



Ref: CE/NSEBSE/PB/14022026

14<sup>th</sup> February, 2026

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, February 06, 2026 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 Sunday, February 15, 2026 at 9:00 a.m (IST) and ends on Monday, March 16, 2026 at 5:00 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

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**Centum Electronics Limited**

# 44, KHB Industrial Area, Yelahanka New Town, Bangalore - 560 064, 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



**CENTUM ELECTRONICS LIMITED**

CIN: L85110KA1993PLC013869

Registered Office: No.44, KHB Industrial Area, Yelahanka New Town, Bangalore – 560 064

Telephone: 080 4143 6000, Fax: 080 4143 6005, website: [www.centumelectronics.com](http://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 that the resolution set out below is proposed to be passed by the Members of Centum Electronics Limited ("the Company") by means of Postal Ballot, only by way of remote e-Voting process ("e-Voting"), pursuant to Section 110 and Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, Circulars and Notifications thereunder issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by The Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time). 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 circular issued by Ministry of Corporate Affairs ('MCA') no. 09/2024 dated September 19, 2024 read with circular no. 14/2020 dated April 8, 2020, 17/ 2020 dated April 13, 2020, read with other relevant circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as 'MCA Circulars'), this Postal Ballot Notice ("Notice") is being sent by email only, to the members whose e-mail addresses are registered with the Company/ Depository Participants ('DP')/ Depository/ Registrar & Share Transfer Agent of the Company. Further, the assent/ dissent of the members on the resolution proposed in this Notice will be considered only through the remote e-Voting system.

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company has appointed Mr. S.P. Nagarajan, Practicing Company Secretary (CP No. 4738), Bangalore who will act as the scrutinizer (**the "Scrutinizer"**), to conduct the Postal Ballot through remote e-Voting process in a fair and transparent manner. The remote e-Voting period commences from 09:00 a.m. (IST) on Sunday, February 15, 2026 and ends at 05:00 p.m. (IST) on Monday, March 16, 2026. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-Voting. The results of the Postal Ballot will be announced not later than 2 working days of the conclusion of the e-Voting. The said results along with the Scrutinizer's Report will be uploaded on the Company's website <https://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 – Appointment of Mr. Apurva Chandra (DIN: 02531655) 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 the applicable provisions 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”), Mr. Apurva Chandra (DIN: 02531655), who was appointed as an Additional Non-Executive Independent Director of the Company with effect from 19<sup>th</sup> December, 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 Listing Regulations 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 19<sup>th</sup> December, 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.2 – Appointment of Mr. Ramesh Ramadurai (DIN: 07109252) 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 the applicable provisions 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”), Mr. Ramesh Ramadurai (DIN: 07109252), who was appointed as an Additional Non-Executive Independent Director of the Company with effect from 14<sup>th</sup> February, 2026 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 Listing Regulations 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 14<sup>th</sup> February, 2026.

**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 – To approve restructuring of Centum Electronics UK Limited and Centum T&S Group Société Anonyme (S.A.), France (along with its subsidiaries) by way of divestment / sale / disposal of investments / assets and/or cessation of control of the Company in Centum Electronics UK Limited and Centum T&S Group Société Anonyme (S.A.), France and its subsidiaries.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to Regulation 24(5), 24(6) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**Listing Regulations**"), applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modifications, amendments, or re-enactments of any of them for the time being in force), the memorandum and articles of association of the Company, and subject to such other approvals, consents, sanctions and permissions, to the extent applicable and necessary, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "**Board**", which term shall include a Committee authorised by the Board to exercise the powers conferred on the Board by this resolution if any) to divest, sell, transfer or otherwise dispose of its investments and / or assets in its Material Subsidiary - Centum T&S Group Société Anonyme (S.A.), France ("**Material Subsidiary**") along with its subsidiaries in any manner whatsoever, including, but not limited to:

- a. participation in, consent to, or cooperation with any court supervised restructuring, reorganisation, administration, insolvency, liquidation or similar proceedings initiated under the applicable laws, including any sale, disposal or distribution of assets pursuant thereto,
- b. sale or transfer of the shares / investments held in the Material Subsidiary, directly or indirectly, in whole or in part, to potential buyers / investors / acquirers, in accordance with the applicable regulatory or legal process including any court supervised restructuring or insolvency proceedings under the applicable laws, notwithstanding that such transactions may involve or result in reduction in the shareholding (direct or indirect) of the Company, in the Material Subsidiary below 50% (fifty percent) or change in control of the Material Subsidiary or cessation of control over the Material Subsidiary for the Company; and/or
- c. sale, transfer, lease, assignment or hive off, disposal, pledge (including disposal upon invocation of pledge) / lien or any type of encumbrance, of either the entire or any substantial part of the properties, assets or undertakings of the Material Subsidiary directly or indirectly (including for the sake of clarity, properties, assets or undertakings of its subsidiaries and another Material Subsidiary of the Company, Centum Electronics UK Limited), in one or more tranches, to potential buyers/ third-parties through various modes including by way of slump sale, asset sale or through any contractual arrangements, disposal or distribution of assets on any dissolution, restructuring, winding-up, liquidation or in any other manner, notwithstanding that such transaction(s) either singly or taken together with other similar transactions, could involve or result in disposal of more than 20% (twenty percent) of the assets of the Material Subsidiary or the assets of Centum Electronics UK Limited, another Material subsidiary of the Company, each on an aggregate basis, during a financial year; and/or

for such consideration in cash and/or kind or otherwise and on such terms and conditions as may be agreed by the Board to be in the best interest of the Company.

**RESOLVED FURTHER THAT** in terms of Regulation 24(5) and Regulation 24(6) of the Listing Regulations, such divestment, restructuring, liquidation and consequent dissolution of the Material Subsidiary may involve inter-alia the following actions as part of, and incidental to the process:



- a. the sale, transfer, divestment or other disposal, directly or indirectly, of the shares or investments held in the Material Subsidiary, in whole or in part, in accordance with applicable laws, notwithstanding that such transaction(s) may result in (i) a reduction/ cessation of the entire shareholding of the Company in the Material Subsidiary, or (ii) the cessation of control by the Company over the Material Subsidiary, or (iii) the cessation of the legal existence of the Material Subsidiary; and/or
- b. the sale, transfer, lease or other disposal of all or substantially all of the assets of the Material Subsidiary and assets of Centum Electronics UK Limited, each on an aggregate basis during a financial year, which may constitute more than 20% of the assets of such material subsidiaries, in accordance with applicable law.

**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.

**RESOLVED FURTHER THAT** all actions taken by the Board, including its Committee thereof, in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respects.

**By order of the Board of Directors  
For Centum Electronics Limited**

**Sd/-**

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

**Place: Bangalore  
Date: February 14, 2026**

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013****Item No.1**

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee had approved the appointment of Mr. Apurva Chandra (DIN: 02531655), as an Additional Non-Executive Independent Director of the Company with effect from December 19, 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 Mr. Apurva Chandra for the office of an Independent Director of the Company. The Company has also received from Mr. Apurva Chandra (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, Mr. Apurva Chandra 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. Mr. Apurva Chandra 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 Mr. Apurva Chandra 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, Mr. Apurva Chandra is independent of the management.

Mr. Apurva Chandra has no shareholding in the Company.

The Board recommends the Special Resolution set out at Item No. 1 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.1 of the accompanying Notice except to the extent of their Shareholding, if any in the Company.

**Item No.2:**

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee had approved the appointment of Mr. Ramesh Ramadurai (DIN: 07109252), as an Additional Non-Executive Independent Director of the Company with effect from February 14, 2026 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 Mr. Ramesh Ramadurai for the



office of an Independent Director of the Company. The Company has also received from Mr. Ramesh Ramadurai (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, Mr. Ramesh Ramadurai 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. Mr. Ramesh Ramadurai 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 Mr. Ramesh Ramadurai 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, Mr. Ramesh Ramadurai is independent of the management.

Mr. Ramesh Ramadurai has no shareholding in the Company.

The Board recommends the Special Resolution set out at Item No. 2 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.2 of the accompanying Notice except to the extent of their Shareholding, if any in the Company.

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.

