

Independent Auditor's Review Report on the Quarterly and Year to Date 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 September 30, 2021 and year to date from April 1, 2021 to September 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.

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 8 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 assets of Rs. 3,930.02 million as at September 30, 2021, total revenue from operations of Rs 1,001.45 million and Rs 2,163.34 million, total net loss after tax of Rs. 30.17 million and Rs. 422.96 million, total comprehensive loss of Rs. 31.13 million and Rs. 412.64 million, for the quarter ended September 30, 2021 and for the period from April 1, 2021 to September 30, 2021 respectively, and net cash outflows of Rs. 146.22 million for the period from April 1, 2021 to September 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.



S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

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 unaudited information reflect total assets of Rs 1,189.59 million as at September 30, 2021, and total revenue from operations of Rs 42.54 million and Rs 91.45 million, total net profit after tax of Rs. 2.39 million and Rs. 3.03 million, total comprehensive (loss)/income of Rs. (18.22) million and Rs. 3.06 million, for the quarter ended September 30, 2021 and for the period from April 1, 2021 to September 30, 2021 respectively and net cash outflows of Rs. 9.23 million for the period from April 1, 2021 to September 30, 2021 (before consolidation adjustments).

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: 21061207AAAAFL9417

Place: Bengaluru

Date: November 10, 2021

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						
Statement of unaudited consolidated Ind AS financial results for the quarter and six months ended September 30, 2021						
Sl.No.	Particulars	Quarter ended			Six months ended	
		September 30, 2021	June 30, 2021	September 30, 2020	September 30, 2021	September 30, 2020
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
1	Income					
	(a) Revenue from operations					
	(i) Sale of products and services	1,616.22	1,618.73	1,925.48	3,234.95	3,689.76
	(ii) Other operating income	108.01	125.04	125.46	233.05	257.69
	(b) Other income					
	(i) Gain on account of foreign exchange fluctuations (net)	1.64	-	-	-	-
	(ii) Others	19.60	10.16	4.54	29.76	25.72
	(c) Finance income	7.68	7.36	5.36	15.04	10.81
	Total Income	1,753.15	1,761.29	2,060.84	3,512.80	3,983.98
2	Expenses					
	(a) Cost of materials consumed	837.74	649.54	976.26	1,487.28	1,771.03
	(b) Changes in inventories of finished goods and work-in-progress	(143.81)	(20.04)	(66.67)	(163.85)	(45.72)
	(c) Employee benefits expenses	748.31	777.21	701.42	1,525.52	1,382.80
	(d) Finance costs	60.37	73.23	66.33	133.60	144.90
	(e) Depreciation and amortisation expenses	111.79	111.28	102.98	223.07	211.26
	(f) Loss on account of foreign exchange fluctuations (net)	-	8.93	24.01	7.29	24.82
	(g) Other expenses	161.24	232.63	197.23	393.87	414.37
	Total expenses	1,775.64	1,832.78	2,001.56	3,606.78	3,903.46
3	Share of profit / (loss) of associates from operations	-	-	(2.79)	-	(2.79)
4	Profit / (loss) before exceptional items and tax expense from operations (1±2±3)	(22.49)	(71.49)	56.49	(93.98)	77.73
5	Exceptional items (refer note 5)	-	(446.51)	-	(446.51)	-
6	Profit / (loss) before tax expense from operations (4±5)	(22.49)	(518.00)	56.49	(540.49)	77.73
7	Tax expenses					
	(a) Current tax (net)	(3.57)	0.26	(12.68)	(3.31)	45.12
	(b) Deferred tax charge / (credit)	2.16	(33.22)	27.13	(31.06)	(0.20)
8	Profit / (loss) after tax expense from operations (6±7)	(21.08)	(485.04)	42.04	(506.12)	32.81
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	0.40	0.36	0.70	0.76	1.40
	(ii) Income tax on above	(0.09)	(0.10)	(0.20)	(0.19)	(0.40)
	(b) Items that will be reclassified to profit or loss					
	(i) Exchange difference on translation of foreign operations	9.58	(0.80)	(5.25)	8.78	(9.61)
	(ii) Income tax on above	-	-	-	-	-
	(iii) Net movement on effective portion of cash flow hedge	0.84	-	-	0.84	-
	(iv) Income tax on above	(0.21)	-	-	(0.21)	-
10	Total comprehensive income for the period (comprising profit/(loss) and other comprehensive income/(expenses)(net of tax)) for the period (8±9)	(10.56)	(485.58)	37.29	(496.14)	24.20
11	Total comprehensive income attributable to:					
	(a) Owners of the Company	4.13	(347.13)	61.32	(343.00)	73.49
	(b) Non-controlling interest	(14.69)	(138.45)	(24.03)	(153.14)	(49.29)
	Total comprehensive income for the period	(10.56)	(485.58)	37.29	(496.14)	24.20
12	Paid up equity share capital (Face value - Rs 10 per share)	128.85	128.85	128.85	128.85	128.85
13	Earnings per equity share (EPS) (of Rs. 10 each) :					
	(a) Basic (Rs.)	(0.53)	(26.59)	5.39	(27.12)	6.90
	(b) Diluted (Rs.)	(0.53)	(26.59)	5.38	(27.12)	6.89






