

PARAMESHWAR G. BHAT

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

Company Secretary

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**SECRETARIAL COMPLIANCE REPORT OF
CEREBRA INTEGRATED TECHNOLOGIES LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2021**

I, Parameshwar G Bhat, Practising Company Secretary have examined all the documents and records made available to us and explanation provided by Cerebra Integrated Technologies Limited (CIN: L85110KA1993PLC015091) ("the listed entity"), having Registered Office at# S5, off 3rd Cross, Peenya Indl. Area, Peenya I Stage, Bangalore – 560058, the filings/submissions made by the listed entity to the stock exchanges, website of the listed entity and other document/filing and as may be relevant, which has been relied upon to make this certification for the Financial Year ended 31st March, 2021 ("1st April, 2020 to 31st March, 2021") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the Circulars/Guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

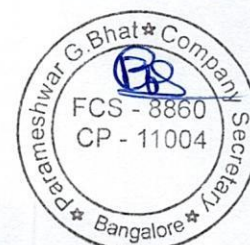


- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Circulars/Guidelines issued thereunder;

Based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued except in respect of matters specified below:

Sl. No.	Compliance Requirement (Regulations/circulars/Guidelines including specific clause)	Deviations	Observations/Remarks of the Practising Company Secretary
1.	Regulation 17 (1) (b) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 – The Board of Directors of Listed Entity, being one of the top 1000 Listed Entities shall have at least one Independent Woman Director by April 1, 2020.	The Listed Entity appointed Independent Woman Director w.e.f May 12, 2020.	The Listed Entity delayed in complying with the said Regulation and shall ensure to comply with the applicable Regulations in time.
2.	Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015-The Listed Entity shall submit within 30 days from the date of publication of its standalone and consolidated financial results for the half year, disclosures of related party transactions on a consolidated basis in the format specified in the relevant accounting standards for annual results to the Stock Exchanges and publish the same on the website of the Company.	There was a delay in filing the disclosure of Related Party Transactions for half year ended 30 th September, 2020.	The Listed Entity shall ensure to submit the disclosure of Related Party Transactions within time.



- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its Promoters/Directors/Material Subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and Circulars/Guidelines issued thereunder:

Sl. No	Action taken by	Details of violation	Details of action taken ex. Fines, warning letter, debarment etc....	Observations/Remarks of the Practising Company Secretary, if any
1.	BSE Limited and National Stock Exchange of India Limited	Regulation 17 (1) (b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015- The Listed Entity, being one of the top 1000 Listed Entities as on 31 st March, 2020 has not appointed Independent Woman Director w.e.f. 1 st April, 2020 and complied on 12 th May, 2020.	BSE Limited and National Stock Exchange of India Limited have levied the fine of Rs. 2,26,525/- each.	The Listed Entity has paid the fines levied by BSE Limited and National Stock Exchange of India Limited.
2.	BSE Limited and National Stock Exchange of	Regulation 23 (9) of Securities and Exchange Board of India (Listing	BSE Limited and National Stock Exchange of India Limited	The Listed Entity has written to both the Stock Exchanges seeking




	India Limited	Obligations and Disclosure Requirements) Regulations, 2015- Late submission of Related Party Transactions for the half year ended 30 th September, 2020.	have levied the fine of Rs. 2,06,500/- each.	waiver of Fines. National Stock Exchange of India Limited has waived off the fine. However, BSE Limited is yet to revert.
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- (d) The listed entity has taken the following actions to comply with the observations made in previous reports: NA



Place: Bengaluru
Date: 30.06.2021


Parameshwar G. Bhat
Practising Company Secretary
FCS: 8860CP: 11004
UDIN: F008860C000546716