

REGD. OFFICE :

S5, Off 3rd Cross, Peenya Industrial Area,
Peenya 1st Stage, Bengaluru - 560 058.
Tel : +91-80-28370282 / 84 / 28394783
Fax : +91-80-28372609
Web : www.cerebracomputers.com
E-mail : info@cerebracomputers.com
CIN : L85110KA1993PLC015091

REF: CITL/SE/053/2015-16
Thursday, October 01, 2015

Department of Corporate Services (Listing)
BSE Limited. (Bombay Stock Exchange)
P J Towers,
Dalal Street, FORT
MUMBAI - 400 001

Dear Sirs

Sub: Outcome of the 21st Annual General Meeting held on 29.09.2015.

This is to inform you that the Twenty-first Annual General Meeting of the Company was held on 29th September, 2015 and transacted all the business, as set out in the notice of the Annual General Meeting.


Date of AGM :	29-09-2015
Total number of shareholders on record :	8204
No. of shareholders present in the meeting either in person or through proxy :	46
Promoters and Promoter Group :	9
Public :	37
No. of Shareholders attended the meeting through Video conferencing :	Not Arranged

Please find attached results of the Annual General Meeting and report of the Scrutinizer on the results for your kind reference.

Please treat the above as compliance pursuant with the provisions of Listing Agreement.

Thanking you

Yours faithfully
For Cerebra Integrated Technologies Limited


Shridhar S Hegde
Whole time Director

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CHAIRMAN'S REPORT

Based on the remote e-voting facility provided by Karvy Computershare Private Limited (Karvy) from 25th September, 2015 at 9.00 A.M. to 28th September, 2015 at 5.00 P.M. and poll taken at the 21st Annual General Meeting of the Company held on Tuesday, 29th September, 2015 and the report of the Scrutinizer dated 1st October, 2015, it is hereby declared that the following resolutions have been passed as per the Companies Act, 2013 with requisite majority:

ORDINARY BUSINESS:

Item No. 1 as an Ordinary Resolution:

To receive, consider and adopt the Audited Financial Statements including Audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss that date together with the Board's Report and Auditors' Report thereon.

"RESOLVED THAT the Audited Financial Statements including the Audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss for that date together with the Board's Report and Auditors' Reports thereon be and are hereby received, considered and adopted."

Item.No. 2 as an Ordinary Resolution:

To appoint a Director in place of Mr. Vishwamurthy Phalanetra who retires by rotation and is eligible for re-appointment:

"RESOLVED THAT Mr. Vishwamurthy Phalanetra, Director, be and is hereby appointed as a Director of the Company who retires by rotation and being eligible, offers himself for reappointment".



Item No. 3 as an Ordinary Resolution:

Appointment of Messrs Ishwar & Gopal, Chartered Accountants, as Statutory Auditors and to authorize the Board of Directors to fix their remuneration:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Messrs Ishwar & Gopal, Chartered Accountants, having ICAI Firm Registration No. 001154S, who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules, be and are hereby re-appointed as Statutory Auditors of the Company for the Company’s financial years 2015-16 to 2019-20 and to hold office from the conclusion of this Annual General Meeting until the conclusion of the 26th Annual General Meeting of the Company on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to service tax and re-imburement of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company”.

SPECIAL BUSINESS:

Item No. 4 as an Ordinary Resolution:

Appointment of Ms. Preethi Javali as a Director:

“RESOLVED THAT pursuant to Articles of Association of the Company and the provisions of Section 161 of the Companies Act, 2013, Ms. Preethi Javali (holding DIN 07157145), who was appointed as an Additional Director of the Company by the Board of Directors, and who holds the office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing, from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company”.



Item No. 5 as an Ordinary Resolution:

Appointment of Mr. P.E. Krishnan as an Independent Director:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. P E Krishnan (holding DIN 01897686), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years i.e. for a term up to 13th February, 2020”.

Item No. 6 as a Special Resolution

Disinvestment by the Company as per Companies Act, 2013 and Clause 49 of the Listing Agreement:

“RESOLVED THAT pursuant to the provisions of Companies Act, 2013 and clause 49 of the Listing Agreement, approval be and is hereby accorded to dispose the Shares in Geeta Monitors Private Limited (GMPL), material Subsidiary reducing the shareholding to less than 50% and actions already taken in this respect be and is hereby ratified”.



