

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
Website: 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 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (cumulatively "Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021 and General Circular no. 9/2023 dated 25th September, 2023, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), that the Special Resolutions as set out in this Notice is proposed for consideration by the Members of the Company and if thought fit, passing by means of Postal Ballot through remote e-voting.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

The proposed Special Resolutions together with the explanatory statement setting out the material facts and reasons for the passing of the Special Resolutions are being sent to you for your consideration.

This Notice is accordingly being issued in compliance with the said MCA Circulars. **This Notice will only be sent through email to all the Shareholders who have registered their email addresses with the Company or with depository/depository participants or with**

the Registrar and Share Transfer Agents and the physical Notice (along with postal ballot forms) and pre-paid business envelope through post will not be sent to the Shareholders for this Postal Ballot. The communication of assent/dissent of the Shareholders will take place only through the remote e-voting system.

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. .The Notice will also be placed on the website of the Company at www.cerebracomputers.com .

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for facilitating e-voting in order to enable the Members to cast their votes electronically. You are requested to carefully read the instructions in this Postal Ballot Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than 5:00 P.M. IST on Friday, 29th March, 2024 failing which it will be strictly considered that no reply has been received from the Member.

The Board of Directors, 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. Mr. Parameshwar G Bhat has consented to act as Scrutinizer for this Postal Ballot Process. After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman of the Company, or a person authorized by the Chairman. The result of the Postal Ballot will be announced not later than Tuesday, 2nd April, 2024 and will be displayed at the Company's website <https://www.cerebracomputers.com/> besides communicating to the stock exchanges and depositories. The last date for receipt of votes vide e-voting i.e., Friday, 29th March, 2024 shall be deemed to be the date of passing of the resolutions, if passed by requisite majority in accordance with Secretarial Standards-2 on General Meetings.

The Resolutions proposed to be passed through Postal Ballot through e voting together with the Explanatory Statement setting out the material facts are as follows:

SPECIAL BUSINESS:

1. APPROVAL FOR RE-APPOINTMENT OF MR. V RANGANATHAN (HOLDING DIN: 01247305), AS MANAGING DIRECTOR 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 2(54), 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as "the Act"), read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as may be applicable

(including any Statutory modification or re-enactment thereof for the time being in force), based on the recommendations of Nomination and Remuneration Committee and the Board, approval of the Members be and is hereby accorded for the re-appointment of Mr. V Ranganathan (holding DIN: 01247305), as Managing Director of the Company for a period of three (3) years with effect from 1st January, 2024 to 31st December, 2026.

RESOLVED FURTHER THAT remuneration payable to Mr. V Ranganathan, Managing Director of the Company is as per the following terms and conditions as mentioned below:

Remuneration:

- i. Rs. 2,00,000/- per month
- ii. Conveyance Allowance

He will be eligible for reimbursement towards fuel and car maintenance expenses at actuals, on production of bills. He and his family will be eligible for the health insurance. He shall not be entitled for any other allowances or benefits, other than mentioned above.

Leave Facilities:

He will be provided with 21 days of leave and 5 days of casual leave during the tenure. Unutilized shall not be eligible for carry forward or for encashment.

Other Benefits:

Apart from the aforesaid remuneration, the Managing Director shall be entitled to reimbursement of expenses incurred in connection with the business of the Company.

The Managing Director shall not be paid any sitting fees for attending meetings of the Board of Directors or Committee thereof.

Minimum Remuneration:

Notwithstanding anything to the contrary herein, where in any financial year during the currency of tenure of the Managing Director, the Company has no profits or its profits are inadequate, the above remuneration payable by way of salary and perquisites shall be deemed as minimum remuneration but subject to the limits laid down under Schedule V of the Companies Act, 2013 including any statutory modification or re-enactment thereof as may be for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary, alter or modify the terms and conditions including remuneration as may be agreed to by the Board of Directors and Mr. V Ranganathan.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company.”

ITEM NO. 2: APPROVAL FOR RE-APPOINTMENT OF MR. P. VISHWAMURTHY (HOLDING DIN: 01247336) AS WHOLE TIME DIRECTOR 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 2(94), 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as "the Act"), read with Schedule V of the Act of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, as may be applicable (including any Statutory modification or re-enactment thereof for the time being in force), based on the recommendations of Nomination and Remuneration Committee and the Board, approval of the Members be and is hereby accorded for the re-appointment of Mr. P. Vishwamurthy (holding DIN: 01247336), as Whole Time Director of the Company for a period of three (3) years with effect from 1st January, 2024 to 31st December, 2026.

