

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/BSE/008/2018-19
Wednesday, May 30, 2018

Department of Corporate Services (Listing)
BSE Limited, (Bombay Stock Exchange Limited)
Phiroze Jeejeebhoy Towers
Dalal Street, FORT,
MUMBAI - 400 001

Dear Sirs

Sub: Outcome of Board Meeting held on 30.05.2018.

As already informed vide letter no REF: CITL/BSE/007/2018-19, dated 21.05.2018 the Board of Directors of Cerebra Integrated Technologies Limited, Bangalore met today and the Meeting commenced at 5 PM and concluded at 6.25 PM and *inter alia* transacted the following business:

1. Based on the recommendation of the Audit Committee, considered and approved the audited financial results for the 4th quarter and for the year ended 31.03.2018.

In compliance of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, we are furnishing herewith the Audited Financial Results on Stand Alone and Consolidated basis of the Company for the the 4th quarter and Financial year ended 31.03.2018 along with the Auditor Report and Declaration.

Please treat this as compliance with the Listing Agreement, SEBI Guidelines.

Thanking you
For Cerebra Integrated Technologies Limited



Shridhar S. Hegde
Whole Time Director
DIN: 01247342

**CEREBRA INTEGRATED TECHNOLOGIES LIMITED**

CIN: L85110KA1993PLC015091

Regd. Office: No.5 5 Off 3rd Cross, 1st Stage, Peenya Industrial Area,

Bangalore-560058 Tel No.: +91 80 22046969 Fax no.: +91 80 22046980

email:investors@cerebracomputers.com, www.cerebracomputers.com,

Statement of Standalone Unaudited Financial Results for the Fourth Quarter and Audited Financial
for the year ended 31st March 2018

Rs. In Lakhs

Particulars	Quarter Ended 31-03-2013	Quarter Ended 31-12-2017	Quarter Ended 31-03-2017	Year Ended 31-03-2018	Year Ended 31-03-2017
	Unaudited	Unaudited	Unaudited	Audited	Audited
Income					
Revenue from operations	8,499.77	5,132.98	3,589.92	17,444.95	14,590.91
Other income	97.69	-20.01	111.45	182.52	142.87
Total Income	8,597.46	5,112.97	3,701.37	17,627.47	14,733.78
Expenses					
Cost of material consumed	8.04	136.40	28.40	250.36	212.22
Purchase of stock in trade	8,394.27	3,991.26	3,754.87	15,177.02	13,810.67
Changes in inventories of work in progress, stock in trade and finished goods	-1,303.68	3.19	-168.69	-1,237.57	-155.81
Excise Duty	6.57	-	35.16	6.57	35.16
Employee benefits expense	136.90	91.86	66.95	367.93	231.54
Finance costs	54.79	2.16	7.44	77.33	13.90
Depreciation and amortisation expenses	7.56	6.52	2.49	23.45	10.61
Other Expenses	576.71	180.22	123.65	972.42	193.19
Total Expenses	7,881.16	4,411.61	3,850.27	15,632.50	14,351.48
Profit before exceptional items and tax	716.30	701.36	-148.90	1,994.97	382.30
Exceptional Item	-	-	-	-	-
Profit before tax	716.30	701.36	-148.90	1,994.97	382.30
Income tax Expenses					
a) Income Tax	163.31	286.87	-77.26	643.45	79.63
b) Deferred Tax Expenses	89.25	-	16.39	89.25	16.39
Total Tax Expenses	252.56	286.87	-60.88	732.70	96.02
Profit for the year	463.73	414.49	-88.02	1,262.27	286.28
Other Comprehensive Income					
Items that will not be reclassified to profit or loss	60.73	-107.22	-262.27	1.47	-27.85
Income Tax relating to above	0.51	-	-1.22	0.51	-1.22
Total other comprehensive income	60.22	-107.22	-261.05	0.96	-26.63
Total Comprehensive Income	523.95	307.27	-349.08	1,263.23	259.65
EPS (Rs. 10/-)					
Basic	0.39	0.26	-0.08	1.07	0.28
Diluted	0.39	0.24	-0.08	1.06	0.26

