

Ref: CEL/NSEBSE/AGM/19092020

19th September, 2020

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

Re: Scrip Symbol: CENTUM/ Scrip Code: 517544

Dear Sir/ Madam,

<u>Sub: Proceedings, Voting Results & Scrutinizer's Report of the Twenty Seventh Annual General Meeting</u>

The Twenty Seventh Annual General Meeting of the Company was held as scheduled on Friday, September 18, 2020 at 4:00 p.m. through Video Conferencing mode.

Mr. S.P. Nagarajan, Practicing Company Secretary was the scrutinizer for the E-voting and Instapoll and based on his report, all the resolutions were duly passed with requisite majority.

We are enclosing the following relating to the Twenty Seventh Annual General Meeting:

- Proceedings of the Annual General Meeting.
- Voting results (E-voting & Instapoll) of the Resolutions passed pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- ➤ The report of the Scrutinizer on the voting results (E-voting & Instapoll) pursuant to provisions of Sections 108 and 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014.



Kindly acknowledge the receipt of the same.

Yours faithfully,
For Centum Electronics Limited

Nagaraj K V Company Secretary & Compliance Officer

Encl: as above



CENTUM ELECTRONICS LIMITED

PROCEEDINGS OF THE 27TH ANNUAL GENERAL MEETING

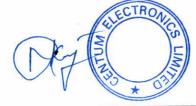
The Company had availed E-voting facility from M/s KFin Technologies Private Limited to enable Shareholders to vote in electronic form & Instapoll voting was enabled during the course of Video Conference Annual General Meeting. This is in accordance with the provisions of Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Shareholders raised queries in the meeting which were answered by the Chairman.

SI	Description			De	tails					
No.	Seesa Company				NAME OF THE PARTY OF THE PARTY.					
1	Date of AGM			18-09-2020						
2	Cut-off date			11-09-2020						
3 ,	Total number of Sha date	reholders on c	ut-off	84	00					
4	No of Shareholders a through Video Conf		eeting	46						
	Shareholders	Present in person	Presenthrough proxy	-	Total	Shares	% to capital			
	Promoter and Promoter Group	4	ı	NA	4	7567863	58.73			
	Public	42		NA	42	374270	2.91			
	Total	46	ı	NA	46	7942133	61.64			
5	Out of above, nur Conferencing: 46	nber of Share	holders	att	ended the	meeting t	hrough Video			

DETAILS OF RESOLUTIONS PASSED AS PER THE AGM NOTICE:

Resolution No	Description of the Resolutions passed	Mode of Voting	Result of Voting
1	Adoption of Financial Statements and Reports thereon for the financial year ended 31 st March, 2020. (Ordinary Resolution)	E Voting & Instapoll	Resolution passed with Requisite Majority
2	Declaration of Dividend. (Ordinary Resolution)	E Voting & Instapoll	Resolution passed with Requisite Majority





3	Re-appointment of Dr. Swarnalatha Mallavarapu, as a Director liable to retire by rotation. (Ordinary Resolution)	E Voting & Instapoll	Resolution passed with Requisite Majority
4	Approval of remuneration payable to M/s K.S. Kamalakara & Co., Cost Accountants, appointed as Cost Auditors for the financial year 2020-21. (Ordinary Resolution)	E Voting & Instapoll	Resolution passed with Requisite Majority
5	Appointment of Ms. Kavitha Dutt Chitturi (DIN: 00139274) as an Independent Director of the Company. (Ordinary Resolution)	E Voting & Instapoll	Resolution passed with Requisite Majority
6	Reappointment of Mr. Manoj Nagrath (DIN: 01974412) as an Independent Director of the Company. (Special Resolution)	E Voting & Instapoll	Resolution passed with Requisite Majority
7	Reappointment of Mr. Rajiv C Mody (DIN: 00092037) as an Independent Director of the Company. (Special Resolution)	E Voting & Instapoll	Resolution passed with Requisite Majority
8	Appointment of Mr. Nikhil Mallavarapu (DIN: 00288551) as Whole Time Director, designated as Executive Director of the Company. (Special Resolution)	E Voting & Instapoll	Resolution passed with Requisite Majority
9	Re-appointment of Mr. Apparao V Mallavarapu (DIN: 00286308) as Chairman and Managing Director of the Company (Special Resolution)	E Voting & Instapoll	Resolution passed with Requisite Majority
10	Approval for payment of Remuneration/ Commission to Non-Executive Directors of the Company (Ordinary Resolution)	E Voting & Instapoll	Resolution passed with Requisite Majority

For CENTUM ELECTRONICS LIMITED

Nagaraj K V Company Secretary

DETAILS	OF RESOLUTIONS PASSED THROUGH E-VOTING & INSTAPOLL	
Date of the AGM/EGM	18-09-2020	
Total number of shareholders on record date	8400	
No. of shareholders present in the meeting either in person or through proxy:		
Promoters and Promoter Group:	Not applicable	
Public:	Not applicable	
No. of Shareholders attended the meeting through Video Conferencing		
Promoters and Promoter Group:	4	
Public:	42	

