

Cerebra Integrated Technologies Limited

REGD. OFFICE :

S5, Off 3rd Cross, Peenya Industrial Area, Peenya 1st Stage, Bengaluru - 560 058.

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Fax	: +91-80-22046980
Web	: www.cerebracomputers.com
E-mail	: info@cerebracomputers.com
CIN	: L85110KA1993PLC015091

Ref:CITL/SE/034/2017-18 Monday, 21st August, 2017

Department of Corporate Services (Listing) BSE Limited, Phiorze Jeejeebhoy Towers Dalal Street Mumbai – 400 001

Dear Sir/Madam,

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 poll) and Scrutinizer's Report on the Resolutions passed by the members at 23rd Annual General Meeting ('AGM') held on 21st August, 2017 at #S-5, off 3rd Cross, I Stage, Peenya Industrial Area, Bangalore-560 058. All the Resolutions were passed by 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 Karvy (<u>https://evoting.karvy.com</u>) the voting results of the 23rd Annual General Meeting.

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 For CEREBRA INTEGRATED TECHNOLOGIES LTD.

P.Vishwamurthy Whole Time Director DIN: 01247336

			CEREBRA INTEGRA	TED TECHNOLOGIE	S LIMITED								
Date of the AGM/EGM			21-08-2017										
Total number of shareholders on record date			11316			in the second second							
No. of shareholders present in the meeting eit	ner in person or thr	ough proxy:		1. N									
Promoters and Promoter Group:			4										
Public:			29										
No. of Shareholders attended the meeting thro	ugh Video Confere	ncing											
Promoters and Promoter Group:			Not Applicable										
Public:			Not Applicable										
	and the second second												
Resolution No.	1	Y											
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are	ORDINARY - To re and Loss of the C	eceive, consider and company for the yea	adopt the Financia r ended as on that o	I Statements of the date together with	Company including	g Audited Balance t thereon and the	Sheet as at 31st Ma Board's Report incl	rch, 2017, the State uding Secretarial Ar	ement of Profit udit Report.				
interested in the agenda/resolution?	No.		B. Carlo		A STATE								
		No. of shares	No. of votes	% of Votes Polled on outstanding shares		No. of Votes -	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votor Invalid				
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100		against (5)	(6)=[(4)/(2)] 100 100.0000		votes invalid				
	E-Voting	-	7283219				0.0000						
	Poll	19183219	0	0.0000	00		0.0000	0.0000					
	Postal Ballot (if		0	0.0000	00		0.0000	0.0000					
Promoter and Promoter Group	applicable) Total		7283219			100			10000				
	and the second state of th	A NEW YORK AND	1203213			a manufacture in the second		And the second sec					
	E-Voting Poll	- 12	0					0.0000					
	Postal Ballot (if	3241592	2	0.0000	00		0.0000	0.0000					
	applicable)		0	0.0000	00		0.0000	0.0000					
Dublin Institutions	applicable)		0		0	and the second se							
Public- Institutions	Total					(0.0000					
Public- Institutions	Total	2 C1 99	32443977	33,1191	32443977		100.0000						
Public- Institutions	E-Voting		32443977	and the second sec									
Public- Institutions	E-Voting Poll	9796167:	220398	and the second sec									
	E-Voting Poll Postal Ballot (if	9796167:	220398	and the second sec	220398	(100.0000	0.0000					
Public- Institutions Public- Non Institutions	E-Voting Poll	9796167:	220398	0.2250	220398	(0 100.0000	0.0000					

