

Ref: SCEL:SEC:SE:38:2014-015

August 1, 2014

To

The Department of Corporate Services,
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001

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,

Subject: Declaration of Results of Electronic Voting

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, declaration of results of the electronic voting is given as follows:

Resolution No.	For		Against	
	<i>No. of shareholders</i>	<i>No. of Equity shares</i>	<i>No. of shareholders</i>	<i>No. of Equity shares</i>
Resolution No. 1	28	76,54,191	-	-
Resolution No. 2	28	76,54,191	-	-
Resolution No. 3	27	76,54,141	1	50
Resolution No. 4	28	76,54,198	-	-
Resolution No. 5	28	76,54,198	-	-
Resolution No. 6	27	76,54,196	1	2



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

Resolution Number	Total No. Equity Shares Voted	Equity shares Votes Cast "For"		Equity shares Votes Cast "Against"	
		No. of Equity shares	Percentage	No. of Equity shares	Percentage
Resolution No. 1	77,04,472	77,04,472	100	-	-
Resolution No. 2	77,04,472	77,04,472	100	-	-
Resolution No. 3	77,04,472	77,04,422	100.00	50	0.0001
Resolution No. 4	77,04,479	77,04,479	100	-	-
Resolution No. 5	77,04,479	77,04,479	100	-	-
Resolution No. 6	77,04,479	77,04,365	99.9999	114	0.0001

The details of the Resolutions are provided below:

1. Resolution No. 1: To consider and adopt the audited Balance Sheet as at 31st March, 2014 and Statement of Profit and Loss Account for the year ended as on that date and the Reports of the Directors and Auditors thereon.
2. Resolution No. 2: Confirmation of the payment of Interim Dividend and declare Final Dividend for the financial year 2013-14.
3. Resolution No. 3: To appoint M/s. BSR & Co. LLP, Chartered Accountants as Auditors of the Company and fixing their remuneration.
4. Resolution No. 4: Appointment of Mr. Pranav Kumar N Patel as an Independent Director
5. Resolution No. 5: Appointment of Mr. S. Krishnan as an Independent Director
6. Resolution No. 6: Payment of commission and/ or remuneration to each independent non-executive director

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

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

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
www.spncs818.com

Scrutinizer's Report - Consolidated

To,
The Chairman of 21st Annual General Meeting of the members of
Centum Electronics Limited to be held at the registered office of the Company at
No. 44, KHB Industrial Area, Yelahanka New Town,
Bangalore – 560 106
on Friday, 1 August 2014, at 2.00 P.M.

Dear Sir,

1. I, S P Nagarajan, a Company Secretary in practice, have been appointed as a scrutinizer by
 - i. Centum Electronics Limited (the Company) for the purpose of scrutinizing the e-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] (Rules) and
 - ii. The Chairman of the 21st Annual General Meeting (AGM) of the members of the Company on poll under provisions of Section 109 of the 2013 Act read with Rule 21 of Rules, on the resolutions contained in the Notice to the 21st Annual General Meeting (AGM) of the members of the Company, held at the registered office of the Company at No. 44, KHB Industrial Area, Yelahanka New Town, Bangalore – 560 106 on Friday, 1st August 2014, at 2.00 P.M.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice to the 21st Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process and for poll at the AGM is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency engaged by the Company to provide e-voting facilities for e-voting and also at time of poll (through Ballot papers) at AGM.



3. I have issued separate Scrutinizer's Report dated 29th July 2014 on the e-voting on the resolutions contained in the Notice of the AGM. Consequently, I submit herewith my combined report of e-voting together with that of Poll as under:

Item Number of the Notice	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
Item Number 1 of the Notice - Adoption of Accounts, Directors Report and Auditors Report (As an Ordinary Resolution)	7704472	100%	NIL	NIL	7704472	100%
Item Number 2 of the Notice -Confirmation of the payment of Interim Dividend and to declare Final Dividend for the financial year 2013-14 (As an Ordinary Resolution)	7704472	100%	NIL	NIL	7704472	100%
Item Number 3 of the Notice - Appointment of M/s B S R & Co. LLP as Statutory Auditors (As an Ordinary Resolution)	7704422	99.9999%	50	0.0001	7704472	100%
Item Number 4 of the Notice- Appointment of Mr. Pranav Kumar N Patel as an Independent Director (As a Ordinary Resolution)	7704479	100%	NIL	NIL	7704479	100%
Item Number 5 of the Notice - Appointment of Mr. S. Krishnan as an Independent Director (As a Ordinary resolution)	7704479	100%	NIL	NIL	7704479	100%
Item Number 6 of the Notice - Payment of commission and/ or remuneration to each independent non-executive director (As a Special resolution)	7704365	99.9999%	114	0.0001%	7704479	100%



I hereby thank the Company for providing me an opportunity to act as the Scrutinizer for both the Electronic Voting System and poll.