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - Adop	tion of Financial Sta	tements and Repor	ts thereon for the	financial year ended	31st March, 2020				
Whether promoter/ promoter group are interested in the agenda/resolution?	No	620650	13723	第二条是条件	PP##=		19190	STATE OF		
				% of Votes Polled			% of Votes in	% of Votes		
				on outstanding			favour on votes	against on votes		
		No. of shares held	No. of votes	shares	No. of Votes – in	No. of Votes -	polled	polled		Votes
Category	Mode of Voting	(1)	polled (2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	Votes Invalid	Abstained
	E-Voting		75,76,478	100.0000	75,76,478	C	100.0000	0.0000	C	
	Poll	75,76,478	0	0.0000	0	C	0.0000	0.0000	C	
	Postal Ballot (if	75,70,476								
Promoter and Promoter Group	applicable)		0	0.0000	0	C	0.0000	0.0000	0)
	Total		75,76,478	100.0000	75,76,478	C	100.0000	0.0000	C	
	E-Voting		9,47,736	99.9894	9,47,736	C	100.0000	0.0000	C	
	Poll	9,47,836	0	0.0000	0	0	0.0000	0.0000	C	
	Postal Ballot (if	3,47,630								
Public- Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	0)
	Total	EGG. CO. L	9,47,736	99.9894	9,47,736	0	100.0000	0.0000	0	
	E-Voting		2,49,780	5.7283	2,49,738	42	99.9831	0.0168	0	
	Poll	42 60 467	38,621	0.8857	38,621	0	100.0000	0.0000	0	
•	Postal Ballot (if	43,60,467								
Public- Non Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	Total	0.000	2,88,401	6.614	2,88,359	42	99.9854	0.0146	0	
(2) 10 10 10 10 10 10 10 10 10 10 10 10 10	Total	1,28,84,781	88,12,615	68,3955	88,12,573	42	99.9995	0.0005	1000	12.11



Resolution No.	2										\neg
Resolution required: (Ordinary/ Special)	ORDINARY - Decl	aration of Dividend									\dashv
Whether promoter/ promoter group are											
interested in the agenda/resolution?	No							18668			
											
			1	% of Votes Polled			% of Votes in	% of Votes			
•				on outstanding		1	favour on votes	against on votes			
		No. of shares held	No. of votes	shares	No. of Votes – in	No. of Votes -	polled	polled		Votes	
Category	Mode of Voting	(1)	polled (2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	Votes Invalid	Abstained	
	E-Voting		75,76,478	100.0000	75,76,478	0	100.0000				0
	Poll	75 76 470	0	0.0000	0	0	0.0000	0.0000	(0
	Postal Ballot (if	75,76,478									
Promoter and Promoter Group	applicable)		0	0.0000	0	0	0.0000	0.0000)	0
	Total		75,76,478	100.0000	75,76,478	0	100.0000	0.0000	(0
	E-Voting		9,47,736	99.9894	9,47,736	0	100.0000	0.0000			0
	Poll	0 47 926	0	0.0000	0	0	0.0000	0.0000	(0
	Postal Ballot (if	9,47,836									
Public- Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000			0
	Total	1222 1 2 2 2	9,47,736	99.9894	9,47,736	0	100.0000	0.0000			0
	E-Voting		2,49,780	5.7283	2,49,738	42	99.9831	0.0168			0
	Poll	12.60.467	38,621	0.8857	38,621	0	100.0000	0.0000	(0
	Postal Ballot (if	43,60,467									
Public- Non Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000)	0
	Total	200 6000 0000	2,88,401	6.614	2,88,359	42					0
	Total	1,28,84,781	88,12,615	68.3955							0



Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - Retir	ement of Director b	y rotation							
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
*				% of Votes Polled on outstanding			% of Votes in favour on votes	% of Votes against on votes		
		No. of shares held		shares		No. of Votes –	polled	polled	Any 22 44 100 100	Votes
Category	Mode of Voting	(1)	polled (2)	(3)=[(2)/(1)]* 100		against (5)		(7)=[(5)/(2)]*100		Abstained
	E-Voting		75,76,478		75,76,478	0	100.0000		0	
	Poll	75,76,478	0	0.0000	0	0	0.0000	0.0000	0	
Promoter and Promoter Group	Postal Ballot (if applicable)	73,70,470	0	0.0000	0	o	0.0000	0.0000	0	
	Total	100000000000000000000000000000000000000	75,76,478	100.0000	75,76,478	0	100.0000	0.0000	0)
	E-Voting		9,47,736		9,47,736		100.0000			
	Poll	1	0	0.0000		0	0.0000	0.0000	0	
Public- Institutions	Postal Ballot (if applicable)	9,47,836	0	0.0000	0	0	0.0000	0.0000	0	
	Total		9,47,736	99.9894	9,47,736	0	100.0000	0.0000	0)
	E-Voting		2,49,780				99.9831	0.0168	0	
	Poll	1	38 621		38,621	0	100.0000	0.0000	0	
Public- Non Institutions	Postal Ballot (if applicable)	43,60,467	0	0.0000		0	0.0000		0	
	Total	300 200 200 5	2,88,401	6.614	2,88,359	42	99.9854	0.0146	0)
	Total	1,28,84,781	88,12,615	68.3955	88,12,573	42	99.9995	0.0005	0	



