

CEREBRA INTEGRATED TECHNOLOGIES LIMITED

CIN: L85110KA1993PLC015091

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

Telephone: 91-80-22046969 Email: investors@cerebracomputers.com

Web: www.cerebracomputers.com

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") (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/e-voting.

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 along with a Postal Ballot Form (the "Form") for your consideration. The Notice will also be placed on the website of the Company at www.cerebracomputers.com.

The Company has under taken aggressive measures to expand its activities. Considering the growth potential, the need for additional working capital has been re-estimated by the Management. From time to time, fund needs are to be met without disrupting the day to day operations and the expansion programs.

Your Directors have therefore proposed to infuse more funds in to the Company from issue of Warrants convertible into Equity Shares to certain Promoters 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 Company is therefore seeking your consent for the said proposals as contained in the Special Businesses appended below.

In compliance with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility for its Members. For this purpose, the Company has made an arrangement with KFIN Technologies Private Limited (KFintech) for facilitating e-voting, as an alternate for the Members to enable them to cast their votes electronically.

The Board of Directors, at its Meeting held on 12th February, 2020 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.

Please read the instructions printed on the Postal Ballot Form carefully and return the Postal Ballot Form duly completed and signed in all respects in the enclosed self-addressed pre-paid postage envelope, so as to reach the Scrutinizer on or before 5.00 PM (IST) on Friday, 20th March, 2020. Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the 'Notes' under the section 'INSTRUCTIONS FOR E-VOTING'.

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. 1,26,00,00,000/- (Rupees One Hundred and Twenty Six Crores only) divided into

12,60,00,000 (Twelve Crores Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each to 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 by additionally creating 20,00,000 (Twenty 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."

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 Sections 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 5th and by substituting the following new Clause 5th thereof as hereunder:

"5th The Authorized Share Capital of the Company is Rs. 1,28,00,00,000/- (Rupees One Hundred and Twenty Eight Crores only) divided into 12,80,00,000 (Twelve Crores and Eighty 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 Promoters 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 and subsequent amendments thereof, any other Guidelines or Regulations of SEBI, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and such other Regulations as may be applicable and subject to the consent/ approval of any other authority / institution, consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot up to 55,00,000 (Fifty Five Lakhs) Warrants convertible into Equity Shares on a preferential basis to the Promoters as set out herein below (hereinafter referred to as "Warrants") 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:

Sl. No.	Names of the Promoters	No. of Warrants
1.	Mr. Shridhar Shankar Hegde	5,00,000
2.	Mr. Venkatraman Ranganathan	10,00,000
3.	Mr. Phalanetra Vishwamurthy	20,00,000
4.	Mr. Phalanetra Bharath	20,00,000
	Total	55,00,000

RESOLVED FURTHER THAT the "Relevant Date" in relation to the issue of Warrants in accordance with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 would be Wednesday, 19th February, 2020, i.e., 30 days prior to the last date for receipt of Postal Ballots.

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 exercising 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.
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, 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 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 SEBI floor price for the preferential issue determined as per SEBI (ICDR) Regulations 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, demerger, 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 subject to the relevant provisions contained in the Memorandum of Association and the Articles of Association of the Company.

RESOLVED FURTHER THAT and 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, 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.”

By order of the Board
For Cerebra Integrated Technologies Limited

Place : Bangalore
Date : 14th February, 2020

Shridhar S Hegde
Whole Time Director
DIN: 01247342
Address:
156-A, 36th Cross
2nd Block, Rajajinagar
Bangalore - 560 010

