

REGD. OFFICE:

S5 Off 3rd Cross Peenya Industrial Area
Peenya 1st Stage , Bengaluru – 560 058.

Tel : +91-1800-425-46969

Fax : +91-97409-11799

Web : www.cerebracomputers.com

E-mail : info@cerebracomputers.com

CIN: L85110KA1993PLC015091

To
The Board of Directors
Cerebra Integrated Technologies Limited
Bangalore

19th December, 2023

1. Mr. Uttam Prakash Agarwal
2. Mr. V Ranganathan
3. Mr. P. Vishwamurthy
4. Mr. S. Gopalakrishnan
5. Mr. Satish Chandra
6. Mr. Madan B. Gosavi
7. Ms. Namrata Sharma

Dear Sirs/Madam,

This is to inform you that the 7th Meeting of FY 2023-24 of the Board of Directors of Cerebra Integrated Technologies Limited will be held as per details below:

Time : 05.15 PM

Date : Wednesday, 27th December, 2023

Venue : # S5, Off 3rd Cross,
Peenya Industrial Area, 1st Stage
Bangalore-560 058

The Meeting will be convened through Video Conference (VC) or Other Audio-Visual Means (OAVM) as per the provisions of the Companies Act, 2013 and Rules made there under, as amended from time to time.

Agenda for the Meeting is as follows:

Sl. No.	Particulars
1.	To grant Leave of absence to Directors, if any
2.	To take note of the Minutes of the previous Board Meeting held on 6 th November, 2023 and to review actions taken, if any

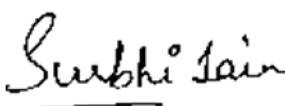
3.	To take note of the Minutes of previous Meeting of the Audit Committee Meeting held on 6 th November, 2023.
4.	To take note of the Minutes of previous Meeting of the Nomination and Remuneration Committee Meeting held on 6 th November, 2023.
5.	To take note of the Minutes of previous Meeting of the Stakeholders' Relationship Committee Meeting held on 6 th November, 2023.
6.	To consider the re-appointment of Mr. V Ranganathan (holding DIN: 01247305), as Managing Director of the Company
7.	To consider the re-appointment of Mr. P. Vishwamurthy (holding DIN: 01247336) as Whole Time Director of the Company
8.	To take note the notices received from BSE Limited and National Stock Exchange of India Limited
9.	To consider any other business with the permission of the chair and consent of majority of the Directors present

Please make yourselves convenient to attend the Meeting.

Thanking you

Yours truly

For Cerebra Integrated Technologies Limited



Surbhi Jain

Company Secretary

M. No. A58109

E-mail id:cs@cerebracomputers.com

NOTES ON AGENDA

ITEM NO. 1:

LEAVE OF ABSENCE, IF ANY	NOTES
The Board may consider granting leave of absence to those Directors, who express their inability to attend the Meeting.	

ITEM NO. 2:

TO TAKE NOTE OF THE MINUTES OF THE PREVIOUS BOARD MEETING HELD ON 6TH NOVEMBER, 2023 AND TO REVIEW ACTIONS TAKEN, IF ANY	NOTES								
<p>Minutes of the previous Board Meeting held on 6th November, 2023 will be tabled. The same is for noting.</p> <p>The Board is requested to take note of the below action taken report:</p> <table border="1" style="width: 100%;"><thead><tr><th style="text-align: center;">Item</th><th style="text-align: center;">Status</th></tr></thead><tbody><tr><td>Filing of Un-audited results with the stock exchanges</td><td>Done.</td></tr><tr><td>Appointment of Ms. Surbhi Jain as Company Secretary and Compliance Officer of the Company</td><td>Requisite Forms and filings with the Stock Exchanges were done.</td></tr><tr><td>All the Policies were sought by the Board</td><td>Existing Policies approved by the Board were circulated</td></tr></tbody></table>	Item	Status	Filing of Un-audited results with the stock exchanges	Done.	Appointment of Ms. Surbhi Jain as Company Secretary and Compliance Officer of the Company	Requisite Forms and filings with the Stock Exchanges were done.	All the Policies were sought by the Board	Existing Policies approved by the Board were circulated	
Item	Status								
Filing of Un-audited results with the stock exchanges	Done.								
Appointment of Ms. Surbhi Jain as Company Secretary and Compliance Officer of the Company	Requisite Forms and filings with the Stock Exchanges were done.								
All the Policies were sought by the Board	Existing Policies approved by the Board were circulated								

ITEM NO. 3:

TO TAKE NOTE OF THE MINUTES OF PREVIOUS MEETING OF AUDIT COMMITTEE MEETING.	NOTES
The Board may note and take on record the Minutes of previous Audit Committee Meeting held on 6 th November, 2023.	

ITEM NO. 4:

TO TAKE NOTE OF THE MINUTES OF PREVIOUS MEETING OF NOMINATION AND REMUNERATION COMMITTEE MEETING.	NOTES
The Board may note and take on record the Minutes of previous Nomination and remuneration Committee Meeting held on 6 th November, 2023.	

ITEM NO. 5:

TO TAKE NOTE OF THE MINUTES OF PREVIOUS MEETING OF STAKEHOLDERS AND RELATIONSHIP COMMITTEE MEETING.	NOTES
The Board may note and take on record the Minutes of previous Nomination and remuneration Committee Meeting held on 6 th November, 2023.	

