

Independent Auditor's Review Report on the Quarterly Unaudited Ind AS Consolidated Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended**Review Report to
The Board of Directors
Centum Electronics Limited**

1. We have reviewed the accompanying Statement of Unaudited Ind AS Consolidated Financial Results of Centum Electronics Limited (the "Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its associates for the quarter ended June 30, 2021 (the "Statement") attached herewith, being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
2. This Statement, which is the responsibility of the Holding Company's Management and approved by the Holding Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the Circular No. CIR/CFD/CMD1/44/2019 dated March 29, 2019 issued by the Securities and Exchange Board of India under Regulation 33(8) of the Listing Regulations, to the extent applicable.

4. The Statement includes the results of the following entities:

- a. Centum Electronics Limited
- b. Centum Electronics UK Limited
- c. Centum Adetel Group SA
- d. Centum Adeneo SAS
- e. Centum Adeneo CRD SAS
- f. Centum Adetel Transportation System SAS
- g. HOLIWATT (formerly known as Centum Adetel Transportation SAS)
- h. Centum Adetel Solution
- i. Centum Adetel Equipment
- j. Centum Adetel Belgium
- k. Centum Adeneo India Private Limited
- l. Ausar Energy SAS



5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of other auditors referred to in paragraph 7 and 8 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with recognition and measurement principles laid down in the aforesaid Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.
6. We draw attention to the note no 6 to the accompanying unaudited consolidated Ind AS financial results which describes the uncertainties and management assessment of the financial impact of the outbreak of Corona virus (COVID-19) on the business operations, liquidity position and recoverability of assets of the Group including its associates. In view of the highly uncertain economic environment, a definitive assessment of the aforesaid impact on the subsequent periods is dependent upon circumstances as they evolve. Our conclusion is not modified in respect of this matter.
7. The accompanying Statement includes the unaudited consolidated interim financial results and other financial information, in respect of 1 subsidiary located outside India (the said subsidiary has 6 underlying subsidiaries and 2 associates), whose unaudited consolidated interim financial results include total revenues from operations of Rs 1,161.89 million, total net loss after tax of Rs. 392.79 million, total comprehensive loss of Rs. 381.51 million, for the quarter ended June 30, 2021, and net cash outflows of Rs. 133.79 million for the period from April 1, 2021 to June 30, 2021 (before consolidation adjustments), as considered in the Statement which have been reviewed by their independent auditors.

The independent auditor's reports on consolidated interim financial information/ financial results of these entities have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures in respect of these subsidiaries and associates is based solely on the report of such auditors and procedures performed by us as stated in paragraph 3 above.

These subsidiaries and associates are located outside India whose financial results and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been reviewed by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the consolidated financial results of such subsidiaries and associates located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have reviewed these conversion adjustments made by the Holding Company's management. Our conclusion in so far as it relates to the balances and affairs of such subsidiaries and associates located outside India is based on the report of other auditors and the conversion adjustments prepared by the management of the Holding Company and reviewed by us.

8. The accompanying Statement includes unaudited interim financial results and other unaudited financial information in respect of 2 subsidiaries, whose interim financial results and other financial information reflect total revenues from operations of Rs 48.91 million, total net profit after tax of Rs. 0.64 million, total comprehensive income of Rs. 21.28 million, for the quarter ended June 30, 2021 and net cash inflows of Rs. 5.98 million for the period from April 1, 2021 to June 30, 2021 (before consolidation adjustments).



S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

The unaudited interim financial results and other unaudited financial information of these subsidiaries have not been reviewed by their auditors and have been approved and furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the affairs of these subsidiaries and associates, is based solely on such unaudited interim financial results and other unaudited financial information. According to the information and explanations given to us by the Management, these interim financial information and financial results are not material to the Group.

Our conclusion on the Statement in respect of matters stated in para 7 and 8 above is not modified with respect to our reliance on the work done and the reports of the other auditors and the financial results and financial information certified by the Management.

