

**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  
Mobile: 98453 84585  
Email: [cs@nagarajsp818.com](mailto:cs@nagarajsp818.com)  
[www.spncs818.com](http://www.spncs818.com)

### 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 26<sup>th</sup> 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



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.**

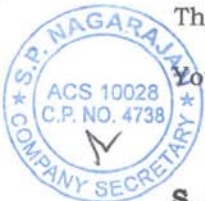
I further report that the Corporate Secretary of the Company, may declare and confirm the above results of voting by Postal Ballot in respect of the Resolution referred herein on Thursday, 30<sup>th</sup> October 2014 on the company's website and also communicate to the Stock Exchanges on which the Company's 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**

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

**Place: Bangalore  
Date: 30.10.2014**