CENTUM

Ref: CEL:SEC:158:2015-16

February 2, 2016

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: Declaration of results of Postal ballot.

Pursuant section 108 and 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, declaration of results of the electronic and physical voting on the resolutions contained in the Notice of Postal ballot dated 28th December 2015, are given as follows:

Special resolution	Votes in favour of the resolution		Votes against the resolution		Total Votes	
	No.of shares	% of total valid votes casted	No.of shares	% of total valid votes casted	No.of shares	% of total valid votes casted
Resolution No. 1 Special Resolution under section 180(1)(c) of the Companies Act, 2013 authorizing the Board of Directors of the Company for borrowing upto Rs. 500 Crores, which is in excess of the aggregate of the paid up share capital and free reserves of the Company	9309795	99.97	2981	0.03	9312776	100
Resolution No. 2 Special Resolution under section 180(1)(a) of the Companies Act, 2013 authorizing the Board of Directors of the Company to create such charges, mortgages and hypothecations from time to time for the purpose of borrowing upto Rs. 500 Crores.	9307104	99.99	722	0.01	9307826	100

CENTUM ELECTRONICS LIMITED

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

Based on the above, we hereby confirm that the said resolutions were passed by the shareholders of the company with the requisite majority. Please find enclosed the Scrutinizer's report on the same.

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
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CIN - L85110KA1993PLC013869

S.P. NAGARAJAN M.Com., A.C.S., L.L.B.
Company Secretary

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**
www.spncs818.com

Scrutinizer's Report – Consolidated

The Chairman
CENTUM ELECTRONICS LIMITED
No. 44, KHB Industrial Area,
Yelahanka New Town,
Bangalore – 560 106

Dear Sir,

1. I, S P Nagarajan, Company Secretary in practice, having been appointed as a scrutinizer by **CENTUM ELECTRONICS LIMITED** (the Company) for the purpose of scrutinizing the postal ballot voting process under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Section 110 of the Companies Act,2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, hereby issue a combined report on the postal ballot – physical and e-voting - on the resolutions contained in the Notice of the Postal Ballot of **CENTUM ELECTRONICS LIMITED** dated 28th December 2015.

Special Resolution	**Votes in favour of the resolution**		**Votes against the resolution**		**Total Votes**	
	Number	**% of total number of valid votes cast**	**Number**	**% of total number of valid votes cast**	**Number**	**% of total number of valid votes cast**
Resolution No. 1 **Special Resolution under section 180(1)(c) of the Companies Act, 2013 authorizing the Board of Directors of the Company for borrowing upto Rs. 500 Crores, which is in excess of the aggregate of the paid up share capital and free reserves of the Company**	**93,09,795**	**99.97**	**2,981**	**0.03**	**93,12,776**	**100**

S.P. NAGARAJAN ACS 10028 C.P. No. 4738 COMPANY SECRETARY

Special Resolution	Votes in favour of the resolution		Votes against the resolution		Total Votes	
	Number	% of total number of valid votes cast	Number	% of total number of valid votes cast	Number	% of total number of valid votes cast
Resolution No. 2 **Special Resolution under section 180(1)(a) of the Companies Act, 2013 authorizing the Board of Directors of the Company to create such charges, mortgages and hypothecations from time to time for the purpose of borrowing upto Rs. 500 Crores.**	**93,07,104**	**99.99**	**722**	**0.01**	**93,07,826**	**100**

There were **9** invalid Postal Ballot Forms totaling **777** Votes for each resolution.

SYNOPSIS OF THE RESULTS OF THE POSTAL BALLOT:

As the number of votes cast in favour of the resolutions is more than three times the number of votes cast against, I report that the Special Resolutions under Section 180(1)(c) and 180(1)(a)of the Companies Act, 2013 through Postal Ballot under Section 110 of the Companies Act, 2013 (Corresponding Section 192A of the Companies Act, 1956) including e-voting specified under Section 108 of the Companies Act, 2013, read with rules thereunder, with regard to the Resolutions mentioned under Item No. 1 and 2 in the Notice of the Postal Ballot as PASSED with requisite majority by the Shareholders of the Company.

