



Ref: CEL/NSEBSE/PB/02062025

2nd June, 2025

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
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Re: Scrip Symbol: CENTUM/ Scrip Code: 517544

Dear Sir/Madam,

Sub: Postal Ballot Notice – Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') as amended from time to time, we attach herewith a copy of the Postal Ballot Notice ('Notice') of Centum Electronics Limited ('the Company') along with the Explanatory Statement pursuant to the applicable provisions of the Companies Act, 2013 ('the Act') read with the Listing Regulations, for seeking approval of the Members of the Company on the Resolutions forming part of the Notice.

In compliance with the various General Circulars issued by the Ministry of Corporate Affairs as disclosed in the Notice, this Notice is being sent only through electronic mode to those, whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email IDs are registered with the Company / Depositories as on Friday, 30th May, 2025 ('Cut-off date'). Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope, are not being sent to the Members for this Postal Ballot.

The remote e-voting period will commence from Tuesday, 3rd June, 2025 at 09:00 a.m. (IST) and end on Wednesday, 2nd July, 2025 at 05:00 p.m. (IST).

We request you to take the same on record.

Yours faithfully,
For **Centum Electronics Limited**

Indu H S
Company Secretary & Compliance Officer
Encl: as above

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 Website www.centumelectronics.com

E-mail info@centumelectronics.com CIN - L85110KA1993PLC013869



CENTUM ELECTRONICS LIMITED

CIN: L85110KA1993PLC013869

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

Telephone: 080 4143 6000, Fax: 080 4143 6005, website: www.centumelectronics.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 and Section 108 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To the Shareholders of Centum Electronics Limited,

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) read together with the Companies (Management and Administration) Rules, 2014 (as amended from time to time), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) (**“SEBI LODR”**), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**“SS-2”**) and the relaxations and clarifications issued by the Ministry of Corporate Affairs vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 9/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 and as amended from time to time (collectively the **“MCA Circulars”**) and any other applicable law, rules and regulations, if any, that the proposed Special Resolutions appended below is for the approval of the Members of Centum Electronics Limited (**“the Company”/ “CEL”**) through Postal Ballot by way of remote e-voting process (**“remote e-voting”**).

1. Re-appointment of Mr. Apparao V Mallavarapu (DIN: 00286308) as Chairman and Managing Director of the Company.
2. Continuation of Mr. Apparao V Mallavarapu as Chairman and Managing Director of the Company post attaining the age of seventy years.
3. Appointment of Dr. Udayant Malhoutra (DIN: 00053714) as an Independent Director of the Company.
4. Re-designation of Mr. Nikhil Mallavarapu (DIN: 00288551) as Joint Managing Director.

As per the MCA Circulars, the Company is sending Postal Ballot Notice along with e-voting instructions (the **“Notice”**) only by way of e-mail to all its Members who have registered their email addresses with the Company or depository(ies)/ depository participants/Share Transfer Agent (**“RTA”**) and whose names are recorded in the Register of Members of the Company and the communication of assent / dissent of the Members on the Resolutions proposed in the Notice will only take place through the remote e-voting system. This Notice is accordingly being issued to the Members in compliance with the MCA Circulars. A detailed explanatory statement setting out the material facts concerning the Resolutions and instructions for remote e-voting are also annexed to this Notice for your consideration.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules 2014, the Company has appointed Mr. S.P. Nagarajan, Practicing Company Secretary (CP No. 4738), Bangalore who will act as the scrutinizer (**the “Scrutinizer”**) for conducting the postal ballot process through remote e-voting in a fair and transparent manner.

In compliance with Sections 108 and 110 of the Companies Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules 2014, Regulation 44 of the SEBI LODR Regulations 2015 and MCA Circulars, the Company is offering facility of remote e-voting only ("e-voting"). The Company has engaged the services of KFin Technologies Limited as its agency for providing e-voting facility to the Shareholders of the Company. In compliance with the requirements of the MCA Circulars, hard copy of this Notice along with postal ballot forms and prepaid business envelope will not be sent to the Shareholders for this postal ballot and Shareholders are requested to carefully read the instructions indicated in this Notice and communicate their assent (for) or dissent (against) through e-voting only. Shareholders are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting.

