

PARAMESHWAR G. BHAT

B.Com., LLB, ML, MBA, FCS

Company Secretary

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**SECRETARIAL COMPLIANCE REPORT OF
CEREBRA INTEGRATED TECHNOLOGIES LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2020**

I, Parameshwar G Bhat, Practising Company Secretary have examined all the documents and records made available to us and explanation provided by Cerebra Integrated Technologies Limited (CIN: L85110KA1993PLC015091) ("the listed entity"), having Registered Office at# S5, off 3rd Cross, Peenya Indl.Area, Peenya I Stage, Bangalore – 560058, the filings/submissions made by the listed entity to the stock exchanges, website of the listed entity and other document/filing and as may be relevant, which has been relied upon to make this certification for the Financial Year ended 31st March, 2020 ("1st April, 2019 to 31st March, 2020") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the Circulars/Guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;



- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Circulars/Guidelines issued thereunder;

Based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) There were no actions taken against the listed entity/ its Promoters/Directors/Material Subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and Circulars/Guidelines issued there under during the year, pursuant to the information/docuemtns produced before me.
- (d) The listed entity has taken the following actions to comply with the observations made in previous reports-

Sl. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended (The years	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by



		are to be mentioned)		the listed entity
1.	<p>Regulation 17(1) of the SEBI (LODR) Regulations, 2015 - (b) where the chairperson of the Board of Directors is a non-executive director, at least one-third of the board of directors shall comprise of independent directors and where the listed entity does not have a regular non-executive chairperson, at least half of the board of Directors shall comprise of Independent Directors:</p> <p>Provided that where the regular non-executive chairperson is a promoter of the listed entity or is related to any promoter or person occupying management positions at the level of board of director or at one level below the board of directors, at least half of the board of directors of the listed entity shall consist of independent Directors.</p>	31 st March, 2019	Mr. T. S. Suresh Kumar resigned from the office of Director on the closure of business hours of 27 th May, 2019 and the Company accepted the same.	The Company has taken action to resolve the issue.

Place: Bengaluru
Date: 27th July, 2020




Parameshwar G. Bhat
Practising Company Secretary
FCS: 8860
CP: 11004
UDIN: F008860B000507732