

CEREBRA INTEGRATED TECHNOLOGIES LIMITED

CIN: L85110KA1993PLC015091

Regd Off.: #S-5, off 3rd Cross, I Stage, Peenya Industrial Area Bangalore - 560 058

Telephone: 1800-425-46969 Email: info@cerebracomputers.com Web: www.cerebracomputers.com

NOTICE

NOTICE is hereby given that the 29th (Twenty Ninth) Annual General Meeting of the Company will be held on Friday, 29th day, September, 2023at 02:30P.M.through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company including Audited Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss of the Company for the year ended as on that date together with the Auditors' Report thereon and the Board's Report including Secretarial Audit Report.
2. To appoint Mr. Vishwamurthy Phalanetra, (DIN: 01247336), Director, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To appoint Mr. Uttam Prakash Agarwal (DIN: 00272983) as a Director in the category of Non- Executive Independent Director of the Company and if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the LODR Regulations") [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval of the Members be and is hereby accorded to appoint Mr. Uttam Prakash Agarwal (DIN: 00272983), as a Non- Executive Independent Director of the Company with effect from September 29, 2023 for a period of 5 (Five) years till to September 28, 2028, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and are hereby severally authorized for and on behalf of the Company to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. To appoint Mr. Satish Chandra (DIN: 10301960) as a Director in the category of Non- Executive Independent Director of the Company and if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the LODR Regulations") [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval of the Members be and is hereby accorded to appoint Mr. Satish Chandra (DIN: 10301960), as a Non- Executive Independent Director of the Company with effect from September 29, 2023 for a period of 5 (Five) years till to September 28, 2028, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and are hereby severally authorised for and on behalf of the Company to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. To appoint Mr. Madan B. Gosavi (DIN: 10303662) as a Director in the category of Non- Executive Independent Director of the Company and if thought fit, to pass, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the LODR Regulations") [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval of the Members be and is hereby accorded to appoint Mr. Madan B. Gosavi (DIN: 10303662) as a Non- Executive Independent Director of the Company with effect from September 29, 2023 for a period of 5 (Five) years till to September 28, 2028, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and are hereby severally authorised for and on behalf of the Company to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. To appoint Ms. Namrata Sharma (DIN: 10132544) as a Director in the category of Non- Executive Independent Director of the Company and if thought fit, to pass, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the LODR Regulations") [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval of the Members be and is hereby accorded to appoint Ms. Namrata Sharma (DIN: 10132544), as a Non- Executive Independent Director of the Company with effect from September 29, 2023 for a period of 5 (Five) years till to September 28, 2028, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations, and that she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and are hereby severally authorised for and on behalf of the Company to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

Place: Bangalore

Date: 6th September 2023

RANGANATHAN VENKATRAMAN

Managing Director

(DIN: 01247305)

NOTES:

1. In view of disruptions caused by COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has, vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 02/2022 dated May 5, 2022, General Circular No. 10/2022 and General Circular No. 11/2022 dated December 28, 2022 (collectively "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 and SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (collectively "SEBI Circulars") extended the relaxations pertaining to dispatch of hard copies of Annual Reports and Proxy Forms to listed entities who conduct their AGM through electronic mode till September 30, 2023 and permitted companies to conduct Annual General Meeting (AGM) through video conferencing or other audio visual means (VC) till September 30, 2023, subject to compliance with various conditions mentioned therein in compliance with the MCA Circulars, SEBI Circulars and applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 29th AGM of your Company is being convened and conducted through VC.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.cerebracomputers.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 8th April, 2020 and MCA Circular No. 17/2020 dated 13th April, 2020, MCA Circular No. 20/2020 dated 5th May, 2020 and MCA Circular No. 10/2022 dated 28.12.2022.
8. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
9. The Shares of the Company are compulsorily traded in dematerialized form as per the directions of the Stock Exchanges. Accordingly, the Members who have not opted for dematerialization of shares are once again reminded to take steps to dematerialize their holdings. Further, the Members may note that as per SEBI (LODR) (Fourth Amendment) Regulations, 2018, with effect from April 1, 2019, except in case of transmission or transposition of securities, no transfer of securities shall be processed unless the securities are held in the dematerialized form. Accordingly, Shareholders holding Equity Shares in physical form are urged to have their shares dematerialized so that they will be able to transfer them freely and participate in corporate actions.
10. Members who have not registered their email address so far, are requested to register their email IDs for receiving all communications including Annual Report, Notices etc. from the Company electronically.
11. Annual Report for the Financial Year 2022-23 along with Notice of the 29th Annual General Meeting of the Company inter alia indicating the process and manner of e-Voting is being sent only through electronic mode to the Members whose email IDs are registered with the Company/Depository Participant(s). Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website at www.cerebracomputers.com, website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at [www.https://www.nseindia.com/](https://www.nseindia.com/) and on the website of CDSL at www.evotingindia.com.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM AND JOINING THE MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on Monday, 25th September, 2023 (09:00 AM) and ends on Thursday, 28th September (05:00 PM). During this period the Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 22nd September, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the Meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its Shareholders, in respect of all Shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholder's/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the Meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i .e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be