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. Members have option to vote either by means of physical Postal Ballot form or through e-voting.
3. Shareholders holding Equity Shares shall have one vote per Share as shown against their holding.
4. The Board of Directors has appointed Mr. Parameshwar G. Bhat, Practising Company Secretary, C.P. No. 11004, Membership No. FCS: 8860 as the Scrutinizer to conduct the Postal Ballot and electronic voting process in a fair and transparent manner.
5. Postal Ballot Notice along with the Postal Ballot Form is being sent to the Members whose names appear in the Register of Members / list of beneficial owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Friday, 14th February, 2020 ("Cut-Off Date").
6. Voting rights shall be reckoned on the paid-up value of Shares registered in the name of the Member / beneficial owner as on the Cut-Off Date i.e., Friday, 14th February, 2020. Only those Members whose names are recorded in the register of Members / list of beneficial owners as received from the NSDL and CDSL as on the Cut-Off Date will be entitled to cast their votes by Postal Ballot (including e-voting).
7. The Postal Ballot Notice along with the Postal Ballot Form is being sent to the Members in electronic form to the e-mail addresses registered with the Company / their Depository Participants (in case of electronic share-holding) / the Company's Registrar and Transfer Agent (in case of physical shareholding). For Members whose e-mail addresses are not registered, physical copy of the Notice is being sent by Registered Post or Speed Post along with a self-addressed postage pre-paid envelope.
8. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form may download the Postal Ballot Form attached to the e-mail or from the web link: <https://evoting.karvy.com> or from the Company's website at www.cerebracomputers.com where the Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer on or before 5:00 p.m. (IST), Friday, 20th March, 2020.
9. Resolutions passed by the Members through Postal Ballot Form including voting by electronic means shall be deemed to have been passed as if it has been passed at a General Meeting of the Members convened in that behalf.
10. Pursuant to the provisions of Sections 108 and 110 of the Act read with Rules and in terms of Regulation 44 of the Listing Regulations, the Company has provided facility to Members to exercise their votes through electronic means and have engaged the services of KFintech as an Authorized Agency to provide e-voting facility. Instructions for the process to be followed for voting through electronic means are given at Sl. No. 19(B).
11. The Members can opt for only one mode of voting, i.e., either by Postal Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Postal Ballot Forms will be treated as invalid.
12. The Member need not use all his/her/its votes nor does he/she/it need to cast all his/her/its votes in the same way.
13. The e-voting period commences on Thursday, 20th February, 2020 at 9.00 a.m. (IST) and ends at 5.00 p.m. (IST) on Friday, 20th March, 2020. During this period, Members of the Company, holding Shares either in physical or dematerialized form, as on the Cut-Off Date, that is, Friday, 14th February, 2020, may cast their vote electronically. The e-voting module shall be disabled by KFintech there after.
14. The Scrutinizer will submit his Report to the Chairman or Managing Director or Whole Time Director or Company Secretary of the Company or any other duly authorized person of the Company after completion of the scrutiny of the Postal Ballots (including e-voting). The result of the Postal Ballot (including e-voting) shall be declared by Chairman or any other duly authorized person of the Company on Saturday, 21st March, 2020 at the Registered Office and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent and shall also be displayed on the Company's website at www.cerebracomputers.com and on the website of KFintech i.e., <https://evoting.karvy.com>.
15. The Resolutions, if approved, shall be deemed to have been passed on the last date of voting and last date for receipt of Postal Ballot Forms i.e., Friday, 20th March, 2020.
16. Relevant documents referred to in the Notice and the Explanatory Statement are available for inspection by the Members at the Company's Registered Office on all working days (except Saturdays, Sundays and public holidays), during business hours, from the date of dispatch of the Notice till Friday, 20th March, 2020.
17. In case of any query/grievance with respect to voting by Postal Ballot including voting through electronic means please visit Help & FAQ's section available at KFintech's website: <https://evoting.karvy.com> or send e-mail to investors@cerebracomputers.com or call KFintech on toll free number 1800 3454 001 for any further clarifications.
18. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Transfer Agent / Depository Participant(s) for sending future communication(s) in electronic form.
19. The instructions for Members for voting are as under:

A. Voting through physical Postal Ballot Form:

- i. A Shareholder desiring to exercise vote by Postal Ballot may complete the attached Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne by the Company. However, envelopes containing Postal Ballot, if sent by any other mode, at the expense of the registered Members/Shareholders will also be accepted.
- ii. Voting Rights: Shareholders as on the Cut-Off Date, holding Equity Shares shall have one vote per Share as shown against their holding.
- iii. The self-addressed envelope contains the address of the Scrutinizer appointed by the Board.
- iv. The Postal Ballot Form should be completed and signed by the Shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Shareholder and in his absence, by the next named Shareholder.
- v. Unsigned / incomplete Postal Ballot Forms will be rejected.
- vi. Duly signed Postal Ballot Form should reach the Scrutinizer not later than 5.00 PM (IST) on Friday, 20th March, 2020. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received and no voting whether by Postal Ballot or by electronic means shall be allowed beyond the said date.
- vii. A Shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified at Point No. vi (above this point).
- viii. Corporate / Institutional Members (i.e., other than Individuals, HUF, NRI, etc.) opting for Postal Ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.
- ix. In case of Shares held by companies, trusts, societies etc. the duly filled in Postal Ballot Form should be accompanied by a certified true copy of the appropriate Resolution.
- x. In case the Postal Ballot Form is signed by the holder of Power of Attorney, with reference to the power of attorney registered with the Company, the same should be mentioned in the Postal Ballot Form. In case a Postal Ballot Form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form.
- xi. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

