



Ref: CEL/AGM/19072019

19<sup>th</sup> July, 2019

To,

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

Dear Sir/ Madam,

**Sub: Twenty Sixth Annual General Meeting Notice, E-voting facility and Record Date for Final Dividend**

This is to inform that the Twenty Sixth Annual General Meeting of the Company is scheduled on Tuesday, August 13, 2019 at 11.00 a.m. at Chambers Hall, Hotel 'Radisson Blu Atria Bengaluru', No.1, Palace Road, Bengaluru - 560 001.

Pursuant to this, we have fixed:

- Wednesday, August 7, 2019 as the cut- off date for ascertaining the list of shareholders eligible to participate in the e-voting facility being offered in respect of the businesses to be transacted at the Twenty Sixth Annual General Meeting of the Company.
- Friday, August 2, 2019 as the Record Date for determining the members eligible for Final Dividend on Equity Shares, if declared at the ensuing Annual General Meeting of the Company.

The Dividend, if declared at the Annual General Meeting will be paid on or before Tuesday, September 10, 2019.

We are enclosing herewith the Notice for the 26<sup>th</sup> Annual General Meeting of the Company.

The intimation is pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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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 [www.centumindia.com](http://www.centumindia.com)

CIN - L85110KA1993PLC013869



Kindly take the above information on your records.

Yours faithfully,  
For **Centum Electronics Limited**

**Nagaraj K V**  
**Company Secretary & Compliance Officer**

Encl: as above



## Centum Electronics Limited

Corporate Identity Number (CIN) - L85110KA1993PLC013869

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

Tel. No: +91 80 4143 6000 Fax No: +91 80 4143 6005

Email: investors@centumelectronics.com Website: www.centumelectronics.com

### Notice of the 26<sup>th</sup> Annual General Meeting

Notice is hereby given that the Twenty Sixth Annual General Meeting of the Members of **Centum Electronics Limited** will be held on Tuesday, August 13, 2019 at 11.00 a.m. at Chambers Hall, Hotel 'Radisson Blu Atria Bengaluru', No.1, Palace Road, Bengaluru 560 001 to transact the following business:

#### ORDINARY BUSINESS

##### Item No.1 – Adoption of Financial Statements

To consider and adopt the standalone and consolidated audited financial statements of the Company for the financial year ended March 31, 2019, including the Audited Balance Sheet and the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.

##### Item No.2 – Declaration of Dividend

To declare a final Dividend of ₹4.00 per equity share (i.e. 40%) of ₹10/- each and to confirm the payment of interim Dividend of Re.1.00 per equity share (i.e. 10%) of ₹10/- each paid during the financial year 2018-19.

##### Item No.3 – Retirement of Director by rotation

To appoint a Director in place of Dr. Swarnalatha Mallavarapu (DIN: 00288771), who retires by rotation and being eligible, offers herself for the re-appointment.

#### SPECIAL BUSINESS

##### Item No.4 – Remuneration payable to the Cost Auditors

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, (including any statutory modification(s) or re-enactment thereof, for the time being in force), 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 financial year 2019–20, be paid a remuneration of ₹ 1,00,000 (Rupees One Lakh) per annum plus applicable taxes and out-of-pocket expenses that may be incurred during the course of audit.

**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.5 – Re-appointment of Mr. Pranav Kumar N Patel (DIN: 06784801) as an Independent Director of the Company

To consider and if thought fit, to pass with or without modification(s), 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, Mr. Pranav Kumar N Patel (DIN: 06784801), Independent Director of the Company who has submitted a declaration that he 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 his candidature for the office of Director and who is eligible for re-appointment, 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 April 1, 2019 to March 31, 2024 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.6 – Re-appointment of Mr. S. Krishnan (DIN: 01807344) as an Independent Director of the Company

To consider and if thought fit, to pass with or without modification(s), 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, Mr. S Krishnan (DIN: 01807344), Independent Director of the Company who has submitted a declaration that he 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 his 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 April 1, 2019 to March 31, 2024 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."