Jam Director

Resolution No.	2	10.8					×		
Resolution required: (Ordinary/ Special)	ORDINARY - To ap	opoint a Director in	place of Mr. V. Rar	nganathan (holding	DIN: 01247305), w	ho retires by rotati	on and is eligible fo	or re-appointment.	
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
	E-Voting		7283219	37.9666	7283219	0	100.0000	0.0000	
	Poll	19183219	0	0.0000	00	0	0.0000	0.0000	
Promoter and Promoter Group	Postal Ballot (if applicable)	19183219	0	0.0000	00	C	0.0000	0.0000	
	Total		7283219	37.9666	7283219	Q	100	0	
	E-Voting		0	0.0000	00	C	0.0000	0.0000	
	Poll	3241592	0	0.0000	00	0	0.0000	0.0000	
Public- Institutions	Postal Ballot (if applicable)	- 3241392	C	0.0000	00	C	0.0000	0.0000	
	Total	Contraction of the	0	0	0	C	0	0	
	E-Voting		32443977	33.1191	32443977	0	100.0000	0.0000	
	Poll	97961671	220398	0.2250	220398	C	100.0000	0.0000	15
Public- Non Institutions	Postal Ballot (if applicable)	9/9010/1	C	0.0000	00	C	0.0000	0.0000	
	Total		32664375	33.3441	32564375	0	100	0	15

No. of votes polled (2) 219	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4) 7283219	against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100 0 0.0000)
polled (2) 728321	on outstanding shares (3)=[(2)/(1)]* 100 37.9666 0 0.0000	favour (4) 7283219	against (5)	favour on votes polled (6)=[(4)/(2)]*100) 100.0000	against on votes polled (7)=[(5)/(2)]*100 0.0000)
polled (2) 728321	on outstanding shares (3)=[(2)/(1)]* 100 37.9666 0 0.0000	favour (4) 7283219	against (5)	favour on votes polled (6)=[(4)/(2)]*100) 100.0000	against on votes polled (7)=[(5)/(2)]*100) 0.0000)
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219		00	0	0.0000	0.0000	
219	0.0000					
	0 0000			1		
	0.0000	00	0	0.0000	0.0000	
728321	37.9666	7283219	0	100	0	Street Street
	0.0000	00	C	0.0000	0.0000)
592	0.0000	00	0	0.0000	0.0000)
552	0.0000	00	C	0.0000	0.0000	
	0	0	C	0	0	
3244397	33.1191	32443977	C	100.0000	•0.0000	
22039	0.2250	220398	C	100.0000	0.0000	19
0/1	0.0000	00	C	0.0000	0.0000	
	33 3441	32664375		100	0	1
1	1671 220398	0 0 32443977 33.1191 220398 0.2250 0 0.0000	0 0 0 32443977 33.1191 32443977 1671 220398 0.2250 220398 0 0.00000 00	0 0 0 0 0 32443977 33.1191 32443977 0 1671 220398 0.2250 220398 0 0 0.0000 00 0 0	0 0	0 0

