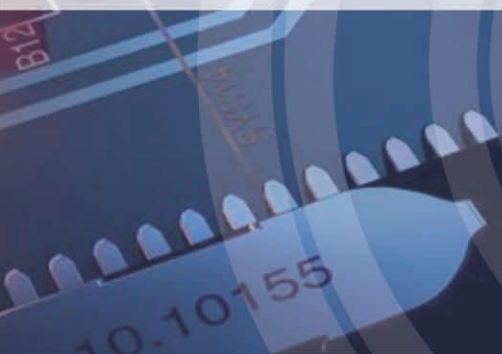
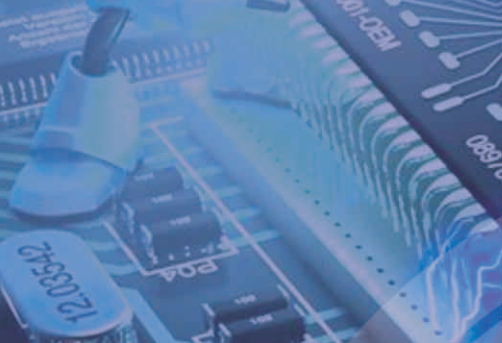




TEAM WORK | TECHNOLOGY | TRUST



Centum Electronics Limited
Annual Report 2015-16





Centum is integrating cutting-edge dominant technologies and expertise in the area of design and engineering to strategically develop and produce state-of-the-art modules, sub-systems and electronic components for mission critical applications.

If your specifications require high quality, high performance and zero defect electronics, Centum is your solution. We develop and produce robust and reliable electronics for telecom, automotive, defense and space sectors.

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Annual General Meeting : Friday, August 5, 2016

Time : 11.30 a.m.

Venue : No.44, KHB Industrial Area
Yelahanka Newtown
Bangalore - 560 106

Performance

Technologies evolve but one thing stays the same, the need to ensure absolute performance when it matters most. Success depends on the ideal mix of talent and technology - and as technology becomes more complex, assuring readiness gets tougher.



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, We shall develop, maintain and continuously improve of every employee, supplier and customer. The documented system and enhance quality of all our products, processes, service and promote customer trust and satisfaction

Board of Directors



Apparao V Mallavarapu
Chairman & Managing Director



Rajiv C Mody
Independent Director



Manoj Nagrath
Independent Director



S. Krishnan
Independent Director



Pranav Kumar Patel
Independent Director



**Dr. Swarnalatha
Mallavarapu**
Director



P. Thiruvengadam
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
Citibank N.A.
Kotak Mahindra Bank

Share Transfer Agents

M/s Karvy Computershare Private Limited,
Karvy Selenium Tower B, Plot 31-32,
Gachibowli, Financial District, Nanakramguda,
Hyderabad - 500032