### Item No. 3:

Centum T&S Group Société Anonyme (S.A.), France ("**Material Subsidiary**") is a subsidiary of the Company and qualifies as a material subsidiary of the Company as defined under Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"). 90.08% of the equity capital of the Material Subsidiary is held by Centum Electronics UK Limited, a wholly owned subsidiary of the Company and an entity that is also classified as a material subsidiary of the Company.

The Material Subsidiary (along with its subsidiaries) have been facing certain financial and operational challenges which have adversely impacted their ability to continue business operations in the ordinary course. In light of the prevailing circumstances, the Board of Directors, at its meeting held on February 14, 2026, reviewed the investments of the Company in the Material Subsidiary and has approved to initiate actions relating to the Material Subsidiary including but not limited to, participation in consent to or cooperation with any court-supervised restructuring, reorganisation, administration, sale, transfer, disposal, insolvency, winding-up, liquidation, through other contractual arrangements, in one or more tranches, on such terms and conditions or similar proceedings under the applicable laws, in such manner and on such terms and conditions (including timing and extent) as the Board may in its absolute discretion decide or

deem fit in the best interest of the Company, subject to the prior approval of the shareholders of the Company.

In terms of Regulation 24(5) of the Listing Regulations, a listed entity is not permitted to dispose of its shareholding in its material subsidiaries which results in a reduction of its shareholding (either on its own or together with other subsidiaries) to less than or equal to 50% or cease the exercise of control over the subsidiary without passing a Special Resolution, except in cases where such divestment is made under a scheme of arrangement or under a resolution plan under the Insolvency and Bankruptcy Code, 2016. Given that the Company may cease to hold any shareholding (indirectly) in the Material Subsidiary and / or cease to exercise control over the Material Subsidiary as a result of the proposed transaction(s), approval of the Company's shareholders is being sought by way of a Special Resolution.

Further, in terms of Regulation 24(6) of the Listing Regulations, prior approval of the shareholders by way of a Special Resolution is also required where a listed entity, together with its subsidiaries, sells, disposes or leases assets amounting to more than 20% of the assets of a material subsidiary on an aggregate basis during a financial year, other than as part of a scheme of arrangement or under a resolution plan approved under the Insolvency and Bankruptcy Code, 2016. Given that, pursuant to the proposed actions including restructuring or winding-up of the Material Subsidiary, all or substantially all of the assets of the Material Subsidiary may be disposed of in accordance with applicable laws and such disposal may result in an indirect disposal of assets of Centum Electronics UK Limited, another material subsidiary of the Company, the approval of the Company's shareholders is also being sought in terms of Regulation 24(6).

In view of the aforesaid statutory and regulatory requirements, the proposal is placed before the shareholders for approval.

Mr. Apparao Venkata Mallavarapu and Dr. Udayant Malhoutra are Directors on the Board of the Company who are also Directors on the Board of Material Subsidiaries. None of the other Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in this resolution.

The Board of Directors has approved and recommends the resolution as set out in Item No. 3 of the Notice for the approval of the members as a Special Resolution.



**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, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 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, February 06, 2026 (“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](http://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 **Sunday, February 15, 2026 at 9:00 a.m (IST) and ends on Monday, March 16, 2026 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 **Wednesday, March 18, 2026** 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](http://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. **Monday, March 16, 2026**.
- (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](mailto:investors@centumelectronics.com) from their registered e-mail addresses upto the last date of remote e-voting i.e. **Monday, March 16, 2026** 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:**

<b>Commencement of e-voting:</b>	<b>Sunday, February 15, 2026</b>
<b>End of e-voting:</b>	<b>Monday, March 16, 2026</b>

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](http://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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: <b>022-4886 7000 / 1800 102 0990.</b>	Members facing any technical issue during login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>1800 210 9911.</b>

**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](mailto:cs@nagarajsp818.com) with a copy marked to [evoting@kfintech.com](mailto: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](mailto: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](mailto:shivakumar.n@kfintech.com)