Notes

- The above audited financial results as reviewed by the Audit Committee were approved by the Board of Directors at its Meeting held on 30.05.2018.
- These financial results have been prepared in accordance with Indian Accounting Standard ("IND AS) prescribed under Section 133 of the Companies Act 2013, read with relevant rules thereunder and in terms of Regulation 33 of the SEBI(Listing Obligation and Disclosure Requirements) Regulations 2015 and SEBI Circular dated 5 July 2016.
- Figures for the current quarter ended 31st March 2018 and 31st March 2017 are arrived at, by deducting the unaudited results for the nine months ending 31st December 2017 and 31st December 2016 from the Audited Financial results for the Financial Year ended 31st March 2018 and 31st March 2017.
- A senior professional has joined the Company in the Ewaste division to handle EPR business and is now actively recruiting a team.
- During the year Cerebra ME (UAE) started services initiative C\Serve and now has a vast experience in providing top class contingent workforce management services.
- Figures have been regrouped or rearranged , wherever necessary.

For Cerebra Integrated Technologies Ltd.


 Director

A reconciliation between financial results, as previously reported (referred to as 'Previous GAAP') and Ind AS for the quarter and year ended 31st March, 2017 is presented as below:

	Quarter ended 31st Mar 17	Year ended 31st Mar 17
Net Gain for the quarter and year ended 31st March, 2017 as reported		
Remeasurement of post-employment benefit obligations	-324.75	283.98
Gain/(losses) on financial assets to fair value	332.68	
Tax effect on the Other Comprehensive Income	-99.47	-1.22
Net Profit/(Loss) as per Ind AS	-88.02	286.28
Other comprehensive income		
Remeasurement of post-employment benefit obligations	-3.52	-3.52
Transfer of Taxes relating to Other Comprehensive Income	99.47	1.22
Exchange differences on translation of foreign operations	-	-
Gain/(losses) on financial assets to fair value	-357.01	-24.33
Total comprehensive income under Ind AS	-345.08	259.65

Reconciliation between total equity as reported under previous GAAP and Ind AS are given below:		
Particulars	Standalone	
	As at 31- Mar- 18	As at 31- Mar- 17
Total Equity (shareholder's funds) as per previous GAAP	22,065.52	15,512.30
Adjustments:-	-	-
Nil	-	-
Total Equity as per Ind AS	22,065.52	15,512.30

Statement of Assets and Liabilities			Rs. In Lakhs
Particulars	31-03-2018	31-03-2017	01-04-2016
Assets			
Non -current assets			
Property, plant and equipment	879.80	613.64	564.20
Capital work in progress	-	254.54	-
Financial assets			
i) Investments			
a) Investment in subsidiaries	14.51	14.51	121.06
b) Investment in others	1,433.82	-	-
ii) Loans and advances	654.99	676.42	731.76
iii) Other financial assets	13.72	9.29	8.15
Deferred tax assets	2.41	94.29	110.68
Other non current assets	4,700.25	3,218.47	3,612.46
Total Non Current Assets	7,699.50	4,881.16	5,148.32
Current assets			
Inventories	1,457.83	190.01	200.81
Financial assets			
i) Trade receivables	13,957.84	17,394.17	3,016.88
ii) Cash and cash equivalents	6,946.19	6,494.03	6,624.55
iii) Bank balances other than (ii) above	457.54	407.33	323.35
iv) Loans and advances	577.16	318.29	445.49
Other current assets	43.52	9.91	45.88
Total Current Assets	23,440.08	24,813.74	10,656.97
Total Assets	31,139.58	29,694.90	15,805.27
Equity and liabilities			
Equity			
(a) Equity share capital	12,039.66	10,849.66	9,641.79
(b) Other equity	10,025.86	4,662.63	4,342.59
Equity attributable to owners of CITL	22,065.52	15,512.30	13,984.37
Liabilities			
Non - current liabilities			
Financial liabilities			
i) Borrowings	10.46	3.83	1,338.76
ii) Other financial liabilities	-	-	-
Provisions	33.87	31.19	24.93
Total non current liabilities	44.34	35.03	1,363.69
Current liabilities			
Financial liabilities			
i) Borrowings	-	48.00	-
ii) Trade payable	8,222.28	13,738.63	210.56
iii) Other financial liabilities	102.34	181.77	181.26
Provisions	19.47	4.43	3.21
Other current liabilities	61.82	93.12	40.66
Current Tax liabilities (Net)	623.32	81.64	21.51
Total Current Liabilities	9,029.74	14,147.59	457.20
Total Liabilities	9,074.08	14,182.61	1,820.89
Total equity and liabilities	31,139.58	29,694.90	15,805.27

