



Ref: CEL/NSEBSE/PB/13122024

13th December, 2024

To,

Listing Department, National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051	Department of Corporate Services – Listing, BSE Limited, P. J. Towers, Dalal Street, Mumbai – 400 001
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**Re: Scrip Symbol: CENTUM/ Scrip Code: 517544**

Dear Sir/Madam,

**Sub: Postal Ballot Notice – Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') as amended from time to time, we attach herewith a copy of the Postal Ballot Notice ('Notice') of Centum Electronics Limited ('the Company') along with the Explanatory Statement pursuant to the applicable provisions of the Companies Act, 2013 ('the Act') read with the Listing Regulations, for seeking approval of the Members of the Company on the Resolutions forming part of the Notice.

In compliance with the various General Circulars issued by the Ministry of Corporate Affairs as disclosed in the Notice, this Notice is being sent only through electronic mode to those, whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email IDs are registered with the Company / Depositories as on Friday, 6th December, 2024 ('Cut-off date'). Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope, are not being sent to the Members for this Postal Ballot.

The remote e-voting period will commence from Monday, 16th December, 2024 at 09:00 a.m. (IST) and end on Tuesday, 14th January, 2025, at 05:00 p.m. (IST).

We request you to take the same on record.

Yours faithfully,  
For **Centum Electronics Limited**

**Indu H S**  
**Company Secretary & Compliance Officer**  
Encl: as above

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**Centum Electronics Limited**

# 44, KHB Industrial Area, Yelahanka New Town, Bangalore - 560 106, Karnataka, India  
**Tel** +91-(0)80-4143-6000 **Fax** +91-(0)80-4143-6005 **Website** [www.centumelectronics.com](http://www.centumelectronics.com)  
**E-mail** [info@centumelectronics.com](mailto:info@centumelectronics.com) CIN - L85110KA1993PLC013869



**CENTUM ELECTRONICS LIMITED**

CIN: L85110KA1993PLC013869

Registered Office: No.44, KHB Industrial Area, Yelahanka New Town, Bangalore – 560 106

Telephone: 080 4143 6000, Fax: 080 4143 6005, website: [www.centumelectronics.com](http://www.centumelectronics.com)

**NOTICE OF POSTAL BALLOT**

*(Pursuant to Section 110 and Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014)*

**To the Shareholders of Centum Electronics Limited,**

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read together with the Companies (Management and Administration) Rules, 2014 (as amended from time to time), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) (“**SEBI LODR**”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”) and the relaxations and clarifications issued by the Ministry of Corporate Affairs vide General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021, 3/2022 dated 5th May 2022, 11/2022 dated 28th December 2022, 9/2023 dated 25th September 2023 and 09/2024 dated 19th September 2024 and as amended from time to time (collectively the “**MCA Circulars**”) and any other applicable law, rules and regulations, if any, that the proposed Special Resolutions appended below is for the approval of the Members of Centum Electronics Limited (“**the Company**”/ “**CEL**”) through Postal Ballot by way of remote e-voting process (“**remote e-voting**”).

1. Re-appointment of Ms V Kavitha Dutt (DIN: 00139274) as an Independent Director of the Company for a second term of 5 years commencing from March 25, 2025.
2. Re-appointment of Mr Nikhil Mallavarapu (DIN: 00288551) as Whole Time Director, designated as Executive Director of the Company.
3. To raise funds in one or more tranches, by way of a preferential allotment or a private placement(s), Qualified Institutions Placement and/or any combination to eligible investors through issuance of equity shares and/or other eligible securities.

As per the MCA Circulars, the Company is sending Postal Ballot Notice along with e-voting instructions (the “**Notice**”) only by way of e-mail to all its Members who have registered their email addresses with the Company or depository(ies)/ depository participants/Share Transfer Agent (“**RTA**”) and whose names are recorded in the Register of Members of the Company and the communication of assent / dissent of the Members on the Resolutions proposed in the Notice will only take place through the remote e-voting system. This Notice is accordingly being issued to the Members in compliance with the MCA Circulars. A detailed explanatory statement setting out the material facts concerning the Resolutions and instructions for remote e-voting are also annexed to this Notice for your consideration.

Pursuant to Rule 22(5) of the Management Rules, the Company has appointed Mr S.P. Nagarajan, Practicing Company Secretary (CP No. 4738), Bangalore who will act as the scrutinizer (**the “Scrutinizer”**) for conducting the postal ballot process through remote e-voting in a fair and transparent manner.



In compliance with Sections 108 and 110 of the Companies Act read with Rules 20 and 22 of the Management Rules, Regulation 44 of the SEBI Listing Regulations and MCA Circulars, the Company is offering facility of remote e-voting only ("e-voting"). The Company has engaged the services of KFin Technologies Limited as its agency for providing e-voting facility to the Shareholders of the Company. In compliance with the requirements of the MCA Circulars, hard copy of this Notice along with postal ballot forms and prepaid business envelope will not be sent to the Shareholders for this postal ballot and Shareholders are requested to carefully read the instructions indicated in this Notice and communicate their assent (for) or dissent (against) through e-voting only. Shareholders are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting.

The Scrutinizer will submit the report to the Chairman of the Company, or any other person authorized by him in writing, after completion of scrutiny of postal ballot voting process in a fair and transparent manner. The results of the postal ballot will be announced on or before Thursday, 16<sup>th</sup> January, 2025 and will be displayed on the website of the Company ([www.centumelectronics.com](http://www.centumelectronics.com)) and intimated to BSE Limited (the "BSE") and National Stock Exchange of India Limited (the "NSE") (the NSE together with the BSE are referred to as the "Stock Exchanges") where the Equity Shares of the Company are listed and shall also be intimated to KFin Technologies Limited, the registrar and share transfer agents of the Company.

#### **SPECIAL BUSINESSES:**

##### **Item No.1 – Re-appointment of Ms V Kavitha Dutt (DIN: 00139274) as an Independent Director of the Company for a second term of 5 years commencing from March 25, 2025.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Ms V Kavitha Dutt (DIN: 00139274), Independent Director of the Company who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director and who is eligible for reappointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for second term of five consecutive years commencing from March 25, 2025 to March 24, 2030 or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution."