	<p>re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, 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. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual Meeting & voting during the Meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

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

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nSDL.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>

(v) Login method for e-Voting and joining virtual Meeting for **Shareholders other than individual shareholders holding in Demat form & physical Shareholders.**

- 1) The Shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

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6) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant to 'CEREBRA INTEGRATED TECHNOLOGIES LIMITED' on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians –Remote Voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporate" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors@cerebracomputers.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending Meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend Meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the Meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the Meeting may register themselves as a speaker by sending their request in advance at least two days prior to Meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance two days prior to Meeting mentioning their name, demat account number/folio number, email id, mobile number at investors@cerebracomputers.com. These queries will be replied to by the Company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to shobha.anand@kfintech.com.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

Other instructions:

- (i) The voting rights of Shareholders shall be in proportion to their Shares of the Paid-up Equity Share Capital of the Company as on the cut-off date of Friday, 22nd September, 2023.
- (ii) The Board of Directors has appointed Mr. Parameshwar G. Bhat, Practising Company Secretary, Bangalore, (Membership No. FCS8860) as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. Mr. Parameshwar G. Bhat has conveyed to the Company his willingness to act as such.
- (iii) The Scrutinizer will submit his report to the Chairman of the Company or Managing Director or Company Secretary or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's Report shall be communicated to the Stock Exchange, CDSL and RTA and will also be displayed on the website of the Company at www.cerebracomputers.com.

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1. DETAILS PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 OF THE DIRECTORS PROPOSED TO BE RE-APPOINTED:

Details of Directors seeking appointment/re-appointment/retiring by rotation (In pursuance of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015):

Name	Mr. Vishwamurthy Phalanetra	Mr. Uttam P. Agarwal	Mr. Satish Chandra	Mr. Madan B. Gosavi	Ms. Namrata Sharma
Date of Birth	03/05/1967	04/07/1963	24/05/1953	14/07/1958	08/08/1999
DIN	01247336	00272983	10301960	10303662	10132544
Date of Appointment/ Re-appointment	28/09/2020	29/09/2023	29/09/2023	29/09/2023	29/09/2023
Expertise in specific functional areas	Software and Ites	Taxation, finance and restructuring having worked extensively in areas such as statutory audit, income leakage audit, Concurrent Audit, Stock Audit, of public sector banks. Corporate Exposure as Director and Independent Director in companies.	Arbitration Law & other Legal Matters including Corporate Affairs.	Law & Legal Matters including Corporate Laws	Law & Legal Matters With exposure to Corporate Practices
Qualification	Bachelor of Engineering	Chartered Accountant & Cost Accountant	Masters of Law, Doctorate in Law, Diploma in U.N. Studies	Masters of Law, M. Phil, PHD	Masters of Law Intellectual Property Rights and Technology Law, Certification in International Insolvency Law, International Aviation Law & International Arbitration.
Number of Shares held in the equity capital of the company	130	-	-	-	-
Number of meetings of the Board attended during the year	7 (Seven) out of 7 (Seven) meetings attended throughout the Financial Year 2022-23	-	-	-	-
Relationship with other Directors and KMP's	Not Related	Not Related	Not Related	Not Related	Not Related
Names of listed entities from which the director has resigned in the past three years: Committee Memberships	NA	NA	NA	NA	NA
	1. CSR Committee-Member 2. Risk Management Committee-Member		-	-	
Directorship held in other Public and Private Companies	1. Cerebra LPO India Limited	1. 3I Infotech Limited 2. Mirae Asset Trustee Company Private Limited 3. Intensive Fiscal Services Private Limited 4. Trinity Alternative Investment Managers Limited			

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

Place: Bangalore
Date: 6th September 2023

RANGANATHAN VENKATRAMAN
Managing Director
(DIN: 01247305)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Your Directors have considered the constitution of the Board with eminent personalities as Independent Directors which in their opinion, will add significant value in the days to come.