The Scrutinizer will submit the report to the Chairman of the Company, or any other person authorized by him in writing, after completion of scrutiny of postal ballot voting process in a fair and transparent manner. The results of the postal ballot will be announced on or before Friday, July 4, 2025 and will be displayed on the website of the Company (www.centumelectronics.com) and intimated to BSE Limited (the "BSE") and National Stock Exchange of India Limited (the "NSE") (the NSE together with the BSE are referred to as the "Stock Exchanges") where the Equity Shares of the Company are listed and shall also be intimated to KFin Technologies Limited, the registrar and share transfer agents of the Company.

SPECIAL BUSINESSES:

Item No.1- Re-appointment of Mr. Apparao V Mallavarapu (DIN: 00286308) as Chairman and Managing Director of the Company.

To consider and if deemed fit, to pass, the following Resolution as a **Special Resolution**:

"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 August 1, 2025 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.

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. 2 – Continuation of Mr. Apparao V Mallavarapu as Chairman and Managing Director of the Company post attaining the age of seventy years.

To consider and if deemed fit, to pass, the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 196, 196(3), 197, 198 and 203 and other applicable provisions read with Schedule V of Companies Act 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force including SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, and as approved by the Board of Directors of the Company on recommendation of Nomination & Remuneration Committee on May 22, 2025, the consent of the Members of the Company be and is hereby accorded for allowing Mr. Apparao V Mallavarapu (DIN: 00286308), to continue as Chairman and Managing Director of the Company post attaining the age of 70 years during his term of reappointment.

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.3 – Appointment of Dr. Udayant Malhoutra (DIN: 00053714) 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 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 and Regulation 17 (1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company (the “Board”), Dr. Udayant Malhoutra (DIN: 00053714), who was appointed as an Additional Non-Executive Independent Director of the Company with effect from May 22, 2025 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature to the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 years commencing from May 22, 2025.”

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. 4 - Re-designation of Mr. Nikhil Mallavarapu (DIN: 00288551) as Joint Managing Director.

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 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, approval of the members of the Company be and is hereby accorded for the re-designation of Mr. Nikhil



Mallavarapu (DIN: 00288551), as Joint Managing Director of the Company with effect from May 22, 2025. Other terms and conditions of his appointment passed by the shareholders by way of postal ballot on January 14, 2025 shall remain the same.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to vary or increase the remuneration 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.

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**

Sd/-

**Place: Bangalore
Date: June 2, 2025**

**Indu H S
Company Secretary
Membership No.F12285**

NOTES:

- (a) The explanatory statement pursuant to Section 102(1) and Section 110 of the Companies Act, 2013 (“**Act**”) read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto and forms part of the Postal Ballot Notice (“**Notice**”).
- (b) In accordance with the provisions of the Act and the relaxations and clarifications issued by the Ministry of Corporate Affairs vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 9/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 and as amended from time to time (collectively the “**MCA Circulars**”), the Notice is being sent in electronic form only by email to those Members whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“**NSDL**”) / Central Depository Services (India) Limited (“**CDSL**”) and Registrar and Share Transfer Agent of the Company i.e. KFIN Technologies Limited (“**RTA**”) as on **Friday, May 30, 2025** (“**Cut-Off Date**”) and who have or will register their email address with their Depository Participant(s) (“**DPs**”) or with RTA in accordance with the process outlined in this Notice.
- (c) Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on the Cut-Off date. Only those Members whose names are appearing in the Register of Members/ List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through

remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only. It is however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.

