



Ref: CEL/NSEBSE/PB/03072025

03<sup>rd</sup> July, 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
---	---

**Re: Scrip Symbol: CENTUM/ Scrip Code: 517544**

Dear Sir/ Madam,

**Re: Intimation of the voting results of postal ballot**

**Sub: Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)**

This intimation is in furtherance to our letters dated June 02, 2025 and June 03, 2025.

We wish to inform that pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company has conducted the Postal Ballot through remote e-voting process, seeking approval of the Members for the resolutions as set out in the Postal Ballot Notice (“Notice”) dated June 02, 2025.

The remote e-voting commenced on Tuesday, June 3, 2025 at 9:00 a.m. (IST) and concluded on Wednesday, July 2, 2025 at 5:00 p.m. (IST). Based on the report of the Scrutinizer, the resolutions as set in the Notice have been duly approved by the Members of the Company with requisite majority. The resolutions are deemed to have been passed on July 2, 2025, the last date specified for receipt of votes through remote e-voting process.

The brief of the resolutions as approved by the Members are provided hereinbelow:

Item	Resolution	Type of Resolution
1	Re-appointment of Mr. Apparao V Mallavarapu (DIN: 00286308) as Chairman and Managing Director of the Company.	Special Resolution
2	Continuation of Mr. Apparao V Mallavarapu as Chairman and Managing Director of the Company post attaining the age of seventy years.	Special Resolution

**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](http://www.centumelectronics.com)

E-mail [info@centumelectronics.com](mailto:info@centumelectronics.com) CIN - L85110KA1993PLC013869



3	Appointment of Dr. Udayant Malhoutra (DIN: 00053714) as an Independent Director of the Company.	<b>Special Resolution</b>
4	Re-designation of Mr. Nikhil Mallavarapu (DIN: 00288551) as Joint Managing Director.	<b>Special Resolution</b>

In this regard, please find enclosed the following:

- In terms of Regulation 30 and 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the results of the Postal Ballot through remote e-voting on the aforesaid resolutions is enclosed in the prescribed format, as Annexure – 1.
- The Scrutinizers' Report dated July 02, 2025, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, on the resolutions passed through Postal Ballot is enclosed as Annexure -2.

Kindly take the same on your records.

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](http://www.centumelectronics.com)

E-mail [info@centumelectronics.com](mailto:info@centumelectronics.com) CIN - L85110KA1993PLC013869

## Annexure - 1

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Apparao V Mallavarapu (DIN: 00286308) as Chairman and Managing Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7576478	7576478	100.00	7576478	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	7576478	7576478	100.00	7576478	0	100.00	0.00
Public- Institutions	E-Voting	2484551	2153684	86.68	2089498	64186	97.02	2.98
	Poll							
	Postal Ballot (if applicable)							
	Total	2484551	2153684	86.68	2089498	64186	97.02	2.98
Public- Non Institutions	E-Voting	4646123	133865	2.88	133802	63	99.95	0.05
	Poll							
	Postal Ballot (if applicable)							
	Total	4646123	133865	2.88	133802	63	99.95	0.05
Total	Total	14707152	9864027	67.07	9799778	64249	99.35	0.65

Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Continuation of Mr. Apparao V Mallavarapu as Chairman and Managing Director of the Company post attaining the age of seventy years				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7576478	7576478	100.00	7576478	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	7576478	7576478	100.00	7576478	0	100.00	0.00
Public- Institutions	E-Voting	2484551	2153684	86.68	2153684	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	2484551	2153684	86.68	2153684	0	100.00	0.00
Public- Non Institutions	E-Voting	4646123	133865	2.88	133802	63	99.95	0.05
	Poll							
	Postal Ballot (if applicable)							
	Total	4646123	133865	2.88	133802	63	99.95	0.05
Total	Total	14707152	9864027	67.07	9863964	63	100.00	0.00