Accordingly, after infusion of serious and diligent efforts, four persons have been identified who have agreed to act as Independent Directors. All these four proposed Directors have high levels of educational background, immense corporate and legal experience and the Board strongly believes that they will contribute to your Company relentlessly to hugely benefit the Company.

Accordingly, the Board recommends the Resolution Numbers 3,4,5 and 6 for your kind approval.

Item No. 3 – To appoint Mr. Uttam Prakash Agarwal (DIN: 00272983) as an Independent Director of the Company:

The Board of Directors of the Company recommends to the Shareholders the appointment of Mr. Uttam Prakash Agarwal (DIN: 00272983) as an Independent Director of the Company, with effect from the date of this Annual General Meeting for five consecutive years.

CA. Uttam Prakash Agarwal - B.Com, FCA, ICA (Australia), CPA (Australia) Partner, M/s Uttam Abuwala Ghosh & Associates

He has been the youngest President of ICAI 2009-10, and has been acknowledged by former President of India, Smt. Pratibha Devisingh Patil, for his commendable work in the industry and presented with 'Recognition of Excellence Award'. He was also awarded with "UDAN 2011" by the Times of India Group Newspaper Navbharat Times.

He has been on the Board of various Companies:

- Mirae Asset Trustee Company Private Limited - Independent Director w.e.f. August 12, 2020.
- Intensive Fiscal Services Private Limited - Independent Director w.e.f. August 16, 2010.
- 3i Infotech Limited – Independent Director w.e.f. March 16, 2022.
- Trinity Alternative Investment Managers Limited – Nominee Director w.e.f. April 01, 2022.

He is also member of the following committee of Mirae Asset Trustee Company Private Limited

- Audit Committee (Chairman)
- Risk Committee (Chairman)
- Committee of Independent Directors. (Member)

He is also member of the following committee of 3i Infotech Limited

- Audit Committee (Chairman)
- Risk Committee (Member)

He also holds the honorary membership of Institute of Chartered Accountants of (Australia)

Member of Audit Advisory Board of Indian Audit and Accounts Department office of the Director General of Audit (Shipping), Mumbai.

He also holds the honorary membership of CPA (Certified Public Accountant of Australia).

Former member of;

- the Disciplinary Committee constituted by the Council of the Institute of Actuaries of India nominated by the Ministry of Finance from 2009 to November 11, 2021.
- the Board of Insurance Regulatory and Development Authority (IRDA), Member on the Board of Tariff Advisory Committee of IRDA and also a member of Standing Committee on Accounting Issues(SCAI) constituted by IRDA. (2009-10)
- of Sub-Committee (Audit) of the Board for Financial Supervision of Reserve Bank of India (RBI).(2009-10)
- of the Audit Advisory Board and the Government Accounting Standards Advisory Board-both constituted by the Comptroller and Auditor General of India.
- of IFRS Core Group under the Chairmanship of Secretary , Ministry of Corporate Affairs(MCA)
- on the Committee on Internal Audit constituted by the Office of Controller General of Accounts, Government of India.
- of the National Advisory Committee on Accounting Standards constituted by the Ministry of Corporate Affairs, Government of India
- Technical Advisor on the Board of International Federation of Accountants (IFAC), Developing Nations Committee (DNC) of IFAC and Small and Medium Practices Committee (SMP) of IFAC
- Member on the Board of the Confederation of Asian and Pacific Accountants(CAPA) and CAPA Sub-committee on Environmental Accounting
- Member on the Board of South Asian Federation of Accountants (SAFA) and Chairman of SAFA, SMP Committee. Role in resolving the 'Satyam Scandal': During his tenure as the President CA. Uttam Prakash Agarwal played a key-role in resolving & bringing the culprits to task namely the Auditors who were involved in the India's Biggest Corporate Scandal as a chairman of high power committee of ICAI. Role in resolving the 'NSEL Scandal': With a view to resolving the NSEL Issue and facilitating the recovery of around Rs. 5,600 Crores lost by the Investors,

He was appointed as Independent Director and Chairman of the Board of National Spot Exchange Limited (NSEL). Role in resolving the 'Yes Bank – Corporate Governance Scandal'

He was instrumental in bringing to light the malpractices of corporate governance as the Chairman of the Audit Committee and a Member of the Board.

