

**CEREBRA INTEGRATED TECHNOLOGIES LIMITED**  
**CIN: L85110KA1993PLC015091**  
**Regd. Off.: #S-5, off 3<sup>rd</sup> Cross, I Stage, Peenya Industrial Area**  
**Bangalore - 560 058**  
**Telephone: 1800-425-46969 Email: info@cerebracomputers.com**  
**Website: www.cerebracomputers.com**

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**POSTAL BALLOT NOTICE**

**NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013**

To  
The Shareholders  
Cerebra Integrated Technologies Limited  
Bangalore

Notice is hereby given pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (the "Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standards 2 ("SS-2") and other applicable laws and regulations (including any statutory modification(s) and/or re-enactment thereof for the time being in force), to the Equity Shareholders ("the Shareholders") of Cerebra Integrated Technologies Limited ("the Company"), to consider and if thought fit, pass the Resolutions noted herein below by way of Postal Ballot through electronic voting ("e-voting"). The Explanatory Statement pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed resolutions is appended below for consideration of the Shareholders.

Due to COVID-19 outbreak, the Ministry of Corporate Affairs, Government of India ("MCA") vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and General Circular No. 02/2021 dated 13<sup>th</sup> January, 2021 ("MCA Circulars") has prescribed the process for convening of extraordinary general meetings and passing of resolutions through postal ballot till 31<sup>st</sup> December, 2021. Pursuant to the said MCA Circulars, companies have been advised to adhere to the social distancing norms laid down by the Government of India and take all decisions which require the approval of the Shareholders, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act till 31<sup>st</sup> December, 2021 or till further orders, whichever is earlier. The MCA Circulars further provide that on account of difficulties faced by the companies in dispatch of physical postal ballot notice to the shareholders during the COVID-19 pandemic, the communication of assent / dissent of the members in the postal

ballot will take place only through e-voting. The requirements provided under Rule 20 of the Rules relating to e-voting shall be applicable *mutatis mutandis* for passing of resolutions through postal ballot.

This Notice is accordingly being issued in compliance with the said MCA Circulars. **This Notice will only be sent through email to all the Shareholders who have registered their email addresses with the Company or with depository / depository participants or with the Registrar and Share Transfer Agents and the physical Notice (along with postal ballot forms) and pre-paid business envelope through post will not be sent to the Shareholders for this Postal Ballot. The communication of assent / dissent of the Shareholders will take place only through the remote e-voting system.**

A Statement, pursuant to Section 102 of the Act, pertaining to the said Resolutions, setting out the material facts concerning the item and the reasons thereof is annexed hereto. The Notice will also be placed on the website of the Company at [www.cerebracomputers.com](http://www.cerebracomputers.com).

The Company is seeking your consent for the said proposals relating to further issuance of Securities as contained in the Special Businesses appended below.

The Company has engaged the services of KFin Technologies Private Limited (“KFin”) for facilitating e-voting in order to enable the Members to cast their votes electronically. You are requested to carefully read the instructions in this Postal Ballot Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than 5:00 P.M. IST on Sunday, 24<sup>th</sup> October, 2021, failing which it will be strictly considered that no reply has been received from the Member.

The Board of Directors, at its Meeting held on 17<sup>th</sup> September, 2021 has appointed Mr. Parameshwar G Bhat, Practising Company Secretary (C.P. No. 11004, Membership No. FCS: 8860), as the Scrutinizer for conducting the Postal Ballot/ e-voting process in a fair and transparent manner. Mr. Parameshwar G Bhat has consented to act as Scrutinizer for this Postal Ballot Process. After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman of the Company, or a person authorized by the Chairman. The result of the Postal Ballot will be announced on Tuesday, 26<sup>th</sup> October, 2021 and will be displayed at the Company's website <https://www.cerebracomputers.com/> besides communicating to the stock exchanges and depositories. The last date for receipt of votes vide e-voting i.e., Sunday, 24<sup>th</sup> October, 2021 shall be deemed to be the date of passing of the resolutions, if passed by requisite majority in accordance with Secretarial Standards-2 on General Meetings.

The Resolutions along with the Explanatory Statement setting out the material facts are as follows:

**SPECIAL BUSINESS:**

**1. To Increase in the Authorised Share Capital of the Company:**

To consider, and if thought fit, to pass, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 61(1)(a) and all the other applicable provisions, if any, of the Companies Act, 2013, the Authorized Share Capital of the Company be and is hereby increased from the existing Rs. Rs. 1,28,00,00,000/- (Rupees One Hundred and Twenty Eight Crores only) divided into 12,80,00,000 (Twelve Crores Eighty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each toRs. 1,53,00,00,000/- (Rupees One Hundred and Fifty Three Crores only) divided into 15,30,00,000 (Fifteen Crores Thirty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each by additionally creating 25,00,00,000 (Twenty Five Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT the Board of Directors/Company Secretary of the Company be and are hereby jointly/severally authorized to do, from time to time, all such acts, deeds and things as may be necessary to give effect to the above said Resolution."

**2. To alter the Memorandum of Association of the Company:**

To consider, and if thought fit, to pass, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 13(1) and 61 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and other applicable provisions of the Companies Act, 2013, the Memorandum of Association of the Company be and is hereby altered in the following manner:

a) By deleting the existing Clause 5<sup>th</sup>and by substituting the following new Clause 5<sup>th</sup>thereof as hereunder:

'5<sup>th</sup> The Authorized Share Capital of the Company is Rs. 1,53,00,00,000/- (Rupees One Hundred and Fifty Three Crores only) divided into 15,30,00,000 (Fifteen Crores Thirty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each.'