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

**Nagaraj K V  
Company Secretary  
& Compliance Officer**

**Place: Bengaluru  
Date: May 29, 2019**

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

**NOTES:**

1. The Statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of

the Company may appoint a single person as proxy, who shall not act as proxy for any other Member.

3. The instrument of proxy, in order to be effective, should be deposited at the Registered Office of the Company duly completed and signed, not later than 48 hours before the commencement of the meeting. A proxy form is annexed to this Report. Proxies submitted on behalf of corporates, limited liability partnerships, societies etc., must be supported by an appropriate resolution/authority, as applicable.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. 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 (2018-19).
  - 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.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
7. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
8. The Company has fixed Friday, August 02, 2019 as Record Date for determining the members eligible for Dividend on Equity Shares, if declared at the Annual General Meeting.
9. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if approved by the members will be paid on or before Tuesday, September 10, 2019 to those members who names appear in the Register of Members on the Record Date.
10. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and

- updates of savings bank account details to their respective Depository Participant(s). Members holding Shares in physical form are requested to advise any change of address or bank details immediately to our Registrars and Transfer Agent, Karvy Fintech Private Limited. Members are also encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.
11. Members are requested to send all communications relating to Shares including dividend matters to our Registrar and Share Transfer Agents at the following address:
 

Karvy Fintech Private Limited  
Unit: Centum Electronics Limited  
Karvy Selenium Tower B, Plot no. 31 & 32,  
Financial District Nanakramguda, Serilingampally Mandal,  
Hyderabad – 500 032  
Ph No.: +91 40 6716 2222, Fax No.: 040-2300 1153  
Toll Free No. 1800 3454 001, Email: [einward.ris@karvy.com](mailto:einward.ris@karvy.com)
  12. Members are requested to note that the dividends not encashed or claimed within 7 (seven) years from the date of transfer to the Unpaid Dividend Account, will as per Section 124 of the Companies Act, 2013, respective shares lying in the pool account and unpaid dividend amount be transferred to the Investor Education and Protection Fund. Members who haven't encashed or claimed the dividend for the earlier years are requested to approach the Company / Registrar & Transfer Agents and whose shares transferred to IEPF can claim by making an application in form IEPF-5 to IEPF Authority through Companies Nodal Officer and Registrar & Transfer Agents at the earliest.
  13. The Company is concerned about the environment and utilizes natural resources in a sustainable way. Members who have not registered their email addresses with their Depository Participants are requested to register their email address so that they can receive the Annual Report and other communication from the Company electronically. Members who wish to receive a physical copy of the Annual Report may write to the Company Secretary at the registered office or send an email to [investors@centumelectronics.com](mailto:investors@centumelectronics.com). The Annual Report can also be downloaded from the investors section of the Company's website <https://www.centumelectronics.com>.
  14. Copies of the Annual Report 2018 are being sent by electronic mode only to all the members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report 2018-19 are being sent by the permitted mode.
  15. Additional information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting is furnished and forms a part of the Notice. The Directors have furnished the requisite consents / declarations for their appointment/ re-appointment.
  16. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding Shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding Shares in physical form shall submit their PAN details to the Registrar & Transfer Agents / Company.
  17. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the Annual General Meeting.
  18. Pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and in compliance with the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, it is mandatory to extend to the Members of the Company, the facility to vote at the Annual General Meeting (AGM) by electronic means. Members of the Company can transact all the items of the business through electronic voting system as contained in the Notice of the Meeting.
  19. The Company has appointed Mr. S.P. Nagarajan, Practising Company Secretary (Membership No. ACS 10028), who in the opinion of the Board is a duly qualified person, as a Scrutinizer who will collate the electronic voting process in a fair and transparent manner. The Scrutinizer shall within a period of three (3) working days from the date of conclusion of e-voting period, submit his report of the votes cast in favour or against, if any, to the Chairman of the Company. The result of the same will be disclosed at the Annual General Meeting proceedings. The e-voting results will also be uploaded in the website of the Company <https://www.centumelectronics.com>.
  20. The Route Map of the venue of the Annual General Meeting forms part of this Notice and is published in the Annual Report of the Company.
  21. The Company has entered into an agreement with Karvy Fintech Private Limited (Karvy) for facilitating e-voting for the Annual General Meeting. The instructions for e-voting are as follows:
    - 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 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 successful login, the system will prompt you to select the "EVENT" i.e., Centum Electronics Limited.
  - vii. 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.
  - viii. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.
  - ix. 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.
  - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
  - xi. A confirmation box will be displayed. Click on "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not 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).
  - xii. 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](mailto:cs@nagarajsp818.com).
  - xiii. 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](http://www.evoting.karvy.com).
  - xiv. The e-voting period commences on Saturday, August 10, 2019 at 9.00 a.m. to Monday, August 12, 2019 at 5.00 p.m. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date being Wednesday, August 7, 2019, may cast their vote by electronic means in the manner and process set out hereinabove. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not vote by way of poll, if held at the Meeting.
  - xv. 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., August 7, 2019, may write to Karvy on the email id: [shivakumar.n@karvy.com](mailto:shivakumar.n@karvy.com) or to Mr. Shivakumar, Contact No. 040-67161653 or at 18003454001 (toll free), at [Unit: Centum Electronics Limited] Karvy Fintech 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):
- i. User ID and and initial password as provided separately along with the Notice.
  - ii. Please follow all steps from Sl. No. (i) to (xii) as mentioned in (A) above, to cast your vote.

