



**Cerebra Integrated
Technologies Limited**

REGD. OFFICE:

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CIN: L85110KA1993PLC015091

Ref. No.- CITL/SE/23/2022-23
Monday, 3rd October, 2022

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 28th Annual General Meeting ('AGM') held on Thursday, 29th September, 2022 at 02:00 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 28th 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

VENKATRAMAN RANGANATHAN
Digitally signed by VENKATRAMAN RANGANATHAN
Date: 2022.10.03 12:52:27 +0530'

V Ranganathan
Managing Director
DIN: 01247305

Encl: 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 28th Annual General Meeting
Cerebra Integrated Technologies Limited
Bengaluru

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, duly appointed as Scrutinizer by Cerebra Integrated Technologies Limited ('the Company') for the purpose of scrutinizing the e-voting prior to the Annual General Meeting ('remote e-voting') and electronic voting ('e-voting') at the 28th Annual General Meeting (AGM) held on Thursday, 29th September, 2022 at 2.00 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 and the provisions of Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), hereby furnish my Report to you.

The notice dated 30th May, 2022, 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. 2/2022 dated May 5, 2022 read with Circular No.14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 5, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022.

The Management of the Company is responsible to ensure compliance of the requirements of the Companies Act, 2013 and Rules made there under relating to voting through remote e-voting and e-voting at the Annual General Meeting for the resolutions proposed in the Notice of 28th Annual General Meeting. My responsibility as



a Scrutinizer is to ensure that the voting process both through remote e-voting and e-voting at the AGM are conducted in a fair and transparent manner and is restricted to make a Scrutinizer's Report for the votes casts in "favour" or "against" the resolutions proposed in the Notice convening the 28th 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 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 25th September, 2022 (9.00 A.M. IST) till 28th September, 2022 (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 the 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. 22nd September, 2022 were entitled to vote on the Resolutions proposed in the Notice calling the 28th Annual General Meeting.

At the end of the voting period on 28th September, 2022 (5.00 P.M. IST), the voting portal of CSDL 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 29th September, 2022, in presence of Ms. Shruti Rao and Mr. Rithik Jain 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 the 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 CSDL i.e. www.evotingindia.com and based on such reports

- a. 75 (folio wise) members have cast their votes through remote e-voting.
- b. 3 (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, which include Audited Balance Sheet as at March 31, 2022, the Statement of Profit and Loss of the Company as on that date together with the Auditors report thereon and report of the Board of Directors including Secretarial Audit Report.:

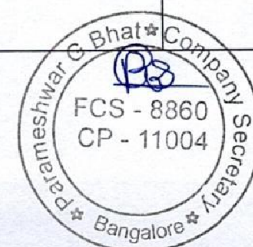
Ordinary Resolution:

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	68	21431897	3	25102	71	21456999	99.82
Dissent	7	38682	0	0	7	38682	0.18
Total	75	21470579	3	25102	78	21495681	100.00
Abstained / Invalid	0	0	0	0	0	0	NA

Item No. 2: Appointment of Mr. Riyaz Suterwalla (holding DIN: 07866056), Director who retires by rotation and being eligible, offers himself for reappointment:*

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	60	14497660	2	2	62	14497662	67.445
Dissent	14	6972789	1	25100	15	6997889	32.555
Total	74	21470449	3	25102	77	21495551	100.00
Abstained / Invalid	1	130	0	0	1	130	NA



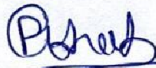
There was a technical issue with regard to the number of shares mentioned for Yes/No by the Shareholders i.e. the number was coming in decimals. The same was discussed with the technical team of CDSL and on confirmation that it was a technical error, the actual number of shares of the shareholders who have voted for or against the resolutions were considered for the calculation.

Based on the foregoing, the Resolutions No. from 1 to 2 in respect of 28th Annual General Meeting maybe deemed to have been passed by requisite majority.

* However as informed by the Company, Mr. Riyaz Suterwalla resigned from the Company before the Annual General Meeting and accordingly the Chairman had announced the withdrawal of the 2nd resolution at the Annual General Meeting. Since the voting was already completed for the said resolution, the same was accounted in my report. However, the Company may take appropriate steps according to the Companies Act, 2013 read with the SEBI (LODR).

All the relevant records relating to remote e-voting and e-voting are under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely.

Thanking You
Yours Sincerely

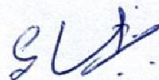


Parameshwar G. Bhat
Company Secretary
Membership No.: FCS No.: 8860
CP No.: 11004
UDIN: F008860D001090710



Date: 30.09.2022
Place: Bangalore

Witnesses:



Shruti Rao



Rithik Jain

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)	29-09-2022
Start time of the meeting	2:00 PM
End time of the meeting	2:20 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	30-05-2022
Date of Issuance of Report to the company	30-09-2022

Voting results	
Record date	22-09-2022
Total number of shareholders on record date	31049
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	2
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			To receive, consider and adopt the Financial Statements of the Company including Audited Balance Sheet as at 31st March, 2022, 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 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	5104363	416005	8.15	416005	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5104363	416005	8.15	416005	0	100
Public-Institutions	E-Voting	22014643	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		22014643	0	0	0	0	0
Public-Non Institutions	E-Voting	94067376	1731053	1.8402	1727185	3868	99.7766	0.2234
	Poll		2510	0.0027	2510	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		94067376	1733563	1.8429	1729695	3868	99.7769
Total		121186382	2149568	1.7738	2145700	3868	99.8201	0.1799
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			To appoint Mr. Riyaz Suterwalla (holding DIN: 07866056), 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	5104363	416005	8.15	99813	316192	23.9932	76.0068
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5104363	416005	8.15	99813	316192	23.9932
Public-Institutions	E-Voting	22014643	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		22014643	0	0	0	0	0
Public- Non Institutions	E-Voting	94067376	1731040	1.8402	1349953	381087	77.9851	22.0149
	Poll		2510	0.0027	0	2510	0	100
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		94067376	1733550	1.8429	1349953	383597	77.8722
Total		121186382	2149555	1.7738	1449766	699789	67.4449	32.5551
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block	
Textual Information(1)	Mr. Riyaz Suterwalla resigned from the Company before the Annual General Meeting and accordingly the Chairman had announced the withdrawal of the 2nd resolution at the Annual General Meeting. Since the voting was already completed for the said resolution, the same was accounted in my report.

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