

NOTICE OF THE 24TH ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Fourth Annual General Meeting of the Members of Centum Electronics Limited will be held on Tuesday, July 11, 2017 at 11.30 am at its location 'Avansa', Plot -58P, Survey No.8, KIADB, Bangalore Aerospace Park Industrial Area, Jala Hobli, Budigere Post, Bangalore – 562 129 to transact the following business:

ORDINARY BUSINESS

Item No.1 – Adoption of financial statements

To consider and adopt the audited financial statements (including the consolidated financial statements) of the company for the financial year ended March 31, 2017 and the reports of the Board of Directors ('the Board') and Auditors thereon.

Item No.2 – Declaration of dividend

To declare a final dividend of ₹ 3 per equity share, and to approve the interim dividend of ₹ 2 per equity share paid during the year, for the financial year 2016-17.

Item No.3 – Appointment of statutory 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 139 and 142 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, as amended from time to time, M/s. S.R. Batliboi & Associates LLP (Firm Registration No.101049W/ E300004), be and is hereby appointed as the Statutory Auditors of the Company in the place of retiring Statutory Auditors, M/s. B.S.R & Co. LLP, Chartered Accountants (Firm Registration No.101248W/W-100022), to hold office for a period of five consecutive years commencing from the financial year 2017-18, on a remuneration that may be determined by the Board in consultation with the said auditors.”

SPECIAL BUSINESS

Item No.4 – Remuneration payable to the cost auditor

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, 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 2017–18, be and is hereby authorized to pay a remuneration of ₹ 100,000 per annum plus applicable service tax and out-of-pocket expenses that may be incurred.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy or proxies to attend and vote instead of himself and a proxy need not be a member of the company. The instrument appointing the proxy, in order to be effective, must be deposited with the company and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of the companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.
2. The relative explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of Special Business is annexed hereto.
3. The Register of members and Share Transfer books will remain closed from 5th July 2017 to

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11th July, 2017 (both days inclusive) for the purpose of ascertaining the members eligible to receive the recommended dividend. The final dividend, as recommended by the Board of directors, if approved at the AGM, will be paid on Friday, July 21, 2017.

4. Members holding shares in dematerialized form are requested to intimate all the changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ESC), mandates, nominations, power of attorney, change of address, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the company and the company's Registrars and Transfer Agents, M/s Karvy Computershare Private Limited (Karvy) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Karvy.
5. To support the 'Green initiative', members who have not registered their e-mail addresses are requested to register the same with Karvy/ Depositories.
6. Nomination facility: It is to bring to the notice of all the Members, individual Members are entitled to make a nomination in respect of the shares held by them. The Members, who desire to send their nominations, are requested to send the Nomination in Form-2B (in duplicate) to the Registrars and Share Transfer Agents of the company for registering the nominations, if any.
7. The present Statutory Auditors, M/s. B.S.R & Co. LLP, Chartered accountants (Firm Registration No.101248W/W-100022) will hold office up to the ensuing Annual General Meeting. They have

been the auditors for the company since 1998.

Pursuant to Section 139 of the Companies Act, 2013 and the Rules made thereunder, it is mandatory to rotate the statutory auditors on completion of two terms of five consecutive years. The Rules also lay down the transitional period that can be served by the existing auditors depending on the number of consecutive years for which an audit firm has been functioning as auditor in the same company. The incumbent auditors, M/s. B.S.R & Co. LLP, Chartered accountants (Firm Registration No.101248W/W-100022) have served the company for over 10 years before the Act was notified and will be completing the maximum number of transitional period (three years) at the ensuing Annual General Meeting.

Accordingly, the Board of directors of the company have recommended the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No.101049W/E300004) as statutory auditors, in the place of M/s. B.S.R & Co. LLP, for a period of 5 consecutive years subject to ratification of their appointment at every Annual General Meeting.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the said resolution.

