

REGD. OFFICE:

S5 Off 3rd Cross Peenya Industrial Area,
Peenya 1st Stage , Bengaluru – 560 058
Tel : +91-97409-11799
Web : www.cerebracomputers.com
E-mail : info@cerebracomputers.com
CIN: L85110KA1993PLC015091

May 15, 2026

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| Department of Corporate Services (Listing) BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai - 400 001 Scrip Code: 532413 | Listing Department, National Stock Exchange of India Limited 5 th Floor, Exchange Plaza, Bandra (E), Mumbai - 400 051 Scrip Symbol – CEREBRAINT |
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Dear Sirs,

Sub: Notice of Extra Ordinary General Meeting (“EGM”).

Pursuant to Regulation 30 of the SEBI Listing Regulations, this is to inform you that the Extra Ordinary General Meeting (EGM) of the Company will be held on Saturday, June 06, 2026 at 11:30 A.M. (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”).

In this regard, please find enclosed the Notice of the EGM of the Company, which is being circulated to the shareholders through electronic mode. The above-mentioned information will also be available on website of the Company www.cerebracomputers.com.

We request you to kindly take this intimation on record.

**Yours faithfully
For Cerebra Integrated Technologies Limited**

VISHWAMURTH
Y PHALANETRA

Digitally signed by
VISHWAMURTHY
PHALANETRA
Date: 2026.05.15 16:12:24
+05'30'

**VISHWAMURTHY PHALANETRA
WHOLE TIME DIRECTOR AND CFO
(DIN: 01247336)**

Encl: As above

CEREBRA INTEGRATED TECHNOLOGIES LIMITED

CIN: L85110KA1993PLC015091

Registered Office: S5, Off 3rd Cross, Peenya Industrial Area, Peenya 1st Stage,
Bengaluru – 560 058

www.cerebracomputers.com

Email: vishwa@cerebracomputers.com Tel Phone: 91-1800-425-46969

NOTICE CONVENING THE EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-Ordinary General Meeting (EGM) of the Members of **CEREBRA INTEGRATED TECHNOLOGIES LIMITED** (the “Company”) pursuant to Sections 100 and 108 of the Companies Act, 2013.

NOTICE is hereby given that pursuant to Section 100 read with Section 108 and other applicable provisions of the Companies Act, 2013, (the "Act") if any, read together with the Companies (Management and Administration) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest one being 03/2025 dated September 9, 2025, issued by the Ministry of Corporate Affairs (“MCA Circulars”), Secretarial Standard – 2 on General Meetings 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 Extra Ordinary General Meeting (EGM) will be held on Saturday, June 06, 2026 at 11:30 AM IST through video conferencing ("VC") or other audio visual means to consider the resolution set out below which is proposed to be passed as a matter of special business. An explanatory statement pertaining to the said resolution setting out the material facts concerning such item and the reasons thereof is annexed to the Notice.

The Company is desirous of seeking your consent for the proposal as contained in the Resolution given hereinafter.

The Explanatory Statement pursuant to Section 102 of the Act pertaining the Special Resolution setting out the material facts concerning the same and the reasons thereof are annexed hereto for your consideration.

You are requested to peruse the proposed resolution along with the Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company not later than 05.00 P.M IST on Friday, June 05, 2026, failing which it will be strictly considered that no reply has been received from the member. Members desiring to exercise their votes are requested to carefully read the instructions in the Notes under the section "Instructions for voting through e-voting".

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 of the Act read with the Rules and the MCA Circulars, the Company is pleased to offer remote e-voting facility to all its members to cast their votes electronically. In terms of MCA Circulars, voting can be done only by remote e-voting.

The Board of Directors of the Company has appointed Mr. Parameshwar G Bhat, Practising Company Secretary, Bengaluru, FCS No.: 8860 CP No.: 11004, as the Scrutinizer (“Scrutinizer”) for conducting the e-voting process, in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman, or a person authorized by him in writing for declaration of the result of the remote e-voting on or before Tuesday, June 9, 2026 on completion of the scrutiny of the votes cast through remote e-voting. The results of the remote e-voting and the Scrutinizer’s report will be placed on the Company’s website at <https://www.cerebracomputers.com> , on the website of CDSL at www.evoting.cdsl.com and will be communicated to the National Stock Exchange of India Limited and BSE Limited, Stock Exchanges where the Equity Shares of the Company are listed.

Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the SEBI Listing Regulations, the Company has engaged Central Depository Service Limited (CDSL), as the agency to provide e-Voting facility for its Shareholders.