Resolution No.	4										\dashv
Resolution required: (Ordinary/ Special)	ORDINARY - Remi	uneration payable to	the Cost Auditors								
Whether promoter/ promoter group are		E-949-BE	ABS SHAD					SHEEKS BE	Second Second		
interested in the agenda/resolution?	No		10004	S 31 1 4 1							
				% of Votes Polled			% of Votes in	% of Votes			
•				on outstanding			favour on votes	against on votes			
		No. of shares held	No of votes	shares	No. of Votes – in	No. of Votes –	polled	polled		Votes	
Category	Mode of Voting	(1)		(3)=[(2)/(1)]* 100		against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	Votes Invalid	Abstained	
Category	E-Voting	(=)	75,76,478				100.0000)	C
	Poll	2 700	0	0.0000		C	0.0000	0.0000	0)	C
	Postal Ballot (if	75,76,478									
Promoter and Promoter Group	applicable)		0	0.0000	0	C	0.0000	0.0000)	0
Tromoter and Fromoter 5.55p	Total	And The State of	75,76,478	100.0000	75,76,478	Setting Comments of C	100.0000		4)	C
	E-Voting		9,47,736	99.9894	9,47,736	C	100.0000)	(
	Poll	0.47.036	0	0.0000	0	C	0.0000	0.0000)	(
	Postal Ballot (if	9,47,836					A	500000000000000000000000000000000000000			-
Public- Institutions	applicable)		0	0.0000		C	0.0000)	(
	Total	100 PM 100 PM	9,47,736	99.9894	9,47,736		100.0000)	(
	E-Voting		2,49,780	5.7283	2,49,738	42)	_
	Poll	43,60,467	38,621	0.8857	38,621	(100.0000	0.0000)	(
	Postal Ballot (if	45,00,467									22
Public- Non Institutions	applicable)		0	0.0000			0.0000			J	(
0	Total		2,88,401	6.614)	_
	Total	1,28,84,781	88,12,615	68.3955	88,12,573	42	99.9999	0.000	5		



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Resolution No.	5									
Resolution required: (Ordinary/ Special)	ORDINARY - Appo	intment of Ms. Kavi	tha Dutt Chitturi DI	N 00139274 as an I	ndependent Directo	or of the Company				
Whether promoter/ promoter group are		27 27 20 27 27 27		and the second	2000		22 7 2 2 2 2			
nterested in the agenda/resolution?	No		100000000000000000000000000000000000000		200000000000000000000000000000000000000					
•				% of Votes Polled			% of Votes in	% of Votes		
				on outstanding			favour on votes	against on votes		
		No. of shares held	No. of votes	shares	No. of Votes – in	No. of Votes -	polled	polled		Votes
ategory	Mode of Voting	(1)	polled (2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	Votes Invalid	Abstained
	E-Voting		75,76,478			C	100.0000			
	Poll	75.76.470	0	0.0000	0	C	0.0000	0.0000	C	1
	Postal Ballot (if	75,76,478								
romoter and Promoter Group	applicable)		0	0.0000	0	C	0.0000	0.0000	0)
	Total	Reference at	75,76,478	100.0000	75,76,478	3.1-1.1	100.0000	0.0000	0	
	E-Voting		9,47,736	99.9894	9,47,736	C	100.0000	0.0000	0)
	Poll	9,47,836	0	0.0000	0	C	0.0000	0.0000	0)
	Postal Ballot (if	3,47,630								
ublic- Institutions	applicable)		0	0.0000	0	C	0.0000	0.0000	0)
	Total		9,47,736	99.9894	9,47,736	C	100.0000	0.0000	0	
	E-Voting		2,49,780	5.7283	2,49,738	42	99.9831	0.0168	0)
	Poll	43,60,467	38,621	0.8857	38,621	C	100.0000	0.0000	0)
	Postal Ballot (if	43,00,407								
ublic- Non Institutions	applicable)		0	0.0000		C	0.0000)
	Total		2,88,401							1
	Total	1,28,84,781	88,12,615	68.3955	88,12,573	42	99.9995	0.0005	C C	