Resolution No.	4												
tesolution required: (Ordinary/ Special)	SPECIAL - Re-appo	bintment of Mr. VI	Ranganathan as Ma	naging Director of	the Company.								
Vhether promoter/ promoter group are		Contractor Contractor		Lorg control of	A STATE OF STATE		State State	North A					
nterested in the agenda/resolution?	No	all states			A STATE OF A STATE	State of the second		WITH THE PARTY					
Refeated in the agained reasonation								1	the second s				
		1.12				0.000							
			1 0 - 1	% of Votes Polled			% of Votes in	% of Votes					
				on outstanding			favour on votes	against on votes					
		No. of shares	No. of votes	shares	No. of Votes - in	No. of Votes -	polled	polled					
			Contraction of the state of the		105200 2010 0 0 000 M 1000 M	against (5)	(6)=[(4)/(2)]*100		Votes Invalid				
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100			100.0000	1 1 1 1 1 1	votes invalid				
	E-Voting	4	7283219	37.9666			0.0000						
	Poll	19183219	0	0.0000	00		0.0000	0.0000					
	Postal Ballot (if					1 1 1 1 2		0.0000	- C				
Promoter and Promoter Group	applicable)		0	0.0000			0.0000						
	Total	the second second	7283219	37.9666	a second s		100						
	E-Voting		0				0.0000						
	Poll	3241592	0	0.0000	00		0.0000	0.0000					
	Postal Ballot (if	3241592			1								
Public- Institutions	applicable)		0	0.0000	00	1	0.0000	0.0000					
	Total	10000000000	0	0-21-21-22	C C	1000	0	0	and the second				
	E-Voting		32443977	33.1191	32443977		0 100.0000	0.0000					
	Poll	1	220398	0.2250	and the second sec		0 100.0000	0.0000					
	Postal Ballot (if	97961671	220330	0.2250	ELUUU								
			0	0.0000	00		0.0000	0.0000	1.				
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Public- Non Institutions	applicable)		2200000	and the second se	THE OWNER WATER OF THE OWNER OW	PALATER STREET, STREET	100		All the structure and				
And Lotting of the analysis of the second	Total	120136432	32664375 39947594	33.3441 33.1828			0 100	0.0000					
Resolution No.	Total Total 5	120135432 pintment of Mr. Sh	59947594	33.3441 33.1828	32664375								
Resolution No. Resolution required: (Ordinary/ Special)	Total Total 5	120386482 Dintment of Mr. Sh	59947594	33.3441 33.1828	32664375								
Resolution No. Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are	Total Total 5 SPECIAL - Re-app	12D385432	59947594	33.3441 33.1828	32664375								
tesolution No. tesolution required: (Ordinary/ Special) Whether promoter/ promoter group are	Total Total 5	Dintment of Mr. Sh	59947594	33.3441 33.1828	32664375								
Resolution No. Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are	Total Total 5 SPECIAL - Re-app	120385432 pointment of Mr. Sh	59947594	33.3441 33.1828	32664375								
Resolution No. Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are	Total Total 5 SPECIAL - Re-app	Dintment of Mr. Sh	59947594	33.3441 33.1828	32664375 39947594 or of the Company.								
Resolution No. Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are	Total Total 5 SPECIAL - Re-app	120386432	59947594	33.3441 33.1828 Whole Time Directo	32664375 39947594 or of the Company.		3 100.0000	0.0000					
Resolution No. Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are	Total Total 5 SPECIAL - Re-app		ridhar S Hegde as V	33.3441 83.1828 Whole Time Directo % of Votes Polled on outstanding	32664375 39947594 or of the Company.	No. of Votes -	% of Votes in	% of Votes					
Resolution No. Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are Interested in the agenda/resolution?	Total Total S SPECIAL - Re-app No	No. of shares	ridhar S Hegde as V	33.3441 33.1879 Whole Time Directo % of Votes Polled on outstanding shares	32664375 3994759 or of the Company. No. of Votes – in	No. of Votes –	% of Votes in favour on votes	% of Votes against on votes					
Resolution No. Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?	Total Total S SPECIAL - Re-app No Mode of Voting		ridhar S Hegde as V No. of votes polled (2)	33.3441 33.1879 Whole Time Directo % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	32664375 339547534 or of the Company. 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				
Resolution No. Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?	Total Total S SPECIAL - Re-app No Mode of Voting E-Voting	No. of shares held (1)	No. of votes polled (2) 7283219	33.3441 33.1829 Whole Time Directo % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 37.9666	32664375 339547534 or of the Company. No. of Votes – in favour (4) 5 7283215	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100 0 100.0000	% of Votes against on votes polled (7)=[(5)/(2)]*100 0 0.0000	Votes Invalid				
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Resolution No. Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?	Total	No. of shares held (1)	No. of votes polled (2) 0	33.3441 33.1829 33.1829 Whole Time Directo % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 37.9666 0.0000	32664375 39947594 or of the Company. No. of Votes – in favour (4) 5 7283215 0 00	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100 0 100.0000 0 0.0000	% of Votes against on votes polled (7)=[(5)/(2)]*100 0 0.0000	Votes Invalid				
Resolution No. Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?	Total Total S SPECIAL - Re-app No Mode of Voting E-Voting Poll Postal Bal ¹ 2t (if applicable)	No. of shares held (1)	No. of votes polled (2) 0	33.3441 33.1828 33.1828 Whole Time Directo % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 37.9666 0.0000 0.0000	32664375 39647594 or of the Company. Image: state	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100 0 100.0000 0 0.0000	% of Votes against on votes polled (7)=[(5)/(2)]*100 0 0.0000 0 0.0000	Votes Invalid				