Details of E-Voting:

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| Cut-off date to determine eligible Members to vote on the resolution | May 29, 2026 |
| Voting start time and date | 9:00 A.M.IST, June 02, 2026 |
| Voting end time and date | 5:00 P.M.IST, June 05, 2026 |
| Name, address and contact details of e-voting service provider | 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 toll free no. 1800 21 09911. |
| Name of the scrutinizer | Mr. Parameshwar G Bhat |
| Date of declaration of Voting results | on or before Tuesday, June 9, 2026 |

The above information will also be made available at the Notice section of Company’s website at <https://www.cerebracomputers.com>.

SPECIAL BUSINESS:

TO CONSIDER AND APPROVE FOR INITIATION OF CORPORATE INSOLVENCY RESOLUTION PROCESS (CIRP) UNDER SECTION 10 OF THE INSOLVENCY AND BANKRUPTCY CODE, 2016

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

“**RESOLVED THAT** pursuant to the provisions of Section 10 of the Insolvency and Bankruptcy Code, 2016 (the “IBC”), The Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016, and other applicable provisions of the Companies Act, 2013, and the rules and regulations made thereunder (including any statutory

modification(s), amendment(s), re-enactment(s) or substitution(s) thereof for the time being in force), the consent and approval of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof) to initiate the Corporate Insolvency Resolution Process (CIRP) in respect of the Company by filing an application before the Bengaluru Bench of The Hon'ble National Company Law Tribunal (the "Adjudicating Authority"), on account of the Company's inability to pay its debts and the defaults committed in respect thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper, or desirable to give effect to this resolution, and in its absolute discretion, to do all such acts, deeds, matters, and things, and to settle any question, difficulty, or doubt that may arise in this regard, including but not limited to:

- a) Preparing and filing the application in the prescribed Form 6 under the IBC and the rules and regulations framed thereunder, along with all necessary annexures, documents, affidavits, and undertakings before the Adjudicating Authority;
- b) Appointing and fixing the remuneration of an Interim Resolution Professional, as may be required under the provisions of the IBC, and to engage legal counsel, advisors, valuers, and other professionals to represent the Company in the said proceedings;
- c) Making all necessary disclosures, representations, and submissions to the Adjudicating Authority, regulatory bodies, stock exchanges, and any other relevant authorities as may be required;
- d) Executing and delivering any and all such documents, including but not limited to petitions, applications, vakalatnamas, affidavits, declarations, and undertakings on behalf of the Company; and
- e) Generally, to do all such other and further acts, deeds, and things as may be necessary or incidental to the implementation of the foregoing.

RESOLVED FURTHER THAT Mr. Ranganathan Venkatraman (DIN: 01247305), Chairman and Managing Director and Mr. Vishwamurthy Phalanetra (DIN: 01247336), Whole Time Director and Chief Financial Officer of the Company be and are hereby jointly and severally authorized to sign and file the aforesaid application and all other necessary documents, pleadings, and papers in connection with the initiation of CIRP, and to represent the Company before the Adjudicating Authority and any other forum or authority in this regard."

By Order of the Board of Directors

For **CEREBRA INTEGRATED TECHNOLOGIES LIMITED**

Sd/-

Ranganathan Venkatraman
Chairman and Managing Director
DIN: 01247305

Date: 15.05.2026

Place: Bangalore

NOTES

1. The explanatory statement pursuant to Sections 102 of the Companies Act, 2013 setting out all material facts and reasons for the proposal, are annexed to the EGM Notice in terms of the applicable MCA and SEBI Circulars.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 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 EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <https://www.cerebracomputers.com>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.
7. The EGM has been convened through VC/OAVM in compliance with applicable provisions pursuant to Section 100 read with Section 108 and other applicable provisions of the Companies Act, 2013, (the "Act") if any, read together with the Companies (Management and Administration) Rules, 2014, read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated

May 05, 2020 and subsequent circulars issued in this regard, the latest one being 03/2025 dated September 9, 2025. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on June 02, 2026 and ends on June 05, 2026. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date May 29, 2026, 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' resolution. 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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (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.