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He was a Technical Advisor on the Board of International Federation of Accountants (IFAC), Developing Nations Committee (DNC) of IFAC and Small and Medium Practices Committee (SMP) of IFAC.

He has also been a Member of the Central Direct Taxes Advisory Committee (CDTAC) constituted by the Central Board of Direct Taxes, Department of Revenue, Ministry of Finance, Govt. of India and Regional Direct Taxes Advisory Committee (RDTAC), New Delhi; the National Advisory Committee on Accounting Standards constituted by the Ministry of Corporate Affairs, Government of India; the Audit Advisory Board and the Government Accounting Standards Advisory Board, constituted by the Comptroller and Auditor General of India.

He has also been on following Board of the Mutual Fund, Banks & Companies.

Reliance Capital Trustee Co Ltd YES Bank Ltd Bhagalpur Smart City Ltd.

He was also member of the following committees of the YES Bank: Audit Committee (Chairman). Capital Raising Committee. IT Strategy Committee. Committee of Independent Directors.

He was also member of the following committees of the Bhagalpur Smart City Ltd: Audit Committee(Chairman). Risk Committee(Member). Committee of Independent Directors.

CA. Agarwal is a Chartered Accountant with 3 decades of experience in taxation, finance and restructuring having worked extensively in areas such as statutory audit, income leakage audit, Concurrent Audit, Stock Audit, of public sector banks under RBI's appointment. Has also experience of Companies Audit and Special Audit of Bharat Petroleum, Hindustan Petroleum, Indian Oil & Larsen Turbo, appointed by Central Board of Excise&Customs.He has carried out statutory Audit of Public sector undertakings & Mutual Funds appointed by The Comptroller Auditor General of India. He also has rich experience in providing tax and business advisory services to private equity investors, banks, investment banks, brokerage houses and finance companies.

CA.Agarwal's never-say-die spirit has enabled him to achieve his long-nurtured dream of repaying back to the CA Fraternity and society by introducing a unique concept called UPACA Gurukul situated at Abu Road (Rajasthan). UPACA Gurukul is his effort to provide a comprehensive solution for all the problems faced by CA students. The philosophy that makes it a unique concept is that it provides CA classroom training, hostel facilities, articleship, finishing school and regular graduation, all under one roof. It incorporates various programs of soft skills and vocational courses which is essential in shaping the overall growth of students with the best surroundings and state-of-the-art facilities.

As a prolific speaker, he has addressed various conferences, seminars and workshops, organized nationally and internationally by ICAI and has authored several books as well.

In terms of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Uttam Prakash Agarwal, being eligible and offers himself for appointment as an Independent Director of the Company, for a term of five consecutive years from September 29, 2023 to September 28, 2028.

Mr. Uttam Prakash Agarwal has furnished a declaration confirming that he satisfies the criteria of independence as required under Section 149(6) of the Companies Act, 2013 and the Board noted the same. The Board has recommended to accord shareholder's approval for the appointment of Mr. Uttam Prakash Agarwal at its Meeting held on 06.09.2023 for a term of five years. The Board considers that his association would be of immense benefit to the Company and it is desirable to appoint Mr. Uttam Prakash Agarwal as an Independent Director. Accordingly, the Board recommends the appointment of Mr. Uttam Prakash Agarwal as an Independent Director for a term of five consecutive years as above at the remuneration as per the Company's Remuneration Policy. As per explanation to Section 152(6), office of Independent Directors shall not be liable for retirement by rotation.

Mr. Uttam Prakash Agarwal being an appointee, is concerned or interested in the Resolution set out at item no. 3 of the Notice. None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said Resolution.

