

REGD. OFFICE :

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CIN : L85110KA1993PLC015091

Ref. No.- CITL/SE/39/2021-22

Tuesday, 26th October, 2021

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: Voting results along with Scrutinizer's Report of Postal Ballot pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the voting results along with Scrutinizer's Report on the following Special Resolutions passed through Postal Ballot vide Notice dated 22nd September, 2021 with requisite majority:

1. Increase in the Authorized Share Capital of the Company.
2. Alteration of the Memorandum of Association of the Company.
3. Issue of Warrants to Investors on preferential basis.
4. Further issue of Equity Shares on preferential basis.

Further, pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 we are taking steps to host the Voting Results along with Scrutinizer's Report on the website of the Company at www.cerebracomputers.com and KFIN Technologies Private Limited at <https://evoting.kfintech.com/>.

Please take the above on record and kindly treat this as compliance under SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

Thanking You,
Yours faithfully,

For Cerebra Integrated Technologies Limited


Maitri Chatterjee

Company Secretary &

Compliance Officer

M. No. – A57375

Enc: Voting results along with Scrutinizer's Report of Postal Ballot

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	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	24-10-2021
Start time of the meeting	
End time of the meeting	

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	17-09-2021
Date of Issuance of Report to the company	25-10-2021

Voting results	
Record date	17-09-2021
Total number of shareholders on record date	17343
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	4
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To Increase in the Authorised Share Capital 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	8603219	4894210	56.8881	4894210	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		8603219	4894210	56.8881	4894210	0	100
Public- Institutions	E-Voting	21183019	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		21183019	0	0	0	0	0
Public- Non Institutions	E-Voting	91400244	24341850	26.6321	24265827	76023	99.6877	0.3123
	Poll							
	Postal Ballot (if applicable)							
	Total		91400244	24341850	26.6321	24265827	76023	99.6877
Total		121186482	29236060	24.1249	29160037	76023	99.74	0.26
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

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

Resolution(2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To alter the Memorandum of Association 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	8603219	4894210	56.8881	4894210	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	8603219	4894210	56.8881	4894210	0	100	0
Public- Institutions	E-Voting	21183019	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	21183019	0	0	0	0	0	0
Public- Non Institutions	E-Voting	91400244	24341850	26.6321	24265007	76843	99.6843	0.3157
	Poll							
	Postal Ballot (if applicable)							
	Total	91400244	24341850	26.6321	24265007	76843	99.6843	0.3157
Total		121186482	29236060	24.1249	29159217	76843	99.7372	0.2628
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

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				Issue of Warrants to Investors on preferential basis				
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	8603219	4894210	56.8881	4894210	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		8603219	4894210	56.8881	4894210	0	100
Public- Institutions	E-Voting	21183019	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		21183019	0	0	0	0	0
Public- Non Institutions	E-Voting	91400244	24341850	26.6321	24265007	76843	99.6843	0.3157
	Poll							
	Postal Ballot (if applicable)							
	Total		91400244	24341850	26.6321	24265007	76843	99.6843
Total		121186482	29236060	24.1249	29159217	76843	99.7372	0.2628
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

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				Further issue of Equity Shares on preferential basis				
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	8603219	4894210	56.8881	4894210	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	8603219	4894210	56.8881	4894210	0	100	0
Public- Institutions	E-Voting	21183019	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	21183019	0	0	0	0	0	0
Public- Non Institutions	E-Voting	91400244	24341850	26.6321	24264957	76893	99.6841	0.3159
	Poll							
	Postal Ballot (if applicable)							
	Total	91400244	24341850	26.6321	24264957	76893	99.6841	0.3159
Total		121186482	29236060	24.1249	29159167	76893	99.737	0.263
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

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

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

REPORT OF SCRUTINIZER ON E-VOTING AND POSTAL BALLOT PROCESS

Private & Confidential

{Strictly to the addressee only}

25th October, 2021

To
Mr. P. E. Krishnan
Chairman
Cerebra Integrated Technologies Limited
S5, Off 3rd Cross
Peenya Industrial Area
Peenya I Stage
Bangalore-560058

