

CEREBRA INTEGRATED TECHNOLOGIES LIMITED
Regd Off: #S-5. off 3rd Cross, I Stage, Peenya Industrial Area.
Bangalore -560058.

**CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED BY THE SHARE
HOLDERS AT THE ANNUAL GENERAL MEETING HELD ON 30.12.2009 AT
THE REGISTERED OFFICE OF THE COMPANY**

RESOLUTION- 1

"RESOLVED THAT the Balance Sheet as at 30th September 2009 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 the retiring Auditors, Messrs M.S. Reddy & Associates, Chartered Accountants be and are hereby appointed as a Auditors of the Company for the next financial to hold the office of the Auditors until the conclusion of the next Annual General Meeting and the Board of Directors be authorized to fix the remuneration in consultation with the Auditors."

RESOLUTION- 5

"RESOLVED THAT in terms of the provisions of Sec 16 and all other provisions, if any, of the Companies Act, 1956, and subject to the approval of the members in this behalf and subject to such clearances, approvals, concurrences as may be called for or necessitated, the Board of Directors do resolve to alter and amend the existing MAIN OBJECTS of Memorandum of Association to be pursued on incorporation to be read as under:

By adding 2 (two) more clauses to the existing Clause 'A' as hereunder:

- (A) MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS
INCORPORATION:

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DIRECTOR

10. To collect all kinds of electronic waste items which would include completely dead electronic items, can be repaired, can be partly salvaged or can be fully salvaged items. Electronic items would cover the entire gamut of products which has some electronic circuit in them like TVs, phones, computers, remotes, control panels of kitchen appliances or anything which has a printed circuit board in them and to setup a line which would assess the electronic waste and categorize the waste into the various categories as described above.
11. To setup a repair process/centre which would repair/refurbish all electronic items and would be repackaged for re-sale as refurbished products, a process and plant to extract and refine copper, tin and other non-precious metals from these electronic waste items and convert it into its pure form for resale and reuse, a process and plant to extract Precious Group Metals like Gold, Palladium, Beryllium etc., and convert it into its pure form for resale and reuse, a process and plant to ensure that all data that is stored on the Storage media of computers and other information devices are fully destroyed and are not extractable, a process/plant and go down to be able to trade in all types of metal, non-metal and other raw materials which are generated out of this electronic wastes, plastic recovery process and plant which would recover plastics and these would be sold again as refurbished plastic to Plastic Moulding companies. As a part of this process other bio-grade products would be processed and would then be refined for use as fuel/oil or as a direct raw material for generating power."

RESOLUTION- 6

"RESOLVED THAT pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 1956, the Authorised share capital of the Company be and is hereby increased from the existing Rs.18,00,00,000 (Rupees Eighteen Crores Only) divided into 1,80,00,000 (One Crore Eighty Lakhs) Equity Shares of Rs 10/- each to Rs.45,00,00,000 (Rupees Forty Five Crores only) divided into 4,50,00,000 (Four Crores Fifty Lakhs) Equity Shares of Rs.10/- each by creation of additional 2,70,00,000 (Two Crores Seventy Lakhs) Equity Shares of Rs.10/- each ranking *pari passu* with the existing Equity Shares ."

RESOLUTION- 7

"RESOLVED THAT pursuant to the provisions of Section 16 and other applicable provisions, if any, of the Companies Act 1956, the Memorandum of Association be and is hereby altered in the following manner:

By deleting the existing Clause V and by substituting the following new Clause V

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DIRECTOR

as under:

V. The Authorised Share Capital of the Company is Rs.45,00,00,000 (Rupees Forty Five Crores only) divided into 4,50,00,000 (Four Crores Fifty Lakhs) Equity Shares of Rs.10/- each."

RESOLUTION- 8

"RESOLVED THAT pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act 1956, the Articles of Association be and is hereby altered in the following manner:

By deleting the existing Article 3 and by substituting the following new Article 3 as under:

3. The Authorised Share Capital of the company is Rs.45,00,00,000 (Rupees Forty Five Crores only) divided into 4,50,00,000 (Four Crores Fifty Lakhs) Equity Shares of Rs.10/- each."