Resolution No. Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?	Total Total S SPECIAL - Re-app No No Kode of Voting E-Voting Poll Postal Bal ¹ 2t (if applicable) Total	No. of shares held (1)	No. of votes polled (2) 7283219 0 0 7283219	33.3441 33.1876 33.1876 33.1876 33.1876 00000 31.0000 37.9666 0.0000 37.9666	32664375 39947594 or of the Company. Image: state	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100 0 100.0000 0 0.0000 0 0.0000 0 100	% of Votes against on votes polled (7)=[(5)/(2)]*100 0 0.0000 0 0.0000	Votes Invalid				
Resolution No. Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?	Total E-Voting Foll Postal Bal'ot (if applicable) Total E-Voting E-Voting Total E-Voting Total T	No. of shares held (1)	No. of votes polled (2) 7283219 0 7283219 0 0 7283219 0 0 0 7283219 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	33.3441 33.1876 33.1876 33.1876 33.1876 33.1876 0 on outstanding shares (3)=[(2)/(1)]* 100 37.9666 0.0000 0.0000 37.9566 0.0000	32664375 3364753 or of the Company. No. of Votes – in favour (4) 5 7283215 0 00 5 7283215 0 00 0 00 0 00 0 00 0 00	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100 0 100.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000	% of Votes against on votes polled (7)=[(5)/(2)]*100 0 0.0000 0 0.0000 0 0.0000 0 0.0000	Votes Invalid				
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Resolution No. Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution? Category Promoter and Promoter Group	Total E-Voting Total E-Voting Foll Total E-Voting Poll Total E-Voting Total E-Voting Total E-Voting Total E-Voting Total E-Voting Poll Poll Poll Poll Poll Poll Poll Pol	No. of shares held (1) 19183219	No. of votes polled (2) 7283219 0 7283219 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	33.3441 33.1829 33.1829 Whole Time Directo on outstanding shares (3)=[(2)/(1)]* 100 37.9666 0.0000 0.0000 0.0000 0.0000 0.0000	32664375 33547534 or of the Company. br of the Company. 5 7283215 0 0 0 0 0 0 0 0 0 0 0 0	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100 0 100.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000	% of Votes against on votes polled (7)=[(5)/(2)]*100 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000	Votes Invalid				
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Resolution No. Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are Interested in the agenda/resolution?	Total Poll Postal Bal ¹ 2t (if applicable) Total E-Voting Poll Postal Ballot (if applicable) Total Total	No. of shares held (1) 19183215 3241592	No. of votes polled (2) 7283219 0 0 7283219 0 0 0 7283219 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	33.3441 33.1829 33.1829 Whole Time Directo on outstanding shares (3)=[(2)/(1)]* 100 37.9666 0.00000 0.00000 0.00000 0.000000	32664375 33547534 or of the Company. br of the Company. br of the Company. 5 7283215 0 <td>No. of Votes – against (5)</td> <td>% of Votes in favour on votes polled (6)=[(4)/(2)]*100 0 100.0000 0 0.00000 0 0.00000 0 0.00000 0 0.00000 0 0.00000 0 0.00000 0 0.00000 0 0.00000 0 0.000000 0 0.00000000 0 0.00000000000000000000000000000000000</td> <td>% of Votes against on votes polled (7)=[(5)/(2)]*100 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000</td> <td>Votes Invalid</td>	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100 0 100.0000 0 0.00000 0 0.00000 0 0.00000 0 0.00000 0 0.00000 0 0.00000 0 0.00000 0 0.00000 0 0.000000 0 0.00000000 0 0.00000000000000000000000000000000000	% of Votes against on votes polled (7)=[(5)/(2)]*100 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000	Votes Invalid				
Resolution No. Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution? Category Promoter and Promoter Group	Total E-Voting Poll Postal Bal ¹ >t (if applicable) Total E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poltable) Total E-Voting Total To	No. of shares held (1) 19183219	No. of votes polled (2) 7283219 0 0 7283219 0 0 0 7283219 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	33.3441 33.1829 33.1829 Whole Time Directo on outstanding shares (3)=[(2)/(1)]* 100 37.9666 0.00000 0.00000 0.00000 0.000000	32664375 33547534 or of the Company. br of the Company. br of the Company. 5 7283215 0	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100 0 100.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.00000 0 0.00000 0 0.00000 0 0.00000 0 0.00000 0 100.00000 0 100.00000	% of Votes against on votes polled (7)=[(5)/(2)]*100 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000	Votes Invalid				
Resolution No. Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution? Category Promoter and Promoter Group	Total Total Total Total Total Total Total Total S SPECIAL - Re-app No No No No E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Total E-Voting Poll	No. of shares held (1) 19183215 3241592	No. of votes polled (2) 7283219 0 0 7283219 0 0 0 7283219 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	33.3441 33.1829 33.1829 Whole Time Directo on outstanding shares (3)=[(2)/(1)]* 100 37.9666 0.00000 0.00000 0.00000 0.000000	32664375 33947534 33947534 or of the Company. Image: state st	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100 0 100.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.00000 0 0.00000 0 0.00000 0 0.00000 0 0.00000 0 0.00000 0 0.00000 0 0.00000	% of Votes against on votes polled (7)=[(5)/(2)]*100 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000	Votes Invalid				

