

CEREBRA INTEGRATED TECHNOLOGIES LIMITED - AGM Result Combined (E-voting + Physical Poll)

| | |
|--|------------|
| Date of AGM : | 29-09-2014 |
| Total number of shareholders on record : | 8278 |
| No. of shareholders present in the meeting either in person or through proxy : | 107 |
| Promoters and Promoter Group : | 7 |
| Public : | 100 |
| No. of Shareholders attended the meeting through Video conferencing : | NA |

| Resolution ID | Category | Shares Held (1) | Votes Polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|--|--|--------------------|---------------------|---|------------------------------------|----------------------------------|--|--|
| Resolution 1 | Adoption of Financial Statements for the period ended 31st March, 2014. | | | | | | | |
| Mode of Voting : E - Voting | | | | | | | | |
| 1 | Promoter and Promoter group | 3442982 | 3440782 | 99.9361 | 3440782 | 0 | 100 | 0 |
| 1 | Public – Institutional Holders | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 1 | Public-Others | 44649700 | 6612736 | 14.8103 | 6609403 | 3333 | 99.9495 | 0.0504 |
| 1 | Total | 48092682 | 10053518 | 20.9045 | 10050185 | 3333 | 99.9668 | 0.0332 |
| Mode of Voting : Poll | | | | | | | | |
| 1 | Promoter and Promoter group | 3442982 | 0 | 0 | 0 | 0 | 0 | 0 |
| 1 | Public – Institutional Holders | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 1 | Public-Others | 44649700 | 5173829 | 11.5876 | 5173829 | 0 | 100 | 0 |
| 1 | Total | 48092682 | 5173829 | 10.7580 | 5173829 | 0 | 100.0000 | 0.0000 |
| Mode of Voting : E - Voting & Poll (Consolidated) | | | | | | | | |
| 1 | Promoter and Promoter group | 3442982 | 3440782 | 99.9361 | 3440782 | 0 | 100 | 0 |
| 1 | Public – Institutional Holders | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 1 | Public-Others | 44649700 | 11786565 | 26.3979 | 11783232 | 3333 | 99.9717 | 0.0282 |
| 1 | Total | 48092682 | 15227347 | 31.6625 | 15224014 | 3333 | 99.9781 | 0.0219 |

| | | | | | | | | |
|--|---|-----------------|-----------------|----------------|-----------------|-------------|-----------------|---------------|
| Resolution 2 | Appointment of Mr. V. Ranganathan, Managing Director, who retires by rotation. | | | | | | | |
| Mode of Voting : E - Voting | | | | | | | | |
| 2 | Promoter and Promoter group | 3442982 | 3440782 | 99.9361 | 3440782 | 0 | 100 | 0 |
| 2 | Public – Institutional Holders | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 2 | Public-Others | 44649700 | 6612736 | 14.8103 | 6609403 | 3333 | 99.9495 | 0.0504 |
| 2 | Total | 48092682 | 10053518 | 20.9045 | 10050185 | 3333 | 99.9668 | 0.0332 |
| Mode of Voting : Poll | | | | | | | | |
| 2 | Promoter and Promoter group | 3442982 | 0 | 0 | 0 | 0 | 0 | 0 |
| 2 | Public – Institutional Holders | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 2 | Public-Others | 44649700 | 5173829 | 11.5876 | 5173829 | 0 | 100 | 0 |
| 2 | Total | 48092682 | 5173829 | 10.7580 | 5173829 | 0 | 100.0000 | 0.0000 |
| Mode of Voting : E - Voting & Poll (Consolidated) | | | | | | | | |
| 2 | Promoter and Promoter group | 3442982 | 3440782 | 99.9361 | 3440782 | 0 | 100 | 0 |
| 2 | Public – Institutional Holders | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 2 | Public-Others | 44649700 | 11786565 | 26.3979 | 11783232 | 3333 | 99.9717 | 0.0282 |
| 2 | Total | 48092682 | 15227347 | 31.6625 | 15224014 | 3333 | 99.9781 | 0.0219 |

