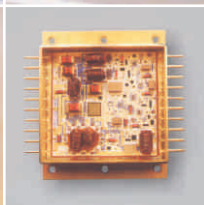
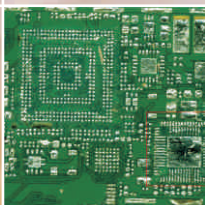


Teamwork • Technology • Trust



CENTUM ELECTRONICS LIMITED

Annual Report 2013-14

QUALITY POLICY

All our products and activities shall meet the expectations of our customers and stakeholders in quality, technology and value.

This commitment is achieved through effective teamwork of every employee, supplier and customer.

We shall develop, maintain and continuously improve the documented systems and enhance quality of all our products, processes and services and promote customer trust and satisfaction.

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Centum Electronics Limited

Board of Directors

Apparao V Mallavarapu, Chairman & Managing Director

S. Krishnan, Independent Director

Dr. P. Rama Rao, Independent Director

Manoj Nagrath, Independent Director

Rajiv C Mody, Independent Director

Pranav Kumar N Patel, Independent Director

Chief Financial Officer (CFO)

K S Desikan

Company Secretary

Ramu Akkili

Statutory Auditors

BSR & Co. LLP

Internal Auditors

Ernst & Young Co. LLP

Bankers

State Bank of India - Specialised Mid-Corporate Branch

No. 97, Railway Parallel Road, Bangalore

Citibank N.A.

M.G. Road, Bangalore

Share Transfer Agents

M/s Karvy Computershare Private Limited,

No. 17-24, Vittal Rao Nagar,

Madhapur

Hyderabad - 500 081.

Registered office

No. 44, KHB Industrial Area,

Yelahanka New Township,

Bangalore - 560 106.

CIN - L85110KA1993PLC013869

Notice of the 21st Annual General Meeting

Notice is hereby given that the Twenty First Annual General Meeting of the Members of Centum Electronics Limited will be held at the registered office of the Company at #44, KHB Industrial Area, Yelahanka New Town, Bangalore - 560106 on Friday, 1st August, 2014 at 2.00 pm to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2014 and Statement of Profit and Loss Account for the year ended as on that date and the Reports of the Directors and Auditors thereon.
2. To confirm the payment of Interim Dividend and to declare a Final Dividend for the financial year 2013-14.
3. To appoint M/s. BSR & Co. LLP, (formerly known as M/s. BSR & Co.) Chartered Accountants, as Auditors of the Company for holding office up to the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

4. 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 Sections 149, 150, 152 read with Schedule IV and any 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 Clause 49 of the Listing Agreement, Mr. Pranav Kumar N Patel (DIN 06784801), who was appointed as an Additional Director of the Company and who meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for the appointment, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term of five consecutive years.”

5. 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 Sections 149, 150, 152 read with Schedule IV and any 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 Clause 49 of the Listing Agreement, Mr. S. Krishnan (DIN 1807344), Director of the Company whose period of office is liable to retirement by rotation as per the Companies Act, 1956 and who meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for the appointment, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term up to March 31, 2019.”

6. 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 197(1) and other applicable provisions, if any, of the Companies Act, 2013, the Company be and is hereby authorised to pay by way of commission and/or remuneration of Rs.2,00,000/- (Rupees Two lakhs) annually to each independent non-executive director for their guidance/counsel to the company, on matters relating to the Corporate Affairs.”

By the order of the Board
for Centum Electronics Limited

Apparao V Mallavarapu
Chairman & Managing Director

Place: Bangalore
Date: May 29, 2014

NOTES:

1. A member entitled to attend and vote 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. Proxies in order to be effective must be deposited with the company not less than 48 hours before the meeting.
2. An explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of Special Business is set out in the Annexure.
3. Register of members and Share Transfer books will remain closed from 22nd July, 2014 to 24th July, 2014 (both days inclusive) for the purpose of AGM and ascertaining the members eligible to receive the recommended dividend
4. Members are requested to inform any change in their address to the Company or to the Company's Registrar and Share Transfer Agent's (RTA) M/s Karvy Computershare Private Limited giving the relevant details.
5. Nomination facility: Consequent to the introduction of Section 109A of the Companies Act, 1956 and as has been brought 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.
6. 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,
 - c) Copy of the Annual Report & Notice (2013-14).
 - 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.
7. In compliance with the provisions of section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all resolutions set forth in this Notice.

The instructions for e-voting are as under:

- A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depositories):
 - i. Open the e-mail and also open PDF file namely "Centum e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - ii. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
 - iii. Click on Shareholder - Login.
 - iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
 - v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
 - vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - vii. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
 - viii. Select "EVEN" (E-Voting Event Number) of Centum Electronics Limited which is 100456. Now you are ready for e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed.

Notice (Contd...)