##### **Item No. 2 – Re-appointment of Mr Nikhil Mallavarapu (DIN: 00288551) as Whole Time Director, designated as Executive Director of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), Regulation 17(6)(e) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) and the Articles of Association of the Company, approval of the members be and is hereby accorded for



re-appointment of Mr Nikhil Mallavarapu (DIN: 00288551) as Whole Time Director, designated as Executive Director of the Company for a period of Five Years with effect from February 13, 2025 on the terms and conditions including remuneration as detailed out in the explanatory statement attached to the notice.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate based on the recommendation of the Nomination & Remuneration Committee, provided that such variation or increase as the case may be is within the overall limits specified in Schedule V & the relevant provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** in the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay Mr Nikhil Mallavarapu, the remuneration by way of salary, perquisites, commission or any other allowances as specified above and in accordance with the limits specified under the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may be prescribed by the Government from time to time in this regard, as minimum remuneration.

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution.”

**Item No.3 - To raise funds in one or more tranches, by way of a preferential allotment or a private placement(s), Qualified Institutions Placement and/or any combination to eligible investors through issuance of equity shares and/or other eligible securities.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c), 71, 179 and other applicable provisions, if any, of the Companies Act, 2013, and the applicable rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, (including any amendment(s), statutory modification(s) or re-enactment thereof, for the time being in force) (**the “Companies Act”**), and the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and in accordance with the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), to the extent applicable, the uniform listing agreement(s) entered into by the Company with the BSE Limited (**“BSE”**) and National Stock Exchange of India Limited (**“NSE”**) and together with BSE, the **“Stock Exchanges”**) where the equity shares, having face value of ₹ 10/- (Rupees Ten) each, of the Company (**“Equity Shares”**) are listed, the provisions of the Foreign Exchange Management Act, 1999 including any amendments, statutory modification(s), variation(s) and/or re- enactment thereof (**“FEMA”**) and rules, regulations, circulars or notifications made thereunder, including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, the current Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce, Government of India, each as amended, and any other provisions of applicable laws (including all other applicable statutes, clarifications, rules, regulations, circulars, notifications, and guidelines issued by the Government of India (**“GoI”**), Ministry of Corporate Affairs (**“MCA”**), Reserve Bank of India (**“RBI”**), the Securities and Exchange Board of India (**“SEBI”**), the Stock Exchanges, Registrar of Companies, Karnataka at Bangalore (**“RoC”**) and any other statutory / regulatory authority) (hereinafter singly or collectively referred to as **“Appropriate Authorities”**) and subject to all approvals, permissions, consents and sanctions as may be necessary or required from the lenders of the Company, SEBI, the Stock Exchanges, RBI, GoI and any other concerned statutory/ regulatory authorities and subject to such terms and conditions or modifications as may be prescribed or imposed by the Appropriate Authorities while granting of such approvals, permissions, consents and/ or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall include any committee



which the Board of Directors may have constituted or may hereinafter constitute to exercise its powers, including the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to create, offer, issue and allot such number of fully paid-up Equity Shares, and/or convertible securities (including warrants or otherwise) (together the "**Securities**") or any combination of the Securities, in one or more tranches and/or one or more issuances, simultaneously or otherwise, by way of preferential allotment or a private placement(s), Qualified Institutions Placement ("**QIP**") and/or any combination thereof or any other method as may be permitted under applicable laws to eligible investors in the course of domestic or international offerings, through issue of placement document/ or other requisite offer document or other permissible/requisite documents/writings/circulars/memoranda in such a manner to any eligible person, including qualified institutional buyers in accordance with Chapter VI of the SEBI ICDR Regulations, or otherwise, foreign/ resident investors (whether institutions, banks, incorporated bodies, mutual funds, individuals, trustees, stabilizing agent or otherwise), venture capital funds, alternative investment funds, foreign portfolio investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, pension funds and/or any other categories of investors, who are authorised to invest in the Securities of the Company as per extant regulations/guidelines or any combination of the above, whether they being existing holders of the Securities or not (the "**Investors**"), as may be permitted under applicable laws and regulations, for a maximum amount up to ₹ **250 Crores (Rupees Two Hundred and Fifty Crores Only)** or an equivalent amount thereof, inclusive of such premium as may be fixed on such Securities by offering the Securities at such price as may be permitted under applicable laws and in such manner and on such terms and conditions as may be deemed appropriate by the Board at its discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment of Securities, shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s), placement agent(s) and/or other advisor(s) appointed and/ or to be appointed by the Board, in Indian Rupees or denominated in one or more foreign currencies, as the Board at its absolute discretion may deem fit and appropriate (the "**Issue**")."

**RESOLVED FURTHER THAT** in the event Company proposes to issue and allot any Securities by way of Qualified Institutions Placement ("**QIP**") to Qualified Institutional Buyers ("**QIBs**") in terms of Chapter VI of the SEBI ICDR Regulations (hereinafter referred to as "**Eligible Securities**" within the meaning of SEBI ICDR Regulations):

- a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- b) the allotment of the Securities shall be completed within 365 days from the date of passing of the special resolution by the Shareholders or such other time as may be allowed under the Companies Act and/ or SEBI ICDR Regulations, from time to time;
- c) The Equity Shares which are proposed to be allotted through QIP or pursuant to conversion or exchange of eligible Securities being offered through QIP, have been listed on a stock exchange for a period of at least one year, calculated on a date prior to issuance of this notice to shareholders of the Company;
- d) the Equity Shares issued and allotted or allotted upon conversion of other Securities shall rank pari passu in all respects including entitlement to dividend, voting rights or otherwise with the existing Equity Shares of the Company;
- e) The relevant date for determination of the floor price of the Eligible Securities to be issued shall be:
  - (i) in case of allotment of Equity Shares, the date of meeting in which the Board decides to open the issue, and/or,



- (ii) in case of allotment of eligible convertible Securities, either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as may be determined by the Board;
- f) The Eligible Securities (excluding warrants) shall be allotted as fully paid up;
- g) The issuance and allotment of the Securities by way of the QIP shall be made at such price that is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations ("Floor Price"), the Act and other applicable laws, and the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the applicable laws, including SEBI ICDR Regulations. However, the Board, in consultation with the book running lead manager, may offer a discount of not more than 5% or such other percentage as may be permitted under applicable law on the Floor Price;
- h) The number and/or price of the Eligible Securities or the underlying Equity Shares issued on conversion of Eligible Securities shall be appropriately adjusted for corporate actions such as rights issue, stock split or consolidation of shares, reclassification of equity shares into other securities, issue of equity shares by way of capitalisation of profit or reserves, or any such capital or corporate restructuring;
- i) In accordance with Regulation 176(3) under Chapter VI of SEBI ICDR Regulations, no partly paid-up Equity Shares or other Securities shall be issued / allotted;
- j) In accordance with Regulation 179(2) under Chapter VI of SEBI ICDR Regulations, a minimum of 10% of the Eligible Securities shall be issued and allotted to Mutual Funds and if Mutual Funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion or part thereof, may be allotted to other QIBs;
- k) The Eligible Securities shall not be eligible to be sold by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted under the SEBI ICDR Regulations from time to time;
- l) No single allottee shall be allotted more than 50% of the issue size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations;
- m) The Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed by the SEBI, from the date of the QIP to be undertaken pursuant to the special resolution;
- n) The tenure of the convertible or exchangeable Eligible Securities issued through the QIP shall not exceed sixty months from the date of allotment; and
- o) Application for allotment of Eligible Securities, and allotment of Eligible Securities through the QIP shall be in accordance with the criteria provided under Chapter VI of the SEBI ICDR Regulations. No allotment shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company."