FOR CEREBRA INTEGRATED TECHNOLOGIES LTD.

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Director

Resolution No.	6	a day in a set			and the second				
Resolution required: (Ordinary/ Special)	SPECIAL - Re-app	ointment of Mr. P. V	ishwamurthy as W	hole 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	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100		No. of Votes – against (5)		% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
	E-Voting		7283219			(100.0000		
	Poll	19183219	0	0.0000	00		0.0000	0.0000	
Promoter and Promoter Group	Postal Ballot (if applicable)	19183219	0	0.0000	00		0.0000	0.0000	
	Total		7283219	37.9666	7283219		100	0	100. Ale
	E-Voting		0	0.0000	00		0.0000	0.0000	· · · · · · · · · · · · · · · · · · ·
	Poll	3241592	0	0.0000	00		0.0000	0.0000	
Public- Institutions	Postal Ballot (if applicable)	3241392	0	0.0000	00		0.0000	0.0000	
	Total	Contraction of the	0	0	0		0 0	0	
	E-Voting		32443977	33.1191	32443977		100.0000		
	Poll	97961671	220398	0.2250	220398		100.0000	0.0000	15
Public- Non Institutions	Postal Ballot (if applicable)	97901071	0	0.0000	00		0.0000	0.0000	
	Total		32664375	33.3441	32664375		100	0	1.
	Total	120386482	39947594	33.1828	39947594		100.000	0.0000	1

Resolution No.	7								
Resolution required: (Ordinary/ Special)	SPECIAL - Rectific	ation of Special Reso	olution for further i	ssue of Equity Shar	es on preferential b	asis.			
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 – 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
	E-Voting		7283219	37.9666	7283219		0 100.0000	and the second se	
	Poll	19183219	0	0.0000	00		0 0.0000	0.0000	
	Postal Ballot (if								
Promoter and Promoter Group	applicable)		0	0.0000	00		0 0.0000	0.0000	
	Total		7283219	37.9666	7283219		0 100	A REAL PROPERTY OF A REAL PROPER	
1	E-Voting		0	0.0000	00		0 0.0000	0.0000	
	Poll	3241592	0	0.0000	00		0 0.0000	0.0000	
Public- Institutions	Postal Ballot (if applicable)	3241592	0	0.0000	00		0.0000	0.0000	
	Total		0	0	0	the second	0 0		
64	E-Voting		32443977	33.1191	32443977		0 100.0000	0.0000	
	Poll	07061671	220398	0.2250	220398		0 100.0000	0.0000	15
Public- Non Institutions	Postal Ballot (if applicable)	97961671	0	0.0000	00		0 0.0000		and the second se
	Total		32664375	33.3441	32664375	States and	0 100	C	15

