Ref: CEL/AGM/26082020

26th August, 2020

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,

Sub: Twenty Seventh Annual General Meeting Notice, E-voting facility and Record Date for Final Dividend

This is to inform that the Twenty Seventh Annual General Meeting of the Company is scheduled on Friday, September 18, 2020 at 4.00 p.m. through Video Conferencing in accordance with the General Circular issued by Ministry of Corporate Affairs dated May 5, 2020 read with General Circulars dated April 8, 2020 and April 13, 2020 and SEBI Circular dated May 12, 2020.

Pursuant to this, we have fixed:

- Friday, September 11, 2020 as the cut- off date for ascertaining the list of shareholders eligible to participate in the e-voting facility being offered in respect of the businesses to be transacted at the Twenty Seventh Annual General Meeting of the Company.

- Friday, September 4, 2020 as the Record Date for determining the members eligible for Final Dividend on Equity Shares, if declared at the ensuing Annual General Meeting of the Company.

  The Dividend, if declared at the Annual General Meeting will be paid on or before Thursday, October 15, 2020.

We are enclosing herewith the Notice for the 27th Annual General Meeting of the Company.

The intimation is pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the above information on your records.

Yours faithfully,
For **Centum Electronics Limited**

NAGARAJ K V

Digitally signed by NAGARAJ K V
Date: 2020.08.26 12:20:19 +05'30'

Nagaraj K V
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 www.centumindia.com
CIN - L85110KA1993PLC013869

Centum Electronics Limited

Corporate Identity Number (CIN) - L85110KA1993PLC013869
Registered Office: No.44, KHB Industrial Area, Yelahanka New Town, Bangalore - 560 106
Tel. No: +91 80 4143 6000 Fax No: +91 80 4143 6005
Email: investors@centumelectronics.com Website: www.centumelectronics.com

Notice of the 27th Annual General Meeting

Notice is hereby given that the Twenty Seventh Annual General Meeting of the Members of **Centum Electronics Limited** will be held on Friday, September 18, 2020 at 4 p.m. through Video Conferencing ("VC") to transact the following business:

ORDINARY BUSINESS

Item No.1 – Adoption of Financial Statements

a) To receive, consider and adopt the standalone audited financial statements of the Company for the financial year ended March 31, 2020, including the audited Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement and notes to financial statements for the year ended on that date along with the reports of the Board of Directors and Auditor's thereon.

b) To receive, consider and adopt the consolidated audited financial statements of the Company for the financial year ended March 31, 2020, including the audited Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement and notes to financial statements for the year ended on that date along with the report of the Auditor's thereon.

Item No.2 – Declaration of Dividend

To declare a final Dividend of ₹ 2.50 per equity share (i.e. 25%) of ₹ 10/- each for the financial year 2019-20.

Item No.3 – Retirement of Director by rotation

To appoint a Director in place of Dr. Swarnalatha Mallavarapu (DIN: 00288771), who retires by rotation and being eligible, offers herself for the re-appointment.

SPECIAL BUSINESS

Item No.4 – Remuneration payable to the Cost Auditors

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

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. K.S. Kamalakara & Co., Cost Accountants (Registration No. 10625), appointed as Cost Auditors by the Board of Directors to audit the cost records of the Company for the financial year 2020–21, be paid a remuneration of ₹ 1,00,000 (Rupees One Lakh) per annum plus applicable taxes and out-of-pocket expenses that may be incurred during the course of audit.

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.5 – Appointment of Ms. Kavitha Dutt Chitturi (DIN: 00139274) as an Independent Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary 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 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Ms. Kavitha Dutt Chitturi (DIN: 00139274), who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 25, 2020, who holds office until the date of the ensuing Annual General Meeting and relating to whom the Company has received a Notice under Section 160(1) of the Companies Act, 2013 signifying the intention to propose her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office up to five consecutive years commencing from March 25, 2020, whose office shall not be liable to retire by rotation.

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.6 – Re-appointment of Mr. Manoj Nagrath (DIN: 01974412) 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 the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. Manoj Nagrath (DIN: 01974412), Independent Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and who is eligible for reappointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for second term of five consecutive years commencing from August 7, 2020 to August 6, 2025 or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines and whose office shall not be liable to retire by rotation.

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.7 – Re-appointment of Mr. Rajiv C Mody (DIN: 00092037) 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 the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. Rajiv C Mody (DIN: 00092037), Independent Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and who is eligible for reappointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for second term of five consecutive years commencing from August 7, 2020 to August 6, 2025 or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines and whose office shall not be liable to retire by rotation.

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.8 – Appointment of Mr. Nikhil Mallavarapu (DIN: 00288551) as Whole Time Director, designated as Executive 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 the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) and the Articles of Association of the Company, Mr. Nikhil Mallavarapu (DIN: 00288551), who was appointed as an Additional Director of the Company with effect from February 13, 2020 and who holds office till the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER 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 for appointment of Mr. Nikhil Mallavarapu (DIN: 00288551) as Whole Time Director, designated as Executive Director of the Company for a period of Five Years with effect from February 13, 2020 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. Nikhil Mallavarapu, the remuneration by way of salary, perquisites, commission or any other allowances as specified above and in accordance with the limits specified under the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may be prescribed by the Government from time to time in this regard, as minimum remuneration.

