CENTUM **Centum Electronics Limited**
CIN: L85110KA1993PLC013869
Registered Office: No.44, KHB Industrial Area, Yelahanka Newtown, Bangalore – 560 106.
Telephone: 080 4143 6000, Fax: 080 4143 6005, website: www.centumelectronics.com

Notice of Postal Ballot

To the Members of Centum Electronics Limited.,

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the following Resolution in respect of the Special Business more specifically provided in the appended Resolution, is proposed to be passed by Postal Ballot:-

SPECIAL BUSINESS:

Approval for extension of benefits of ESOP Scheme - 2013 to the eligible employees of the subsidiary company

To consider and, if deemed fit, to pass through Postal Ballot, the following Resolution as a **Special Resolution:**

"RESOLVED THAT in accordance with the provisions of Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and Rule 12 (4) of the Companies (Share capital and Debenture) Rules 2014, (including any statutory modifications or re-enactments thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, as amended from time to time (the "SEBI Guidelines"), the Listing Agreements entered into by the Company with the Stock Exchanges where securities of the Company are listed and any other applicable laws for the time being in force and subject to such approvals, consents, permissions and sanctions, as may be required, and further subject to such terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee(s), including the Nomination & Remuneration Committee constituted/to be constituted by the Board to exercise its powers conferred by this Resolution), consent of the Company be and is hereby accorded to the Board, to extend the benefits and coverage of the "Centum Employee Stock Option Plan - 2013" (the "Centum ESOP 2013"), as approved by the shareholders at the Annual General Meeting held on August 7, 2013, , to such persons who are in permanent employment, whether present and future (Excluding Promoter director and Independent directors), of the Company's subsidiary, whether working in India or outside India, under the Centum ESOP 2013 in such manner as mentioned in the Scheme, and as may be decided by the Board in accordance with the SEBI Guidelines or other provisions of the law prevailing at that time and that the term of the scheme shall be the period which is later of –(i) all vested options have been exercised or (ii) till the completion of the exercise period from the date of vesting."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle any questions, difficulties or doubts that may arise in relation to implementation of the ESOP Scheme - 2013 at any stage including at the time of listing of the equity shares issued herein without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

By order of the Board of Directors
For Centum Electronics Limited
Sd/-
Ramu Akili
Company Secretary

Place: Bangalore
Dated: 26-09-2014

Notes:

1. The Board of Directors has appointed Mr. S. P. Nagarajan, Practising Company Secretary as Scruitinizer for conducting the Postal Ballot in a fair and transparent manner.
2. The Statement as required under Section 102 of the Companies Act, 2013 is annexed to this Notice. A Postal Ballot Form is also enclosed.

The Notice is being sent to all the equity shareholders whose names appear in the Register of Members /Beneficiary Position maintained by the Depositories as on Friday, September 19, 2014. Voting rights shall be reckoned on the paid up value of the shares registered in the names of the Members as on that date.

Certified True Copy
For CENTUM ELECTRONICS LIMITED

Ramu Akkili
Company Secretary

INSTRUCTIONS FOR VOTING

I. Voting through Physical Postal Ballot Form

1. The Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed with the assent (for) or dissent (against), in the enclosed postage pre-paid self addressed envelope, so as to reach the Scrutinizer, on or before the closing of working hours i.e. 6.00 p.m on Monday, October 29, 2014, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
2. The Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. Envelopes containing Postal Ballot Form if deposited in person or sent by courier at the expense of the Members will also be accepted.

E-Voting

The Company is pleased to offer e-Voting facility as an alternative to its Members, to enable them to cast their vote electronically instead of dispatching Postal Ballot Form. The procedure for the same is as under:

The instructions for e-voting are as under:

A. In case a Member receives an e-mail from Karvy (for Members whose e-mail addresses are registered with the Company/Depositories):

i. Use the following URL for e-voting
https://evoting.karvy.com

ii. Enter the login credentials i.e., user id and password sent by email along with the notice. Your Folio No/DP ID Client ID will be your user ID

iii. After entering the details appropriately, click on LOGIN.

iv. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the EVENT i.e., **Centum Electronics Limited**.

vii. On the voting page, the number of shares as held by the shareholder as on the Cut-off Date will appear. If you desire to cast all the votes assenting/dissenting to the Resolution then enter all shares and click "FOR" / Against as the case may be. You are not required to cast all your votes in the same manner. You may also choose the option ABSTAIN in case you wish to abstain from voting.

viii. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.

ix. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.

x. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to cs@nagarajsp818.com.

xi. The Portal will remain open for voting from 10.00 a.m. on 18th October, 2014 to 6.00 p.m. on 20th October, 2014 (both days inclusive).

xii. The results of e-voting will be announced by the company in its website and also informed to the stock exchanges.