**RESOLVED FURTHER THAT** the consent of the members of the Company, be and is hereby accorded to Board or its duly constituted committee thereof, to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering. All such Equity Shares shall rank *pari-passu* with the existing Equity Shares in all respects.



**RESOLVED FURTHER THAT** in case of offering of any Securities, including without limitation any securities convertible into equity shares, consent of the members of the Company be and is hereby accorded to the Board to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion, redemption or cancellation of any such Securities referred to above in accordance with the terms of issue/ offering in respect of such Securities and such equity shares shall rank pari passu with the existing equity shares of the Company in all respects, except as may be provided otherwise under the terms of issue/ offering and in the offer document and/or placement document and/or offer letter and/or offering circular and/or listing particulars, in accordance with the applicable laws.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board or a committee thereof, in consultation with the lead manager(s), advisors, industry consultants, chartered engineers, monitoring agency, escrow bank(s), independent chartered accountants and/or other intermediaries as may be appointed in relation to the Issue, be and is hereby authorized to take all actions including but not limited to the following and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient:

- a. Decide the date for the opening and closing of the Issue of Securities, determining the form and manner of the Issue, including the class of investors to whom the Securities are to be issued and allotted, type of security, number of Securities to be issued/allotted, issue price, face value, discount/premium and execution of various transaction documents;
- b. the class of investors to whom the Securities are to be issued;
- c. Decide the timing of the Issue and allotment of the aforesaid Securities, subject, however to the applicable guidelines, notifications, rules and regulations;
- d. Finalisation of the allotment of the Securities on the basis of the subscriptions received and the allotment of the Securities;
- e. To deal with over-subscription/under-subscription in such manner as may be permitted under the applicable regulations;
- f. To decide the allocation of the issue proceeds towards the objects for which the funds are being raised by the Company and all such additional matters in connection with or incidental thereto or any modifications to the objects of the Issue to the extent permissible under the applicable laws;
- g. Finalisation of any arrangement for the submission of the preliminary and final offering circulars/ offer document(s), placement document(s) and any amendments and supplements thereto, with any applicable government and regulatory authorities, institutions or bodies, as may be required;
- h. Approval of the preliminary and final offering circulars/ placement document/ offer document(including amending, varying or modifying the same, as may be considered desirable or expedient) as finalised in consultation with the placement agent(s), lead manager(s)/ advisor(s),in accordance with all applicable rules, regulations and guidelines including approval for any financial statements such as unaudited condensed interim financial statements, as may be required for the purpose of the Issue;
- i. Entering into any arrangement for managing and marketing the proposed offering of Securities and to appoint, in its absolute discretion, managers (including placement agent(s), lead manager(s)), investment banker(s), merchant banker(s), financial and/or legal advisor(s), chartered accountants, company secretaries, industry experts, depositories, custodians, monitoring agency, listing agents,



escrow bank(s)/agent(s) and other agents as may be required and sign all applications, filings, deeds, documents, memorandum of understanding and agreements with any such entities and to pay any fees, commissions, remunerations, and expenses in connection with the proposed offering of the Securities;

- j. Approval of the placement agreement, escrow agreement, monitoring agency agreement, letters of allotment, listing application, engagement letter(s), memorandum of understanding and any other agreements or documents, presentations or other materials, as may be necessary in connection with the issue/offering (including amending, varying or modifying the same, as may be considered desirable or expedient), in accordance with all applicable laws, rules, regulations and guidelines;
- k. To determine the form and manner of the offering, class of the Investors to whom the Securities are to be offered, in accordance with the SEBI ICDR Regulations;
- l. To seek consent of the lenders, concerned government, statutory and/or regulatory authorities in India or outside India or any other consents as may be required in connection with the issue and allotment of the Securities;
- m. To seek listing of any or all of such Securities on the Stock Exchanges;
- n. To settle all questions, difficulties or doubts that may arise with regard to the Issue as it may, in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholder or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, and accordingly, any such action, decision or direction of the Board shall be binding on all the shareholders of the Company;
- o. To decide and approve the terms and conditions of the issue of the Securities and to vary, modify or alter any of the terms and conditions as it may deem expedient;
- p. To authorise any director(s) or officer(s) of the Company, including by way of grant of power of attorneys, to do any such acts, deeds and things as they may in their absolute discretion deem necessary or desirable in connection with the issue and allotment of the Securities;
- q. To do all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, proper, expedient, desirable or appropriate for making the said issue as aforesaid and to settle any question, query, doubt or difficulty that may arise in this regard including the power to allot under subscribed portion, if any, in such manner and to such persons(s) as it may deem fit and proper in its absolute discretion to be the most beneficial to the Company.”

**RESOLVED FURTHER THAT** the Board or duly constituted committee thereof, be and is hereby authorized by the members of the Company to approve, finalise, execute, ratify, and/or amend/modify agreements and documents, including any power of attorney, lock up letters, and agreements in connection with the appointment of any intermediaries and/ or advisors (including for marketing, listing, trading and appointment of book running lead manager/ legal counsel/ bankers/ advisors/ registrars/ and other intermediaries as required) and to pay any fees, commission, costs, charges and other expenses in connection therewith.

**RESOLVED FURTHER THAT** the Board or duly constituted committee thereof is authorised by the members of the Company to seek the listing of Securities on any stock exchange(s) submitting the listing applications to such stock exchange(s) and taking all actions that maybe necessary in connection with





obtaining such listing approvals (both in-principal and final listing and trading approvals), filing of requisite documents/making declarations with the MCA, RoC, RBI, SEBI and any other statutory/regulatory authority(ies), and any other deed(s), document(s), declaration(s) as may be required under the applicable laws as maybe necessary to give effect to this resolution.

**RESOLVED FURTHER THAT** the Board or duly constituted committee, thereof is authorised by the members of the Company to open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board.

**RESOLVED FURTHER THAT** subject to applicable law, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things and also to execute such documents, writings etc., and to represent the Company before any governmental authorities, as may be necessary to give effect to this resolution.

