

Integrated Governance

CENTUM ELECTRONICS LIMITED

General information about company

Scrip code	517544	
NSE Symbol	CENTUM	
MSEI Symbol	NOTLISTED	
ISIN	INE320B01020	
Date of start of financial year	01-04-2025	
Date of end of financial year	31-03-2026	
Reporting Quarter Type	Half Yearly	
Date of Quarter Ending	30-09-2025	
Type of company	Equity	
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	true	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	true	
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	false	During the Quarter ended 30th September, 2025 no Shares or Voting Rights were acquired by the Company in any unlisted company.
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	false	During the Quarter ended 30th September, 2025 no fines or penalties were levied on the Company.
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	true	
Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity?	false	No Loans, Guarantees, Comfort Letters, Securities etc as been provided by the company.
Risk management committee	true	
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities	
Is SCORE ID Available ?	true	
SCORE Registration ID	C00055	
Reason For No SCORE ID		
Type of Submission	Original	
Remarks (website dissemination)		

Annexure I

Annexure I to be submitted by listed entity on quarterly basis
I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory						true											
Whether the listed entity has a Regular Chairperson						true	Disqualification of Directors under section 164 of										
Whether Chairperson is related to MD or CEO																	
Sr no.	Title(Mr/Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Disqualifications	
1	Mr	MALLAVARAPU VENKATA APPARAO	00286308	Executive Director	Chairperson related to Promoter	MD	false				Active	NA		08-01-1993	01-08-2025		
2	Ms	TANYA MALLAVARAPU	01728446	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		27-05-2023	22-05-2025		
3	Mr	NIKHIL MALLAVARAPU	00288551	Executive Director	Not Applicable		false				Active	NA		13-02-2020	13-02-2025		
4	Mr	RAJIV CHANDRAKANTH MODY	00092037	Non-Executive - Independent Director	Not Applicable		false				Active	NA		07-08-2015	07-08-2020	Of 2	
5	Mr	PARTHASARATHI THIRUVENGADAM	00016375	Non-Executive - Independent Director	Not Applicable		false				Active	NA		08-02-2016	08-02-2021		
6	Ms	V KAVITHA DUTT	00139274	Non-Executive - Independent Director	Not Applicable		false				Active	NA		25-03-2020	25-03-2025		
7	Mr	MANOJ NAGRATH	01974412	Non-Executive - Independent Director	Not Applicable		false				Active	NA		07-08-2015	07-08-2020	Of 2	
8	Mr	TARUN SAWHNEY	00382878	Non-Executive - Independent Director	Not Applicable		false				Active	NA		22-05-2024	22-05-2024		
9	Mr	UDAYANT MALHOUTRA	00053714	Non-Executive - Independent Director	Not Applicable		false				Active	NA		22-05-2025	22-05-2025		

Annexure I

II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00016375	PARTHASARATHI THIRUVENGADAM	Non-Executive - Independent Director	Chairperson	05-08-2016		Textual Information(1)
2	00382878	TARUN SAWHNEY	Non-Executive - Independent Director	Member	23-05-2025		
3	00286308	MALLAVARAPU VENKATA APPARAO	Executive Director	Member	01-08-2014		
4	00139274	V KAVITHA DUTT	Non-Executive - Independent Director	Member	23-05-2025		
5	01974412	MANOJ NAGRATH	Non-Executive - Independent Director	Chairperson	07-08-2015	06-08-2025	Textual Information(2)

Text Block

Textual Information(1)	Mr. Parthasarathi Thiruvengadam was appointed as Audit Committee Member from August 5, 2016 and later was resdesignated as chairman w.e.f August 7, 2025
Textual Information(2)	Mr. Manoj Nagrath ceased to be Audit Committee Chairman w.e.f August 7, 2025 due to completion of tenure as Independent Director.

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00139274	V KAVITHA DUTT	Non-Executive - Independent Director	Chairperson	15-06-2021		Textual Information(1)
2	00286308	MALLAVARAPU VENKATA APPARAO	Executive Director	Member	07-08-2015		
3	00382878	TARUN SAWHNEY	Non-Executive - Independent Director	Member	23-05-2025		
4	00053714	UDAYANT MALHOUTRA	Non-Executive - Independent Director	Member	23-05-2025		
5	01974412	MANOJ NAGRATH	Non-Executive - Independent Director	Chairperson	07-08-2015	06-08-2025	Textual Information(2)
6	00092037	RAJIV CHANDRAKANTH MODY	Non-Executive - Independent Director	Member	07-08-2015	06-08-2025	Textual Information(3)

Text Block

Textual Information(1)	Ms. V Kavitha Dutt was appointed as Audit Committee Member from June 15, 2021 and later was redesignated as chairman w.e.f August 7, 2025
Textual Information(2)	Mr. Manoj Nagrath ceased to be Nomination and Remuneration Committee Chairman w.e.f August 7, 2025 due to completion of tenure as Independent Director.
Textual Information(3)	Mr. Rajiv Chandrakant Mody ceased to be member of Nomination and Remuneration Committee w.e.f August 7, 2025 due to completion of tenure as Independent Director.

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00053714	UDAYANT MALHOUTRA	Non-Executive - Independent Director	Chairperson	23-05-2025		Textual Information(1)
2	00288551	NIKHIL MALLAVARAPU	Executive Director	Member	15-06-2021		
3	01728446	TANYA MALLAVARAPU	Non-Executive - Non Independent Director	Member	27-05-2023		
4	01974412	MANOJ NAGRATH	Non-Executive - Independent Director	Chairperson	07-08-2015	06-08-2025	Textual Information(2)

Text Block

Textual Information(1)	Mr. Udayant Malhoutra was recategorized as chairman w.r.f 07-08-2025
Textual Information(2)	Mr. Manoj Nagrath ceased to be Chairman of Stakeholders Relationship Committee w.e.f August 7, 2025 due to completion of tenure as Independent Director.

Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00016375	PARTHASARATHI THIRUVENGADAM	Non-Executive - Independent Director	Chairperson	15-06-2021		
2	00288551	NIKHIL MALLAVARAPU	Executive Director	Member	15-06-2021		
3	01728446	TANYA MALLAVARAPU	Non-Executive - Non Independent Director	Member	01-09-2025		
4	99999999	SUNDARARAJAN PARTHASARATHY	Chief Financial Officer	Member	01-09-2025		Textual Information(1)
5	99999999	K S DESIKAN	Chief Financial Officer	Member	15-06-2021	31-08-2025	Textual Information(2)

Text Block

Textual Information(1)	Mr.Sundararajan Parthasarathy is the Chief Financial Officer of the Company and hence DIN is not provided.
Textual Information(2)	Mr. K S Desikan ceased to be member of Risk Management Committee with effect from August 31, 2025 pursuant to his superannuation from the services of the Company.

Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00016375	PARTHASARATHI THIRUVENGADAM	Non-Executive - Independent Director	Chairperson	05-08-2016		
2	00139274	V KAVITHA DUTT	Non-Executive - Independent Director	Member	15-06-2021		
3	01728446	TANYA MALLAVARAPU	Non-Executive - Non Independent Director	Member	27-05-2023		
4	00288551	NIKHIL MALLAVARAPU	Executive Director	Member	23-05-2025		

Other Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson					true	
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
No records available						

Annexure I

III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	22-05-2025			true	9	9	6
2	05-08-2025	74		true	9	9	6

Annexure I

IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	21-05-2025				true	3	3	2	0
2	Audit Committee	04-08-2025	74			true	5	5	4	0
3	Nomination and remuneration committee	22-05-2025				true	4	4	3	0
4	Nomination and remuneration committee	05-08-2025	74			true	6	5	4	0

Annexure I

V. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	true
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	true
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	true
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee	true
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	true
9	Any comments/observations/advice of Board of Directors may be mentioned here:	

Annexure I

Sr	Subject	Compliance status
1	Name of signatory	Indu H S
2	Designation	Company Secretary and Compliance Officer

Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		false
Other details of cyber security incidence or breaches or loss of data event		
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event
No records available		

Affirmations on Compliance Requirements for AGM (applicable only for the first half-year filing i.e., 2nd quarter)

III. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is 'No' details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Compliance with the conditions laid down for Secretarial Auditor or the person signing the Secretarial Compliance Report	24A(1A), 24A(1B), 24A(1C)	Yes	
7	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
8	Whether 'Corporate Governance Report' disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				

Annexure III

1	Name of signatory	indu H S
2	Designation	Company Secretary and Compliance Officer

Signatory Details

Name of signatory	Indu H S
Designation of person	Company Secretary and Compliance Officer
Place	Bangalore
Date	24-10-2025

Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	51
No. of investor complaints disposed off during the Quarter	51
No. of investor complaints those remaining unresolved at the end of the Quarter	0

Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies- The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies					
Sr.No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
No records available					

Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Imposition of Fine or Penalty					
Sr.No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
No records available					

Disclosure of Updates to Ongoing Tax Litigations or Disputes The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
Sr.No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
1	AO, Income Tax Department	27-01-2020	As part of the Income Tax Assessment, Company received assessment order u/s 143(3) of the IT Act for AY 2017-18 with a demand of Rs.46.44 Million due to non-submission of FORM 3CL for R&D expenses claimed u/s 35(2AB), deductions not allowed u/s 80G.	The Company has filed an appeal before CIT (Appeals), Income Tax, and is awaiting hearing.
2	Commissioner of Central Tax, Bangalore North Division	14-06-2016	The Headquarters Preventive Unit, Bangalore II Commissionerate conducted the audit for the period from the Dec 2010 to Aug 2012 and rejected the availment of cenvat credit on the ground that the invoices does not pertain to the location for which the cenvat credits are availed. The quantum of claims is amounting to Rs.22.26 million.	Appeal filed by the Company is allowed by CESTAT on July 10, 2025 and hence the matter is resolved.
3	Commissioner of Central Tax, Bangalore North Division	04-06-2018	The Headquarters Preventive Unit, Bangalore II Commissionerate conducted the audit for period from the 2009-10 to 2014-15 and indicated that the company has not paid service tax under reverse charge on the expenses incurred in the foreign currency towards selling and marketing office situated abroad. The quantum of claims is amounting to Rs.52.61 million.	The Company has filed an appeal before CESTAT and awaiting hearing.
4	Commissioner of Central Tax, Bangalore North Division	13-08-2021	The Headquarters Preventive Unit, Bangalore II Commissionerate conducted the audit for period from the 2016-17 to 2017-18 (June 2017) and indicated that the company has not paid service tax under reverse charge on the expenses incurred in the foreign currency towards selling and marketing office situated abroad. The quantum of claims is amounting to Rs.36.73 million.	The Company has filed an appeal before CESTAT and awaiting hearing.
5	AO, Income Tax Department	11-03-2025	Assessment order was received by the Company, wherein certain disallowances are proposed by the assessing officer. The demand raised is Rs.4.56 crores (including interest).	The Company has filed an appeal before High Court and awaiting hearing.