- (d) In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act, as amended, read together with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the “**SEBI LODR**”), Secretarial Standard – 2 issued by the Institute of Company Secretaries of India, MCA Circulars, the Company is providing the remote e-voting facility to its Members. The Company has engaged the services of KFIN Technologies Limited to provide remote e-voting facility to enable the Members to cast their votes electronically (hereinafter referred to as the “**remote e-voting**”). In accordance with the MCA Circulars, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the members would take place through the process of remote e-voting only.
- (e) Members may also note that the Postal Ballot Notice will also be available for download on the Company’s website www.centumelectronics.com and on the website of stock exchanges (where the shares of the Company are listed i.e. the BSE Limited and the National Stock Exchange of India Limited) and also on the website of the Depositories (NSDL and CDSL).
- (f) The remote e-voting period commences on **Tuesday, June 3, 2025 at 9:00 a.m. (IST) and ends on Wednesday, July 2, 2025 at 5:00 p.m. (IST)**. The remote e-voting module shall be disabled for voting thereafter. During this period, the Members of the Company holding shares in physical or electronic form, as on the Cut-Off Date may cast their vote by electronic means in the manner and process as mentioned in this Notice. Once the vote is cast by the Member, the Member shall not be allowed to change it or cast the vote again.
- (g) The Board of Directors of the Company has appointed Mr. S.P. Nagarajan, Practicing Company Secretary (CP No. 4738) as the Scrutinizer for conducting the Postal Ballot through remote e-voting process, in a fair and transparent manner.
- (h) The Scrutinizer will submit his report to the Chairman and Managing Director or the Company Secretary of the Company after completion of the scrutiny of the remote e-voting. The Scrutinizer’s decision on the validity of votes cast will be final. The results of the Postal Ballot will be announced by the Chairman and Managing Director or the Company Secretary of the Company on or before Friday, July 4, 2025 i.e. not later than 2 working days from the conclusion of remote e-voting at the registered office of the Company.
- (i) The result of the Postal Ballot along with the Scrutinizer’s Report will be placed on the Company’s website www.centumelectronics.com and also on the website of the Depositories and shall be communicated to the Stock Exchanges where the Company’s shares are listed. The result of the Postal Ballot will also be displayed at the registered office of the Company.
- (j) The Resolution, if approved by the requisite majority of Members, shall be deemed to have been passed on the last date of remote e-voting, i.e. July 2, 2025.
- (k) Members seeking inspection of relevant documents referred to in this Notice and the Explanatory Statement under Section 102 of the Act may send an email to investors@centumelectronics.com from their registered e-mail addresses upto the last date of remote e-voting i.e. July 2, 2025 mentioning their name, Folio no. / Client ID and DP ID and the documents they wish to inspect.

PROCEDURE FOR E-VOTING

(I) E-VOTING FACILITY:

a. The Company is providing e-voting facility of KFintech to its members to exercise their right to vote on the proposed resolutions by electronic means.

b. The e-voting facility will be available during the following voting period:

Commencement of e-voting:	Tuesday, June 3, 2025
End of e-voting:	Wednesday, July 2, 2025

The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by KFintech upon expiry of the aforesaid period.

c. The manner of e-voting by (i) individual members holding shares of the Company in demat mode, (ii) members other than individuals holding shares of the Company in demat mode, (iii) members holding shares of the Company in physical mode, and (iv) members who have not registered their e-mail address, is explained in the instructions given hereinbelow.

(II) INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

a. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.

b. INFORMATION AND INSTRUCTIONS FOR E-VOTING BY INDIVIDUAL MEMBERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE

As per the SEBI Master Circular, all “individual members holding shares of the Company in demat mode” can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access e-voting, as devised by the Depositories / Depository Participant(s), is given below:

PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORIES

National Securities Depository Limited (NSDL):

1. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:

i. Type in the browser / Click on the following e-Services link: <https://eservices.nsdl.com>

ii. Click on the button “**Beneficial Owner**” available for login under ‘**IDeAS**’ section.

iii. A new page will open. Enter your User ID and Password for accessing IDeAS.

iv. On successful authentication, you will enter your IDeAS service login. Click on “**Access to e-Voting**” under **Value Added Services** on the panel available on the left hand side.

v. You will be able to see Company Name: “Centum Electronics Limited” on the next screen. **Click on the e-Voting link available against Centum Industries Limited or select e-Voting service provider “KFintech”** and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication.

2. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:

i. To register, type in the browser / Click on the following e-Services link: <https://eservices.nsdl.com>

- ii. Select option “**Register Online for IDeAS**” available on the left-hand side of the page.
- iii. Proceed to complete registration using your DP ID, Client ID, Mobile Number, etc.
- iv. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.

