CENTUM

Ref: CEL: SEC: 61: 2016-17

August 6, 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

To
The Department of Corporate Services,
Phiroze Jeejeebhoy Towers,
Bombay Stock Exchange Limited,
Dalal Street,
Mumbai – 400001

Dear Sir/Madam,

Sub: Declaration of Results of Voting.

Pursuant to section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Act, declaration of results of voting on the resolution of Annual General Meeting held on August 5, 2016 are given as follows:

Particulars of voting	Votes in favour of the resolutions		Voting against the resolutions		Invalid Votes
	No	%	No	%	
Resolution No.1	9294036	100.00	-	-	-
Resolution No.2	9294036	100.00	-	-	-
Resolution No.3	9294036	100.00	-	-	-
Resolution No.4	9294034	99.99	2	0.01	-

The details of the Resolutions passed are provided as below:

Resolution No. 1:

a. To consider and adopt the audited financial statement of the company for the financial year ended 31st March 2016, together with the report of the Board of the Directors and Auditors thereon; and
b. To consider and adopt the audited consolidated financial statement of the company for the financial year ended 31st March 2016, together with the report of the Board of the Directors and Auditors thereon.

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

Resolution No. 2: To confirm the payment of First and Second interim dividend for the financial year 2015-2016

Resolution No. 3: To appoint of 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 next Annual General Meeting and to fix their remuneration.

Resolution No. 4: To appoint Mr. Thiruvengadam P as an Independent director of the company.

The above mentioned resolutions have been passed with the requisite majority as prescribed under the applicable laws.

This is for your information and records.

Thanking You,

Yours Faithfully,
For Centum Electronics Limited

Ramu Akkili
Company Secretary

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CIN - L85110KA1993PLC013869

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

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Consolidated Scrutinizer's Report

(Pursuant to Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and Companies (Management and Administration) Amendment Rules, 2015]

To,

The Chairman of 23rd Annual General Meeting of the Equity Shareholders of Centum Electronics Limited held on the Friday, 5th August 2016 at 11:30 A.M. at the Registered Office of the Company at #44, KHB Industrial Area, Yelahanka New Town, Bangalore -560 106

Dear Sir,

I, S P Nagarajan, Company Secretary in 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 e-voting process (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 SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015;
ii) the physical ballot forms received by Karvy Computershare Private Limited (hereinafter referred to as 'Karvy') not later than Thursday, 4th August 2016 under the provisions of the Companies Act, 2013 and rules framed thereunder and
iii) voting by poll at the venue of the Annual General Meeting (AGM) under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014;

in a fair and transparent manner and ascertaining the requisite majority on remote e-voting, voting by physical ballot forms and voting through poll as per the provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, 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 set out in the Notice under Items numbered 1 to 4 of the Notice of the 23rd AGM of the members of the Company.

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

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) with regard to voting through electronic means (by remote e-voting), voting through physical ballot forms and voting by poll at the venue of the AGM on the resolutions proposed in the Notice of the 23rd AGM of the Company is the responsibility of the management.

My responsibility as a Scrutinizer is to render Scrutinizer's Report of the votes cast "in favour" or "against" or "abstained/invalid" votes or poll papers, if any on the resolutions contained in the Notice of AGM, based on the reports generated from the e-voting system provided by Karvy and voting conducted by poll at the venue of the AGM in tandem with the reconciliation of the records maintained by the Company / Karvy and the authorizations / proxies lodged with the Company.

DISPATCH OF NOTICE CONVENING THE MEETING:

The Notice dated 27th May 2016 convening the 23rd Annual General Meeting (AGM) along with statement setting out material facts under Section 102 of the Companies Act, 2013 were dispatched to the members of the Company in respect of the below mentioned resolutions to be passed at 23rd AGM of the Equity Shareholders of the Company held on Friday, 5th August 2016.

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. Monday, 25th July 2016, were entitled to vote on the resolutions as set out in the Notice of the 23rd AGM of the Company.

REMOTE E-VOTING:

The Company has availed services of Karvy Computershare Private Limited as the agency for providing the remote e-voting platform.

The remote e-voting period was open for three days which commenced on Saturday, 30th July 2016 at 9:00 a.m. and concluded on Monday, 1st August 2016 at 6:00 p.m. on https://evoting.karvy.com

PHYSICAL BALLOT FORMS:

Members who do not have access to the e-voting facility or unable to exercise e-voting, were provided with an alternate option of casting their vote through physical ballot forms (enclosed to the 23rd AGM Notice) by sending their assent or dissent in writing in respect of the resolutions as set out in the 23rd AGM Notice of the Company.



VOTING BY POLL AT THE 23RD AGM:

As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015 after the close of period for remote e-voting the details of members who had cast votes through remote e-voting such as their names, folio numbers, number of shares held were downloaded from the e-voting website of Karvy, for the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the 23rd AGM.

At the said AGM of the members of the Company, the Chairman of the Meeting had called for a Poll to facilitate the members present at the meeting who could not cast their votes through e-voting to record their votes through the poll process.