8. Members attending the Annual General Meeting are requested to bring the following with them (as applicable):
 - a) Members holding shares in dematerialized form, their DP & Client ID Number(s).
 - b) Members holding shares in physical form, their folio number,

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- c) Copy of the Annual Report & Notice (2016-17).
 - d) The Attendance Slip duly completed & signed in terms of specimen signature lodged with the company.
 - e) Member companies/Institutions are requested to send a copy of the resolution of their Board/ Governing Body, authorizing their representative to attend and vote at the Annual General Meeting.
9. In compliance with the provisions of section 108 of the Act and the Rules framed thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by M/s. Karvy Computershare Private Limited, on all the resolutions set forth in this Notice. Members, who do not have access to the e-voting facility, can send their assent or dissent in writing in respect of the resolutions as set out in this Notice (Ballot Form enclosed).
- The instructions for e-voting are as under:
- A. In case a Member receives an e-mail from Karvy (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 Karvy 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 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.
 - vii. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.

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- viii. 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.
 - ix. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - x. A confirmation box will be displayed. Click on "OK" to confirm else "CANCEL" to modify. Once you confirm, you will 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).
 - xi. 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.
 - xii. 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.
 - xiii. 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., 4th July, 2017, may write to the Karvy on the email id: shivakumar.n@karvy.com or to Mr. Shiva Kumar, Contact No. 040-67161653 or at 18003454001 (toll free), at [Unit: Centum Electronics Limited] Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, 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 receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories):
- i. User ID and password- these will be sent separately.
 - ii. Please follow all steps from Sl. No. (i) to (xii) as mentioned in (A) above, to cast your vote.
- C. Other Instructions:
- i. The e-voting period commences on Friday, 7th July 2017 (9.00 a.m. IST) and ends on Monday, 10th July 2017 (6.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut off date, 4th July, 2017, may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
 - ii. Further, members who could not exercise the voting as above, can vote through Ballot form (enclosed to the notice). The duly completed Ballot form should reach the Scrutinizer at [The Scrutinizer, Unit: Centum Electronics Limited] Karvy Computershare Private Limited, Karvy Selenium Tower B,

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Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, not later than Monday, 10th July, 2017. Ballot forms received after this date will be treated invalid.

- iii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 4th July, 2017 (Cutoff date). A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on cut-off date only shall be entitled to avail the facility of e-voting, voting through Postal Ballot as well as voting at the AGM.
 - iv. The members of the company, holding shares either in physical form or in dematerialized form, as on 4th July, 2017 and not casting their vote electronically or Ballot form, can cast their vote at the Annual General Meeting.
 - v. Members can opt for only one mode of voting, i.e., either by e-voting or Ballot form. In case, Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot form shall be treated as invalid. The Members who have cast their vote by e-vote or Ballot Form, prior to the meeting can also attend the meeting but shall not be entitled to cast their vote again.
 - vi. Mr. S.P. Nagarajan, Practicing Company Secretary (Membership No. ACS 10028), has been appointed as the Scrutinizer to scrutinize the e-voting, ballot paper including the votes casted on the resolutions at the Annual General Meeting in a fair and transparent manner.
 - vii. The Scrutinizer shall, immediately after the conclusion of the voting at the AGM, would count the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairman or a person authorized by him.
10. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.centumelectronics.com immediately after the results are declared. The Company shall simultaneously forward the results to the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), where the shares of the Company are listed.

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

Apparao V Mallavarapu
Chairman & Managing Director
DIN : 00286308

Place: Bangalore
Date: May 30, 2017

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Statement setting out material facts under Section 102 of the Companies Act, 2013

Item No. 4:

The shareholders are aware that pursuant to Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a cost auditor to audit the cost records of the Company.

The Board of Directors of your company considered and approved the appointment of M/s. K.S. Kamalakara & Co., Cost Accountants (Registration No. 10625) as cost auditor for the financial year 2017–18 at a remuneration of ₹ 100,000 per annum plus applicable service tax and reimbursement of out-of-pocket expenses.

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

None of the Directors, Key Managerial Personnel, or their relatives are in any way, concerned or interested, in the said resolution.