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, was duly appointed as Scrutinizer by the Company for the purpose of scrutinizing the Postal Ballot facility provided as per Sections 108 and 110 of the Companies Act, 2013 ('the Act'), read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 as amended from time to time ('the Rules') and the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 Resolution proposed in the Notice dated 22nd September, 2021 based on the report provided by KFin Technologies Private Limited (KFin) (formerly Karvy Fintech Private Limited), the Agency engaged by the Company to provide e-voting facility received up to 24th October, 2021 (5.00 P.M. IST).

In terms of the aforesaid Notice and as per the provisions of the Act and the Rules, e-voting was kept open from 25th September, 2021 (9.00 A.M. IST) till 24th October, 2021 (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.

On account of threat posed by COVID-19 Pandemic and in terms of the MCA Circulars, the Company has sent the Postal Ballot Notice only by email to the Members who have registered their email addresses with the Company or with depository / depository participants and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope have not been sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members took place through the remote e-voting system only.

The details containing *inter-alia*, the list of the Members, who voted "for" or "against" on the Resolutions that were put to vote, was derived from the report generated from the e-voting website of KFintech i.e. <https://evoting.kfintech.com> and based on such reports,

98 (Ninety Eight) Members have cast their votes through remote e-voting.

On verification of voting through e-Voting, up to 5.00 P.M. IST 24th October, 2021 from the Shareholders of Cerebra Integrated Technologies Limited, holding Equity Shares, both in physical and electronic mode, and based on the information made available to me, I hereby submit my Report on the results of the Postal Ballot, as follows:

SPECIAL BUSINESS:

VOTING ANALYSIS CONSIDERING E-VOTING RECEIVED

Item No. 1: To Increase in the Authorized Share Capital of the Company.

SPECIAL RESOLUTION:

Particulars	No. of votes contained in Remote E-voting		% Total Valid Votes Cast
	No. of members voted	No. of Votes cast (Shares)	
Assent	88	29160037	99.74
Dissent	10	76023	0.26
Total	98	29236060	100.00
Invalid/ Abstained	NIL	NIL	NA



Item No. 2: To alter the Memorandum of Association of the Company.

SPECIAL RESOLUTION:

Particulars	No. of votes contained in Remote E-voting		% Total Valid Votes Cast
	No. of members voted	No. of Votes cast (Shares)	
Assent	86	29159217	99.74
Dissent	12	76843	0.26
Total	98	29236060	100.00
Invalid/ Abstained	NIL	NIL	NA

Item No. 3: Issue of Warrants to Investors on preferential basis.

SPECIAL RESOLUTION:

Particulars	No. of votes contained in Remote E-voting		% Total Valid Votes Cast
	No. of members voted	No. of Votes cast (Shares)	
Assent	86	29159217	99.74
Dissent	12	76843	0.26
Total	98	29236060	100.00
Invalid/ Abstained	NIL	NIL	NA

Item No. 4: Further issue of Equity Shares on preferential basis.

SPECIAL RESOLUTION:

Particulars	No. of votes contained in Remote E-voting		% Total Valid Votes Cast
	No. of members voted	No. of Votes cast (Shares)	
Assent	86	29159167	99.74
Dissent	12	76893	0.26
Total	98	29236060	100.00
Invalid/ Abstained	NIL	NIL	NA



Based on the foregoing, the Special Resolution numbers 1 to 4 in respect of Postal Ballot Notice dated 22nd September, 2021 may be deemed to have been passed by requisite majority.

All the relevant records relating to remote e-voting will be handed over to the Chairman or the Company Secretary for preserving safely.

Thanking you

Yours faithfully



Parameshwar G. Bhat
Scrutinizer

CP: 11004; FCS: 8860

UDIN: F008860C001272188



Encl: As above