CENTUM

Ref: CEL: SEC: 099: 2016-17

October 26, 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 Dept., of Corporate Services
Bombay Stock Exchange Ltd
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001

Dear Sir/Madam,

Sub: Declaration of Results of Voting.

Pursuant to section 110 of the Companies Act 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Act, members approval was sought for the resolution appended to the Postal Ballot Notice dated 16th September, 2016 are given as follows:

Particulars of voting	Votes in favour of the resolutions		Voting against the resolutions		Invalid Votes
	No	%	No	%	
Resolution	601094	100.00	-	-	0

The details of the Resolution passed are provided as below:

Resolution :

To appoint Mr. Nikhil Mallavarapu, in the Adetel Group SA, the Subsidiary of the company.

The above mentioned resolution has 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

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,
Bangalore - 560 042
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) Amendment Rules, 2015 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 16th September 2016.

Ordinary 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**
Ordinary Resolution pursuant to the provisions of Section 188(1) (f) of the companies Act, 2013 and Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules, 2014, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to approve for the appointment of Mr. Nikhil Mallavarapu, in Adetel Group SA, the subsidiary of the company on such remuneration, terms and conditions as may be agreed between Adetel and Mr. Nikhil Mallavarapu from time to time	**6,01,094**	**100**	**0**	**0**	**6,01,094**	**100**

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

I did not find any invalid Postal Ballot Forms.

SYNOPSIS OF THE RESULTS OF THE POSTAL BALLOT:

The resolution has been passed unanimously by the Shareholders who have voted through E-voting and through Postal Ballot.

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 Wednesday, 26th October 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.

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: 26th October 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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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) Amendment Rules, 2015 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the resolution contained in Postal Ballot Notice.

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

   i. The e-voting period remained open from Monday, 26th September, 2016 (10.00 a.m. IST) to Tuesday, 25th October 2016 (6.00 p.m. IST)

   ii. The members of the Company as on the "cut-off" date i.e. 16th September 2016, were entitled to vote on the resolution (as set out in the Postal Ballot Notice)

   iii. The votes cast were unblocked on 25th October 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 resolution, 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:

ORDINARY BUSINESS:

Reference to the Companies Act, 2013	Description of the resolution	Type of Resolution
188(1)(f)	**Ordinary Resolution pursuant to the provisions of Section 188(1) (f) of the companies Act, 2013 and Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules, 2014, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to approve for the appointment of Mr. Nikhil Mallavarapu, in Adetel Group SA, the subsidiary of the company on such remuneration, terms and conditions as may be agreed between Adetel and Mr. Nikhil Mallavarapu from time to time**	**Ordinary Resolution**

(i) Total Voting

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
13	3,69,781	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
13	3,69,781	100

(iii) Voted **against** the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(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

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: 26th October 2016

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

S-818, Eighth Floor,
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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') 16th September 2016, 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 resolution	Type of Resolution
188(1)(f)	**Ordinary Resolution pursuant to the provisions of Section 188(1) (f) of the companies Act, 2013 and Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules, 2014, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to approve for the appointment of Mr. Nikhil Mallavarapu, in Adetel Group SA, the subsidiary of the company on such remuneration, terms and conditions as may be agreed between Adetel and Mr. Nikhil Mallavarapu from time to time**	**Ordinary Resolution**

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

I submit my report as detailed hereunder:

1. The notice dated 16th September 2016 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 23rd September 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 Tuesday, 25th October 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 25th October 2016 up to the close of working hours (6.00 PM) were scrutinized by me.

7. The postal ballot envelops were opened on 26th October 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 16th September 2016.

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:

Details	Number of Ballot Forms	Number of Shares
Total Postal Ballot Forms Received	34	2,31,313
• Valid Postal Ballot Forms	34	2,31,313
• Invalid Postal Ballot Forms	0	0

- **Reasons for invalid entries:- Not Applicable - as I did not find any invalid Postal Ballot Forms**

	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



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 resolution 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:

Particulars	**Ordinary Resolution pursuant to the provisions of Section 188(1) (f) of the companies Act, 2013 and Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules, 2014, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to approve for the appointment of Mr. Nikhil Mallavarapu, in Adetel Group SA, the subsidiary of the company on such remuneration, terms and conditions as may be agreed between Adetel and Mr. Nikhil Mallavarapu from time to time**		
	No. of Ballot Forms	**No of shares (votes)**	**% on total shares (votes) received**
Assent	34	2,31,313	100
Dissent	0	0	0
Total	**34**	**2,31,313**	**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: 26th October 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	**Appointment of Mr. Nikhil Mallavarapu, in Adetel Group SA**	34	0	34	2,31,313	2,31,313	0
	TOTAL	**34**	**0**	**34**	**2,31,313**	**2,31,313**	**0**



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

Place: Bangalore
Date: 26th October 2016