



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)

Serial No. :

1. Name and Registered Address of the Sole/First :
named Shareholder

2. Name(s) of the Joint Shareholder(s), if any :

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 28th December, 2015 by conveying my/our assent or dissent to the said Resolution by placing the tick (✓) mark in the appropriate box below:

Item No.	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
1.	Special Resolution under section 180(1)(c) of the Companies Act, 2013 authorising the Board of Directors of the Company for borrowing upto Rs. 500 crores, which is in excess of the aggregate of the paid up share capital and free reserves of the Company.			
2.	Special Resolution under section 180(1)(a) of the Companies Act, 2013 authorising the Board of Directors of the Company to create such charges, mortgages and hypothecations from time to time for the purpose of borrowing upto Rs. 500 crores.			

Place :

Date :

Signature of the Shareholder(s)

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.

INSTRUCTIONS FOR VOTING

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, February 1, 2016, 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 2nd January, 2015 to 6.00 p.m. on 1st February, 2016 (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 through 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, January 2, 2016 (9.00 a.m. IST) and ends on Monday, February 1, 2016 (6.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on December 25, 2015 (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 67162222 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.



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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 below Resolution, is proposed to be passed by Postal Ballot:-

SPECIAL BUSINESS:

1. Borrowing in excess of the aggregate paid up share capital and free reserves

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

“RESOLVED THAT in supersession of resolution passed by the shareholders through postal ballot on 20th March, 2015 on the matter and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 (“Act”) and other applicable provisions of the Act and rules made thereunder (including any statutory modification or re-enactment hereof), all other applicable provisions, if any, and the Articles of Association of the Company, the consent of the company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof) of the Company, to borrow, from time to time, any sum or sums of money (including non-fund based banking facilities), in any currency whether Indian or foreign, as may be required for the purpose of the business of the Company, from one or more Banks, Financial Institutions and other persons, firms, bodies corporates, whether in India or abroad, with or without security, notwithstanding that the monies so borrowed together with the monies already borrowed (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may at any time exceed the aggregate of the paid up Capital of the Company and its Free Reserves (reserves not set apart for any specific purpose) provided that the total amount that may be borrowed by the Board and outstanding at any point of time, shall not exceed the sum of Rs. 500 Crores (Rupees Five hundred Crores) and the Board be and is hereby authorized to decide all terms and conditions in relation to such borrowing, at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required.”

2. Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings

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

“RESOLVED THAT in supersession of the resolutions passed earlier, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof) in terms of Section 180(1)(a) of the Companies Act, 2013 as amended from time to time to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit to secure the borrowings of the Company together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment or on redemption, remuneration of Agent(s)/ Trustee(s) and all other costs, charges and expenses, including any increase as a result of devaluation/revaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of loan agreements/debenture trust deeds or any other document entered into/to be between the Company and the Lender(s) Agent(s) Trustee(s) in respect of the said loans/borrowings/debentures either by way of mortgage (including equitable mortgage), hypothecation, pledge, and/or lien in addition to the mortgages/charges created/ to be created by Company on such terms and conditions, in such form and manner and with such ranking for priority and at such times as the Board of Directors may determine, on all or any of the properties of the Company including land, building, plant, machinery, other fixed assets, stock in trade, book debts, bank deposits, shares, securities and any other assets as held presently and/or to be acquired in future and by giving guarantees, indemnities, undertakings for and on behalf of the Company”. Provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, expenses and all other monies payable by the Company in respect of the said Loans for which the charge is to be created, shall not, at any time exceed Rs. 500 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board of Directors of the Company be and is hereby authorized to finalise, settle and execute all documents/deeds/agreements as may be required, and generally to take all other necessary steps and to do all acts, deeds, matters and things as it may in its may arise in regard to the creation of the aforesaid mortgages, charges, or otherwise considered by the Board of Directors to be in the best interest of Company”

By order of the Board of Directors
For Centum Electronics Limited

Place : Bangalore
Dated : 28-12-2015

Sd/-
Ramu Akkili
Company Secretary

Notes:

1. The Board of Directors has appointed Mr. S. P. Nagarajan, Practising Company Secretary as Scrutinizer 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 herewith.'
3. In compliance with the provisions of section 108 of the Act and the Rules framed thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by M/s. Karvy Computershare Limited, on all the resolutions set forth in this Notice. Members, who do not have the access to e-voting facility, can send their assent or dissent in writing in respect of the resolutions as set out in this Notice (Postal Ballot Form enclosed). Instructions with respect to e-voting and voting through Postal ballot form or annexed herewith

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, December 25, 2015. Voting rights shall be reckoned on the paid up value of the shares registered in the names of the Members as on that date.

ANNEXURE TO THE NOTICE

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

Item No. 1 & 2

The Company has been pursuing, both organic process and inorganic opportunities, for its growth. This would require sufficient resources including funds to be available and to be allocated, from time to time. The generation of internal funds may not always be adequate to meet all the requirements of the Company's growth plans. It would be therefore, prudent for the Company to have the requisite enabling approvals in place for meeting the fund requirements of its organic and inorganic growth, capital expenditure, working capital, and also such other corporate purposes as may be permitted under the applicable laws and as may be specified in the appropriate approvals. This would also help the Company to take quick and effective action to capitalize on the opportunities, primarily those relating to inorganic growth, as and when available.

In order to meet the additional fund requirements of the Company for various purposes as mentioned above, it is proposed by the Board, to increase the overall borrowing limits of the Company from the present Rs. 200 crores (Rupees Two hundred Crores) to Rs. 500 crores (Rupees Five hundred Crores).

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013 and rules made thereunder, the Board of Directors of the Company require shareholders approval by way of special resolution to borrow moneys in excess of aggregate of the paid up capital and its free reserves (reserves not set apart for any specific purpose) excluding temporary loans obtained from the Company's bankers in the ordinary course of business.

Therefore, approval of the Members for the said borrowings and creation of a mortgage or charge for the same is being sought by way of a Special Resolution pursuant to Section 180(1)(c) of the Act.

The Board commends these resolutions as set out in the Notice for your approval as Special Resolutions by way of Postal Ballot.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the said Resolution.

By order of the Board of Directors
For Centum Electronics Limited

Place : Bangalore
Dated : 28-12-2015

Sd/-
Ramu Akkili
Company Secretary