3. Users may directly access the e - Voting module of NSDL as per the following procedure:

- i. Type in the browser / Click on the following link: <https://www.evoting.nsdl.com/>
- ii. Click on the button “**Login**” available under “**Shareholder/Member**” section.
- iii. On the login page, enter User ID (i.e., 16-character demat account number held with NSDL, starting with IN), Login Type, i.e., through typing Password (in case you are registered on NSDL’s e-voting platform)/ through generation of OTP (in case your mobile/e-mail address is registered in your demat account) and Verification Code as shown on the screen.
- iv. You will be able to see Company Name: “Centum Electronics Limited” on the next screen. **Click on the e-Voting link available against Centum Electronics Limited or select e-voting service provider “KFintech”** and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication.

Central Depository Services (India) Limited (CDSL):

1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:

- i. Type in the browser / Click on any of the following links:
<https://web.cdslindia.com/myeasitoken/home/login> or www.cdslindia.com and click on **New System Myeasi / Login to My Easi option under Quick Login** (best operational in Internet Explorer 10 or above and Mozilla Firefox).
- ii. Enter your User ID and Password for accessing Easi /Easiest.
- iii. You will see Company Name: “Centum Electronics Limited” on the next screen. **Click on the e-Voting link available against Centum Electronics Limited or select e-Voting service provider “KFintech”** and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication.

2. Users not registered for Easi / Easiest facility of CDSL may follow the following procedure:

- i. To register, type in the browser / Click on the following link:
<https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> or
<https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- ii. Proceed to complete registration using your DP ID Client ID (BO ID), etc.
- iii. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.

3. Users may directly access the e-Voting module of CDSL as per the following procedure:

- i. Type in the browser / Click on the following link: <https://evoting.cdslindia.com/Evoting/EvotingLogin>
- ii. Provide Demat Account Number and PAN.
- iii. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account.



iv. On successful authentication, you will enter the e-voting module of CDSL. **Click on the e-Voting link available against Centum Electronics Limited or select e-Voting service provider “KFintech”** and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication.

Procedure to login through their demat accounts / Website of Depository Participant

Individual members holding shares of the Company in Demat mode can **access e-Voting facility provided by the Company using login credentials of their demat accounts** (online accounts) through their demat accounts / **websites of Depository Participants** registered with NSDL / CDSL. An option for “**e-voting**” will be available once they have successfully logged-in through their respective logins. Click on the option “**e-voting**” and they will be redirected to e-voting modules of NSDL / CDSL (as may be applicable). **Click on the e-voting link available against Centum Electronics Limited or select e-voting service provider “KFintech”** and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication.

Members who are unable to retrieve User ID / Password are advised to use “Forgot User ID” / “Forgot Password” options available on the websites of Depositories / Depository Participants.

Contact details in case of any technical issue on NSDL Website	Contact details in case of any technical issue on CDSL Website
Members facing any technical issue during login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022-4886 7000 / 1800 102 0990 .	Members facing any technical issue during login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 210 9911 .

c. INFORMATION AND INSTRUCTIONS FOR E-VOTING BY (I) MEMBERS OTHER THAN INDIVIDUALS HOLDING SHARES OF THE COMPANY IN DEMAT MODE AND (II) ALL MEMBERS HOLDING SHARES OF THE COMPANY IN PHYSICAL MODE

In case a member receives an e-mail from the Company / KFintech [for members whose e-mail address is registered with the Company / Depository Participant(s)]:

- (a) Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- (b) Enter the login credentials (**User ID and password provided in the e-mail**). The E-voting Event Number + Folio No. or DP ID Client ID will be your User ID. If you are already registered with KFintech for e-voting, you can use the existing password for logging-in. If required, please visit <https://evoting.kfintech.com> or contact toll-free number 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days) for assistance on your existing password.
- (c) After entering these details appropriately, click on “LOGIN”.
- (d) You will now reach Password Change Menu wherein you are required to mandatorily change your password upon logging-in for the first time. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, 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.**
- (e) You need to login again with the new credentials.

(f) On successful login, the system will prompt you to select the E-voting Event Number (EVEN) for Centum Electronics Limited.

(g) On the voting page, enter the number of shares as on the Cut-Off Date under either “FOR” or “AGAINST” or alternatively, you may partially enter any number under “FOR” / “AGAINST”, but the total number under “FOR” / “AGAINST” taken together should not exceed your total shareholding as on the Cut-Off Date. You may also choose to “ABSTAIN” and vote will not be counted under either head.