Resolution (3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Dr. Udayant Malhoutra (DIN: 00053714) as an Independent Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7576478	7576478	100.00	7576478	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	7576478	7576478	100.00	7576478	0	100.00	0.00
Public- Institutions	E-Voting	2484551	2153684	86.68	2153684	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	2484551	2153684	86.68	2153684	0	100.00	0.00
Public- Non Institutions	E-Voting	4646123	133865	2.88	133802	63	99.95	0.05
	Poll							
	Postal Ballot (if applicable)							
	Total	4646123	133865	2.88	133802	63	99.95	0.05
Total	Total	14707152	9864027	67.07	9863964	63	100.00	0.00

Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-designation of Mr. Nikhil Mallavarapu (DIN: 00288551) as Joint Managing Director				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7576478	7576478	100.00	7576478	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	7576478	7576478	100.00	7576478	0	100.00	0.00
Public- Institutions	E-Voting	2484551	2153684	86.68	2153684	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	2484551	2153684	86.68	2153684	0	100.00	0.00
Public- Non Institutions	E-Voting	4646123	133865	2.88	133802	63	99.95	0.05
	Poll							
	Postal Ballot (if applicable)							
	Total	4646123	133865	2.88	133802	63	99.95	0.05
Total	Total	14707152	9864027	67.07	9863964	63	100.00	0.00

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

S-818, Eighth Floor,  
South Block - Manipal Centre,  
47, Dickenson Road,  
Bangalore - 560 042  
Telefax: 080- 41136320, 41141544  
Mobile: 98453 84585  
Email: [cs@nagarajsp818.com](mailto:cs@nagarajsp818.com)

**REPORT OF SCRUTINIZER**

**[Remote e - Voting]**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (ix) of the Companies (Management and Administration) Amendment Rules, 2015]

The Chairman

**CENTUM ELECTRONICS LIMITED**

44, KHB Industrial Area, Yelahanka,  
Bangalore-560106, Karnataka, India,

Dear Sir,

I, S P Nagarajan, Company Secretary in Whole-time Practice, have been appointed as the Scrutinizer by the Board of Directors of Centum Electronics Limited (the Company) for the purpose of scrutinizing:

- i) the remote e-voting under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015.

in a fair and transparent manner and ascertaining the requisite majority by remote e-voting as per the provisions of the Companies Act, 2013 and rules made there under (including any amendment thereto for the time being in force) and as per the provisions of Secretarial Standard-2 (SS-2) on "General Meetings", issued by the Institute of Company Secretaries of India (ICSI) pursuant to Section 118 (10) of the Companies Act, 2013, on the resolutions contained in the Postal Ballot Notice.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder (including any amendment thereto for the time being in force) with regard to voting through electronic means (by remote e-voting) on the resolutions as set out in the Postal Ballot Notice is the responsibility of the Company's management.

The e-voting facility for voting on the Postal Ballot (remote e-voting) was provided by KFin Technologies Limited (KFin).



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

**DISPATCH OF POSTAL BALLOT NOTICE THROUGH ELECTRONIC MODE:**

In compliance with the circulars issued by the Ministry of Corporate Affairs ("MCA") and SEBI, the Postal Ballot Notice was sent through electronic mode to the members whose e-mail addresses were registered with the Company/ Depositories. Pre-paid envelopes were not required to be sent to the members for the Postal Ballot in accordance with the requirements as specified under the circulars of MCA. Accordingly, the assent or dissent of the Members have been casted through remote e-voting system. The Notice was also made available on the Company's website, websites of the Stock Exchanges and on the website of KFin.

**CUT-OFF DATE:**

The members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date, i.e., Friday, May 30, 2025, were entitled to vote on the resolutions contained in the Postal Ballot Notice. The voting rights of members were in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, May 30, 2025.

**REMOTE E-VOTING:**

The facility of remote e-voting platform was provided by KFin Technologies Limited (KFin).

The remote e-voting period was open from Tuesday, June 3, 2025 (9:00 A.M. IST) to Wednesday, July 2, 2025 (5:00 P.M. IST) on <https://evoting.kfintech.com/>.

**COUNTING PROCESS:**

The votes cast through remote e-voting were unblocked and downloaded from the e-voting website of KFin Technologies Limited <https://evoting.kfintech.com/> in the presence of two witnesses, who are not in the employment of the Company. The e-voting data/results downloaded from the e-voting system of KFin were scrutinized and reviewed, the votes were counted, and the results were prepared.