Bangalore.
1st October, 2015

V Ranganathan
Chairman



CEREBRA INTEGRATED TECHNOLOGIES LIMITED-BANGALORE
AGM RESULT Combined (E-Voting & Physical Poll)

Date of AGM :	29-09-2015
Total number of shareholders on record :	8204
No. of shareholders present in the meeting either in person or through proxy :	46
Promoters and Promoter Group :	9
Public :	37
No. of Shareholders attended the meeting through Video conferencing :	NA

Resolution ID	Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	No. of Votes - against (5)	% of Votes against on votes polled (7)= [(5)/(2)]*100
Resolution 1	To receive, consider and adopt the Financial Statements of the Company including Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss of the Company for the year ended as on that date together with the Board's Report including Secretarial Audit Report and Auditors' Report thereon.							
Mode of Voting : E - Voting								
1	Promoter and Promoter Group	3444137	3438737	99.8432	3438737	100		
1	Public – Institutional Holders							
1	Public-Others	80884825	44029730	54.4351	44029630	99.9997	100	0.0002
	Total	84328962	47468467	56.2896	47468367	99.9998	100	0.0002
Mode of Voting : Poll								
1	Promoter and Promoter Group	3444137						
1	Public – Institutional Holders							
1	Public-Others	80884825	1440840	1.7813	1440840	100		
	Total	84328962	1440840	1.7086	1440840	100		
Mode of Voting : E - Voting & Poll (Consolidated)								
1	Promoter and Promoter Group	3444137	3438737	99.8432	3438737	100		
1	Public – Institutional Holders							
1	Public-Others	80884825	45470570	56.2164	45470470	99.9997	100	0.0002
	Total	84328962	48909307	57.9982	48909207	99.9998	100	0.0002

Resolution 2	To appoint Mr. Vishwamurthy Phalanetra, Director (DIN: 01247336), who retires by rotation and being eligible, offers himself for reappointment.							
Mode of Voting : E - Voting								
2	Promoter and Promoter Group	3444137	3438737	99.8432	3438737	100		
2	Public – Institutional Holders							
2	Public-Others	80884825	44029730	54.4351	44029630	99.9997	100	0.0002
	Total	84328962	47468467	56.2896	47468367	99.9998	100	0.0002
Mode of Voting : Poll								
2	Promoter and Promoter Group	3444137						
2	Public – Institutional Holders							
2	Public-Others	80884825	1440840	1.7813	1440840	100		
	Total	84328962	1440840	1.7086	1440840	100		
Mode of Voting : E - Voting & Poll (Consolidated)								
2	Promoter and Promoter Group	3444137	3438737	99.8432	3438737	100		
2	Public – Institutional Holders							
2	Public-Others	80884825	45470570	56.2164	45470470	99.9997	100	0.0002
	Total	84328962	48909307	57.9982	48909207	99.9998	100	0.0002

For Cerebra Integrated Technologies Ltd.


Director

Resolution 3		Appointment of Auditors and fix their remuneration						
Mode of Voting : E - Voting								
3	Promoter and Promoter Group	3444137	3438737	99.8432	3438737	100		
3	Public – Institutional Holders							
3	Public-Others	80884825	44029730	54.4351	44029730	100		
	Total	84328962	47468467	56.2896	47468467	100		
Mode of Voting : Poll								
3	Promoter and Promoter Group	3444137						
3	Public – Institutional Holders							
3	Public-Others	80884825	1440840	1.7813	1440840	100		
	Total	84328962	1440840	1.7086	1440840	100		
Mode of Voting : E - Voting & Poll (Consolidated)								
3	Promoter and Promoter Group	3444137	3438737	99.8432	3438737	100		
3	Public – Institutional Holders							
3	Public-Others	80884825	45470570	56.2164	45470570	100		
	Total	84328962	48909307	57.9982	48909307	100		

Resolution 4		Appointment of Ms. Preethi Javali as a Director.						
Mode of Voting : E - Voting								
4	Promoter and Promoter Group	3444137	3438737	99.8432	3438737	100		
4	Public – Institutional Holders							
4	Public-Others	80884825	44029730	54.4351	44029630	99.9997	100	0.0002
	Total	84328962	47468467	56.2896	47468367	99.9998	100	0.0002
Mode of Voting : Poll								
4	Promoter and Promoter Group	3444137						
4	Public – Institutional Holders							
4	Public-Others	80884825	1440840	1.7813	1440840	100		
	Total	84328962	1440840	1.7086	1440840	100		
Mode of Voting : E - Voting & Poll (Consolidated)								
4	Promoter and Promoter Group	3444137	3438737	99.8432	3438737	100		
4	Public – Institutional Holders							
4	Public-Others	80884825	45470570	56.2164	45470470	99.9997	100	0.0002
	Total	84328962	48909307	57.9982	48909207	99.9998	100	0.0002

For Cerebra Integrated Technologies Ltd.