RESOLUTION- 9

"RESOLVED THAT pursuant to the provisions of Section 372A and other applicable provisions if any of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of Articles of Association of the Company and subject to further approval of statutory and other authorities as may be necessary and subject to such terms, conditions, stipulations, alterations and modifications if any, as may be prescribed and specified by such authorities while granting such approvals and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the 'Board' which expression shall include a Committee of Directors duly authorised in this behalf) the consent of the Company be and is hereby accorded to the Board of Directors of the Company to make investment in excess of 60% of the aggregate of the paid up Share Capital and free reserves and/or 100% of the aggregate of the free reserves of the Company as per the limits prescribed under Section 372A of the Companies Act, 1956 in the Share Capital of Enviro Metals Waste Management India Pvt. Ltd. to hold it as a 100% subsidiary i.e. Wholly Owned Subsidiary(WOS) of Cerebra Integrated Technologies Limited by way of issuing Shares to the Shareholders of Enviro Metals Waste Management India Pvt. Ltd.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to negotiate the terms, conditions, quantum of investment and other related matters in connection with the investment in Enviro Metals Waste Management India Pvt. Ltd. and to do all such deeds and things as may be deemed expedient and necessary to give effect to this resolution."

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DIRECTOR

RESOLUTION- 10

“RESOLVED THAT pursuant to the provisions of Section 81(IA) and other applicable provisions if any, of the Companies Act, 1956, relevant guidelines of the Securities and Exchange Board of India (SEBI), Listing Agreement entered into, with the Stock Exchanges, Foreign Exchange Management Act,2000 or any other applicable law/rules/regulations, sanctions and the Memorandum and Articles of Association of the Company and subject to the approval/consent/permission that may be required from SEBI, Government of India, Reserve Bank of India, Foreign Investment Promotion Board (FIPB) or of any other authorities and subject to such terms, conditions, alterations, corrections, changes if any as may be prescribed by any or more or all of them while granting such approval/sanction/consent/permissions, consent of the Company be and is hereby accorded to create, offer, issue and allot upto 46,00,000 (Forty Six Lakhs) Equity Shares of Rs.10/- each at par on a preferential basis under Stock Swap scheme to the Shareholders of Enviro Metals Waste Management India Pvt. Ltd., as set out herein below, for consideration of 100% Shareholding in Enviro Metals Waste Management India Pvt. Ltd. which company has 3(three) acres of land, 20,000 square feet of Building fully fenced, 600 amp power supply connection and license, on such terms and conditions as may be decided and deemed appropriate by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any duly authorized Committee thereof).

RESOLVED FURTHER THAT the “Relevant Date” in relation to the issue of Equity Shares in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 would be 30.11.09 being 30 days prior to the date of passing of this resolution.

RESOLVED FURTHER THAT the issue of Equity Shares as above shall be subject to the following terms and conditions:

- a The said issue of Equity Shares is for consideration other than cash.
- b The number of Shares and the price per Shares shall be appropriately adjusted, subject to the Companies Act, 1956 and SEBI Guidelines for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of a division or any such capital or corporate restructuring.
- c The Shares to be allotted on Preferential basis shall be subject to lock in as applicable under SEBI Guidelines in this behalf.

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RESOLVED FURTHER THAT the Board be and is hereby authorized in its entire

discretion to decide to proceed with the issue of the Equity Shares, including the size and relative components of the same and for the purpose of giving effect to this issue or allotment of Shares, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including but without limitation, appointment of consultants, solicitors, merchant bankers or any other agencies as may be required and entering into arrangements for listing, trading, depository services and such other arrangements and agreements, as may be necessary and also to seek listing of the Equity Shares representing the same in any Stock Exchange(s) with power on behalf of the Company, to settle any questions, difficulties or doubts that may arise in regard to any such issue, offer or allotment of Equity Shares and in complying with any Regulations, as it may in its absolute discretion deem fit, without being required to seek any further clarification, consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors be authorized to deal with any issue arising out of the proposed issue in the best interest of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or Officer(s) of the Company to give effect to this resolution.”

