

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, 2019**

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, 2019 ("1st April, 2018 to 31st March, 2019") 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 there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the Circulars/Guidelines issued there under, 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 there under;

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 Practicing Company Secretary
1	Regulation 17(1) of the SEBI (LODR) Regulations, 2015 - (b) where the chairperson of the Board of Directors is a non-executive director, at least one-third of the board of directors shall comprise of independent directors and where the listed entity does not have a regular non-executive chairperson, at least half of the board of directors shall comprise of independent directors: Provided that where the regular non-executive chairperson is a promoter of the listed entity or is related to any promoter or person occupying management positions at the level of board of director or at one level below the board of directors, at least	Listed entity has appointed regular Non-Executive Director as Chairman on 10 th November, 2018. Until 10 th November, 2018, at least half of the Board of Directors shall comprise of Independent	Listed entity was in non compliance of regulation 17(1) (b) of the SEBI (LODR) Regulations, 2015 and the listed entity had paid penalty to both BSE & NSE for the above mentioned non compliances as per directions. Mr. T. S. Suresh Kumar, Independent Director of the Company has been disqualified to act as Director by the Registrar of Companies under Section 164(2) of the Companies Act, 2013. In

<p>half of the board of directors of the listed entity shall consist of independent directors.</p>	<p>Directors.</p>	<p>such a situation, if Mr. T. S. Suresh Kumar was disqualified to act as Director under the said Section 164, his Office as Director shall become vacant under Section 167(1) of the Companies Act, 2013. If the Office of Director of Mr. T. S. Suresh Kumar became vacant as above, office of Independent Director shall also deem to be vacated.</p> <p>As per the information and clarifications provided before me, Mr. T. S. Suresh Kumar resigned from the Office of Director on 27th May, 2019 when he notified the listed entity which was accepted; due notifications were made to BSE and NSE by the listed entity. He also made representation before the listed entity that his disqualification was due to technical error and he is taking steps to rectify the error.</p>
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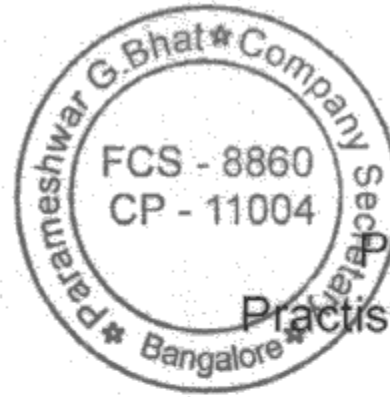
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued there under insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its Promoters/Directors/Material 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 there under:

Sl. No	Action taken by	Details of violation	Details of action taken ex. Fines, warning letter, debarment etc....	Observations/Remarks of the Practicing Company Secretary, if any
1	BSE & NSE	Non compliance under Regulation 17(1), 18(1), 19(1) and (2), 20(2), 21(2) and 27(2)	BSE & NSE- each had levied a fine of Rs. 2,00,000/- plus GST.	As per the records placed, the Listed entity has appointed the non-executive Independent Director as Chairman with effect from 10 th November, 2018.

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports - NA

Place: Bengaluru
Date: 30th May, 2019



Parameshwar G. Bhat
Parameshwar G. Bhat
Practising Company Secretary

FCS: 8860
CP: 11004