For Cerebra Integrated Technologies Ltd.

Place: Bangalore
Date: 30-05-2018

Shridhar S Hegde
Wholetime Director and CFO
DIN: 01247342

**CEREBRA INTEGRATED TECHNOLOGIES LIMITED**

CIN: L85110KA1993PLC015091

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**Statement of Consolidated Unaudited Financial Results for the Fourth Quarter and
Audited Financial year ended 31st March 2018**

Rs. In Lakhs

Particulars	Quarter Ended 31-03-2018	Quarter Ended 31-12-2017	Quarter Ended 31-03-2017	Year Ended 31-03-2018	Year Ended 31-03-2017
	Unaudited	Unaudited	Unaudited	Audited	Audited
Income					
Revenue from operations	13,024.80	8,911.32	6,822.43	31,430.35	25,083.52
Other income	99.47	-124.90	117.68	183.23	149.10
Total Income	13,124.27	8,786.42	6,940.11	31,613.58	25,232.62
Expenses					
Cost of material consumed	8.04	136.40	28.40	250.36	212.22
Purchase of stock in trade	11,656.98	6,980.34	6,386.58	25,598.20	21,775.07
Changes in inventories of work in progress, stock in trade and finished goods	-1,303.68	3.19	-168.69	-1,237.57	-155.81
Excise Duty	6.57		35.16	6.57	35.16
Employee benefits expense	249.38	198.10	177.22	809.89	616.36
Finance costs	87.46	18.68	30.76	171.08	146.53
Depreciation and amortisation expenses	9.70	8.72	1.37	30.49	17.01
Other Expenses	694.18	292.98	385.33	1,794.62	1,275.32
Total Expenses	11,408.62	7,638.40	6,876.12	27,423.64	23,921.85
Profit before exceptional items and tax	1,715.65	1,148.01	63.99	4,189.94	1,310.77
Exceptional Item	-	-	-	-	-
Profit before tax	1,715.65	1,148.01	63.99	4,189.94	1,310.77
Income tax Expenses					
a) Income Tax	163.31	286.87	-77.26	643.45	79.63
b) Deferred Tax Expenses	89.25	-	16.39	89.25	16.39
Total Tax Expenses	252.56	286.87	-60.88	732.70	96.02
Profit for the year	1,463.09	861.14	124.86	3,457.24	1,214.75
Other Comprehensive Income					
Items that will not be reclassified to profit or loss	190.48	-335.91	-425.71	3.59	-28.41
Income Tax relating to above	0.51	-	-1.22	0.51	-1.22
Total other comprehensive income	189.98	-335.91	-424.49	3.08	-27.19
Total Comprehensive Income	1,653.06	525.23	-299.63	3,460.32	1,187.55
Profit attributable to					
a) Owners	1,374.20	795.61	106.24	3,239.89	1,127.65
b) Non-Controlling Interest	88.89	65.53	18.63	217.35	87.10
Other Comprehensive income Attributable to					
a) Owners	189.16	-335.91	-424.32	2.44	-27.02
b) Non Controlling Interest	0.81	-	-0.17	0.64	-0.17
Total Comprehensive Income Attributable to					
a) Owners	1,563.36	459.70	-318.08	3,242.33	1,100.63
b) Non Controlling Interest	89.70	65.53	18.46	217.99	86.93
EPS					
Basic	1.36	0.38	0.10	2.75	1.12
Diluted	1.16	0.37	0.10	2.73	1.12