For S.R. BATLIBOI & ASSOCIATES LLP
Chartered Accountants
ICAI Firm registration number: 101049W/E300004


per Sandeep Karnani
Partner

Membership No.: 061207

UDIN: 21061207AAAA DR2847



Place: Bengaluru
Date: August 14, 2021

| <p style="text-align: center;">Centum Electronics Limited Corporate Identity Number (CIN): L85110KA1993PLC013869 Regd. Office: No.44, KHB Industrial Area, Yelahanka New Town, Bengaluru – 560 106 Phone: +91-80-41436000 Fax: +91-80-41436005 Email: investors@centumelectronics.com Website : www.centumelectronics.com</p> | | | | |
|---|--|------------------------------|----------------------------------|---|
| Statement of unaudited consolidated Ind AS financial results for the quarter ended June 30, 2021 | | | | |
| Sl.No. | Particulars | Quarter ended | | Year ended |
| | | June 30, 2021 (Unaudited) | March 31, 2021 (Refer note 7) | June 30, 2020 (Unaudited) March 31, 2021 Audited |
| 1 | Income | | | |
| | (a) Revenue from operations | | | |
| | (i) Sale of products and services | 1,618.73 | 1,952.68 | 1,764.28 |
| | (ii) Other operating income | 125.04 | 112.38 | 132.23 |
| | (b) Other income | | | |
| | (i) Gain on account of foreign exchange fluctuations (net) | - | 20.63 | - |
| | (ii) Others | 10.16 | 0.53 | 21.18 |
| | (c) Finance income | 7.36 | 4.57 | 5.45 |
| | Total Income | 1,761.29 | 2,090.79 | 1,923.14 |
| 2 | Expenses | | | |
| | (a) Cost of materials consumed | 649.54 | 683.09 | 794.77 |
| | (b) Changes in inventories of finished goods and work-in-progress | (20.04) | 124.74 | 20.95 |
| | (c) Employee benefits expenses | 777.21 | 877.30 | 681.38 |
| | (d) Finance costs | 73.23 | 74.52 | 78.57 |
| | (e) Depreciation and amortisation expenses | 111.28 | 114.36 | 108.28 |
| | (f) Loss on account of foreign exchange fluctuations (net) | 8.93 | - | 0.81 |
| | (g) Other expenses | 232.63 | 191.26 | 217.14 |
| | Total expenses | 1,832.78 | 2,065.27 | 1,901.90 |
| 3 | Share of profit / (loss) of associates from operations | - | (7.84) | - |
| 4 | Profit / (loss) before exceptional items and tax expense from operations (1+2+3) | (71.49) | 17.68 | 21.24 |
| 5 | Exceptional items (refer note 3(i)) | (446.51) | - | - |
| 6 | Profit / (loss) before tax expense from operations (4+5) | (518.00) | 17.68 | 21.24 |
| 7 | Tax expenses | | | |
| | (a) Current tax (net) | 0.26 | 19.87 | 57.80 |
| | (b) Deferred tax charge / (credit) (refer note 3) | (33.22) | (11.25) | (27.33) |
| 8 | Profit / (loss) after tax expense from operations (6+7) | (485.04) | 9.06 | (9.23) |
| 9 | Other comprehensive income/ (expenses) (net of tax) | | | |
| | (a) Items that will not be reclassified to profit or loss | | | |
| | (i) Remeasurements of the net defined benefit liability | 0.36 | (0.58) | 0.70 |
| | (ii) Income tax on above | (0.10) | 0.17 | (0.20) |
| | (b) Items that will be reclassified to profit or loss | | | |
| | (i) Exchange difference on translation of foreign operations | (0.80) | 3.57 | (4.36) |
| | (ii) Income tax on above | - | - | - |
| 10 | Total comprehensive income for the period (comprising profit/(loss) and other comprehensive income/(expenses)(net of tax)) for the period (8+9) | (485.58) | 12.22 | (13.09) |
| 11 | Total comprehensive income attributable to: | | | |
| | (a) Owners of the Company | (347.13) | 13.99 | 12.17 |
| | (b) Non-controlling interest | (138.45) | (1.77) | (25.26) |
| | Total comprehensive income for the period | (485.58) | 12.22 | (13.09) |
| 12 | Paid up equity share capital (Face value - Rs 10 per share) | 128.85 | 128.85 | 128.85 |
| 13 | Earnings per equity share (EPS) (of Rs. 10 each) : | | | |
| | (a) Basic (Rs.) | (26.59) | 0.49 | 1.51 |
| | (b) Diluted (Rs.) | (26.59) | 0.49 | 1.51 |



Mr. Appa Rao

Notes to the unaudited consolidated Ind AS financial results for the quarter ended June 30, 2021

1 Investors can view the consolidated financial results of Centum Electronics Limited ("the Group" or "the Company") on the Company's website www.centumelectronics.com or on the websites of BSE (www.bseindia.com) or NSE (www.nse-india.com).