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

| Type of shareholders | Login Method |
|--------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in Demat mode with CDSL Depository | <ol style="list-style-type: none"><li data-bbox="581 512 1365 716">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 users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.<li data-bbox="581 751 1365 1108">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, so that the user can visit the e-Voting service providers' website directly.<li data-bbox="581 1144 1365 1283">3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.<li data-bbox="581 1318 1365 1591">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. 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. |

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| <p>Individual Shareholders holding securities in demat mode with NSDL Depository</p> | <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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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/IdeasDirectReg.jsp 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 4) For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
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| Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP) | 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. |
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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 toll free no. 1800 21 09911 |
| 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 : 022 - 4886 7000 and 022 - 2499 7000 |

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(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. | |
|--------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 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 resolution 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 resolution 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 “RESOLUTION 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) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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 mandatory 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; vishwa@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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** i.e on or before **May 30, 2026** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **7 days prior to meeting** on or before **May 30, 2026** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the Company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolution through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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 EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

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 toll free no. 1800 21 09911.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ATTACHED TO THE NOTICE CONVENING THE EXTRA-ORDINARY GENERAL MEETING AND FORMING PART THEREOF

TO CONSIDER AND APPROVE FOR INITIATION OF CORPORATE INSOLVENCY RESOLUTION PROCESS (CIRP) UNDER SECTION 10 OF THE INSOLVENCY AND BANKRUPTCY CODE, 2016.

Your Company, **CEREBRA INTEGRATED TECHNOLOGIES LIMITED**, is a public limited Company whose equity shares are listed on the National Stock Exchange of India Limited (NSE) and the BSE Limited (BSE).

Over the past two to three financial years, the Company has been facing significant financial distress due to lack of working capital, very high over heads and covid effect. This has resulted in continuous operational losses, erosion of net worth, and a severe liquidity crisis. Consequently, the Company has defaulted in the repayment of its debts to various financial and operational creditors, with the total outstanding debt amounting to approximately INR 90,00,00,000/- (Rupees Ninety Crores).

The Board of Directors has diligently explored various alternatives to revive the Company's financial health, including proposals for debt restructuring with lenders, infusion of fresh capital, and strategic asset sales. Despite these concerted efforts, a viable and sustainable resolution could not be achieved, and the debt burden continues to be unsustainable.

In light of the foregoing, the Board is of the considered opinion that initiating a Corporate Insolvency Resolution Process (CIRP) under Section 10 of the Insolvency and Bankruptcy Code, 2016 (IBC) is the most prudent and viable course of action. The initiation of CIRP is a constructive mechanism aimed at revival and resolution, not liquidation. The Board believes this step is in the best interest of all stakeholders for the following reasons:

- 1. Statutory Moratorium and Calm Period:** Upon admission of the application by the Hon'ble NCLT, a moratorium under Section 14 of the IBC will come into effect. This will prohibit the institution of new suits or the continuation of pending suits or proceedings against the Company, including any action to foreclose, recover, or enforce any security interest. This statutory "calm period" is critical to prevent further deterioration of the Company's assets and will provide the necessary breathing room to focus on a comprehensive resolution plan without the pressure of individual creditor actions.
- 2. Value Maximization for All Stakeholders:** The primary objective of the IBC is the resolution of insolvency while maximizing the value of the assets of the corporate debtor. The CIRP provides a structured and transparent platform for a Resolution Professional to take control of the Company's management and assets, maintain it as a 'going concern', and invite resolution plans from potential applicants. This collective process is designed to yield a better outcome for all stakeholders, including financial creditors, operational creditors, employees, and shareholders, as compared to piecemeal recovery actions.
- 3. Time-Bound and Efficient Resolution:** The IBC mandates a time-bound process for the completion of CIRP, which brings certainty and efficiency to the resolution of corporate

distress. This structured timeline ensures that a resolution plan is implemented expeditiously, thereby preserving the economic value of the Company and preventing further erosion that often occurs in prolonged and uncertain restructuring efforts.

- 4. Preservation of the Company as a Going Concern:** A key focus of the CIRP is to ensure that the Company continues its operations as a 'going concern'. This approach helps in preserving the enterprise value of the Company, protecting the employment of its workforce, and maintaining its business relationships with suppliers and customers, which is essential for any successful revival.

Given the circumstances, the Board of Directors believes that the initiation of CIRP is a necessary step to protect the Company from disorderly liquidation and to create an opportunity for its revival under the aegis of the IBC. The proposed Special Resolution is to seek the requisite approval from the Members of the Company as mandated by the provisions of the IBC.

None of the Directors, Key Managerial Personnel of the Company, or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution, save and except to the extent of their shareholding in the Company, if any.

The Board of Directors recommends the passing of the Special Resolution as set out in the Notice for your approval.

By Order of the Board of Directors

For **CEREBRA INTEGRATED TECHNOLOGIES LIMITED**

Sd/-

Ranganathan Venkatraman
Chairman and Managing Director
DIN: 01247305

Date: 15.05.2026

Place: Bangalore