CENTUM

Ref: CEL:SEC: 095:2015-16

August 8, 2015

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

To
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001.

Dear Sir/Madam,

Sub: Declaration of Results of Voting.

Pursuant to Section 108 of 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 7, 2015, are given as follows:

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No.	%	No.	%	
Resolution No.1	9189679	100.00	-	-	2258
Resolution No.2	9191937	100.00	-	-	-
Resolution No.3	9189679	99.98	2258	0.02	-
Resolution No.4	9191937	100.00	-	-	-
Resolution No.5	9191937	100.00	-	-	-
Resolution No.6	9191937	100.00	-	-	-
Resolution No.6	9185373	99.93	6564	0.07	-

The details of Resolutions passed are provided as below:

1. **Resolution No.1:**
   a. To consider and adopt the audited financial statements of the Company for the financial year ended 31st March 2015; and
   b. To consider and adopt the audited financial statements of the Company for the financial year ended 31st March 2015.

2. **Resolution No.2:** To confirm the Payment of Interim dividend and approval of Final Dividend of Rs.2/- per equity share for the financial year 2014-15.

3. **Resolution No.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.

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

4. **Resolution No.4:** To appoint Mr. Manoj Nagrath as an Independent Director of the company.

5. **Resolution No.5**: To appoint Mr. Rajiv C Mody as an Independent Director of the company.

6. **Resolution No.6**: To appoint Dr. Swarnalatha Mallavarapu as a Director of the Company

7. **Resolution No.7**: To re-appoint Mr. Apparao V Mallavarapu as the Chairman & Managing 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

Centum Electronics Limited
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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 22nd Annual General Meeting of the Equity Shareholders of Centum Electronics Limited held on the Friday, 7th August 2015 at11:30 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 Clause 35B of the Listing Agreement;
ii) the physical ballot forms received by Karvy Computershare Private Limited (hereinafter referred to as 'Karvy') not later than Thursday, 6th August 2015 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 7 of the Notice of the 22nd AGM of the members of the Company.

S. P. NAGARAJAN * ACS 10026 CP No. 4758 * 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 22nd 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 2015 convening the 22nd 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 22nd AGM of the Equity Shareholders of the Company held on Friday, 7th August 2015.

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. Saturday, 1st August 2015, were entitled to vote on the resolutions as set out in the Notice of the 22nd 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 Tuesday, 4th August 2015 at 9:00 a.m. and concluded on Thursday, 6th August 2015 at 5:00 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 22nd AGM Notice) by sending their assent or dissent in writing in respect of the resolutions as set out in the 22nd AGM Notice of the Company.

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

VOTING BY POLL AT THE 22ndAGM:

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 22nd 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 22ND 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. S. Rajashekar Aradhya, residing at No.350/1 1st Cross, 5th Main Road, Vijayanagar, Bangalore-560040 and Mr. S. Saravanan, residing at No.32, Balaji Koil Street, K Kamaraj Road, Bangalore-560042. The said witnesses have affixed their signature below in confirmation of the ballot boxes being unlocked in their presence:

S. Rajashekar Aradhya S. Saravanan

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 10028 C.P. No. 4758 ★ COMPANY SECRETARY

ii) REMOTE e-VOTING

The remote e-voting results on the Karvy e-voting platform were unblocked and downloaded on Thursday, 6th August 2015 at 5.30 p.m. 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, 6th August 2015.

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 7th August 2015 on the results of remote e- voting and voting by poll at the venue of the 22nd AGM on the resolutions contained in the Notice to the 22nd 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 2015, 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 2015, together with the Report of the Auditors thereon.

S.P. NAGARAJAN ACS 10026 CP No. 4759 COMPANY SECRETARY

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No.	%	No.	%	
Remote e-voting	9057594	100%	0	0	2258
Voting by poll at AGM venue	132085	100%	0	0	0
Total	**9189679**	**100%**	**0**	**0**	**2258**

The Resolution as mentioned in Item No. 1 of the Notice of the 22ndAGM stands passed with requisite majority.