RESOLUTION- 11

“RESOLVED THAT pursuant to the provisions of Section 81(IA) and other applicable provisions if any, of the Companies Act, 1956, relevant guidelines of the Securities and Exchange Board of India (SEBI), Listing Agreement entered into, with the Stock Exchanges, Foreign Exchange Management Act,2000 or any other applicable law/rules/ regulations and the Memorandum and Articles of Association of the Company and subject to the approval/consent/permission that may be required from SEBI, Government of India including FIPB, Reserve Bank of India or of any other authorities and subject to such terms, conditions, alterations, corrections, changes if any as may be prescribed by any or more or all of them while granting such approval/sanction/consent/permissions, consent of the Company be and is hereby accorded to create, offer, issue and allot up to 46,00,000 (Forty Six Lakhs) Equity Shares of Rs.10/- each at par for and on behalf of Enviro Metals Waste Management India Pvt. Ltd. subject to Enviro Metals Waste Management India Pvt Ltd becoming Wholly Owned Subsidiary (WOS) of the Company, on a preferential basis to Scenic Overseas Limited, Singapore as set out herein below, for part consideration of supply of part of the Plant and Machinery to set up E-Waste Management business, on such terms

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and conditions as may be decided and deemed appropriate by the Board of

Directors of the Company (hereinafter referred to as the "Board" which term shall include any duly authorized Committee thereof).

RESOLVED FURTHER THAT the "Relevant Date" in relation to the issue of Equity Shares in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 would be 30.11.2009 being 30 days prior to the date of passing of this resolution.

RESOLVED FURTHER THAT the issue of Equity Shares as above shall be subject to the following terms and conditions:

- a The said issue of Equity Shares are for consideration other than cash.
- b The number of Shares and the price per Share shall be appropriately adjusted, subject to the Companies Act, 1956 and SEBI Guidelines for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of a division or any such capital or corporate restructuring.
- c The Shares to be allotted on Preferential basis shall be subject to lock in as applicable under SEBI Guidelines in this behalf.

RESOLVED FURTHER THAT the Board be and is hereby authorized in its entire discretion to decide to proceed with the issue of the Equity Shares and for the purpose of giving effect to this issue or allotment of Shares, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including but without limitation, appointment of consultants, solicitors, merchant bankers or any other agencies as may be required and entering into arrangements for listing, trading, depository services and such other arrangements and agreements, as may be necessary and also to seek listing of the Equity Shares representing the same in any Stock Exchange(s) with power on behalf of the Company, to settle any questions, difficulties or doubts that may arise in regard to any such issue, offer or allotment of Equity Shares and in complying with any Regulations, as it may in its absolute discretion deem fit, without being required to seek any further clarification, consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

FURTHER RESOLVED THAT approval be and is hereby accorded to the Board of Directors to enter in to tripartite agreement with Enviro Metals Waste management India Pvt. Ltd. and Scenic Overseas Limited.

RESOLVED FURTHER THAT the Board of Directors be authorized to deal with any issue arising out of the proposed issue in the best interest of the Company.

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RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or Officer(s) of the Company to give effect to this resolution.”