Item No. 4 – To appoint Mr. Satish Chandra (DIN: 10301960) as an Independent Director of the Company:

The Board of Directors of the Company recommends to the Shareholders the appointment of Mr. Satish Chandra (DIN: 10301960) as an Independent Director of the Company, with effect from the date of this Annual General Meeting for five consecutive years.

JUSTICE DR. SATISH CHANDRA – LL.M. (Gold Medalist); LL.D. Chancellor's Medalist in Law; Diploma in U.N. Studies

By profession Justice Dr. Satish Chandra has been a Senior Advocate, Supreme Court of India and has been a Consultant and Arbitrator.

His present engagements include;

- (a) Review Authority, National Investigation Agency, Ministry of Home Affairs, Govt. Of India
- (b) Chairman, External Committee for OTS (State bank of India consortium)
- (c) Member, Settlement Advisory Committee, Canara Bank
- (d) Arbitrator for selected Central Public Sector Undertakings; Metro; NSEI; MCX; NSEDRO, NHAI , BHE, NTPC and so on.

Publication- He has 15 books and 35 Research Papers / Articles on various aspects of Law to his credit

His former roles were;

- President, Customs, Excise and Service Tax Appellate Tribunal (Ministry of Finance)
- Chairman - 3RD Pay Revision Commission, Central Public Sector Undertakings (Ministry of Public Enterprises)
- Chairman, High Power Committee (BIRAC), Ministry of Science & Technology, GOVT. of INDIA.
- Chairman, Vishi Sahitya Committee, (Ministry of Law & Justice)

- JUDGE, Allahabad High Court
- Judicial Member, Income Tax Appellate Tribunal, Ministry of Law & Justice
- Director (Additional Law Officer), Law Commission of India, Ministry of Law & Justice
- Reader / Lecturer in Law Faculty , Bareilly College; Dungeer (P.G.) Law College, Bikaner; M.D. University, Rohtak and H.P. University, Shimla
- Visiting Professor - L.B. S. Mussoorie; Internal Security Academy Mt. Abu and at Indian Institute of Comparative Law, Jaipur

His notable International Assignments;

Constitutional Advisor, Govt. Of Zanzibar, Ministry of External Affairs (On deputation ITEC Expert

Judge – High Court of Zanzibar, Ministry of External Affairs (On deputation ITEC Expert

Visiting Professor – Institute of State & Law, Moscow – Indo-USSR Cultural Exchange Program of UGC

Fellowship by the Hague Academy of International Law, The Hague – International Court Of Justice (Programme for Promotion Of Study In International Law)

Consultant (Honorary) – Constitutional Review Commission, Zambia

First Legal Advisor – Govt. of Sultanate of OMAN

Life member at Indian Law Institute, India Society of International Law, Indian Institute of Comparative Law, Indian Institute of Constitutional & Parliamentary Studies, Supreme Court Bar Association, Indian Council for Arbitration, Law Academy, Cochin

In terms of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Satish Chandra, being eligible and offers himself for appointment as an Independent Director of the Company, for a term of five consecutive years from September 29, 2023 to September 28, 2028.

Mr. Satish Chandra has furnished a declaration confirming that he satisfies the criteria of independence as required under Section 149(6) of the Companies Act, 2013 and the Board noted the same. The Board has recommended to accord shareholder's approval for the appointment of Mr. Satish Chandra at its Meeting held on 06.09.2023 for a term of five years. The Board considers that his association would be of immense benefit to the Company and it is desirable to appoint Mr. Satish Chandra as an Independent Director. Accordingly, the Board recommends the appointment of Mr. Satish Chandra as an Independent Director for a term of five consecutive years as above at the remuneration as per the Company's Remuneration Policy. As per explanation to Section 152(6), office of Independent Directors shall not be liable for retirement by rotation.

Mr. Satish Chandra being an appointee, is concerned or interested in the Resolution set out at item no. 4 of the Notice. None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said Resolution.

Item No. 5 – To appoint Mr. Madan B. Gosavi (DIN: 10303662) as an Independent Director of the Company:

The Board of Directors of the Company recommends to the Shareholders the appointment of Mr. Madan B. Gosavi (DIN: 10303662) as an Independent Director of the Company, with effect from the date of this Annual General Meeting for five consecutive years.

