CEREBRA®
Total I.T. Solutions
An ISO 9001 : 2015 Company

Cerebra Integrated Technologies Limited
REGD. OFFICE :
S5, Off 3rd Cross, Peenya Industrial Area,
Peenya 1st Stage, Bengaluru - 560 058.
Tel : +91-80-22046969-99
Fax : +91-80-22046980
Web : www.cerebracomputers.com
E-mail : info@cerebracomputers.com
CIN : L85110KA1993PLC015091

REF: CITL/NSE/35/2019-20
Friday, 4th September, 2020

Listing Department
National Stock Exchange of India Limited
5th Floor, Exchange Plaza
Bandra (E)
Mumbai-400 051

Dear Sirs

Sub: 26th (Twenty Sixth) Annual General Meeting - Copy of Notice cum Annual Report

Pursuant to the provisions of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the copy of Notice cum Annual Report of 26th Annual General Meeting of the Company to be held on at 11:30 AM on Monday, 28th September, 2020 through Video Conference / Other Audio-Visual Means ("VC/OAVM"). The Annual Report 2019-20 along with the Notice is sent only through e-mails to the Shareholders of the Company at their registered e-mail addresses today and will be uploaded on the website of the Company.

Please take the documents on record and kindly treat this as compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you
Yours faithfully

For Cerebra Integrated Technologies Limited
For CEREBRA INTEGRATED TECHNOLOGIES LTD.,
Director
P Vishwamurthy
Whole Time Director
DIN: 01247336

Encl: As above

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: info@cerebracomputers.com Web: www.cerebracomputers.com

NOTICE

NOTICE is hereby given that the 26th (Twenty Sixth) Annual General Meeting of the Company will be held on Monday, 28th day of September, 2020 at 11.30 A.M. through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company including Audited Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss of the Company for the year ended as on that date together with the Auditors' Report thereon and the Board's Report including Secretarial Audit Report.
2. To appoint Mrs. Preethi Javali (holding DIN: 07157145), Director who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint Statutory Auditors of the Company:

To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, Messrs YCRJ & Associates, Chartered Accountants, Bangalore (Firm Registration No. 006927S), be and are hereby appointed as Statutory Auditors of the Company in place of the retiring Auditors Messrs Ishwar & Gopal, Chartered Accountants, Bangalore (having ICAI Firm Registration No. 001154S), to hold office for a period of 5 (five) years from the conclusion of this Annual General Meeting ("AGM") till the conclusion of the 31st (thirty first) AGM to be held in the year 2025, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

4. To appoint Mrs. Bhavna Philipose (holding DIN: 08741062) as a Director and an Independent Director of the Company:

To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Rules made there under and other applicable laws, if any and Articles of Association of the Company, Mrs. Bhavna Philipose (holding DIN:08741062), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 12th May, 2020 and who holds office until the date of this Annual General Meeting, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and 160 of the Companies Act, 2013 read with Schedule IV and all other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), Mrs. Bhavna Philipose (holding DIN:08741062), be and is hereby appointed as Independent Director of the Company for a period of 5 (five) consecutive years commencing from 12th May, 2020 to 11th May, 2025 and whose office shall not be subject to retirement by rotation.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, things and take all such steps as may be necessary, proper and expedient to give effect to the above said Resolution also to take necessary steps to file necessary returns with the Registrar of Companies and comply with other formalities, if any as may be required pursuant to the provisions of Companies Act, 2013 or such other Regulations."

5. To appoint Mr. Parthasarathi Naik (holding DIN: 08707417) as a Director and an Independent Director of the Company:

To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Rules made there under and other applicable laws, if any and Articles of Association of the Company, Mr. Parthasarathi Naik (holding DIN:08707417), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 27th July, 2020 and who holds office until the date of this Annual General Meeting, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and 160 of the Companies Act, 2013 read with Schedule IV and all other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), Mr. Parthasarathi Naik (holding DIN:08707417), be and is hereby appointed as Independent Director of the Company for a period of 3 (three) consecutive years commencing from 27th July, 2020 to 26th July, 2023 and whose office shall not be subject to retirement by rotation.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, things and take all such steps as may be necessary, proper and expedient to give effect to the above said Resolution also to take necessary steps to file necessary returns with the Registrar of Companies and comply with other formalities, if any as may be required pursuant to the provisions of Companies Act, 2013 or such other Regulations."