RESOLUTION- 12

“RESOLVED THAT pursuant to the provisions of Section 81(IA) and other applicable provisions if any, of the Companies Act, 1956, relevant guidelines of the Securities and Exchange Board of India (SEBI), Listing Agreement entered into, with the Stock Exchanges, Foreign Exchange Management Act,2000 or any other applicable law/rules/ regulations, sanctions and the Memorandum and Articles of Association of the Company and subject to the approval/consent/permission that may be required from SEBI, Government of India including FIPB, Reserve Bank of India or of any other authorities and subject to such terms, conditions, alterations, corrections, changes if any as may be prescribed by any or more or all of them while granting such approval/sanction/consent/permissions, consent of the Company be and is hereby accorded to create, offer, issue and allot upto 23,00,000 (Twenty Three Lakhs) Equity Shares of Rs.10/- each at par for and on behalf of Enviro Metals Waste management India Pvt. Ltd. subject to Enviro Metals Waste Management India Pvt Ltd becoming Wholly Owned Subsidiary (WOS) of the Company, on a preferential basis to Leytron Technology Pte. Ltd., Singapore, as set out herein below, for part consideration of specific expertise required for providing services like installation, commissioning, trial –run of the plant and machinery, completion justification and successful commissioning certification for the installation and proper working of plant and machinery resulting in the smooth running of Electronic - Waste Management and Recycling plant thereof, on such terms and conditions as may be decided and deemed appropriate by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any duly authorized Committee thereof).

RESOLVED FURTHER THAT the “Relevant Date” in relation to the issue of Equity Shares in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 would be 30.11.09 being 30 days prior to the date of passing of this resolution.

RESOLVED FURTHER THAT the issue of Equity Shares as above shall be subject to the following terms and conditions:

- a The said issue of Equity Shares are for consideration other than cash.
- b The number of Shares and the price per Share shall be appropriately adjusted, subject to the Companies Act, 1956 and SEBI Guidelines for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of

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undertaking, sale of a division or any such capital or corporate restructuring.

c The Shares to be allotted on Preferential basis shall be subject to lock in as applicable under SEBI Guidelines in this behalf.

RESOLVED FURTHER THAT the Board be and is hereby authorized in its entire discretion to decide to proceed with the issue of the Equity Shares and for the purpose of giving effect to this issue or allotment of Shares, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including but without limitation, appointment of consultants, solicitors, merchant bankers or any other agencies as may be required and entering into arrangements for listing, trading, depository services and such other arrangements and agreements, as may be necessary and also to seek listing of the Equity Shares representing the same in any Stock Exchange (s) with power on behalf of the Company, to settle any questions, difficulties or doubts that may arise in regard to any such issue, offer or allotment of Equity Shares and in complying with any Regulations, as it may in its absolute discretion deem fit, without being required to seek any further clarification, consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

FURTHER RESOLVED THAT approval be and is hereby accorded to the Board of Directors to enter in to tripartite agreement with Enviro Metals Waste management India Pvt. Ltd. and Leytron Technology Pte. Ltd.

RESOLVED FURTHER THAT the Board of Directors be authorized to deal with any issue arising out of the proposed issue in the best interest of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or Officer(s) of the Company to give effect to this resolution.”

RESOLUTION- 13

“RESOLVED THAT pursuant to the provisions of Section 81(IA) and other applicable provisions if any, of the Companies Act, 1956, relevant guidelines of the Securities and Exchange Board of India (SEBI), Listing Agreement entered into, with the Stock Exchanges, Foreign Exchange Management Act, 2000 or any other applicable law/rules/ regulations, sanctions and the Memorandum and Articles of Association of the Company and subject to the approval/consent/permission that may be required from SEBI, Government of India including FIPB, Reserve Bank of India or of any other authorities and subject to such terms, conditions, alterations, corrections, changes if any as may be prescribed by any or more or all of them while granting such approval/sanction/consent/permissions, consent of the Company be and is

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hereby accorded to create, offer, issue and allot upto 23,00,000 (Twenty Three Lakhs) Equity Shares of Rs.10/- each at par for and on behalf of Enviro Metals Waste Management India Pvt. Ltd. subject to Enviro Metals Waste Management India Pvt Ltd becoming Wholly Owned Subsidiary (WOS) of the Company, on a preferential basis to Cimelia Resource Recovery Pte Ltd., as set out herein below, for consideration of Management Services Agreement for three years including technical advice on plant layout, training of technical personnel, commissioning of day-to-day operations and market support, on such terms and conditions as may be decided and deemed appropriate by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any duly authorized Committee thereof).