ITEM NO. 6:

TO CONSIDER RE-APPOINTMENT OF MR. V RANGANATHAN (HOLDING DIN: 01247305), AS MANAGING DIRECTOR OF THE COMPANY	NOTES
<p>The Board may note that the terms of Mr. V Ranganathan as Managing Director of the Company will expire on 31st December, 2023.</p> <p>Based on the recommendation of the Nomination and Remuneration Committee, the Board may consider and approve the re-appointment of the Managing Director for a further period of 3 years with effect from 1st January, 2024 to 31st December, 2026 and may pass below Resolution in this regard:</p> <p>"RESOLVED THAT pursuant to the provisions of Sections 2(54), 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as "the Act"), read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as may be applicable (including any Statutory modification or re-enactment thereof for the time being in force) and subject to the approval of Shareholders, based on the recommendation of Nomination and Remuneration Committee, consent of the Board be and is hereby accorded for the re-appointment of Mr. V Ranganathan (holding DIN: 01247305), as Managing Director of the Company for a period of three (3) years with effect from 1st January, 2024 to 31st December, 2026.</p> <p>RESOLVED FURTHER THAT remuneration payable to Mr. V Ranganathan, Managing Director of the Company is as per the following terms and conditions as mentioned below:</p> <p>Remuneration:</p> <p>i. Rs. 2,00,000/- per month ii. Conveyance Allowance</p>	

He will be eligible for reimbursement towards fuel and car maintenance expenses at actuals, on production of bills. He and his family will be eligible for the health insurance. He shall not be entitled for any other allowances or benefits, other than mentioned above.

Leave Facilities:

He will be provided with 21 days of leave and 5 days of casual leave during the tenure. Unutilized shall not be eligible for carry forward or for encashment.

Other Benefits:

Apart from the aforesaid remuneration, the Managing Director shall be entitled to reimbursement of expenses incurred in connection with the business of the Company.

The Managing Director shall not be paid any sitting fees for attending meetings of the Board of Directors or Committee thereof.

Minimum Remuneration:

Notwithstanding anything to the contrary herein, where in any financial year during the currency of tenure of the Managing Director, the Company has no profits or its profits are inadequate, the above remuneration payable by way of salary and perquisites shall be deemed as minimum remuneration but subject to the limits laid down under Schedule V of the Companies Act, 2013 including any statutory modification or re-enactment thereof as may be for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary, alter or modify the terms and conditions including remuneration as may be agreed to by the Board of Directors and Mr. V Ranganathan.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company."

ITEM NO. 7:

TO CONSIDER THE RE-APPOINTMENT OF MR. P. VISHWAMURTHY (HOLDING DIN: 01247336) AS WHOLE TIME DIRECTOR OF THE COMPANY	NOTES
<p>The Board may note that the terms of Mr. P. Vishwamurthy as Whole time Director of the Company will expire on 31st December, 2023.</p> <p>Based on the recommendation of the Nomination and Remuneration Committee, the Board may consider and approve the re-appointment of the Whole time Director for a further period of 3 years with effect from 1st January, 2024 to 31st December, 2026 and may pass below Resolution in this regard:</p> <p>"RESOLVED THAT pursuant to the provisions of Sections 2(94), 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as "the Act"), read with Schedule V of the Act of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, as may be applicable (including any Statutory modification or re-enactment thereof for the time being in force) and subject to the approval of the Shareholders, based on the recommendation of the Nomination and Remuneration Committee, consent of the Board be and is hereby accorded for the re-appointment of Mr. P. Vishwamurthy (holding DIN: 01247336), as Whole Time Director of the Company for a period of three (3) years with effect from 1st January, 2024 to 31st December, 2026.</p> <p>RESOLVED FURTHER THAT remuneration payable to Mr. P. Vishwamurthy, Whole Time Director of the Company is as per the following terms and conditions as mentioned below:</p> <p>Remuneration:</p> <ul style="list-style-type: none">i. Rs. 2,00,000/- per monthii. Conveyance Allowance <p>He will be eligible for reimbursement towards fuel and car maintenance expenses at actuals, on production of bills. He and his family will be eligible for the health insurance. He shall not be entitled for any other allowances or benefits, other than mentioned above.</p> <p>Leave Facilities:</p> <p>He will be provided with 21 days of leave and 5 days of casual leave during the Tenure. Unutilized shall not be eligible for carry forward or</p>	

<p>for encashment.</p> <p>Other Benefits:</p> <p>Apart from the aforesaid remuneration, the Whole Time Director shall be entitled to reimbursement of expenses incurred in connection with the business of the Company.</p> <p>The Whole Time Director shall not be paid any sitting fees for attending Meetings of the Board of Directors or Committee thereof.</p> <p>Minimum Remuneration:</p> <p>Notwithstanding anything to the contrary herein, where in any financial year during the currency of tenure of the Whole-time Director, the Company has no profits or its profits are inadequate, the above remuneration payable by way of salary and perquisites shall be deemed as minimum remuneration but subject to the limits laid down under Schedule V of the Companies Act, 2013 including any statutory modification or re-enactment thereof as may be for the time being in force.</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary, alter or modify the terms and conditions including remuneration as may be agreed to by the Board of Directors and Mr. P. Vishwamurthy.</p> <p>RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company."</p>	
--	--

ITEM NO. 8:

TO TAKE NOTE THE NOTICES RECEIVED FROM BSE LIMITED AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED	NOTES
<p>The Board may note that the Company received the notices from the Stock exchanges on non compliances with Regulations 17, 18, 19 and 21 of SEBI (LODR) Regulations due to resignation of Independent Directors. Notices issued by the Stock Exchanges are attached as Annexure -1. Further, the Company has received the notice on one day delay in filing of Related Party Transactions from National Stock Exchange of India Limited.</p>	

The Board may note that the Company is addressing the same.	
---	--

ITEM NO. 9:

TO CONSIDER ANY OTHER BUSINESS WITH THE PERMISSION OF THE CHAIR AND CONSENT OF MAJORITY OF THE DIRECTORS PRESENT	NOTES
The Board may consider any other subject with the permission of the Chair and with the consent of majority of Directors present.	