Notes

- The above audited financial results as reviewed by the Audit Committee were approved by the Board of Directors at its Meeting held on 30.05.2018.
- These financial results have been prepared in accordance with Indian Accounting Standard ("IND AS") prescribed under Section 133 of the Companies Act 2013, read with relevant rules thereunder and in terms of Regulation 33 of the SEBI(Listing Obligation and Disclosure Requirements) Regulations 2015 and SEBI Circular dated 5 July 2016.
- Figures for the current quarter ended 31st March 2018 and 31st March 2017 are arrived at, by deducting the unaudited results for the nine months ending 31st December 2017 and 31st December 2016 from the Audited Financial results for the Financial Year ended 31st March 2018 and 31st March 2017.
- A senior professional has joined the Company in the Ewaste division to handle EPR business and is now actively recruiting a team.
- During the year Cerebra ME started services initiative C:\Serve and now has a vast experience in providing top class contingent workforce management services
- Figures have been regrouped or rearranged, wherever necessary.

For Cerebra Integrated Technologies Ltd.

Director

PAGE 2

A reconciliation between financial results, as previously reported (referred to as 'Previous GAAP') and Ind AS for the quarter and year ended 31st March, 2017 is presented as

Particulars	Consolidated	
	Quarter ended	Year ended
	31st Mar 17	31st Mar 17
Net Gain for the quarter and year ended 31st March, 2017 as reported	-112.32	1,211.88
Remeasurement of post-employment benefit obligations	4.08	4.08
Gain/(losses) on financial assets to fair value	332.58	
Tax effect on the Other Comprehensive Income	-99.48	-1.22
Net Profit/(Loss) as per Ind AS	124.87	1,214.75
Other comprehensive income		
Remeasurement of post-employment benefit obligations	-4.08	-4.08
Transfer of Taxes relating to Other Comprehensive Income	99.48	1.22
Exchange differences on translation of foreign operations	-163.00	
Gain/(losses) on financial assets to fair value	-356.91	-24.33
Total comprehensive income under Ind AS	-299.65	1,187.55

Reconciliation between total equity as reported under previous GAAP and Ind AS are given below:

Particulars	Amt in Lakhs			
	Consolidated			
	As at	31-	As at	31-
		Mar- 18		Mar- 17
Total Equity (shareholder's funds) as per previous GAAP		25,654.55		17,401.03
Adjustments:-		-		-
Nil		-		-
Total Equity as per Ind AS		25,654.55		17,401.03

Segment Reporting (Consolidated - audited)

CONSOLIDATED SEGMENT WISE REVENUE, RESULTS, ASSETS AND LIABILITIES

Rs. in Lakhs

Particulars	Quarter ended			Year Ended	
	31-Mar-18	31-Dec-17	31-Mar-17	31-Mar-18	31-Mar-17
Segment Revenue					
a. Hardware including e waste	13,012.43	8,882.01	6,772.16	31,373.12	24,975.71
b. IT Services	12.37	29.31	50.27	57.23	107.81
Total	13,024.80	8,911.32	6,822.43	31,430.35	25,083.52
Less Inter segment revenue	-	-	-	-	-
Net sales/ Income from Operations	13,024.80	8,911.32	6,822.43	31,430.35	25,083.52
Segment Results					
a. Hardware including e waste	1,809.37	1,165.69	109.13	4,374.08	1,486.62
b. IT Services	-6.26	1.00	-14.39	-13.06	-29.32
Total	1,803.11	1,166.69	94.75	4,361.02	1,457.30
Less: Interest	87.46	18.68	30.76	171.08	146.53
Add: Other Un-allocable Expenditure Net of Un-allocable	-	-	-	-	-
Profit before Tax (before other comprehensive income)	1,715.65	1,148.01	63.99	4,189.94	1,310.77
Segment Assets					
a. Hardware including e waste	35,616.97	31,154.99	32,482.86	35,616.97	32,482.86
b. IT Services	721.73	724.16	729.24	721.73	729.24
Segment Liabilities					
a. Hardware including e waste	9,971.88	6,351.41	15,099.91	9,971.88	6,351.41
b. IT Services	712.27	711.15	711.15	712.27	711.15

