

**CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED BY THE SHARE HOLDERS
AT THE ANNUAL GENERAL MEETING HELD ON 29-12-2012 AT THE REGISTERED
OFFICE OF THE COMPANY.**

RESOLUTION- 1

"RESOLVED THAT the Balance Sheet as at 30th September 2012 and the Profit and Loss Account for the year ended on that date together with the Directors' Report and the Auditors' Report thereon, be and are hereby received, considered and adopted."

RESOLUTION- 2

"RESOLVED THAT the retiring Director, Mr. T. S. Suresh Kumar, be and is hereby reappointed as a Director of the Company."

RESOLUTION- 3

"RESOLVED THAT the retiring Director, Mr. P. E Krishnan, be and is hereby reappointed as a Director of the Company."

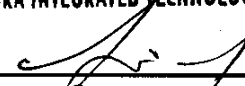
RESOLUTION- 4

"RESOLVED THAT Messrs Ishwar & Gopal, Chartered Accountants, Bangalore be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and authorize the Board to fix their Remuneration."

RESOLUTION- 5

"RESOLVED THAT in continuation of the approval accorded under Section 81(1A) of the Companies Act, 1956 and in accordance with the applicable provisions of Foreign Exchange Management Act, 1999 (the "FEMA"), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000 (the "FEMA Regulations") the guidelines and clarifications issued by the Government of India ("GOI"), Securities and Exchange Board of India (the "SEBI") including Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "SEBI ICDR Regulations") and enabling provisions of the Articles of Association of the Company, the Listing Agreements entered into between the Company and the Bombay Stock Exchange Limited and the other Exchanges (collectively the "Stock Exchanges"), and subject to all such approvals, permissions, consents and sanctions of any

For CEREBRA INTEGRATED TECHNOLOGIES LTD.,



**Cerebra Integrated
Technologies Limited**

authorities, as may be necessary, including the approval of the Foreign Investment Promotion Board (the "FIPB"), Reserve Bank of India (the "RBI"), SEBI or any other relevant authority, from time to time, or approval from banks, financial institutions or other lenders of the Company, and subject to such conditions and modifications as may be prescribed or imposed by any one or more of them while granting any such approvals, consents, permissions or sanctions, at the 17th Annual General Meeting held on 17th December 2011 under Item No. 8 of the Agenda of the said Meeting, to issue 288172 Warrants to Bennet, Coleman & Co. Ltd. convertible in to Equity Shares of Rs10/- each at a premium of Rs36.50 per Share, the powers accorded to the Board of Directors to dispose off the Warrants not exercised in any manner whatsoever be and is hereby withdrawn".

CERTIFIED TRUE COPY
For Cerebra Integrated Technologies Limited.
For CEREBRA INTEGRATED TECHNOLOGIES LTD.,



Director

Director