RESOLVED FURTHER THAT the Board of Directors/Company Secretary of the Company be and are hereby jointly/severally authorized to do, from time to time,

all such acts, deeds and things as may be necessary to give effect to the above said Resolution."

### **3. Issue of Warrants to Investors on preferential basis:**

To consider, and if thought fit, to pass, the following Resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Section 62(1)(c) and read with Section 42 and all other applicable provisions, if any, of the Companies Act, 2013, provisions of the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and Guidelines and other applicable provisions including any statutory modification(s) or re-enactment thereof, for the time being in force, the provisions of the Memorandum of Association and the Articles of Association of the Company, the relevant Guidelines for Preferential Issue as specified under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018(SEBI (ICDR) Regulations, 2018) and subsequent amendments thereof, any other Guidelines, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other SEBI Regulations, as may be applicable and subject to the consent/approval of any other authority / institution, if any, consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot up to 1,78,60,000 (One Crore Seventy Eight Lakhs and Sixty Thousand) Warrants convertible into Equity Shares on a preferential basis(hereinafter referred to as "Warrants") to the Investors as set out herein below with each Warrant convertible into one Equity Share of the Company of nominal value of Rs.10/- (Rupees Ten only) each fully paid-up for cash by way of preferential allotment ("Preferential Allotment") on such terms and conditions as set out in the Statement annexed to the notice and at a price not less than the price determined in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018:

<b>Sl. No.</b>	<b>Names of the Investors</b>	<b>No. of Warrants</b>
1.	Mr. Bharat Iyer	1,00,000
2.	Mr. Ketan Gada	1,50,000
3.	Mr. Nimish Parikh	1,00,000
4.	Mr. Mital Vishal Tolia	5,00,000
5.	Mr. Rajendra Choudhary	5,00,000
6.	Mr. Rahul Jain	5,00,000
7.	Mr. Ashok B Chedha	45,00,000
8.	Mr. Onkar Nath Agarwal	10,00,000
9.	Mr. Vipin Kumar Agarwal	2,00,000
10.	Ms. Saroj Agarwal	2,00,000
11.	Mr. Mridu Prakash	1,00,000

12.	Ms. Megha Prakash	1,00,000
13.	Mr. Gyanendra Kumar Agarwal	2,50,000
14.	Mr. Mithilesh Agarwal	2,50,000
15.	Mr. Raghav Agarwal	15,00,000
16.	Mr. Shalab Agarwal	5,00,000
17.	Mr. Shasank Agarwal	5,00,000
18.	Ms. Taru Agarwal	6,00,000
19.	Base Engineering LLP	10,00,000
20.	Ms. Sneha Bhandari	25,00,000
21.	Mr. Vikash Sat Prakash	1,00,000
22.	Mr. Dinesh Chordia	4,00,000
23.	Ms. Anita Gupta	5,00,000
24.	Mr. Brij Bhushan	5,10,000
25.	Mr. Anil Kumar Gupta	1,00,000
26.	Mr. Premal Shah	5,00,000
27.	Mr. Heetal Shah	5,00,000
28.	Ms. Neha Vaid	1,00,000
29.	Mr. Yogesh Samdari	1,00,000
	<b>Total</b>	<b>1,78,60,000</b>

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, 2018 would be Friday, 24<sup>th</sup> September, 2021, i.e., being 31 days prior to the last date of e-voting as the thirtieth day prior to the date on which the last date of e-voting falls on a week end.

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

1. The Warrants shall be convertible (at the sole option of the Warrant holders) at any time but within a period of 18 (Eighteen) months from the date of allotment of Warrants.
2. Each Warrant shall be convertible into one Equity Share of nominal value of Rs. 10/- (Rupees Ten only) each of the Company.
3. The Warrant holder(s) shall, on the date of allotment of Warrants, pay an amount equivalent to 25% of the Warrant Issue Price fixed per Warrant in terms of SEBI (ICDR) Regulations, 2018 which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of seeking conversion of the Warrants.

4. Warrants, being allotted to the proposed Warrant Holders shall be under lock-in for such period as may be prescribed under SEBI (ICDR) Regulations, 2018.
5. Warrants so allotted under this Resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in as provided under SEBI (ICDR) Regulations, 2018 except to the extent and in the manner permitted thereunder.
6. Warrants shall be issued and allotted by the Company only in dematerialized form.
7. The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the Bank Account of the respective Proposed Warrant Holder.
8. In the event the Warrant Holder(s) do not exercise Warrants within the within the stipulated period viz.,18 months from the date of allotment of the Warrants, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
9. The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants.
10. If the SEBI floor price for the preferential issue determined as per SEBI (ICDR) Regulations, 2018 exceeds the conversion price determined as on the date of this Notice, the Board is authorized to revise the conversion price in accordance with the floor price computed as on the Relevant Date.
11. The number of Warrants and the price per Warrant shall be appropriately adjusted, subject to the Companies Act, 2013 and SEBI Guidelines, for corporate actions such as bonus issue, right issue, stock split, merger, de-merger, transfer of undertaking, sale of division or any such Capital or corporate restructuring.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of aforesaid Warrants shall rank *pari- passu* in all respects including as to dividend, with the existing fully paid up Equity Shares of face value of Rs.10/- (Rupees Ten only) each of the Company and shall be subject to the

relevant provisions contained in the Memorandum of Association and the Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, Board/Committee(s) of the Board and the Company Secretary of the Company be and are hereby jointly/severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder, making applications to the Stock Exchanges, filing of requisite documents with the Registrar of Companies, Depositories and/ or such other Authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue of the said Warrants, including making an offer to the proposed Warrant Holders through Offer Letter, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the Shareholders.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred or contemplated in any of the foregoing Resolutions be and are hereby approved, ratified and confirmed in all respects.”