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

Item No.9 – Re-appointment of Mr. Apparao V Mallavarapu (DIN: 00286308) as Chairman and Managing 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 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, 2020 on the terms and conditions including remuneration as detailed out in the explanatory statement attached to the notice.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate based on the recommendation of the Nomination & Remuneration Committee, provided that such variation or increase as the case may be is within the overall limits specified in Schedule V & the relevant provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay Mr. Apparao V Mallavarapu, the remuneration by way of salary, perquisites, commission or any other allowances as specified above and in accordance with the limits specified under the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may be prescribed by the Government from time to time in this regard, as minimum remuneration.

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

Item No.10 – Approval for payment of Remuneration/ Commission to Non-Executive Directors of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 197, 198 and any other applicable provisions of the Companies Act, 2013 ("Act") (including any statutory modification(s) or reenactment thereof for the time being in force), Regulation 17(6) 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, the approval of the members be and is hereby accorded for the payment of remuneration/ commission of ₹ 5,00,000/- (Rupees Five Lakhs) annually, commencing from April 1, 2020, to each of the Non-Executive Directors including Independent Directors for their guidance/counsel to the Company, on matters relating to the Corporate Affairs.

RESOLVED FURTHER THAT the above remuneration shall be in addition to the fee payable to the director(s) for attending the Meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other Meetings.

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

By Order of the Board of Directors
For Centum Electronics Limited

Nagaraj K V
Company Secretary
& Compliance Officer

Place: Bengaluru
Date: : July 28, 2020

Registered Office:
No.44, KHB Industrial Area
Yelahanka New Town
Bangalore – 560 106
CIN: L85110KA1993PLC013869

NOTES:

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has, vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 5, 2020 (collectively "MCA Circulars"), permitted companies to conduct Annual General Meeting (AGM) through Video Conferencing (VC) or other Audio Visual means, subject to compliance of various conditions mentioned therein. In compliance with the MCA Circulars and applicable provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 27th AGM of the Company is being convened and conducted through VC.

2. The Company has enabled the Members to participate at the 27th AGM through the VC facility provided by KFin Technologies Private Limited, Registrar and Share Transfer Agents. The instructions for participation by Members are given in the subsequent paragraphs. Participation at the AGM through VC shall be allowed on a first-come-first-served basis.

3. As per the provisions under the MCA Circulars, Members attending the 27th AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

4. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and Insta Poll during the AGM. The process of remote e-voting with necessary user id and password is given in the subsequent paragraphs. Such remote e-voting facility is in addition to voting that will take place at the 27th AGM being held through VC.

5. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through Insta Poll at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.

6. The Company has appointed Mr. S.P. Nagarajan, Practicing Company Secretary (Membership No. ACS 10028), who in the opinion of the Board is a duly qualified person, as a Scrutinizer who will collate the electronic voting process in a fair and transparent manner. The Scrutinizer shall within a period of two (2) working days from the date of conclusion of e-voting period, submit his report of the votes cast in favour or against, if any, to the Chairman of the Company. The result of the same will be disclosed at the Annual General Meeting proceedings. The e-voting results will also be uploaded in the website of the Company https://www.centumelectronics.com.

7. As per the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the 27th AGM is being held through VC as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 27th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

8. Corporate Members are required to access the link https://evoting.karvy.com and upload a certified copy of the Board resolution authorizing their representative to attend the AGM through VC and vote on their behalf. Institutional investors are encouraged to attend and vote at the meeting through VC.

9. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

10. The Company has fixed Friday, September 4, 2020 as Record Date for determining the members eligible for Dividend on Equity Shares, if declared at the Annual General Meeting.

11. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if approved by the members will be paid on or before Thursday, October 15, 2020 to those members who names appear in the Register of Members on the Record Date.

12. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the members are requested to refer to the Finance Act, 2020 and amendments thereof.

    A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by accessing sending an email to einward.ris@kfintech.com or investors@centumelectronics.com. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

    Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, self declaration and any other document which may be required to avail the tax treaty benefits by accessing sending an email to einward.ris@kfintech.com or investors@centumelectronics.com.

    The aforesaid declarations and documents need to be submitted by the shareholders latest by September 4, 2020.

13. Members are requested to note that the dividends not encashed or claimed within 7 (seven) years from the date

of transfer to the Unpaid Dividend Account, will as per Section 124 of the Companies Act, 2013, respective shares lying in the pool account and unpaid dividend amount be transferred to the Investor Education and Protection Fund. Members who have not encashed or claimed the dividend for the earlier years are requested to approach the Company / Registrar & Transfer Agents and whose shares transferred to IEPF can claim by making an application in form IEPF-5 to IEPF Authority through Companies Nodal Officer and Registrar & Transfer Agents at the earliest. Members can file only one consolidated claim in a financial year as per the IEPF Rules.

14. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updates of savings bank account details to their respective Depository Participant(s). Members holding Shares in physical form are requested to advise any change of address or bank details immediately to our Registrars and Transfer Agent, KFin Technologies Private Limited. Members are also encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.

15. In accordance with the proviso to Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, transfers of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, Members holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them.

16. In line with the MCA Circulars, the notice of the 27th AGM along with the Annual Report 2019-20 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may please note that this Notice and Annual Report 2019-20 will also be available on the Company's website at https://www.centumelectronics.com/annual-report/, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFin Technologies Private Limited at https://evoting.karvy.com.

17. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, Selenium, Plot 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad-500 032.

    Members may note that pursuant to the General Circular No. 20/2020 dated May 5, 2020 issued by the MCA, the Company has enabled a process for the limited purpose of receiving the Company's annual report and notice for the Annual General Meeting (including remote e-voting instructions) electronically, and Members may temporarily update their email address by accessing the link https://ris.kfintech.com/email_registration/

18. The Statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed hereto.

19. Additional information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting is furnished and forms a part of the Notice. The Directors have furnished the requisite consents / declarations for their appointment/ re-appointment.

20. The following documents will be available for inspection by the Members electronically during the 27th AGM. Members seeking to inspect such documents can send an email to investors@centumelectronics.com.

    a) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013.

    b) The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013.

21. Members are requested to send all communications relating to Shares including dividend matters to our Registrar and Share Transfer Agents at the following address:

    KFin Technologies Private Limited
    (Formerly Karvy Fintech Private Limited)
    Selenium Tower B, Plot Nos.31 & 32,
    Financial District Nanakramguda, Serilingampally Mandal,
    Hyderabad – 500032
    Ph No.: +91 40 6716 2222, Fax No.: 040 23001153
    Toll Free No. 1800 3454 001
    Email: einward.ris@kfintech.com

22. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the Annual General Meeting.

23. Pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and in compliance with the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, it is mandatory to extend to the Members of the Company, the facility to vote at the Annual General Meeting (AGM) by electronic means. Members of the Company can transact all the items of the business through electronic voting system as contained in the Notice of the Meeting.

PROCEDURE AND INSTRUCTIONS FOR E-VOTING:

24. The Company has entered into an agreement with KFin Technologies Private Limited (KFin) for facilitating e-voting for the Annual General Meeting. The instructions for e-voting are as follows:

A. In case a Member receives an e-mail from KFin (for Members whose e-mail addresses are registered with the Company/Depositories):

i. Launch internet browser by typing the URL https://evoting.karvy.com

ii. Enter the login credentials (i.e., User ID and password mentioned below). Event No. followed by Folio No./ DP ID-Client ID will be your User ID. However, if you are already registered with the KFin for e-voting, you can use your existing User ID and password for casting your vote.

iii. After entering these details appropriately, Click on "LOGIN".

iv. You will now reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, 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.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the "EVENT" i.e., Centum Electronics Limited.

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.

ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click on "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xii. Corporate/Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to cs@nagarajsp818.com.

xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual - Shareholders, available at the downloads section of www.evoting.karvy.com.

xiv. The e-voting period commences on Tuesday, September 15, 2020 at 9.00 a.m. to Thursday, September 17, 2020 at 5.00 p.m. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date being Friday, September 11, 2020, may cast their vote by electronic means in the manner and process set out hereinabove. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not vote by way of poll, if held at the Meeting.

xv. In case a person has become the Member of the Company after the dispatch of AGM Notice but on or before the cut-off date i.e., September 11, 2020, may write to KFintech on the email id: shivakumar.n@kfintech.com or to Mr. Shivakumar, Contact No. 040-67161653 or at 18003454001 (toll free), at [Unit: Centum Electronics Limited] KFin Technologies Private Limited (Formerly Karvy Fintech Private Limited), Selenium Tower B, Plot Nos.31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sl. No. (i) to (xii) as mentioned in (A) above, to cast the vote.

B. In case a Member who have not registered their email address with the Company/Depositories (including Members holding shares in physical form), please follow all

steps from Sl. No. (i) to (xii) as mentioned in (A) above, to cast your vote.

C. Voting at the Annual General Meeting: Those Members who are present in the Meeting through VC and have not cast their vote on resolutions through remote e-voting, can vote through Insta Poll at the Meeting. Members who have already cast their votes by remote e-voting are eligible to attend the Meeting. However, those Members are not entitled to cast their vote again at the Meeting.

D. A Member can opt for only single mode of voting i.e. through remote e-voting or voting at the AGM.

INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC:

25. Members may access the platform to attend the AGM through VC at https://emeetings.kfintech.com and **click on the "video conference"** and access the shareholders/ members login by using the remote e-voting credentials. The link for e-AGM will be available in shareholder/members login where the EVENT and the name of the company can be selected.