For CEREBRA INTEGRATED TECHNOLOGIES LTD

Signature
Director

| Resolution 3 | | Appointment of Mr. Shridhar S. Hegde, Whole time Director, who retires by rotation. | | | | | | |
|---|--------------------------------|---|-----------------|----------------|-----------------|-------------|-----------------|---------------|
| Mode of Voting : E - Voting | | | | | | | | |
| 3 | Promoter and Promoter group | 3442982 | 3440782 | 99.9361 | 3440782 | 0 | 100 | 0 |
| 3 | Public – Institutional Holders | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 3 | Public-Others | 44649700 | 6612736 | 14.8103 | 6609403 | 3333 | 99.9495 | 0.0504 |
| 3 | Total | 48092682 | 10053518 | 20.9045 | 10050185 | 3333 | 99.9668 | 0.0332 |
| Mode of Voting : Poll | | | | | | | | |
| 3 | Promoter and Promoter group | 3442982 | 0 | 0 | 0 | 0 | 0 | 0 |
| 3 | Public – Institutional Holders | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 3 | Public-Others | 44649700 | 5173829 | 11.5876 | 5173829 | 0 | 100 | 0 |
| 3 | Total | 48092682 | 5173829 | 10.7580 | 5173829 | 0 | 100.0000 | 0.0000 |
| Mode of Voting : E - Voting & Poll (Consolidated) | | | | | | | | |
| 3 | Promoter and Promoter group | 3442982 | 3440782 | 99.9361 | 3440782 | 0 | 100 | 0 |
| 3 | Public – Institutional Holders | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 3 | Public-Others | 44649700 | 11786565 | 26.3979 | 11783232 | 3333 | 99.9717 | 0.0282 |
| 3 | Total | 48092682 | 15227347 | 31.6625 | 15224014 | 3333 | 99.9781 | 0.0219 |

| Resolution 4 | | Appointment of Auditors of the Company. | | | | | | |
|---|--------------------------------|---|-----------------|----------------|-----------------|-------------|-----------------|---------------|
| Mode of Voting : E - Voting | | | | | | | | |
| 4 | Promoter and Promoter group | 3442982 | 3440782 | 99.9361 | 3440782 | 0 | 100 | 0 |
| 4 | Public – Institutional Holders | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 4 | Public-Others | 44649700 | 6612736 | 14.8103 | 6609403 | 3333 | 99.9495 | 0.0504 |
| 4 | Total | 48092682 | 10053518 | 20.9045 | 10050185 | 3333 | 99.9668 | 0.0332 |
| Mode of Voting : Poll | | | | | | | | |
| 4 | Promoter and Promoter group | 3442982 | 0 | 0 | 0 | 0 | 0 | 0 |
| 4 | Public – Institutional Holders | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 4 | Public-Others | 44649700 | 5173829 | 11.5876 | 5173829 | 0 | 100 | 0 |
| 4 | Total | 48092682 | 5173829 | 10.7580 | 5173829 | 0 | 100.0000 | 0.0000 |
| Mode of Voting : E - Voting & Poll (Consolidated) | | | | | | | | |
| 4 | Promoter and Promoter group | 3442982 | 3440782 | 99.9361 | 3440782 | 0 | 100 | 0 |
| 4 | Public – Institutional Holders | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 4 | Public-Others | 44649700 | 11786565 | 26.3979 | 11783232 | 3333 | 99.9717 | 0.0282 |
| 4 | Total | 48092682 | 15227347 | 31.6625 | 15224014 | 3333 | 99.9781 | 0.0219 |

For CEREBRA INTEGRATED TECHNOLOGIES LTD.


Director

| Resolution 5 | | Appointment of Mr. T. S. Suresh Kumar as an Independent Director. | | | | | | |
|---|--------------------------------|---|-----------------|----------------|-----------------|-------------|-----------------|---------------|
| Mode of Voting : E - Voting | | | | | | | | |
| 5 | Promoter and Promoter group | 3442982 | 3440782 | 99.9361 | 3440782 | 0 | 100 | 0 |
| 5 | Public – Institutional Holders | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 5 | Public-Others | 44649700 | 6612736 | 14.8103 | 6609403 | 3333 | 99.9495 | 0.0504 |
| 5 | Total | 48092682 | 10053518 | 20.9045 | 10050185 | 3333 | 99.9668 | 0.0332 |
| Mode of Voting : Poll | | | | | | | | |
| 5 | Promoter and Promoter group | 3442982 | 0 | 0 | 0 | 0 | 0 | 0 |
| 5 | Public – Institutional Holders | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 5 | Public-Others | 44649700 | 5173829 | 11.5876 | 5173829 | 0 | 100 | 0 |
| 5 | Total | 48092682 | 5173829 | 10.7580 | 5173829 | 0 | 100.0000 | 0.0000 |
| Mode of Voting : E - Voting & Poll (Consolidated) | | | | | | | | |
| 5 | Promoter and Promoter group | 3442982 | 3440782 | 99.9361 | 3440782 | 0 | 100 | 0 |
| 5 | Public – Institutional Holders | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 5 | Public-Others | 44649700 | 11786565 | 26.3979 | 11783232 | 3333 | 99.9717 | 0.0282 |
| 5 | Total | 48092682 | 15227347 | 31.6625 | 15224014 | 3333 | 99.9781 | 0.0219 |