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Resolution No.	6									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appo	ointment of Mr. Mar	noj Nagrath DIN 01	974412 as an Indep	endent Director of	the Company				
Whether promoter/ promoter group are interested in the agenda/resolution?	No			Production of the Production o						
**				% of Votes Polled			% of Votes in	% of Votes		
		200 1200 1200	500 B	on outstanding	140	8	favour on votes	against on votes		
-		No. of shares held			No. of Votes – in		polled	polled		Votes
Category	Mode of Voting	(1)	polled (2)	(3)=[(2)/(1)]* 100				(7)=[(5)/(2)]*100		Abstained
	E-Voting		75,76,478			0	100.0000	0.0000	0	
	Poll	75,76,478	0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot (if	75,70,470								
Promoter and Promoter Group	applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	Total	CONTRACTOR A	75,76,478	100.0000	75,76,478	0	100.0000	0.0000	0	1000
	E-Voting		9,47,736	99.9894	9,47,736	0	100.0000	0.0000	0	
	Poll	0 47 926	0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot (if	9,47,836								
Public- Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	Total	THE STREET	9,47,736	99.9894	9,47,736	0	100.0000	0.0000	0	
	E-Voting		2,49,780	5.7283	2,49,736	44	99.9823	0.0176	0	
	Poll	1	38,621	0.8857		0	100.0000	0.0000	0	
	Postal Ballot (if	43,60,467								
Public- Non Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	0)
	Total	School State	2,88,401	6.614	2,88,357	44				
A PROMOTE PARTY OF THE PROPERTY OF THE PROPERT	Total	1,28,84,781				44				



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Resolution No.	7									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-app	ointment of Mr. Raji	v C Mody DIN 0009	2037 as an Indene	ndent Director of th	ne Company				
Whether promoter/ promoter group are	ties to the same and	1 2/19/20/20/20	Simple of the	The second secon	The street of the	Company				
interested in the agenda/resolution?	No	Service of the service of	0.04 6 4 6			STORY DES	建设设施 电压的	PATE 17 中部		
•				% of Votes Polled			% of Votes in	00 -510-1		
				on outstanding				% of Votes		
		No. of shares held	No. of votes	shares	No. of Votes – in	No of Votos	favour on votes	against on votes		
Category	Mode of Voting		polled (2)	(3)=[(2)/(1)]* 100		against (5)		polled		Votes
	E-Voting	1,-,	75,76,478				(6)=[(4)/(2)]*100 100.0000	(7)=[(5)/(2)]*100		Abstained
	Poll		0	0.0000	//		0.0000			
	Postal Ballot (if	75,76,478		0.0000	0		0.0000	0.0000	0	
Promoter and Promoter Group	applicable)		0	0.0000	0	0	0.0000	0.0000		
	Total		75,76,478			0				
	E-Voting		9,47,736				100.0000			
	Poll	1	0	0.0000	0,17,750	0	0.0000		0	
	Postal Ballot (if	9,47,836			·		0.0000	0.0000	0	
Public- Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000		
	Total		9,47,736	99.9894	9,47,736	0	100.0000	0.0000	0	
	E-Voting		2,49,780		2,49,736					
	Poll	42.50.55	38,621	0.8857	38,621	0	100.0000	0.0000	0	
	Postal Ballot (if	43,60,467			/022		100.0000	0.0000	0	
ublic- Non Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	0	
-	Total	The Section of the Se	2,88,401	6.614		44		0.0153	0	
	Total	1,28,84,781	88,12,615	68.3955	88,12,571	44			0	



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Resolution No.	8									
Resolution required: (Ordinary/ Special)	SPECIAL - Appoint	ment of Mr. Nikhil N	Mallavarapu DIN 00	288551 as Whole T	ime Director, desig	nated as Executive	Director of the Com	npany		
Whether promoter/ promoter group are	TO THE REPORT OF	FEMALE - 375		The Park Total Control	OBSTRUCTS OF			表 文學 工作		
interested in the agenda/resolution?	No	The second section								
•				% of Votes Polled			% of Votes in	% of Votes		
			I	on outstanding			favour on votes	against on votes		
			Lance on the same	shares	No. of Votes – in	No. of Votes -	polled	polled		Votes
		No. of shares held		(3)=[(2)/(1)]* 100			(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	Votes Invalid	Abstained
Category	Mode of Voting	(1)	polled (2) 75,76,478				100.0000	0.0000		
	E-Voting	4	/3,/0,4/0	0.0000		0	0.0000	0.0000)
	Poll	75,76,478		0.0000			3.500.500.000			
	Postal Ballot (if	* *		0.0000		0	0.0000	0.0000		
Promoter and Promoter Group	applicable)		-= -6 4-6			0	100.0000			
	Total	1 1 2 2 2 2 2	75,76,478				100.0000			
	E-Voting		9,47,736				0.0000			
	Poll	9,47,836		0.0000	1		0.0000			
	Postal Ballot (if	3,47,030					0.0000	0.0000		
Public- Institutions	applicable)		0	0.0000			100.0000)
	Total	Assessment State	9,47,736							
	E-Voting		2,49,780				100.0000	The second second		0
	Poll	43,60,467	38,621	0.8857	38,621		100.0000	0.0000	1	9
	Postal Ballot (if	7 43,60,467						0.0000		
Public- Non Institutions	applicable)			0.0000			0.0000			0
Table 110.1 Historia	Total		2,88,403	6.614						0
	Total	1,28,84,783	88,12,619	68.3955	88,12,573	42	99.999	0.0005	2	U