(h) Members holding shares under multiple folios/ demat accounts shall choose the voting process separately for each of the folios / demat accounts.

(i) Voting has to be done for each item in this Postal Ballot Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as “ABSTAINED”.

(j) You may then cast your vote by selecting an appropriate option and click on “SUBMIT”.

(k) A confirmation box will be displayed. Click “OK” to confirm, else “CANCEL” to modify.

(l) Once you confirm, you will not be allowed to modify your vote.

(m) Institutional / Corporate Members (i.e., other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail id: cs@nagarajsp818.com with a copy marked to evoting@kfintech.com. Such authorization shall contain necessary authority for voting by its authorised representative(s). It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be “Corporate Name EVEN”.

Procedure for Registration of email and Mobile: securities in physical mode

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16, 2023. All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- a) Through ‘In Person Verification’ (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.



- c) Through electronic mode with e-sign by following the link:
<https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

(III) Any member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from KFintech in the manner as mentioned below:

- (a) If the mobile number of the member is registered against his / her / its Folio No. / DP ID Client ID:

In case the shares are held in dematerialized mode: The member may send SMS: MYEPWD DP ID Client ID to 9212993399

Example for NSDL: MYEPWD IN12345612345678

Example for CDSL: MYEPWD 1402345612345678

In case the shares are held in physical mode: The member may send SMS MYEPWD E-Voting Event Number + Folio No. to 9212993399

Example for Physical: MYEPWD XXXX123456789

- (b) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate password.
- (c) Member may call on KFintech's toll-free number 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days).
- (d) Member may send an e-mail request to evoting@kfintech.com. After due verification of the request, User ID and password will be sent to the member.
- (e) If the member is already registered with KFintech's e-voting platform, then he / she / it can use his / her / its existing password for logging-in.

(IV) In case of any query on e-voting, members may refer to the "Help" and "FAQs" sections / E-voting user manual available through a dropdown menu in the "Downloads" section of KFintech's website for e-voting: <https://evoting.kfintech.com> or contact KFintech as per the details given below.

(V) CONTACT DETAILS FOR ASSISTANCE ON E-VOTING:

Members are requested to note the following contact details for addressing e-voting related grievances:

Shri N Shiva Kumar,
KFIN Technologies Limited, Selenium Tower B,
Plot 31 & 32, Gachibowli, Financial District, Nanakramguda,
Hyderabad 500 032
Toll-free No.: 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days)
E-mail: shivakumar.n@kfintech.com

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

Item No.1

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

The Shareholders at their 27th Annual General Meeting held on September 18, 2020 had approved the appointment of Mr. Apparao V Mallavarapu as Chairman and Managing Director of the Company for a period of 5 years with effect from August 1, 2020.

The Board of Directors of the Company based on recommendation of Nomination and Remuneration Committee has subject to the approval of the members re-appointed of Mr. Apparao V Mallavarapu (DIN: 00286308) as Chairman and Managing Director of the Company for a period of 5 years with effect from August 1, 2025.

An abstract of the terms of appointment are as follows:

1. Duties and Powers

- a. Mr. Apparao V Mallavarapu, Chairman and Managing Director of the Company shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its subsidiaries, including performing duties as assigned by the Board from time to time by serving on the boards of such subsidiaries or any other executive body or committee of such a Company.
- b. The Chairman and Managing Director shall discharge the duties laid down under Section 166 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder.
- c. He shall duly abide by the Code of Conduct laid down by the Company.

2. Period of Appointment: From August 1, 2025 to July 31, 2030.

3. Remuneration and the terms of appointment are:

Particulars	Amount in Rs. (per month)
Basic	5,00,000
Allowances	6,92,700
Perquisites	2,200
Contribution to PF	60,000
Grand Total	12,54,900

Other Terms & Conditions:

- a. Commission: Notwithstanding the salary and other perquisites, Mr. Apparao V Mallavarapu will be entitled to a commission such that the aggregate of the remuneration mentioned above, shall not exceed 5% of the Net Profits of the Company calculated in accordance with the provisions of Sections 198 and other applicable provisions, of the Companies Act, 2013 which will be excluding the perquisites as per the applicable Policy of the Company.

