

REGD. OFFICE:

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

Monday, 01st April, 2024

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 26th February, 2024 with requisite majority:

- Approval for re-appointment of Mr. V Ranganathan (Holding DIN:01247305) as Managing Director of the Company.
- Approval for re-appointment of Mr. P Vishwamurthy (Holding DIN:01247336) as Wholetime Director of the Company

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 Central Depository Services (India) Limited at <https://evotingindia.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 sincerely

For Cerebra Integrated Technologies Limited

SURBHI JAIN Digitally signed by SURBHI JAIN
Date: 2024.04.01 22:36:08
+05'30'

Surbhi Jain
**Company Secretary &
Compliance Officer**
M. No. – A58109
Enc: As above

PARAMESHWAR G. BHAT

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

Company Secretary

496/4, II Floor, 10th Cross
Near Bashyam Circle, Sadashivanagar,
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REPORT OF SCRUTINIZER ON E-VOTING AND POSTAL BALLOT PROCESS

Private & Confidential
{Strictly to the addressee only}

1st April, 2024

To

Mr. Vishwamurthy Phalanetra
Wholetime Director & CFO
Cerebra Integrated Technologies Limited
(CIN: L85110KA1993PLC015091)
S5, Off 3rd Cross, Peenya Indl. Area,
Peenya I Stage, Bangalore - 560058,
Karnataka, India

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 – 560 080, was duly appointed as Scrutinizer by the Company for the purpose of scrutinizing the Postal Ballot undertaken by your Company vide Notice dated 26th February, 2024, 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 various circulars issued by the Ministry of Corporate Affairs (MCA) namely, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including Circular No. 10/2021 dated June 23, 2021 and General Circular no. 9/2023 dated 25th September, 2023 (collectively referred to as "MCA Circulars") and the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

My responsibility as 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 26th February, 2024 based on the report provided by Central Depository Services (India) Limited (CDSL), the Agency engaged by the Company to provide e-voting facility up to 29th March, 2024 (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 Thursday, 29th February, 2024 (9.00 A.M. IST) till Friday, 29th March, 2024 (5.00 P.M. IST) and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the Resolution on the e-voting platform. However, the voting period was enabled on Saturday, 2nd March, 2024 on CDSL Platform due to unforeseen technical glitches.. Hence, the report was prepared as generated in the report from the CDSL website.

The details containing *inter-alia*, the list of the Members, who voted “for” or “against” on the Resolution that was put to vote, was derived from the report generated from the e-voting website of Central Depository Services (India) Limited (CDSL) i.e. <https://www.evotingindia.com> and based on such reports 96(Ninety Six) members (folio wise) have cast their votes through remote e-voting.

On verification of 96 members voting through e-Voting, up to 29th March, 2024 from the Shareholders of Cerebra Integrated Technologies Limited, holding Equity Shares and based on the information made available to me, I hereby submit my Report on the results of the Postal Ballot, as follows:

VOTING ANALYSIS:

SPECIAL BUSINESS:

ITEM NO. 1- APPROVAL FOR RE-APPOINTMENT OF MR. V RANGANATHAN (HOLDING DIN: 01247305), AS MANAGING DIRECTOR OF THE COMPANY:

SPECIAL RESOLUTION:

Particulars	No: of votes contained in				
	Remote E-voting		Total		%Total Valid Votes Cast
	No. of members voted	No. of Votes cast (Shares)	No. of members voted	No. of Votes cast (Shares)	
Assent	80	9958245	80	9958245	81.63
Dissent	14	2241545	14	2241545	18.37
Total	94	12199790	94	12199790	100.00
Abstained/In valid	02*	701412	02	701412	NA



Item No. 2- APPROVAL FOR RE-APPOINTMENT OF MR. P. VISHWAMURTHY (HOLDING DIN: 01247336) AS WHOLE TIME DIRECTOR OF THE COMPANY:

SPECIAL RESOLUTION:

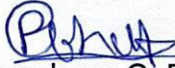
Particulars	No: of votes contained in				%Total Valid Votes Cast
	Remote E-voting		Total		
	No. of members voted	No. of Votes cast (Shares)	No. of members voted	No. of Votes cast (Shares)	
Assent	79	9958070	79	9958070	81.62
Dissent	15	2241720	15	2241720	18.38
Total	94	12199790	94	12199790	100.00
Abstained/Invalid	02*	701412	02	701412	NA

* Votes cast by the Body Corporates where the Board Resolution was not uploaded into the CDSL website or provided to the Company/Scrutinizer were taken as invalid.

Based on the above information, you may kindly declare the results and take steps accordingly.

Thanking you

Yours faithfully


Parameshwar G. Bhat
Membership No.: 8860
CP No.: 11004
Scrutinizer
UDIN: F008860F000000269



	CEREBRA INTEGRATED TECHNOLOGIES LIMITED
Date of the AGM/EGM	29-03-2024
Total number of shareholders on record date	41143
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	0
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)	SPECIAL - APPROVAL FOR RE-APPOINTMENT OF MR. V RANGANATHAN (HOLDING DIN: 01247305), AS MANAGING DIRECTOR OF THE COMPANY									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	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
Promoter and Promoter Group	E-Voting	2,82,900	72,747	25.7147	72,747	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		72,747	25.7147	72,747	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	92,11,818	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	11,16,91,764	1,28,28,455	11.4856	1,05,86,910	22,41,545	82.5267	17.4732	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,28,28,455	11.4856	1,05,86,910	22,41,545	82.5268	17.4732	0	0
Total		12,11,86,482	1,29,01,202	10.6457	1,06,59,657	22,41,545	82.6253	17.3747	0	0

Resolution No.	2									
Resolution required: (Ordinary/ Special)	SPECIAL - APPROVAL FOR RE-APPOINTMENT OF MR. P. VISHWAMURTHY (HOLDING DIN: 01247336) AS WHOLE TIME DIRECTOR OF THE COMPANY									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	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
	E-Voting	2,82,900	72,747	25.7147	72,747	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0

Promoter and Promoter Group	Postal Ballot (if applicable)	2,02,500	0	0.0000	0	0	0.0000	0.0000	0	0
	Total		72,747	25.7147	72,747	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	92,11,818	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	11,16,91,764	1,28,28,455	11.4856	1,05,86,735	22,41,720	82.5254	17.4745	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,28,28,455	11.4856	1,05,86,735	22,41,720	82.5254	17.4746	0	0
	Total	12,11,86,482	1,29,01,202	10.6457	1,06,59,482	22,41,720	82.6239	17.3761	0	0