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 poll.

MEMBERSHIP NO. ACS 10028

CP.No.4738

PLACE: BANGALORE

DATE: 01/08/2014

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
www.spncs818.com

Scrutinizer's Report on e-voting
[Pursuant to section 108 of the Companies Act, 2013 and rule 20 (3) (xi) of the
Companies (Management and Administration) Rules, 2014]

To

The Chairman of 21st Annual General Meeting of the members of
Centum Electronics Limited to be held at the registered office of the Company,
No. 44, KHB Industrial Area, Yelahanka New Town, Bangalore – 560 106
on Friday, 1 August 2014, at 2.00 P.M.

Dear Sir,

1. I, S P Nagarajan, a Company Secretary in practice, have been 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) Rules, 2014] (Rules) on the resolutions contained in the notice to the 21st Annual General Meeting (AGM) of the members of the Company, to be held at the registered office of the Company at No. 44, KHB Industrial Area, Yelahanka New Town, Bangalore – 560 106 on Friday, 1 August 2014, at 2.00 P.M.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice to the 21st Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company.
3. Further to the above, I submit my report as under:-
 - i. The e-voting period remained open from Saturday, 26th July 2014 (9.00 AM) to Monday, 28th July 2014 (6.00 PM)
 - ii. The members of the Company as on the "cut-off" date i.e. 30th June 2014, were entitled to vote on the resolutions (item Nos. 1 to 6 as set out in the notice of the 21st AGM of the Company)



- iii. The votes cast were unblocked on 29th July 2014 in the presence of 2 witnesses, Ms. Priyanka & 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

Pallavi

Name: Ms. Pallavi B Kaveri

- iv. Thereafter the details containing *inter alia* of Equity Share Holders, who voted “for”, “against” each of the resolutions that were put to vote, were generated from the e-voting website of National Securities Depository Limited (“NSDL”) i.e. <https://www.evoting.nsdl.com> and based on such reports generated, the result of the e-voting is as under:

ORDINARY BUSINESS:

Item No. 1:

Reference to the Companies Act, 1956/2013	Description of the resolution	Type of Resolution
210/129	To consider and adopt the audited Balance Sheet as at 31 st March, 2014 and Statement of Profit and Loss Account for the year ended as on that date and the Reports of the Directors and Auditors thereon.	Ordinary Resolution

(i) Voted **in favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour)
28	76,54,191	100%

(ii) Voted **against** the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Against)
NIL	NIL	NIL

(iii) **Invalid** votes

Number of members voted	Number of votes cast by them	% of total number of valid votes
NIL	NIL	NIL



Item No. 2:

Reference to the Companies Act, 1956/2013	Description of the resolution	Type of Resolution
205/123	Confirmation of the payment of Interim Dividend and to declare Final Dividend for the financial year 2013-14.	Ordinary Resolution

(i) Voted **in favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour)
28	76,54,191	100

(ii) Voted **against** the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Against)
NIL	NIL	NIL

(iii) **Invalid** votes

Number of members voted	Number of votes cast by them	% of total number of valid votes
NIL	NIL	NIL



Item No. 3:

Reference to the Companies Act, 1956/2013	Description of the resolution	Type of Resolution
224/139	To appoint M/s. BSR & Co. LLP, Chartered Accountants as Auditors of the Company and fixing their remuneration.	Ordinary Resolution

(i) Voted **in favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour)
27	76,54,141	99.999

(ii) Voted **against** the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	50	0.001

(iii) **Invalid** votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



SPECIAL BUSINESS:

Item No. 4:

Reference to the Companies Act, 1956/2013	Description of the resolution	Type of Resolution
260&257/149, 150 & 152	Appointment of Mr. Pranav Kumar N Patel as an Independent Director	Ordinary Resolution

(i) Voted **in favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour)
28	76,54,198	100%

(ii) Voted **against** the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Against)
Nil	Nil	Nil

(iii) **Invalid** votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



SPECIAL BUSINESS:

Item No. 5:

Reference to the Companies Act, 1956/2013	Description of the resolution	Type of Resolution
255/149, 150 &152	Appointment of Mr. S. Krishnan as an Independent Director	Ordinary Resolution

(i) Voted **in favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
28	76,54,198	100

(ii) Voted **against** the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Against)
NIL	NIL	NIL

(iii) **Invalid** votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



SPECIAL BUSINESS:**Item No. 6:**

Reference to the Companies Act, 1956/2013	Description of the resolution	Type of Resolution
309/197(1)	Payment of commission and/ or remuneration to each independent non- executive director	Special Resolution