COUNTING PROCESS:

i) POLL AT THE VENUE OF 23RD AGM:

a) After the time fixed for the closing of the ballot by the Chairman, the ballot boxes kept for polling were locked in my presence with due identification marks placed by me.

b) The locked ballot boxes were subsequently opened in my presence and in the presence of two witnesses who are not in employment of the Company namely Mr. G Panduranga Kamath, residing at House No 289, 5th Main, A Subbarao Pai Nagar, Bangalore-560097 and Mrs. Archana Kamath, residing at House No 289, 5th Main, A Subbarao Pai Nagar, Bangalore-560097. The said witnesses have affixed their signature below in confirmation of the ballot boxes being unlocked in their presence:

Kamath

G Panduranga Kamath

Archana Kamath

Archana Kamath

c) The poll papers were diligently scrutinized and reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

d) I did not find any poll papers invalid.

S.P. NAGARAJAN ★ ACS 10036 C.P. No. 4756 ★ COMPANY SECRETARY

ii) REMOTE e-VOTING

The remote e-voting results on the Karvy e-voting platform were unblocked and downloaded on Friday, 5th August 2016 in the presence of two 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. The said witnesses have affixed their signature below in confirmation of the votes being unblocked in their presence:

Ms. Priyanka Sethia

Ms. Pallavi B Kaveri

iii) PHYSICAL BALLOT FORMS

Based on the report furnished by Karvy, it is observed that **NIL** physical ballot forms were received by post from the members by Thursday, 4th August 2016.

As **NIL** physical ballot forms were received from the members of the Company the results of voting by physical ballot forms (votes cast "in favour"/ "assent" or "against"/ "dissent" or "abstained / invalid" votes or ballot forms) on the resolutions contained in the Notice of AGM are also **NIL**.

I have issued separate Scrutinizer's Report dated 5th August 2016 on the results of remote e- voting and voting by poll at the venue of the 23rd AGM on the resolutions contained in the Notice to the 23rd AGM of the members of the Company.

I submit herewith my consolidated scrutinizer's report on the results of voting through remote e-voting and voting by poll at the venue of the AGM as under:-

Item 1: Ordinary Resolution

1. To receive, consider and adopt:
a) the Audited Financial Statements of the Company for the financial year ended 31st March 2016, together with the Reports of the Board of Directors and the Auditors thereon; and

b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2016, together with the Report of the Auditors thereon.

S. P. NAGARAJAN ACS 12038 CP No 4758 COMPANY SECRETARY

Total Number of members voted	Total Number of votes cast
56	92,94,036

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No.	%	No.	%	
Remote e-voting	92,48,630	100	0	0	0
Voting by poll at AGM venue	45,406	100	0	0	0
Total	**92,94,036**	**100**	**0**	**0**	**0**

The Resolution as mentioned in Item No. 1 of the Notice of the 23rd AGM stands passed with requisite majority.

Item 2: Ordinary Resolution

2. To confirm the payment of first and second Interim Dividend for the financial year 2015-16.

Total Number of members voted	Total Number of votes cast
56	92,94,036

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No.	%	No.	%	
Remote e-voting	92,48,630	100	0	0	0
Voting by poll at AGM venue	45,406	100	0	0	0
Total	**92,94,036**	**100**	**0**	**0**	**0**

The Resolution as mentioned in Item No. 2 of the Notice of the 23rd AGM stands passed with requisite majority.

S. P. NAGARAJAN ACS 10026 C.P. No. 4758 COMPANY SECRETARY

Item 3: Ordinary Resolution

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.

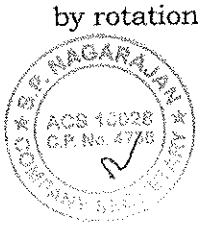
Total Number of members voted	Total Number of votes cast
56	92,94,036

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No.	%	No.	%	
Remote e-voting	92,48,630	100	0	0	0
Voting by poll at AGM venue	45,406	100	0	0	0
Total	**92,94,036**	**100**	**0**	**0**	**0**

The Resolution as mentioned in Item No. 3 of the Notice of the 23rd AGM stands passed with requisite majority.

Item 4: Ordinary Resolution

4. "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 (five) years."



Total Number of members voted	Total Number of votes cast
56	92,94,036

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No.	%	No.	%	
Remote e-voting	92,48,628	99.99998	2	0.00002	0
Voting by poll at AGM venue	45,406	100	0	0	0
Total	**92,94,034**	**99.99998**	2	0.00002	**0**

The Resolution as mentioned in Item No. 4 of the Notice of the 23rd AGM stands passed with requisite majority.

I hereby confirm that the relevant records in respect of the votes cast through e-voting and voting by poll at the venue of 23rd AGM by the members of the Company shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the said AGM 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.

Thanking you,
Yours faithfully

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

S P NAGARAJAN
ACS No.10028
CP No.4738

Place: Bangalore
Dated: 5th August 2016

Chairman of the Meeting
(for the 23rd Annual General Meeting held on 5th August 2016)