I further report that the Corporate Secretary of the Company, may declare and confirm the above results of voting by Postal Ballot in respect of the Resolution referred herein on Tuesday, 2nd February 2016 on the company's website and also communicate to the Stock Exchanges on which the Company's Equity Shares are listed as stated in the Notice of Postal Ballot.

I further report that as per the Companies (Management and Administration) Rules, 2013, the Company has complied with all the provisions of the Rules. I further report that as per the said Rules, the records maintained by me such as, the computer register (to record the consent or otherwise received from the shareholders, which includes all the particulars of the shareholders such as the name, address, folio number, DP ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected), ballot papers and other related papers which were in my safe custody have been handed over to the Company for needful.

S.P. NAGARAJAN ★ ACS 10028 C.P. No. 4738 ★ COMPANY SECRETARY

I hereby thank the Company for providing me an opportunity to act as the Scrutinizer for the Postal Ballot (both Physical and by Electronic Voting System).

Thanking You

Yours Faithfully,



S.P. NAGARAJAN
CENTUM ELECTRONICS LIMITED'S SCRUTINIZER FOR E- VOTING AND POSTAL BALLOT
MEMBERSHIPNO. ACS 10028
CP.NO.4738

Place: Bangalore
Date: 2nd February 2016

S.P. NAGARAJAN M.Com., A.C.S., L.L.B.
Company Secretary

S-818, Eighth Floor,
South Block - Manipal Centre,
47, Dickenson Road,
Bangalore - 560 042
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Mobile: 98453 84585
Email: **cs@nagarajsp818.com**
www.spncs818.com

Scrutinizer's Report – E-Voting
[Pursuant to section 108 of the Companies Act, 2013 and rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014]

The Chairman
CENTUM ELECTRONICS LIMITED
No. 44, KHB Industrial Area,
Yelahanka New Town,
Bangalore – 560 106

Dear Sir,

1. I, S P Nagarajan, a Company Secretary in practice, was appointed by **CENTUM ELECTRONICS LIMITED** (the Company) as a scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies [Management and Administration Rules, 2014] (Rules) on the resolutions contained in Postal Ballot Notice.

2. Further to the above, I submit my report as under:-

   i. The e-voting period remained open from Saturday, 2nd January, 2016 (9.00 a.m. IST) to Monday, 1st February 2016 (6.00 p.m. IST)

   ii. The members of the Company as on the "cut-off" date i.e. 25th December 2015, were entitled to vote on the resolutions (as set out in the Postal Ballot Notice)

   iii. The votes cast were unblocked on 1st February 2016 at 6.15 PM in the presence of 2 witnesses, Ms. Priyanka Sethia & Ms. Pallavi B Kaveri, Member of Institute of Company Secretaries of India who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name: Ms. Priyanka Sethia
Membership No: A34049

Name: Ms. Pallavi B Kaveri
Membership No: A29196

S.P. NAGARAJAN ★ ACS 10028 C.P. No. 4738 ★ COMPANY SECRETARY

iv. Thereafter the details containing *inter alia* of Equity Share Holders, who voted "for", "against" the resolutions, that was put to vote, was generated from the e-voting website http://evoting.karvy.com and based on such report generated, the result of the e-voting is as under:

SPECIAL BUSINESS:

Item No. 1:

Reference to the Companies Act, 2013	**Description of the resolution**	**Type of Resolution**
180(1)(c)	**Special Resolution under section 180(1)(c) of the Companies Act, 2013 authorizing the Board of Directors of the Company for borrowing upto Rs. 500 Crores, which is in excess of the aggregate of the paid up share capital and free reserves of the Company**	**Special Resolution**

(i) Total Voting

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
51	92,46,630	100

(ii) Voted **in favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
47	92,44,349	99.98

(iii) Voted **against** the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
4	2,281	0.02

