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CIN : L85110KA1993PLC015091

Ref. No.- CITL/SE/34/2021-22

Monday, 4th 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 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 27th Annual General Meeting ('AGM') held on Thursday, 30th September, 2021 at 03:00 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 27th 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


Maitri Chatterjee
**Company Secretary &
Compliance Officer**

M. No. – A57375

Enc: 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. P. E. Krishnan

Chairman of 27th Annual General Meeting

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, Bengaluru- 560080, duly appointed as Scrutinizer by Cerebra Integrated Technologies Limited ('the Company') for the purpose of scrutinizing the voting, the e-voting prior to the AGM ('remote e-voting') and electronic voting ('e-voting') at the 27th Annual General Meeting held on Thursday, 30th September, 2021 at 3.00 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, hereby furnish my Report to you.

The Notice dated 30th June, 2021, 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. 2/2021 dated 13th January, 2021 read with Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 and Circular No. 20/2020 dated 5th May, 2020 (Collectively referred to as "MCA Circulars") and SEBI Circular dated 12th May, 2020 and 15th January, 2021.

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



Notice of 27th Annual General Meeting. 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 the Scrutinizer's Report for the vote's casts in "favour" or "against" on the resolutions proposed in the Notice convening the 27th Annual 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 Companies Act, 2013 (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 26th September, 2021 (9.00 A.M. IST) till 29th September, 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.

After declaration of voting by 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. 23rd September, 2021 were entitled to vote on the resolutions proposed in the Notice calling the 27th Annual General Meeting.

At the end of the voting period on 29th September, 2021 (5.00 P.M. IST), the voting portal of CDSL 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 30th September, 2021, in presence of Mr. Adithya Hegde and Ms. Sahana Bhat who acted as witnesses 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 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 CDSL i.e. www.evotingindia.com and based on such reports.

- a. 104(folio wise) members have cast their votes through remote e-voting.
- b. 01 (folio wise) members have cast their 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 including Audited Balance Sheet as at 31st March, 2021, 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.

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	94	22254508	1	1	95	22254509	99.830
Dissent	10	37988	Nil	Nil	10	37988	0.170
Total	104	22292496	1	1	105	22292497	100
Abstained/Invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Item No.2: Appointment of Mr. V Ranganathan (holding DIN: 01247305), 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	93	22254313	1	1	94	22254314	99.829
Dissent	11	38183	0	0	11	38183	0.171
Total	104	22292496	1	1	105	22292497	100
Abstained/Invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil



SPECIAL BUSINESS:

Item No. 3: Appointment of Mr. Amul Mahendra Shah (holding DIN: 08593808) as a Non-Executive and Non-Independent Director of the Company.

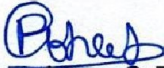
Ordinary Resolution:

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	92	22254263	1	1	93	22254264	99.828
Dissent	12	38233	Nil	Nil	12	38233	0.172
Total	104	22292496	1	1	105	22292497	100
Abstained/ Invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Based on the foregoing, the resolution numbers from 1 to 3 may be 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 Managing Director or Company Secretary of the Company for preserving safely.

Thanking You
Yours Sincerely

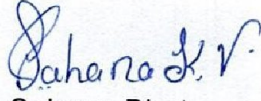

Parameshwar G Bhat
Company Secretary
FCS No.: 8860
C. P. No.:11004
UDIN: F008860C001068811



Date: 01.10.2021
Place: Bengaluru

Witnesses:


Adithya Hegde


Sahana Bhat

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)	30-09-2021
Start time of the meeting	03:00 PM
End time of the meeting	03:30 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	30-06-2021
Date of Issuance of Report to the company	01-10-2021

Voting results	
Record date	23-09-2021
Total number of shareholders on record date	17264
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	3
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				ORDINARY - To receive, consider and adopt the Financial Statements of the Company including Audited Balance Sheet as at 31st March, 2021, 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.				
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	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8603219	0	0	0	0	0
Public-Institutions	E-Voting	21177785	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		21177785	0	0	0	0	0
Public-Non Institutions	E-Voting	91405478	1311639	1.435	1311619	20	99.9985	0.0015
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		91405478	1311639	1.435	1311619	20	99.9985
Total		121186482	1311639	1.0823	1311619	20	99.9985	0.0015
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)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				ORDINARY - To appoint Mr. V Ranganathan (holding DIN 01247305), 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	8603219	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8603219	0	0	0	0	0
Public-Institutions	E-Voting	21177785	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		21177785	0	0	0	0	0
Public- Non Institutions	E-Voting	91405478	1311639	1.435	1311619	20	99.9985	0.0015
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		91405478	1311639	1.435	1311619	20	99.9985
Total		121186482	1311639	1.0823	1311619	20	99.9985	0.0015
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)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				ORDINARY - To appoint Mr. Amul Mahendra Shah (holding DIN 08593808) as a Non-Executive and Non-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	8603219	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8603219	0	0	0	0	0
Public-Institutions	E-Voting	21177785	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		21177785	0	0	0	0	0
Public- Non Institutions	E-Voting	91405478	1311639	1.435	1311619	20	99.9985	0.0015
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		91405478	1311639	1.435	1311619	20	99.9985
Total		121186482	1311639	1.0823	1311619	20	99.9985	0.0015
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	