**RESOLVED FURTHER THAT** the Board or duly constituted committee, thereof shall have the authority and power to accept any modifications to the terms of the Issue, as may be required or imposed by the SEBI/Stock Exchanges or other appropriate authorities at the time of according/granting their approvals to issue, allotment and listing of the Securities.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed while granting any such approval, consents or permissions by such governmental body, authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability, as per the applicable laws and prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever or variation of the conversion price or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorised in its absolute discretion, to dispose of such Securities that are not subscribed, in accordance with the applicable laws.

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution.”

**By order of the Board of Directors  
For Centum Electronics Limited**

Sd/-

**Indu H S  
Company Secretary**

**Place: Bangalore  
Date: December 13, 2024**

**NOTES:**

- (a) The explanatory statement pursuant to Section 102(1) and Section 110 of the Companies Act, 2013 (“**Act**”) read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto and forms part of the Postal Ballot Notice (“**Notice**”).
- (b) In accordance with the provisions of the Act and the relaxations and clarifications issued by the Ministry of Corporate Affairs vide General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021, 3/2022 dated 5th May 2022, 11/2022 dated 28th December 2022, 9/2023 dated 25th September 2023 and 09/2024 dated 19th September 2024 and as amended from time to time (collectively the “**MCA Circulars**”), the Notice is being sent in electronic form only by email to those Members whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“**NSDL**”)/ Central Depository Services (India) Limited (“**CDSL**”) and Registrar and Share Transfer Agent of the Company i.e. KFIN Technologies Limited (“**RTA**”) as on **Friday, 6<sup>th</sup> December, 2024 (“Cut-Off Date”)** and who have or will register their email address with their Depository Participant(s) (“**DPs**”) or with RTA in accordance with the process outlined in this Notice.
- (c) Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on the Cut-Off date. Only those Members whose names are appearing in the Register of Members/ List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only. It is however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.
- (d) In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act, as amended, read together with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the “**SEBI LODR**”), Secretarial Standard – 2 issued by the Institute of Company Secretaries of India, MCA Circulars, the Company is providing the remote e-voting facility to its Members. The Company has engaged the services of KFIN Technologies Limited to provide remote e-voting facility to enable the Members to cast their votes electronically (hereinafter referred to as the “**remote e-voting**”). In accordance with the MCA Circulars, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the members would take place through the process of remote e-voting only.
- (e) Members may also note that the Postal Ballot Notice will also be available for download on the Company’s website [www.centumelectronics.com](http://www.centumelectronics.com) and on the website of stock exchanges (where the shares of the Company are listed i.e. the BSE Limited and the National Stock Exchange of India Limited) and also on the website of the Depositories (NSDL and CDSL).
- (f) The remote e-voting period commences on **Monday, December 16, 2024 at 9:00 a.m. (IST) and ends on Tuesday, January 14, 2025 at 5:00 p.m. (IST)**. The remote e-voting module shall be disabled for voting thereafter. During this period, the Members of the Company holding shares in physical or electronic form, as on the Cut-Off Date may cast their vote by electronic means in the manner and process as mentioned in this Notice. Once the vote is cast by the Member, the Member shall not be allowed to change it or cast the vote again.



- (g) The Board of Directors of the Company has appointed Mr S P Nagarajan (CP No. 4738) as the Scrutinizer for conducting the Postal Ballot through remote e-voting process, in a fair and transparent manner.
- (h) The Scrutinizer will submit his report to the Chairman and Managing Director or the Company Secretary of the Company after completion of the scrutiny of the remote e-voting. The Scrutinizer's decision on the validity of votes cast will be final. The results of the Postal Ballot will be announced by the Chairman and Managing Director or the Company Secretary of the Company on or before Thursday, January 16, 2025 i.e. not later than 2 working days from the conclusion of remote e-voting at the registered office of the Company.
- (i) The result of the Postal Ballot along with the Scrutinizer's Report will be placed on the Company's website [www.centumelectronics.com](http://www.centumelectronics.com) and also on the website of the Depositories and shall be communicated to the Stock Exchanges where the Company's shares are listed. The result of the Postal Ballot will also be displayed at the registered office of the Company.
- (j) The Resolution, if approved by the requisite majority of Members, shall be deemed to have been passed on the last date of remote e-voting, i.e. Tuesday, January 14, 2025.
- (k) Members seeking inspection of relevant documents referred to in this Notice and the Explanatory Statement under Section 102 of the Act may send an email to [investors@centumelectronics.com](mailto:investors@centumelectronics.com) from their registered e-mail addresses upto the last date of remote e-voting i.e. Tuesday, January 14, 2025 mentioning their name, Folio no. / Client ID and DP ID and the documents they wish to inspect.

### **PROCEDURE FOR E-VOTING**

#### **(I) E-VOTING FACILITY:**

a. The Company is providing e-voting facility of KFintech to its members to exercise their right to vote on the proposed resolutions by electronic means.

**b. The e-voting facility will be available during the following voting period:**

<b>Commencement of e-voting:</b>	<b>Monday, December 16, 2024 at 9.00 a.m. (IST)</b>
<b>End of e-voting:</b>	<b>Tuesday, January 14, 2025 at 5.00 p.m. (IST)</b>

The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by KFintech upon expiry of the aforesaid period.

c. The manner of e-voting by (i) individual members holding shares of the Company in demat mode, (ii) members other than individuals holding shares of the Company in demat mode, (iii) members holding shares of the Company in physical mode, and (iv) members who have not registered their e-mail address, is explained in the instructions given hereinbelow.

#### **(II) INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:**

**a. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.**

#### **b. INFORMATION AND INSTRUCTIONS FOR E-VOTING BY INDIVIDUAL MEMBERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE**

As per the SEBI Master Circular, all "individual members holding shares of the Company in demat mode" can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access e-voting, as devised by the Depositories / Depository Participant(s), is given below:



## **PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORIES**

### **National Securities Depository Limited (NSDL):**

#### **1. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:**

- i. Type in the browser / Click on the following e-Services link: <https://eservices.nsd.com>
- ii. Click on the button “**Beneficial Owner**” available for login under ‘**IDeAS**’ section.
- iii. A new page will open. Enter your User ID and Password for accessing IDeAS.
- iv. On successful authentication, you will enter your IDeAS service login. Click on “**Access to e-Voting**” under **Value Added Services** on the panel available on the left hand side.
- v. You will be able to see Company Name: “Centum Electronics Limited” on the next screen. **Click on the e-Voting link available against Centum Industries Limited or select e-Voting service provider “KFintech”** and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication.