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

**Place: Bengaluru  
Date: May 29, 2019**

**Nagaraj K V  
Company Secretary &  
Compliance Officer**

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

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned from Item No. 4 to Item No. 6 of the accompanying Notice dated May 29, 2019:

### Item No. 4:

The provisions of Section 148 of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014 mandates the Company to get its cost records audited every year. The Board of Directors have considered the appointment of M/s. K.S. Kamalakara & Co., Cost Accountants (Registration No. 10625) as the Cost Auditors of the Company for the financial year 2019-20 at a remuneration of ₹ 1,00,000/- (Rupees One Lakh) apart from applicable taxes and out-of-pocket expenses, if any.

Ratification of remuneration payable to Cost Auditors needs to be done by the Shareholders of the Company in terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014. Due to which consent of the Members is sought for ratification of the remuneration payable to the Cost Auditors for the financial year 2019-20.

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 Promoters, Directors, Key Managerial Personnel or their relatives are interested, financial or otherwise, if any in the Resolution No. 4 of the accompanying Notice except to the extent of their Shareholding, if any in the Company.

### Item No. 5 & 6:

Mr. Pranav Kumar N Patel (DIN: 06784801) and Mr. S Krishnan (DIN: 01807344) were appointed as Independent Directors 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 erstwhile Clause 49 of the Listing Agreement with the Stock Exchanges to hold office as an Independent Directors of the Company up to March 31, 2019 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Companies Act, 2013).

Mr. Pranav Kumar N Patel and Mr. S Krishnan are being eligible for re-appointment for a second term on the Board of the Company as an Independent Directors, not liable to retire by rotation, effective from April 1, 2019 to March 31, 2024, subject to approval of the Shareholders by a Special Resolution.

The Board, based on the recommendations of the Nomination and Remuneration Committee and given their background, experience and contributions made by them, is in the opinion that the continued association of Mr. Pranav Kumar N Patel and Mr. S Krishnan, would be beneficial to the Company and accordingly, it is desirable to continue to avail their services as Independent Directors of the Company.

The Company has received a declaration from Mr. Pranav Kumar N Patel and Mr. S Krishnan as Independent Directors of the Company, confirming that they 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, they are not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given their consent to act as Directors of the Company.