RESOLVED FURTHER THAT the "Relevant Date" in relation to the issue of Equity Shares in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 would be 30.11.09 being 30 days prior to the date of passing of this resolution.

RESOLVED FURTHER THAT the issue of Equity Shares as above shall be subject to the following terms and conditions:

- a The said issue of Equity Shares are for consideration other than cash.
- b The number of Shares and the price per Shares shall be appropriately adjusted, subject to the Companies Act, 1956 and SEBI Guidelines for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of a division or any such capital or corporate restructuring.
- c The Shares to be allotted on Preferential basis shall be subject to lock in as applicable under SEBI Guidelines in this behalf.

RESOLVED FURTHER THAT the Board be and is hereby authorized in its entire discretion to decide to proceed with the issue of the Equity Shares and for the purpose of giving effect to this issue or allotment of Shares, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including but without limitation, appointment of consultants, solicitors, merchant bankers or any other agencies as may be required and entering into arrangements for listing, trading, depository services and such other arrangements and agreements, as may be necessary and also to seek listing of the Equity Shares representing the same in any Stock Exchange (s) with power on behalf of the Company, to settle any questions, difficulties or doubts that may arise in regard to any such issue, offer or allotment of Equity Shares and in complying with any Regulations, as it may in its absolute discretion deem fit, without being required to seek any further clarification, consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

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DIRECTOR

FURTHER RESOLVED THAT approval be and is hereby accorded to the Board of Directors to enter in to tripartite agreement with Enviro Metals Waste management India Pvt. Ltd. and Cimelia E-Waste Recycling Pvt. Ltd.

RESOLVED FURTHER THAT the Board of Directors be authorized to deal with any issue arising out of the proposed issue in the best interest of the Company”.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or Officer(s) of the Company to give effect to this resolution.”

RESOLUTION- 14

“RESOLVED THAT pursuant to the provisions of Section 81(IA) and other applicable provisions if any, of the Companies Act, 1956, relevant guidelines of the Securities and Exchange Board of India (SEBI), Listing Agreement entered into, with the Stock Exchanges, Foreign Exchange Management Act,2000 or any other applicable law/rules/regulations and the Memorandum and Articles of Association of the Company and subject to the approval/consent/permission that may be required from SEBI, Government of India including FIPB, Reserve Bank of India or of any other authorities and subject to such terms, conditions, alterations, corrections, changes if any as may be prescribed by any or more or all of them while granting such approval/sanction/consent/permissions, consent of the Company be and is hereby accorded to create, offer, issue and allot upto 2197500 (Twenty One Lakh Ninety Seven Thousand Five Hundred) Equity Shares of Rs.10/- each at par on a preferential basis to the Strategic Investors as set out herein below, for cash on such terms and conditions as may be decided and deemed appropriate by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any duly authorized Committee thereof).

SL No	Name of the proposed Allottees	Number of Equity Shares	Value (Rs)
1.	Cimelia E-Waste Recycling Pvt Ltd	10,00,000	1,00,00,000/-
2	Kalisp Realty Private Limited	4,00,000	40,00,000/-
3.	LPP Developers Private Limited	4,00,000	40,00,000/-
4.	E N Veeranna	50,000	5,00,000/-
5	Asha Maiya	5,250	52,500/-
6	Kiran Soni	5,250	52,500/-
6	Shailendra Kumar Suman	21,000	2,10,000/-
7	Mythili Kannan	3,16,000	31,60,000/-
		2197500	21975000/-

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RESOLVED FURTHER THAT the "Relevant Date" in relation to the issue of Equity Shares in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 would be 30.11.2009 being 30 days prior to the date of passing of this resolution.