#### **2. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:**

- i. To register, type in the browser / Click on the following e-Services link: <https://eservices.nsd.com>
- ii. Select option “**Register Online for IDeAS**” available on the left-hand side of the page.
- iii. Proceed to complete registration using your DP ID, Client ID, Mobile Number, etc.
- iv. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.

#### **3. Users may directly access the e - Voting module of NSDL as per the following procedure:**

- i. Type in the browser / Click on the following link: <https://www.evoting.nsd.com/>
- ii. Click on the button “**Login**” available under “**Shareholder/Member**” section.
- iii. On the login page, enter User ID (i.e., 16-character demat account number held with NSDL, starting with IN), Login Type, i.e., through typing Password (in case you are registered on NSDL’s e-voting platform)/ through generation of OTP (in case your mobile/e-mail address is registered in your demat account) and Verification Code as shown on the screen.
- iv. You will be able to see Company Name: “Centum Electronics Limited” on the next screen. **Click on the e-Voting link available against Centum Electronics Limited or select e-voting service provider “KFintech”** and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication.

### **Central Depository Services (India) Limited (CDSL):**

#### **1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:**

- i. Type in the browser / Click on any of the following links: <https://web.cdslindia.com/myeasitoken/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on **New System Myeasi / Login to My Easi option under Quick Login** (best operational in Internet Explorer 10 or above and Mozilla Firefox).
- ii. Enter your User ID and Password for accessing Easi /Easiest.



iii. You will see Company Name: “Centum Electronics Limited” on the next screen. **Click on the e-Voting link available against Centum Electronics Limited or select e-Voting service provider “KFintech”** and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication.

**2. Users not registered for Easi / Easiest facility of CDSL may follow the following procedure:**

i. To register, type in the browser / Click on the following link: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> or <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>

ii. Proceed to complete registration using your DP ID Client ID (BO ID), etc.

iii. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.

**3. Users may directly access the e-Voting module of CDSL as per the following procedure:**

i. Type in the browser / Click on the following link: <https://evoting.cdslindia.com/Evoting/EvotingLogin>

ii. Provide Demat Account Number and PAN.

iii. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account.

iv. On successful authentication, you will enter the e-voting module of CDSL. **Click on the e-Voting link available against Centum Electronics Limited or select e-Voting service provider “KFintech”** and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication.

**Procedure to login through their demat accounts / Website of Depository Participant**

Individual members holding shares of the Company in Demat mode can **access e-Voting facility provided by the Company using login credentials of their demat accounts** (online accounts) through their demat accounts / **websites of Depository Participants** registered with NSDL / CDSL. An option for “**e-voting**” will be available once they have successfully logged-in through their respective logins. Click on the option “**e-voting**” and they will be redirected to e-voting modules of NSDL / CDSL (as may be applicable). **Click on the e-voting link available against Centum Electronics Limited or select e-voting service provider “KFintech”** and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication.

**Members who are unable to retrieve User ID / Password are advised to use “Forgot User ID” / “Forgot Password” options available on the websites of Depositories / Depository Participants.**

Contact details in case of any technical issue on NSDL Website	Contact details in case of any technical issue on CDSL Website
Members facing any technical issue during login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: <b>022-4886 7000 / 1800 102 0990.</b>	Members facing any technical issue during login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>1800 210 9911.</b>

**c. INFORMATION AND INSTRUCTIONS FOR E-VOTING BY (I) MEMBERS OTHER THAN INDIVIDUALS HOLDING SHARES OF THE COMPANY IN DEMAT MODE AND (II) ALL MEMBERS HOLDING SHARES OF THE COMPANY IN PHYSICAL MODE**

**In case a member receives an e-mail from the Company / KFintech [for members whose e-mail address is registered with the Company / Depository Participant(s)]:**





(a) Launch internet browser by typing the URL: <https://evoting.kfintech.com>

(b) Enter the login credentials (**User ID and password provided in the e-mail**). The E-voting Event Number + Folio No. or DP ID Client ID will be your User ID. If you are already registered with KFintech for e-voting, you can use the existing password for logging-in. If required, please visit <https://evoting.kfintech.com> or contact toll-free number 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days) for assistance on your existing password.

(c) After entering these details appropriately, click on "LOGIN".

(d) You will now reach Password Change Menu wherein you are required to mandatorily change your password upon logging-in for the first time. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**

(e) You need to login again with the new credentials.

(f) On successful login, the system will prompt you to select the E-voting Event Number (EVEN) for Centum Electronics Limited.

(g) On the voting page, enter the number of shares as on the Cut-Off Date under either "FOR" or "AGAINST" or alternatively, you may partially enter any number under "FOR" / "AGAINST", but the total number under "FOR" / "AGAINST" taken together should not exceed your total shareholding as on the Cut-Off Date. You may also choose to "ABSTAIN" and vote will not be counted under either head.

(h) Members holding shares under multiple folios/ demat accounts shall choose the voting process separately for each of the folios / demat accounts.

(i) Voting has to be done for each item in this Postal Ballot Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as "ABSTAINED".

(j) You may then cast your vote by selecting an appropriate option and click on "SUBMIT".

(k) A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify.

(l) Once you confirm, you will not be allowed to modify your vote.

(m) Institutional / Corporate Members (i.e., other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail id: [cs@nagarajsp818.com](mailto:cs@nagarajsp818.com) with a copy marked to to [evoting@kfintech.com](mailto:evoting@kfintech.com). Such authorization shall contain necessary authority for voting by its authorised representative(s). It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be "Corporate Name EVEN".

#### **Procedure for Registration of email and Mobile: securities in physical mode**

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16<sup>th</sup>, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can



register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

- c) Through electronic mode with e-sign by following the link:  
<https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

**(III) Any member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from KFintech in the manner as mentioned below:**

- (a) If the mobile number of the member is registered against his / her / its Folio No. / DP ID Client ID:  
  
In case the shares are held in dematerialized mode: The member may send SMS: MYEPWD DP ID Client ID to 9212993399  
  
Example for NSDL: MYEPWD IN12345612345678  
Example for CDSL: MYEPWD 1402345612345678  
  
In case the shares are held in physical mode: The member may send SMS MYEPWD E-Voting Event Number + Folio No. to 9212993399  
  
Example for Physical: MYEPWD XXXX123456789
- (b) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate password.
- (c) Member may call on KFintech's toll-free number 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days).
- (d) Member may send an e-mail request to [evoting@kfintech.com](mailto:evoting@kfintech.com). After due verification of the request, User ID and password will be sent to the member.
- (e) If the member is already registered with KFintech's e-voting platform, then he / she / it can use his / her / its existing password for logging-in.