RESOLVED FURTHER THAT remuneration payable to Mr. P. Vishwamurthy, Whole Time Director of the Company is as per the following terms and conditions as mentioned below:

Remuneration:

- i. Rs. 2,00,000/- per month
- ii. Conveyance Allowance

He will be eligible for reimbursement towards fuel and car maintenance expenses at actuals, on production of bills. He and his family will be eligible for the health insurance. He shall not be entitled for any other allowances or benefits, other than mentioned above.

Leave Facilities:

He will be provided with 21 days of leave and 5 days of casual leave during the Tenure. Unutilized shall not be eligible for carry forward or for encashment.

Other Benefits:

Apart from the aforesaid remuneration, the Whole Time Director shall be entitled to reimbursement of expenses incurred in connection with the business of the Company.

The Whole Time Director shall not be paid any sitting fees for attending Meetings of the Board of Directors or Committee thereof.

Minimum Remuneration:

Notwithstanding anything to the contrary herein, where in any financial year during the currency of tenure of the Whole-time Director, the Company has no profits or its profits are inadequate, the above remuneration payable by way of salary and perquisites shall be deemed as minimum remuneration but subject to the limits laid down under Schedule V of the Companies Act, 2013 including any statutory modification or re-enactment thereof as may be for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary, alter or modify the terms and conditions including remuneration as may be agreed to by the Board of Directors and Mr. P. Vishwamurthy.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company."

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

**Place: Bengaluru
Date: 26th February, 2024**

**Surbhi Jain
Company Secretary
M. No. – A58109**

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. In light of the MCA Circulars, the Shareholders who have not registered their email addresses and in consequence the e-voting notice could not be serviced, may temporarily get their email registered with the Company's Registrar and Share Transfer

Agent, KFin Technologies Private Limited, by clicking the link: <https://ris.kfintech.com/clientservices/postalballot/>.

Post successful registration of the email, the shareholder would get soft copy of the Notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, shareholder may write to einward.ris@kfintech.com or contact Mr. Rajeev Kumar of KFin Technologies Private Limited at 040-67161524 or at 1800 345 4001 (Toll Free).

3. It is clarified that for permanent registration of email address, the Shareholders are however requested to register their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032, India by following due procedure.
4. The Notice and Explanatory Statement with the requisite enclosures, has also been made available on the website of the Company <https://www.cerebracomputers.com/> and on the website of e-voting agency i.e. <https://evotingindia.com> and on the website of BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, in the relevant sections.
5. The Notice is being sent to all the Shareholders electronically i.e. by email only as per the said MCA Circulars to those Members who have registered their email addresses with the Company/Depository(s) and whose name appear in the Register of Members/Record of Depositories as on Friday, 23rd February, 2024. A person, who is not a Shareholder, should treat this Postal Ballot Notice for information purpose only.
6. The e-voting rights of the Shareholders / beneficiary owners shall be reckoned on the shares held by them as on Friday, 23rd February, 2024 being the Cut-off date for the purpose. The Shareholders of the Company holding shares either in dematerialised or in physical form, as on the Cut-off date, can cast their vote electronically. A person, who is not a Shareholder, as on the Cut-off date, should treat this Notice for information purposes only.
7. The voting rights for the Shares of the Company are one vote per equity share, registered in the name of the Shareholder. The voting rights of the Shareholders shall be in proportion to the percentage of paid-up share capital of the Company held by them.
8. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Rule 20 of the Companies (Management and Administration) Rules, 2014, as

amended from time to time & Secretarial Standards-2 issued by the Institute of Company Secretaries of India on General Meeting (SS-2), the Company is offering e-voting facility to enable the Members to cast their votes electronically.

9. Postal Ballot (E-Voting) commences on Thursday 29th February, 2024 (09:00 AM IST) and ends on Friday, 29th March, 2024 (05:00 PM IST).

10. A Shareholder cannot exercise his/her vote through proxy on postal ballot. However, corporate, and institutional shareholders shall be entitled to vote through their authorized representatives. Corporate and institutional members are requested to provide a proof of authorization (Board resolution/ authority letter/ power attorney, etc.) in favour of their authorised representatives to the Scrutinizer through e-mail to parameshwar@vjkt.in with a copy marked to cs@cerebracomputers.com. Alternatively, the aforesaid documents to can directly be uploaded on the e-voting portal of KFin Technologies Private Limited, while casting the vote.

11. Resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the members.

12. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one regional daily newspaper circulating in Bengaluru (in vernacular language, i.e. Kannada).