| Resolution 6 | | Appointment of Mr. S. Gopalakrishnan as an Independent Director. | | | | | | |
|---|--------------------------------|--|-----------------|----------------|-----------------|-------------|-----------------|---------------|
| Mode of Voting : E - Voting | | | | | | | | |
| 6 | Promoter and Promoter group | 3442982 | 3440782 | 99.9361 | 3440782 | 0 | 100 | 0 |
| 6 | Public – Institutional Holders | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 6 | Public-Others | 44649700 | 6612736 | 14.8103 | 6609403 | 3333 | 99.9495 | 0.0504 |
| 6 | Total | 48092682 | 10053518 | 20.9045 | 10050185 | 3333 | 99.9668 | 0.0332 |
| Mode of Voting : Poll | | | | | | | | |
| 6 | Promoter and Promoter group | 3442982 | 0 | 0 | 0 | 0 | 0 | 0 |
| 6 | Public – Institutional Holders | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 6 | Public-Others | 44649700 | 5173829 | 11.5876 | 5173829 | 0 | 100 | 0 |
| 6 | Total | 48092682 | 5173829 | 10.7580 | 5173829 | 0 | 100.0000 | 0.0000 |
| Mode of Voting : E - Voting & Poll (Consolidated) | | | | | | | | |
| 6 | Promoter and Promoter group | 3442982 | 3440782 | 99.9361 | 3440782 | 0 | 100 | 0 |
| 6 | Public – Institutional Holders | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 6 | Public-Others | 44649700 | 11786565 | 26.3979 | 11783232 | 3333 | 99.9717 | 0.0282 |
| 6 | Total | 48092682 | 15227347 | 31.6625 | 15224014 | 3333 | 99.9781 | 0.0219 |

For CEREBRA INTEGRATED TECHNOLOGIES LTD.


Director

| Resolution 7 | | Issue of Global Depository Receipts (GDRs) / American Depository Receipts (ADRs) / Foreign Currency Convertible Bonds (FCCBs) / Equity Shares / Warrants and / or Instruments Convertible Into Equity Shares For an Aggregate sum up to US\$ 16 Million (Approximately Rupees 96 Crores). | | | | | | |
|---|--------------------------------|---|-----------------|----------------|-----------------|-------------|-----------------|---------------|
| Mode of Voting : E - Voting | | | | | | | | |
| 7 | Promoter and Promoter group | 3442982 | 3440782 | 99.9361 | 3440782 | 0 | 100 | 0 |
| 7 | Public – Institutional Holders | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 7 | Public-Others | 44649700 | 6612736 | 14.8103 | 6609403 | 3333 | 99.9495 | 0.0504 |
| 7 | Total | 48092682 | 10053518 | 20.9045 | 10050185 | 3333 | 99.9668 | 0.0332 |
| Mode of Voting : Poll | | | | | | | | |
| 7 | Promoter and Promoter group | 3442982 | 0 | 0 | 0 | 0 | 0 | 0 |
| 7 | Public – Institutional Holders | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 7 | Public-Others | 44649700 | 5173829 | 11.5876 | 5173829 | 0 | 100 | 0 |
| 7 | Total | 48092682 | 5173829 | 10.7580 | 5173829 | 0 | 100.0000 | 0.0000 |
| Mode of Voting : E - Voting & Poll (Consolidated) | | | | | | | | |
| 7 | Promoter and Promoter group | 3442982 | 3440782 | 99.9361 | 3440782 | 0 | 100 | 0 |
| 7 | Public – Institutional Holders | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 7 | Public-Others | 44649700 | 11786565 | 26.3979 | 11783232 | 3333 | 99.9717 | 0.0282 |
| 7 | Total | 48092682 | 15227347 | 31.6625 | 15224014 | 3333 | 99.9781 | 0.0219 |

