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/40/2020-21
Tuesday, 29th September, 2020

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

Dear Sir

Sub: Voting Results and Scrutinizer's Report

Pursuant to the provisions of Regulation 44of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the voting results (remote e-voting and e-voting at the Annual General Meeting) and Scrutinizer's Report on the Resolutions passed by the members at 26th Annual General Meeting ('AGM') held on Monday, September 28, 2020 at 11.30am (IST) throughVideo Conference (VC) or Other Audio Visual Means (OAVM).All the Resolutions were passed with requisite majority.

Further, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 we are taking steps to host on the website of the Company and CDSL the voting results of the 26th AGM.

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

CEREBRA INTEGRATED TECHNOLOGIES LTD.

Director

P Vishwamurthy
Whole Time Director
DIN: 01247336

Encl: As above

	CEREBRA INTEGRATED TECHNOLOGIES LIMITED
Date of the AGM/EGM	28-09-2020
Total number of shareholders on record date	12654
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	5
Public:	36

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - 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 Boards Report including Secretarial Audit Report									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	86,03,219	85,03,066	98.8359	85,03,066	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		85,03,066	98.8359	85,03,066	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	3,15,25,355	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	8,10,57,908	1,79,93,161	22.1979	1,79,92,348	313	99.9982	0.0017	500	0
	Poll		400	0.0005	400	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,79,93,561	22.1984	1,79,92,748	313	99.9955	0.0017	500	0.0000
	Total	12,11,86,482	2,64,96,627	21.8643	2,64,95,814	313	99.9969	0.0012	500	0

CEREBRA INTEGRATED TECHNOLOGIES LTD. Bangalore

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint Mrs. Preethi Javali holding DIN 07157145, Director who retires by rotation and being eligible, offers herself for re-appointment									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	86,03,219	85,03,066	98.8359	85,03,066	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		85,03,066	98.8359	85,03,066	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	3,15,25,355	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	8,10,57,908	1,79,93,161	22.1979	1,79,80,708	11,953	99.9335	0.0664	500	0
	Poll		400	0.0005	400	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,79,93,561	22.1984	1,79,81,108	11,953	99.9308	0.0664	500	0
	Total	12,11,86,482	2,64,96,627	21.8643	2,64,84,174	11,953	99.9530	0.0451	500	0

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint Statutory Auditors of the Company									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	86,03,219	85,03,066	98.8359	85,03,066	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		85,03,066	98.8359	85,03,066	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	3,15,25,355	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	8,10,57,908	1,79,93,161	22.1979	1,79,92,348	313	99.9982	0.0017	500	0
	Poll		400	0.0005	400	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,79,93,561	22.1984	1,79,92,748	313	99.9955	0.0017	500	0
	Total	12,11,86,482	2,64,96,627	21.8643	2,64,95,814	313	99.9969	0.0012	500	0

CENTURY INTEGRATED TECHNOLOGIES (INDIA) LTD. Bengaluru

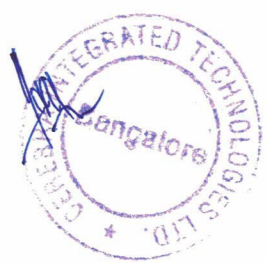
Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint Mrs. Bhavna Philipose holding DIN 08741062 as an Independent Director of the Company									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	86,03,219	85,03,066	98.8359	85,03,066	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		85,03,066	98.8359	85,03,066	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	3,15,25,355	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	8,10,57,908	1,79,93,161	22.1979	1,79,92,348	313	99.9982	0.0017	500	0
	Poll		400	0.0005	400	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,79,93,561	22.1984	1,79,92,748	313	99.9955	0.0017	500	0
	Total	12,11,86,482	2,64,96,627	21.8643	2,64,95,814	313	99.9969	0.0012	500	0

Resolution No.	5									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint Mr. Parthasarathi Naik holding DIN 08707417 as an Independent Director of the Company									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	86,03,219	85,03,066	98.8359	85,03,066	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		85,03,066	98.8359	85,03,066	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	3,15,25,355	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	8,10,57,908	1,79,93,161	22.1979	1,79,80,708	11,953	99.9335	0.0664	500	0
	Poll		400	0.0005	400	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,79,93,561	22.1984	1,79,81,108	11,953	99.9308	0.0664	500	0
	Total	12,11,86,482	2,64,96,627	21.8643	2,64,84,174	11,953	99.9530	0.0451	500	0

Resolution No.	6									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. V Ranganathan holding DIN 01247305 as Managing Director of the Company									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	86,03,219	85,03,066	98.8359	85,03,066	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		85,03,066	98.8359	85,03,066	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	3,15,25,355	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	8,10,57,908	1,79,93,161	22.1979	1,79,92,348	313	99.9982	0.0017	500	0
	Poll		400	0.0005	400	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,79,93,561	22.1984	1,79,92,748	313	99.9955	0.0017	500	0
	Total	12,11,86,482	2,64,96,627	21.8643	2,64,95,814	313	99.9969	0.0012	500	0