- b. Contribution to Provident Fund, Superannuation Fund, Annuity Fund, Gratuity and Medical Insurance shall be as per the rules in force of the Company from time to time.
- c. Encashment of leave; As per the rules in force of the Company from time to time.
- d. Other perquisites; Other perquisites are as applicable to the senior executives of the Company.
- e. Termination

The appointment will be for a period of five years, which may be terminated by either party giving to the other 90 days notice in writing.

Mr. Apparao V Mallavarapu satisfies all the conditions set out in Part I of Schedule V to the Act as also conditions set out in Section 196(3) of the Companies Act, 2013 for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

The above may be treated as a written understanding setting out the terms of appointment of Mr. Apparao V Mallavarapu under Section 190 of the Companies Act, 2013.

Mr. Apparao V Mallavarapu has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by the BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Mr. Nikhil Mallavarapu, Whole Time Director and Ms. Tanya Mallavarapu, Non-Executive Director of the Company, being related to Mr. Apparao V Mallavarapu may be deemed to be interested in the resolution set out at Item No. 1 of the Notice.

The Board of Directors recommend this resolution for your consideration and approval as a special resolution.

Except as mentioned above none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested either financially or otherwise in the Resolution.

Item No. 2

Continuation of Mr. Apparao V Mallavarapu as Chairman and Managing Director of the Company post attaining the age of seventy years.

Section 196(3) of the Companies Act read with Part-I of Schedule V of the Act provides that no company shall appoint or continue the employment of any person as Managing Director, Whole-Time Director or Manager who has attained the age of 70 years unless it is approved by the shareholders as a Special Resolution.

Mr. Apparao V Mallavarapu will be completing 70 years on October 08, 2026, during his reappointment tenure as a Chairman and Managing Director. Since Mr. Apparao V Mallavarapu will be turning 70 years old during the term of his reappointment, approval from the members by way of special resolution will be required in respect thereof, as per the applicable provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 including amendments, if any.

Shareholders' approval is hereby sought by way of a Special Resolution for the continuation of reappointment of Mr. Apparao V Mallavarapu as Chairman and Managing Director of the Company post

attaining the age of 70 years for the remaining period of his term of 5 years, i.e. until July 31, 2030 on the same terms of reappointment and remuneration payable to him in that capacity for the same period as per the details mentioned under item no. 1 of the explanatory statement.

Except Mr. Nikhil Mallavarapu and Ms. Tanya Mallavarapu, none of the Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise, in the said Resolution.

The Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard issued by the Institute of Company Secretaries of India are set out in the Annexure 1 to the Explanatory Statement.

The Board recommends the Resolutions as set out under item no. 2 of this Postal Ballot notice for approval of the Members by means of Special Resolution.

Item No. 3

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee had approved the appointment of Dr. Udayant Malhoutra (DIN: 00053714), as an Additional Non-Executive Independent Director of the Company with effect from May 22, 2025 under Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (the "Act").

In accordance with the provisions of Section 149 read with Schedule IV of the Act, appointment of Independent Director requires approval of the members of the Company. The Company has received notice under Section 160 of the Act from a member proposing the candidature of Dr. Udayant Malhoutra for the office of an Independent Director of the Company. The Company has also received from Dr. Udayant Malhoutra (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(1) and 164(2) of the Act, (iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, (iv) declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

Further, Dr. Udayant Malhoutra has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Dr. Udayant Malhoutra has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The nomination and remuneration committee and the Board are of the view that Dr. Udayant Malhoutra possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to appoint him as an independent director. In the opinion of the Board, Dr. Udayant Malhoutra is independent of the management.

Dr. Udayant Malhoutra has no shareholding in the Company.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.



None of the Promoters, Directors, Key Managerial Personnel or their relatives are interested, financially or otherwise, if any in the Resolution No.3 of the accompanying Notice except to the extent of their Shareholding, if any in the Company.