- xi. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
 - xii. 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, with a copy marked to evoting@nsdl.co.in.
 - 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.nsdl.com.
- 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. Initial password, EVEN (E-Voting Event Number) and user ID are provided separately in the e-voting notice along with the Notice of AGM.
 - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.
- C. Other Instructions:
- i. The e-voting period commences on Saturday, July 26, 2014 (9.00 a.m. IST) and ends on Monday, July 28, 2014 (6.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on June 30, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
 - ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on June 30, 2014.
 - iii. Mr. S.P. Nagarajan, Practicing Company Secretary (Membership No. ACS 10028), has been appointed as the Scrutinizer to scrutinize the e-voting process (including the votes casted at the Annual General Meeting) in a fair and transparent manner.
 - iv. The Scrutinizer shall, within a period not exceeding two working days from the conclusion of the e-voting period, unblock 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, forthwith to the Chairman of the Company.
 - v. The members of the company, holding shares either in physical form or in dematerialized form, as on June 30, 2014 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
8. The results shall be declared at the Annual General Meeting. The same shall be placed along with the Scrutinizer's Report on the Company's website www.centumelectronics.com and on the website of NSDL www.evoting.nsdl.com and communicated to the Bombay Stock Exchange Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

Explanatory Statement under Section 173 (2) of the Companies Act, 1956.

Item No. 4:

The Board of Directors appointed Mr. Pranavkumar N Patel as an Additional Director at its meeting held on 28th January 2014. Pursuant to the provisions of Section 161 of the Companies Act, 2013, he holds office till conclusion of this Annual General Meeting and is eligible for appointment as a Director of the Company.

Mr. Pranav holds a bachelor's degree 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 and also finished his MBA degree from the Georgia State University.

Mr. Pranav worked in companies like, Siemens and at present works for GE. He is responsible for leading product management and business development activities for the GE's Healthcare Services business covering full portfolio of GE Healthcare System products in North America. He has co-authored five patents in fields of microwave integrated circuits, multi-chip module, packaging and energy storage systems

Mr. Pranav is not a member in the Board of any other companies and does not hold any shares of the company.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Pranav being eligible and offer himself for appointment as an Independent Director of the company for a term of five consecutive years up to 31st March, 2019 on such terms and conditions as specified in the letter of appointment.

In the opinion of the Board, Mr. Pranav fulfills the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Pranav. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Pranav as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Pranav, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the said resolution. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange

Item No. 5:

Mr. S. Krishnan is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in the year, 2007. Mr. S. Krishnan is a member in Audit Committee, Nomination and Remuneration Committee, Shareholders' Grievance Committee and Corporate Social Responsibility Committee of the Board of Directors of the Company.

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

Mr. S. Krishnan is a Director in the subsidiary company, Centum Rakon India Private Limited.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. S. Krishnan being eligible and offer himself for appointment as an Independent Director of the company for a term of five consecutive years up to 31st March, 2019 on such terms and conditions as specified in the letter of appointment.

In the opinion of the Board, Mr. S. Krishnan fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. S. Krishnan. Accordingly, the Board recommends the resolution in relation to appointment of Mr. S. Krishnan as an Independent Director, for the approval by the shareholders of the Company.

Notice (Contd...)

Mr. S. Krishnan holds 83 shares of the company.

Except Mr. S. Krishnan, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the said resolution. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No. 6:

The Board of directors of your company at their meeting held on 29th May 2014, had recommended for the payment of Rs. 2 lakhs (Rupees Two lakhs) to the Independent Non-executive Directors, for their guidance/ counsel to the Company, on matters relating to the Corporate affairs.

The approval of Members under Section 197 of the Companies Act, 2013 is required for payment of commission, if any, to the Non-Executive Directors. The Board, therefore, commends the Special Resolution proposed at Item no. 6 of the Notice for your approval.

All the other directors are interested in the said resolution except Mr. Apparao V Mallavarapu.

By the order of the Board
for Centum Electronics Limited

Apparao V Mallavarapu
Chairman & Managing Director

Place: Bangalore
Date: May 29, 2014

Brief details of director proposed to be appointed / re-appointed at the Annual General Meeting

1. Mr. Pranav Patel is willing to act as a Director of the Company, if so appointed and has consented for being appointed as a director of the Company.

Mr. Pranav worked in companies like, Siemens and at present works for GE. He is responsible for leading product management and business development activities for the GE's Healthcare Services business covering full portfolio of GE Healthcare System products in North America. He has co-authored five patents in fields of microware integrated circuits, multi-chip module, packaging and energy storage systems

Mr. Pranav holds a bachelor's degree 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 and also finished his MBA degree from the Georgia State University.

Mr. Pranav Patel does not hold any shares of the company.

2. Mr. S. Krishnan is willing to act as a Director of the company, if so appointed and has consented for being appointed as an independent director of the company.

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.

He received his B.Tech from IIT, Madras and M.E. from IISC, Bangalore.

Mr. S. Krishnan holds 83 shares of the company.