Director

Resolution No.	8				1 X				
Recolution required: (Ordinary/ Special)	SPECIAL - Rectific	ation of Special Res	olution for issue of	Warrants to Promo	oters on preferentia	l basis.			and the second second
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)		% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
	E-Voting		7283219				100.0000		
	Poll	10100010	0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if	- 19183219				-			
Promoter and Promoter Group	applicable)		0	0.0000			0.0000		
	Total		7283219	37.9666	7283219	0	100	and the second se	10000
	E-Voting		0	0.0000					
0	Poll	3241592	0	0.0000	00	0	0.0000	0.0000	
Public- Institutions	Postal Ballot (if applicable)	5241352	0	0.0000	00	c	0.0000	0.0000	
	Total		0	0	0	0	0	0	
	E-Voting		32443977	33.1191	32443977	0	100.0000	0.0000	
	Poll	0700007	220398	0.2250	220398	0	100.0000	0.0000	15
	Postal Ballot (if	97961671					5		
Public- Non Institutions	applicable)	1	0	0.0000	00	0	0.0000	0.0000	
	Total		32664375	33.3441	32664375	0	100	0	15
	Total	120386487	39947594	33,1828	39947594	C	100.0000	0.0000	15

Resolution No.	9		and the second second						
Resolution required: (Ordinary/ Special)	ORDINARY - Fees	for delivery of any o	locument through	a particular mode o	of delivery to a men	nber.			
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 – 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
	E-Voting		7283219	the second se	and the second se	and the second se	0 100.0000	0.0000	
	Poll		0	0.0000	00		0 0.0000	0.0000	
Promoter and Promoter Group	Postal Ballot (if applicable)	- 19183219	0	0.0000	00		0 0.0000	0.0000	
	Total		7283219				0 100		
6	E-Voting		0	0.0000			0 0.0000	0.0000	
	Poll	1	0	0.0000	00		0 0.0000	0.0000	
Public- Institutions	Postal Ballot (if applicable)	3241592	0	0.0000	00		0 0.0000	0.0000	
	Total		0	0	0		0 0	0	
	E-Voting		32443977	33.1191	32443977		0 100.0000	0.0000	
	Poll	97961671	220398	0.2250	220398		0 100.0000	* 0.0000	15
Public- Non Institutions	Postal Ballot (if applicable)	3/9616/1	0	0.0000	00		0 0.0000	0.0000	
	Total	10 M	32664375	33.3441	32664375		0 100	0	- 15

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 & 109 of the Companies Act, 2013 and the Companies (Management & Administration) Rules, 2014]

То

Mr. V. Ranganathan Chairman of the 23rd Annual General Meeting Cerebra Integrated Technologies Limited Bangalore

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, Bangalore – 560 080, duly appointed as Scrutinizer by Cerebra Integrated Technologies Limited for the purpose of scrutinizing the voting through remote e-voting and through Polling Papers at the 23rd Annual General Meeting pursuant to Sections 108 and 109 of the Companies Act, 2013, read with Rule 20 and 21 of the Companies (Management & Administration) Rules, 2014 as amended from time to time and the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, hereby furnish my Report to you.

The Management of the Company is responsible to ensure compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through e-voting and Polling Papers at the Annual General Meeting venue for the Resolutions proposed in the notice of 23rd Annual General Meeting of the Members of the Company held on 21st August, 2017. 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 a Scrutinizer's Report for the votes casts in "favour" or "against" on the Resolutions proposed in the Notice convening the 23rd 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 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 e-voting was kept open for four days from 17th August, 2017 (9.00 A.M. IST) till 20th August, 2017 (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.

The Members holding Equity Shares as on the "cut-off date" i.e., 14th August, 2017 were entitled to vote on the Resolutions proposed in the Notice calling the 23rd 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 shares held by them, nominal value of such shares, whether the shares have differential voting rights, if any, details of Polling Paper which are invalid.