Item 2: Ordinary Resolution

2. To confirm the payment of Interim Dividend and to declare a Final Dividend for the financial year 2014-15.

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No.	%	No.	%	
Remote e-voting	9059852	100%	0	0	0
Voting by poll at AGM venue	132085	100%	0	0	0
Total	**9191937**	**100%**	**0**	**0**	**0**

The Resolution as mentioned in Item No. 2 of the Notice of the 22nd AGM stands passed with requisite majority.

Item 3: Ordinary Resolution

3. To appoint M/s. BSR & Co. LLP, Chartered Accountants, as Auditors of the Company for holding office up tothe conclusion of the next Annual General Meeting and to fix their remuneration.

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

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No.	%	No.	%	
Remote e-voting	9057594	99.9751%	2258	0.0249%	0
Voting by poll at AGM venue	132085	100%	0	0	0
Total	**9189679**	**99.9754%**	**2258**	**0.0246%**	**0**

The Resolution as mentioned in Item No. 3 of the Notice of the 22nd AGM stands passed with requisite majority.

Item 4: Ordinary Resolution

4. "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 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 Clause 49 of the Listing Agreement, Mr. Manoj Nagrath (DIN 01974412), Director of the Company whose period of office is liable to retirement by rotation as per the Act and who qualifies for being appointed as an Independent Director in terms of Section 149(6) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retirement by rotation, to hold office for a term of 5 (five) consecutive years."

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No.	%	No.	%	
Remote e-voting	9059852	100%	0	0	0
Voting by poll at AGM venue	132085	100%	0	0	0
Total	**9191937**	**100%**	**0**	**0**	**0**

The Resolution as mentioned in Item No. 4 of the Notice of the 22nd AGM stands passed with requisite majority.

S. P. NAGARAJAN ACS 10025 C.P. No. 4738 COMPANY SECRETARY

Item 5: Ordinary Resolution

5. "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 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 beingin force) and Clause 49 of the Listing Agreement, Mr. Rajiv C Mody (DIN 00092037), Director of the Company whose period of office is liable to retirement by rotation as per the Act and who qualifies for being appointed as an Independent Director in terms of Section 149(6) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retirement by rotation, to hold office for a term of 5 (five) consecutive years."

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No.	%	No.	%	
Remote e-voting	9059852	100%	0	0	0
Voting by poll at AGM venue	132085	100%	0	0	0
Total	**9191937**	**100%**	**0**	**0**	**0**

The Resolution as mentioned in Item No. 5 of the Notice of the 22nd AGM stands passed with requisite majority.

Item 6: Ordinary Resolution

6. "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 of the Companies Act, 2013 (Act), and other applicable provision of the Act, and Clause 49 of the Listing Agreement, Dr. Swarnalatha Mallavarapu (DIN 0288771), who was appointed as an Additional Director of the Company, holds office upto the date of this Annual General Meeting, and who is eligible for the appointment, be and is hereby appointed as a Director of the Company."

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No.	%	No.	%	
Remote e-voting	9059852	100%	0	0	0
Voting by poll at AGM venue	132085	100%	0	0	0
Total	**9191937**	**100%**	**0**	**0**	**0**

The Resolution as mentioned in Item No. 6 of the Notice of the 22nd AGM stands passed with requisite majority.

Item 7: Special Resolution

7. "RESOLVED THAT pursuant to the provisions of sections 196, 197, 198, 203 and other applicable provisions if any, of the Companies Act, 2013 ('Act) read with Schedule V to the Act, the Company approves the reappointmentof Mr. Apparao V Mallavarapu, as the Chairman & Managing Director for a period of 5 years with effect from 1st August 2015 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting."

"RESOLVED FURTHER THAT the Board or a Committee thereof be and is hereby authorized to take all suchsteps as may be necessary, proper and expedient to give effect to this resolution."

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No.	%	No.	%	
Remote e-voting	9053288	99.9275%	6564	0.0725	0
Voting by poll at AGM venue	132085	100%	0	0	0
Total	**9185373**	**99.9286%**	**6564**	**0.0714**	**0**

The Resolution as mentioned in Item No. 7 of the Notice of the 22ndAGM 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 22nd 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 No.10028
CP No.4738

Place: Bangalore
Dated: 7th August 2015

Chairman of the Meeting
(for the 22nd Annual General Meeting held on 7th August 2015)