

NOTICE OF THE 25TH ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Fifth Annual General Meeting of the Members of Centum Electronics Limited will be held on Friday, September 14, 2018 at 11.30 am at 'No.44, KHB Industrial Area, Yelahanka Newtown, Bangalore – 560 106 to transact the following business:

ORDINARY BUSINESS

Item No.1 – Adoption of financial statements

To consider and adopt the audited financial statements (including the consolidated financial statements) of the company for the financial year ended March 31, 2018 and the reports of the Board of Directors ('the Board') and Auditors thereon.

Item No.2 – Confirmation of payment of Interim dividend

To confirm the payment of Interim dividend on Equity Shares for the financial year 2017-18.

Item No.3 – Retirement of Directors by rotation

To appoint a Director in place of Dr. Swarnalatha Mallavarapu, who retires by rotation and being eligible, offers herself for the re-appointment.

SPECIAL BUSINESS

Item No.4 – Remuneration payable to the Cost Auditor

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. K.S. Kamalakara & Co., Cost Accountants (Registration No. 10625), appointed as Cost Auditors by the Board of Directors to audit the cost records of the Company for the FY 2018–19, be paid a remuneration of ₹ 100,000 (Rupees One Lac) per annum plus applicable taxes and out-of-pocket

expenses that may be incurred during the course of audit.”

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

Apparao V Mallavarapu
Chairman & Managing Director
DIN : 00286308

Place: Bangalore

Date: May 30, 2018

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy or proxies to attend and vote instead of himself and a proxy need not be a member of the company. The instrument appointing the proxy, in order to be effective, must be deposited with the company and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of the companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.
2. The relative explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of Special Business is set annexed hereto.
3. The Register of members and Share Transfer books will remain closed from 8th September 2018 to 14th September 2018 (both days inclusive) for the purpose of ascertaining the members eligible to vote on the resolutions of the Meeting.
4. Members holding shares in dematerialized form are requested to intimate all the changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ESC), mandates, nominations, power of attorney, change of address, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the company and

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the company's Registrars and Transfer Agents, M/s Karvy Computershare Private Limited (Karvy) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Karvy.

5. To support the 'Green initiative', members who have not registered their e-mail addresses are requested to register the same with Karvy/Depositories.
6. Nomination facility: It is to bring to the notice of all the Members, individual Members are entitled to make a nomination in respect of the shares held by them. The Members, who desire to send their nominations, are requested to send the Nomination in Form-2B (in duplicate) to the Registrars and Share Transfer Agents of the company for registering the nominations, if any.
7. Members attending the Annual General Meeting are requested to bring the following with them (as applicable):
 - a) Members holding shares in dematerialized form, their DP & Client ID Number(s).
 - b) Members holding shares in physical form, their folio number,
 - c) Copy of the Annual Report & Notice (2017-18).
 - d) The Attendance Slip duly completed & signed in terms of specimen signature lodged with the company.
 - e) Member companies / Institutions are requested to send a copy of the resolution of their Board /Governing Body, authorizing their representative to attend and vote at the Annual General Meeting.
8. In compliance with the provisions of section 108 of the Act and the Rules framed thereunder and

Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy, on all the resolutions set forth in this Notice. Members, who do not have access to the e-voting facility, can send their assent or dissent in writing in respect of the resolutions as set out in this Notice (Ballot Form enclosed).

The instructions for e-voting are as under:

- A. In case a Member receives an e-mail from Karvy (for Members whose e-mail addresses are registered with the Company/ Depositories):
 - i. Launch internet browser by typing the URL <https://evoting.karvy.com>
 - ii. Enter the login credentials (i.e., User ID and password mentioned below). Event No. followed by Folio No./ DP ID-Client ID will be your User ID. However, if you are already registered with the Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, Click on "LOGIN".
 - iv. You will now reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first

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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.

