

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) Rules, 2014] (Rules) on the resolutions contained in Postal Ballot Notice.
2. Further to the above, I submit my report as under:-
 - i. The e-voting period remained open from Saturday, 18th October 2014 (9.00 AM) to Monday, 20th October 2014 (6.00 PM)
 - ii. The members of the Company as on the "cut-off" date i.e. 19th September, 2014, were entitled to vote on the resolution (as set out in the Postal Ballot Notice)
 - iii. The votes cast were unblocked on 20th October 2014 at 6.10 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.


Name: Ms. Priyanka Sethia
Membership No: A34049


Name: Ms. Pallavi B Kaveri
Membership No: A29196



- iv. Thereafter the details containing *inter alia* of Equity Share Holders, who voted "for", "against" the resolutions, 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:

SPECIAL BUSINESS:

Item No. 1:

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

(i) Total Voting

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
30	8304575	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
30	8304575	100

(iii) Voted **against** the resolution

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

(iv) **Invalid** votes

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



S. P. NAGARAJAN
COMPANY SECRETARY

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: 30.10.2014