6. 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 & Remuneration of Managerial Personnel) Rules, 2014, as may be applicable (including any Statutory modification or re-enactment thereof for the time being in force), approval of the Members be and is hereby accorded to re-appoint Mr. V Ranganathan (holding DIN: 01247305), as Managing Director of the Company for a period of three (3) years with effect from 1st January, 2021 to 31st December, 2023.

RESOLVED FURTHER THAT remuneration payable to Mr. V Ranganathan, Managing Director of the Company is as per the existing 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 actually 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 however 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 be 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".

7. 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), approval of the members be and is hereby accorded to appoint 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, 2021 to 31st December, 2023.

RESOLVED FURTHER THAT remuneration payable to Mr. P. Vishwamurthy, Whole Time Director of the Company is as per the existing 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 actually 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 however 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 be 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. 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."

8. Approval of Cerebra Employees Stock Option Plan - 2020:

To consider and if thought fit, to pass, the following Resolution as a Special Resolution:

"RESOLVED THAT in supersession of all the earlier Resolutions passed in this regard, in pursuant to the provisions of Section 62 of the Companies Act, 2013 read with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and all other applicable provisions, if any, of the Companies Act 2013, the Articles of the Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board"), consent of the Members be and is hereby accorded to create, offer, issue, allocate or allot at any time to or to the benefit of such person(s) who are in permanent employment of the Company including its subsidiary(ies), including any Director of the Company, whether whole time or otherwise but excluding Independent Directors, under a plan titled "Cerebra Employees Stock Option Plan - 2020" (hereinafter referred to as the "ESOP" or "Scheme" or "Plan") such number of Equity Shares and/or Equity Linked Instruments (including options), and/or any other instruments or securities (hereinafter referred to as "Stock Options") of the Company which could give rise to issue of Equity Shares not exceeding 60,59,324 (Sixty Lakhs Fifty Nine Thousand Three Hundred and Twenty Four), at such price, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Compensation Committee (hereinafter referred to as "the Committee"), in accordance with the guidelines or other provisions of the law or guidelines issued by the relevant Authority or as may be prevailing at that time.

RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue, allotment or listing of the stock options, the Board be and is hereby authorized on behalf of the Company to evolve, decide upon and bring in to effect the scheme and make modifications, changes, variations, alterations or revisions in the said scheme from time to time as may be specified by the Board Resolution, as the Board may in its absolute discretion deem fit or necessary or desirable for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT the Committee be and is hereby authorized to fix the Exercise Price for this round of Options, subject to minimum Exercise Price of par value of the Shares.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the Shares allotted under the plan on the Stock Exchanges, where the securities of the Company are listed as per the provisions of the Listing Agreement with the concerned stock exchanges and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT the new Equity Shares to be issued shall rank *pari-passu* in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion deems necessary including authorizing or directing to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of the Plan as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals and also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard."

By order of the Board

For Cerebra Integrated Technologies Limited

Place: Bangalore
Date: 27th July, 2020

Ranganathan
Managing Director
DIN: 01247305
Address: Brindavan 90
3rd Cross, Sri Venkateshwara
Krupa Layout, West of Chord Road
Bangalore - 560 079 KA IN

NOTES:

1. In view of disruptions caused by COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has, vide General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020 and General Circular No. 20/2020 dated 5th May, 2020 (collectively "MCA Circulars"), permitted companies to conduct Annual General Meeting (AGM) through over video conferencing ("VC") / Other Audio Visual Means ("OAVM"), subject to compliance with various conditions mentioned therein. In compliance with the MCA Circulars and applicable provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 26th AGM of the Company is being convened and conducted through VC/OAVM.

2. The Company has facilitated the Members to participate in the 26th AGM through the VC/OAVM facility provided by Central Depository Services Limited (CDSL). The instructions for participation by Members are given in the subsequent paragraphs. Participation in AGM through VC shall be allowed on a first-come-first-served basis.

3. As per MCA Circulars, Members attending the 26th AGM through VC will be reckoned for the purpose of quorum as per the provisions of Section 103 of the Companies Act, 2013.

4. For exercising the votes by the Members by electronic means, the Company has provided the facility of remote e-voting as well as e-voting during the AGM. The procedure for using the remote e-voting facility as well as e-voting during the AGM is given in the subsequent paragraphs.