B. Remote e-voting facility:

In pursuance of Regulation 44 of the Listing Regulations, Sections 108 and 110 of the Act and Rule 20 of the Rules, the Company is pleased to offer e-voting facility as an alternative, for its Shareholders to enable them to cast their vote electronically instead of dispatching physical Postal Ballot Form. The instructions and other information for Members relating to remote e-voting are as under:

I. In case a Member receives an e-mail from KFintech [for Members whose e-mail addresses are registered with the Company / Depository Participant(s)]:

- a) Launch internet browser by typing the URL: <https://evoting.karvy.com>
- b) Enter the login credentials (i.e. User ID and password), which are provided in the Postal Ballot Form. The E-Voting Event Number + Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800-3454-001 for your existing password.
- c) After entering these details appropriately, click on "LOGIN".
- d) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (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 address, 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.
- e) You need to login again with the new credentials.
- f) On successful login, the system will prompt you to select the E-Voting Event Number for Cerebra Integrated Technologies Limited.
- g) 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 in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.

- h) Members holding Shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- i) You may then cast your vote by selecting an appropriate option and click on "Submit".
- j) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, 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 Resolutions.
- k) 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 /Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: parameshwar@vjkt.in.

They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."

ii. **In case a Member receives physical copy of the Notice by Post [for members whose e-mail addresses are not registered with the Company / Depository Participant(s)]:**

- a) User ID and initial password, which are provided in the Postal Ballot Form;
- b) Please follow all steps from Sr. No. (a) to (k) as mentioned in above, to cast your vote.

iii. **Once the vote on the Resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again**

- C. 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.karvy.com> or contact KFIN Technologies Private Limited, Selenium Tower, B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032 or at shobha.anand@karvy.com or phone no. 040-6716 1524 or call KFinTech's toll free No. 1-800-34-54-001 for any further clarifications.
- D. Mr. Parameshwar G Bhat, Practising Company Secretary, C.P. No.11004, Membership No. FCS: 8860 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- E. The Scrutinizer will submit his Report to the Chairman or Managing Director or Whole Time Director or Company Secretary of the Company or any other duly authorized person of the Company as authorized by the Chairman after completion of the scrutiny of the Postal Ballot Forms and e-Voting.
- F. The results of the voting by Postal Ballot and e-Voting shall be announced by Chairman or any other authorized Director or Company Secretary of the Company on Saturday, 21st March, 2020 at the Registered Office of the Company. The Resolutions, if passed by requisite majority, shall be deemed to have been passed Friday, 20th March, 2020, being the last date of voting and last date for receipt of Postal Ballot Forms. The Results, along with the Scrutinizer's Report, shall be displayed on the Notice Board of the Company at its Registered Office and on the Company's website at www.cerebracomputers.com and on the website of KFinTech at <https://evoting.karvy.com>. The same shall also be communicated to the Stock Exchanges and the Depositories.
- G. Members are requested to quote their Folio numbers/ DP ID and Client ID numbers in all correspondence with the Company and the Registrar and Share Transfer Agent viz. KFIN Technologies Private Limited.

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 the Company has been constantly pursuing various opportunities and exploring the possibilities of developing its areas and would like to further expand and diversify its business interests by implementing new initiatives.

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. 1,26,00,00,000/- (Rupees One Hundred and Twenty Six Crores only) divided into 12,60,00,000 (Twelve Crores Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each to 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 by additionally creating 20,00,000 (Twenty Lakhs) 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 this Special Resolutions for your approval.

Item No. 3:**Issue of Warrants to Promoters on Preferential Basis:**

Your Company has been growing steadily and achieved a consolidated turnover Rs. 385.23 Crores during the financial year 2018-19. 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 55,00,000 (Fifty Five Lakhs) Warrants to certain Promoters.

The said proposal has been considered and approved by the Board in its Meeting held on 12th February, 2020.

The details of the issue and other particulars as required in terms of SEBI (ICDR) Regulations 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 55,00,000 (Fifty Five Lakhs) Warrants convertible into Equity Shares on a preferential basis to certain Promoters 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.

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, 4 (Four) Promoters as mentioned below intend to subscribe to 55,00,000 Warrants convertible into Equity Shares as mentioned under Resolution No. 3.