13. Instructions for voting through electronic means (e-voting): The Company has engaged the services of Central Depository Services (India) Limited <https://www.cdslindia.com> as the Authorized Agency to provide e-voting facility. The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
THURSDAY, 29TH FEBRUARY, 2024 (09:00 AM IST)	FRIDAY, 29TH MARCH, 2024 (05:00 PM IST)

A) The procedure and instructions for e-voting are as follows:

PROCEDURE FOR REMOTE E-VOTING

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

- (i) The voting period begins on Thursday, 29th February, 2024 at 9:00 A.M and ends on Friday, 29th March, 2024 at 5:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 23rd February, 2024 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 09.12.2020**, 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 shareholders/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 December 9, 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.

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/myeasitoken/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 evoting is in progress as per the information provided by company. On clicking the evoting 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/myeasitoken/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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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 evoting 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 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>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReq.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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>

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	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

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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 Date of Birth (DOB)	<p>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.</p> <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.

- (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 <Company Name> 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) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- 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 “Corporates” 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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; cs@cerebracomputers.com (designated email address by Company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 **Company/RTA email id**.

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 022-23058738 and 022-23058542/43.

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 on 022-23058542/43.

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

**Place: Bengaluru
Date: 26th February, 2024**

**Surbhi Jain
Company Secretary
M. No. – A58109**

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

Item No. 1:

1. CONSIDER THE RE-APPOINTMENT OF MR. V RANGANATHAN (HOLDING DIN: 01247305), AS MANAGING DIRECTOR OF THE COMPANY:

Mr. V Ranganathan holds an Engineering degree from Bangalore University and has 34 years of experience in the Electronics and IT Industry and as Managing Director in the Company for 26 years. Mr. V Ranganathan is associated with the Company as a Promoter since inception and has been responsible for bringing the Company to this level.

The Board of Directors, at its meeting held on 27th July, 2020 had appointed Mr. V Ranganathan as the Managing Director ("MD") for a period of three years from 1st January, 2021 to 31st December, 2023. Subsequently, at the Annual General Meeting of the Company held on 28th September, 2020, the Members had approved the appointment and terms of remuneration of Mr. V Ranganathan as MD of the Company. Hence, his office comes to an end on 31st December, 2023.

Therefore, the Board of Directors, at its meeting held on 27th December, 2023, based on the recommendation of Nomination and Remuneration Committee has re-appointed Mr. V Ranganathan, as MD of the Company for a further period of three years, with effect from 1st January, 2024 to 31st December, 2026, subject to the approval of the Members on such terms and conditions as mentioned in aforesaid resolution.

The disclosures as required under Section II of Part II of Schedule V read with Section 201 of the Companies Act, 2013 as attached herewith as **Annexure B** to this Notice.

The details of Mr. V Ranganathan in pursuance of the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been given in **Annexure A** to this Notice.

Except Mr. V Ranganathan, 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.

The Board recommends the Resolution at Item No. 1 of the notice for approval of the Members.

Item No. 2:

2. CONSIDER THE RE-APPOINTMENT OF MR. P. VISHWAMURTHY (HOLDING DIN: 01247336) AS WHOLE TIME DIRECTOR OF THE COMPANY:

Mr. P Vishwamurthy holds Engineering degree from Mysore University and has 23 years of experience in IT industry. Mr. P Vishwamurthy has been responsible for ITES business of the Company.

The Board of Directors, at its meeting held on 27th July, 2020 had appointed Mr. P. Vishwamurthy as the Wholetime Director (“WTD”) for a period of three years with effect from 1st January, 2021 to 31st December, 2023. Subsequently, at the Annual General Meeting of the Company held on 28th September, 2020, the Members had approved the appointment and terms of remuneration of Mr. P Vishwamurthy as WTD of the Company.

Hence, his office comes to an end on 31st December, 2023.

Therefore, the Board of Directors, at its meeting held on 27th December, 2023, based on the recommendation of Nomination and Remuneration Committee has re-appointed Mr. P Vishwamurthy, as WTD of the Company for a further period of three years, with effect from 1st January, 2024 to 31st December, 2026, subject to the approval of the Members on such terms and conditions as mentioned in aforesaid resolution.

The disclosures as required under Section II of Part II of Schedule V read with Section 201 of the Companies Act, 2013 as attached herewith as **Annexure B** to this Notice.

The details of Mr. P. Vishwamurthy in pursuance of the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been given in **Annexure A** to this Notice.

Except Mr. P. Vishwamurthy, 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.

The Board recommends the Resolution at Item No. 2 of the notice for approval of the Members.

