

**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 26<sup>th</sup> September 2014, I have been appointed as the Scrutinizer to receive, process and scrutinize postal ballot papers - physical documents - in respect of the following resolution:

<b>Reference to the Companies Act, 2013</b>	<b>Description of the resolutions</b>	<b>Type of Resolution</b>
<b>62</b>	<b>Approval for extension of benefits of ESOP Scheme - 2013 to the eligible employees of the subsidiary company</b>	<b>Special Resolution</b>

I submit my report as detailed hereunder:

1. The notice dated 26<sup>th</sup> September 2014 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 29<sup>th</sup> September 2014 by e-mail and courier.



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 29<sup>th</sup> October 2014 the last date and time fixed by the Company for receipt of the forms, according to Section 110 of the Companies Act, 2013 will be 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 29<sup>th</sup> October 2014 up to the close of working hours (6.00 PM) were scrutinized by me.
7. The postal ballot envelopes were opened on 30<sup>th</sup> October 2014 in my presence and scrutinized and the shareholding was matched/confirmed with the Register of Members of the Company /list of beneficiaries as on 19<sup>th</sup> September, 2014.
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



10. The results of the postal ballot forms are as follows:

**Table-A:**

**Resolution Number 1**

Details	Number of Ballot Forms	Number of Shares
Total Postal Ballot Forms Received	6	624
• Valid Postal Ballot Forms	4	441
• Invalid Postal Ballot Forms	2	183

• **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.**



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	Approval for extension of benefits of ESOP Scheme - 2013 to the eligible employees of the subsidiary company		
	No. of Ballot Forms	No of shares (votes)	% on total shares (votes) received
Assent	3	358	81%
Dissent	1	83	19%
<b>Total</b>	<b>4</b>	<b>441</b>	<b>100%</b>

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: 30.10.2014**



**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	Approval for extension of benefits of ESOP Scheme - 2013 to the eligible employees of the subsidiary company	6	2	4	441	358	83



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

**Place: Bangalore**  
**Date: 30.10.2014**