Notes to the unaudited consolidated financial results for the quarter and six months ended September 30, 2021

1. Statement of consolidated assets and liabilities

		(Rs. in millions)	
Sl.No.	Particulars	As at September 30, 2021 (Unaudited)	As at March 31, 2021 (Audited)
A	Assets		
(1)	Non-current assets		
	(a) Property, plant and equipment	1,133.88	1,184.19
	(b) Capital work-in-progress	29.13	20.86
	(c) Goodwill on consolidation	376.23	376.23
	(d) Other intangible assets	345.66	409.21
	(e) Intangible assets under development	233.84	171.27
	(f) Right-of-use assets	474.30	555.94
	(g) Financial assets		
	(i) Investment in associates (refer note 5)	96.41	464.83
	(ii) Other Investments	13.79	23.11
	(iii) Others non-current financial assets	480.25	335.04
	(h) Deferred tax assets (net)	42.70	22.10
	(i) Non-current tax assets (net)	56.68	33.54
	(j) Other non-current assets	16.14	14.36
	Total non-current assets	3,299.01	3,610.68
(2)	Current assets		
	(a) Inventories	2,090.04	1,941.88
	(b) Financial assets		
	(i) Trade receivables	1,856.59	2,161.21
	(ii) Cash and cash equivalents	176.00	411.48
	(iii) Bank balances other than (ii) above	88.46	187.08
	(iv) Other current financial assets	1,020.67	1,105.94
	(c) Other current assets	398.47	386.43
	Total current assets	5,630.23	6,194.02
	Total assets (1+2)	8,929.24	9,804.70
B	Equity and liabilities		
	Equity		
	(a) Equity share capital	128.85	128.85
	(b) Other equity	1,733.09	2,101.99
	Equity attributable to equity holders of the parent	1,861.94	2,230.84
	Non-controlling interests	17.27	170.41
(1)	Total equity	1,879.21	2,401.25
	Liabilities		
(2)	Non-current liabilities		
	(a) Financial liabilities		
	(i) Borrowings	895.44	1,088.62
	(ii) Lease liabilities	346.97	419.24
	(b) Deferred tax liabilities (net)	59.67	70.52
	(c) Net employee defined benefit liabilities	59.30	57.22
	(d) Provisions	28.13	32.28
	(e) Government grants	30.49	34.44
	Total non-current liabilities	1,420.00	1,702.32
(3)	Current liabilities		
	(a) Financial liabilities		
	(i) Borrowings	1,828.22	2,078.83
	(ii) Lease liabilities	122.35	139.64
	(iii) Trade payables	1,100.26	1,081.54
	(iv) Other current financial liabilities	878.76	941.82
	(b) Other current liabilities	1,640.14	1,322.96
	(c) Government grants	7.87	7.87
	(d) Net employee defined benefit liabilities	6.26	6.27
	(e) Provisions	37.13	39.97
	(f) Liabilities for current tax (net)	9.04	82.23
	Total current liabilities	5,630.03	5,701.13
	Total equity and liabilities (1+2+3)	8,929.24	9,804.70