#### **4. Further issue of Equity Shares on preferential basis:**

To consider, and if thought fit, to pass, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62 (1) (c) and all other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for time being in force) and in accordance with the enabling provisions of Memorandum and Articles of Association of the Company and in accordance of the rules, regulations and guidelines of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended SEBI (ICDR) Regulations, 2018, SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other SEBI Regulations, as may be applicable and subject to the approval(s), consent(s), permission(s) and sanction(s) of any authorities, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed, if any of the appropriate authorities, institutions, as may be required and subject to such other conditions as may be prescribed by any of them while granting any such approval(s), consents(s), permission(s) and



sanction(s), which may be agreed to, by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee of Directors duly constituted or to be constituted thereof to exercise its powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to the Board to offer, issue and allot from time to time up to 62,50,000 (Sixty Two Lakhs and Fifty Thousand) Equity Shares of the Company of a face value of Rs. 10/- each on a preferential basis to the investors as mentioned below on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Meeting at a price not less than the price determined in accordance with SEBI (ICDR) Regulations, 2018(Issue price)and that the Company shall issue shares through offer letter and/ or such other documents/ writings or such other manner and on such terms and conditions as may be determined in accordance with the SEBI (ICDR) Regulations, 2018.

<b>Sl. No.</b>	<b>Names of the Investor</b>	<b>No. of Shares</b>
1.	Mr. Bharat Iyer	1,00,000
2.	Mr. Ketan Gada	25,000
3.	Mr. Nimish Parikh	25,000
4.	Mr. Ashok B Chedha	27,00,000
5.	Ms. Rekha Bhandari	25,00,000
6.	Mr.Jitendra Subash Kothari	50,000
7.	Mr.Subash Mangilal Kothari	50,000
8.	Hermes Global Fund	8,00,000
	<b>Total</b>	<b>62,50,000</b>

RESOLVED FURTHER THAT in accordance with the provisions of SEBI (ICDR) Regulations, 2018, the 'Relevant Date' for the purpose of calculating the price of Equity Shares to be issued in terms hereof shall be Friday, 24<sup>th</sup>September, 2021, being 31 days prior to the last date of e-voting as the thirtieth day prior to the date on which the last date of e-voting falls on a week end.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted shall be subject to lock-in as provided under the provisions of SEBI (ICDR) Regulations, 2018 and the Equity Shares so offered, issued and allotted shall rank *pari- passu* with the existing Equity Shares of the Company in all respects including payment of Dividend, if any.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorize to do all such acts, deeds, matters and things as it may needs absolute discretion deem necessary, desirable and expedient for such purpose including without limitations to issue



and allot Equity Shares and settle any question, difficulty or doubt that may arise from time to time in relation thereto.

RESOLVED FURTHER THAT the Board be and is hereby further authorized to delegate all or any of the powers herein conferred by this Resolution to any Director(s) or any Committee of Directors, as permitted under the law, to give effect to the aforesaid Resolution."

**By order of the Board  
For Cerebra Integrated Technologies Limited**

**Place: Bangalore  
Date: 22<sup>nd</sup> September, 2021**

**Maitri Chatterjee  
Company Secretary  
M. No. – A57375**

**Notes:**

1. A Statement pursuant to Section 102 of the Companies Act, 2013 read with rules framed thereunder, setting out the material facts and reasons for the proposed Resolutions is annexed hereto.
2. On account of threat posed by COVID-19 Pandemic and in terms of the MCA Circulars, the Company will send Postal Ballot Notice only by email to the Shareholders who have registered their email addresses with the Company or with depository / depository participants or the Registrar and Share Transfer Agents and the hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Shareholders for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members would take place through the e-voting system only. Therefore, those Shareholders who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below in e-voting Instructions.
3. In light of the MCA Circulars, the Shareholders who have not registered their email addresses and in consequence the e-voting notice could not be serviced, may temporarily get their email registered with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, by clicking the link: <https://ris.kfintech.com/clientservices/postalballot/>.

Post successful registration of the email, the shareholder would get soft copy of the Notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, shareholder may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or contact Mr. Rajeev Kumar of KFin Technologies Private Limited at 040-67161524 or at 1800 345 4001 (Toll Free).

4. It is clarified that for permanent registration of email address, the Shareholders are however requested to register their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032, India by following due procedure.
5. The Notice and Explanatory Statement with the requisite enclosures, has also been made available on the website of the Company <https://www.cerebracomputers.com/> and on the website of e-voting agency i.e. <https://evoting.kfintech.com> and on the website of BSE Limited and

National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, in the relevant sections.

