

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,

**Re: Intimation of the voting results of postal ballot****Sub: Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)**

This intimation is in furtherance to our letters dated December 13, 2024 and December 14, 2024.

We wish to inform that pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company has conducted the Postal Ballot through remote e-voting process, seeking approval of the Members for the resolutions as set out in the Postal Ballot Notice (“Notice”) dated December 13, 2024.

The remote e-voting commenced on Monday, December 16, 2024, at 9:00 a.m. (IST) and concluded on Tuesday, January 14, 2025, at 5:00 p.m. (IST). Based on the report of the Scrutinizer, the resolutions as set in the Notice have been duly approved by the Members of the Company with requisite majority. The resolutions are deemed to have been passed on January 14, 2025, the last date specified for receipt of votes through remote e-voting process.

The brief of the resolutions as approved by the Members is provided hereinbelow:

<b>Item</b>	<b>Resolution</b>	<b>Type of Resolution</b>
1	Re-appointment of Ms V Kavitha Dutt (DIN: 00139274) as an Independent Director of the Company for a second term of 5 years commencing from March 25, 2025.	Special Resolution



2	Re-appointment of Mr Nikhil Mallavarapu (DIN: 00288551) as Whole Time Director, designated as Executive Director of the Company.	Special Resolution
3	To raise funds in one or more tranches, by way of a preferential allotment or a private placement(s), Qualified Institutions Placement and/or any combination to eligible investors through issuance of equity shares and/or other eligible securities.	Special Resolution

In this regard, please find enclosed the following:

- In terms of Regulation 30 and 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the results of the Postal Ballot through remote e-voting on the aforesaid resolutions.
- The Scrutinizers' Report dated January 15, 2025, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, on the resolutions passed through Postal Ballot.

Kindly take the same on your records.

Yours faithfully,

For **Centum Electronics Limited**

**Indu H S**

**Company Secretary & Compliance Officer**

Encl: as above

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Ms V Kavitha Dutt (DIN: 00139274) as an Independent Director of the Company for a second term of 5 years commencing from March 25, 2025				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7576478	7576478	100.0000	7576478	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	7576478	7576478	100.0000	7576478	0	100.0000	0.0000
Public-Institutions	E-Voting	1122516	905597	80.6756	905597	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	1122516	905597	80.6756	905597	0	100.0000	0.0000
Public-Non Institutions	E-Voting	4197813	176895	4.2140	176756	139	99.9214	0.0786
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	4197813	176895	4.2140	176756	139	99.9214	0.0786
<b>Total</b>	<b>Total</b>	12896807	8658970	67.1404	8658831	139	99.9984	0.0016

## Resolution (2)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Re-appointment of Mr Nikhil Mallavarapu (DIN: 00288551) as Whole Time Director, designated as Executive Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>							
<b>Public-Institutions</b>	E-Voting		905597	80.6756	901505	4092	99.5481	0.4519
	Poll							
	Postal Ballot (if applicable)	1122516						
	<b>Total</b>	1122516	905597	80.6756	901505	4092	99.5481	0.4519
<b>Public- Non Institutions</b>	E-Voting		176895	4.2140	176506	389	99.7801	0.2199
	Poll							
	Postal Ballot (if applicable)	4197813						
	<b>Total</b>	4197813	176895	4.2140	176506	389	99.7801	0.2199
<b>Total</b>	<b>Total</b>	5320329	1082492	20.3463	1078011	4481	99.5860	0.4140