RESOLVED FURTHER THAT the issue of Equity Shares as above shall be subject to the following terms and conditions:

- a The said issue of Equity Shares are for cash.
- b The number of Shares and the price per Share shall be appropriately adjusted, subject to the Companies Act, 1956 and SEBI Guidelines for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of a division or any such capital or corporate restructuring.
- c The Shares to be allotted on Preferential basis shall be subject to lock in as applicable under SEBI Guidelines in this behalf.

RESOLVED FURTHER THAT the Board be and is hereby authorized in its entire discretion to decide to proceed with the issue of the Equity Shares, to finalize the list of allottees, including the size and relative components of the same, and for the purpose of giving effect to this issue or allotment of Shares, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including but without limitation, appointment of consultants, solicitors, merchant bankers or any other agencies as may be required and entering into arrangements for listing, trading, depository services and such other arrangements and agreements, as may be necessary and also to seek listing of the Equity Shares representing the same in any Stock Exchange (s) with power on behalf of the Company, to settle any questions, difficulties or doubts that may arise in regard to any such issue, offer or allotment of Equity Shares and in complying with any Regulations, as it may in its absolute discretion deem fit, without being required to seek any further clarification, consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution

RESOLVED FURTHER THAT the Board of Directors be authorized to deal with any issue arising out of the proposed issue in the best interest of the Company".

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or Officer(s) of the Company to give effect to this resolution."

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RESOLUTION- 15

“RESOLVED THAT pursuant to the provisions of Section 81(IA) and other applicable provisions if any, of the Companies Act, 1956, relevant guidelines of the Securities and Exchange Board of India (SEBI), Listing Agreement entered into, with the Stock Exchanges, Foreign Exchange Management Act,2000 or any other applicable law/rules/regulations, sanctions and the Memorandum and Articles of Association of the Company and subject to the approval/consent/permission that may be required from SEBI, Government of India including FIPB, Reserve Bank of India or of any other authorities and subject to such terms, conditions, alterations, corrections, changes if any as may be prescribed by any or more or all of them while granting such approval/sanction/consent/permissions, consent of the Company be and is hereby accorded to create, offer, issue and allot upto 15,00,000 Share Warrants on a preferential basis to the Promoters, as set out herein below, each Share Warrant convertible into one Equity Share of the Company of Nominal Value of Rs.10/- each at par, for cash, so that the total number of Equity Shares to be issued by the Company upon conversion of the Share Warrants does not exceed 15,00,000 Equity Shares, on such terms and conditions as may be decided and deemed appropriate by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any duly authorized Committee thereof).

SL No	Name of the proposed Allottees	Number of Warrants exceeding	Value of (Rs) 10/ Per Warrant (Rs) 2.50 Payable)
1.	V Ranganathan	3,00,000	7,50,000
2	Gururaja K Upadhya	3,00,000	7,50,000
3	P Vishwamurthy	3,00,000	7,50,000
4	P Bharath	3,00,000	7,50,000
5	Shridhar S Hegde	3,00,000	7,50,000

RESOLVED FURTHER THAT the “Relevant Date” in relation to the issue of Warrants in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 would be 30.11.2009 being 30 days prior to the date of passing of this resolution.

RESOLVED FURTHER THAT the issue of Warrants as above shall be subject to the following terms and conditions:

a. The Share Warrants shall be convertible (at the sole option of the Warrant Holders) at any time within a period of eighteen months from the date of allotment.

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b. Each Share Warrant shall be convertible into one Equity Share of nominal value of Rs.10/- each of the Company.

c. The Share Warrant holder(s) shall, on the date of allotment of Share Warrants, pay upfront an amount equivalent to 25% of the total consideration per Share Warrant i.e. Rs. 2.50 per Warrant, each Warrant price being Rs. 10/-.

d. The Share Warrant holder(s) shall, before the date of conversion of the Warrants into Equity Shares, pay the balance 75% i.e. Rs. 7.50 per Share Warrant, towards the consideration for the subscription to each Equity Share.