Based on management approach as defined in IND AS 108, operating segments, the chief operating decision maker evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments. Accordingly information has been presented along with these business segments. The accounting policies used in preparation of financial statements are consistently applied to record revenue and expenditure in individual segments.

For Cerebra Integrated Technologies Ltd.

Director

Particulars	31-03-2018	31-03-2017	01-04-2016
ASSETS			
Non-current assets			
Property, plant and equipment	900.08	639.65	595.01
Capital work in progress	-	254.54	-
Financial Assets			
i) Investments	1,433.82	-	106.55
a) Investment in Subsidiaries	-	-	-
b) Other Investments	-	-	-
ii) Loans and advances	67.40	95.19	158.02
iii) Other financial assets	13.72	9.29	8.15
Deferred tax assets	2.41	94.29	110.68
Other non current assets	4,308.27	3,218.47	3,612.46
Current assets			
Inventories	1,490.84	224.53	243.80
Financial assets			
i) Trade receivables	20,062.69	21,607.73	6,241.09
ii) Cash and cash equivalents	6,984.27	6,536.48	6,642.20
iii) Bank balances other than (ii) above	537.18	466.04	323.35
iv) Loans and advances	68.37	22.56	41.81
Other current assets	469.65	43.33	69.67
Total Assets	36,338.70	33,212.10	18,152.79
Equity and liabilities			
Equity			
(a) Equity share capital	12,039.66	10,849.66	9,641.79
(b) Other equity	13,614.89	6,551.37	5,196.12
Equity Attributable to Owners	25,654.55	17,401.03	14,837.91
Non Controlling Interest	382.77	164.78	77.86
Total Equity	26,037.32	17,565.81	14,915.77
Liabilities			
Non-current liabilities			
Financial Liabilities			
i) Borrowings	98.05	80.00	1,533.31
ii) Other Financial Liabilities	-	-	-
Provisions	37.96	35.88	30.44
Current liabilities			
Financial liabilities			
i) Borrowings	-	48.00	-
ii) Trade payable	9,041.38	14,795.57	937.56
iii) Other financial liabilities	313.75	402.44	581.07
Provisions	25.78	12.24	8.41
Other current liabilities	161.16	190.53	124.73
Current Tax liabilities (Net)	623.30	81.63	21.50
Total Equity and Liabilities	36,338.70	33,212.10	18,152.79

For Cerebra Integrated Technologies Ltd.

Place: Bangalore
Date: 30-05-2018Shridhar S Hegde
Wholetime Director and CFO
DIN: 01247342

Director

ISHWAR & GOPAL

CHARTERED ACCOUNTANTS

K.V. GOPALAKRISHNAYYA, B.Com., F.C.A.

Y. KESHAVAYYA, B.Com., F.C.A.

S. BHASKAR, B.Com., F.C.A.

THILAKRAJ S.P., B.Com., A.C.A.

RAGHAVENDRA K.S., B.Com., A.C.A.