26. Please note that the Members who have not registered their e-mail address or do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in this Notice.

27. The facility for joining the AGM shall open 15 minutes before the scheduled time for commencement of the AGM and shall be closed after the expiry of 15 minutes after such schedule time.

28. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.

29. Members are required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.

30. Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

31. Members who may want to express their views or ask questions at the AGM may visit emeeting.kfintech.com and click on the tab "Post Your Questions" to post their queries in the window provided, by mentioning their name, demat account number/folio number, email ID and mobile number. The window shall remain active from Monday, September 14, 2020 at 9.00 a.m. till Wednesday, September 16, 2020 at 5.00 p.m.

32. In addition to the above mentioned step, the Members may register themselves as speakers for the AGM to pose their queries. Accordingly, the Members may visit emeetings.kfintech.com and click on 'Speaker Registration'. The window shall remain active from Monday, September 14, 2020 at 9.00 a.m. till Wednesday, September 16, 2020 at 5.00 p.m. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

33. Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through Insta Poll system available during the AGM. E-voting during the AGM is integrated with the VC platform. Members may click on the voting icon (👍) on the left side of the screen to cast their votes.

34. Members who may require any technical assistance or support before or during the AGM are requested to contact KFin Technologies Private Limited at toll free number 1-800-3454-001 or write to them at evoting@kfintech.com.

By Order of the Board of Directors
For Centum Electronics Limited

Nagaraj K V
Company Secretary &
Compliance Officer

Place: Bengaluru
Date: July 28, 2020

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

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned from Item No. 4 to Item No. 10 of the accompanying Notice dated July 28, 2020:

Item No. 4:

The provisions of Section 148 of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014 mandates the Company to get its cost records audited every year. The Board of Directors have considered the appointment of M/s. K.S. Kamalakara & Co., Cost Accountants (Registration No. 10625) as the Cost Auditors of the Company for the financial year 2020-21 at a remuneration of ₹ 1,00,000/- (Rupees One Lakh) apart from applicable taxes and out-of-pocket expenses, if any.

Ratification of remuneration payable to Cost Auditors needs to be done by the Shareholders of the Company in terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014. Due to which consent of the Members is sought for ratification of the remuneration payable to the Cost Auditors for the financial year 2020-21.

The Board of Directors recommends the Ordinary Resolution as set out in Item No. 4 of the Notice for the approval of the Shareholders.

None of the Promoters, Directors, Key Managerial Personnel or their relatives are interested, financial or otherwise, if any in the Resolution No. 4 of the accompanying Notice except to the extent of their Shareholding, if any in the Company.

Item No. 5:

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, the Board of Directors have appointed Ms. Kavitha Dutt Chitturi (DIN: 00139274) as an Additional Director of the Company with effect from March 25, 2020. In terms of the provisions of Section 161(1) of the Act. Ms. Kavitha Dutt Chitturi would hold office up to the date of the ensuing Annual General Meeting.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Ms. Kavitha Dutt Chitturi for the office of Director of the Company.

Ms. Kavitha Dutt Chitturi is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and she shall not be included in the total number of Directors for retirement by rotation.

The Company has received a declaration from Ms. Kavitha Dutt Chitturi that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16 of the SEBI (LODR) Regulations, 2015.

Ms. Kavitha Dutt Chitturi, 49 years old, a Business Management Graduate from Cedar Crest College, Allentown, Pennsylvania, USA and hails from a well-known industrial house in South India – The KCP Limited. She is currently the Joint Managing Director. KCP is involved in the manufacture of Cement, Heavy Industrial Machinery for Sugar plants, steel and sophisticated high tech equipment for Defence, Space & Nuclear Projects. KCP has presence in Power Generation. KCP has now ventured into hospitality industry with a prestigious star hotel project at Hyderabad which was executed under Kavitha's stewardship. As Joint Managing Director of The KCP Limited, Kavitha, among other responsibilities, also holds full charge of Human Resource functions of the Group.

She is Chairperson of FICCI (Federation of Indian Chambers of Commerce & Industry), Tamil Nadu State Council. Kavitha, was Vice Chairperson of SCWEC, India. SCWEC is a Sub Sector Council of the SAARC Chamber of Commerce and Industry established with the objective of developing and promoting women entrepreneurs in the South Asian region. She is a member of the General Council of National Institute for the Mentally Handicapped, Hyderabad. She is also the Vice President of World Telugu Federation (WTF) was established with the chief objective of promoting and perpetuating not only the language, culture, art, heritage, traditions but also business of the Telugu people. Earlier, Kavitha was National President of FICCI-FLO, the ladies wing of Federation of Indian Chamber of Commerce and Industry, New Delhi during 2009-10.

In the opinion of the Board, Ms. Kavitha Dutt Chitturi fulfills the conditions for her appointment as an Independent Director as specified in the Act and as stipulated in the SEBI (LODR) Regulations, 2015. Ms. Kavitha Dutt Chitturi is independent of the management.