### Resolution (3)

<b>Resolution required: (Ordinary / Special)</b>				Special				
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>				No				
<b>Description of resolution considered</b>				To raise funds in one or more tranches, by way of a preferential allotment or a private placement(s), Qualified Institutions Placement and/or any combination to eligible investors through issuance of equity shares and/or other eligible securities.				
<b>Category</b>	<b>Mode of voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes polled on outstanding shares</b>	<b>No. of votes – in favour</b>	<b>No. of votes – against</b>	<b>% of votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		<b>(1)</b>	<b>(2)</b>	<b>(3)=[(2)/(1)]*100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)=[(4)/(2)]*100</b>	<b>(7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	7576478	7576478	100.0000	7576478	0	100.0000	0.0000
	<b>Poll</b>							
	<b>Postal Ballot (if applicable)</b>							
	<b>Total</b>	7576478	7576478	100.0000	7576478	0	100.0000	0.0000
<b>Public-Institutions</b>	<b>E-Voting</b>	1122516	905597	80.6756	905597	0	100.0000	0.0000
	<b>Poll</b>							
	<b>Postal Ballot (if applicable)</b>							
	<b>Total</b>	1122516	905597	80.6756	905597	0	100.0000	0.0000
<b>Public-Non Institutions</b>	<b>E-Voting</b>	4197813	176895	4.2140	176471	424	99.7603	0.2397
	<b>Poll</b>							
	<b>Postal Ballot (if applicable)</b>							
	<b>Total</b>	4197813	176895	4.2140	176471	424	99.7603	0.2397
<b>Total</b>	<b>Total</b>	12896807	8658970	67.1404	8658546	424	99.9951	0.0049

**S.P. NAGARAJAN** M.Com., A.C.S., L.L.B.  
Company Secretary in Whole-time Practice

S-818, Eighth Floor,  
South Block - Manipal Centre,  
47, Dickenson Road,  
Bangalore - 560 042  
Telefax: 080- 41136320, 41141544  
Mobile: 98453 84585  
Email: [cs@nagarajsp818.com](mailto:cs@nagarajsp818.com)

---

**REPORT OF SCRUTINIZER**

**[Remote e - Voting]**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (ix) of the Companies (Management and Administration) Amendment Rules, 2015]

The Chairman  
**CENTUM ELECTRONICS LIMITED**  
44, KHB Industrial Area, Yelahanka,  
Bangalore-560064, Karnataka, India,

Dear Sir,

I, S P Nagarajan, Company Secretary in Whole-time Practice, have been appointed as the Scrutinizer by the Board of Directors of Centum Electronics Limited (the Company) for the purpose of scrutinizing:

- i) the remote e-voting under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015.

in a fair and transparent manner and ascertaining the requisite majority by remote e-voting as per the provisions of the Companies Act, 2013 and rules made there under (including any amendment thereto for the time being in force) and as per the provisions of Secretarial Standard-2 (SS-2) on "General Meetings", issued by the Institute of Company Secretaries of India (ICSI) pursuant to Section 118 (10) of the Companies Act, 2013, on the resolutions contained in the Postal Ballot Notice.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder (including any amendment thereto for the time being in force) with regard to voting through electronic means (by remote e-voting) on the resolutions as set out in the Postal Ballot Notice is the responsibility of the Company's management.

The e-voting facility for voting on the Postal Ballot (remote e-voting) was provided by KFin Technologies Limited (KFin) (Formerly KFin Technologies Private Limited).



My responsibility as a Scrutinizer is to render Scrutinizer's Report of the votes cast "in favour" or "against" or "invalid" votes, if any on the resolutions contained in the Postal Ballot Notice, based on the reports generated from the remote e-voting system provided by KFin Technologies Limited (KFin) (Formerly KFin Technologies Private Limited), in tandem with the reconciliation of the records maintained by the Company / KFin (Registrar and Share Transfer Agent (RTA) of the Company).

**DISPATCH OF POSTAL BALLOT NOTICE THROUGH ELECTRONIC MODE:**

In compliance with the circulars issued by the Ministry of Corporate Affairs ("MCA") and SEBI, the Postal Ballot Notice was sent through electronic mode to the members whose e-mail addresses were registered with the Company/ Depositories. Pre-paid envelopes were not required to be sent to the members for the Postal Ballot in accordance with the requirements as specified under the circulars of MCA. Accordingly, the assent or dissent of the Members have been casted through remote e-voting system. The Notice was also made available on the Company's website, websites of the Stock Exchanges and on the website of KFin.