The Polling Papers received were scrutinized and reconciled with the records maintained by Registrar and Share Transfer Agent (RTA). The Polling Papers which were wrongly signed and not matching with the records of Registrar and Transfer Agents have been rejected and treated as invalid.

At the end of the voting period on 20th August, 2017 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.

The votes cast were unblocked on 21st August, 2017 in the presence of Mr. Vinay Kadam and Mr. Chinmay 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.

Thereafter, the details containing *inter alia*, the list of the Members, who voted "for" or "against" on each of the Resolutions that were put to vote, were derived from the Polling Papers as received and the report generated from the e-voting website of Karvy Computershare Private Limited i.e. <u>www.evoting.karvy.com</u> and based on such reports,

- a. 56 members have cast their votes through remote e-voting (Number of members here taken on the basis of number of folios).
- b. 27 members have cast their votes through Polling Papers at the Annual General Meeting.

The brief analysis of the results of the remote e-voting and Polling Papers are given in Page No.s 3, 4 and 5:



ORDINARY BUSINESS:

Item No.1: Adoption of Financial Statements:

Ordinary Resolution:

Particulars		No.		Percenta	age				
	Remote	E-voting	Polling	Papers To		otal on Va vote			
	No of	No. of	No of	No. of	No of	No. of			
	members	Votes	members	Votes	members	Votes		1	
	voted	cast	voted	cast	voted	cast	- E	Contra	
		(shares)		(shares)		(shares)			
Assent	56	39727196	25	220398	81	39947594	100.00		
Dissent	0	0	0	0	0	0	0		
Total	56	39727196	25	220398	81	39947594	100.00		
Abstained/ Invalid	0	0	2	153	2	153	NA		

Item No. 2: Appointment of a Director in place of Mr. V Ranganathan (holding DIN: 01247305), who retires by rotation and is eligible for re-appointment:

Ordinary Resolution:

Particulars		No.	of votes	contained	in		Percentag
	Remote	E-voting	Pollin	Polling Papers Total			
	No. of	No. of	No. of	No. of	No. of	No. of	
	members	Votes cast	member	Votes cast	members	Votes cast	
	voted	(shares)	s voted	(shares)	voted	(shares)	
Assent	53	37041530	25	220398	78	37261928	100.00
Dissent	0	0	0	0	0	0	0
Total	53	37041530	25	220398	78	37261928	100.00
Abstained/ Invalid*	3	2685666	2	153	5	2685819	NA



Item No. 3: Ratification of the appointment of Statutory Auditors of the Company:

Ordinary Resolution:

Particulars		No	. of votes	contained	in		Percentage	
	Remote	e E-voting	Polling	Papers	To	otal	on Valid votes	
	No. of	No. of	No. of	No. of	No. of	No. of	a.	
	members	Votes cast	members	Votes	members	Votes		
	voted	(shares)	voted	cast	voted	cast		A.
				(shares)		(shares)	18 .	
Assent	56	39727196	25	220398	81	39947594	100.00	
Dissent	0	0	0	0	0	0	0	
Total	56	39727196	25	220398	81	39947594	100.00	
Abstained/ Invalid	0	0	2	153	2	153	NA	

SPECIAL BUSINESS:

Item No. 4: Re-appointment of Mr. V Ranganathan (DIN: 01247305) as Managing Director of the Company:

Special Resolution:

Particulars	-	No. of votes contained in									
	Remote E-voting		Polling Papers		Total		on Valid				
						votes					
_	No. of	No. of	No. of	No. of	No. of	No. of					
	member	Votes	member	Votes	members	Votes					
	s voted	cast	s voted	cast	voted	cast	2				
		(shares)		(shares)		(shares)					
Assent	53	37041530	25	220398	78	3726192	100.00				
						8					
Dissent	0	0	0	0	0	0	0				
Total	53	37041530	25	220398	78	37261928	100.00				
Abstained/	3	2685666	2	153	5	2685819	NA				
Invalid*											