6. The Notice is being sent to all the Shareholders electronically i.e. by email only as per the said MCA Circulars to those Members who have registered their email addresses with the Company/Depository(s) and whose name appear in the Register of Members/ Record of Depositories as on Friday, 17<sup>th</sup> September, 2021. A person, who is not a Shareholder, should treat this Postal Ballot Notice for information purpose only.
7. The e-voting rights of the Shareholders / beneficiary owners shall be reckoned on the shares held by them as on Friday, 17<sup>th</sup> September, 2021 being the Cut-off date for the purpose. The Shareholders of the Company holding shares either in dematerialised or in physical form, as on the Cut-off date, can cast their vote electronically. A person, who is not a Shareholder, as on the Cut-off date, should treat this Notice for information purposes only.
8. The voting rights for the Shares of the Company are one vote per equity share, registered in the name of the Shareholder. The voting rights of the Shareholders shall be in proportion to the percentage of paid-up share capital of the Company held by them.
9. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time & Secretarial Standards-2 issued by the Institute of Company Secretaries of India on General Meeting (SS-2), the Company is offering e-voting facility to enable the Members to cast their votes electronically.
- 10. Postal Ballot (E-Voting) commences on Saturday, 25<sup>th</sup> September, 2021 (09:00 AM IST) and ends on Sunday, 24<sup>th</sup> October, 2021(05:00 PM IST).**
11. A Shareholder cannot exercise his/her vote through proxy on postal ballot. However, corporate, and institutional shareholders shall be entitled to vote through their authorized representatives. Corporate and institutional members are requested to provide a proof of authorization (Board resolution/ authority letter/ power attorney, etc.) in favour of their authorised representatives to the Scrutinizer through e-mail to [parameshwar@vjkt.in](mailto:parameshwar@vjkt.in) with a copy marked to [evoting@kfiintech.com](mailto:evoting@kfiintech.com). Alternatively, the aforesaid documents can directly be uploaded on the e-voting portal of KFin Technologies Private Limited, while casting the vote.

12. Resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the members.
13. Instructions for voting through electronic means (e-voting):The Company has engaged the services of KFin Technologies Private Limited as the Authorized Agency to provide e-voting facility. The e-voting facility will be available during the following voting period:

<b>Commencement of e-voting</b>	<b>End of e-voting</b>
<b>Saturday, 25<sup>th</sup> September, 2021 (09:00 AM IST)</b>	<b>Sunday, 24<sup>th</sup> October, 2021(05:00 PM IST)</b>

**A) The procedure and instructions for e-voting are as follows:**

#### **PROCEDURE FOR REMOTE E-VOTING**

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFinTech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the **individual demat account holders**, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

- iv. The remote e-Voting period commences Saturday, 25<sup>th</sup> September, 2021 at 09:00 AM and ends on Sunday, 24<sup>th</sup> October, 2021 at 05:00 PM.
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@Kfintech.com](mailto:evoting@Kfintech.com). However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”
- viii. The details of the process and manner for remote e-Voting are explained herein below:

**Step 1** : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2** : Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

**Details on Step 1 are mentioned below:**

**I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p><b>1. User already registered for IDeAS facility:</b></p> <ul style="list-style-type: none"> <li>I. Visit URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</li> <li>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ul> <p><b>2. User not registered for IDeAS e-Services</b></p> <ul style="list-style-type: none"> <li>I. To register click on link : <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>II. Select “Register Online for IDeAS” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ul>

	<p>III. Proceed with completing the required fields.</p> <p>IV. Follow steps given in points 1</p> <p>.</p> <p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b></p> <p>I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech.</p> <p>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <p>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p><b>2. User not registered for Easi/Easiest</b></p> <p>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1</p> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <p>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e <b>KFintech</b> where the e- Voting is in progress.</p>
<p>Individual Shareholder login through their demat accounts / Website of Depository Participant</p>	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name ore-Voting service provider – <b>Kfintech</b> and you will be redirected to e-Voting website of <b>KFintech</b> for casting your vote during the remote e-Voting period without any further authentication.</p>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738</b> or <b>022-23058542-43</b>

**Details on Step 2 are mentioned below:**

**II) Login method for e-Voting for shareholders other than Individual’s shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 6323, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on “LOGIN”.
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.



vi. On successful login, the system will prompt you to select the “**EVEN**” i.e., ‘**6323 – CEREBRA INTEGRATED TECHNOLOGIES LIMITED- Postal Ballot**’ and click on “Submit”.

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on “Submit”.

xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id [parameshwar@vjkt.in](mailto:parameshwar@vjkt.in) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format “**CEREBRA INTEGRATED TECHNOLOGIES LIMITED \_6323.**”

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Postal Ballot Notice and e-voting instructions cannot be serviced, will have to follow the following process:

i. Members who have not registered their email address and in consequence the Postal Ballot Notice and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://karisma.kfintech.com/emailreg>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

ii Alternatively, member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN

copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Postal Ballot Notice the e-voting instructions.

iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

## **OTHER INSTRUCTIONS**

- I. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or call KFintech's toll free No. 1-800-3454-001 for any further clarifications.
  