Save and except Ms. Kavitha Dutt Chitturi and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Shareholders.

Item No. 6 & 7:

Mr. Manoj Nagrath (DIN: 01974412) and Mr. Rajiv C Mody (DIN: 00092037) were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the Stock Exchanges to hold office as an Independent Directors of the Company up to August 6, 2020 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Companies Act, 2013).

Mr. Manoj Nagrath and Mr. Rajiv C Mody are being eligible for re-appointment for a second term on the Board of the Company as an Independent Directors, not liable to retire by rotation, effective from August 7, 2020 to August 6, 2025, subject to approval of the Shareholders by a Special Resolution.

The Board, based on the recommendations of the Nomination and Remuneration Committee and given their background, experience and contributions made by them, is in the opinion that the continued association of Mr. Manoj Nagrath and Mr. Rajiv C Mody, would be beneficial to the Company and accordingly, it is desirable to continue to avail their services as Independent Directors of the Company.

The Company has received a declaration from Mr. Manoj Nagrath and Mr. Rajiv C Mody as Independent Directors of the Company, confirming that they meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time. Further, they are not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given their consent to act as Directors of the Company.

Details of Directors whose re-appointment as Independent Directors is proposed at Item Nos. 6 and 7 are provided in the "Annexure" to the Notice pursuant to the Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions.

None of the Directors or the Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding (if any) and Directorship in the Company, being an appointee in their respective resolutions.

The Board of Directors of the Company in their Board Meeting held on July 28, 2020 have approved the above proposal and recommends the Special Resolutions set- out in Item No. 6 and 7 of the Notice for approval by the Shareholders.

The Directors recommends Resolutions No. 6 and 7 of the Notice for consent and approval by the Shareholders as Special Resolutions.

Item No. 8:

The Board of Directors of the Company based on recommendation of Nomination and Remuneration Committee has subject to the approval of the members, appointed of Mr. Nikhil Mallavarapu (DIN: 00288551) as a Whole Time Director, designated as Executive Director of the Company for a period of 5 years with effect from February 13, 2020.

An abstract of the terms of appointment are as follows:

1. Duties and Powers

   a. Mr. Nikhil Mallavarapu, Whole Time Director, designated as Executive Director of the Company shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its subsidiaries, including performing duties as assigned by the Board from time to time by serving on the boards of such subsidiaries or any other executive body or committee of such a Company.

   b. The Whole Time Director shall discharge the duties laid down under Section 166 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder.

   c. The Whole Time Director shall duly abide by the Code of Conduct laid down by the Company.

2. Period of Appointment: From February 13, 2020 to February 12, 2025.

3. Remuneration and the terms of appointment are:

Particulars	**Amount in ₹ (per month)**
Basic	3,45,757
Allowances	5,23,499
Perquisites	16,631
Contribution to PF	41,491
Grand Total	**9,27,378**

Other Terms & Conditions:

a. Commission

Notwithstanding the salary and other perquisites, Mr. Nikhil Mallavarapu will be entitled to a commission such that the aggregate of the remuneration mentioned above, shall not exceed 5% of the Net

Profits of the Company calculated in accordance with the provisions of Sections 198 and other applicable provisions, of the Companies Act, 2013 which will be excluding the perquisites as per the applicable Policy of the Company.

b. Contribution to Provident Fund, Superannuation Fund, Annuity Fund, Gratuity and Medical Insurance shall be as per the rules in force of the Company from time to time.

c. Encashment of leave; As per the rules in force of the Company from time to time.

d. Other perquisites; Other perquisites are as applicable to the senior executives of the Company.

e. Termination

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

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

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

Mr. Nikhil Mallvarapu is interested in the resolution set out at Item No.8 of the notice. Mr. Apparao V Mallavarapu, Chairman & Managing Director and Dr. Swarnalatha Mallavarapu, Non-Executive Director of the Company, being related to Mr. Nikhil Mallavarapu may be deemed to be interested in the resolution set out at Item No. 8 of the Notice.

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

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

Item No. 9:

The Shareholders at their 22nd Annual General Meeting held on August 7, 2015 had approved the appointment of Mr. Apparao V Mallavarapu as Chairman and Managing Director of the Company for a period of 5 years with effect from August 1, 2015.

The Board of Directors of the Company based on recommendation of Nomination and Remuneration Committee has subject to the approval of the members re-appointed of Mr. Apparao V Mallavarapu (DIN: 00286308) as Chairman and Managing Director of the Company for a period of 5 years with effect from August 1, 2020.

An abstract of the terms of appointment are as follows:

1. Duties and Powers

a. Mr. Apparao V Mallavarapu, Chairman and Managing Director of the Company shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its subsidiaries, including performing duties as assigned by the Board from time to time by serving on the boards of such subsidiaries or any other executive body or committee of such a Company.

b. The Chairman and Managing Director shall discharge the duties laid down under Section 166 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder.

c. He shall duly abide by the Code of Conduct laid down by the Company.