(iv) **Invalid** votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	-

S.P. NAGARAJAN ★ ACS 10028 C.P. No. 4738 ★ COMPANY SECRETARY

Item No. 2:

Reference to the Companies Act, 2013	Description of the resolution	Type of Resolution
180(1)(a)	**Special Resolution under section 180(1)(a) of the Companies Act, 2013 authorizing the Board of Directors of the Company to create such charges, mortgages and hypothecations from time to time for the purpose of borrowing upto Rs. 500 Crores.**	**Special Resolution**

(i) Total Voting

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
51	92,46,630	100

(ii) Voted **in favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
49	92,46,608	99.999

(iii) Voted **against** the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	22	0.001

(iv) **Invalid** votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	-



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,



S.P. NAGARAJAN
CENTUM ELECTRONICS LIMITED'S SCRUTINIZER FOR E- VOTING
MEMBERSHIP NO. ACS 10028
CP.NO.4738

Place: Bangalore
Date: 2nd February 2016

S.P. NAGARAJAN M.Com., A.C.S., L.L.B.
Company Secretary

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Scrutinizer's Report – Postal Ballot – Physical Voting
[Pursuant to section 110 of the Companies Act, 2013 and rule 22 of the Companies (Management and Administration) Rules, 2014]

The Chairman
CENTUM ELECTRONICS LIMITED
No. 44, KHB Industrial Area,
Yelahanka New Town,
Bangalore – 560 106.

Dear Sir,

Pursuant to the resolution passed by the Board of Directors of **"CENTUM ELECTRONICS LIMITED "** (hereinafter referred to as 'the Company') on 28th December 2015, I have been appointed as the Scrutinizer to receive, process and scrutinize postal ballot papers – physical documents - in respect of the following resolutions:

Reference to the Companies Act, 2013	Description of the resolution	Type of Resolution
180(1)(c)	**Special Resolution under section 180(1)(c) of the Companies Act, 2013 authorizing the Board of Directors of the Company for borrowing upto Rs. 500 Crores, which is in excess of the aggregate of the paid up share capital and free reserves of the Company**	**Special Resolution**
180(1)(a)	**Special Resolution under section 180(1)(a) of the Companies Act, 2013 authorizing the Board of Directors of the Company to create such charges, mortgages and hypothecations from time to time for the purpose of borrowing upto Rs. 500 Crores.**	**Special Resolution**

S.P. NAGARAJAN ★ ACS 10028 C.P. No. 4738 ★ COMPANY SECRETARY

I submit my report as detailed hereunder:

1. The notice dated 28th December 2015 under Section 110 of the Companies Act, 2013 (Corresponding Section 192A of the Companies Act, 1956), regarding Postal Ballot was issued individually to all the shareholders and the notices were dispatched on 1st January 2016.

2. The postal ballot notice dispatched to the shareholders stated that all postal ballot forms received up to the closure of working hours (6.00 PM) on Monday, 1st February 2016 the last date and time fixed by the Company for receipt of the forms, according to Section 110 of the Companies Act, 2013 will be considered.

3. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.

4. Particulars of all the postal ballot forms received from the members were entered in a register separately maintained for the purpose.

5. All the Postal Ballot Forms were scrutinized and processed and a computer statement containing the Shareholders Name, Folio Number/Client ID No./DP ID, Postal Ballot Number, Number of Shares held, Number of Votes Polled, Assented, Dissented and Rejected were generated.

6. All postal ballot forms received up to 1st February 2016 up to the close of working hours (6.00 PM) were scrutinized by me.

7. The postal ballot envelops were opened on 2nd February 2016 in my presence and scrutinized and the shareholding was matched/confirmed with the Register of Members of the Company /list of beneficiaries as on 25th December 2015.

8. During the course of scrutiny of Postal Ballot Forms, I have not come across any defaced/mutilated Postal Ballot Forms.

9. I have handed over the postal ballot forms and related papers/registers and records to the Corporate Secretary of the Company along with the Reports.