- II. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 17<sup>th</sup> September, 2021, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
  
- III. In case a person has become a Member of the Company after dispatch of Postal Ballot Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
  - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+ Folio No. or DP ID Client ID to 9212993399
    1. Example for NSDL:
    2. MYEPWD <SPACE> IN12345612345678
    3. Example for CDSL:
    4. MYEPWD <SPACE> 1402345612345678
    5. Example for Physical:
    6. MYEPWD <SPACE> XXXX1234567890
  - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - iii. Members who may require any technical assistance or support before or during the period of E-voting for Postal Ballot are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com) .

- IV. The results of the electronic voting shall be declared to the Stock Exchanges on or before Tuesday, 26<sup>th</sup> October, 2021. The results along with the Scrutinizer's Report shall also be placed on the website of the Company.

**By order of the Board  
For Cerebra Integrated Technologies Limited**

**Place: Bangalore  
Date: 22<sup>nd</sup> September, 2021**

**Maitri Chatterjee  
Company Secretary  
M. No. – A57375**

**A STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item Nos. 1 and 2:**

**Increase in Authorized Share Capital and alteration of Memorandum of Association of the Company:**

It may be noted that your Company has been expanding its capacity at Narsapura additional facilities are being established. Newer customers of high repute are being added on relentlessly. Further, working capital needs to be augmented. All these will require additional funding at different points of time. After careful considerations, the Board has worked out the cash flows and accordingly has proposed to issue Equity Shares and Warrants convertible into Equity Shares.

Your Directors have therefore proposed to infuse more funds in to the Company from issue of Warrants convertible into Equity Shares to certain Investors on preferential basis. In order to enable issue of Equity Shares, it is proposed to increase the Authorized Share Capital of the Company and make the consequent alteration to the Capital Clause of the Memorandum of Association of the Company.

The expansion, diversification and implementation of new initiatives require constant deployment of funds. The Shareholders may be pleased to know that your Company's E-Waste Plant has been established near Bangalore.

In order to enable any issue of Equity Shares subject to careful reviews, it is proposed to increase the Authorized Share Capital of the Company from existing Rs. Rs. 1,28,00,00,000 (Rupees One Hundred and Twenty Eight Crores only) divided into 12,80,00,000 (Twelve Crores Eighty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 1,53,00,00,000 (Rupees Rupees One Hundred and Fifty Three Crores only) divided into 15,30,00,000 (Fifteen Crores Thirty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each by additionally creating 25,00,00,000 (Twenty Five Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each.

This would require increase of the Authorized Share Capital and the consequential alterations in the Memorandum of Association of your Company.

The Resolutions set out in the Notice are recommended for the approval of the Shareholders.

None of the Directors/Key Managerial Personnel is interested/ concerned financially or otherwise in the Resolutions except to the extent of their shareholding and any Shares/Warrants which may be allotted to them in the Company.

The Board of Directors recommends these Special Resolutions for your approval.

**Item No. 3:**

**Issue of Warrants to Investors on Preferential Basis:**

Your Company has been growing steadily and achieved a consolidated turnover of around Rs. 70 Crores during the financial year 2020-21. The Company has carefully worked out the need for expansion of the Company organically and after discussions and careful study, your Board has proposed to issue 1,78,60000 (One Crore Seventy Eight Lakhs and Sixty Thousand) Warrants to Investors.

The said proposal has been considered and approved by the Board in its Meeting held on 17<sup>th</sup>September, 2021.

The details of the issue and other particulars as required in terms of SEBI (ICDR) Regulations, 2018 and other applicable statutes in relation to the proposed Special Resolution are given hereunder:

**I. OBJECTS OF THE ISSUE:**

To part fund the expansion and diversification/modernization, new initiatives on expansion and to augment the working capital needs.

**II. TYPE AND NUMBER OF WARRANTS TO BE ISSUED:**

It is proposed to issue and allot in aggregate and upto 1,78,60000 (One Crore Seventy Eight Lakhs and Sixty Thousand) Warrants convertible into Equity Shares on a preferential basis to certain Investors with each Warrant convertible into one Equity Share of the Company of nominal value of Rs. 10/- (Rupees Ten only) each fully paid-up for cash and at a price not less than the price determined in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018.

**III. INTENTION OF PROMOTERS/DIRECTORS/KEY MANAGEMENT PERSONNEL OF THE ISSUER TO SUBSCRIBE TO THE OFFER:**

None of the Directors/Key Managerial Personnel is interested/concerned in the Resolutions except to the extent of their shareholding and further, 29 (Twenty Nine) Investors as mentioned below intend to subscribe up to 1,78,60000 (One Crore Seventy Eight Lakhs Sixty Thousand) Warrants convertible into Equity Shares as mentioned under Resolution No. 3.