2. Period of Appointment: From August 1, 2020 to July 31, 2025.

3. Remuneration and the terms of appointment are:

Particulars	Amount in ₹ (per month)
Basic	3,00,000
Allowances	4,47,800
Perquisites	2,200
Contribution to PF	36,000
Grand Total	**7,86,000**

Other Terms & Conditions:

a. Commission

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

b. Contribution to Provident Fund, Superannuation Fund, Annuity Fund, Gratuity and Medical Insurance shall be as per the rules in force of the Company from time to time.

c. Encashment of leave; As per the rules in force of the Company from time to time.

d. Other perquisites; Other perquisites are as applicable to the senior executives of the Company.

e. Termination

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

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

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

Mr. Apparao V Mallavarapu is interested in the resolution set out at Item No.9 of the notice. Mr. Nikhil Mallavarapu, Whole Time Director and Dr. Swarnalatha Mallavarapu, Non-Executive Director of the Company, being related to Mr. Apparao V Mallavarapu may be deemed to be interested in the resolution set out at Item No. 9 of the Notice.

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

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

Item No. 10:

Independent Directors constitute more than 50% of the Composition of the Board of your Company. These Directors have expertise in their respective fields and have been contributing to the growth of the Company through their valuable inputs and guidance. The Shareholders at the 21st AGM of the Company held on August 1, 2014 have approved payment of commission and/or remuneration to Independent Directors of ₹ 2,00,000/- annually to each of the independent non-executive directors for their guidance/counsel to the Company, on matters relating to the Corporate Affairs.

The Board is of the view that it is necessary that adequate compensation be given to each of the Non-Executive Directors including Independent Directors so as to compensate them for their time and efforts.

The approval of Members under Section 197 of the Companies Act, 2013 is required for payment of commission, if any, to Non-Executive Directors. The Board of Directors recommends for passing of Ordinary Resolution by the Members.

Except Mr. Apparao V Mallavarapu and Mr. Nikhil Mallavarapu, all the other Directors are concerned or interested in the said resolution to the extent of the remuneration payable to them.

By Order of the Board of Directors
For Centum Electronics Limited

Nagaraj K V
Company Secretary &
Compliance Officer

Place: Bengaluru
Date: July 28, 2020

Details of the Directors seeking re-appointment and fixation of remuneration at the 27th Annual General Meeting {Pursuant to Regulation 26(4) and 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meeting}

1. Dr. Swarnalatha Mallavarapu:

Name of the Director	Dr. Swarnalatha Mallavarapu
Date of birth	12.10.1956
Age (in years)	64
Date of appointment	26.03.2015

Qualifications:

Dr. Swarnalatha Mallavarapu (Latha) received her Ph.D. in Physics and worked in some of the premier research institutes in India and the US. The major research Labs she worked at are, The US Air Force Weapons Labs in Albuquerque, the Indian Institute of Science in Bangalore and the R&D division of Bharat Electronics Limited. She is an Alumnus of the Indian Institute of Science. Her research in thin films and devices for applications such as optical Coatings, super conducting coatings, magnetic memory devices, etc., have been well recognized. Her work has been published in several reputed international and national scientific journals and conferences.

No. of shares held in the Company	3,69,150
Names of listed entities in which she holds the Directorship as on March 31, 2020	Centum Electronics Limited
Chairman/Member of the Committees of the listed entities Board as on March 31, 2020	Member of CSR Committee
Inter-se relationship with other Directors	Dr. Swarnalatha Mallavarapu is related to Mr. Apparao V Mallavarapu, Chairman & Managing Director and Mr. Nikhil Mallavarapu, Executive Director.

Expertise in specific functional areas:

Dr. Latha spent time as a consultant to Industries in the US such as Coretek in Boston and X-Media Corporation and Wyrnet in California, before she established Centum Industries in the year 2004.

Dr. Latha was also a government nominated member of the Syndicate of Bangalore University (2001 to 2004), which is the executive body of the University administration. She has actively contributed in the execution of reforms and policies, having taken on various leadership roles, to evolve proper systems and processes in the University administration.

Furthermore, she was on the board of directors for the Bangalore Stock Exchange. She has also held many positions in FICCI Ladies Organization (FLO) including serving as the senior vice chair of the Karnataka Chapter.

2. Ms. Kavitha Dutt Chitturi:

Name of the Director	Ms. Kavitha Dutt Chitturi
Date of birth	17.05.1971
Age (in years)	49
Date of appointment	25.03.2020

Qualifications:

Ms. Kavitha Dutt Chitturi is a Business Management Graduate from Cedar Crest College, Allentown, Pennsylvania, USA and hails from a well-known industrial house in South India – The KCP Limited.