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

Apparao V Mallavarapu
Chairman & Managing Director
DIN : 00286308

Place: Bangalore
Date: May 30, 2017

Centum Electronics Ltd

Regd. Office: No. 44 KHB Industrial Area, Yelahanka New Township, Bangalore- 560 106.
CIN – L85110KA1993PLC013869

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s):			
Registered address:			
E- Mail Id:			
Folio No/ Client Id:		DP ID	

I/ We, being the member (s) ofShares of Centum Electronics Limited, hereby appoint:

1.	NAME		
	Address		
	E- Mail Id	Signature	
	or failing him		
2.	NAME		
	Address		
	E- Mail Id	Signature	
	or failing him		
3.	NAME		
	Address		
	E- Mail Id	Signature	

as my/ our proxy to attend and vote (on a poll) for me/us and our behalf at the 24th Annual General Meeting of the Company, to be held on Tuesday, the 11th July, 2017 at 11.30 A.M. at 'Avansa', Plot -58P, Survey No.8, KIADB, Bangalore Aerospace Park Industrial Area, Jala Hobli, Budigere Post, Bangalore – 562 129 and on adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	Optional	
		For	Against
ORDINARY BUSINESS			
1	Adoption of Financial Statements for the year ended 31st March, 2017.		
2	Declaration of a final dividend of ₹ 3 per equity share, and to approve the interim dividend of ₹ 2 per equity share paid during the year, for the financial year 2016-17.		
3	Appointment of Statutory Auditors and fixation of their remuneration.		
SPECIAL BUSINESS			
4	Remuneration payable to the Cost Auditor.		

Signed thisDay of 2017.

Signature of shareholder : _____

Signature of Proxy holder (s) : _____

Affix a
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Revenue
Stamp

- Note:
1. This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.
 2. It is optional to put a 'x' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
 3. Please complete all details including details of member (s) in above before submission.

Centum Electronics Ltd

Regd. Office: No. 44 KHB Industrial Area, Yelahanka New Township, Bangalore- 560 106

CIN - L85110KA1993PLC013869

ATTENDANCE SLIP

Twenty Fourth Annual General Meeting Tuesday, 11th July 2017 at 11.30 a.m.



Name of Member (IN BLOCK LETTERS)

Name of Proxy (IN BLOCK LETTERS)

(Name of the Proxy to be filled in if the proxy attends instead of the Member)

No. of shares held

I /We hereby record my/our presence at the Twenty Fourth Annual General Meeting of the Company held at 'Avansa', Plot -58P, Survey No.8, KIADB, Bangalore Aerospace Park Industrial Area, Jala Hobli, Budigere Post, Bangalore – 562 129.

Member's/Proxy's Signature

Note:

1. Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.
2. Transportation facilities will be provided to the shareholders for attending the AGM as per details given below:
Pick up at 10.00 a.m. Near Shantala Silks in Majestic, Koshy's Hotel at St.Marks Road, Druvadesh Honda in Mekhri Circle.



Centum Electronics Ltd

Regd. Office: No. 44 KHB Industrial Area, Yelahanka New Township, Bangalore- 560 106.
CIN – L85110KA1993PLC013869

BALLOT FORM (MGT-12)

[pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(C) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s):			
Registered address:			
E- Mail Id:			
Folio No/ Client Id:		DP ID	

I/ We, being the member (s) ofShares of Centum Electronics Limited, hereby exercise my/our vote in respect of Ordinary/Special Resolution enumerated below by recording any assent/dissent to the said resolution given below:

Sl. No.	Resolutions	Optional	
		For	Against
ORDINARY BUSINESS			
1	Adoption of Financial Statements for the year ended 31st March, 2017.		
2	Declaration of a final dividend of ₹ 3 per equity share, and to approve the interim dividend of ₹ 2 per equity share paid during the year, for the financial year 2016-17.		
3	Appointment of Statutory Auditors and fixation of their remuneration.		
SPECIAL BUSINESS			
4	Remuneration payable to the cost auditor.		

Signed thisDay of 2017.

Signature of shareholder : _____