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Resolution No.	9									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appo	intment of Mr. App	arao V Mallavarapu	DIN 00286308 as	Chairman and Mana	aging Director of th	e Company			
Whether promoter/ promoter group are	建 (金融) (金融)	Servery of the	1000000000	\$ 45 G ES	经存货产金国际	基件有关的基本	Espain State of State		P 4 4 4 5	
interested in the agenda/resolution?	No			e Control		20.000 10-000 1000 1000 1000 1000 1000 10				
•				% of Votes Polled on outstanding			% of Votes in favour on votes	% of Votes against on votes		
		No. of shares held	No. of votes	shares	No. of Votes – in	No. of Votes –	polled	polled		Votes
Catagony	Mode of Voting	(1)	polled (2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)		(7)=[(5)/(2)]*100		Abstained
Category	E-Voting	(-/	75,76,478			C	100.0000			
	Poll		0	0.0000	0	C	0.0000	0.0000	(
	Postal Ballot (if	75,76,478								
	applicable)		1 0	0.0000	l c	0	0.0000	0.0000		
Promoter and Promoter Group	Total	Total Carlotte	75,76,478	100.0000	75,76,478	0	100,0000	0.0000)
	E-Voting		9,47,736				100.0000	0.0000		
	Poll	-	3,11,130	0.0000			0.0000	0.0000		
	Postal Ballot (if applicable)	9,47,836		0.0000) (0.0000	0.0000) (
Public- Institutions	Total		9,47,736	99.9894	9,47,736		100.0000	0.0000		0
			2,49,780			42	99.9831	0.0168	3	0
	E-Voting Poll	+	38.621				100.0000	0.0000		0
Public- Non Institutions	Postal Ballot (if applicable)	43,60,467	, 30,021	0.0000) (0.0000			0
i dolle itoli ilisticacions	Total	5.00	2,88,401	6.614	2,88,359					0
	Total	1,28,84,78	88,12,615	68.3955	88,12,573	4	99.9999	0.0003		0



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Resolution No.	10									
Resolution required: (Ordinary/ Special)	ORDINARY - Appro	oval for payment of	Remuneration Com	mission to Non-Exe	ecutive Directors of	the Company				
Whether promoter/ promoter group are				STATE OF STATE		1000000				
interested in the agenda/resolution?	No		1000							
•				% of Votes Polled			% of Votes in	% of Votes		
				on outstanding			favour on votes	against on votes		
		No. of shares held	1000	shares	No. of Votes – in	No. of Votes –	polled	polled		Votes
The description and the series	Manda of Making	14:00	polled (2)	(3)=[(2)/(1)]* 100	Programme Statistical States	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	Votes Invalid	Abstained
Category	Mode of Voting	(1)	75,76,478				100.0000)
	E-Voting	4	73,70,478	0.0000		C	0.0000	0.0000	()
	Poll	75,76,478		0.0000	-					
_	Postal Ballot (if		۱ ،	0.0000	0	0	0.0000	0.0000)
Promoter and Promoter Group	applicable)		75,76,478		75,76,478	(100.0000	0.0000		
	Total		9,47,736				100.0000	0.0000		j
	E-Voting	-	9,47,730	0.0000			0.0000	0.0000)
	Poll	9,47,836		0.0000	-					
	Postal Ballot (if		,	0.0000			0.0000	0.0000)
Public- Institutions	applicable)		0.47.736				100.0000)
	Total		9,47,736						3 (0
	E-Voting	4	2,49,780				100.0000			0
	Poll	43,60,467	38,621	0.0037	38,021		200.000			1
	Postal Ballot (if	9 3		0.000		,	0.0000	0.0000		0
Public- Non Institutions	applicable)		0 00 100	0.0000		4:				0
	Total	100000000000000000000000000000000000000	2,88,401						2	o
	Total	1,28,84,781	88,12,615	68.3955	88,12,573		99.399	0.000.	1	



S.P. NAGARAJAN M.Com., A.C.S., L.L.B. Company Secretary in Wholetime Practice

S-818, Eighth Floor, South Block - Manipal Centre, 47, Dickenson Road, Bangalore - 560 042