B. In case a Member receives physical copy of the Notice of Postal ballot (for Members whose email addresses are not registered with the Company/Depositories):

i. Initial password, EVENT (E-Voting Event Number) and user ID are provided separately in the e-voting notice along with the Notice of Postal ballot.

ii. Please follow all steps from Sl. No. (i) to Sl. No. (xii) above, to cast vote.

C. Kindly note that the Members can opt only one mode of voting, i.e. either by Physical Ballot or e-Voting. If you are opting for e-Voting, then do not vote by Physical Ballot & vice-versa. However, in case the Member(s) cast their vote both via Physical voting & e-Voting, then voting validly done through e-Voting shall prevail and voting done by Physical Ballot shall be treated as invalid.

D. The e-voting period commences on Saturday, October 18, 2014 (9.00 a.m. IST) and ends on Monday, October 20, 2014 (6.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on September 19, 2014 (being the cutoff date for issue of notice of Postal ballot), may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.

E. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of https://evoting.karvy.com or contact Mr. Varghese P A of Karvy Computershare Pvt Ltd at 040 44655000 or at 1800 345 4001 (toll free).

General

1. The Scrutinizer will submit the report to the Chairman after completion of the scrutiny and the results of the Postal Ballot will be hosted on the Company's website at www.centumelectronics.com. for information of the Members, besides being communicated to the Stock Exchanges on which the shares of the Company are listed. The date of declaration of the Postal Ballot results will be taken as the date of passing the Resolution.
2. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

Certified True Copy
For CENTUM ELECTRONICS LIMITED

Ramu Akkili
Company Secretary

ANNEXURE TO THE NOTICE

(Statement under Section 102 of the Companies Act, 2013)

The Employee Stock Option Scheme (Centum ESOP - 2013) was introduced by the Company to attract and retain qualified, talented and competent personnel in the company. This also fosters a sense of participation amongst eligible employees of the Company and its subsidiaries.

The Scheme (Centum ESOP – 2013) was approved by the shareholders at the Annual General Meeting of the company held on August 7, 2013. It was mentioned in the said scheme that the options would be granted to the employees of the subsidiary company as well. However, a specific approval of the shareholders is required separately as per the regulation 6.3 of SEBI (Employee stock option scheme and Employee stock purchase scheme) Guidelines, 1999, for extending the benefits to the employees of the subsidiary. Hence, your approval is being requested for the resolution.

The issue of options shall be in conformity with the SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999 including any modifications therein from time to time (hereinafter referred as "Guidelines"). The term of the scheme shall be the period which is later of –(i) all vested options have been exercised or (ii) till the completion of the exercise period from the date of vesting.

All the other terms and conditions of Centum ESOP – 2013 as approved remains the same.

A copy of the draft Centum ESOP – 2013 is available for inspection at the registered office of the Company

The Board of Directors recommends the passing of the proposed resolution as a special resolution and requests your approval for the same.

None of the Directors and Key managerial personnel of the Company are concerned or interested in the said resolution to the extent of any options, which may be granted to them pursuant to Centum ESOP – 2013.

By order of the Board of Directors
For Centum Electronics Limited

Sd/-
Ramu Akili
Company Secretary

Place: Bangalore
Dated: 26-09-2014

Certified True Copy
For CENTUM ELECTRONICS LIMITED

Ramu Akkili
Company Secretary

Centum Electronics Limited

CIN: L85110KA1993PLC013869
Registered Office: No.44, KHB Industrial Area, Yelahanka Newtown, Bangalore – 560 106.
Telephone: 080 4143 6000, Fax: 080 4143 6005, website: www.centumelectronics.com

POSTAL BALLOT FORM

(To be returned to the Company)
(FOR PHYSICAL VOTING ONLY)

S. No.:

1. Name(s) of Shareholder(s) (Including joint holder(s), if any) :

2. Registered address of the sole/ First named Shareholder :

3. Folio No./DP ID No./Client ID No. :

4. Number of share(s) held :

5. I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated 26th September, 2014 by conveying my/our assent or dissent to the said Resolution by placing the tick( ) mark in the appropriate box below:

Brief Description of the Resolution	No. of Share(s)	Please Tick (√) in the appropriate box below	
		I/We assent to the Resolution	I/We dissent to the Resolution
Special Resolution under section 62 of the Companies Act, 2013 and Rule 12 (4) of the Companies (Share capital and Debenture) Rules 2014 for granting of options under Centum ESOP-2013 to the employees of subsidiary company.			

Place :

Date :

Signature of the Shareholder(s)

.....cut from here.....

E-voting facility particulars (to be retained with the shareholder)

EVEN (E- Voting Event Number)	USER ID	PASSWORD/PIN

Note: Please read the Notes carefully before filling the Form.