e. The number of Share Warrants/Shares and the price per Share Warrant/Shares shall be appropriately adjusted, subject to the Companies Act, 1956 and SEBI Guidelines for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of a division or any such capital or corporate restructuring.

f. The Share Warrants / Shares to be allotted on preferential basis shall be subject to lock in for a period of three (3) years as applicable under SEBI Guidelines in this behalf.

g. In the event of any of the Share Warrant Holders not subscribing to all or any of the Equity Shares relating to Share Warrants within the stipulated period viz. eighteen months from the date of allotment of the Share Warrants, the Board shall in its absolute discretion, offer such Shares to any other person(s) subject to the prevailing guidelines and in case such offer is declined by such person(s) or the Equity Shares are not subscribed to, within the stipulated period, such Shares shall lapse.

RESOLVED FURTHER THAT the Company shall ensure that whilst any Share Warrants remain exercisable, it will at all times keep available and reserved such part of its authorized but unissued Share Capital as would enable all outstanding Warrants to be satisfied in full.

RESOLVED FURTHER THAT the Board be and is hereby authorized in its entire discretion to decide to proceed with the issue of the Share Warrants, to finalize the list of allottees, including the size and relative components of the same, and for the purpose of giving effect to this issue or allotment of Share Warrants or Shares, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including but without limitation, appointment of consultants, solicitors, merchant bankers or any other agencies as may be required and entering into arrangements for listing, trading, depository services and such other arrangements and agreements, as may be necessary

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and also to seek listing of the Equity Shares representing the same in any Stock

Exchange(s) with power on behalf of the Company, to settle any questions, difficulties or doubts that may arise in regard to any such issue, offer or allotment of Warrants/Equity Shares and in complying with any Regulations, as it may in its absolute discretion deem fit, without being required to seek any further clarification, consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of the Share Warrants and that the said Equity Shares shall rank in all respects *pari passu* with the existing Equity Shares of the Company including payment of dividend.

RESOLVED FURTHER THAT the Board of Directors be authorized to deal with any issue arising out of the proposed issue including powers to dispose off the Warrants not exercised in any manner whatsoever and powers to refund the application monies on account of the unexercised Warrants to the Warrant holders in cases of exigencies and if the same be in the best interest of the Company.

RESOLVED FURTHER that the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or Officer(s) of the Company to give effect to this resolution."

RESOLUTION- 16

"RESOLVED THAT pursuant to the provisions of Section 81(IA) and other applicable provisions if any, of the Companies Act, 1956, relevant guidelines of the Securities and Exchange Board of India (SEBI), Listing Agreement entered into, with the Stock Exchanges, Foreign Exchange Management Act, 2000 or any other applicable law/rules/regulations, sanctions and the Memorandum and Articles of Association of the Company and subject to the approval/consent/permission that may be required from SEBI, Government of India including FIPB, Reserve Bank of India or of any other authorities and subject to such terms, conditions, alterations, corrections, changes if any as may be prescribed by any or more or all of them while granting such approval/sanction/consent/permissions, consent of the Company be and is hereby accorded to create, offer, issue and allot upto 9255000 Share Warrants on a preferential basis to the Strategic Investors, as set out herein below, each Share Warrant convertible into one Equity Share of the Company of Nominal Value of Rs.10/- each at par, for cash, so that the total number of Equity Shares to be issued by the Company upon conversion of the Share Warrants does not exceed 9255000 Equity Shares, on such terms and conditions as may be

For CEREBRA INTEGRATED TECHNOLOGIES LTD.


DIRECTOR

decided and deemed appropriate by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any duly authorized Committee thereof).