- v. You need to login again with the new credentials.
 - vi. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut off Date under “FOR/ AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/ AGAINST” taken together should not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the shareholder does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
 - vii. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.
 - viii. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - ix. You may then cast your vote by selecting an appropriate option and click on “Submit”.
 - x. A confirmation box will be displayed. Click on “OK” to confirm else “CANCEL” to modify. Once you confirm, you will be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xi. Corporate/Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/ Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to cs@nagarajsp818.com.
 - xii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual - Shareholders, available at the downloads section of www.evoting.karvy.com.
 - xiii. In case a person has become the Member of the Company after the dispatch of AGM Notice but on or before the cut-off date i.e., 7th September, 2018, may write to Karvy on the email id: shivakumar.n@karvy.com or to Mr. Shivakumar, Contact No. 040-67161653 or at 18003454001 (toll free), at [Unit: Centum Electronics Limited] Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sl. No. (i) to (xii) as mentioned in (A) above, to cast the vote.
- B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories):

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- i. User ID and password- these will be sent separately.
 - ii. Please follow all steps from Sl. No. (i) to (xii) as mentioned in (A) above, to cast your vote.
- C. Other Instructions:
- i. The e-voting period commences on Monday, 10th September 2018 (10.00 a.m. IST) and ends on Thursday, 13th September 2018, (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut off date, 7th September 2018, may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
 - ii. Further, members who could not exercise the voting as above, can vote through Ballot form (enclosed to the notice). The duly completed Ballot form should reach the Scrutinizer at [The Scrutinizer, [Unit: Centum Electronics Limited] Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, not later than Thursday, 13th September 2018. Ballot forms received after this date will be treated as invalid.
 - iii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the Cut off date. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on cut-off date only shall be entitled to avail the facility of e-voting, voting through Postal Ballot as well as voting at the AGM.
 - iv. The members of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date and not casting their vote electronically or Ballot form, can cast their vote at the Annual General Meeting.
- v. Members can opt for only one mode of voting, i.e., either by e-voting or Ballot form. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot form shall be treated invalid. The Members who have cast their vote by e-vote or Ballot Form, prior to the meeting can also attend the meeting but shall not be entitled to cast their vote again.
 - vi. Mr. S.P. Nagarajan, Practicing Company Secretary (Membership No. ACS 10028), has been appointed as the Scrutinizer to scrutinize the e-voting, ballot paper including the votes casted on the resolutions at the Annual General Meeting in a fair and transparent manner.
 - vii. The Scrutinizer shall, immediately after the conclusion of the voting at the AGM, would count the votes in presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairman or a person authorized by him.
9. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.centumelectronics.com immediately after the results are declared. The Company shall simultaneously forward the results to the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), where the shares of the Company are listed.

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

Apparao V Mallavarapu
Chairman & Managing Director
DIN : 00286308

Place: Bangalore
Date: May 30, 2018

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Explanatory Statement under Section 102 (1) of the Companies Act, 2013

Item No. 4:

As the shareholders may be aware that pursuant to Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a cost auditor to audit the cost records of the Company.

The Board of Directors of your company considered and approved the appointment of M/s. K.S. Kamalakara & Co., Cost Accountants (Registration No. 10625) as cost auditor for the FY 2018–19 at a remuneration of Rs. 100,000 per annum plus applicable service tax and reimbursement of out-of-pocket expenses.

The Board of Directors recommends the Ordinary

Resolution as set out in Item No. 4 of the Notice for the approval of the shareholders.

None of the Directors, Key Managerial Personnel, or their relatives are in any way, concerned or interested, in the said resolution.

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

Apparao V Mallavarapu
Chairman & Managing Director
DIN : 00286308

Place: Bangalore
Date: May 30, 2018

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Details of Directors seeking appointments/re-appointments at the forthcoming Annual General Meeting.

