mr. Uttam Prakash Agarwal, Independent Director (DIN: 00272983), Justice Madan Gosavi, Independent Director (DIN: 10303662), and Justice Satish Chandra, Independent Director (DIN: 10301960) of the Company:**

With reference to the captioned subject and Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that Mr. Uttam Prakash Agarwal, Independent Director (DIN: 00272983), Justice Madan Gosavi, Independent Director (DIN: 10303662), and Justice Satish Chandra, Independent Director (DIN: 10301960) of the Company have tendered their resignations from the Offices of Independent Director on 13<sup>th</sup> May, 2024 due to the reasons as mentioned in their resignation letters.

Further, as confirmed by Mr. Uttam Prakash Agarwal, Justice Madan Gosavi and Justice Satish Chandra that there are **no other material reasons** other than mentioned in their letters 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please find enclosed the letters of resignation and disclosure of Interest in other entities as received from Mr. Uttam Prakash Agarwal, Justice Madan Gosavi and Justice Satish Chandra.

We request you to take the same on the record.

Thanking you

Yours sincerely

**For Cerebra Integrated Technologies Limited**

Surbhi Jain  
Company Secretary and Compliance Officer  
(Membership No.: A58109)

Enc: As above

**INFORMATION AS REQUIRED UNDER REGULATION 30 - PART A OF PARA A OF SCHEDULE III OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015**

**UTTAM PRAKASH AGARWAL**

<b>S.no</b>	<b>Particulars</b>	<b>Description</b>
1.	Reasons of Change	Mr. Uttam Prakash Agarwal (DIN: <b>00272983</b> ) has resigned with effect from <b>13<sup>th</sup> May, 2024</b> as Independent Director of the Company.
2.	Date of Cessation	<b>13<sup>th</sup> May, 2024</b>
3.	Brief Profile	NA
4.	Disclosure of relationships between Directors	NA
5.	Information as required under BSE Circular No. LIST/COM/14/2018-19 dated June 20, 2018	NA
<b>Additional Information in case of resignation of an Independent Director</b>		
6.	Letter of Resignation along with detailed reason for resignation	<b>Annexure 1 received by the Company on 13<sup>th</sup> May, 2024</b>
7.	Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any	Directorships & Committee Memberships in other listed entities:  1. Zee Entertainment Enterprises Limited 2. 3I Infotech Limited
8.	The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided.	Mr. Uttam Prakash Agarwal (DIN: <b>00272983</b> ) has confirmed that there are no material reasons for his resignation other than those mentioned in the resignation letter.

**JUSTICE SATISH CHANDRA**

<b>S.no</b>	<b>Particulars</b>	<b>Description</b>
1.	Reasons of Change	Justice Satish Chandra (DIN: <b>10301960</b> ) has resigned with effect from <b>13<sup>th</sup> May, 2024</b> as Independent Director of the Company.
2.	Date of Cessation	<b>13<sup>th</sup> May, 2024</b>
3.	Brief Profile	NA
4.	Disclosure of relationships between Directors	NA

5.	Information as required under BSE Circular No. LIST/COM/14/2018-19 dated June 20, 2018	NA
<b>Additional Information in case of resignation of an Independent Director</b>		
6.	Letter of Resignation along with detailed reason for resignation	<b>Annexure 1 received by the Company on 13<sup>th</sup> May, 2024</b>
7.	Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any	Directorships & Committee Memberships in other listed entities: NIL
8.	The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided.	Justice Satish Chandra (DIN: 103 01960) has confirmed that there are no material reasons for his resignation other than those mentioned in the resignation letter.

### JUSTICE MADAN GOSAVI

S.no	Particulars	Description
1.	Reasons of Change	Justice Madan Gosavi (DIN: <b>10303662</b> ) has resigned with effect from 13 <sup>th</sup> May, 2024 as Independent Director of the Company.
2.	Date of Cessation	<b>13<sup>th</sup> May, 2024</b>
3.	Brief Profile	NA
4.	Disclosure of relationships between Directors	NA
5.	Information as required under BSE Circular No. LIST/COM/14/2018-19 dated June 20, 2018	NA
<b>Additional Information in case of resignation of an Independent Director</b>		
6.	Letter of Resignation along with detailed reason for resignation	<b>Annexure 1 received by the Company on 13<sup>th</sup> May, 2024</b>
7.	Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any	Directorships & Committee Memberships in other listed entities: NIL
8.	The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided.	Justice Madan Gosavi (DIN: <b>10303662</b> ) has confirmed that there are no material reasons for his resignation other than those mentioned in the resignation letter.

07 May 2024

The Board of Directors/ Company Secretary  
Cerebra Integrated Technologies Limited  
S-5 Off 3rd Cross Peenya Industrial Area  
Peenya 1st stage, Bangaluru, Karnataka – 560058

Sub: Resignation as an Independent Director of The Company with effect from 07 May 2024

Dear Sir,

We were appointed as Independent Director of Cerebra Integrated Technologies Limited (The Company) for a period of five years by shareholders of the Company at their Annual General meeting held on 29th September 2023.

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 the 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.

For the reasons mentioned above, we are therefore tendering our resignation as the Independent Directors with immediate effect and from Board Committees.

We thank the Board of Directors and shareholders for giving me the opportunity to serve as an Independent Director of The Company.

Thanking you

UTTAM PRAKASH  
AGARWAL

Digitally signed by UTTAM  
PRAKASH AGARWAL  
Date: 2024.05.07 19:45:51  
+05'30'

CA Uttam Prakash Agarwal

DIN – 00272983

Justice Madan Goswami

DIN – 10303662

Justice Satish Chandra

DIN – 10301960