Details of Directors whose re-appointment as Independent Directors is proposed at Item Nos. 5 and 6 are provided in the "Annexure" to the Notice pursuant to the Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions.

None of the Directors or the Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolutions except to the extent of their shareholding (if any) and Directorship in the Company, being an appointee in their respective resolutions.

The Board of Directors of the Company in their Board Meeting held on May 29, 2019 have approved the above proposal and recommends the Special Resolutions set- out in Item No. 5 and 6 of the Notice for approval by the Shareholders.

The Directors recommends Resolutions No. 5 and 6 of the Notice for consent and approval by the Shareholders as **Special Resolutions**.

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

**Place: Bengaluru  
Date: May 29, 2019**

**Nagaraj K V  
Company Secretary &  
Compliance Officer**

## Details of the Directors seeking re-appointment at the 26<sup>th</sup> Annual General Meeting {Pursuant to Regulation 36 of the SEBI (LODR) Regulations, 2015}

### 1. Dr. Swarnalatha Mallavarapu:

| Name of the Director | Dr. Swarnalatha Mallavarapu |
|----------------------|-----------------------------|
| Date of birth        | 12.10.1956                  |
| Age (in years)       | 63                          |
| 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.

|   |   |
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| No. of shares held in the Company   | 3,69,150  |
| List of companies in which Directorship held as on March 31, 2019   | 1. Centum Electronics Limited<br>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 March 31, 2019. (includes only Audit Committee & Stakeholders' Relationship Committee) | NIL   |

#### Expertise in specific functional areas:

Dr. Latha 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) including serving as the senior vice chair of the Karnataka Chapter.

### 2. Mr. Pranav Kumar N Patel:

| Name of the Director | Mr. Pranav Kumar N Patel |
|----------------------|--------------------------|
| Date of birth        | 25.03.1978               |
| Age (in years)       | 41                       |
| Date of appointment  | 28.01.2014               |

#### Qualifications:

Mr. Pranav holds a bachelor's degree with honors in electrical engineering from the University of Illinois @ Urbana – Champaign, a master's degree in electrical and computer engineering and a second master's degree in industrial engineering from the Georgia Institute of Technology. He obtained his MBA degree from the Georgia State University.

|  |   |
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| No. of shares held in the Company  | NIL   |
| List of companies in which Directorship held as on March 31, 2019  | 1. Centum Electronics Limited               |
| Chairman/Member of the mandatory Committees of the Board of the companies on which he is a Director as on March 31, 2019. (includes only Audit Committee & Stakeholders' Relationship Committee) | 1. Audit Committee – Centum Electronics Ltd |

#### Expertise in specific functional areas:

Mr. Pranav is a well accomplished business leader, a thought leader and an early innovator. He is founder and CEO of MediTechSafe. Mr. Pranav held various executive leadership roles across multiple industries including Healthcare, Aviation, Energy, Batteries, Manufacturing & Automation Systems and Wireless / Semiconductor with fortune 500 companies like GE and Siemens. Mr. Pranav has co-authored six patents.



**3. Mr. S Krishnan:**

|                             |                       |
|-----------------------------|-----------------------|
| <b>Name of the Director</b> | <b>Mr. S Krishnan</b> |
| Date of birth               | 14.05.1946            |
| Age (in years)              | 73                    |
| Date of appointment         | 11.09.2007            |