Item No.4:

Shareholders had appointed Mr. Nikhil Mallavarapu (DIN: 00288551) as Executive Director of the Company for a period of 5 years with effect from February 13, 2025 by way of postal ballot during January, 2025. Mr. Nikhil Mallavarapu has been associated with the Company since August 2012. He has served in different leadership positions including Manager - New Projects at SEBU, Vice President - Corporate Development at Centum T&S, President - EMS BU and as Whole Time Director of Centum Electronics Limited. Due to the increase in operations of the Company, the complexity of his role has increased. Having regard to the qualifications, experience and knowledge, the Board is of the view that the redesignation of Mr. Nikhil Mallavarapu as Joint Managing Director will be beneficial to the functioning and growth of the Company. Taking into account the above, the Board at its meeting held on May 22, 2025 based on the recommendations of the Nomination and Remuneration Committee had re-designated Mr. Nikhil Mallavarapu as Joint Managing Director on the same terms and conditions as contained in the resolution passed by the members on January 14, 2025. His redesignation as Joint Managing Director is subject to Members' approval.

Mr. Nikhil Mallavarapu has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by the BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Mr. Nikhil Mallavarapu is interested in the resolution set out at Item No.4 of the notice. Mr. Apparao V Mallavarapu, Chairman & Managing Director, Ms Tanya Mallavarapu, Non-Executive Director of the Company being related to Mr. Nikhil Mallavarapu may be deemed to be interested in the resolution set out at Item No. 4 of the Notice.

Except as mentioned above none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested either financially or otherwise in the Resolution.

The Board recommends the Resolutions as set out under item no. 4 of this Postal Ballot notice for approval of the Members by means of Special Resolution.

Disclosures as required under Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

Annexure 1

Details of the Directors seeking appointment/re-appointment and fixation of remuneration {Pursuant to Regulation 26(4) and 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meeting}

Name of the Director	Mr. Apparao V Mallavarapu
DIN	00286308
Date of Birth	08.10.1956
Age	68
Date of first appointment on the Board	08.01.1993
Qualifications	Mr. Apparao V Mallavarapu holds a Bachelor's degree in Mechanical Engineering from Bangalore University and a Master's Degree in Mechanical Engineering from Daltech University in Canada.
Expertise in specific functional areas	Apparao Mallavarapu (Rao) founded Centum Electronics in the year 1993. Under his leadership Centum has grown to be a global Electronics Design and Manufacturing Company, with operations in India, France, Belgium and Canada. Eighty percent of Centum's revenue comes from Europe, USA, Canada and Israel. Centum's customers are fortune 500 companies like Thales, BAE, Hitachi, Airbus, Rafael, Alstom, etc. and Defense Public Sector units, ISRO, DRDO etc., in India. The Embassy of Federative Republic of Brazil has appointed Rao as Honorary Consul of Brazil in Bangalore. He has been conferred with the prestigious 'Order of Rio Branco' by the Brazilian government. Rao has also been appointed the Officier de l'Ordre National du Meirite (Officer in the National Order of Merit) by the President of the French Republic H.E.Mr. Emmanuel Macron. He is the Chairman of CII National Committee on Space and the Convenor of CII Karnataka Panel on Technology for the year 2025-26. Champion of Innovation Award' was given to Rao by the Prime Minister of New Zealand H.E. John Key at the New Zealand Innovation Showcase event. ELCINA the largest Electronics Industry body in India has awarded Rao with the "Electronics Man of the year" award. Rao graduated with a Master's degree from Dal-Tech University in Canada and received his Bachelor's degree in Mechanical Engineering from Bangalore University and has completed his Harvard Business School Presidential program. He is also a Ford foundation scholar. Rao is on the Board of several Companies both Public and Private and on the Board of Advisors of New Zealand Trade and Enterprise. Due to his deep sense of responsibility towards children who are not so fortunate he has been committed to philanthropic activities focused on Children.
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Refer Item No. 1 and 2 of the Notice and Explanatory Statement
Terms and conditions of re-appointment	Re-appointment as Chairman and Managing Director for a period commencing from August 1, 2025 up to July 31, 2030 (both days inclusive) [Refer Item No. 1 and 2 of the Notice and Explanatory Statement]