1. Dr. Swarnalatha Mallavarapu

Name of the Director	Dr. Swarnalatha Mallavarapu
Date of birth	12.10.1956
Date of appointment	26.03.2015

Qualifications:

Dr. Swarnalatha Mallavarapu (Latha) received her Ph.D in Physics and worked in some of the premier research institutes in India and the US. The major research Labs she worked at are, The US Air Force Weapons Labs in Albuquerque, the Indian Institute of Science in Bangalore and the R&D division of Bharat Electronics Limited. She is an Alumnus of the Indian Institute of Science. Her research in thin films and devices for applications such as optical Coatings, super conducting coatings, magnetic memory devices, etc., have been well recognized. Her work has been published in several reputed international and national scientific journals and conferences.

No.of shares held in the company	369,250
List of companies in which Directorship held as on 31st March 2018	1. Centum Electronics Limited 2. Centum Industries Private Limited
Chairman/Member of the mandatory Committees of the Board of the companies on which she is a Director as on 31st March 2018.	NIL

Expertise in specific functional areas:

Dr. Swarnalatha Mallavarapu (Latha) is the Managing Director of Centum Industries Private Limited.

Dr. Latha also spent time as a Consultant to Industries in the US such as Coretek in Boston and X-Media Corporation and Wyrnet in California, before she established Centum Industries in the year 2004.

Dr. Latha was also a government nominated member of the Syndicate of Bangalore University (2001 to 2004), which is the executive body of the University administration. She has actively contributed in the execution of reforms and policies, having taken on various leadership roles, to evolve proper systems and processes in the University administration.

Furthermore, she was on the board of directors for the Bangalore stock exchange. She has also held many positions in FICCI Ladies Organization (FLO) and recently serve as the Chairperson of the Bengaluru Chapter.

Centum Electronics Ltd

Regd. Office: No. 44 KHB Industrial Area, Yelahanka New Town, Bangalore- 560 106.
CIN – L85110KA1993PLC013869

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s):			
Registered address:			
E- Mail Id:			
Folio No/ Client Id:		DP ID	

I/ We, being the member (s) ofShares of Centum Electronics Limited, hereby appoint:

1.	NAME		
	Address		
	E- Mail Id	Signature	
	or failing him		
2.	NAME		
	Address		
	E- Mail Id	Signature	
	or failing him		
3.	NAME		
	Address		
	E- Mail Id	Signature	

as my/ our proxy to attend and vote (on a poll) for me/us and our behalf at the 25th Annual General Meeting of the Company, to be held on Friday, the 14th September, 2018 at 11.30 A.M. at No. 44 KHB Industrial Area, Yelahanka New Town, Bangalore- 560 106 and on adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	Optional	
		For	Against
ORDINARY BUSINESS			
1	Adoption of Financial Statements for the year ended 31st March, 2018.		
2	Confirmation of payment of Interim dividend.		
3	Retirement of Directors by rotation		
SPECIAL BUSINESS			
4	Remuneration payable to the cost auditor.		

Signed thisDay of 2018.
Signature of shareholder : _____
Signature of Proxy holder (s) : _____

Affix a
15 paise
Revenue
Stamp

- Note:
1. This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.
 2. It is optional to put a 'x' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
 3. Please complete all details including details of member (s) in above before submission.

Centum Electronics Ltd

Regd. Office: No. 44 KHB Industrial Area, Yelahanka New Town, Bangalore- 560 106.
CIN – L85110KA1993PLC013869

BALLOT FORM (MGT-12)

[pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(C) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s):			
Registered address:			
E- Mail Id:			
Folio No/ Client Id:		DP ID	

I/ We, being the member (s) ofShares of Centum Electronics Limited, hereby exercise my/our vote in respect of Ordinary/Special Resolution enumerated below by recording any assent/dissent to the said resolution given below:

Sl. No.	Resolutions	Optional	
		For	Against
ORDINARY BUSINESS			
1	Adoption of Financial Statements for the year ended 31st March, 2018.		
2	Confirmation of payment of Interim dividend.		
3	Retirement of Directors by rotation		
SPECIAL BUSINESS			
4	Remuneration payable to the cost auditor.		

Signed thisDay of 2018.

Signature of shareholder : _____