**Qualifications:**

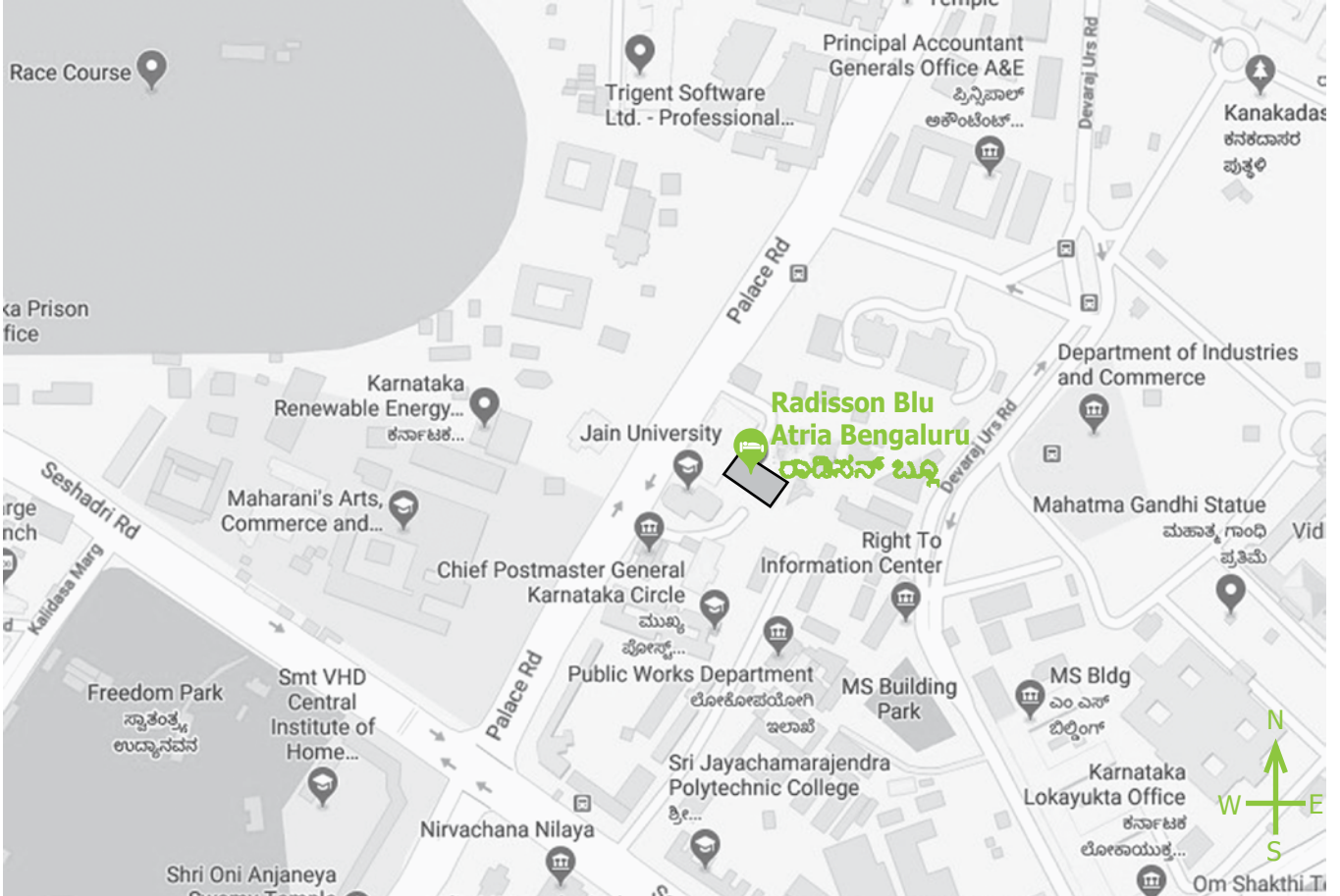
Mr. S Krishnan has received B.Tech from IIT, Madras and M.E. from IISC, Bangalore.

|  |   |
|--|---|
| No. of shares held in the Company  | 83  |
| List of companies in which Directorship held as on March 31, 2019  | 1. Centum Electronics Limited   |
| Chairman/Member of the mandatory Committees of the Board of the companies on which he is a Director as on March 31, 2019. (includes only Audit Committee & Stakeholders' Relationship Committee) | 1. Audit Committee – Centum Electronics Ltd<br>2. Stakeholders' Relationship Committee – Centum Electronics Ltd |

**Expertise in specific functional areas:**

Mr. Krishnan has 33 years of rich experience in the areas of Design, Manufacturing Process Technology and Quality Assurance. He served as the head of Design and Engineering at Centum since its inception till his retirement in 2004. Mr. Krishnan served in the microelectronics group of Bharat Electronics Limited (BEL) prior to joining Centum.