Sl. No.	Name of the Allottee/Promoter
1.	Mr. Shridhar Shankar Hegde
2.	Mr. Venkatraman Ranganathan
3.	Mr. Phalanetra Vishwamurthy
4.	Mr. Phalanetra Bharath

IV. SHAREHOLDING PATTERN BEFORE AND AFTER THE PROPOSED PREFERENTIAL ISSUE IS AS UNDER:

Category Code	CATEGORY OF SHAREHOLDER	Pre issue capital		Post issue capital	
		NUMBER OF SHARES	%	NUMBER OF SHARES	%
(A)	PROMOTERS HOLDING				
(1)	Indian				
(a)	Individual	8603219	7.10	14103219	11.13
(b)	Bodies Corporate				
(c)	Sub-Total	8603219	7.10	14103219	11.13
	Foreign Promoters	0	0.00		
	Sub-Total (A)	8603219	7.10	14103219	11.13
(B)	NON-PROMOTERS HOLDING				
(1)	Institutional Investors	12946	0.01	12946	0.01
	Non-Institution:				
	Foreign Portfolio Investors	10456577	8.63	10456577	8.25
	Foreign Bodies Corporates	21100000	17.41	21100000	16.66
	Private Corporate Bodies	19272674	15.90	19272674	15.21
	Indian Public	58386684	48.18	58386684	46.09
	Others (Including NRI's)	3354382	2.77	3354382	2.65
	Sub-Total (B)	112583263	92.90	112583263	88.87
	Grand Total (A+B):	121186482	100	126686482	100

The above shareholding pattern has been arrived on the assumption that the entire 55,00,000 Warrants proposed to be issued would be fully 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 for receipt of Postal Ballot or e-voting, Friday, 20th March, 2020), 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.

A. Promoters - Warrants:

Sl. No.	Name of the Allottees	Category	Pre Issue Holdings	% of Total Equity	Post Issue Holdings	% of Total Equity
1.	Mr. Shridhar Shankar Hegde	Promoter and Director	2688307	2.22	3188307	2.52
2.	Mr. Venkatraman Ranganathan	Promoter and Director	3896080	3.21	4896080	3.86
3.	Mr. Phalanetra Vishwamurthy	Promoter and Director	998130	0.82	2998130	2.37
4.	Mr. Phalanetra Bharath	Promoter	1010702	0.83	3010702	2.38

The above shareholding has been arrived on the assumption that the entire 55,00,000 Warrants proposed to be issued would be fully converted into Equity Shares.

VII. UNDERTAKING BY THE COMPANY:

The Company hereby undertakes that:

- 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. Since the Equity Shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 26 (Twenty Six) weeks prior to the Relevant Date, the Company is not required to re-compute the price per Equity Share.
- The Company would re-compute the price of the securities specified above in terms of the provision of SEBI (ICDR) Regulations where it is so required.
- 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.
- 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 as Wednesday, 19th February, 2020 i.e., 30 days prior to the date on which the Resolution is deemed to be passed i.e., the last date specified for receipt of duly completed Postal Ballot Forms or E-voting.

IX. AUDITOR'S CERTIFICATE:

A copy of the Certificate from the Company's Statutory Auditor certifying that the proposed preferential issue of Warrants is being made in accordance with the requirements contained in SEBI (ICDR), Regulations, 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 receipt of duly completed Postal Ballot forms/e-voting i.e., Friday, 20th March, 2020.

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

- a) As per SEBI (ICDR) Regulations, 2018, the Shares allotted to the investors Under 'Promoters category' after the conversion of Warrants will be subjected to a lock-in period for 3 (three) years from the date of their allotment or from such other date as maybe prescribed by SEBI.
- b) The entire Pre-Preferential Shareholdings of the Promoter shall be locked-in from the relevant date up to a period of 6 months from the date of trading approval granted for the Equity Shares to be allotted pursuant to the proposed Preferential Allotment of Warrants, in accordance with Regulation 167(6) of SEBI (ICDR) Regulations.

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:

- 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 interest of the Company and its Members.

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.

By order of the Board
For Cerebra Integrated Technologies Limited

Place : Bangalore
Date : 14th February, 2020

Shridhar S Hegde
Whole Time Director
DIN: 01247342
Address:
156-A, 36th Cross
2nd Block, Rajajinagar
Bangalore - 560 010

Enclosed:

1. Postal Ballot Form
2. Self-addressed - Business Reply Envelope

INSTRUCTIONS

1. A Member desiring to exercise his / her vote by Postal Ballot may complete the enclosed Postal Ballot Form and send it to the Scrutinizer in the attached postage prepaid self-addressed envelope. Postage will be borne and paid by the Company. Envelopes containing Postal Ballot Forms, if deposited in person or sent by courier, at the expenses of the Member, will also be accepted.
2. A Member may opt to vote by electronic means as per the instructions for voting through electronic means provided in the Postal Ballot Notice annexed herewith.
3. Instructions provided in the Postal Ballot Notice annexed herewith on voting by means of Postal Ballot and voting through electronic means shall be followed.
4. There shall be one Postal Ballot for every Folio/DP ID-Client ID irrespective of the number of joint holders. A proxy shall not exercise the Postal Ballot. Voting rights shall be reckoned on the paid-up value of the Shares registered in the name(s) of the Member(s)/beneficial owner(s) as on Friday, 14th February, 2020, being the cut-off date.
5. The Postal Ballot Form should be duly completed and signed by the Member. In case of joint holding, this Postal Ballot Form should be completed and signed (as per specimen signature registered with the Company) by the first named Member and failing him, by the next named Member and so on. Postal Ballot Forms which have not been signed by or on behalf of a Member or Postal Ballot Forms containing signatures which do not match the specimen signatures with the Company shall be considered invalid.
6. In case of Shares held by companies, trusts, societies or other bodies corporate, the duly completed Postal Ballot Form should be signed by the authorized signatory whose signature is already registered with the Company. In such cases, a certified true copy of the Board Resolution/Authority should also accompany the duly completed Postal Ballot Form. Postal Ballot Forms, signed in a representative capacity, unaccompanied by a certified copy of the relevant specific authority shall be considered invalid.
7. A Member may sign the Postal Ballot Form through an attorney appointed specifically for the purpose, in which case an attested true copy of Power of Attorney should be attached to the Postal Ballot Form.
8. The votes should be cast either in favour of or against the Resolutions by putting a tick (P) mark in the column provided for "assent" or "dissent". Postal Ballot Forms in which neither "assent" nor "dissent" is mentioned or Postal Ballot Forms bearing tick (v) marks in both the columns of "assent" and "dissent", making it impossible to determine without any doubt the assent or dissent of the Member, shall be considered invalid.
9. Duly completed Postal Ballot Forms should be received by the Scrutinizer not later than 5.00 p.m. (IST) on Friday, 20th March, 2020. Postal Ballot Forms received after this date shall be considered invalid and treated as if no reply from the Member has been received.
10. A Member may request for a duplicate Postal Ballot Form, if required, by writing to the Registrar and Share Transfer Agents, namely KFIN Technologies Private Limited having its office at Selenium Tower B, Plot No.31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500 032 or by sending an email to einward.ris@kfintech.com. Duly filled in and signed duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date and time specified in serial no. (9) above.
11. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the vote(s) exercised by means of Postal Ballot, including voting through electronic means shall be final and binding.
12. Members are requested not to send any paper along with the Postal Ballot Form in the enclosed postage prepaid self-addressed envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.



CEREBRA INTEGRATED TECHNOLOGIES LIMITED

CIN: L85110KA1993PLC015091

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

Telephone: 91-80-22046969 Email: investors@cerebracomputers.com

Web: www.cerebracomputers.com

POSTAL BALLOT FORM

(Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules,2014) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Serial No. : _____
 Name and Registered Address of the sole/first
 Named Member :

Name(s) of the Joint Member(s), if any :
 Registered Folio No. / DP Id No. / Client id No. :

Number of Equity Shares held :

Class of Share : Equity

I / We hereby exercise my / our vote in respect of the Special Resolutions to be passed through Postal Ballot for the special business stated in the Notice of Postal Ballot dated Friday, 14th February, 2020 circulated by the Company, by conveying my/our assent or dissent to the Resolutions enumerated below by placing a tick (✓) mark in the appropriate column below:

Description	No. of Shares held by me	I assent to the Resolution	I dissent from the Resolution
Special Resolutions			
To Increase in the Authorised Share Capital of the Company			
To alter the Memorandum of Association of the Company			
Issue of Warrants to Promoters on preferential basis			

Place: _____ (Signature of the Member/Authorized Representatives)

Date: _____

Electronic Voting Particulars

The e-voting facility is available at the link <https://evoting.karvy.com>. The electronic voting particulars are set out below:

EVEN (E-Voting Event Number)	USER ID	PASSWORD

Please refer Notice for instructions on remote e voting.

E-voting facility is available during the following voting period

Commencement of remote e-voting	End of remote E-voting
Thursday, 20 th February, 2020, 9:00 AM (IST)	Friday, 20 th March, 2020, 5:00 PM (IST)

Notes:

- i. Please read the instructions carefully before filling this Postal Ballot Form and exercising your vote by post or electronic means.
- ii. Please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice annexed herewith.
- iii. The last date for the receipt of Postal Ballot Forms by the Scrutinizer is Friday, 20th March, 2020 up to 5:00 p.m. (IST)
- iv. If the voting rights are exercised electronically; there is no need to use this Postal Ballot Form.

CEREBRA INTEGRATED TECHNOLOGIES LIMITED

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