Director

Resolution 5	Appointment of Mr. P E Krishnan as an Independent Director.						
Mode of Voting : E - Voting							
5	Promoter and Promoter Group	3444137	3438737	99.8432	3438737	100	
5	Public – Institutional Holders						
5	Public-Others	80884825	44029730	54.4351	44029630	99.9997	100
	Total	84328962	47468467	56.2896	47468367	99.9998	100
Mode of Voting : Poll							
5	Promoter and Promoter Group	3444137					
5	Public – Institutional Holders						
5	Public-Others	80884825	1440840	1.7813	1440840	100	
	Total	84328962	1440840	1.7086	1440840	100	
Mode of Voting : E - Voting & Poll (Consolidated)							
5	Promoter and Promoter Group	3444137	3438737	99.8432	3438737	100	
5	Public – Institutional Holders						
5	Public-Others	80884825	45470570	56.2164	45470470	99.9997	100
	Total	84328962	48909307	57.9982	48909207	99.9998	100

Resolution 6	Disinvestment by the Company as per Companies Act, 2013 and Clause 49 of the Listing Agreement.						
Mode of Voting : E - Voting							
6	Promoter and Promoter Group	3444137	3438737	99.8432	3438737	100	
6	Public – Institutional Holders						
6	Public-Others	80884825	44029730	54.4351	44029730	100	
	Total	84328962	47468467	56.2896	47468467	100	
Mode of Voting : Poll							
6	Promoter and Promoter Group	3444137					
6	Public – Institutional Holders						
6	Public-Others	80884825	1440840	1.7813	1440840	100	
	Total	84328962	1440840	1.7086	1440840	100	
Mode of Voting : E - Voting & Poll (Consolidated)							
6	Promoter and Promoter Group	3444137	3438737	99.8432	3438737	100	
6	Public – Institutional Holders						
6	Public-Others	80884825	45470570	56.2164	45470570	100	
	Total	84328962	48909307	57.9982	48909307	100	

For Cerebra Integrated Technologies Ltd.


Director

PARAMESHWAR G. BHAT

B.Com., LLB, ML, MBA, ACS

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

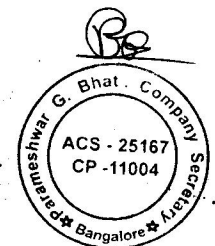
[Pursuant to Sections 108 & 110 of the Companies Act, 2013 and the Companies (Management & Administration) Rules, 2014]

To
Mr. V Ranganathan
Chairman of the
Twenty First Annual General Meeting
Cerebra Integrated Technologies Limited
S5, Off 3rd Cross, Peenya Industrial Area
Peenya I Stage
Bangalore -560 058

Dear Sir,

I, Parameshwar G. Bhat, Company Secretary in Whole-Time Practice (ACS No 25167, CP No 11004), having office at # 496/4, 2nd Floor, 10th Cross, Near Bashyam Circle, Sadashivnagar, Bangalore – 560 080 was duly appointed as Scrutinizer by Cerebra Integrated Technologies Limited for the purpose of scrutinizing the voting through remote e-voting and through Ballot at the 21st Annual General Meeting pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 as amended from time to time and the provisions of Clause 35B of the Listing Agreement entered into with the Stock Exchanges.

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 ballot form at the Annual General Meeting venue for the resolutions proposed in the notice of Twenty First Annual General Meeting of the Members of the Company held on 29th September, 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 resolutions proposed in the Notice convening the 21st Annual General Meeting of the Company, based on the report provided by Karvy Computershare Private Limited (Karvy) the agency engaged by the Company to provide remote e-voting facility for voting through electronic means.



In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the remote e-voting was kept open for four (4) days from 25th September, 2015 (9.00 A.M. IST) till 28th September, 2015 (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.

The members holding equity shares as on the "cut-off date" i.e. 22nd September, 2015 were entitled to vote on the resolutions proposed in the Notice calling the 21st Annual General Meeting.

The Ballot register was prepared to record Equity Shareholders' Assent or Dissent, received mentioning the particulars of name, address, folio number or client id of the Shareholders, number of share held by them, nominal value of such shares, whether the shares have differential voting rights, if any, details of ballot papers which are invalid.

The Ballot papers received were scrutinized and reconciled with the records maintained by the Registrar and Share Transfer Agent Karvy. The Ballot papers which were incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over written, wrongly signed have been rejected and treated as invalid.

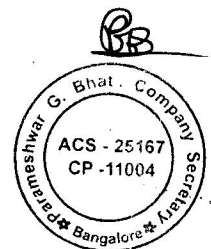
At the end of the voting period on 28th September, 2015 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.