Dr. Madan B. Gosavi B.A. (Hons.), LL.M., M.Phil., PhD

Dr. Madan B. Gosavi believes in purpose-driven leadership, with ethical principles my aim is to make a significant positive impact in the society. The purpose or the mission that keeps him motivated has roots from his very humble family background. He is also a keen observer of life and believe that education is the key for the growth of society and the strength of our country lies in the diverse local culture and is deeply connected to the cultural root of our society.

CORE SKILLS:

- Exceptional legal knowledge, critical thinking abilities, and Problem solving skills
- Astute Administrator and Great organizational capabilities
- Effective communication and active listening skills
- Extensive experience in legal and non-legal environments

PROFESSIONAL BRIEF:

He is a committed legal professional with nearly 4 decades of working experience in legal and non-legal sectors. He has held multiple senior management positions across myriad segments. The years of experience has helped him develop ability to solve special cases in the light of Indian Judiciary sector amidst critical situations. He likes to address himself as a statesman combining loyalty and extensive legal knowledge.

CAREER SUMMARY:

- 1985 to 1991: Practiced as Advocate in Bombay High Court
- 1986 to 1990: Part time lecturer teaching Business Laws in Rizavi College of Commerce.
- 1992 to 2004: Civil Judge & Judicial Magistrate (FC) in the Indian Legal System
- 2004: Promoted as Sr. Civil Judge and Chief Judicial Magistrate
- 2010: Promoted to District & Sessions Judge
- 2014: Nominated as a Special Judge (CBI), specially to deal with very sensitive case of Soharabuddin Shaikh and Tulasi Prajapathi encounter that was directly monitored by Honourable Supreme Court of India
- 2017: Deputation as Jt. Secretary - cum - Legal Adviser, Department of Law & Justice, State Of Maharashtra 2018 onwards: Appointed as Member (Judicial) in National Company Law Tribunal

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CONTRIBUTIONS:

- He is a Scholar in Marathi Sant Sahitya & Parampara.
- As a Sampradayik Kirtankar, have worked to propagate Spiritual Philosophy by performing more than 1000 Kirtans across the length and breadth of India
- Held more than 200 Legal Literacy Camps
- As a member of Judicial NCLT, I have been presiding over more than one NCLT benches for last 5 years. In recent pandemic, attended work of 4 NCLT benches for more than 6 months and was managing it single handed.

EDUCATION:

- Primary Education: Zilha Parishad School, Vaduj (Maharashtra)
- Secondary Education: H P High School, Vaduj (Maharashtra)
- BA (Hons.): C S College, Satara (Maharashtra)
- LLB & LLM: Mumbai University
- PhD in "Legal Analysis Of Insolvency And Bankruptcy Code 2016 In The Light Of Emerging Issues : A study with specific reference to problems and prospects" from Sant Gadage Baba Amaravati University Amaravati (Maharashtra)

In terms of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Madan B. Gosavi, being eligible and offers himself for appointment as an Independent Director of the Company, for a term of five consecutive years from September 29, 2023 to September 28, 2028.

Mr. Madan B. Gosavi has furnished a declaration confirming that he satisfies the criteria of independence as required under Section 149(6) of the Companies Act, 2013 and the Board noted the same. The Board has recommended to accord shareholder's approval for the appointment of Mr. Madan B. Gosavi at its Meeting held on 06.09.2023 for a term of five years. The Board considers that his association would be of immense benefit to the Company and it is desirable to appoint Mr. Madan B. Gosavi as an Independent Director. Accordingly, the Board recommends the appointment of Mr. Madan B. Gosavi as an Independent Director for a term of five consecutive years as above at the remuneration as per the Company's Remuneration Policy. As per explanation to Section 152(6), office of Independent Directors shall not be liable for retirement by rotation.

Mr. Madan B. Gosavi being an appointee, is concerned or interested in the Resolution set out at item no. 5 of the Notice. None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said Resolution.

Item No. 6 – To appoint Ms. Namrata Sharma (DIN: 10132544) as an Independent Director of the Company:

The Board of Directors of the Company recommends to the Shareholders the appointment of Ms. Namrata Sharma (DIN: 10132544) as an Independent Director of the Company, with effect from the date of this Annual General Meeting for five Consecutive years.