Sri Vinayaka Building , 2nd Floor
No. 21/3, T.S.P.Road, Kalasipalyam
Bangalore - 560 002.
Telephone: 080 - 26701694, 26700009
Tele Fax: 080 - 26706317
E-Mail: gopal@gkcas.com
keshav@gkcas.com
bhaskar@gkcas.com

INDEPENDENT AUDITOR'S REPORT

To the Members of Cerebra Integrated Technologies Limited Report on the Standalone Ind AS Financial Statements

We have audited the accompanying standalone Ind AS financial statements of Cerebra Integrated Technologies Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of financial position, financial performance including other comprehensive income, cash flows and changes in equities of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Standalone Ind AS financial statements based on our audit.

In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirement and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the



accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors as well as evaluating the overall presentation of the standalone Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2018 and its profit, total comprehensive income, its cash flows and changes in equity for the year ended on that date.

Emphasis of Matter

Without qualifying our report, we draw attention to the following matters in notes to the standalone Ind AS financial statements:-

Note 36.2 of the stand alone financial statements relating to capital advances amounting to Rs. 36,15,53,016/- and Note No 36.3 of the stand alone financial statements relating to relating to trade receivables amounting to Rs. 23,94,28,730/- which are outstanding for more than three years raising question over the recoverability of these dues. The Management is confident of recovering the same either in cash or in kind and hence no provision is made in the accounts.

Other Matters

The comparative financial information of the Company for the year ended 31st March 2017 and the transition date opening Balance Sheet as at 1st April, 2016 included in these standalone Ind AS financial statements are based on the statutory financial statement prepared in accordance with the Companies (Accounting Standards) Rules, 2006 audited by us whose report for the year ended 31st March, 2017 and 31st March, 2016 dated 29th May, 2017 and 30th May, 2016 respectively expressed an unmodified opinion on those standalone financial statements, as adjusted for the difference in the accounting principles adopted by the Company on transition to the Ind AS, which have been audited by us.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraph 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit we report, to the extent applicable that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with relevant books of account.
 - (d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Ind AS specified under Section 133 of the Act.
 - (e) The matters described in paragraph relating to Emphasis of Matter in our opinion may have an adverse effect on the functioning of the company.



- (f) On the basis of the written representations received from the directors as on 31st March, 2018 and taken on record by the Board of Directors, none of the other directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
- (g) With respect to the adequacy of the internal finance controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- (h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements- Refer Note 36.1 to the Standalone Ind AS financial statements.
 - The Company has made provisions as required under the applicable law or Ind AS, for material foreseeable losses, if any, on long-term contracts. We have been informed that the Company did not have any pending derivative contracts.
 - There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - The disclosure requirements relating to holdings as well as dealings in specified bank notes were applicable for the period from 8th November, 2016 to 30th December 2016, are not relevant to these standalone Ind AS financial statements. Hence, reporting under this clause is not applicable.

For Ishwar & Gopal,
Chartered Accountants
Registration No: 0011545




S Bhaskar
Partner
Membership No. 205977
Bangalore,
30th May, 2018

ISHWAR & GOPAL
CHARTERED ACCOUNTANTS
Sri Vinayaka Building
No. 21/3, T.S.P. Road
Kalasipalyam
BANGALORE-560 002

ISHWAR & GOPAL

CHARTERED ACCOUNTANTS

K.V. GOPALAKRISHNAYYA, B.Com., F.C.A.

Y. KESHAVAYYA, B.Com., F.C.A.

S. BHASKAR, B.Com., F.C.A.

THILAKRAJ S.P., B.Com., A.C.A.

RAGHAVENDRA K.S., B.Com., A.C.A.



Sri Vinayaka Building , 2nd Floor
No. 21/3, T.S.P.Road, Kalasipalyam
Bangalore - 560 002.
Telephone: 080 - 26701694, 26700009
Tele Fax: 080 - 26706317
E-Mail: gopal@gkcas.com
keshav@gkcas.com
bhaskar@gkcas.com

INDEPENDENT AUDITORS' REPORT ON THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

TO THE MEMBERS OF CEREBRA INTEGRATED TECHNOLOGIES LIMITED

Report on the Consolidated Ind AS Financial Statements

We have audited the accompanying consolidated Ind AS financial statements of Cerebra Integrated Technologies Limited (hereinafter referred to as "the Holding Company"), and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") which comprise the consolidated Balance Sheet as at 31st March, 2018, the Consolidated Statement of Profit and Loss including other comprehensive income, the Consolidated Statement of Cash Flow, and the Consolidated Statement of Changes in Equity, for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated Ind AS financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and the Consolidated Statement of Changes in Equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated Ind AS financial statements based on our audit.