5. Members joining the AGM through VC/OAVM shall be permitted to exercise their right to vote using the e-voting facility at the AGM, provided they have not cast their votes using remote e-voting facility. The Members who have cast their votes prior to AGM using the remote e-voting facility may also join the AGM though VC/OAVM; but shall not be entitled to cast their votes again.

6. As per the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on his/her behalf and such Proxy need not be a Member of the Company. Since 26th AGM is being held through VC/OAVM as per MCA Circulars, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the 26th AGM and hence the Proxy Form and Attendance Slip are not annexed to this notice. Similarly, as this AGM is being held through VC/OAVM, the route map is not annexed to this notice.

7. Corporate Members may authorize their representatives for casting the votes using remote e-voting facility or for participation and voting in the AGM using VC/OAVM. Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM.

8. In line with MCA Circulars, the Annual Report for the financial year 2019-20 along with Notice of 26th AGM of the Company *inter-alia* indicating the process and manner of e-Voting are being sent only by electronic mode to those Members whose email IDs are registered with the Company/Depository Participant(s) for communication.

   In line with MCA Circulars, the Company has enabled a process for the limited purpose of receiving the AGM Notice and Annual Report (including remote e-voting instructions) electronically.

   Members may note that the aforesaid documents may also be downloaded from the Company's website under the Investor Relations Section at http://cerebracomputers.com/reports-and-filings/

9. The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, maintained as per the provisions of the Companies Act, 2013 will be available for electronic inspection by the Members during the AGM. All the documents referred to in the Notice will also be available for electronic inspection by the Members without any fee from the date of circulation of this notice up to the date of AGM i.e., 28th September, 2020. Members seeking to inspect such documents may send an email to investors@cerebracomputers.com.

10. Members seeking clarifications on the Annual Report are requested to send an email to investors@cerebracomputers.com on or before 21st September, 2020. This would enable the Company to compile the information and provide replies at the Meeting.

11. The Register of Members and the Share Transfer books of the Company will remain closed on 28th September, 2020.

12. The Shares of the Company are traded compulsorily in dematerialized form as per the directions of the Stock Exchanges. Accordingly, Members who have not opted for dematerialization of Shares are once again reminded to take steps to dematerialize their holdings. Further, the Members may note that as per SEBI(LODR) (Fourth Amendment) Regulations, 2018, with effect from 1st April, 2019, except in case of transmission or transposition of securities, no transfer of securities shall be processed unless the securities are held in the dematerialized form. Accordingly, Shareholders holding Equity Shares in physical form are urged to have their shares dematerialized so that they will be able to transfer them freely and participate in corporate actions.

13. Members holding the Shares in physical form are requested to communicate the changes, if any, in their addresses, Bank Account details and other necessary details to the Company's Registrar and Share Transfer Agent (RTA), KFIN Technologies Private Limited, Selenium Tower B, Plot number 31 and 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032, India. Members holding the Shares in dematerialized form are requested to communicate such changes to the concerned Depository Participant.

14. Members who are yet to register their e-mail address are requested to register the same with the Depository through their Depository Participants in respect of shares held in dematerialized form. Members holding the Shares in physical form may register their e-mail address by writing to the Company's Registrar and Share Transfer Agent.

15. Non-resident Indian Shareholders are requested to immediately inform the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be, about the following matters:

    (a) the change in residential status on return to India for permanent settlement, and

    (b) the particulars of the NRE account with a bank in India, if not furnished earlier.

16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form may submit their PAN details to the Company's Registrar and Share Transfer Agents or the Company.

17. Members holding Shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13, as prescribed by the Government may be obtained from the Registrar and Share Transfer Agent or the Secretarial Department of the Company at its Registered Office.

18. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the Meeting, is annexed hereto.

19. Voting Through Electronic Means:

    In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the 26th Annual General Meeting (AGM). For this purpose, the Company has entered into an Agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means. The facility to cast the votes by the Members using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

    The Members can join the AGM through VC/OAVM mode, 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restrictions.

The instructions for Members for remote e-voting are as under:

(I) The voting period begins on Thursday, 24th September, 2020 (9.00 AM IST) and ends on Sunday, 27th September, 2020 (5.00 PM IST). During this period, Members of the Company, holding Shares either in physical form or in dematerialized form, as on the cut-off date (Record date) of Monday, 21st September, 2020 may cast their votes electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.

(ii) The Members should log on to the e-Voting website www.evotingindia.com.

(iii) Click on "Shareholders" module.

(iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding Shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first-time user, follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).
	Members who have not updated their PAN with the Company/Depository Participant are requested to use sequence number sent by the Company / RTA or contact Company / RTA
Dividend Bank Details or Date of Birth (DOB)	• 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. • 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 as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding Shares in physical form will then directly reach the Company selection screen. However, Members 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 account 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.

(x) For Members holding Shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.

(xi) Click on the EVSN relevant to 'CEREBRA INTEGRATED TECHNOLOGIES LIMITED' on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same, the option "YES/NO" is available 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the Resolution, if 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) 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' and enter the details as prompted by the system.

(xviii) Members can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

Instructions for Members attending the AGM through VC are as under:

1. Members will be provided with a facility to attend the AGM through VC through the CDSL e-Voting system. Members may access the same at https://www.evotingindia.com under Shareholders/Members login by using the remote e-voting credentials. The link for VC will be available in shareholder/members login where the EVSN of Company will be displayed.

2. <u>System requirements for best VC/OAVM experience:</u>

   Though any internet enabled device i.e., Laptop, Desktop, Smart phone or a Tablet may be used to join the Meeting, Members are encouraged to join the AGM through Laptop/Tablet for better experience. Laptop with at least Core2duo processor, 1GB RAM, good quality multimedia kit and latest version of Internet Browser are preferred. Members are requested to download the Cisco WebEx meeting tool in advance and enable the camera during the AGM.

   Members connecting from Mobile Devices, Tablets or Laptop connected via Mobile Hotspot might experience Audio/Video loss due to fluctuations in their respective networks. To mitigate any such glitches, it is recommended to use stable Wi-Fi or LAN connection (without proxy & firewall) with a speed of 2 Mbps or more.

3. Members who would like to ask questions or express their views at the AGM may register themselves as a speaker by sending a mail with their name, demat account number/folio number, email id, mobile number to investors@cerebracomputers.com on or before Monday, 21st September, 2020. The Company reserves the right to limit the number of Members asking the questions depending on the time availability at the AGM.

4. Only those Shareholders who have registered themselves as a speaker will be allowed to express their views/ask questions during the Meeting.

Instructions for Members for e-voting during the AGM are as under:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those members, who are present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

3. If any votes are cast by the Members through the e-voting available during the AGM and if those Shareholders have not participated in the Meeting through VC/OAVM facility, then the votes cast by such Shareholders shall be considered invalid as the facility of e-voting during the Meeting is available only to the Shareholders attending the Meeting.

4. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(xix) Note for Non – Individual Shareholders and Custodians

- 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 cost 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; investors@cerebracomputers.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

(xx) Any person, who acquires Shares of the Company and becomes Member of the Company after dispatch of the AGM Notice and holding Shares as of the cut-off date i.e., Monday, 21st September, 2020 may obtain the login ID and password by sending a request to helpdesk.evoting@cdslindia.com or by contacting our Registrar and Share Transfer Agent, KFIN Technologies Private Limited, Selenium Tower B, Plot No. 31 and 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032, India. Phone: +91-40-67161564 Fax: +91-40-23420814 and Email: shobha.anand@kfintech.com.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533 or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-3058542).

(xxii) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400 013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533 or call 022-23058542 / 43.

Other instructions:

(I) The voting rights of Shareholders shall be in proportion to their Shares of the Paid-up Equity Share Capital of the Company as on the cut-off date of 21st September, 2020.

(ii) The Board of Directors has appointed Mr. Parameshwar G. Bhat, Practising Company Secretary, Bangalore, (Membership No. FCS;8860) as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. Mr. Parameshwar G. Bhat has conveyed to the Company his willingness to act as such.

(iii) The Scrutinizer will submit his report to the Chairman of the Company or Managing Director or Company Secretary or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's Report shall be communicated to the Stock Exchanges, CDSL and RTA and will also be displayed on the website of the Company at www.cerebracomputers.com.