Details of remuneration last drawn (FY 2024-25)	Salary, Perquisites and Allowance: ₹ 96,05,013/- Commission: ₹3,05,49,190/- #
Details of remuneration sought to be paid	Refer Item no. 1 and 2 of the Explanatory Statement
Directorships in other listed Companies	Nil
Membership/ Chairpersonship of Committees in other companies	Nil
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	Nil
No. of Board Meetings attended during FY 2023-24 and FY 2024-25 (up to the date of this Notice)	Attended all Board Meetings held during the period.
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	Mr. Nikhil Mallavarapu, Joint Managing Director, is the son of Mr. Apparao V Mallavarapu. Ms Tanya Mallavarapu, Non-Executive Director of the Company, is Mr. Apparao V Mallavarapu's daughter and related to each other.
No. of shares held:	
(a) Own	58,97,549
(b) For other persons on a beneficial basis	-

Commission relates to FY 2024-25 which was paid during FY 2025-26

Name of the Director	Dr. Udayant Malhoutra	
DIN	00053714	
Date of Birth	19.10.1965	
Age	59	
Date of first appointment on the Board	May 22, 2025	
Qualifications	Doctor of Engineering & Technology (Honoris-Casual) from University of Engineering and Management, Kolkata.	
Expertise in specific functional areas	More than three decades of rich overall experience in Business Management including functional expertise in Sales, Marketing and Corporate Management.	
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Refer Item No. 3 of the Notice and Explanatory Statement	
Terms and conditions of redesignation	Appointment as an Independent Director for a period of 5 years commencing from May 22, 2025 to May 21, 2030 (both days inclusive) [Refer Item No. 3 of the Notice and Explanatory Statement]	
Details of remuneration last drawn (FY 2024-25)	Not Applicable	
Details of remuneration sought to be paid	Sitting Fees and Commission as approved by the Board of Directors	
Directorships in other listed Companies	Dynamatic Technologies Limited	
Membership/ Chairpersonship of Committees in other companies	Name of the Company	Name of the Committee
	Dynamatic Technologies Limited	1.Stakeholders Committee 2.Risk Management Committee 3.Finance Committee 4.Technology and Strategy Development Committee
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	-	
No. of Board Meetings attended during FY 2023-24 and FY 2024-25 (up to the date of this Notice)	Not applicable Attended as an invitee for the Board Meeting held on May 22, 2025.	

Inter-se relationship with other Directors and Key Managerial Personnel of the Company	None
No. of shares held:	
(a) Own	-
(b) For other persons on a beneficial basis	-

Name of the Director	Nikhil Mallavarapu
DIN	00288551
Date of Birth	18.09.1986
Age	38
Date of first appointment on the Board	13 February 2020
Qualifications	Mr. Nikhil Mallavarapu holds Masters and Bachelors Degrees in Electrical and Computer Engineering from Carnegie Mellon University, USA. He also holds a MBA from the INSEAD Business School in France.
Expertise in specific functional areas	Mr. Nikhil has been associated with the Company since from August 2012. He has served in different leadership positions including Manager - New Projects at SEBU, Vice President - Corporate Development at Centum T&S, President - EMS BU and as Whole Time Director of Centum Electronics Limited. Prior to joining Centum, Nikhil worked at the multinational semiconductor company - Analog Devices, as product engineer in the MEMS sensors division.
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Refer Item No. 4 of the Notice and Explanatory Statement
Terms and conditions of redesignation	Redesignation as Joint Managing Director for a period commencing from May 22, 2025 up to February 12, 2030 (both days inclusive) [Refer Item No. 4 of the Notice and Explanatory Statement]
Details of remuneration last drawn (FY 2024-25)	Salary, Perquisites and Allowance: ₹ 1,13,25,928/- Commission: ₹ 2,88,94,167/- #
Details of remuneration sought to be paid	Refer Item No. 4 of the Explanatory Statement
Directorships in other listed Companies	-
Membership/ Chairpersonship of Committees in other companies	-
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	-
No. of Board Meetings attended during FY 2023-24 and FY 2024-25 (up to the date of this Notice)	Attended all Board Meetings held during the period except one.

Inter-se relationship with other Directors and Key Managerial Personnel of the Company	Mr. Apparao V Mallavarapu, Chairman & Managing Director, is the father of Mr. Nikhil Mallavarapu. Ms. Tanya Mallavarapu, Non-Executive Director of the Company, is Mr. Nikhil Mallavarapu's sister and related to each other.
No. of shares held:	
(a) Own	6,52,855
(b) For other persons on a beneficial basis	-

Commission relates to FY 2024-25 which was paid during FY 2025-26