(i) Voted **in favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour)
27	76,54,196	99.9999

(ii) Voted **against** the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Against)
1	2	0.0001

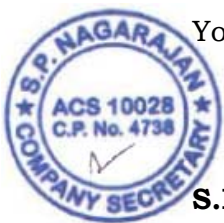
(iii) **Invalid** votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

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,



S.P. NAGARAJAN

Centum Electronics Limited's Scrutinizer for e- voting

MEMBERSHIP NO. ACS 10028

CP.No.4738

PLACE: BANGALORE

DATE: 29/07/2014

Scrutinizer's Report on Poll
[Pursuant to section 108 of the Companies Act, 2013 and rule 20 (3) (xi)
of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman of 21st Annual General Meeting of the members of
Centum Electronics Limited to be held at the registered office of the
Company at No. 44, KHB Industrial Area, Yelahanka New Town,
Bangalore – 560 106
on Friday, 1st August 2014, at 2.00 P.M.

Dear Sir,

1. I, S P Nagarajan, Company Secretary in practice, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 21st Annual General Meeting of the Equity Shareholders of Centum Electronics Limited (the Company), held on Friday, 1st August 2014 at the registered office of the Company at No. 44, KHB Industrial Area, Yelahanka New Town, Bangalore – 560 106 submit my report as under:
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



4. The result of the Poll is as under:

ORDINARY BUSINESS:

Item No. 1:

Reference to the Companies Act, 1956/2013	Description of the resolution	Type of Resolution
210/129	To consider and adopt the audited Balance Sheet as at 31st March, 2014 and Statement of Profit and Loss Account for the year ended as on that date and the Reports of the Directors and Auditors thereon.	Ordinary Resolution

(i) Voted **in favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour)
16	50281	100%

(ii) Voted **against** the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Against)
NIL	NIL	NIL

(iii) **Invalid** votes

Number of members voted	Number of votes cast by them	% of total number of valid votes
NIL	NIL	NIL



Item No. 2:

Reference to the Companies Act, 1956/2013	Description of the resolution	Type of Resolution
205/123	Confirmation of the payment of Interim Dividend and to declare Final Dividend for the financial year 2013-14.	Ordinary Resolution

(i) Voted **in favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour)
16	50281	100%

(ii) Voted **against** the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Against)
NIL	NIL	NIL

(iii) **Invalid** votes

Number of members voted	Number of votes cast by them	% of total number of valid votes
NIL	NIL	NIL



Item No. 3:

Reference to the Companies Act, 1956/2013	Description of the resolution	Type of Resolution
224/139	To appoint M/s. BSR & Co. LLP, Chartered Accountants as Auditors of the Company and fixing their remuneration.	Ordinary Resolution

(i) Voted **in favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour)
16	50281	100%

(ii) Voted **against** the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Against)
NIL	NIL	NIL

(iii) **Invalid** votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



SPECIAL BUSINESS:

Item No. 4:

Reference to the Companies Act, 1956/2013	Description of the resolution	Type of Resolution
260&257/149, 150 & 152	Appointment of Mr. Pranav Kumar N Patel as an Independent Director	Ordinary Resolution

(i) Voted **in favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour)
16	50281	100%

(ii) Voted **against** the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Against)
NIL	NIL	NIL

(iii) **Invalid** votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



SPECIAL BUSINESS:

Item No. 5:

Reference to the Companies Act, 1956/2013	Description of the resolution	Type of Resolution
255/149, 150 &152	Appointment of Mr. S. Krishnan as an Independent Director	Ordinary Resolution

(i) Voted **in favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour)
16	50281	100%

(ii) Voted **against** the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Against)
NIL	NIL	NIL

(iii) **Invalid** votes

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



SPECIAL BUSINESS:

Item No. 6:

Reference to the Companies Act, 1956/2013	Description of the resolution	Type of Resolution
309/197(1)	Payment of commission and/ or remuneration to each independent non- executive director	Special Resolution

(i) Voted **in favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour)
15	50169	99.7773%

(ii) Voted **against** the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Against)
1	112	0.2227%

(iii) **Invalid** votes

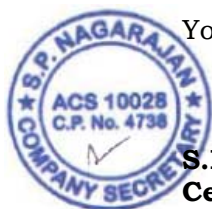
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

5. The poll papers and all other relevant records were sealed and handed over to the Company Secretary of the Company for safe keeping.

I hereby thank the Company for providing me the opportunity to act as a Scrutinizer for the poll.

Thanking You

Yours Faithfully,



S.P. NAGARAJAN

Centum Electronics Limited's Scrutinizer for poll.

MEMBERSHIP NO. ACS 10028

CP.No.4738

PLACE: BANGALORE

DATE: 01/08/2014