Item No. 5: Re-appointment of Mr. Shridhar S Hegde (DIN: 01247342) as Whole Time Director of the Company:

Special Resolution:

		No.	Percentage					
Particulars	Remote E-voting		Polling Papers		T	otal	on Valid votes	
	No. of	No. of	No. of	No. of	No. of	No. of	-	1
	members	Votes cast	member	Votes	members	Votes cast	19 A.	
	voted	(shares)	s voted	cast	voted	(shares)	建筑	The fame
				(shares)			and a second sec	
Assent	52	37148475	25	220398	77	37368873	100.00	
Dissent	0	0	0	0	0	0	0	
Total	52	37148475	25	220398	77	37368873	100.00	
Abstained/ Invalid*	4	2578721	2	153	6	2578874	NA	

Item No. 6: Re-appointment of Mr. P. Vishwamurthy (DIN: 01247336) as Whole Time Director of the Company:

Special Resolution:

-		Percentage					
Particulars	Remote	E-voting	Polling	Papers	Т	on Valid votes	
	No. of	No. of	No. of	No. of	No. of	No. of	
	member	Votes cast	member	Votes	members	Votes cast	
	s voted	(shares)	s voted	cast	voted	(shares)	
				(shares)			
Assent	55	38729066	25	220398	80	38949464	100.00
Dissent	0	0	0	0	0	0	0
Total	55	38729066	25	220398	80	38949464	100.00
Abstained/ Invalid*	1	998130	2	153	3	998283	NA



Item No.7: Rectification of Special Resolution for further issue of Equity Shares on preferential basis:

Special Resolution:

Particulars		No. of votes contained in								
	Remote E-voting		Polling Papers		Total		on Valid votes			
	No. of	No. of	No. of	No. of	No. of	No. of				
	member	Votes	membe	Votes	membe	Votes				
	s voted	cast	rs voted	cast	rs voted	cast				
		(shares)		(shares		(shares)				
)						
Assent	56	39727196	25	220398	81	39947594	100.00			
Dissent	0	0	0	0	0	0	0			
Total	56	39727196	25	220398	81	39947594	100.00			
Abstained/ Invalid	0	0	2	153	2	153	NA			

Item No.8: Rectification of Special Resolution for issue of Warrants to Promoters on preferential basis:

Special Resolution:

Particulars		No. of votes contained in								
	Remote E-voting		Polling Papers		Total		on Valid			
						votes				
	No. of	No. of	No. of	No. of	No. of	No. of				
	members	Votes	members	Votes	members	Votes				
	voted	cast	voted	cast	voted	cast				
		(shares)		(shares		(shares)				
11 - 12 - 12 - 12 - 12 - 12 - 12 - 12 -)		A.				
Assent	47	32453977	25	220398	72	32674375	100.00			
Dissent	0	0	0	0	0	0	0			
Total	47	32453977	25	220398	72	32674375	100.00			
Abstained/ Invalid*	9	7273219	2	153	11	7273372	NA			



Item No.9: Fees for delivery of any document through a particular mode of delivery to a member:

Ordinary Resolution:

Particulars		No. of votes contained in								
	Remote E-voting		Polling Papers		Total		Percenta on Val votes	id		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of membe rs voted	No. of Votes cast (shares)		。 (1)		
Assent	56	39727196	25	220398	81	39947594	100.00	1000		
Dissent	0	0	0	0	0	0	0			
Total	56	39727196	25	220398	81	39947594	100.00			
Abstained/ Invalid	0	0	2	153	2	153	NA	1		

*Note: The votes cast by the Directors/Promoters for their own appointment/reappointment/Issue of Warrants on preferential basis were not taken in to consideration and was treated as invalid for the respective resolutions.

Based on the foregoing, the resolution numbers from 01 to 09 may be deemed to have been passed unanimously.

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

Date: 21.08.2017 Place: Bangalore

Witness: 1. Vinay Kadam