## Route Map to AGM Venue





## Centum Electronics Limited

Corporate Identity Number (CIN) - L85110KA1993PLC013869

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

Tel. No: +91 80 4143 6000 Fax No: +91 80 4143 6005

Email: investors@centumelectronics.com Website: www.centumelectronics.com

### ATTENDANCE SLIP

### 26<sup>TH</sup> ANNUAL GENERAL MEETING

Name and Registered  
Address of the Shareholder :

Name(s) of the Joint  
Shareholder(s) if any :

Registered Folio No./  
DP ID and Client ID :

Name of the Proxy/  
Representative, if any :

Signature of Member(s)/  
Proxy :

Signature of the  
Representative :

I/We hereby record my presence at the 26<sup>th</sup> Annual General Meeting of the Company held on Tuesday, August 13, 2019 at 11.00 a.m. at Chambers Hall, Hotel 'Radisson Blu Atria Bengaluru', No.1, Palace Road, Bengaluru – 560 001.



# Centum Electronics Limited

Corporate Identity Number (CIN) - L85110KA1993PLC013869

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

Tel. No: +91 80 4143 6000 Fax No: +91 80 4143 6005

Email: investors@centumelectronics.com Website: www.centumelectronics.com

## Form No. MGT-11

### 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 Office     |  |
| E-mail Id             |  |
| Folio No /Client ID   |  |
| DP ID                 |  |

I/We, being the member(s) of ..... shares of the above named company. Hereby appoint

|            |  |
|------------|--|
| Name :     |  |
| Address:   |  |
| E-mail Id: |  |

Signature, or failing him

|            |  |
|------------|--|
| Name :     |  |
| Address:   |  |
| E-mail Id: |  |

Signature, or failing him

|            |  |
|------------|--|
| Name :     |  |
| Address:   |  |
| E-mail Id: |  |

Signature, or failing him

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Sixth Annual General Meeting of the Company to be held on Tuesday, August 13, 2019 at 11.00 a.m. at Chambers Hall, Hotel 'Radisson Blu Atria Bengaluru', No.1, Palace Road, Bengaluru 560 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Sl. No.                  | Resolutions  | VOTE (PLEASE MARK (✓) AND NO. OF SHARES) |         |
|--------------------------|--|--|---------|
|                          |  | For                                      | Against |
| <b>Ordinary Business</b> |  |  |         |
| 1                        | Adoption of Financial Statements   |  |         |
| 2                        | Declaration of Dividend  |  |         |
| 3                        | Retirement of Director by rotation   |  |         |
| <b>Special Business</b>  |  |  |         |
| 4                        | Remuneration payable to the Cost Auditors  |  |         |
| 5                        | Re-appointment of Mr. Pranav Kumar N Patel (DIN: 06784801) as an Independent Director of the Company |  |         |
| 6                        | Re-appointment of Mr. S. Krishnan (DIN: 01807344) as an Independent Director of the Company          |  |         |

Signed this ..... day of .....2019

Signature of the Member ..... Signature of Proxyholder(s) .....

|                           |
|---------------------------|
| Affix<br>Revenue<br>Stamp |
|---------------------------|

**Notes:**

1. This Form in order to be effective should be duly filled, stamped, signed and deposited at the Registered Office of the Company at No.44, KHB Industrial Area, Yelahanka New Town, Bangalore – 560 106, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a Member of the Company.
3. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Twenty Sixth Annual General Meeting of the Company.