<b>Sl. No.</b>	<b>Names of the Investors</b>	<b>No. of Warrants</b>
1.	Mr. Bharat Iyer	1,00,000
2.	Mr. Ketan Gada	1,50,000
3.	Mr. Nimish Parikh	1,00,000
4.	Mr. Mital Vishal Tolia	5,00,000
5.	Mr. Rajendra Choudhary	5,00,000
6.	Mr. Rahul Jain	5,00,000
7.	Mr. Ashok B Chedha	45,00,000
8.	Mr. Onkar Nath Agarwal	10,00,000
9.	Mr. Vipin Kumar Agarwal	2,00,000
10.	Ms. Saroj Agarwal	2,00,000
11.	Mr. Mridu Prakash	1,00,000
12.	Ms. Megha Prakash	1,00,000
13.	Mr. Gyanendra Kumar Agarwal	2,50,000
14.	Mr. Mithilesh Agarwal	2,50,000
15.	Mr. Raghav Agarwal	15,00,000
16.	Mr. Shalab Agarwal	5,00,000
17.	Mr. Shasank Agarwal	5,00,000
18.	Ms. Taru Agarwal	6,00,000
19.	Base Engineering LLP	10,00,000
20.	Ms. Sneha Bhandari	25,00,000
21.	Mr. Vikash Sat Prakash	1,00,000
22.	Mr. Dinesh Chordia	4,00,000
23.	Ms. Anita Gupta	5,00,000
24.	Mr. Brij Bhushan	5,10,000
25.	Mr. Anil Kumar Gupta	1,00,000
26.	Mr. Premal Shah	5,00,000
27.	Mr. Heetal Shah	5,00,000
28.	Ms. Neha Vaid	1,00,000
29.	Mr. Yogesh Samdari	1,00,000
	<b>Total</b>	<b>1,78,60,000</b>

**IV. SHAREHOLDING PATTERN BEFORE AND AFTER THE PROPOSED PREFERENTIAL ISSUE AND BASED ON THE SHAREHOLDING PATTERN AS ON 17<sup>TH</sup> SEPTEMBER, 2021 IS AS UNDER:**

Category Code	CATEGORY OF SHAREHOLDER	Pre issue capital		Post issue capital	
		NUMBER OF SHARES	%	NUMBER OF SHARES	%
<b>(A)</b>	<b>PROMOTERS HOLDING</b>				
(1)	<b>INDIAN</b>				
(a)	<b>Individual</b>	8603219	7.10	8603219	6.19
(b)	<b>Bodies Corporate</b>	0	0	0	
(c)	<b>Sub-Total</b>	<b>8603219</b>	<b>7.10</b>	<b>8603219</b>	<b>6.19</b>
(2)	Foreign Promoters	0	0	0	
	<b>Sub-Total (A)</b>	<b>8603219</b>	<b>7.10</b>	<b>8603219</b>	<b>6.19</b>
<b>(B)</b>	<b>NON PROMOTERS HOLDING</b>				
(1)	Institutional Investors	21182919	17.48	21182919	15.23
(2)	Non-Institution:				
	Individuals	68058266	56.16	84918266	61.07
	NBFCs registered with RBI	35920	0.03	35920	0.03
	Clearing Members	211493	0.17	211493	0.15
	Bodies Corporate	18692788	15.42	19692788	14.17
	Others (Including NRI's)	4401877	3.63	4401877	3.16
	<b>Sub-Total (B)</b>	<b>112583263</b>	<b>92.90</b>	<b>130443263</b>	<b>93.81</b>
	<b>Grand Total (A+B):</b>	<b>121186482</b>	<b>100</b>	<b>139046482</b>	<b>100</b>

The above shareholding pattern has been arrived on the assumption that the entire 1,78,60,000 Warrants proposed to be issued would be converted into Equity Shares.

**V. PROPOSED TIME LIMIT WITHIN WHICH THE PREFERENTIAL WARRANT ISSUE SHALL BE COMPLETED:**

The allotment of Warrants, pursuant to the Issue, shall be completed within a period of 15 (Fifteen) days from the date of approval of the Members to the



preferential issue (i.e., the last date of e-voting, Sunday, 24<sup>th</sup> October, 2021), provided that where the said allotment is pending on account of pendency of any application for approval/permission for such allotment by any regulatory authority, if applicable, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, Stock Exchange(s) or other concerned authorities.

**VI. IDENTITY OF THE NATURAL PERSONS WHO ARE ULTIMATE BENEFICIAL OWNERS OF THE SHARES PROPOSED TO BE ALLOTTED AND/OR WHO ULTIMATELY CONTROL THE PROPOSED ALLOTTEE:**

The details of the proposed allottee are as per the following table. No change in control or management is contemplated consequent to the proposed preferential issue of Warrants. However, voting rights will change in accordance with the shareholding pattern.

**Investors - Warrants:**

SI. No.	Name of the Allottees	Category	Pre Issue Holdings	% of Total Equity	Post Issue Holdings	% of Total Equity
1.	Mr. Bharat Iyer	Individual	Nil	0.00	1,00,000	0.07
2.	Mr. Ketan Gada	Individual	15,000	0.01	1,65,000	0.12
3.	Mr. Nimish Parikh	Individual	2,000	0.00	1,02,000	0.07
4.	Mr. Mital Vishal Tolia	Individual	Nil	0.00	5,00,000	0.36
5.	Mr. Rajendra Choudhary	Individual	Nil	0.00	5,00,000	0.36
6.	Mr. Rahul Jain	Individual	Nil	0.00	5,00,000	0.36
7.	Mr. Ashok B Chedha	Individual	5,04,000	0.42	50,04,000	3.60
8.	Mr. Onkar Nath Agrawal	Individual	4,00,000	0.33	14,00,000	1.01
9.	Mr. Vipin Kumar Agrawal	Individual	10,000	0.01	2,10,000	0.15
10.	Ms. Saroj Agarwal	Individual	4,00,000	0.33	6,00,000	0.43
11.	Mr. Mridu Prakash	Individual	Nil	0.00	1,00,000	0.07
12.	Ms. Megha	Individual	Nil	0.00	1,00,000	0.07