The votes casts were unblocked on 29th September, 2015, in the presence of Mr. Ganesh Hegde and Mr. Ganapati Hegde, who acted as witnesses as prescribed under sub-rule 3(xi) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.

Thereafter the details containing *inter alia*, the list of the members, who voted "for" or "against" on each of the resolution that were put to vote, were derived from the ballot papers as received and the report generated from the e-voting website of Karvy and based on such reports,

- a. 74 members have cast their votes through remote e-voting.
- b. 30 members have cast their votes through Ballot Form at the Annual General Meeting.

The brief analysis of the results of the remote e-voting and ballot form are as under:

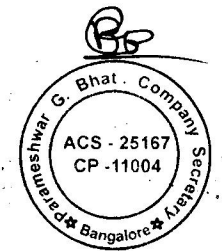


ORDINARY BUSINESS:

Item No. 1: Adoption of Audited Financial Statements including Audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss of the Company for the year ended as on that date together with the Board's Report and Auditors' Report thereon:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Ballot Form		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	73	47468367	6	1440840	79	48909207	99.99
Dissent	1	100	Nil	NA	1	100	0.01
Total	74	47468467	6	1440840	80	48909307	100.00
Abstained/ Invalid	Nil	NA	24	48841	24	48841	NA



Item No. 2: To appoint a Director in place of Mr. Vishwamurthy Phalanetra who retires by rotation and is eligible for re-appointment:

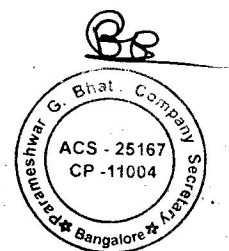
Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Ballot Form		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	73	47468367	6	1440840	79	48909207	99.99
Dissent	1	100	Nil	NA	1	100	0.01
Total	74	47468467	6	1440840	80	48909307	100.00
Abstained/ Invalid	Nil	NA	24	48841	24	48841	NA

Item No. 3: Appointment of Messrs Ishwar & Gopal, Chartered Accountants, as Statutory Auditors and to authorize the Board of Directors to fix their remuneration:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Ballot Form		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	74	47468467	6	1440840	80	48909307	100.00
Dissent	Nil	NA	Nil	NA	Nil	NA	NA



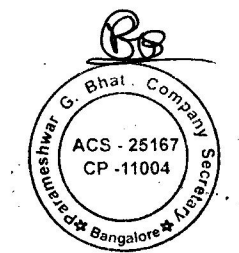
Total	74	47468467	6	1440840	80	48909307	100.00
Abstained/ Invalid	Nil	NA	24	48841	24	48841	NA

SPECIAL BUSINESS:

Item No. 4: Appointment of Ms. Preethi Javali as a Director:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Ballot Form		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	73	47468367	6	1440840	79	48909207	99.99
Dissent	1	100	Nil	NA	1	100	0.01
Total	74	47468467	6	1440840	80	48909307	100.00
Abstained/ Invalid	Nil	NA	24	48841	24	48841	NA



Item No.5: Appointment of Mr. P.E. Krishnan as an Independent Director:

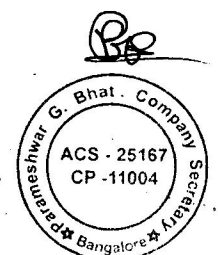
Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Ballot Form		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	73	47468367	6	1440840	79	48909207	99.99
Dissent	1	100	Nil	NA	1	100	0.01
Total	74	47468467	6	1440840	80	48909307	100.00
Abstained/ Invalid	Nil	NA	24	48841	24	48841	NA

Item No.6: Disinvestment by the Company as per Companies Act, 2013 and Clause 49 of the Listing Agreement:

Special Resolution:

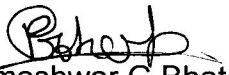
Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	74	47468467	6	1440840	80	48909307	100.00
Dissent	Nil	NA	Nil	NA	Nil	NA	NA
Total	74	47468467	6	1440840	80	48909307	100.00
Abstained/ Invalid	Nil	NA	24	48841	24	48841	NA

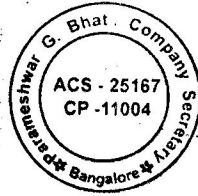


Based on the foregoing, the resolutions numbered from 1 to 6 may be deemed to have been **passed by requisite majority**.

All the relevant records relating to remote e-voting and ballot paper is 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
Practising Company Secretary
Membership No: 25167
C.P. No: 11004



Date: 1st October, 2015

Witnesses:


1. Mr. Ganesh Hegde


2. Mr. Ganapati Hegde