

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

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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 26th February 2018.

| 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 |
| Special Resolution pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999 and other applicable regulations, to approve for the sales of entire 51% stake held in Centum Rakon India Private Limited (CRI) to Rakon | 89,57,561 | 93.54 | 6,18,505 | 6.46 | 95,76,066 | 100 |



| | | | | | | |
|---|--|--|--|--|--|--|
| Limited, or any of its affiliates at a consideration of US\$ 5.5 million. | | | | | | |
|---|--|--|--|--|--|--|

There were 3 invalid Postal Ballot Forms totaling 585-Votes.

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 Saturday, 31st March 2018 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: 31st March 2018

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

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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 Wednesday, 28th February, 2018 (10.00 a.m. IST) to Friday, 30th March 2018 (5.00 p.m. IST)
 - ii. The members of the Company as on the “cut-off” date i.e. 23rd February 2018, were entitled to vote on the resolution (as set out in the Postal Ballot Notice)
 - iii. The votes cast were unblocked on 30th March 2018 at 5.15 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.

Priyanka

Name: Ms. Priyanka Sethia
Membership No: A34049

Pallavi

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:

SPECIALBUSINESS:

| Reference to the Companies Act, 2013 | Description of the resolution | Type of Resolution |
|--------------------------------------|--|---------------------------|
| Section 180(1)(a) | Special Resolution pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999 and other applicable regulations, to approve for the sales of entire 51% stake held in Centum Rakon India Private Limited (CRI) to Rakon Limited, or any of its affiliates at a consideration of US\$ 5.5 million. | Special Resolution |

(i) Total Voting

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 34 | 94,37,252 | 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 |
|-------------------------|------------------------------|---------------------------------------|
| 29 | 88,18,830 | 93.44 |

(iii) Voted **against** the resolution

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 5 | 6,18,422 | 6.56 |

(iv) **Invalid** votes

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



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".

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

Place: Bangalore
Date: 31st March 2018

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 26th February 2018, I have been appointed as the Scrutinizer to receive, process and scrutinize postal ballot papers – physical documents - in respect of the following resolution:

SPECIAL BUSINESS:

| Reference to the Companies Act, 2013 | Description of the resolution | Type of Resolution |
|---|---|---------------------------|
| Section 180 (1)(a) | Special Resolution pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999 and other applicable regulations, to approve for the sales of entire 51% stake held by the Company in Centum Rakon India Private Limited (CRI) to Rakon Limited, or any of its affiliates at a consideration of US\$ 5.5 million | Special Resolution |



S. P. NAGARAJAN
COMPANY SECRETARY

I submit my report as detailed hereunder:

1. The notice dated 26th February 2018 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 27th March 2018.
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 Friday, 30th March 2018 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 30th March 2018 up to the close of working hours (6.00 PM) were scrutinized by me.
7. The postal ballot envelopes were opened on 31st March 2018 in my presence and scrutinized and the shareholding was matched/confirmed with the Register of Members of the Company /list of beneficiaries as on 23rd February 2018.
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 | 36 | 1,39,984 |
| • Valid Postal Ballot Forms | 33 | 1,39,399 |
| • Invalid Postal Ballot Forms | 3 | 585 |

• **Reasons for invalid entries:-**

| | |
|---|--|
| - | 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 |

Consequently Invalid Postal Ballots were not taken into account for voting.



S. P. NAGARAJAN
COMPANY SECRETARY

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 | Special Resolution to approve company pursuant to section 180(1)(a) of the Companies Act, 2013. | | |
|--------------|---|----------------------|------------------------------------|
| | No. of Ballot Forms | No of shares (votes) | % on total shares (votes) received |
| Assent | 32 | 1,38,731 | 99.94 |
| Dissent | 1 | 83 | 0.06 |
| Total | 33 | 1,38,814 | 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
CENTUM ELECTRONICS LIMITED'S SCRUTINIZER FOR POSTAL BALLOT
MEMBERSHIP NO. 10028
CP.NO.4738

Place: Bangalore
Date: 31st March 2018

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 | Special Resolution pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999 and other applicable regulations, to approve for the sales of entire 51% stake held by the Company in Centum Rakon India Private Limited (CRI) to Rakon Limited, or any of its affiliates at a consideration of US\$ 5.5 million | 36 | 3 | 33 | 1,38,814 | 1,38,731 | 83 |
| | TOTAL | | | | 1,38,814 | 1,38,731 | 83 |



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

Place: Bangalore
Date: 31st March 2018