	Prakash					
13.	Mr. Gyanendra Kumar Agrawal	Individual	45,484	0.04	2,95,484	0.21
14.	Mr. Mithilesh Agarwal	Individual	4000	0.00	2,54,000	0.18
15.	Mr. Raghav Agarwal	Individual	Nil	0.00	15,00,000	1.08
16.	Mr. Shalab Agarwal	Individual	1,79,400	0.15	6,79,400	0.49
17.	Mr. Shasank Agarwal	Individual	2,11,400	0.17	7,11,400	0.51
18.	Ms. Taru Agarwal	Individual	46,200	0.04	6,46,200	0.46
19.	Base Engineering LLP	Body Corporate	Nil	0.00	10,00,000	0.72
20.	Ms. Sneha Bhandari	Individual	Nil	0.00	25,00,000	1.80
21.	Mr. Vikash Sat Prakash	Individual	Nil	0.00	1,00,000	0.07
22.	Mr. Dinesh Chordia	Individual	Nil	0.00	4,00,000	0.29
23.	Ms. Anita Gupta	Individual	Nil	0.00	5,00,000	0.36
24.	Mr. Brij Bhushan	Individual	Nil	0.00	5,10,000	0.37
25.	Mr. Anil Kumar Gupta	Individual	Nil	0.00	1,00,000	0.07
26.	Mr. Premal Shah	Individual	Nil	0.00	5,00,000	0.36
27.	Mr. Heetal Shah	Individual	4,450	0.00	5,04,450	0.36
28.	Ms. Neha Vaid	Individual	500	0.00	1,00,500	0.07
29.	Mr. Yogesh Samdari	Individual	Nil	0.00	1,00,000	0.07

The above shareholding has been arrived on the assumption that the entire 1,78,60,000 Warrants proposed to be issued would be converted into Equity Shares.

#### **VII. UNDERTAKING BY THE COMPANY:**

The Company hereby undertakes that:

- a. The Company is listed on BSE Limited and National Stock Exchange of India Limited and the Equity Shares of the Company are frequently traded in accordance with SEBI (ICDR) Regulations, 2018.
- b. The Company would re-compute the price of the securities specified above in terms of the provision of SEBI (ICDR) Regulations, 2018 where it is so required.
- c. If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations, 2018 the above Warrants shall continue to be locked-in till the time such amount is paid by the allottee.
- d. None of the Company, the Promoter or the Directors has been declared as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India or a fugitive economic offender.

#### **VIII. ISSUE PRICE:**

The Convertible Warrants in the Preferential Allotment shall be allotted at a price, determined in accordance with the relevant provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, considering the Relevant Date i.e., Friday, 24<sup>th</sup> September, 2021, being 31 days prior to the last date of e-voting as the thirtieth day prior to the date on which the last date of e-voting falls on a week end.

#### **IX. AUDITOR'S CERTIFICATE:**

A copy of the Certificate from the Statutory Auditors certifying that the proposed preferential issue of Warrants is being made in accordance with the requirements contained in SEBI (ICDR) Regulations, 2018, shall be available for inspection at the Registered Office of the Company during office hours on all working days, except Saturday/ Sunday and other holidays, between 10.00 A.M (IST) and 1:00 P.M. (IST) up to the last date for E-voting i.e., Sunday, 24<sup>th</sup> October, 2021.

#### **X. THE SHARES SHALL BE LOCKED-IN FOR SUCH PERIOD AS PRESCRIBED BY SEBI GUIDELINES:**

As per SEBI (ICDR) Regulations, 2018, the Shares allotted to the investors after the conversion of Warrants will be subjected to a lock-in period for 1(one) year from the date of trading approval.

## **XI. VALUATION FOR CONSIDERATION OTHER THAN CASH AND THE JUSTIFICATION FOR THE ALLOTMENT:**

Not applicable as the Shares are proposed to be allotted for consideration of cash.

Further, other disclosures in accordance with SEBI (ICDR) Regulations, 2018:

- a) All the Equity Shares held by the proposed allottee in the Company are in dematerialized form only.
- b) No person belonging to the Promoters/Promoter group have sold any Equity Shares of the Company during the 6 (Six) Months preceding the Relevant Date.
- c) Person belonging to Promoter(s) or the Promoter group had previously subscribed to Warrants of an issuer and failed to exercise the Warrants, However, the period of 1 (one) year has been lapsed from date of expiry of the tenure of the Warrants due to non-exercise of the option to convert and hence the Promoter(s) and Promoter group are now eligible to subscribe the Warrants.
- d) Valuation requirement is not applicable as the securities are proposed to be issued for cash consideration.
- e) The Company has not made any preferential allotment of Equity Shares during the last financial year.

The Board of Directors of the Company recommends passing of the Resolution as set out at Item No. 3 as a Special Resolution. The Board of Directors believes that the proposed preferential issue of Warrants is in the best interests of the Company and its Shareholders.

None of the Directors/Key Managerial Personnel or any relative of any of the other Directors/key managerial personnel of the Company are concerned or interested, financially or otherwise in the Resolution except to the extent of their shareholding and any Shares/Warrants which may be allotted to them in the Company.

### **Item No. - 4**

Your Company has been expanding its capacity at Narsapura and additional facilities are being established. Newer customers of high repute are being added on relentlessly. Further, working capital needs to be augmented. All these will require additional funding at different points of time. After careful considerations, the Board has worked out the cash flows and accordingly has proposed to issue Equity Shares and Warrants convertible into Equity Shares.