Resolution No.	7									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. P. Vishwamurthy holding DIN 01247336 as Whole Time Director of the Company									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	86,03,219	85,03,066	98.8359	85,03,066	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		85,03,066	98.8359	85,03,066	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	3,15,25,355	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	8,10,57,908	1,79,93,161	22.1979	1,79,80,708	11,953	99.9335	0.0664	500	0
	Poll		400	0.0005	400	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,79,93,561	22.1984	1,79,81,108	11,953	99.9308	0.0664	500	0
	Total	12,11,86,482	2,64,96,627	21.8643	2,64,84,174	11,953	99.9530	0.0451	500	0

Resolution No.	8									
Resolution required: (Ordinary/ Special)	SPECIAL - Approval of Cerebra Employees Stock Option Plan - 2020									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	86,03,219	85,03,066	98.8359	85,03,066	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		85,03,066	98.8359	85,03,066	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	3,15,25,355	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	8,10,57,908	1,79,93,161	22.1979	1,79,92,248	413	99.9977	0.0022	500	0
	Poll		400	0.0005	400	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,79,93,561	22.1984	1,79,92,648	413	99.9949	0.0023	500	0
	Total	12,11,86,482	2,64,96,627	21.8643	2,64,95,714	413	99.9966	0.0016	500	0



PARAMESHWAR G. BHAT
B.Com., LLB, ML, MBA, FCS
Company Secretary

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Tel : +91 80 23610847
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SCRUTINIZER'S REPORT

[Pursuant to Sections 108 & 109 of the Companies Act, 2013 and the Companies (Management & Administration) Rules, 2014]

To
Mr. P. E. Krishnan
Chairman of 26th Annual General Meeting
Cerebra Integrated Technologies Limited
S5, Off 3rd Cross
Peenya Industrial Area
Peenya I Stage
Bangalore-560058

Dear Sir,

I, Parameshwar G. Bhat, Company Secretary in Whole-Time Practice (FCS No.8860, CP No. 11004), having office at # 496/4, 2nd Floor, 10th Cross, Near Bashyam Circle, Sadashivanagar, Bengaluru– 560080, duly appointed as Scrutinizer by Cerebra Integrated Technologies Limited ('the Company')for the purpose of scrutinizing the voting the e-voting prior to the AGM ('remote e-voting') and electronic voting ('e-voting')at the 26th Annual General Meeting held on Monday, September 28, 2020 at 11.30 AM IST held through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'),pursuant to Sections 108 and 109 of the Companies Act, 2013 (the Act), read with Rules 20 and 21 of the Companies (Management & Administration) Rules, 2014 (the Rules) as amended from time to time, hereby furnish my Report to you.

The Notice dated July 27, 2020, as confirmed by the Company was sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with Circular No.14/2020 dated April 8, 2020 and Circular No. 17/2020 dated April 13, 2020 (collectively referred to as "MCA Circulars").

The Management of the Company is responsible to ensure compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through remote e-voting and e-votingat the Annual General Meeting for the resolutions proposed in the Notice of 26th Annual General Meeting. My responsibility as a Scrutinizer is to ensure

Parameshwar G.Bhat Company Secretary
FCS - 8860
CP - 11004
Bangalore

that the voting process is conducted in a fair and transparent manner and is restricted to make a Scrutinizer's Report for the votes casts in "favour" or "against" on the resolutions proposed in the Notice convening the 26th Annual General Meeting of the Company.

The e-voting facility both for remote e-voting and e-voting at the AGM were provided by Central Depository Services (India) Limited (CDSL).

In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the remote e-voting was kept open for fourdays from 24th September, 2020 (9.00 A.M. IST) till 27th September, 2020(5.00 P.M. IST) and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolutionson the e-voting platform.

After declaration of voting by Chairman, the Shareholders present at the AGM through VC/OAVM voted through e-voting facility at the AGM provided by CDSL at the AGM.

The Members holding Equity Shares as on the "cut-off date" i.e.21st September, 2020 were entitled to vote on the resolutions proposed in the Notice calling the 26th Annual General Meeting.

At the end of the voting period on 27th September, 2020 (5.00 P.M. IST), the voting portal of CDSL was blocked forthwith.

After the conclusion of e-voting at the AGM, the votes cast under remote e-voting and votes cast through e-voting at the AGM were unblocked on 28th September, 2020, in presence of Mr. S R Ravinand and Ms. Shruthi Murali Kumar who acted as witnesses as prescribed under sub-rule 3(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and thereafter the votes cast there under were counted.