Notes of unaudited consolidated financial results for the quarter and six months ended September 30, 2021

2. Statement of unaudited consolidated cash flows for the six months ended September 30, 2021

	(Rs. in million)	
	Six months ended September 30, 2021	Six months ended September 30, 2020
	(Unaudited)	(Unaudited)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit / (loss) before tax expenses	(540.49)	77.73
Adjustments to reconcile profit/(loss) before tax to net cash flows:		
Depreciation and amortisation expenses	223.07	211.26
Provisions no longer required, written back	(20.96)	(8.70)
Fair value (gain)/ loss on financial instruments	(0.15)	(1.32)
Net foreign exchange differences (unrealised)	5.49	0.39
Provision for expected credit losses / bad debts written off	20.31	67.57
Employee share based options	0.16	0.24
Government Grant	(3.95)	(1.84)
Provision for diminution in the value of investment	446.51	-
Finance income	(15.04)	(10.81)
Finance costs	114.34	144.90
Share of loss / (profit) of associate and joint venture	-	2.79
Operating (loss)/profit before working capital changes	229.29	482.21
Working capital adjustments:		
Decrease / (increase) in inventories	(147.50)	144.17
Decrease / (increase) in trade receivables/non-current/current financial and other assets	264.27	(518.60)
Decrease / (increase) in trade payables, provisions and other liabilities	260.50	(426.11)
Cash generated from / (used in) operations	606.56	(318.33)
Direct taxes paid (net of refunds)	(86.70)	(8.52)
Net cash from / (used in) operating activities	519.86	(326.85)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment, including intangible assets and capital advances	(119.09)	(86.91)
Proceeds from sale of investments	-	527.54
Sale/(purchase) of non-current investments	9.32	(93.51)
Investment in bank deposit (having original maturity of more than three months) and other bank balances	9.48	70.53
Interest received	9.99	8.99
Net cash (used in) / from investing activities	(90.29)	426.64
C. CASH FLOW FROM FINANCING ACTIVITIES		
Repayments / proceeds of borrowings (net)	(456.65)	396.95
Payment of lease liabilities	(72.23)	(67.32)
Finance costs paid	(111.15)	(143.92)
Dividend paid	(25.79)	(32.10)
Net cash (used in) / from financing activities	(665.82)	153.61
Net (decrease)/increase in cash and cash equivalents (A+B+C)	(236.25)	253.40
Cash and cash equivalents at the beginning of the year	411.48	136.02
Effect of exchange differences on cash and cash equivalents held in foreign currency	0.76	14.72
Cash and cash equivalents at the end of the year	176.00	404.14
Total cash and cash equivalents	176.00	404.14



Notes to the unaudited consolidated Ind AS financial results for the quarter and six months ended September 30, 2021

- 3 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).
- 4 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".
- 5 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 had been placed in specific insolvency statutes, allowing HOLIWATT to commence negotiation with other parties including its shareholders. During the six months ended September 30, 2021, the Commercial Court of Lyon has announced the opening of judicial recovery process 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 million and the same has been disclosed as exceptional item in the unaudited consolidated Ind AS financial results during the six months ended September 30, 2021.
- 6 The unaudited consolidated Ind AS financial results of the Company for the quarter and six months ended September 30, 2021 have been reviewed by the Audit Committee in their meeting on November 9, 2021 and approved by the Board of Directors in their meeting held on November 10, 2021.
- 7 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. 495.75 million, as at September 30, 2021.
- Based on internal assessment performed as at September 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.
- 8 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 six months ended September 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.
- 9 The Board of Directors of the Holding Company at their meeting held on June 15, 2021 had recommended a final dividend of Rs.2 per equity share of Rs.10/- each for the financial year ended March 31, 2021. The said final dividend is paid during the six month ended September 30, 2021 post approval of the shareholders at the Annual General Meeting.
- 10 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.
- 11 The statutory auditor's of the Company have carried out a limited review of the unaudited consolidated Ind AS financial results for the quarter and six months ended September 30, 2021.

Place : Bengaluru
Date : November 10, 2021



For Centum Electronics Limited

Apparao V Mallavarapu
Chairman and Managing Director