**CUT-OFF DATE:**

The members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date i.e. Friday, 6<sup>th</sup> December 2024, were entitled to vote on the resolutions contained in the Postal Ballot Notice. The voting rights of members were in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 6<sup>th</sup> December 2024.

**REMOTE E-VOTING:**

The facility of remote e-voting platform was provided by KFin Technologies Limited (KFin) (Formerly KFin Technologies Private Limited).

The remote e-voting period was open from Monday, 16<sup>th</sup> December 2024 (9:00 A.M. IST) to Tuesday, 14<sup>th</sup> January 2025 (5:00 P.M. IST) on <https://evoting.kfintech.com/>.

**COUNTING PROCESS:**

The votes cast through remote e-voting were unblocked and downloaded from the e-voting website of KFin Technologies Limited <https://evoting.kfintech.com/> in the presence of two witnesses, who are not in the employment of the Company. The e-voting data/results downloaded from the e-voting system of KFin were scrutinized and reviewed, the votes were counted, and the results were prepared.

I submit herewith my Scrutinizer's Report on the results of voting through remote e-voting as under:



**SPECIAL BUSINESS:**

**Item 1: Special Resolution**

**1. Re-appointment of Ms. V Kavitha Dutt (DIN: 00139274) as an Independent Director of the Company for a second term of 5 years commencing March 25, 2025**

**“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, Ms. V Kavitha Dutt (DIN: 00139274), Independent Director of the Company who has submitted a declaration that she 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 her 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 March 25, 2025 to March 24, 2030 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.”

Total Number of members participated through remote e-voting	Total Number of votes cast
68	86,59,803

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	86,58,831	99.99	139	0.01	-
<b>Total</b>	<b>86,58,831</b>	<b>99.99</b>	<b>139</b>	<b>0.01</b>	-

**Note:** A member holding 833 shares was abstain from voting





**Item 2: Special Resolution**

**2. Re-appointment of Mr. Nikhil Mallavarapu (DIN: 00288551) as Whole Time Director, designated as Executive Director of the Company**

**“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 for re-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, 2025 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."

Total Number of members participated through remote e-voting	Total Number of votes cast
62	10,83,325

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	10,78,011	99.59	4,481	0.41	-
<b>Total</b>	<b>10,78,011</b>	<b>99.59</b>	<b>4,481</b>	<b>0.41</b>	-

**Note:** 1.A member holding 833 shares was abstain from voting.  
2.75,76,478 votes cast by the Promoters on the aforesaid resolution have been disregarded.

### Item 3: Special Resolution

#### **3. To raise capital by way of a Qualified Institutions Placement to eligible investors through issuance of equity shares and/or other eligible securities**

**"RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c), 71, 179 and other applicable provisions, if any, of the Companies Act, 2013, and the applicable rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, (including any amendment(s), statutory modification(s) or re-enactment thereof, for the time being in force) (**the "Companies Act"**), and the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and in accordance with the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), to the extent applicable, the uniform listing agreement(s) entered into by the Company with the BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") and together with BSE, the "**Stock Exchanges**") where the equity shares, having face value of Rs. 10/- (Rupees Ten) each, of the Company ("**Equity Shares**") are listed, the provisions of the Foreign Exchange Management Act, 1999 including any amendments, statutory modification(s), variation(s) and/or re- enactment thereof ("**FEMA**") and rules, regulations, circulars or notifications made thereunder, including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, the current Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce, Government of India, each as amended, and any other provisions of applicable laws (including all other applicable statutes, clarifications, rules, regulations, circulars, notifications, and