10. The results of the postal ballot forms are as follows:

TABLE-A:

Resolution No.1

Details	Number of Ballot Forms	Number of Shares
Total Postal Ballot Forms Received	**45**	**66,923**
• Valid Postal Ballot Forms	**36**	**66,146**
• Invalid Postal Ballot Forms	**9**	**777**

Resolution No.2

Details	Number of Ballot Forms	Number of Shares
Total Postal Ballot Forms Received	**44**	**61,973**
• Valid Postal Ballot Forms	**35**	**61,196**
• Invalid Postal Ballot Forms	**9**	**777**

- **Reasons for invalid entries:**

✓	Unsigned Postal Ballot
	Discrepancy in signature
✓	Votes cast both in favour, also against the resolution and not voted.
	The ballot paper is received in torn or defaced or mutilated condition to an extent that it is difficult for the scrutinizer to identify either the member or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or one or more of the above grounds

Consequently Invalid Postal Ballots were not taken into account for voting.

S.P. NAGARAJAN ★ ACS 10028 C.P. No. 4738 ★ COMPANY SECRETARY

The particulars of the valid postal ballot forms received depicting the assent and dissent of the shareholders for the purpose of seeking their approval for the above referred resolutions by way of Postal Ballot pursuant to Section 110 of the Companies Act, 2013 (Corresponding Section 192A of the Companies Act, 1956), read with the Companies (Management and Administration) Rules, 2013 are elucidated herein below:

TABLE B:

Resolution Number 1

Particulars	**Special Resolution under section 180(1)(c) of the Companies Act, 2013 authorizing the Board of Directors of the Company for borrowing upto Rs. 500 Crores, which is in excess of the aggregate of the paid up share capital and free reserves of the Company**		
	No. of Ballot Forms	**No of shares (votes)**	**% on total shares (votes) received**
Assent	35	65,446	**98.94**
Dissent	1	700	**1.06**
Total	**36**	**66,146**	**100**

S.P. NAGARAJAN ACS 10028 C.P. No. 4738 COMPANY SECRETARY

Resolution Number 2

Particulars	Special Resolution under section 180(1)(a) of the Companies Act, 2013 authorizing the Board of Directors of the Company to create such charges, mortgages and hypothecations from time to time for the purpose of borrowing upto Rs. 500 Crores.		
	No. of Ballot Forms	**No of shares (votes)**	**% on total shares (votes) received**
Assent	34	60,496	**98.86**
Dissent	1	700	**1.14**
Total	**35**	**61,196**	**100**

I hereby thank the Company for providing me an opportunity to act as the Scrutinizer for the above Postal Ballot.

Thanking You

Yours Faithfully,



S.P. NAGARAJAN
CENTUM ELECTRONICS LIMITED'S SCRUTINIZER FOR POSTAL BALLOT
MEMBERSHIP NO. 10028
CP.NO.4738

Place: Bangalore
Date: 2nd February 2016

CENTUM ELECTRONICS LIMITED

SUMMARY OF POSTAL BALLOT

RESOLUTION NUMBER	PARTICULARS	NO. OF POSTAL BALLOT FORMS RECEIVED (1)	NO. OF INVALID POSTAL BALLOT FORMS (2)	NO.OF VALID POSTAL BALLOT FORMS (1-2)	TOTAL VOTES RECEIVED	NO. OF VOTES IN FAVOUR	NO.OF VOTES AGAINST
1	**Borrowing in excess of the aggregate paid up share capital and free reserves**	45	9	36	66,146	65,446	700
2	**Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings**	44	9	35	61,196	60,496	700
	TOTAL				**1,27,342**	**1,25,942**	**1400**



S.P. NAGARAJAN
CENTUM ELECTRONICS LIMITED'S SCRUTINIZER FOR POSTAL BALLOT
MEMBERSHIP NO. 10028
CP.NO.4738

Place: Bangalore
Date: 2nd February 2016