20. DETAILS PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 OF THE DIRECTORS PROPOSED TO BE APPOINTED/RE-APPOINTED:

Name	Mrs. Preethi Javali	Mrs. Bhavna Philipose	Mr. Parthasarathi Naik	Mr. V Ranganathan	Mr. P Vishwamurthy
DIN	07157145	08741062	08707417	01247305	01247336
Desig-nations	Non-Executive-Non-Independent Director	Non-Executive-Independent Director	Non-Executive-Independent Director	Managing Director	Whole Time Director
Date of birth	27th November, 1973	17th May, 1976	10th June, 1953	12th November, 1963	3rd May, 1967
Date of Appointment	31st March, 2015	12th May, 2020	27th July, 2020	12th December, 1993	18th July, 1996
Qualifi cations	Master of Arts	Bachelor of Science in Chemistry	Bachelor of Science in Chemistry	Bachelor of Engineering	Bachelor of Engineering
Expertise in specific functional area	Literature & Kannada Cultural Activities	Specialist in Microsoft Technology in Data Analytics an Project Consultancy	Income Tax and Audit related issues	Electrical and Electronics	Software and ITes
Relationship between Directors *inter-se*	Nil	Nil	Nil	Nil	Nil
Names of listed entities in which the person holds the directorship	Nil	Nil	Nil	Nil	Nil
Membership of Committees of the Board of other listed entity	Nil	Nil	Nil	Nil	Nil
No. of Shares held in the Company	10,000	Nil	32,000	38,96,080	9,98,130

By order of the Board

For Cerebra Integrated Technologies Limited

Place: Bangalore
Date: 27th July, 2020

Ranganathan
Managing Director
DIN: 01247305
Address: Brindavan 90
3rd Cross, Sri Venkateshwara
Krupa Layout, West of Chord Road
Bangalore - 560 079 KA IN

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013:

Item no. 3: To appoint Statutory Auditors of the Company:

This explanatory statement is provided though strictly not required pursuant to the provisions of Section 102 of the Companies Act.

Messrs Ishwar & Gopal, Chartered Accountants (Firm No. 001154S) Bangalore, were appointed as the Statutory Auditors of the Company at the 21st Annual General Meeting (AGM) of the Company held on 29th September, 2015 for a second term of 5 (five) years to hold office till the conclusion of this AGM.

As per the provisions of Section 139 of the Act, no listed Company can appoint or re-appoint an audit firm as Auditors for more than two terms of five consecutive years. In view of the above, the Board of Directors has, based on the recommendation of the Audit Committee, at its Meeting held on 27th July, 2020, proposed the appointment of Messrs YCRJ & Associates, Chartered Accountants (Firm Registration No. 006927S) as the Statutory Auditors of the Company for a period of 5 (five) years, to hold office from the conclusion of this AGM till the conclusion of the 31st (thirty first) AGM to be held in the year 2025 at a proposed remuneration of Rs. 8,00,000/- for the FY 2020-21 in addition to out of pocket expenses as may be incurred by them during the course of the audit.

Messrs YCRJ & Associates, Chartered Accountants (Firm Registration No. 006927S), have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with the provisions of Section 139 read with Section 141 of the Act.

The Board recommends the Ordinary Resolution set out at item no. 3 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the said Resolution.

Item no. 4 - To appoint Mrs. Bhavna Philipose (holding DIN: 08741062) as a Director and an Independent Director of the Company:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its Meeting held on 12th May, 2020 have appointed Mrs. Bhavna Philipose (holding DIN: 08741062) as an Additional Director (Independent Director) of the Company with effect from 12th May, 2020.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Additional Director appointed by the Board will hold office up to the date of the ensuing Annual General Meeting. Hence, the approval of the Members of the Company is required to appoint Mrs. Bhavna Philipose as Independent Director of the Company. Brief profile and other details have been provided in the notes. In the opinion of the Board, she fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and is independent of the Management.

In this connection, the Board recommends the Ordinary Resolution as set out in item no. 4 for the approval of the Members of the Company.

Except Mrs. Bhavna Philipose, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the said Resolution.

Item no. 5: To appoint Mr. Parthasarathi Naik (holding DIN: 08707417) as a Director and an Independent Director of the Company:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its Meeting held on 27th July, 2020 have appointed Mr. Parthasarathi Naik (holding DIN: 08707417) as an Additional Director (Independent Director) of the Company with effect from 27th July, 2020.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Additional Director appointed by the Board will hold office up to the date of the ensuing Annual General Meeting. Hence, the approval of the Members of the Company is required to appoint Mr. Parthasarathi Naik as Independent Director of the Company. Brief profile and other details have been provided in the notes. In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and is independent of the Management.

In this connection, the Board recommends the Ordinary Resolution as set out in item no. 5 for the approval of the Members of the Company.

Except Mr. Parthasarathi Naik, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the said Resolution.

Item no. 6 - Re-appointment of Mr. V Ranganathan 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.

