

Ref: CEL:SEC:023:2017-18

April 27, 2017

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: Declaration of results of Postal ballot.

Pursuant section 108 and 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, declaration of results of the electronic and physical voting on the resolution contained in the Notice of Postal ballot dated 17th March 2017, are given as follows:

Special resolution	Votes in favour of the resolution		Votes against the resolution		Total Votes	
	No.of shares	% of total valid votes casted	No.of shares	% of total valid votes casted	No.of shares	% of total valid votes casted
To approve for the revision in designation and remuneration payable to Mr. Nikhil Mallavarapu, employee of the company pursuant to section 188(1(f) of the Companies Act, 2013.	1753696	99.99	144	0.01	1753840	100



To approve for the payment of Remuneration to the cost auditor pursuant to Section 148 ad other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014.	9330987	100.00	134	0.01	9331121	100
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Based on the above, we hereby confirm that the said resolutions were passed by the shareholders of the company with the requisite majority. Please find enclosed the Scrutiniser's report on the same.

We request you to take the above on record.

Thanking you,

Yours faithfully,
For Centum Electronics Limited,



Ramu Akkili
Company Secretary

Encl : as above.

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 17th March 2017.

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
To approve for the revision in designation and remuneration payable to Mr. Nikhil Mallavarapu, employee of the company pursuant to section 188(1)(f) of the Companies Act, 2013.	17,53,696	99.99	144	0.01	17,53,840	100
To approve for the payment of Remuneration to the cost auditor pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014.	93,30,987	100.00	134	0	93,31,121	100



I did not find any invalid Postal Ballot Forms.

SYNOPSIS OF THE RESULTS OF THE POSTAL BALLOT:

The resolutions have 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 Thursday, 27th April 2017 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,



A handwritten signature in blue ink, appearing to be 'S.P. Nagarajan'.

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

Place: Bangalore
Date: 27th April 2017

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 – 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 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 Monday, 27th March, 2017 (10.00 a.m. IST) to Wednesday, 26th April 2017 (6.00 p.m. IST)
 - ii. The members of the Company as on the “cut-off” date i.e. 17th March 2017, were entitled to vote on the resolutions (as set out in the Postal Ballot Notice)
 - iii. The votes cast were unblocked on 26th April 2017 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

- 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:

Item 1: Ordinary Resolution

Reference to the Companies Act, 2013	Description of the resolutions	Type of Resolutions
Section 188(1)(f)	To approve for the revision in designation and remuneration payable to Mr. Nikhil Mallavarapu, employee of the company pursuant to section 188(1)(f) of the Companies Act, 2013.	Ordinary Resolution

(i) Total Voting

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
61	15,47,415	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
55	15,45,471	99.87

(iii) Voted **against** the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
4	144	0.01

(iv) **Invalid** votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	1,800	0.12



Item 2: Ordinary Resolution

Reference to the Companies Act, 2013	Description of the resolutions	Type of Resolutions
Section 148	To approve for the payment of Remuneration to the cost auditor pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014.	Ordinary Resolution

(i) Total Voting

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
63	91,24,696	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
58	91,22,762	99.98

(iii) Voted **against** the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	134	0.00

(iv) **Invalid** votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	1,800	0.02



S. P. NAGARAJAN
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,



A handwritten signature in blue ink, appearing to be "S.P. Nagarajan", written over the circular stamp.

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

Place: Bangalore
Date: 27th April 2017

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 17th March 2017, I have been appointed as the Scrutinizer to receive, process and scrutinize postal ballot papers – physical documents - in respect of the following resolutions:

ORDINARY BUSINESS:

Reference to the Companies Act, 2013	Description of the resolutions	Type of Resolutions
Section 188(1)(f)	To approve for the revision in designation and remuneration payable to Mr. Nikhil Mallavarapu, employee of the company pursuant to section 188(1)(f) of the Companies Act, 2013.	Ordinary Resolution
Section 148	To approve for the payment of Remuneration to the cost auditor pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014.	Ordinary Resolution



I submit my report as detailed hereunder:

1. The notice dated 17th March 2017 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 March 2017.
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 Wednesday, 26th April 2017 the last date and time fixed by the Company for receipt of the forms, according to Section 110 of the Companies Act, 2013 was 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 26th April 2017 up to the close of working hours (6.00 PM) were scrutinized by me.
7. The postal ballot envelopes were opened on 27th April 2017 in my presence and scrutinized and the shareholding was matched/confirmed with the Register of Members of the Company /list of beneficiaries as on 17th March 2017.
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:

Resolution No.1

Details	Number of Ballot Forms	Number of Shares
Total Postal Ballot Forms Received	20	2,08,225
• Valid Postal Ballot Forms	20	2,08,225
• Invalid Postal Ballot Forms	Nil	-

Resolution No.2

Details	Number of Ballot Forms	Number of Shares
Total Postal Ballot Forms Received	20	2,08,225
• Valid Postal Ballot Forms	20	2,08,225
• Invalid Postal Ballot Forms	Nil	-

- **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 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	Ordinary Resolution to approve for the revision in designation and remuneration payable to Mr. Nikhil Mallavarapu, employee of the company pursuant to section 188(1)(f) of the Companies Act, 2013.		
	No. of Ballot Forms	No of shares (votes)	% on total shares (votes) received
Assent	20	2,08,225	100
Dissent	-	-	-
Total	20	2,08,225	100

Resolution Number 2

Particulars	Ordinary Resolution to approve for the payment of Remuneration to the cost auditor pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014.		
	No. of Ballot Forms	No of shares (votes)	% on total shares (votes) received
Assent	20	2,08,225	100
Dissent	-	-	-
Total	20	2,08,225	100



S. P. NAGARAJAN
COMPANY SECRETARY

I hereby thank the Company for providing me an opportunity to act as the Scrutinizer for the above Postal Ballot.

Thanking You

Yours Faithfully,



A handwritten signature in blue ink, appearing to be "S.P. Nagarajan", written over a horizontal line.

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

Place: Bangalore
Date: 27th April 2017

CENTUM ELECTRONICS LIMITED

SUMMARY OF POSTAL BALLOT

RESOL UTION NUMB ER	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	To approve for the revision in designation and remuneration payable to Mr. Nikhil Mallavarapu, employee of the company pursuant to section 188(1)(f) of the Companies Act, 2013.	20	0	20	2,08,225	2,08,225	0
2	To approve for the payment of Remuneration to the cost auditor pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014.	20	0	20	2,08,225	2,08,225	0
	TOTAL				4,16,450	4,16,450	0



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

Place: Bangalore
Date: 27th April 2017