Telefax: 080-41136320, 41141544

Mobile: 98453 84585

Email: cs@nagarajsp818.com

www.spncs818.com

Consolidated Scrutinizer's Report

(Pursuant to the provisions of Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and Companies (Management and Administration) Amendment Rules, 2015]

To, The Chairman of 27th Annual General Meeting (AGM) of the Equity Shareholders of Centum Electronics Limited held on Friday, 18th September 2020 at 4:00 P.M. (IST) through Video Conferencing ("VC")

Dear Sir,

- I, S P Nagarajan, Company Secretary in Wholetime Practice, have been appointed as the Scrutinizer by the Board of Directors of Centum Electronics Limited ('the Company') for the purpose of scrutinizing the electronic voting (e-voting) process provided to the members of the Company at the 27th Annual General Meeting (AGM) in compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 through:
 - the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015;
 - ii) e-voting process during the AGM (voting during the 27th AGM) pursuant to the provisions of Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 as amended;

in a fair and transparent manner and ascertaining the requisite majority on remote evoting, and e-voting (voting during the 27th AGM) as per the provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and as per the provisions of Secretarial Standard-2 (SS-2) on "General Meetings", issued by the Institute of Company Secretaries of India (ICSI) pursuant to Section 118 (10) of the Companies Act, 2013, on the resolutions set out in the Notice under Items numbered 1 to 10 of the Notice of the 27th AGM of the members of the Company dated 28th July 2020.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) with regard to voting through electronic means (by remote e-voting prior to the AGM and e-voting during the AGM) on the resolutions proposed in the Notice of the 27th AGM of the Company is the responsibility of the management.

The e-voting facility for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronic means (e-voting) was provided by KFin Technologies Private Limited (KFin) (Formerly Karvy Fintech Private Limited).

My responsibility as a Scrutinizer is to render Scrutinizer's Report on the votes cast "in favour" or "against" or "abstained/invalid" votes, if any on the resolutions contained in the Notice of AGM, based on the reports generated from the remote e- voting system and e-voting system during the AGM provided by KFin and the authorizations lodged with the Company, in tandem with the reconciliation of the records maintained by the Company / KFin Technologies Private Limited (KFin) (Registrar and Share Transfer Agent (RTA) of the Company).

DISPATCH OF NOTICE CONVENING THE MEETING THROUGH ELECTRONIC MODE:

In compliance with the circulars issued by the Ministry of Corporate Affairs ("MCA") dated 5th May 2020 read with circulars dated 8th April 2020 and 13th April 2020 and SEBI Circular dated 12th May 2020, Notice of the AGM dated 28th July 2020 was sent through electronic mode to the members whose e-mail addresses were registered with the Company/ Depositories. The Notice of the AGM was also made available on the Company's website, websites of the Stock Exchanges and on the website of KFin.

CUT-OFF DATE:

The members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date i.e. Friday, 11th September 2020, were entitled to vote on the resolutions as set out in the Notice of the 27th AGM of the Company. The voting rights of members were in proportion to their shares in the paidup equity share capital of the Company as on the cut-off date i.e. Friday, 11th September 2020.

REMOTE E-VOTING:

The remote e-voting facility for e-voting prior to the AGM was provided by KFin Technologies Private Limited (KFin).

The remote e-voting period was open for three days which commenced on Tuesday, 15th September 2020 at 9:00 A.M. and concluded on Thursday, 17th September 2020 at 5:00 P.M. on https://www.evoting.karvy.com/.

E-VOTING AT THE 27th AGM:

The facility for e-voting at the AGM was provided by KFin Technologies Private Limited (KFin).

Members, present at the AGM held through VC facility and who had not cast their vote on the resolutions through remote e-voting and were otherwise not barred from doing so, were eligible to vote through e-voting system during the AGM.

In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its circulars dated 5th May 2020 read with circulars dated 8th April 2020 and 13th April 2020 permitted convening the AGM through VC. Accordingly, in compliance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA Circulars, the 27th AGM of the Company was held through VC. As the AGM was held through VC and physical attendance of members was dispensed with, the facility for appointment of proxies by the members was not made available for the AGM.

COUNTING PROCESS:

After closure of voting process at the AGM, the votes cast through remote e-voting prior to the date of AGM and the votes cast through e-voting at the AGM were unblocked and downloaded from the e-voting website of KFin (https://www.evoting.karvy.com/) in the presence of two witnesses present through virtual means, who are not in the employment of the Company. The e-voting data/results downloaded from the e-voting system of KFin were scrutinized and reviewed, the votes were counted, and the results were prepared.

I have issued separate Scrutinizer's Report dated 19th September 2020 on the results of remote e- voting and e-voting during the 27th AGM on the resolutions contained in the Notice to the 27th AGM of the members of the Company.

I submit herewith my consolidated Scrutinizer's Report on the results of voting through remote e-voting and e- voting during the AGM as detailed hereunder:-



Item 1: Ordinary Resolution

1. To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2020, including the audited Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement and notes to financial statements for the year ended on that date along with the reports of the Board of Directors and Auditor's thereon.