guidelines issued by the Government of India ("GoI"), Ministry of Corporate Affairs ("MCA"), Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), the Stock Exchanges, Registrar of Companies, Karnataka at Bangalore ("RoC") and any other statutory / regulatory authority) (hereinafter singly or collectively referred to as "**Appropriate Authorities**") and subject to all approvals, permissions, consents and sanctions as may be necessary or required from the lenders of the Company, SEBI, the Stock Exchanges, RBI, GoI and any other concerned statutory/ regulatory authorities and subject to such terms and conditions or modifications as may be prescribed or imposed by the Appropriate Authorities while granting of such approvals, permissions, consents and/ or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall include any committee which the Board of Directors may have constituted or may hereinafter constitute to exercise its powers, including the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to [create, offer, issue and allot such number of fully paid-up Equity Shares, and/or convertible securities (including warrants or otherwise) (together the "**Securities**") or any combination of the Securities, in one or more tranches and/or one or more issuances, simultaneously or otherwise, by way of preferential allotment or a private placement(s), Qualified Institutions Placement ("**QIP**") and/or any combination thereof or any other method as may be permitted under applicable laws to eligible investors in the course of domestic or international offerings, through issue of placement document/ or other requisite offer document or other permissible/requisite documents/writings/circulars/memoranda in such a manner to any eligible person, including qualified institutional buyers in accordance with Chapter VI of the SEBI ICDR Regulations, or otherwise, foreign/ resident investors (whether institutions, banks, incorporated bodies, mutual funds, individuals, trustees, stabilizing agent or otherwise), venture capital funds, alternative investment funds, foreign portfolio investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, pension funds and/or any other categories of investors, who are authorised to invest in the Securities of the Company as per extant regulations/guidelines or any combination of the above, whether they being existing holders of the Securities or not (the "**Investors**"), as may be permitted under applicable laws and regulations, for a maximum amount up to **Rs. 250 Crores (Rupees Two Hundred and Fifty Crores Only)** or an equivalent amount thereof, inclusive of such premium as may be fixed on such Securities by offering the Securities at such price as may be permitted under applicable laws and in such manner and on such terms and conditions as may be deemed appropriate by the Board at its discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment of Securities, shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s), placement agent(s) and/or other advisor(s) appointed and/ or to be appointed by the Board, in Indian Rupees or denominated in one or more foreign currencies, as the Board at its absolute discretion may deem fit and appropriate (the "**Issue**")."



Total Number of members participated through remote e-voting	Total Number of votes cast
68	86,59,803

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	86,58,546	99.99	424	0.01	-
<b>Total</b>	<b>86,58,546</b>	<b>99.99</b>	<b>424</b>	<b>0.01</b>	-


**Note:** 1. A member holding 833 shares was abstain from voting

**The special resolutions mentioned in the Postal Ballot notice have been passed with requisite majority by the Shareholders who have voted through remote e-voting.**

I hereby confirm that the relevant records in respect of the votes cast through remote e-voting on the resolution containing in the Postal Ballot Notice by the members of the Company shall remain in my safe custody until the Chairman or a Director/person authorized in this regard considers, approves and signs the minutes/report on Postal Ballot and thereafter, I shall return the relevant records for safe keeping to the Company Secretary or any other person authorized by the Board for this purpose.

I hereby thank the Company for providing me an opportunity to act as the Scrutinizer for the above Electronic Voting System.

Thanking you,  
Yours faithfully

<b>Place: Bangalore</b>	<b>Signature</b> : 
<b>Date: 15<sup>th</sup> January 2025</b>	<b>Name of the Company Secretary : S.P. NAGARAJAN</b> <b>ACS Number : 10028</b> <b>CP Number : 4738</b> <b>UDIN : A010028F003691961</b>
<b>Peer reviewed Unit - bearing Unique Identification Number: I2002KR300400</b>	



S.P. NAGARAJAN M.Com, ACS, LLB,  
Company Secretary in Wholetime Practice  
S-818, 8th Floor, South Block, Manipal Centre,  
No. 47, Dickenson Road, Bangalore - 560 042.  
Tel: 4114 1544 / 4113 2211  
Tele Fax: 4113 6320, (M) : 98453 84585

Page 7 of 7



For CENTUM ELECTRONICS LIMITED

*Indu HS*  
INDU HS  
Company Secretary