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

# 496/4, II Floor, 10th Cross
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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. V. Ranganathan
Chairman of the 23rd Annual General Meeting
Cerebra Integrated Technologies Limited
Bangalore

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, Bangalore – 560 080, duly appointed as Scrutinizer by Cerebra Integrated Technologies Limited for the purpose of scrutinizing the voting through remote e-voting and through Polling Papers at the 23rd Annual General Meeting pursuant to Sections 108 and 109 of the Companies Act, 2013, read with Rule 20 and 21 of the Companies (Management & Administration) Rules, 2014 as amended from time to time and the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, hereby furnish my Report to you.

The Management of the Company is responsible to ensure compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through e-voting and Polling Papers at the Annual General Meeting venue for the Resolutions proposed in the notice of 23rd Annual General Meeting of the Members of the Company held on 21st August, 2017. My responsibility as a Scrutinizer is to ensure 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 23rd Annual General Meeting of the Company, based on the Report provided by Karvy Computershare Private Limited (Karvy), the agency engaged by the Company to provide e-voting facility for voting through electronic means.

In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the e-voting was kept open for four days from 17th August, 2017 (9.00 A.M. IST) till 20th August, 2017 (5.00 P.M. IST) and



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Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the e-voting platform.

The Members holding Equity Shares as on the "cut-off date" i.e., 14th August, 2017 were entitled to vote on the Resolutions proposed in the Notice calling the 23rd Annual General Meeting.

The Ballot register was prepared to record Equity Shareholders' Assent or Dissent, received mentioning the particulars of name, address, folio number or client id of the Shareholders, number of shares held by them, nominal value of such shares, whether the shares have differential voting rights, if any, details of Polling Paper which are invalid.

The Polling Papers received were scrutinized and reconciled with the records maintained by Registrar and Share Transfer Agent (RTA). The Polling Papers which were wrongly signed and not matching with the records of Registrar and Transfer Agents have been rejected and treated as invalid.

At the end of the voting period on 20th August, 2017 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.

The votes cast were unblocked on 21st August, 2017 in the presence of Mr. Vinay Kadam and Mr. Chinmay Bhat, who acted as witnesses as prescribed under sub-rule 3(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.

Thereafter, the details containing *inter alia*, the list of the Members, who voted "for" or "against" on each of the Resolutions that were put to vote, were derived from the Polling Papers as received and the report generated from the e-voting website of Karvy Computershare Private Limited i.e. www.evoting.karvy.com and based on such reports,

a. 56 members have cast their votes through remote e-voting (Number of members here taken on the basis of number of folios).
b. 27 members have cast their votes through Polling Papers at the Annual General Meeting.

The brief analysis of the results of the remote e-voting and Polling Papers are given in Page No.s 3, 4 and 5:

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## ORDINARY BUSINESS:

**Item No.1: Adoption of Financial Statements:**

**Ordinary Resolution:**

| Particulars | No. of votes contained in | | | | | | Percentage on Valid votes |
|---|---|---|---|---|---|---|---|
| | Remote E-voting | | Polling Papers | | 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 | 56 | 39727196 | 25 | 220398 | 81 | 39947594 | 100.00 |
| Dissent | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | 56 | 39727196 | 25 | 220398 | 81 | 39947594 | 100.00 |
| Abstained/ Invalid | 0 | 0 | 2 | 153 | 2 | 153 | NA |

**Item No. 2: Appointment of a Director in place of Mr. V Ranganathan (holding DIN: 01247305), who retires by rotation and is eligible for re-appointment:**

**Ordinary Resolution:**

| Particulars | No. of votes contained in | | | | | | Percentage on Valid votes |
|---|---|---|---|---|---|---|---|
| | Remote E-voting | | Polling Papers | | 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 | 53 | 37041530 | 25 | 220398 | 78 | 37261928 | 100.00 |
| Dissent | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | 53 | 37041530 | 25 | 220398 | 78 | 37261928 | 100.00 |
| Abstained/ Invalid* | 3 | 2685666 | 2 | 153 | 5 | 2685819 | NA |

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**Item No. 3: Ratification of the appointment of Statutory Auditors of the Company:**

**Ordinary Resolution:**

| Particulars | No. of votes contained in | | | | | | Percentage on Valid votes |
|---|---|---|---|---|---|---|---|
| | Remote E-voting | | Polling Papers | | 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 | 56 | 39727196 | 25 | 220398 | 81 | 39947594 | 100.00 |
| Dissent | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | 56 | 39727196 | 25 | 220398 | 81 | 39947594 | 100.00 |
| Abstained/ Invalid | 0 | 0 | 2 | 153 | 2 | 153 | NA |