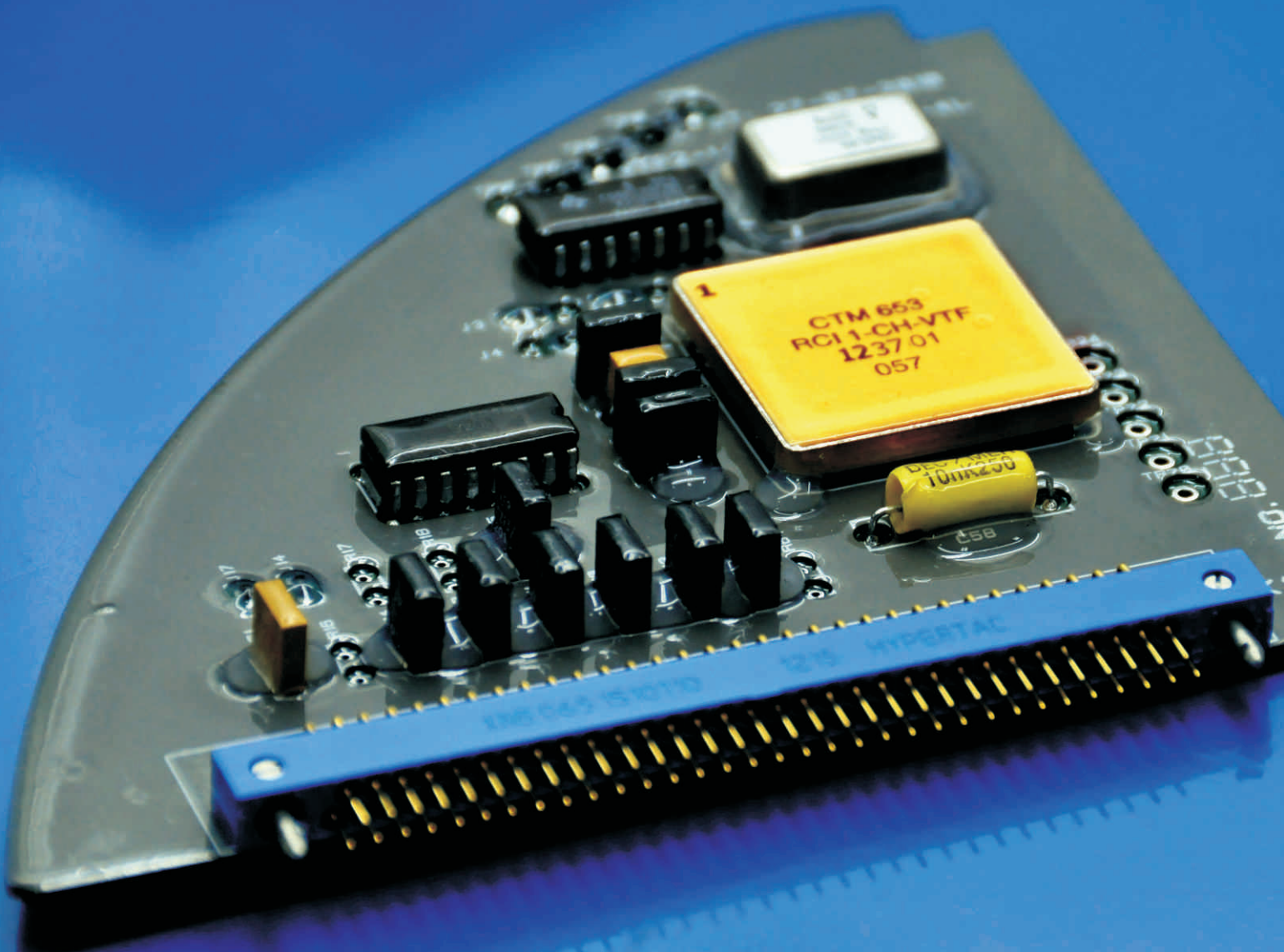
CENTUM ELECTRONICS LIMITED

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

www.centumelectronics.com

“ We will continue to be a frontrunner in the area of critical and high-technology electronics by providing best-of-breed product solutions by leveraging our domain expertise, design excellence and state-of-the-art manufacturing capabilities ”

Apparao Mallavarapu
Chairman & Managing Director





Technologies evolve but one thing stays the same, the need to ensure absolute performance when it matters most. Success depends on the ideal mix of talent and technology - and as technology becomes more complex, assuring readiness gets tougher.

Centum is a source of assurance that excellence will succeed. Through our expertise, we give more time to the bigger issues: fulfilling today's mission and managing the transition to what comes next.

Notice of the 23rd Annual General Meeting

Notice is hereby given that the Twenty Third Annual General Meeting of the Members of Centum Electronics Limited will be held on Friday, August 5, 2016 at 11.30 am at the registered office of the Company, #44, KHB Industrial Area, Yelahanka New Town, Bangalore - 560 106 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. the Audited Financial Statements of the company for the financial year ended March 31, 2016, together with the Reports of the Directors and Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016, together with the Report of the Auditors thereon.
2. To confirm the payment of first and second Interim Dividend for the financial year 2015-16.
3. To appoint M/s. BSR & Co. LLP, 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, 161 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 Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Thiruvengadam P (DIN 00016375), Director of the Company and who meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and being 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 5 years.”

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 duly completed 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 set annexed hereto.
3. The Register of members and Share Transfer books will remain closed from 30th July, 2016 to 5th August, 2016 (both days inclusive) for the purpose of ascertaining the members eligible to attend and vote on the resolutions.
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

Notice (Contd...)

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. 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 (2015-16).
 - 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.
8. 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 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.

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- 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.
 - 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. July 25, 2016, may write to the Karvy on the email id: varghese1@karvy.com or to Mr. P.A Varghese, Contact No. 040-67161564 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 Saturday, July 30, 2016 (9.00 a.m. IST) and ends on Monday, August 1, 2016 (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, July 25, 2016, 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.
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