No. of shares held in the Company	Nil

Names of listed entities in which she holds the Directorship as on March 31, 2020	1. Centum Electronics Limited 2. The K C P Limited 3. Apollo Hospitals Enterprise Limited 4. DCM Shriram Industries Limited	
Chairman/Member of the Committees of the listed entities Board as on March 31, 2020	**Name of the Company**	**Name of the Committee**
	The K C P Limited	Audit Committee Finance Sub-Committee CSR Committee Investment Committee Innovation & Best Practices Committee Risk Management Committee - Chairperson
	Apollo Hospitals Enterprise Limited	Audit Committee Stakeholders' Relationship Committee - Chairperson
	DCM Shriram Industries Limited	CSR Committee

Expertise in specific functional areas:

Ms. Kavitha Dutt Chitturi is currently the Joint Managing Director. KCP is involved in the manufacture of Cement, Heavy Industrial Machinery for Sugar plants, steel and sophisticated high tech equipment for Defence, Space & Nuclear Projects. KCP has presence in Power Generation. KCP has now ventured into hospitality industry with a prestigious star hotel project at Hyderabad which was executed under Kavitha's stewardship. As Joint Managing Director of The KCP Limited, Kavitha, among other responsibilities, also holds full charge of Human Resource functions of the Group.

3. Mr. Manoj Nagrath:

Name of the Director	**Mr. Manoj Nagrath**
Date of birth	03.09.1958
Age (in years)	62
Date of appointment	05.01.2010

Qualifications:

Mr. Manoj Nagrath is a Member of the Institute of Chartered Accountants of India.

No. of shares held in the Company	Nil
Names of listed entities in which she holds the Directorship as on March 31, 2020	Centum Electronics Limited
Chairman/Member of the Committees of the listed entities Board as on March 31, 2020	Audit Committee – Chairman Stakeholders' Relationship Committee – Chairman Nomination & Remuneration Committee - Chairman

Expertise in specific functional areas:

Mr. Manoj Nagrath is the Managing Partner of the firm S.P. Nagrath & Co. LLP, Chartered Accountants, having its offices in New Delhi and Bangalore, and was enrolled as a member of the Institute of Chartered Accountants of India in 1983.

4. Mr. Rajiv C Mody:

Name of the Director	Mr. Rajiv C Mody
Date of birth	06.04.1958
Age (in years)	62
Date of appointment	07.08.2010

Qualifications:

Mr. Rajiv Mody holds a Bachelor's degree in Electrical Engineering from M.S. University, Baroda, India and Master's degree in Computer Science from Polytechnic School of Engineering, NYU, New York, USA.

No. of shares held in the Company	Nil	
Names of listed entities in which he holds the Directorship as on March 31, 2020	1. Centum Electronics Limited 2. Sasken Technologies Limited 3. J B Chemicals and Pharmaceuticals Limited	
Chairman/Member of the Committees of the listed entities Board as on March 31, 2020	**Name of the Company**	**Name of the Committee**
	Centum Electronics Limited	Nomination & Remuneration Committee
	Sasken Technologies Limited	Stakeholders' Relationship Committee CSR Committee – Chairman Investment Committee - Chairman
	J B Chemicals and Pharmaceuticals Limited	Nomination & Remuneration Committee

Expertise in specific functional areas:

Mr. Rajiv C Mody is the Founder, Chairman, Managing Director & CEO, of Sasken Technologies Ltd. (Sasken). Under his able leadership, over the last three decades, Sasken has grown to be a powerhouse in providing Product Engineering and Digital Transformation services in areas such as Automotive, Industrials, Communication & Devices, Semiconductors, and Digital Enterprise segments. Mr. Mody, a seasoned technocrat and an industry veteran, has worked with corporations like AMD, Seattle Tech Inc., and VLSI Technology Inc., prior to founding Sasken. He served as an Executive Council Member of NASSCOM (2001-2008) and is currently part of the Harvard Business School South Asia Advisory Board.

5. Mr. Nikhil Mallavarapu:

Name of the Director	Mr. Nikhil Mallavarapu
Date of birth	18.09.1986
Age (in years)	34
Date of appointment	13.02.2020

Qualifications:

Mr. Nikhil Mallavarapu holds Masters and Bachelors Degrees in Electrical and Computer Engineering from Carnegie Mellon University, USA. He also holds a MBA from the INSEAD Business School in France.

No. of shares held in the Company	5,89,929
Names of listed entities in which he holds the Directorship as on March 31, 2020	Centum Electronics Limited
Chairman/Member of the Committees of the listed entities Board as on March 31, 2020	Nil

Expertise in specific functional areas:

Mr. Nikhil has been associated with the Company since from August 2012. He has served in different leadership positions including Manager- New Projects at SEBU, Vice President - Corporate Development at Centum Adetel and most recently as President- EMS BU. Prior to joining Centum, Nikhil worked at the multinational semiconductor company- Analog Devices, as product engineer in the MEMS sensors division.