**SPECIAL BUSINESS:**

**Item No. 4: Re-appointment of Mr. V Ranganathan (DIN: 01247305) as Managing Director of the Company:**

**Special Resolution:**

| Particulars | No. of votes contained in | | | | | | Percentage on Valid votes |
|---|---|---|---|---|---|---|---|
| | Remote E-voting | | Polling Papers | | 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 | 53 | 37041530 | 25 | 220398 | 78 | 37261928 | 100.00 |
| Dissent | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | 53 | 37041530 | 25 | 220398 | 78 | 37261928 | 100.00 |
| Abstained/ Invalid* | 3 | 2685666 | 2 | 153 | 5 | 2685819 | NA |

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**Item No. 5: Re-appointment of Mr. Shridhar S Hegde (DIN: 01247342) as Whole Time Director of the Company:**

**Special Resolution:**

| Particulars | No. of votes contained in | | | | | | Percentage on Valid votes |
|---|---|---|---|---|---|---|---|
| | Remote E-voting | | Polling Papers | | 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 | 52 | 37148475 | 25 | 220398 | 77 | 37368873 | 100.00 |
| Dissent | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | 52 | 37148475 | 25 | 220398 | 77 | 37368873 | 100.00 |
| Abstained/ Invalid* | 4 | 2578721 | 2 | 153 | 6 | 2578874 | NA |

**Item No. 6: Re-appointment of Mr. P. Vishwamurthy (DIN: 01247336) as Whole Time Director of the Company:**

**Special Resolution:**

| Particulars | No. of votes contained in | | | | | | Percentage on Valid votes |
|---|---|---|---|---|---|---|---|
| | Remote E-voting | | Polling Papers | | 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 | 55 | 38729066 | 25 | 220398 | 80 | 38949464 | 100.00 |
| Dissent | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | 55 | 38729066 | 25 | 220398 | 80 | 38949464 | 100.00 |
| Abstained/ Invalid* | 1 | 998130 | 2 | 153 | 3 | 998283 | NA |

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**Item No.7: Rectification of Special Resolution for further issue of Equity Shares on preferential basis:**

**Special Resolution:**

| Particulars | No. of votes contained in | | | | | | Percentage on Valid votes |
|---|---|---|---|---|---|---|---|
| | Remote E-voting | | Polling Papers | | 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 | 56 | 39727196 | 25 | 220398 | 81 | 39947594 | 100.00 |
| Dissent | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | 56 | 39727196 | 25 | 220398 | 81 | 39947594 | 100.00 |
| Abstained/ Invalid | 0 | 0 | 2 | 153 | 2 | 153 | NA |

**Item No.8: Rectification of Special Resolution for issue of Warrants to Promoters on preferential basis:**

**Special Resolution:**

| Particulars | No. of votes contained in | | | | | | Percentage on Valid votes |
|---|---|---|---|---|---|---|---|
| | Remote E-voting | | Polling Papers | | 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 | 47 | 32453977 | 25 | 220398 | 72 | 32674375 | 100.00 |
| Dissent | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | 47 | 32453977 | 25 | 220398 | 72 | 32674375 | 100.00 |
| Abstained/ Invalid* | 9 | 7273219 | 2 | 153 | 11 | 7273372 | NA |

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**Item No.9: Fees for delivery of any document through a particular mode of delivery to a member:**

**Ordinary Resolution:**

| Particulars | No. of votes contained in | | | | | | Percentage on Valid votes |
|---|---|---|---|---|---|---|---|
| | Remote E-voting | | Polling Papers | | 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 | 56 | 39727196 | 25 | 220398 | 81 | 39947594 | 100.00 |
| Dissent | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | 56 | 39727196 | 25 | 220398 | 81 | 39947594 | 100.00 |
| Abstained/ Invalid | 0 | 0 | 2 | 153 | 2 | 153 | NA |

*Note: The votes cast by the Directors/Promoters for their own appointment/re-appointment/Issue of Warrants on preferential basis were not taken in to consideration and was treated as invalid for the respective resolutions.

Based on the foregoing, the resolution numbers from 01 to 09 may be deemed to have been **passed unanimously**.

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

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

Thanking You
Yours Sincerely

Date: 21.08.2017
Place: Bangalore

Parameshwar G. Bhat
Practising Company Secretary
FCS No.: 8860
CP No.: 11004

Witness:

1. Vinay Kadam

2. Chinmay Bhat