2 The Company along with its subsidiaries, associates and joint ventures are an integrated business unit which addresses the Electronics System Design and Manufacturing ("ESDM") and accordingly there is only one reportable segment called ESDM in accordance with the requirement of Ind AS 108 - "Operating segments".

3 During the year ended March 31, 2020, the management of the Group, entered into an agreement for sale of 65% stake in HOLIWATT (formerly known as Centum Adetel Transportation SAS ("HOLIWATT")), subsidiary of Centum Adetel Group SA.

The management of the Group had a put option to sale its remaining 35% stake at a fixed price amounting to EUR 3.96 million plus interest at the rate of 6% p.a and other receivables of EUR 0.5 million. Further the management had assessed that they exercised significant influence / control over CAT and has accordingly treated the same as investment in associates in the unaudited consolidated financial results of the Group during the year ended March 31, 2021.

During the quarter ended June 30, 2021, HOLIWATT has been placed in specific insolvency statutes, allowing HOLIWATT to commence negotiation with other parties including its shareholders. Further subsequent to the quarter ended June 30, 2021, the Commercial Court of Lyon has announced the opening of judicial recovery procedures and accordingly, based on the internal assessment, the management of the Group has provided the carrying value of its investment and receivables in HOLIWATT amounting to Rs 446.51 (excluding deferred tax credit amounting to Rs. 4.62 million, created on the provision thereof) and the same has been disclosed as exceptional item in the unaudited consolidated financial results for the quarter ended June 30, 2021.

4 The unaudited consolidated Ind AS financial results of the Company for the quarter ended June 30, 2021 have been reviewed by the Audit Committee in their meeting on August 13, 2021 and approved by the Board of Directors in their meeting held on August 14, 2021.

5 The Company has investments in Centum Electronics UK Limited, which in turn has made investment in Centum Adetel Group SA. Centum Adetel Group SA and its underlying subsidiaries have incurred losses. The Group has accounted a goodwill of Rs. 376.23 million and has a carrying value of intangible assets (including intangible assets under development) of Rs. 500.06 million, as at June 30, 2021.

Based on internal assessment performed as at June 30, 2021 with regard to future operations, the management of the Group is of the view that the carrying value of the aforesaid Goodwill on consolidation / intangible assets (including intangible assets under development) are appropriate.

6 The spread of COVID-19 pandemic and consequent national and local lockdowns and supply chain disruptions had an impact on the Group's business operations. The year began amidst a strict lockdown post the emergence of COVID -19 towards the end of the last financial year. The economy gradually opened post June 2020 and the second half of the year was progressing towards recovery. However a much stronger second wave of COVID -19 infections have had disruptions to several business operations in India during the quarter ended June 30, 2021. The Group has made a detailed assessment of its liquidity position as at the date of approval of these unaudited consolidated Ind AS financial results for the next one year and of the recoverability and carrying values of its assets including Property, Plant and Equipment (including capital work in progress), Goodwill, Intangible assets, Intangible assets under development, Trade receivables including unbilled revenue, Subsidy receivables, Inventory, Investments and other assets as at the reporting date and has concluded that there are no material adjustments required in the unaudited consolidated Ind AS financial results. Management believes that it has taken into account all the possible impact of known events and economic forecasts based on internal and external sources of information arising from COVID-19 pandemic while making such assessment in the preparation of the unaudited consolidated Ind AS financial results. However, the impact assessment of COVID-19 is a continuing process given the uncertainties associated with its nature and duration. The statutory auditors have given an Emphasis of Matter in this regard.

7 The figures for the quarter ended March 31, 2021 in the unaudited consolidated Ind AS financial results are the balancing figures between the audited figures in respect of consolidated Ind AS financial statements for the year ended March 31, 2021 and the unaudited published year to date figures for the nine months ended December 31, 2020 being the date of end of the third quarter of the financial year which were subjected to limited review.

8 For the year / periods the Group has incurred losses, the allotment of stock options would increase the loss per share for the respective year / periods and accordingly has not been considered for the purpose of calculation of diluted earnings per share from continuing operations.

9 The statutory auditor's of the Company have carried out a limited review of the unaudited consolidated Ind AS financial results for the quarter ended June 30, 2021.

Place : Bengaluru
Date : August 14, 2021



For Centum Electronics Limited

Apparao V Mallavarapu
Chairman & Managing Director