

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, 2022**

I, Parameshwar G Bhat, Practising Company Secretary have examined all the documents and records made available to me and explanations 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, 2022 ("1st April, 2021 to 31st March, 2022") 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 there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the Circulars/Guidelines issued there under, 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) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and
- (j) Circulars/Guidelines issued there under;

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 except in respect of matters specified below:

Sl. No.	Compliance Requirement (Regulations/circulars/Guidelines including specific clause)	Deviations	Observations / Remarks of the Practising Company Secretary
NIL			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued there under insofar as it appears from my examination of those records.
- (c) As per the documents provided before me, 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:

Sl. No.	Action taken by	Details of violation	Details of action taken ex. Fines, warning letter, debarment etc.	Observations/Remark of the Practising Company Secretary, if any
NIL				

- (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.	Actions taken by the Listed Entity, if any.	Comments of the Practicing Company Secretary on the actions taken by the Listed Entity.
1.	Pursuant to Regulation 17 (1) (b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015- the Listed Entity, being one of the top 1000 Listed Entities as on 31 st March, 2020 has not appointed Independent Woman Director w.e.f. 1 st April, 2020 and complied on 12 th May, 2020.	31 st March 2021.	The Listed Entity has paid the fines of Rs. 2,26,525/- each levied by BSE Limited and National Stock Exchange of India Limited. However the same was waived off by the BSE. Further, the Company has also requested the NSE to waive off the Fine, a reply from NSE is awaited.	The Company has taken corrective action and ensured Compliance of Regulation 17 (1) (b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. As on date the Composition of Board of Directors is as per Regulation 17 (1) (b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2.	Regulation 23 (9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015- Late submission of	31 st March 2021.	BSE Limited and National Stock Exchange of India Limited have levied the fine of Rs. 2,06,500/- each. The Listed Entity has written to both	The Listed Entity has taken corrective action and ensured Compliance of Regulation 23 (9) of Securities and Exchange Board of India (Listing Obligations and



	<p>Related Party Transactions for the half year ended 30th September, 2020.</p>		<p>the Stock Exchanges seeking waiver of Fines. BSE and National Stock Exchange of India Limited has waived off the fine.</p>	<p>Disclosure Requirements) Regulations, 2015. Further the BSE Limited and National Stock Exchange of India Limited have waived off the fine, considering the request of the Listed Entity.</p>
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Place: Bengaluru
Date: 26.05.2022




Parameshwar G. Bhat
Practising Company Secretary
FCS: 8860CP: 11004
UDIN: F008860D000398469