SL No	Name of the proposed Allottees	Number of Warrants not exceeding	Value of (Rs) 10/ Per Warrant (Rs 2.50 Payable)
1.	Aarrkays Energy Systems Private Limited	2100000	5250000
2	Damaynti Agarwal	42000	105000
3	C Lakshmi	52500	131250
4	Aadeesh Nahar	168000	420000
5	Agrahar Securites Pvt. Ltd.,	105000	262500
6	Vijayakrishna K T	262500	656250
7	Europlus Capital Limited	1500000	3750000
8	kalisp Realty Private Limited	2500000	6250000
9	LPP Developers Private Limited	2500000	6250000
10	Shameem Jan	25000	62500
		9255000	23137500

RESOLVED FURTHER THAT the "Relevant Date" in relation to the issue of Warrants in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 would be 30.11.2009 being 30 days prior to the date of passing of this resolution.

RESOLVED FURTHER THAT the issue of Warrants as above shall be subject to the following terms and conditions:

a. The Share Warrants shall be convertible (at the sole option of the Warrant

Holder) at any time within a period of eighteen months from the date of allotment.

b. Each Share Warrant shall be convertible into one Equity Share of nominal value of Rs.10/- each of the Company.

c. The Share Warrant holder(s) shall, on the date of allotment of Share Warrants, pay upfront an amount equivalent to 25% of the total consideration per Share Warrant i.e. Rs. 2.50 per Warrant, each Warrant price being Rs. 10/-.

d. The Share Warrant holder(s) shall, before the date of conversion of the Warrants into Equity Shares, pay the balance 75% i.e. Rs. 7.50 per Share Warrant, towards the consideration for the subscription to each Equity Share.

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e. The number of Share Warrants/Shares and the price per Share Warrant/Shares shall be appropriately adjusted, subject to the Companies Act, 1956 and SEBI Guidelines for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of a division or any such capital or corporate restructuring.

f. The Share Warrants / Shares to be allotted on preferential basis shall be subject to lock in for a period of three (3) years as applicable under SEBI Guidelines in this behalf.

g. In the event of any of the Share Warrant Holders not subscribing to all or any of the Equity Shares relating to Share Warrants within the stipulated period viz. eighteen months from the date of allotment of the Share Warrants, the Board shall in its absolute discretion, offer such Shares to any other person(s) subject to the prevailing guidelines and in case such offer is declined by such person(s) or the Equity Shares are not subscribed to, within the stipulated period, such Shares shall lapse.

RESOLVED FURTHER THAT the Company shall ensure that whilst any Share Warrants remain exercisable, it will at all times keep available and reserved such part of its authorized but unissued Share Capital as would enable all outstanding Warrants to be satisfied in full.

RESOLVED FURTHER THAT the Board be and is hereby authorized in its entire discretion to decide to proceed with the issue of the Share Warrants, to finalize the list of allottees, including the size and relative components of the same, and for the purpose of giving effect to this issue or allotment of Share Warrants or Shares, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including but without limitation, appointment of consultants, solicitors, merchant bankers or any other agencies as may be required and entering into arrangements for listing, trading, depository services and such other arrangements and agreements, as may be necessary and also to seek listing of the Equity Shares representing the same in any Stock Exchange(s) with power on behalf of the Company, to settle any questions, difficulties or doubts that may arise in regard to any such issue, offer or allotment of Warrants/Equity Shares and in complying with any Regulations, as it may in its absolute discretion deem fit, without being required to seek any further clarification, consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and

For CEREBRA INTEGRATED TECHNOLOGIES LTD.


DIRECTOR

allotted upon conversion of the Share Warrants and that the said Equity Shares shall rank in all respects *pari passu* with the existing Equity Shares of the Company including payment of dividend.

RESOLVED FURTHER THAT the Board of Directors be authorized to deal with any issue arising out of the proposed issue including powers to dispose off the Warrants not exercised in any manner whatsoever and powers to refund the application monies on account of the unexercised Warrants to the Warrant holders in cases of exigencies and if the same be in the best interest of the Company.

RESOLVED FURTHER that the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or Officer(s) of the Company to give effect to this resolution."

Certified true Copy

For Cerebra Integrated Technologies Limited



Director

For CEREBRA INTEGRATED TECHNOLOGIES LTD.



DIRECTOR