CENTUM

Ref: CEL:SEC:114:2014-15 February 20, 2015

To
The Listing Department,
National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor, Plot No. C/1,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400051.

Dear Sir/Madam,

Sub: Notice of Postal Ballot

We hereby inform that the Company has proposed to pass a resolution through Postal Ballot for borrowing in excess of the aggregate paid up capital and free reserves of the Company.

We further inform that the Company u/s 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 has completed the dispatch of Postal Ballot notices to the shareholders on February 19, 2015.

A specimen of the Notice for Postal Ballot is enclosed.

We request you to take the above on record.

Thanking you,

Yours faithfully,
For Centum Electronics Limited,

Ramu Akkili
Company Secretary

Encl: as above.

Centum Electronics Limited
44, KHB Industrial Area, Yelahanka New Town, Bangalore-560 106, Karnataka, India
Tel +91-(0)80-4143-6000 **Fax** +91-(0)80-4143-6005 www.centumindia.com
CIN - L85110KA1993PLC013869

CENTUM

Centum Electronics Limited

CIN: L85110KA1993PLC013869
Registered Office: No.44, KHB Industrial Area, Yelahanka Newtown, Bangalore – 560 106.
Telephone: 080 4143 6000, Fax: 080 4143 6005, website: www.centumelectronics.com

Notice of Postal Ballot

To the Members of Centum Electronics Limited.,

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the following Resolution in respect of the Special Business more specifically provided in the below Resolution, is proposed to be passed by Postal Ballot:-

SPECIAL BUSINESS:

Approval for borrowing in excess of the aggregate paid up share capital and free reserves

To consider and, if deemed fit, to pass through Postal Ballot, the following Resolution as a **Special Resolution**:

"**RESLOVED THAT** that in supersession of the resolution passed under Section 293(1)(d) of the Companies Act, 1956 at the Annual General Meeting of the Company held on September 11, 2006 and pursuant to Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions if any of the Act, consent of the company be and is hereby accorded to the Board of Directors to borrow for the purposes of the company, apart from the temporary loans obtained and/or to be obtained from the company's bankers in the ordinary course of Business, a sum or sums of money not exceeding Rs. 200 Crores from company's bankers or from any person or persons, firms, bodies corporate or financial institutions on such terms and conditions as the Board of Directors may deem fit notwithstanding that the moneys to be borrowed together with moneys already borrowed by the company will or may exceed the aggregate of the paid up capital of the company and its free reserves, i.e. reserves not set apart for any specific purpose."

"**RESOLVED FURTHER THAT** the consent of the company be and is hereby given in terms of Section 180(1)(c) of the Companies Act, 2013, and other applicable provisions if any of the Act, to the Board of Directors of the Company for the creation of the Mortgage/ charge on the company's immovable and movable properties, wheresoever situated, present and future, such charge to rank either pari- passu with or second subsequent, subservient and subordinate to all Mortgages/ charges created/ to be created by the company for all the existing and future borrowings and facilities whatsoever in favour of the lender(s)"

By order of the Board of Directors
For Centum Electronics Limited

Sd/-
Ramu Akkili
Company Secretary

Place : Bangalore
Dated : 30-01-2015

Notes:

1. The Board of Directors has appointed Mr. S. P. Nagarajan, Practising Company Secretary as Scruitinizer for conducting the Postal Ballot in a fair and transparent manner.
2. The Statement as required under Section 102 of the Companies Act, 2013 is annexed to this Notice. A Postal Ballot Form is also enclosed herewith.

The Notice is being sent to all the equity shareholders whose names appear in the Register of Members /Beneficiary Position maintained by the Depositories as on Friday, February 6, 2015. Voting rights shall be reckoned on the paid up value of the shares registered in the names of the Members as on that date.

Certified True Copy
For CENTUM ELECTRONICS LIMITED

Ramu Akkili
Company Secretary

INSTRUCTIONS FOR VOTING

Voting through Physical Postal Ballot Form

1. The Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed with the assent (for) or dissent (against), in the enclosed postage pre-paid self addressed envelope, so as to reach the Scrutinizer, on or before the closing of working hours i.e. 6.00 p.m on Thursday, March 19, 2015, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
2. The Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. Envelopes containing Postal Ballot Form if deposited in person or sent by courier at the expense of the Members will also be accepted.

E-Voting

The Company is pleased to offer e-Voting facility as an alternative to its Members, to enable them to cast their vote electronically instead of dispatching Postal Ballot Form. The procedure for the same is as under:

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. Use the following URL for e-voting https://evoting.karvy.com
   ii. Enter the login credentials i.e., user id and password sent by email along with the notice. Your Folio No/DP ID Client ID will be your user ID.
   iii. After entering the details appropriately, click on LOGIN.
   iv. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
   v. You need to login again with the new credentials.
   vi. On successful login, the system will prompt you to select the EVENT i.e., **Centum Electronics Limited**.
   vii. On the voting page, the number of shares as held by the shareholder as on the Cut-off Date will appear. If you desire to cast all the votes assenting/dissenting to the Resolution then enter all shares and click "FOR" / Against as the case may be. You are not required to cast all your votes in the same manner. You may also choose the option ABSTAIN in case you wish to abstain from voting.
   viii. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.
   ix. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
   x. 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.
   xi. The Portal will remain open for voting from 10.00 a.m. on 19th February, 2015 to 6.00 p.m. on 19th March, 2015 (both days inclusive).
   xii. The results of e-voting will be announced by the company in its website and also informed to the stock exchanges.

