

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March, 2019

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i. CIN: L85110KA1993PLC015091
- ii. Registration Date: 31st December, 1993
- iii. Name of the Company: Cerebra Integrated Technologies Limited
- iv. Category/Sub-Category of the Company: Company Limited by shares and Indian Non Government Company
- v. Address of the Registered Office and contact details:

Registered Office Address: S5, Off 3rd Cross, Peenya Industrial Area
Peenya I Stage, Bangalore-560 058

Tel.: 080-22046969

Fax.: 080-22046980

Email: investors@cerebracomputers.com

Website: www.cerebracomputers.com

- vi. Whether Listed Company: Yes
- vii. Name, Address and Contact details of Registrar and Share Transfer Agent:

Registrars: Karvy Fintech Private Limited
Karvy Selenium Tower B, Plot number 31 & 32
Financial District, Nanakramguda, Serilingampally Mandal
Hyderabad-500 032, India
Tel.: 91 40-67161564
Fax.: 91 40-23420814
Email: laxmi.rajyam@karvy.com
Website: www.karvycomputershare.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the Company
1	Hardware including trading of Refurbished computer accessories	46511/12	70
2	E Waste Recycling	38300	19
3	Electronics Manufacturing Services, PCB assembly	26104	5
4	Computer consultancy and computer facilities management activities	62020	5

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Cerebra LPO India Limited	U72200KA2008PLC047597	Subsidiary Company	70	2(87)(ii)
2	Cerebra Middle East FZCO, Dubai, UAE	Foreign Company	Subsidiary Company	86.5	2(87)(ii)

Annual Report 2018-2019

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the financial year				% Change During the financial year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
A. Promoters									
(1) Indian									
a) Individual / HUF	7318291	0	7318291	6.08	6792805	800000	7592805	6.27	0.19
b) Central Govt/State Govt (s)	-	-	-	-	-	-	-	-	-
c) Banks / FI	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1)	7318291	0	7318291	6.08	6792805	800000	7592805	6.27	0.19
2) Foreign	-	-	-	-	-	-	-	-	-
a) NRIs Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (2)	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	7318291	0	7318291	6.08	6792805	800000	7592805	6.27	0.19
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	1135656	0	1135656	0.94	1800715	0	1800715	1.49	0.54
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FLLs/FPI	4700000	0	4700000	3.90	4699000	0	4699000	3.88	-0.03
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	0
i) Others (specify)	-	-	-	-	-	-	-	-	0
Sub-total (B)(1)	5835656	0	5835656	4.85	6499715	0	6499715	5.36	0.52
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	3498702	0	3498702	29.06	34743802	0	34743802	28.67	-0.39
ii) Overseas	22170571	6900000	29070571	24.15	14200000	6900000	21100000	17.41	-6.74
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	9921446	284424	10205870	8.48	11179739	270024	11449763	9.45	0.97
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	31223496	36200	31259696	25.97	38457262	-	38457262	31.73	5.77
c) Others (specify) NRI	431398	0	431398	0.36	1041658	0	1041658	0.86	0.50
Clearing Members NBFC Registered with RBI	0	0	0	0	0	0	0	0.03	0.03
Sub-total (B)(2)	100011911	7220624	107232535	89.07	99923938	7170024	107093962	88.37	-0.70
Total Public Shareholding (B)=(B)(1)+(B)(2)	105847567	7220624	113068191	93.92	106423653	7170024	113593677	93.73	-0.19
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	113165858	7220624	120386482	100.00	113216458	7970024	121186482	100.00	

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
	Messrs							
1.	Mr. V Ranganathan	2711152	2.25	0	2185666	2.25	0	0.13
2	Mr. P Vishwamurthy	998130	0.83	0	991830	0.83	0	0.01
3	Mr. Shridhar S Hegde	2588307	2.15	0	2688307	2.22	0	0.07
4.	Mr. Phalanetra Bharath	1010702	0.84	0	1010702	0.84	0	0.01
5.	Ms. Preethi Bharath	10000	0.01	0	10000	0.01	0	0.01
	Total	7318291	6.08	0	7318291	6.08	0	0.19

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.	Messers	Shareholding at the beginning of the financial year		Cumulative Shareholding during the financial year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	At the beginning of the year	7308291	6.07	7592805	6.27
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus /sweat equity etc.) Allotment on conversion of warrants			283884	
	At the end of the year	7308291	6.07	7592805	6.27