(IV) In case of any query on e-voting, members may refer to the “Help” and “FAQs” sections / E-voting user manual available through a dropdown menu in the “Downloads” section of KFintech’s website for e-voting: <https://evoting.kfintech.com> or contact KFintech as per the details given below.

**(V) CONTACT DETAILS FOR ASSISTANCE ON E-VOTING:**

**Members are requested to note the following contact details for addressing e-voting related grievances:**

Shri N Shiva Kumar,  
KFIN Technologies Limited, Selenium Tower B,  
Plot 31 & 32, Gachibowli, Financial District, Nanakramguda,  
Hyderabad 500 032  
Toll-free No.: 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days)  
E-mail: [shivakumar.n@kfintech.com](mailto:shivakumar.n@kfintech.com)



## **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

### **Item No.1**

#### **Re-appointment of Ms V Kavitha Dutt (DIN: 00139274) an Independent Director of the Company for a second term of 5 years commencing from March 25, 2025:**

Ms V Kavitha Dutt (DIN: 00139274) was appointed as an Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to hold office as an Independent Director of the Company up to March 24, 2025 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Companies Act, 2013).

Following the performance evaluation of Ms V Kavitha Dutt and considering the significant contributions made by her during her tenure as an Independent Director, as well as the belief that her continued association would be beneficial to the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee (NRC), recommended the re-appointment of Ms V Kavitha Dutt as a Non-Executive Independent Director of the Company for a second term of five years, from March 25, 2025, to March 24, 2030, subject to the approval of the Members. Ms V Kavitha Dutt abstained from discussion and voting on the matter concerning her appointment during the meetings of NRC as well as the Board of Directors. The profile and specific areas of expertise of Ms V Kavitha Dutt are provided as an Annexure to this Notice.

The Company has received a declaration from Ms V Kavitha Dutt (DIN: 00139274) as an Independent Director of the Company, confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time. Further, she is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as Director of the Company.

In the opinion of the Board, Ms V Kavitha Dutt is a person of integrity, possesses the relevant expertise/experience, and fulfills the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director, and she is independent of the management. In terms of Regulation 25(8) of Listing Regulations, Ms V Kavitha Dutt has confirmed that she is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Furthermore, a declaration has been received from Ms V Kavitha Dutt that she has not been debarred from holding the office of a Director by virtue of any order passed by SEBI or any other such authority.

Ms V Kavitha Dutt has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Considering her experience, the Board deems it desirable and in the interest of the Company to continue Ms V Kavitha Dutt on the Board, and accordingly recommends the re-appointment of Ms V Kavitha Dutt as an Independent Director for a second term of 5 years, as proposed in Resolution no.1 for approval by the Members as a Special Resolution. Except for Ms V Kavitha Dutt and/or her relatives, no other Directors, Key Managerial Personnel, or their respective relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice. The terms and conditions of appointment of the Independent Directors are uploaded on the website of the Company <https://www.centumelectronics.com> and are available for inspection.

**Item No.2**

**Re-appointment of Mr Nikhil Mallavarapu (DIN: 00288551) as Whole Time Director, designated as Executive Director of the Company:**

Mr Nikhil Mallavarapu (DIN: 00288551) is currently an Executive Director of the Company and a Member of the Stakeholders Relationship Committee and Risk Management Committee.

The Board of Directors had appointed Mr Nikhil Mallavarapu as an Executive Director of the Company for a period of 5 (five) years with effect from February 13, 2020 to February 12, 2025. Subsequently, at the 27th Annual General Meeting of the Company held on 18<sup>th</sup> September, 2020, the Members had approved the appointment and terms of remuneration of Mr Nikhil Mallavarapu as an Executive Director of the Company. Based on the recommendation of the NRC, the Board of Directors, at its meeting held on November 12, 2024, re-appointed Mr Nikhil Mallavarapu as an Executive Director of the Company for a further period of five years effective February 13, 2025 upto February 12, 2030 subject to the approval of the Members.

The Board, while re-appointing Mr Nikhil Mallavarapu as an Executive Director of the Company, considered his skills, background, experience and contributions during his tenure with the Company.

An abstract of the terms of appointment are as follows:

1. Duties and Powers
  - a. Mr Nikhil Mallavarapu, Whole Time Director, designated as Executive Director of the Company shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its subsidiaries, including performing duties as assigned by the Board from time to time by serving on the boards of such subsidiaries or any other executive body or committee of such a Company.
  - b. The Whole Time Director shall discharge the duties laid down under Section 166 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder.
  - c. The Whole Time Director shall duly abide by the Code of Conduct laid down by the Company.
2. Period of Appointment: From February 13, 2025 to February 12, 2030.
3. Remuneration and the terms of appointment are:

Particulars	Amount in ₹ (per month)
Basic	3,45,757
Allowances	5,23,499
Perquisites	16,631
Contribution to PF	41,491
Grand Total	9,27,378





Other Terms & Conditions:

a. Commission

Notwithstanding the salary and other perquisites, Mr Nikhil Mallavarapu will be entitled to a commission such that the aggregate of the remuneration mentioned above, shall not exceed 5% of the Net Profits of the Company calculated in accordance with the provisions of Sections 198 and other applicable provisions, of the Companies Act, 2013 which will be excluding the perquisites as per the applicable Policy of the Company.

b. Contribution to Provident Fund, Superannuation Fund, Annuity Fund, Gratuity and Medical Insurance shall be as per the rules in force of the Company from time to time.

c. Encashment of leave; As per the rules in force of the Company from time to time.

d. Other perquisites; Other perquisites are as applicable to the senior executives of the Company.

e. Termination

The appointment will be for a period of five years, which may be terminated by either party giving to the other 90 days notice in writing.

Mr Nikhil Mallavarapu has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by the BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. Mr Nikhil Mallavarapu, pursuant to Section 152 of the Act, has given his consent to act as a Director of the Company, subject to the approval of the Members. Mr Nikhil Mallavarapu satisfies all the conditions set out in Part I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for his re-appointment. In terms of Section 164 of the Act, he is not disqualified from being re-appointed as Director.

The Board of Directors recommend this resolution for your consideration and approval as a special resolution.

Having regard to the qualifications, experience and knowledge, the Board is of the view that the re-appointment of Mr Nikhil Mallavarapu as an Executive Director will be beneficial to the functioning and growth of the Company and the remuneration payable to him is commensurate with his abilities and experience. Accordingly, the Board recommends the Special Resolution as set out at Item No. 2 of the accompanying Notice in relation to the re-appointment of Mr Nikhil Mallavarapu as an Executive Director w.e.f. February 13, 2025 upto February 12, 2030 (both days inclusive) for approval of the Members pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V of the Act and Regulation 17 of SEBI Listing Regulations. The above may be treated as a written understanding setting out the terms of appointment of Mr Nikhil Mallavarapu under Section 190 of the Companies Act, 2013.