B. In case a Member receives physical copy of the Notice of Postal ballot (for Members whose email addresses are not registered with the Company/Depositories):
   i. Initial password, EVENT (E-Voting Event Number) and user ID are provided separately in the e-voting notice along with the Notice of Postal ballot.
   ii. Please follow all steps from Sl. No. (i) to Sl. No. (xii) above, to cast vote.

C. Kindly note that the Members can opt only one mode of voting, i.e. either through Physical Ballot or e-Voting. If you are opting for e-Voting, then do not vote by Physical Ballot & vice-versa. However, in case the Member(s) cast their vote both via Physical voting & e-Voting, then voting validly done through e-Voting shall prevail and voting done by Physical Ballot shall be treated as invalid.

D. The e-voting period commences on Thursday ,February 19, 2015 (9.00 a.m. IST) and ends on Thursday ,March 19, 2015 (6.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on February 6, 2015 (being the cutoff date for issue of notice of Postal ballot), 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.

E. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of https://evoting.karvy.com or contact Mr. Varghese P A of Karvy Computershare Pvt Ltd at 040 44655000 or at 1800 345 4001 (toll free).

General

1. The Scrutinizer will submit the report to the Chairman after completion of the scrutiny and the results of the Postal Ballot will be hosted on the Company's website at www.centumelectronics.com. for information of the Members, besides being communicated to the Stock Exchanges on which the shares of the Company are listed. The date of declaration of the Postal Ballot results will be taken as the date of passing the Resolution.
2. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

Certified True Copy
For CENTUM ELECTRONICS LIMITED

Ramu Akkiti
Company Secretary

ANNEXURE TO THE NOTICE

(Statement under Section 102 of the Companies Act, 2013)

At the Annual General Meeting of the Company held on September 11, 2006, the Members had, by way of Ordinary Resolution and in pursuance of the provisions of Section 293(1)(d) of the Companies Act, 1956, approved of borrowing monies on behalf of the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) in excess of the aggregate of the paid-up capital of the Company and its free reserves, subject to the total outstanding amount so borrowed not exceeding a sum of Rs. 200 crores at any point of time and creation of a mortgage or charge for the said borrowings.

Pursuant to the Section 180(1) (c) of the latest Companies Act, 2013, the above powers of the Board are required to be exercised only with the consent of the company by a Special Resolution.

Further, for the implementation as per the above provisions, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No 4/2014 dated March 25, 2014 clarified that the Ordinary Resolutions passed under Section 293(1)(d) of the Companies Act, 1956 would be sufficient compliance of Section 180 of the Companies Act, 2013 for a period of one year from the commencement of the Act.

Therefore, approval of the Members for the said borrowings and creation of a mortgage or charge for the same is being sought by way of a Special Resolution pursuant to Section 180(1)(c) of the Act.

The Directors commend the Resolution of the accompanying Notice for the approval of the Members of the Company.

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

By order of the Board of Directors
For Centum Electronics Limited

Sd/-
Ramu Akkili
Company Secretary

Place : Bangalore
Dated : 30-01-2015

Certified True Copy
For CENTUM ELECTRONICS LIMITED

Ramu Akkili
Company Secretary

Centum Electronics Limited

CIN: L85110KA1993PLC013869
Registered Office: No.44, KHB Industrial Area, Yelahanka Newtown, Bangalore – 560 106.
Telephone: 080 4143 6000, Fax: 080 4143 6005, website: www.centumelectronics.com

POSTAL BALLOT FORM

(To be returned to the Company)

(FOR PHYSICAL VOTING ONLY)

Serial No. :

1. Name and Registered Address of the Sole/First named Shareholder :

2. Name(s) of the Joint Shareholder(s), if any :

3. Folio No./ DP ID No./ Client ID No. :

4. Number of share(s) held :

5. I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated 30th January, 2015 by conveying my/our assent or dissent to the said Resolution by placing the tick (✓) mark in the appropriate box below:

Item No.	Brief Description of the Resolution	No. of Share(s)	Please Tick (✓) in the appropriate box below	
			I/We assent to the Resolution	I/We dissent to the Resolution
1.	Special Resolution under section 180(1)(c) of the Companies Act, 2013 authorising the Board of Directors of the Company for borrowing upto Rs. 200 crores, which is in exceess of the aggregate of the paid up share capital and free reserves of the Company			

Place :
Date :

Signature of the Shareholder(s)

E-voting facility particulars (to be retained with the shareholder)

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN

Note: Please read the Notes carefully before filling the Form.

Certified True Copy
For CENTUM ELECTRONICS LIMITED

Ramu Akkili
Company Secretary