I submit herewith my Scrutinizer's Report on the results of voting through remote e-voting as under:





**SPECIAL BUSINESS:**

**Item No. 1: Special Resolution**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), Regulation 17(6)(e) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) and the Articles of Association of the Company, approval of the members be and is hereby accorded to re-appoint Mr. Apparao V Mallavarapu (DIN: 00286308), as Chairman and Managing Director of the Company for a further period of Five Years with effect from 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.”

Total Number of members participated through remote e-voting	Total Number of votes cast
<b>84</b>	<b>98,64,027</b>

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	97,99,778	99.35	64,249	0.65	-
<b>Total</b>	<b>97,99,778</b>	<b>99.35</b>	<b>64,249</b>	<b>0.65</b>	<b>-</b>

**Note:** 4 members holding 12,550 shares were abstain from voting.

**Item No. 2: Special Resolution**

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

**“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 22<sup>nd</sup> May, 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.”

Total Number of members participated through remote e-voting	Total Number of votes cast
<b>84</b>	<b>98,64,027</b>

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	98,63,964	100	63	0	-
<b>Total</b>	<b>98,63,964</b>	<b>100</b>	<b>63</b>	<b>0</b>	<b>-</b>

**Note:** 4 members holding 12,550 shares were abstain from voting.

### **Item No. 3: Special Resolution**

#### **Appointment of Dr.Udayanth Malhoutra (DIN: 00053714) as an Independent Director of the Company**

**“RESOLVED THAT** pursuant to Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 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 22nd May, 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 22<sup>nd</sup> May, 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.”

Total Number of members participated through remote e-voting	Total Number of votes cast
<b>84</b>	<b>98,64,027</b>

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	98,63,964	100	63	0	-
<b>Total</b>	<b>98,63,964</b>	<b>100</b>	<b>63</b>	<b>0</b>	<b>-</b>

**Note:** 4 members holding 12,550 shares were abstain from voting.

#### **Item No. 4: Special Resolution**

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

**“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 14<sup>th</sup> January, 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



**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution.”

Total Number of members participated through remote e-voting	Total Number of votes cast
<b>84</b>	<b>98,64,027</b>

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	98,63,964	100	63	0	-
<b>Total</b>	<b>98,63,964</b>	<b>100</b>	<b>63</b>	<b>0</b>	<b>-</b>

**Note:** 4 members holding 12,550 shares were abstain from voting.

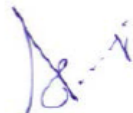
**The special resolutions mentioned in the Postal Ballot notice have been passed with requisite majority by the Shareholders who have voted through remote e-voting.**

I hereby confirm that the relevant records in respect of the votes cast through remote e-voting on the resolution containing in the Postal Ballot Notice by the members of the Company shall remain in my safe custody until the Chairman or a Director/person authorized in this regard considers, approves and signs the minutes/report on Postal Ballot and thereafter, I shall return the relevant records for safe keeping to the Company Secretary or any other person authorized by the Board for this purpose.



I hereby thank the Company for providing me an opportunity to act as the Scrutinizer for the above Electronic Voting System.

Thanking you,  
Yours faithfully

<b>Place: Bangalore</b>	<b>Signature</b> :  <b>Name of the Company Secretary : S.P. NAGARAJAN</b>
<b>Date: 2<sup>nd</sup> July 2025</b>	<b>ACS Number : 10028</b>  <b>CP Number : 4738</b>  <b>UDIN : A010028G000699629</b>
<b>Peer reviewed Unit - bearing Unique Identification Number: I2002KR300400</b>	



  
**S.P. NAGARAJAN M.Com., A C S., LL.B.,**  
**Company Secretary in Wholetime Practice**  
**S-818, 8th Floor, South Block, Manipal Centre,**  
**No. 47, Dickenson Road, Bangalore - 560 042.**  
**Tel: 4114 1544 / 4113 2211**  
**Tele Fax: 4113 6320, (M) : 98453 84585**