In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of the consolidated Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated Ind AS financial statements are free from material misstatement.



An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated Ind AS financial statements. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial Statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March 2018 and its consolidated profit, consolidated total comprehensive income, consolidated cash flows and consolidated changes in equity for the year ended on that date.

Emphasis of Matter

Without qualifying our report, we draw attention to the following matters in notes to the standalone Ind AS financial statements:-

Note 36.2 of the stand alone financial statements relating to capital advances amounting to Rs. 36,15,53,016/- and Note No 36.3 of the stand alone financial statements relating to relating to trade receivables amounting to Rs. 30,76,43,580/- which are outstanding for more than three years raising question over the recoverability of these dues. The Management is confident of recovering the same either in cash or in kind and hence no provision is made in the accounts.

Other Matters

- a. The comparative financial information of the Group for the year ended 31st March 2017 and the transition date opening Balance Sheet as at 1st April, 2016 included in these Consolidated Ind AS financial statements are based on the statutory financial statement prepared in accordance with the Companies (Accounting Standards) Rules, 2006 audited by us. whose report for the year ended 31st March, 2017 and 31st March, 2016 dated 29th May, 2017 and 30th May, 2016 respectively expressed an unmodified opinion on those standalone financial statements, as adjusted for the difference in the accounting principles adopted by the Company on transition to the Ind AS, which have been audited by us.
- b. We did not audit the financial statements of a subsidiary incorporated outside India, whose financial statements reflect total assets of Rs. 59,89,89,488/- as in 31st March 2018 and total revenue of Rs. 1,40,37,22,529/- for the year then ended as considered in the financial statements. The financial statements audited by other auditors and approved by the respective Board of Directors of the Company have been furnished to us by the Management and our report in so far as it relates to the amounts included in respect of this subsidiary is based solely on such approved audited financial statements.

Our opinion on the Consolidated Financial Statements, and our report on Other Legal and Regulatory requirements below, is not modified in respect of the above matter with respect to our reliance on the financial statements certified by the Management

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report that:



- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Group so far as it appears from our examination of those books.
- (c) The consolidated Balance Sheet, the consolidated Statement of Profit and Loss including Other Comprehensive Income, the consolidated Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with relevant books of account.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the IndAS specified under Section 133 of the Act.
- (e) The matters described in paragraph relating to the matters described in paragraph relating to Emphasis of Matter in our opinion may have an adverse effect on the functioning of the company.
- (f) On the basis of the written representations received from the directors as on March 31st, 2018, taken on record by the Board of Directors, none of other directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
- (g) With respect to the adequacy of the internal finance controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A" which is based on audit reports of Holding and Subsidiary Company. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Holding company's internal financial controls over financial reporting.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Group has disclosed the impact of pending litigations on its financial position in its consolidated Ind AS financial statements- Refer Note 36.1 to the Consolidated Ind AS financial statements;
- ii. The Company has made provisions, as required under the applicable law or Ind AS, for material foreseeable losses, if any, on long-term contracts. We have been informed that the Company did not have any pending derivative contracts.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group.
- iv. The disclosure requirements relating to holdings as well as dealings in specified bank notes were applicable for the period from 8th November, 2016 to 30th December 2016, are not relevant to these Consolidated Ind AS financial statements. Hence, reporting under this clause is not applicable.

For Ishwar & Gopal,
Chartered Accountants
Registration No: 0011545



S Bhaskar

Partner

Membership No. 205977

Bangalore,

30th May, 2018



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