Thereafter, the details containing *inter alia,* the list of members, who voted "for" or "against" each of the resolution that were put to vote, were derived from the report generated from the e-voting portal of CDSL i.e. www.evotingindia.comand based on such reports.

a. 105(folio wise) members have cast their votes through remote e-voting.

b. 01 (folio wise) members have cast their votes through e-voting at the Annual General Meeting.

The brief analysis of the results of the remote e-voting and e-voting at the Annual General Meeting are as under.



ORDINARY BUSINESS:

Item No.1: Adoption of the Financial Statements of the Company including Audited Balance Sheet as at March 31, 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.

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote e-voting		e-voting at the AGM		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	89	26495414	1	400	90	26495814	99.9988
Dissent	15	313	NIL	NIL	15	313	0.0012
Total	104	26495727	1	400	105	26496127	100.00
Abstained/ Invalid	1	500	NIL	NIL	1	500	NA

Item No.2: Appointment of Mrs. Preethi Javali (holding DIN: 07157145), Director who retires by rotation and being eligible, offers herself for re-appointment.

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote e-voting		e-voting at the AGM		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	88	26483774	1	400	89	26484174	99.9549
Dissent	16	11953	NIL	NIL	16	11953	0.0451
Total	104	26495727	1	400	105	26496127	100
Abstained/ Invalid	1	500	NIL	NIL	1	500	NA



Item No.3: Appointment of Statutory Auditors of the Company.

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		e-voting at the AGM		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	89	26495414	1	400	90	26495814	99.9988
Dissent	15	313	NIL	NIL	15	313	0.0012
Total	104	26495727	1	400	105	26496127	100
Abstained/ Invalid	1	500	NIL	NIL	1	500	NA

SPECIAL BUSINESS:

Item No.4:Appointment of Mrs. Bhavna Philipose (holding DIN: 08741062) as a Director and an Independent Director of the Company.

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote e-voting		e-voting at the AGM		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	89	26495414	1	400	90	26495814	99.9988
Dissent	15	313	NIL	NIL	15	313	0.0012
Total	104	26495727	1	400	105	26496127	100
Abstained/ Invalid	1	500	NIL	NIL	1	500	NA



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

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote e-voting		e-voting at the AGM		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	88	26483774	1	400	89	26484174	99.9549
Dissent	16	11953	NIL	NIL	16	11953	0.0451
Total	104	26495727	1	400	105	26496127	100
Abstained/ Invalid	1	500	NIL	NIL	1	500	NA

Item No. 6: Re-appointment of Mr. V Ranganathan (holding DIN: 01247305) as Managing Director of the Company.

Special Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote e-voting		e-voting at the AGM		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	89	26495414	1	400	90	26495814	99.9988
Dissent	15	313	NIL	NIL	15	313	0.0012
Total	104	26495727	1	400	105	26496127	100
Abstained/ Invalid	1	500	NIL	NIL	1	500	NA

Parameshwar G. Bhat ✡ Company Secretary ✡ Bangalore ✡
FCS - 8860
CP - 11004

Item No. 7: Re-appointment of Mr. P. Vishwamurthy (holding DIN: 01247336) as Whole Time Director of the Company.

Special Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote e-voting		e-voting at the AGM		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	88	26483774	1	400	89	26484174	99.9549
Dissent	16	11953	NIL	NIL	16	11953	0.0451
Total	104	26495727	1	400	105	26496127	100
Abstained/ Invalid	1	500	NIL	NIL	1	500	NA

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

Special Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote e-voting		e-voting at the AGM		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	88	26495314	1	400	89	26495714	99.9984
Dissent	16	413	NIL	NIL	16	413	0.0016
Total	104	26495727	1	400	105	26496127	100
Abstained/ Invalid	1	500	NIL	NIL	1	500	NA

The vote cast by the Body Corporate where the resolution/POA is not available has been taken as invalid.

Parameshwar G. Bhat ✡ Company Secretary
FCS - 8860
CP - 11004
✡ Bangalore ✡

Based on the foregoing, the resolution numbers from 01 to 08 may be deemed to have been **passed by requisite majority**.

All the relevant records relating to remote e-voting and e-voting are under my safe custody and will be handed over to the Managing Director or Company Secretary of the Company for preserving safely.

Thanking You
Yours Sincerely

Parameshwar G. Bhat
Company Secretary
FCS No.: 8860
C. P. No.: 11004
UDIN: F008860B000802444

Parameshwar G.Bhat Company Secretary
FCS - 8860
CP - 11004
Bangalore

Date: 29.09.2020
Place: Bengaluru

Witnesses:

1. S R Ravinand

2. Shruthi Murali Kumar