### Annexure 1

#### **Details of the Directors seeking 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. Apurva Chandra
<b>DIN</b>	02531655
<b>Date of Birth</b>	19.09.1964
<b>Age</b>	62
<b>Date of first appointment on the Board</b>	December 19, 2025
<b>Qualifications</b>	Bachelor's degree in Civil Engineering and a Master's degree in Structural Engineering from IIT Delhi. He also holds a Diploma in Business Finance from ICFAI (India).
<b>Expertise in specific functional areas</b>	Mr. Apurva Chandra is a retired Indian Administrative Service (IAS) officer with over 36 years of distinguished service in the Government of India and the Government of Maharashtra. He has held several key leadership positions, including Secretary in the Ministries of Health, Information & Broadcasting, and Labour; Director General (Acquisition) in the Ministry of Defence; Joint Secretary, Ministry of Petroleum & Natural Gas in Government of India and Principal Secretary (Industries) in the Government of Maharashtra. He has previously served on the boards of several major Public Sector Undertakings, including GAIL, Petronet LNG, MIDC and SICOM.
<b>Skills and capabilities required for the role and the manner in which the Directors meet the requirements</b>	Refer Item No. 1 of the Notice and Explanatory Statement
<b>Terms and conditions of redesignation</b>	Appointment as an Independent Director for a period of 5 years commencing from December 19, 2025 to December 18, 2030 (both days inclusive) [Refer Item No. 1 of the Notice and Explanatory Statement]
<b>Details of remuneration last drawn (FY 2024-25)</b>	Not Applicable
<b>Details of remuneration sought to be paid</b>	Sitting Fees and Commission as approved by the Board of Directors
<b>Directorships in other listed Companies</b>	<ol style="list-style-type: none"> <li>1. Sudarshan Chemicals Industries Limited</li> <li>2. CEAT Limited</li> <li>3. Ravindra Energy Limited</li> <li>4. Lloyds Engineering Works Limited</li> </ol>

Membership/ Chairpersonship of Committees in other companies	Name of the Company	Name of the Committee
	Sudarshan Chemicals Industries Limited	1. Audit Committee - Member 2. Risk Management Committee- Chaiman
	Ravindra Energy Limited	1. Nomination and Remuneration Committee – Member
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	-	
No. of Board Meetings attended during FY 2024-25 and FY 2025-26 (up to the date of this Notice)	Not applicable	
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		Ramesh Ramadurai	
DIN	07109252		
Date of Birth	13.02.1962		
Age	64		
Date of first appointment on the Board	February 14, 2026		
Qualifications	Bachelor's degree in chemical engineering from IIT Kanpur and MBA from IIM Calcutta		
Expertise in specific functional areas	<p>Mr. Ramesh Ramadurai is a 30+ year veteran with 3M, with a uniquely global business and cross-cultural leadership perspective. He has lived and worked in the US, the Philippines and China for close to fifteen years. During his assignment in China between 2014 and 2019, he had responsibility for 3M's industrial business across all of Asia Pacific.</p> <p>He currently serves as the Managing Director of 3M India, a position he has held since June 2019. Prior to joining 3M, he worked at an offshore oil production platform, and at a leading automotive part and two-wheeler manufacturer in India.</p>		
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Refer Item No. 2 of the Notice and Explanatory Statement		
Terms and conditions of redesignation	Appointment as an Independent Director for a period of 5 years commencing from February 14, 2026 to February 13, 2031 (both days inclusive) [Refer Item No. 2 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	1. 3M India Limited (due to retire on 31 <sup>st</sup> March, 2026) 2. Anthem Biosciences Limited		
Membership/ Chairpersonship of Committees in other companies	3M India Limited	1. Stakeholders Relationship Committee - Member 2. Risk Management Committee - Member 3. Corporate Social Responsibility Committee - Member	

	Anthem Biosciences Limited	1. Audit Committee - Member 2. Stakeholders Relationship Committee - Member 3. Nomination and Remuneration Committee - Member 4. Risk Management Committee - Chairperson	
<b>Listed entities from which the Director has resigned from Directorship in last 3 (three) years</b>	-		
<b>No. of Board Meetings attended during FY 2024-25 and FY 2025-26 (up to the date of this Notice)</b>	Not applicable		
<b>Inter-se relationship with other Directors and Key Managerial Personnel of the Company</b>	None		
<b>No. of shares held:</b>			
<b>(a) Own</b>	-		
<b>(b) For other persons on a beneficial basis</b>	-		