| Resolution 8 | | Increase in Authorized Capital. | | | | | | |
|---|--------------------------------|---------------------------------|-----------------|----------------|-----------------|-------------|-----------------|---------------|
| Mode of Voting : E - Voting | | | | | | | | |
| 8 | Promoter and Promoter group | 3442982 | 3440782 | 99.9361 | 3440782 | 0 | 100 | 0 |
| 8 | Public – Institutional Holders | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 8 | Public-Others | 44649700 | 6612736 | 14.8103 | 6609403 | 3333 | 99.9495 | 0.0504 |
| 8 | Total | 48092682 | 10053518 | 20.9045 | 10050185 | 3333 | 99.9668 | 0.0332 |
| Mode of Voting : Poll | | | | | | | | |
| 8 | Promoter and Promoter group | 3442982 | 0 | 0 | 0 | 0 | 0 | 0 |
| 8 | Public – Institutional Holders | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 8 | Public-Others | 44649700 | 5173829 | 11.5876 | 5173829 | 0 | 100 | 0 |
| 8 | Total | 48092682 | 5173829 | 10.7580 | 5173829 | 0 | 100.0000 | 0.0000 |
| Mode of Voting : E - Voting & Poll (Consolidated) | | | | | | | | |
| 8 | Promoter and Promoter group | 3442982 | 3440782 | 99.9361 | 3440782 | 0 | 100 | 0 |
| 8 | Public – Institutional Holders | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 8 | Public-Others | 44649700 | 11786565 | 26.3979 | 11783232 | 3333 | 99.9717 | 0.0282 |
| 8 | Total | 48092682 | 15227347 | 31.6625 | 15224014 | 3333 | 99.9781 | 0.0219 |

FOR CEREBRA INTEGRATED TECHNOLOGIES LTD.

[Signature]
Director

| Resolution 9 | | Alteration in Memorandum of Association. | | | | | | |
|---|--------------------------------|--|-----------------|----------------|-----------------|-------------|-----------------|---------------|
| Mode of Voting : E - Voting | | | | | | | | |
| 9 | Promoter and Promoter group | 3442982 | 3440782 | 99.9361 | 3440782 | 0 | 100 | 0 |
| 9 | Public - Institutional Holders | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 9 | Public-Others | 44649700 | 6612736 | 14.8103 | 6609403 | 3333 | 99.9495 | 0.0504 |
| 9 | Total | 48092682 | 10053518 | 20.9045 | 10050185 | 3333 | 99.9668 | 0.0332 |
| Mode of Voting : Poll | | | | | | | | |
| 9 | Promoter and Promoter group | 3442982 | 0 | 0 | 0 | 0 | 0 | 0 |
| 9 | Public - Institutional Holders | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 9 | Public-Others | 44649700 | 5173829 | 11.5876 | 5173829 | 0 | 100 | 0 |
| 9 | Total | 48092682 | 5173829 | 10.7580 | 5173829 | 0 | 100.0000 | 0.0000 |
| Mode of Voting : E - Voting & Poll (Consolidated) | | | | | | | | |
| 9 | Promoter and Promoter group | 3442982 | 3440782 | 99.9361 | 3440782 | 0 | 100 | 0 |
| 9 | Public - Institutional Holders | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 9 | Public-Others | 44649700 | 11786565 | 26.3979 | 11783232 | 3333 | 99.9717 | 0.0282 |
| 9 | Total | 48092682 | 15227347 | 31.6625 | 15224014 | 3333 | 99.9781 | 0.0219 |

| Resolution 10 | | Adoption of new set of Articles of s of Association | | | | | | |
|---|--------------------------------|---|-----------------|----------------|-----------------|-------------|-----------------|---------------|
| Mode of Voting : E - Voting | | | | | | | | |
| 10 | Promoter and Promoter group | 3442982 | 3440782 | 99.9361 | 3440782 | 0 | 100 | 0 |
| 10 | Public - Institutional Holders | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 10 | Public-Others | 44649700 | 6612736 | 14.8103 | 6609403 | 3333 | 99.9495 | 0.0504 |
| 10 | Total | 48092682 | 10053518 | 20.9045 | 10050185 | 3333 | 99.9668 | 0.0332 |
| Mode of Voting : Poll | | | | | | | | |
| 10 | Promoter and Promoter group | 3442982 | 0 | 0 | 0 | 0 | 0 | 0 |
| 10 | Public - Institutional Holders | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 10 | Public-Others | 44649700 | 5173829 | 11.5876 | 5173829 | 0 | 100 | 0 |
| 10 | Total | 48092682 | 5173829 | 10.7580 | 5173829 | 0 | 100.0000 | 0.0000 |
| Mode of Voting : E - Voting & Poll (Consolidated) | | | | | | | | |
| 10 | Promoter and Promoter group | 3442982 | 3440782 | 99.9361 | 3440782 | 0 | 100 | 0 |
| 10 | Public - Institutional Holders | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 10 | Public-Others | 44649700 | 11786565 | 26.3979 | 11783232 | 3333 | 99.9717 | 0.0282 |
| 10 | Total | 48092682 | 15227347 | 31.6625 | 15224014 | 3333 | 99.9781 | 0.0219 |

For CEREBRA INTEGRATED TECHNOLOGIES LTD.

Director