



Ref: CEL/NSEBSE/AGM/09082024

09th August 2024

To,

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| 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: Proceedings of the Thirty First Annual General Meeting held on 09th August, 2024

Pursuant to the provisions of Regulation 30 read with Schedule III Para A of Part A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that the 31st Annual General Meeting (AGM) of the Members of Centum Electronics Limited ('the Company') was held on Friday, 09th August 2024 at 11:30 AM (IST) through Video Conference (VC) / Other Audio- Visual Means (OAVM). The Meeting commenced at 11:30 AM and concluded at 12:24 PM.

Brief Proceedings of the AGM as per Regulation 30 read with Schedule III, Para A, Part A, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in Annexure.

Kindly take this on record

Yours faithfully,

For **Centum Electronics Limited**

Indu H S

Company Secretary & Compliance Officer

ICSI Membership No. F12285

Encl: as above

Centum Electronics Limited

44, KHB Industrial Area, Yelahanka New Town, Bangalore - 560 106, Karnataka, India

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CENTUM ELECTRONICS LIMITED

SUMMARY OF THE PROCEEDINGS OF THE 31ST ANNUAL GENERAL MEETING HELD ON FRIDAY, 09TH AUGUST, 2024 FROM 11:30 A.M TO 12:24 P.M. THROUGH VIDEO CONFERENCING (VC)/OTHER AUDIO-VISUAL MEANS (OAVM)

Present:

| SI No. | Name | Designation | Participated in the Video Conferencing from |
|--------|---------------------------|--|---|
| 1. | Mr. Apparao V Mallavarapu | Chairman & Managing Director | Registered and Corporate Office, Bangalore |
| 2. | Mr. Nikhil Mallavarapu | Executive Director | |
| 3. | Mr. Manoj Nagrath | Independent Director and Chairman of the Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee | |
| 4. | Mr. Tarun Sawhney | Independent Director | |
| 5. | Ms. Tanya Mallavarapu | Non-Executive Director | |
| 6. | Mr. Thiruvengadam P | Independent Director and Chairman of Corporate Social Responsibility Committee | |
| 7. | Ms. V Kavitha Dutt | Independent Director | |
| 8. | Mr. Rajiv C Mody | Independent Director | |

In Attendance – Key Managerial Personnel

| SI. No | Name | Designation | Participated in the Video Conferencing from |
|--------|-----------------|-------------------------|---|
| 1. | Mr. Desikan K S | Chief Financial Officer | Registered & Corporate office, Bangalore |
| 2. | Ms. Indu H S | Company Secretary | |

By Invitation

| Sl. No | Name | Designation | Remarks |
|--------|----------------------|---|---|
| 1. | Mr. Navin Agarwal | Partner of S.R. Batliboi & Associates LLP, Statutory Auditors | Participated through Video Conferencing |
| 2. | Ms. Aarthi G Krishna | Secretarial Auditor | |
| 3. | Mr. S P Nagarajan | Scrutinizer | |

Shareholder Present at the Meeting:

A total of 47 Shareholders were present at the meeting through Video Conferencing facility.

The Company Secretary welcomed the members to the Meeting which was held through Video Conferencing as permitted by the Ministry of Corporate Affairs and Securities & Exchange Board of India. She then provided a brief introduction of the Board of Directors and Chief Financial Officer.

She then briefed the Shareholders regarding the arrangements made for the meeting.

The Company Secretary further informed that the facility of remote e-voting and e-voting at the Annual General Meeting is provided in accordance with the provisions of the Companies Act, 2013 and SEBI Listing Regulations. The Company has appointed Mr. S P Nagarajan, Practicing Company Secretary, as the Scrutinizer to report on the combined voting results of remote e-voting and the instapoll for each of the items as per the Notice of the AGM.

She then requested the Chairman of the Meeting to conduct the further proceedings of the meeting.

Mr. Apparao V Mallavarapu, Chairman and Managing Director of the Company Chaired the meeting and welcomed the Members to the 31st Annual General Meeting of the Company.

The Chairman informed the members that the requisite quorum for the meeting was present and further declared that the meeting is in order.

He then briefed the members that the Statutory Registers as required under the provisions of the Companies Act, 2013 was available for electronic inspection during the meeting. The Annual Report for the financial year 2023-24 had been circulated to all the members by email who have registered their email address.

The Chairman then delivered his speech.

Further, the Chairman invited the speaker shareholders and other members to raise their queries, if any and requested the moderator from KFin Technologies to keep the floor open for the speaker Shareholders.

He then listed down the queries sought by the Shareholders and answered them together. The Chairman also requested Mr. K. S. Desikan, Chief Financial Officer and Mr. Nikhil Mallavarapu, Executive Director to provide their inputs to the Shareholders.

The Chairman ensured that all the queries are suitably responded to the Shareholders.

He then thanked all the Shareholders for taking initiative to join the meeting through video conferencing. The Chairman also thanked the Board of Directors for their participation.

The Chairman authorized Indu H S, Company Secretary to conduct the voting procedure and conclude the meeting. He informed the members that the e-voting facility will be open for the next 15 minutes to enable those members who had not exercised their votes in the remote e-voting facility to cast their vote electronically which was provided through Instapoll during the Meeting.

He also informed the members that the results would be announced within two working days and the same will be filed with the Stock Exchanges and uploaded on the website of the Company.

The following resolutions were transacted in the meeting:

DETAILS OF RESOLUTIONS:

| Resolution No | Description of the Resolutions passed | Mode of Voting | Result of Voting |
|----------------------|--|-----------------------|--|
| 1 | Adoption of Standalone Financial Statements and Reports thereon for the financial year ended 31 st March, 2024. | E Voting & Instapoll | The Resolution as mentioned in Item 1 of the Notice of the 31 st AGM stands passed with requisite majority as an Ordinary Resolution. |
| 2 | Adoption of Consolidated Financial Statements and Reports thereon for the financial year ended 31 st March, 2024. | E Voting & Instapoll | The Resolution as mentioned in Item 2 of the Notice of the 31 st AGM stands passed with requisite majority as an Ordinary Resolution. |
| 3 | Declaration of final Dividend of Rs.3.00/- per equity Share (i.e., 30%) of Rs. 10/- each for | E Voting & Instapoll | The Resolution as mentioned in Item 3 of the Notice of the 31 st AGM stands passed with |

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| | the financial year ended 31 st March 2024. | | requisite majority as an Ordinary Resolution. |
| 4 | Appointment of a Director in place of Ms.Tanya Mallavarapu (DIN: 01728446) who retires by rotation and being eligible, offers herself for the re-appointment. | E Voting & Instapoll | The Resolution as mentioned in Item 4 of the Notice of the 31 st AGM stands passed with requisite majority as an Ordinary Resolution. |
| 5 | Appointment of Mr.Tarun Sawhney (DIN: 00382878) as an Independent Director of the Company. | E Voting & Instapoll | The Resolution as mentioned in Item 5 of the Notice of the 31 st AGM stands passed with requisite majority as a Special Resolution. |
| 6 | Approval of remuneration payable to M/s K.S. Kamalakara & Co., Cost Accountants, appointed as Cost Auditors for the financial year 2024-25. | E Voting & Instapoll | The Resolution as mentioned in Item 6 of the Notice of the 31 st AGM stands passed with requisite majority as an Ordinary Resolution. |