In terms of the approval already accorded by the Shareholders, his office comes to an end on 31st December, 2020. Therefore, it is proposed to re-appoint Mr. V Ranganathan as Managing Director of the Company on such terms and conditions as mentioned in the aforesaid Resolution. Brief profile and other details have been provided in the notes.

Based on the recommendation of the Nomination and Remuneration Committee and the justifications, the Board recommends the Special Resolution as set out in item no. 6 for the approval of the Members of the Company.

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.

Item no. 7 - Re-appointment of Mr. P. Vishwamurthy 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.

In terms of the approval already accorded by the Shareholders, his office comes to an end on 31st December, 2020. Therefore, it is proposed to re-appoint Mr. P. Vishwamurthy as Whole Time Director of the Company on such terms and conditions as mentioned in the aforesaid Resolution. Brief profile and other details have been provided in the notes.

Based on the recommendation of the Nomination and Remuneration Committee and the justifications, the Board recommends the Special Resolution as set out in item no. 7 for the approval of the Members of the Company.

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.

Item no.8 - Approval of Cerebra Employees Stock Option Plan - 2020:

The Company is planning to implement an ESOP plan for the employees and intends to reserve up-to 60,59,324 (Sixty Lakhs Fifty Nine Thousand Three Hundred and Twenty Four) Equity Shares for this purpose. An ESOP plan has been drawn giving salient features of the ESOP to be provided to the employees.

The Company needs to take the approval of Members to implement this plan.

Disclosure as per Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 is as follows:

Sl. no.	Particulars	Disclosures
1	Total no. of Stock Options to be granted	60,59,324 (Sixty Lakhs Fifty Nine Thousand Three Hundred and Twenty Four) options (subject to adjustment for any bonus, stock splits, or consolidations or other re-organisation of the capital structure of the Company as may be applicable from time to time).
2	Identification of classes of employees entitled to participate in the ESOP	A permanent employee of the Company as well as the employees of all the Subsidiaries of the Company and Directors (whole time or not) but excluding an Independent Director of the Company or its Subsidiaries, who qualify for issue of Options under this Plan and who fulfill the minimum conditions as decided by the Committee. Provided that any Director holding either by himself/herself or through his/her relative or through any, body corporate, directly or indirectly 10% or more of the outstanding Equity Share Capital of the Company at any time from the commencement of this Plan and any person who is a Promoter or a person belonging to Promoter group shall not be eligible under this Plan.
3	Appraisal process for deter-mining the eligibility of the employees for ESOP	As may be decided by the Committee at its sole discretion.
4	Requirements of vesting and maximum period of vesting	The vesting period shall commence on the expiry of one year from the date of grant of securities and may extend upto 4 (four) years from the date of grant or such further or other period as the Committee may determine, from time to time. The Securities would vest subject to continued employment with the Company. In addition to this, the Committee may specify performance criteria / conditions to be met subject to which securities would vest in the employee. The Securities may vest in tranches subject to the terms and conditions stipulated by the Committee.
5	Exercise price	As may be decided by the Committee at its sole discretion. However, the "Exercise Price" cannot be lower than the par value of the Shares.
6	Exercise period and process of exercise	The exercise period will be decided by the Compensation Committee at its sole discretion.
7	Lock-in period	30 days or such other period as may be decided by the Committee from time to time.
8	Maximum number of options to be granted per employee and in aggregate	The maximum number of options to be granted per employee shall not exceed one per cent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of option.
9	Method which the company shall use to value its options	As may be decided by the Committee at its sole discretion.
10	Conditions under which option vested in employees may lapse	As may be decided by the Committee.
11	Specified time period within which the employee shall exercise the vested options in the event of a proposed termination of emplo yment or resignation of employee	In the event of a proposed termination of employment or resignation of employee the employee shall have to compulsorily exercise all the vested Options to the extent exercisable within 90 days from the cessation of his employment with the Company. In the event that the Options are not exercised within this period, the Options would lapse.

The Company will comply with the applicable Accounting Standards.

The Board recommends the Special Resolution set out at item no. 8 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the said Resolution.

By order of the Board
For Cerebra Integrated Technologies Limited

Place: Bangalore
Date: 27th July, 2020

Ranganathan
Managing Director
DIN: 01247305
Address: Brindavan 90
3rd Cross, Sri Venkateshwara
Krupa Layout, West of Chord Road
Bangalore - 560 079 KA IN