

## NOTICE

11th April, 2023

To

All Directors

Cerebra Integrated Technologies Limited

Bangalore

Dear Sir/Madam

This is to inform you that an Emergency Meeting i.e. the 1<sup>st</sup> Meeting of FY 2023-24 of the Board of Directors of Cerebra Integrated Technologies Limited will be held as per details below:

Time: 04:00PM

Date: Tuesday 11<sup>th</sup> April, , 2023

Venue; # S5, Off 3<sup>rd</sup> Cross,

Peenya Industrial Area, 1<sup>st</sup> Stage

Peenya, Bangalore-560 058

This Meeting is convened at short notice in view of the resignations tendered by Independent Directors.

Agenda for the Meeting is as follows:

Sl. No.	Particulars
1.	To elect Chairman for the Board Meeting.
2	Leave of absence to Directors, if any.
3	To take note of the Minutes of the previous Board Meeting.
4	To take note of the resignation tendered by Independent Directors
5	To take note of the non compliance of the Listing Obligation as mandated by SEBI (LODR) Regulation 17 in terms of composition of Directors on the Board and also the composition of the Committees.
6	To consider and approve reconstitution of Audit Committee
7	To consider and approve reconstitution of Nomination and Remuneration Committee
8	To consider and approve reconstitution of Stakeholders' Relationship

	Committee
9	Any other business with the permission of the chair and with the consent of majority of the Directors present.

Please make yourselves convenient to attend the Meeting.

Thanking you

Yours truly

**For Cerebra Integrated Technologies Limited**



**Mala Poddar**  
**Company Secretary &**  
**Compliance Officer**  
**M. No. – A53919**

**Email ID: mala.poddar@cerebracomputers.com**

## NOTES ON AGENDA

### ITEM NO. 1:

TO ELECT CHAIRMAN FOR THE BOARD MEETING.	NOTES
The Board may consider electing a chairman.	

### ITEM NO. 2:

LEAVE OF ABSENCE TO DIRECTORS, IF ANY	NOTES
The Board may consider granting leave of absence to those Directors, who express their inability to attend the Meeting.	

### ITEM NO. 3:

TO TAKE NOTE OF THE MINUTES OF THE PREVIOUS BOARD MEETING	NOTES
Minutes of the previous Board Meeting will be tabled. The same is for noting.	

### ITEM NO. 4:

TO TAKE NOTE OF THE RESIGNATIONS TENDERED BY INDEPENDENT DIRECTORS	NOTES
The Board may take note of Resignations tendered by Mr. P.E Krishnan(DIN:01897686), Mr. M V S Vasam(DIN:01088868), and Ms.Bhavna Philipose(DIN:08741062) Independent Directors of the Company with effect from 11 <sup>th</sup> April, 2023. This will be reviewed at the Meeting.	

### ITEM NO. 5:

TO TAKE NOTE OF THE NON COMPLIANCE OF THE LISTING OBLIGATION AS MANDATED BY SEBI (LODR) REGULATION 17 IN TERMS OF COMPOSITION OF DIRECTORS	NOTES

<p>The Board may note the non compliance of the listing obligation as mandated by SEBI (LODR) regulation 17 which are as follows. The Company being under top 2000 listed companies, It should have optimum combination of executive and non-executive directors with at least one woman director and not less than fifty percent. of the board of directors shall comprise of non-executive directors;</p> <p>The Board may note that the Company does not have any woman Director.</p> <p>The Board may note that there is only one Non Executive Director instead of 3 in the Company.</p> <p>ii) 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>The Board may note that there is need to appoint atleast two Independent Directors.</p> <p>The Board may note that these are serious non Compliances and find out ways to quickly address them.</p>	
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**ITEM NO. 6:**

<b>TO CONSIDER AND APPROVE RECONSTITUTION OF AUDIT COMMITTEE</b>	<b>NOTES</b>
<p>The Board may note that it needs to reconstitute the Audit Committee which is dissolved due to resignation of members of the Committee namely Mr. M V S Vasan(DIN:01088868) and Mr. P.E Krishnan(DIN:01897686) Independent Directors of the Company.</p> <p>The Board may also note it will be a non compliance even after forming a Committee with existing Directors because SEBI (LODR )Regulation 18 reads that Audit Committee should comprise of minimum three directors, with Independent Directors forming a majority.</p>	

**ITEM NO. 7:**

<b>TO CONSIDER AND APPROVE RECONSTITUTION OF NOMINATION AND REMUNERATION COMMITTEE</b>	<b>NOTES</b>
<p>The Board may note that it needs to reconstitute the Nomination and Remuneration Committee which is dissolved due to resignation of members of the Committee namely Mr. M V S Vasan(DIN:01088868) and Mr. P.E Krishnan(DIN:01897686) Independent Directors of the Company.</p> <p>The Board may also note it will be a non compliance even after forming a Committee with existing Directors because SEBI(LODR )Regulation 19 reads that Nomination and Remuneration Committee should comprise of minimum three Directors, with all Directors being Non Executive, where at least two-thirds of the Directors shall be Independent Directors .</p>	

**ITEM NO. 8:**

<b>TO CONSIDER AND APPROVE RECONSTITUTION OF STAKEHOLDERS' RELATIONSHIP COMMITTEE</b>	<b>NOTES</b>
<p>The Board may note that it needs to reconstitute the Stakeholders' Relationship Committee which is dissolved due to resignation of members of the Committee namely Mr. M V S Vasan(DIN:01088868) and Mr. P.E Krishnan(DIN:01897686) Independent Directors of the Company.</p> <p>The Board may consider and approve the reconstitution of the Committee with the existing Directors.</p>	

**ITEM NO. 9:**

<b>ANY OTHER BUSINESS WITH THE PERMISSION OF THE CHAIR AND CONSENT OF MAJORITY OF THE DIRECTORS PRESENT.</b>	<b>NOTES</b>
<p>The Board may consider any other subject with the permission of the Chair and with the consent of majority of Directors present.</p>	