Total Number of members voted	Total Number of votes cast
49	88,12,615

Particulars of	Votes in favou	r of the	Votes against the		Invalid Votes
voting	resolution		resolution		
	Number	%	Number	%	
Remote e-voting	87,73,952	99.56	42	0	-
E-voting during	38,621	0.44	0	-	-
the AGM					
Total	88,12,573	100	42	0	-

The Resolution as mentioned in Item 1 of the Notice of the 27th AGM stands passed with requisite majority as an Ordinary Resolution.

Item 2: Ordinary Resolution

2. To declare a final Dividend of Rs.2.50 per equity share (i.e. 25%) of Rs.10/- each for the financial year 2019-20.

Total Number of members voted	Total Number of votes cast
49	88,12,615

Particulars of	Votes in favo	ur of the	Votes	against	the	Invalid
voting	resolution		resolution	resolution		Votes
	Number	%	Number	%		
Remote e-voting	87,73,952	99.56	42	0		-
E-voting during	38,621	0.44	0	-		-
the AGM						
Total	88,12,573	100	42	0		-

The Resolution as mentioned in Item 2 of the Notice of the $27^{\rm th}$ AGM stands passed with requisite majority as an Ordinary Resolution.

Item 3: Ordinary Resolution

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

Total Number of members voted	Total Number of votes cast
49	88,12,615

Particulars of	Votes in favo	ur of the	Votes again	ist the	Invalid Votes
voting	resolution		resolution		
	Number	%	Number	%	
Remote e-voting	87,73,952	99.56	42	0	-
E-voting during the AGM	38,621	0.44	0	-	-
Total	88,12,573	100	42	0	-

The Resolution as mentioned in Item 3 of the Notice of the 27^{th} AGM stands passed with requisite majority as an Ordinary Resolution.

Item 4: Ordinary Resolution

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

Remuneration payable to M/s. K.S. Kamalakara & Co., Cost Accountants of the Company for the financial year 2020-21.

"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 2020–21, be paid a remuneration of Rs.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.



S. P. NAGARAJAN Company Secretary in Wholetime Practice

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Total Number of members voted	Total Number of votes cast
49	88,12,615

Particulars of	Votes in favou	ar of the	Votes against th	ne resolution	Invalid Votes
voting	resolution				
	Number	%	Number	%	
Remote e-voting	87,73,952	99.56	42	0	-
E-voting during	38,621	0.44	0	-	-
the AGM					
Total	88,12,573	100	42	0	-

The Resolution as mentioned in Item 4 of the Notice of the 27th AGM stands passed with requisite majority as an Ordinary Resolution.

Item 5: Ordinary Resolution

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

Appointment of Ms. Kavitha Dutt Chitturi (DIN: 00139274) as an Independent Director of the Company

"RESOLVED THAT pursuant to Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 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) and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Ms. Kavitha Dutt Chitturi (DIN: 00139274), who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 25, 2020, who holds office until the date of the ensuing Annual General Meeting and relating to whom the Company has received a Notice under Section 160(1) of the Companies Act, 2013 signifying the intention to propose her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office up to five consecutive years commencing from 25th March, 2020, whose office shall not be liable to retire by rotation.



S. P. NAGARAJAN Company Secretary in Wholetime Practice

Contd6

Total Number of members voted	Total Number of votes cast
49	88,12,615

Particulars of	Votes in favo	our of the	Votes ag	ainst the	Invalid
voting	resolution		resolution		Votes
	Number	%	Number	%	
Remote e-voting	87,73,952	99.56	42	0	-
E-voting during	38,621	0.44	0	-	-
the AGM					
Total	88,12,573	100	42	0	-

The Resolution as mentioned in Item 5 of the Notice of the 27th AGM stands passed with requisite majority as an Ordinary Resolution.

Item 6: Special Resolution

6. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution.

Re-appointment of Mr. Manoj Nagrath (DIN: 01974412) as an Independent Director of the Company

"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. Manoj Nagrath (DIN: 01974412), 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 August 7, 2020 to August 6, 2025 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."

Total Number of members voted	Total Number of votes cast	
49	88,12,615	

Particulars of	Votes in favo	our of the	Votes aga	ainst the	Invalid
voting	resolution		resolution		Votes
	Number	%	Number	%	
Remote e-voting	87,73,950	99.56	44	0	0
E-voting during	38,621	0.44	0	-	-
the AGM					
Total	88,12,571	100	44	0	-

The Resolution as mentioned in Item 6 of the Notice of the 27^{th} AGM stands passed with requisite majority as a Special Resolution.

Item 7: Special Resolution

7. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution.

Re-appointment of Mr. Rajiv C Mody (DIN: 00092037) as an Independent Director of the Company

"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. Rajiv C Mody (DIN: 00092037), 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 August 7, 2020 to August 6, 2025 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."

