CENTUM

Ref: CEL:SEC:SE:067:2014-15 October 30, 2014

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: Results of Postal Ballot

Further to our letter dated October 15, 2014, we hereby attach the Scrutinizer's Report certifying the results on the Resolution specified in the Notice of Postal Ballot dated September 29, 2014.

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

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

S-818, Eighth Floor,
South Block - Manipal Centre,
47, Dickenson Road,
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Telefax: 080- 41136320, 41141544
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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 resolution contained in the Notice of the Postal Ballot of **CENTUM ELECTRONICS LIMITED** dated 26th September 2014.

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**
Approval for extension of benefits of ESOP Scheme - 2013 to the eligible employees of the subsidiary company	**8304933**	**99.999**	**83**	**0.001**	**8305016**	**100**

S.P. NAGARAJAN * ACS 10026 C.P. NO. 4738 * COMPANY SECRETARY

There were 2 invalid Postal Ballot Forms totaling 183 Votes.

SYNOPSIS OF THE RESULTS OF THE POSTAL BALLOT:

As the number of votes cast in favour of the resolution is more than three times the number of votes cast against, I report that the Special Resolution under Section 62 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 Resolution mentioned 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 Thursday, 30th October 2014 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.

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 ACS 10028 C.P. NO. 4738 COMPANY SECRETARY

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

Place: Bangalore
Date: 30.10.2014

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

S-818, Eighth Floor,
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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, 18th October 2014 (9.00 AM) to Monday, 20th October 2014 (6.00 PM)

   ii. The members of the Company as on the "cut-off" date i.e. 19th September, 2014, were entitled to vote on the resolution (as set out in the Postal Ballot Notice)

   iii. The votes cast were unblocked on 20th October 2014 at 6.10 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**
62	**Approval for extension of benefits of ESOP Scheme - 2013 to the eligible employees of the subsidiary company**	**Special Resolution**

(i) Total Voting

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
30	8304575	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
30	8304575	100

(iii) Voted **against** the resolution

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

(iv) **Invalid** votes

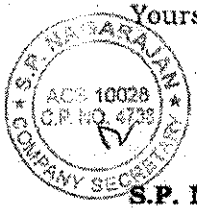
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	-

S.P. NAGARAJAN * ACS 10028 C.P. NO. 4736 * COMPANY SECRETARY

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: 30.10.2014

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 26th September 2014, I have been appointed as the Scrutinizer to receive, process and scrutinize postal ballot papers – physical documents - in respect of the following resolution:

Reference to the Companies Act, 2013	Description of the resolutions	Type of Resolution
62	**Approval for extension of benefits of ESOP Scheme - 2013 to the eligible employees of the subsidiary company**	**Special Resolution**

I submit my report as detailed hereunder:

1. The notice dated 26th September 2014 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 29th September 2014 by e-mail and courier.



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 29th October 2014 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 29th October 2014 up to the close of working hours (6.00 PM) were scrutinized by me.

7. The postal ballot envelops were opened on 30th October 2014 in my presence and scrutinized and the shareholding was matched/confirmed with the Register of Members of the Company /list of beneficiaries as on 19th September, 2014.

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.

S.P. NAGARAJAN * ACS 10028 C.P. NO. 4738 * COMPANY SECRETARY

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

Table-A:

Resolution Number 1

Details	Number of Ballot Forms	Number of Shares
Total Postal Ballot Forms Received	6	624
• Valid Postal Ballot Forms	4	441
• Invalid Postal Ballot Forms	2	183

- **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 13028 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	Approval for extension of benefits of ESOP Scheme - 2013 to the eligible employees of the subsidiary company		
	No. of Ballot Forms	No of shares (votes)	% on total shares (votes) received
Assent	3	358	81%
Dissent	1	83	19%
Total	**4**	**441**	**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 ACS 10028 C.P. NO. 4738 COMPANY SECRETARY

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

Place: Bangalore
Date: 30.10.2014

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	Approval for extension of benefits of ESOP Scheme - 2013 to the eligible employees of the subsidiary company	6	2	4	441	358	83

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

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

Place: Bangalore
Date: 30.10.2014