6. Mr. Apparao V Mallavarapu:

Name of the Director	**Mr. Apparao V Mallavarapu**
Date of birth	08.10.1956
Age (in years)	64
Date of appointment	08.01.1993

Qualifications:

Mr. Apparao V Mallavarapu holds a Bachelor's degree in Mechanical Engineering from Bangalore University and a Master's Degree in Mechanical Engineering from Daltech University in Canada.

No. of shares held in the Company	66,04,715
Names of listed entities in which he holds the Directorship as on March 31, 2020	Centum Electronics Limited
Chairman/Member of the Committees of the listed entities Board as on March 31, 2020	Audit Committee Nomination & Remuneration Committee Stakeholders' Relationship Committee

Expertise in specific functional areas:

Mr. Apparao (Rao) V Mallavarapu founded Centum Electronics in the year 1993. Under his able leadership, Centum has grown to become one of the largest electronics companies in India. He has initiated and successfully managed joint ventures with several MULTI-NATIONAL COMPANIES. Prior to founding Centum, he served at Wipro and Rao Insulating Company (RIC).

He was a recipient of the Ford foundation scholarship and Engineering research Scholarship toward his academic pursuits in Canada.

7. Mr. S Krishnan:

Name of the Director	**Mr. S Krishnan**
Date of birth	14.05.1946
Age (in years)	74
Date of appointment	11.09.2007

Qualifications:

Mr. S Krishnan has received B. Tech from IIT, Madras and M.E. from IISC, Bangalore.

No. of shares held in the company	83
Names of listed entities in which he holds the Directorship as on March 31, 2020	Centum Electronics Limited
Chairman/Member of the Committees of the listed entities Board as on March 31, 2020	Audit Committee Stakeholders' Relationship Committee
Inter-se relationship with other Directors	Nil

Expertise in specific functional areas:

Mr. Krishnan has 33 years of rich experience in the areas of Design, Manufacturing Process Technology and Quality Assurance. He served as the head of Design and Engineering at Centum since its inception till his retirement in 2004. Mr. Krishnan served in the microelectronics group of Bharat Electronics Limited (BEL) prior to joining Centum.

8. Mr. Pranav Kumar N Patel:

Name of the Director	Mr. Pranav Kumar N Patel
Date of birth	25.03.1978
Age (in years)	42
Date of appointment	28.01.2014

Qualifications:

Mr. Pranav holds a bachelor's degree with honors in electrical engineering from the University of Illinois @ Urbana – Champaign, a master's degree in electrical and computer engineering and a second master's degree in industrial engineering from the Georgia Institute of Technology. He obtained his MBA degree from the Georgia State University.

No. of shares held in the company	Nil
Names of listed entities in which he holds the Directorship as on March 31, 2020	Centum Electronics Limited
Chairman/Member of the Committees of the listed entities Board as on March 31, 2020	Audit Committee
Inter-se relationship with other Directors	Nil

Expertise in specific functional areas:

Mr. Pranav is a well accomplished business leader, a thought leader and an early innovator. He is founder and CEO of MediTechSafe. Mr. Pranav held various executive leadership roles across multiple industries including Healthcare, Aviation, Energy, Batteries, Manufacturing & Automation Systems and Wireless / Semiconductor with fortune 500 companies like GE and Siemens. Mr. Pranav has co-authored six patents.

9. Mr. Thiruvengadam P:

Name of the Director	Mr. Thiruvengadam P
Date of birth	28.12.1951
Age (in years)	59
Date of appointment	08.02.2016

Qualifications:

- Member of The Institute of Cost Accountants of India
- Graduate from Indian Institute of Technology, Madras with a B.Tech
- Post Graduate Diploma in Industrial Engineering from T.I.P.I.E, NPC

No. of shares held in the company	Nil	
Names of listed entities in which he holds the Directorship as on March 31, 2020	1. Centum Electronics Limited 2. Fine Organic Industries Limited	
Chairman/Member of the Committees of the listed entities Board as on March 31, 2020	**Name of the Company**	**Name of the Committee**
	Centum Electronics Limited	Audit Committee CSR Committee - Chairman
	Fine Organic Industries Limited	Nomination & Remuneration Committee - Chairman
Inter-se relationship with other Directors	Nil	

Expertise in specific functional areas:

Mr. Thiruvengadam was a Senior Director of the Deloitte Touche Tohmatsu India Pvt. Ltd (DTTIPL) providing leadership to the HR Transformation practice and has retired from the position in 2015. He has over 40 years of experience in management consultancy with a breadth of experience in India, the Middle and Far East Asia and other Countries. His main areas of expertise in Management Consulting include Business Process Improvement, Team Leadership, Strategic Planning, Business Strategy, HR Strategy, Talent Management, Change Management, HR Transformation and related Advisory Services. Mr. P. Thiruvengadam is a B. Tech from IIT Madras and a Post Graduate Diploma in Industrial Engineering from T.I.P.I.E. NPC and a fellow member of the Institute of Cost Accountants of India. His social interest includes working with Voluntary Organisations.