Mr Nikhil Mallavarapu is interested in the resolution set out at Item No.2 of the notice. Mr Apparao V Mallavarapu, Chairman & Managing Director, Ms Tanya Mallavarapu, Non-Executive Director of the Company being related to Mr Nikhil Mallavarapu may be deemed to be interested in the resolution set out at Item No. 2 of the Notice.

Except as mentioned above none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested either financially or otherwise in the Resolution.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.



### Item No. 3

**To raise funds in one or more tranches, by way of a preferential allotment or a private placement(s), Qualified Institutions Placement and/or any combination to eligible investors through issuance of equity shares and/or other eligible securities:**

#### **I. Particulars of the issuance of Securities**

In accordance with Section 102 of the Companies Act read with the rules made thereunder, the following statement contains all the material facts relating to the Special Business, as set out in item no. 3 of this notice.

The Company intends to utilize the proceeds from the Issue (after adjustment of expenses related to the Issue) at various stages for the usage of one or more, or any combination of the following: capital expenditure for organic growth, expansion and growth of the existing business of the Company or its subsidiaries, funding working capital requirements, prepayment and / or repayment of debts of the Company or its subsidiaries, general corporate purposes and such other purpose(s) as may be permissible under applicable laws and approved by the Board or duly authorised committee of the Board.

In line with the above, the Company proposes to raise funds up to aggregate amounts of ₹ 250 Crore through the issuance of equity shares or other eligible securities (the “**Securities**”) to Qualified Institutional Buyers (as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), whether they are holders of Equity Shares or not, for cash, in terms of (a) the SEBI ICDR Regulations; (b) applicable provisions of the Companies Act, 2013 (the “**Act**”) and the applicable rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014], each including any amendment(s), statutory modification(s), or re-enactment(s) thereof (“**Companies Act**”); (c) other applicable law.

The Board or a duly authorised committee shall decide the specific objects towards which the Net Proceeds shall be deployed and will be dependent on multiple factors such as, inter alia, market conditions, timing of the offer and other internal and external factors.

Accordingly, the board of directors of the Company (“**Board**”) at their meeting held on November 12, 2024, had considered the proposal and accorded necessary approvals, subject to the approval of the Members and other concerned authorities as indicated above, raising funds by way of issuance of eligible securities at such price and on such terms and conditions as may be deemed appropriate by the Board/its duly constituted committee at its sole and absolute discretion, taking into consideration market conditions and other relevant factors and wherever necessary, in consultation with the book running lead manager and/or other advisor(s) appointed in accordance with applicable laws, and subject to regulatory approvals (as necessary). The Board (including any duly authorized committee thereof) may in their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the shareholders of the Company.

The proceeds of the proposed Issue shall be utilized for any of the aforesaid purposes to the extent permitted by law. The Securities allotted would be listed on the BSE Limited and National Stock Exchange of India Limited (collectively, the “**Stock Exchanges**”) where the Equity Shares of the Company are listed. The issue and allotment would be subject to the availability of regulatory approvals, if any.

In case the Issue is made through a qualified institutions placement: (a) the allotment of the Securities shall be completed within a period of 365 days from passing this resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time; and (b) the pricing of the Securities that may be issued to qualified institutional buyers pursuant to a qualified institutions placement, shall be determined by the Board, in accordance with applicable laws, which shall be subject to appropriate adjustments as per the provisions of the applicable laws, including SEBI ICDR Regulations. The aforesaid issue of Securities will



be subject to receipt of requisite approvals from appropriate authorities, as may be applicable. Further, no allotment shall be made, either directly or indirectly to any QIB who is a promoter, or any person related to promoters in terms of the SEBI ICDR Regulations. The resolution enables the Board to offer such discount as permitted under applicable law, on the price determined pursuant to the SEBI ICDR Regulations. The Company may, in accordance with applicable law, and in consultation with the book running lead manager, offer a discount of not more than 5% or such percentage as permitted under applicable law, on the floor price determined pursuant to the SEBI ICDR Regulations. The 'Relevant Date' for this purpose would be the date when the Board or a duly authorized committee of the Board decides to open the qualified institutions placement for subscription, if Equity Shares are issued, or, in case of issuance of convertible securities to QIBs by way of QIPs, either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as may be determined by the Board. The relevant date for determining the issue price of the Securities by way of QIP/FPO/rights issue/ FCCBs/ ADRs or GDRs or by way of any other mode of issuance shall, subject to and in accordance with the SEBI ICDR Regulations and the FCCB Scheme, the Depository Receipt Scheme, 2014, the SEBI Circular on framework for issue of depository receipts issued on October 10, 2019, the Foreign Exchange Management (Borrowing and Lending Regulations), 2018, the master direction on External Commercial Borrowings, Trade Credits and Structured Obligations issued by the RBI, be:

- a. In case of allotment of Equity Shares in a QIP or upon conversion of FCCBs pursuant applicable regulations, the date of meeting in which the Board decides to open the issue, and/or;
- b. In case of allotment of eligible convertible securities in a QIP, either the date of the meeting in which the Board decides to open the issue of such convertible Securities or the date on which the holders of such convertible Securities become entitled to apply for the Equity Shares, as may be determined by the Board.

The special resolution also seeks to give the Board powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies, qualified institutional buyers and/or individuals or otherwise as the Board in its absolute discretion deems fit. The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the Securities in one or more tranches and the remaining detailed terms and conditions for the Issue will be decided by the Board/ its duly constituted committee, in accordance with the SEBI ICDR Regulations and such other applicable laws, in consultation with book running lead manager and/or other advisor(s) appointed in relation to the Issue and such other authorities and agencies as may be required to be consulted by the Company, considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

Further, the Company is yet to identify the investor(s), decide the quantum of Securities to be issued to them, and proposed timeline within which the allotment will be completed. Hence, the details of the proposed allottees, percentage of their post Issue shareholding and the shareholding pattern of the Company, timeline of the completion of allotment are not provided. The proposal, therefore, seeks to confer upon the Board/ its duly constituted committee, the absolute discretion and adequate flexibility to determine the terms of the Issue, including but not limited to the identification of the proposed investors in the Issue and quantum of Securities to be issued and allotted to each such investor, in accordance with the provisions of the SEBI ICDR Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; the Act; the Foreign Exchange Management Act, 1999 and the regulations made thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department for Promotion of Industry & Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, each as amended; and other applicable law.