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

**Place: Bangalore
Date: 26th February, 2024**

**Surbhi Jain
Company Secretary
M. No. – A5810**

**ANNEXURE A TO THE NOTICE
APPOINTMENT OF DIRECTORS**

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. V Ranganathan	Mr. P Vishwamurthy
Date of birth	12 th November, 1963, (60 years)	3 rd May, 1967 (57 years)
Date of Appointment	12 th December, 1993	18 th July, 1996
Qualifications	Bachelor of Engineering	Bachelor of Engineering
Expertise in specific functional area	Electrical and Electronics	Software and ITes
Terms and conditions of appointment/ re-appointment and proposed remuneration	As set out in resolution	As set out in resolution
Relationship between Directors <i>inter-se</i>	Nil	Nil
Names of listed entities in which the person holds the directorship	Nil	Nil
Membership of Committees of the Board of other listed entity	Nil	Nil
No. of Shares held in the Company	38,96,080	9,98,130
Remuneration last drawn (Paid for F.Y 2022-2023)	Rs. 20.12 Lakhs	Rs. 20.12 Lakhs
Remuneration sought to be paid	Not exceeding Rs. 24 Lakhs	Not exceeding Rs. 24 Lakhs

ANNEXURE B TO THE NOTICE

i) The payment of remuneration was approved by the Nomination and Remuneration Committee and by the Board of Directors at their meetings held on 27th December, 2023.

ii) The Company has not made any default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon or preference shares and dividend on preference shares for continuous period of thirty days in the preceding financial year before the date of his appointment.

iii) Other particulars:

GENERAL INFORMATION

1.	Nature of Industry	Manufacturer of Electronic Goods and Service Providers. Recycling & refurbishment company. Our solutions reduce e- waste of used, outdated devices, while making affordable technology available to organizations & individuals.
2.	Date or expected date of commencement of commercial production	31.12.1993
3.	In case of new Companies, expected date - Not applicable -of commencement of activities as per project approved by the financial institute appearing in the prospectus	Not Applicable
4.	Financial performance based In the Financial Year 2022-23, the Company on given indicators	In the financial year 2022-2023, the Company made turnover of Rs. 24,550 Lakhs and profit of Rs. 620 Lakhs
5.	Foreign investments or collaborators, if any	Nil

INFORMATION ABOUT APPOINTEE

S.no	Particulars	Mr. V Ranganathan	Mr. P Vishwamurthy
1.	Background Details	Mr. V Ranganathan holds an Engineering degree from Bangalore University and has 34 years of experience in the	Mr. P Vishwamurthy holds Engineering degree from Mysore University and has 23 years of experience in IT

		Electronics and IT Industry and as Managing Director in the Company for 26 years.	industry. Mr. P Vishwamurthy has been responsible for ITES business of the Company.
2.	Past remuneration	Rs. 20.12 Lakhs	Rs. 20.12 Lakhs
3.	Recognition and awards	Not applicable	Not applicable
4.	Job profile and suitability	He was working as Managing Director of the Company, to manage the whole business and affairs of the Company.	He was working as Whole time Director of the Company, and managing the ITES business and financial functions of the Company.
5.	Remuneration proposed	As stated in the resolution at Item No. 1 of this Notice.	As stated in the resolution at Item No. 2 of this Notice.
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The remuneration of Mr. V Ranganathan is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business.	The remuneration Mr. P Vishwamurthy is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Nil	Nil

OTHER INFORMATION

1.	Reason of loss or inadequate profits	The Extended Producer Responsibility (EPR) business is one of the highest business generators for the company. There is a reduction in turnover as there is a delay in rollout of Central Pollution
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		<p>Control Board (CPCB) portal to complete the registration & allocation process as per the new E Waste rules, 2022 and only after the registration & audit process, the generation of EPR certificates is possible over the portal. Now that the portal is opened for completing the process, we expect the EPR business to become normal during the rest of the period of the current financial year.</p> <p>Lack of working capital led the Company to be more dependent on back-to-back refurbishment orders which affected the margin.</p>
2.	Steps taken or proposed to be taken for improvements	<p>Registration formalities got completed with CPCB which will facilitate easy of production / sales in the coming years. Working and exploring for alternative additional funding proposal to meet the working capital.</p>
3.	Expected increase in productivity and profits in measurable terms	<p>Estimated improvement of revenue in the next financials year will be around 10% and following year by 15%.</p>

The notice may be treated as the statement as required under Section II of Part II of Schedule V read with Section 201 of the Companies Act, 2013.