Total Number of members voted	Total Number of votes cast	
49	88,12,615	

Particulars of	Votes in favo	our of the	Votes aga	ainst the	Invalid
voting	resolution		resolution		Votes
	Number	%	Number	%	
Remote e-voting	87,73,950	99.56	44	0	0
E-voting during	38,621	0.44	0	-	-
the AGM					
Total	88,12,571	100	44	0	-

The Resolution as mentioned in Item 7 of the Notice of the 27th AGM stands passed with requisite majority as a Special Resolution.

Item 8: Special Resolution

8. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution.

Appointment of Mr. Nikhil Mallavarapu (DIN: 00288551) as Whole Time Director, designated as Executive Director of the Company

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) and the Articles of Association of the Company, Mr. Nikhil Mallavarapu (DIN: 00288551), who was appointed as an Additional Director of the Company with effect from 13th February, 2020 and who holds office till the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company.



RESOLVED FURTHER 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 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, 2020 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.

Total Number of members voted	Total Number of votes cast	
49	88,12,615	

Particulars of	Votes in favo	our of the	Votes aga	ainst the	Invalid
voting	resolution		resolution		Votes
	Number	%	Number	%	
Remote e-voting	87,73,952	99.56	42	0	-
E-voting during	38,621	0.44	0	-	-
the AGM					
Total	88,12,573	100	42	0	-



The Resolution as mentioned in Item 8 of the Notice of the 27th AGM stands passed with requisite majority as a Special Resolution.

Item 9: Special Resolution

9. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution.

Re-appointment of Mr. Apparao V Mallavarapu (DIN: 00286308) as Chairman and Managing Director of the Company

"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 to re-appoint Mr. Apparao V Mallavarapu (DIN: 00286308), as Chairman and Managing Director of the Company for a further period of Five Years with effect from 1st August, 2020 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. Apparao V 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.



Total Number of members voted	Total Number of votes cast	
49	88,12,615	

Particulars of	Votes in favo	our of the	Votes aga	ainst the	Invalid
voting	resolution	resolution		resolution	
	Number	%	Number	%	
Remote e-voting	87,73,952	99.56	42	0	-
E-voting during	38,621	0.44	0	-	-
the AGM					
Total	88,12,573	100	42	0	-

The Resolution as mentioned in Item 9 of the Notice of the 27th AGM stands passed with requisite majority as a Special Resolution.

Item 10: Ordinary Resolution

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

Approval for payment of Remuneration/ Commission to Non-Executive Directors of the Company

"RESOLVED THAT pursuant to the provisions of Section 197, 198 and any other applicable provisions of the Companies Act, 2013 ("Act") (including any statutory modification(s) or reenactment thereof for the time being in force), Regulation 17(6) 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, the approval of the members be and is hereby accorded for the payment of remuneration/ commission of Rs.5,00,000/- (Rupees Five Lakhs) annually, commencing from 1st April, 2020, to each of the Non-Executive Directors including Independent Directors for their guidance/counsel to the Company, on matters relating to the Corporate Affairs.

RESOLVED FURTHER THAT the above remuneration shall be in addition to the fee payable to the director(s) for attending the Meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other Meetings.

S. P. NAGARAJAN Company Secretary in Wholetime Practice

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Total Number of members voted	Total Number of votes cast	
49	88,12,615	

Particulars of	Votes in favo	our of the	Votes aga	ainst the	Invalid
voting	resolution		resolution		Votes
	Number	%	Number	%	
Remote e-voting	87,73,952	99.56	42	0	-
E-voting during	38,621	0.44	0	-	-
the AGM					
Total	88,12,573	100	42	0	-

The Resolution as mentioned in Item 10 of the Notice of the 27th AGM stands passed with requisite majority as an Ordinary Resolution.

I hereby confirm that the relevant records in respect of the votes cast through remote e-voting and e-voting during the 27th AGM by the members of the Company shall remain in my safe custody until the Chairman or a director authorized in this regard considers, approves and signs the minutes of the said AGM and thereafter, I shall return the relevant records for safe keeping to the Company Secretary or any other person authorized by the Board for this purpose.

Thanking you, Yours faithfully

Place: Bangalore	Signature :		
	Name of the Company Secretary: S.P.NAGARAJAN		
Date: 19th September 2020			
	ACS Number : 10028		
	CP Number : 4738		
	UDIN : A010028B000735051		
Peer reviewed Unit - bearing Unique Identification Number: I2002KR300400			



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S.P. NAGARAJAN M.com., A C 6., LLB., Company Secretary S-818, 8th Floor, South Block, Manipal Centre, No. 47, Dickenson Road, Bangalore - 560 042.

Tel: 4114 1544 / 4113 2211 Tele Fax: 4113 6320, (M): 98453 84585 Page **13** of **13**