**Objects of the Issue:**

To part fund the expansion and diversification/modernization, new initiatives on expansion and to augment the working capital needs.

**SHAREHOLDING PATTERN BEFORE AND AFTER THE PROPOSED PREFERENTIAL ISSUE AND BASED ON THE SHAREHOLDING PATTERN AS ON 17<sup>TH</sup> SEPTEMBER, 2021 IS AS UNDER:**

Category Code	CATEGORY OF SHAREHOLDER	Pre issue capital		Post issue capital	
		NUMBER OF SHARES	%	NUMBER OF SHARES	%
<b>(A)</b>	<b>PROMOTERS HOLDING</b>				
(1)	<b>INDIAN</b>				
(a)	<b>Individual</b>	8603219	7.10	8603219	6.75
(b)	<b>Bodies Corporate</b>	0	0	0	0
(c)	<b>Sub-Total</b>	<b>8603219</b>	<b>7.10</b>	<b>8603219</b>	<b>6.75</b>
(2)	Foreign Promoters	0	0	0	0
	<b>Sub-Total (A)</b>	<b>8603219</b>	<b>7.10</b>	<b>8603219</b>	<b>6.75</b>
<b>(B)</b>	<b>NON-PROMOTERS HOLDING</b>				
(1)	Institutional Investors	21182919	17.48	21982919	17.25
(2)	Non-Institution:				
	Individuals	68058266	56.16	73508266	57.68
	NBFCs registered with RBI	35920	0.03	35920	0.03
	Clearing Members	211493	0.17	211493	0.17
	Bodies Corporate	18692788	15.42	18692788	14.67
	Others (Including NRI's)	4401877	3.63	4401877	3.45
	<b>Sub-Total (B)</b>	<b>112583263</b>	<b>92.90</b>	<b>118833263</b>	<b>93.25</b>
	<b>Total (A+B)</b>	<b>121186482</b>	<b>100</b>	<b>127436482</b>	<b>100</b>

**Proposed time limit within which the allotment shall be complete.**

Within 15 days from the date of passing of this Resolution or within 15 days from the date of receipt of approvals by any regulatory authority or Central

Government, whichever is later, as per SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.

**Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee, the percentage of post-preferential issued capital that may be held by the said allottee and change in control, if any, in the Company consequent to the preferential issue would be as follows:**

**Investors:**

Sl. No.	Name of the Allottee	Category	Pre Issue Holdings	% of Total Equity	Post Issue Holdings	% of Total Equity
1	Mr. Bharat Iyer	Individual	Nil	0.00	1,00,000	0.08
2	Mr. Ketan Gada	Individual	15,000	0.01	40,000	0.03
3	Mr. Nimish Parikh	Individual	2,000	0.00	27,000	0.02
4	Mr. Ashok B Chedha	Individual	5,04,000	0.42	32,04,000	2.51
5	Ms. Rekha Bhandari	Individual	Nil	0.00	25,00,000	1.96
6	Mr. Jitendra Subash Kothari	Individual	Nil	0.00	50,000	0.04
7	Mr. Subash Mangilal Kothari	Individual	Nil	0.00	50,000	0.04
8	Hermes Global Fund	Institutions	Nil	0.00	8,00,000	0.63

Note: The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment.

**Issue Price:**

The Shares allotted in the Preferential Allotment shall be allotted at a price, determined in accordance with the relevant provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, considering the Relevant Date i.e.,

Friday, 24<sup>th</sup> September, 2021, being 31 days prior to the last date of e-voting as the thirtieth day prior to the date on which the last date of e-voting falls on a week end.

**Re-computation of Price:**

The Company shall re-compute the price of the securities in terms of provisions of the SEBI (ICDR) Regulations, 2018 where it is required to do so and the amount payable on account of the re-computation of price if not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018 the securities shall continue to be locked-in till the time such amount is paid by the allottee.

**Auditor's Certificate:**

A copy of the Certificate from the Statutory Auditors certifying that the proposed preferential issue of Warrants is being made in accordance with the requirements contained in SEBI (ICDR) Regulations, 2018, shall be available for inspection at the Registered Office of the Company during office hours on all working days, except Saturday/ Sunday and other holidays, between 10.00 A.M (IST) and 1:00 P.M. (IST) up to the last date for E-voting i.e., Sunday, 24<sup>th</sup> October, 2021.

**The shares shall be locked-in for such period as prescribed by SEBI Guidelines.**

As per SEBI (ICDR) Regulations, 2018, the Equity Shares allotted on preferential basis to persons other than promoter and promoter group shall be locked in for a period of one year from the date of trading approval issued by the Stock Exchanges.

Further, the Valuation Report for the price determined in accordance with SEBI (ICDR) Regulations, 2018 is available for inspection of the Shareholders.

The Special Resolution set out in the Notice is recommended for the approval of the Shareholders.

None of the Directors/ Key Managerial Personnel is interested/ concerned in the Resolutions no. 4 except to the extent of their shareholding.

The Board of Directors recommends this Special Resolution no. 4 for your approval.



**By order of the Board  
For Cerebra Integrated Technologies Limited**

**Place: Bangalore  
Date: 22<sup>nd</sup> September, 2021**

**Maitri Chatterjee  
Company Secretary  
M. No. – A57375**