Namrata Sharma ADVOCATE MUMBAI, MAHARASHTRA

She has been a dynamic and visionary legal professional and has been serving as a Founding Partner at Aquiline Legal LLP Advocates. With an unwavering commitment to legal excellence, she has played an instrumental role in shaping the firm's identity and reputation as a trusted legal partner.

As an accomplished advocate practicing in the esteemed High Court of Bombay, NCLT (National Company Law Tribunal), and SAT (Securities Appellate Tribunal), she is dedicated to delivering exceptional legal counsel and representation. With a profound understanding of diverse areas of law, she has honed expertise in Intellectual Property Rights (IPR), Insolvency and Bankruptcy, Arbitration, Company Law, and White Collar Crimes.

Professional Highlights: Intellectual Property Rights (IPR): With a meticulous understanding of the intricacies of intellectual property, she has successfully navigated clients through trademark, copyright, and patent issues. Insolvency and

Bankruptcy: Recognized for my insightful guidance in matters of insolvency and bankruptcy, she has assisted a spectrum of stakeholders, including creditors, debtors, and resolution professionals.

Her proficiency extends from drafting and filing to representing clients in complex insolvency proceedings. Arbitration: With a strong belief in alternative dispute resolution, she has led clients to favorable resolutions through arbitration. Her skills in crafting persuasive arguments and meticulously analyzing contractual nuances has garnered successful outcomes in various commercial disputes.

Company Law: Adept in the intricacies of company law, she has provided comprehensive legal solutions to corporate entities, ranging from incorporation and compliance to restructuring and governance matters. Her insights have enabled businesses to navigate the evolving regulatory landscape seamlessly.

White Collar Crimes: With a keen eye for detail and a commitment to upholding justice, I have handled cases involving white-collar crimes, including fraud, embezzlement, and financial misconduct. Her approach encompasses meticulous investigation, strategic litigation, and safeguarding clients' rights.

Professional Approach: Her approach to legal practice is marked by a unique blend of legal prowess, client-centered advocacy, and a proactive problem-solving attitude. She believes in fostering strong client relationships based on trust, transparency, and communication.

Skills Certification

- International Insolvency Law 2022
- International Arbitration 2021-2022
- International Aviation Law 2022
- Problem-Solving Team building Cultural Awareness

Citations:

- Blue book and OSCOLA.
- Research:SCC, Manupatra

Affiliations

1. Dissertation on The Design Act, 2000
2. Research Paper on Comparative Old and New Labor Laws
3. Research Paper on Role of FPI and FII in Corporate Governance (IT Sector) in India.
4. Research paper on Appreciable Adverse Effect in Competition due to Merger and Acquisition.
5. Reaction Paper on (Analyzing Globalization from a Feminine Perspective by Jules Falquet)
6. Comparative Legal Research Proposal – Insider trading laws and its effectiveness: A comparative study between India, USA, UK.
7. Literature Review: Insider Trading laws in India- An overview.
8. A Comparative Research Paper on Bill of Rights in UK and USA

In terms of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Ms. Namrata Sharma, being eligible and offers herself for appointment as an Independent Director of the Company, for a term of five consecutive years from September 29, 2023 to September 28, 2028.

Ms. Namrata Sharma has furnished a declaration confirming that she satisfies the criteria of independence as required under Section 149(6) of the Companies Act, 2013 and the Board noted the same. The Board has recommended to accord shareholder's approval for the appointment of Ms. Namrata Sharma at its Meeting held on 06.09.2023 for a term of five years. The Board considers that her association would be of immense benefit to the Company and it is desirable to appoint Ms. Namrata Sharma as an Independent Director. Accordingly, the Board recommends the appointment of Ms. Namrata Sharma as an Independent Director for a term of five consecutive years as above at the remuneration as per the Company's Remuneration Policy. As per explanation to Section 152(6), office of Independent Directors shall not be liable for retirement by rotation.

Ms. Namrata Sharma being an appointee, is concerned or interested in the Resolution set out at item no. 6 of the Notice. None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said Resolution.

By order of the Board

For Cerebra Integrated Technologies Limited

Place: Bangalore
Date: 06th September 2023

RANGANATHAN VENKATRAMAN
Managing Director
(DIN: 01247305)