Further, Section 62(1)(a) of the Act provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further equity shares, such further equity shares shall be offered to the



existing shareholders of such company in the manner laid down therein unless the shareholders by way of a special resolution decide otherwise. Since the special resolution proposed in the business of the notice may result in the issue of Equity Shares of the Company to persons other than existing members of the Company, approval of the shareholders is also being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Act as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

The Securities offered, issued, and allotted by the Company pursuant to the Issue in terms of the resolution would be subject to the provisions of the memorandum of association and articles of association of the Company and any Equity Shares that may be created, offered, issued and allotted by the Company pursuant to QIP, shall rank, in all respects, pari-passu with the existing Equity Shares of the Company.

Change in Control: There would be no change in control pursuant to the said issue of Securities. The Securities will be offered and issued to such Investors who are eligible to acquire such Securities in accordance with the applicable laws, rules, regulations and guidelines.

The Securities shall not be eligible to be sold for a period of one year from the date of allotment, except on the recognized Stock Exchanges, or except as may be permitted under the SEBI ICDR Regulations from time to time.

The Securities allotted as above would be listed on the Stock Exchanges. As and when the Board takes a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

The approval of the members is being sought to enable the Board to decide on the issuance of Securities, to the extent and in the manner stated in the special resolution, as set out in item no. 3 of this notice, without the need for any fresh approval from the members of the Company in this regard.

If the Issue is made through a QIP, the Promoters will not participate in the Issue. Further, none of the directors or key managerial personnel or promoters intend to participate or subscribe to Securities in the Issue.

None of the directors or key managerial personnel of the Company, or their respective relatives, is concerned or interested, financially or otherwise, except their shareholding, if any, in the Company, in the resolution set out at item no. 3 of this notice.

This notice does not constitute an offer or invitation or solicitation of an offer of securities to the public within or outside India. Nothing in this notice constitutes an offer of securities for sale or solicitation in any jurisdiction in which such offer or solicitation is not authorized or where it is unlawful to do so.

The proposed issue is in the interest of the Company and the Board recommends the resolution set out at item no. 3 of this notice for the approval of the members as a special resolution.

**Details of the Directors seeking re-appointment and fixation of remuneration {Pursuant to Regulation 26(4) and 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meeting}**

<b>Name of the Director</b>	V Kavitha Dutt	Nikhil Mallavarapu
<b>DIN</b>	00139274	00288551
<b>Date of Birth</b>	17.05.1971	18.09.1986
<b>Age</b>	53	38
<b>Date of first appointment on the Board</b>	25 March 2020	13 February 2020
<b>Qualifications</b>	Ms V Kavitha Dutt is a Business Management Graduate from Cedar Crest College, Allentown, Pennsylvania, USA and hails from a well-known industrial house in South India – The KCP Limited.	Mr Nikhil Mallavarapu holds Masters and Bachelors Degrees in Electrical and Computer Engineering from Carnegie Mellon University, USA. He also holds a MBA from the INSEAD Business School in France.
<b>Expertise in specific functional areas</b>	Ms V Kavitha Dutt is the Joint Managing Director at The KCP Limited, an 83-year-old diversified business group involved in the manufacture of Cement, Heavy Engineering, Sugar, Power Generation and Hospitality. She has been involved in various business, social and cultural activities. She is a Director-FLO Industrial Park, Hyderabad, and Vice President-World Telugu Federation. She has served as Chairperson-FICCI Tamil Nadu State Council; President-Madras Management Association; National President-FICCI-FLO and Vice Chairperson-SCWEC-India.	Mr Nikhil has been associated with the Company since from August 2012. He has served in different leadership positions including Manager - New Projects at SEBU, Vice President - Corporate Development at Centum T&S, President - EMS BU and as Whole Time Director of Centum Electronics Limited. Prior to joining Centum, Nikhil worked at the multinational semiconductor company - Analog Devices, as product engineer in the MEMS sensors division.
<b>Skills and capabilities required for the role and the manner in which the Directors meet the requirements</b>	Refer Item No. 1 of the Notice and Explanatory Statement	Refer Item No. 2 of the Notice and Explanatory Statement
<b>Terms and conditions of re-appointment</b>	Re-appointment as an Independent Director for a period of 5 years commencing from March 25, 2025 to March 24, 2030 (both days inclusive) [Refer Item No. 1 of the Notice and Explanatory Statement]	Re-appointment as an Executive Director for a period commencing from February 13, 2025 upto February 12, 2030 (both days inclusive) [Refer Item No. 2 of the Notice and Explanatory Statement]
<b>Details of remuneration last drawn (FY 2023-24)</b>	Sitting Fees: ₹ 1,50,000/- Commission: ₹ 5,00,000/- #	Salary, Perquisites and Allowance: ₹ 1,10,30,699/- Commission: ₹ 1,63,44,575/- #
<b>Details of remuneration sought to be paid</b>	Sitting Fees and Commission as approved by the Board of Directors	Refer Item No. 2 of the Explanatory Statement
<b>Directorships in other listed Companies</b>	1. The K C P Limited 2. Apollo Hospitals Enterprise Limited 3. DCM Shriram Industries Limited	-



<b>Membership/ Chairpersonship of Committees in other companies</b>	Name of the Company	Name of the Committee	-
	The K C P Limited	Audit Committee Finance Subcommittee CSR Committee Investment Committee Innovation & Best Practices Committee Risk Management Committee - Chairperson	
	Apollo Hospitals Enterprise Limited	Audit Committee Stakeholders' Relationship Committee - Chairperson	
	DCM Shriram Industries Limited	Audit Committee - Chairperson CSR Committee	
<b>Listed entities from which the Director has resigned from Directorship in last 3 (three) years</b>	-	-	-
<b>No. of Board Meetings attended during FY 2023-24 and FY 2024-25 (upto the date of this Notice)</b>	Attended all Board Meetings held during the period.	Attended all Board Meetings held during the period.	
<b>Inter-se relationship with other Directors and Key Managerial Personnel of the Company</b>	None	Mr Apparao V Mallavarapu, Chairman & Managing Director, is the father of Mr Nikhil Mallavarapu. Ms Tanya Mallavarapu, Non-Executive Director of the Company, is Mr Nikhil Mallavarapu's sister and related to each other.	
<b>No. of shares held:</b>			
<b>(a) Own</b>	-	6,52,855	
<b>(b) For other persons on a beneficial basis</b>	-	-	

# Commission relates to FY 2023-24 which was paid during FY 2024-25