Sl. No.	Mr. Shridhar S Hegde	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	At the beginning of the year	2588307	2.15	2688307	2.22
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus / sweat equity etc.)			Allotment upon conversion of Warrants	
	At the end of the year	2588307	2.15	2688307	2.22

Sl. No.	Mr. V Ranganathan	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	At the beginning of the year	2711152	2.25	2885666	2.38
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus / sweat equity etc.)			Allotment upon conversion of Warrants	
	At the end of the year	2711152	2.25	2885666	2.38

Annual Report 2018-2019

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Top 10 Shareholders (*) (Messrs)	Shareholding at the beginning of the year i.e. 1 st April, 2018		Cumulative Shareholding at the end of the year i.e. 31 st March, 2019	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	Kuber Global Fund	11900000	9.88%	11900000	9.82%
2	Manish Lakhi	1923720	1.60%	9423720	7.78%
3	SSJ Finance & Securities Pvt. Ltd	5198627	4.32%	4453565	3.67%
4	Scenic Overseas(S) Pte Ltd. Singapore	3600000	2.99%	3600000	2.97%
5	Silver Stallion Limited	4700000	3.90%	3355000	2.77%
6	Leytron Technology Pte.Ltd. Singapore	3300000	2.74%	3300000	2.72%
7	LPP Developers Private Limited	2700000	2.24%	2700000	2.23%
8	Niraj Rajnikant Shah	1995114	1.66%	2556818	2.11%
9	Cimelia Resource Recovery Pte Ltd	2300000	1.91%	2300000	1.90%
10	Pushkar Banijya Limited	2239006	1.86%	2239006	1.85%
11	DhanlaxmiJaswantra Mehta	200000	0.17%	1599348	1.32%

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For each of the Directors and KMP	Shareholding at the beginning of the financial year		Cumulative Shareholding during the financial year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	At the beginning of the year	6272517	5.78	6307589	5.24
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus/ sweat equity etc) At the end of the year	Purchase from the open market 6272517	5.78	6307589	5.24

V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	636542	4800000	0	5436542
ii) Interest due but not paid	0	22133	0	22133
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	636542	4822133	0	5458675
Change in Indebtedness during the financial year				
Addition	648488	0	0	648488
Reduction	0	4800000	0	4800000
Net Change	648488	-4800000	0	4151512
Indebtedness at the end of the financial year				
i) Principal Amount	1285030	0	0	1285030
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	1285030	0	0	1285030

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

In Rs.

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
		Mr. V Ranganathan	Mr. Shridhar S Hegde	Mr. P Vishwamurthy	
1	1. Gross salary a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961 b) Value of perquisites u/s 17(2) Income Tax Act, 1961 c) Profits in lieu of salary u/s 17(3) Income Tax Act, 1961	24,00,000 1,15,200 0	24,00,000 1,15,200 0	24,00,000 1,15,200 0	72,00,000 3,45,600 0
2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission as % of profit - others, specify...	0 0	0 0	0 0	0 0
5	Others, please specify	0	0	0	0
	Total (A)	25,15,200	25,15,200	25,15,200	75,45,600
	Ceiling as per the Act	-	-	-	-

B. Remuneration to other Directors:

Not Applicable

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

In Rs.

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Company Secretary		
1	1. Gross Salary a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961 b) Value of perquisites u/s 17(2) Income Tax Act, 1961 c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Mrs. Nutan Spidagar 380664 18264 0		380664 18264 0
2	Stock Option	0		0
3	Sweat Equity	0		0
4	Commission - as % of profit - others, specify	0 0 0		0 0 0
5	Others, please specify	0		0
	Total	398928		398928

Annual Report 2018-2019

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made if any (give Details)
A. COMPANY					
	Penalty Punishment Compounding		None		
B. DIRECTORS					
	Penalty Punishment Compounding		None		
C. OTHER OFFICERS IN DEFAULT					
	Penalty Punishment Compounding		None		

For and on behalf of Cerebra Integrated Technologies Limited

Place : Bangalore
Date : 30th May, 2019

V Ranganathan
Managing Director
DIN: 01247305
Address:Brindavan 90,
3rd Cross, Sri Venkateshwara Krupa
Layout West of Chord Road,
Bangalore-560 079

Shridhar S Hegde
Whole Time Director
DIN: 01247342
Address:156-A, 36th Cross
2nd Block, Rajajinagar
Bangalore-560 010