

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

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and Companies (Management and Administration) Amendment Rules, 2015]

To,

The Chairman of 24th Annual General Meeting of the Equity Shareholders of Centum Electronics Limited held on the Tuesday, 11th July 2017 at 11:30 A.M. at 'Avansa', Plot-58P, Survey No.8, KIADB, Bangalore Aerospace Park Industrial Area, Jala Hobli, Budigere Post, Bangalore - 562 129

Dear Sir,

I, S P Nagarajan, Company Secretary in practice, have been appointed as the Scrutinizer by the Board of Directors of Centum Electronics Limited [the Company] for the purpose of scrutinizing:

- i) the e-voting process [remote e-voting] under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015;
- ii) the physical ballot forms if any received by Karvy Computershare Private Limited [hereinafter referred to as 'Karvy'] not later than Monday, 10th July 2017 under the provisions of the Companies Act, 2013 and rules framed thereunder and
- iii) voting by poll at the venue of the Annual General Meeting [AGM] under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014;

in a fair and transparent manner and ascertaining the requisite majority on remote e-voting, voting by physical ballot forms and voting through poll as per the provisions of the Companies Act, 2013 and rules made thereunder [including any statutory modification(s) or re-enactment thereof, for the time being in force] and as per the provisions of Secretarial Standard-2 [SS-2] on "General Meetings", issued by the Institute of Company Secretaries of India [ICSI] pursuant to Section 118 (10) of the Companies Act, 2013, on the resolutions set out in the Notice under Items numbered 1 to 4 of the Notice of the 24th AGM of the members of the Company.



The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) with regard to voting through electronic means (by remote e-voting), voting through physical ballot forms and voting by poll at the venue of the AGM on the resolutions proposed in the Notice of the 24th AGM of the Company is the responsibility of the management.

My responsibility as a Scrutinizer is to render Scrutinizer's Report of the votes cast "in favour" or "against" or "abstained/invalid" votes or poll papers, if any on the resolutions contained in the Notice of AGM, based on the reports generated from the e-voting system provided by Karvy and voting conducted by poll at the venue of the AGM in tandem with the reconciliation of the records maintained by the Company / Karvy and the authorizations / proxies lodged with the Company.

DISPATCH OF NOTICE CONVENING THE MEETING:

The Notice dated May 30, 2017 convening the 24th Annual General Meeting (AGM) along with statement setting out material facts under Section 102 of the Companies Act, 2013 were dispatched to the members of the Company in respect of the below mentioned resolutions to be passed at 24th AGM of the Equity Shareholders of the Company held on Tuesday, 11th July 2017.

CUT-OFF DATE:

The members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date i.e. Tuesday, 4th July 2017, were entitled to vote on the resolutions as set out in the Notice of the 24th AGM of the Company.

REMOTE E-VOTING:

The Company has availed services of Karvy Computershare Private Limited as the agency for providing the remote e-voting platform.

The remote e-voting period was open for Four days which commenced on Friday, 07th July 2017 at 9:00 a.m. and concluded on Monday, 10th July 2017 at 6:00 p.m. on <https://evoting.karvy.com>

PHYSICAL BALLOT FORMS:

Members who do not have access to the e-voting facility or unable to exercise e-voting, were provided with an alternate option of casting their vote through physical ballot forms (enclosed to the 24th AGM Notice) by sending their assent or dissent in writing in respect of the resolutions as set out in the 24th AGM Notice of the Company.



VOTING BY POLL AT THE 24TH AGM:

As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015 after the close of period for remote e-voting the details of members who had cast votes through remote e-voting such as their names, folio numbers, number of shares held were downloaded from the e-voting website of Karvy, for the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the 24th AGM.

At the said AGM of the members of the Company, the Chairman of the Meeting had called for a Poll to facilitate the members present at the meeting who could not cast their votes through e-voting to record their votes through the poll process.

COUNTING PROCESS:

i) POLL AT THE VENUE OF 24TH AGM:

- a) After the time fixed for the closing of the ballot by the Chairman, the ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
- b) The locked ballot boxes were subsequently opened in my presence and in the presence of two witnesses who are not in employment of the Company namely Mr. S Saravanan, residing at Old No.11, New No.32, Balaji Koil Street, Bangalore-560042 and Mr. E V Raveendranathan, residing at No.70, Ramaiah Reddy Layout, Ramamurthy Nagar, Bangalore-560016. The said witnesses have affixed their signature below in confirmation of the ballot boxes being unlocked in their presence:


S Saravanan

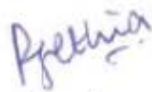

E V Raveendranathan

- c) The poll papers were diligently scrutinized and reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- d) I did not find any poll papers invalid.



ii) REMOTE e-VOTING

The remote e-voting results on the Karvy e-voting platform were unblocked and downloaded on Tuesday, 11th July 2017 in the presence of two 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. The said witnesses have affixed their signature below in confirmation of the votes being unblocked in their presence:



Ms. Priyanka Sethia



Ms. Pallavi B Kaveri

iii) PHYSICAL BALLOT FORMS

Based on the report furnished by Karvy, it is observed that **NIL** physical ballot forms were received by post from the members by Monday, 10th July 2017.

As **NIL** physical ballot forms were received from the members of the Company the results of voting by physical ballot forms (votes cast "in favour"/ "assent" or "against"/ "dissent" or "abstained / invalid" votes or ballot forms) on the resolutions contained in the Notice of AGM are also **NIL**.

I have issued separate Scrutinizer's Report dated 11th July 2017 on the results of remote e- voting and voting by poll at the venue of the 24th AGM on the resolutions contained in the Notice to the 24th AGM of the members of the Company.

I submit herewith my consolidated scrutinizer's report on the results of voting through remote e-voting and voting by poll at the venue of the AGM as under:-

Item 1: Ordinary Resolution

To consider and adopt the audited financial statements (including the consolidated financial statements) of the company for the financial year ended March 31, 2017 and the reports of the Board of Directors (the Board) and Auditors thereon.

Total Number of members voted	Total Number of votes cast
62	96,15,855



Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No.	%	No.	%	
Remote e-voting	92,64,165	100	0	0	0
Voting by poll at AGM venue	3,46,557	100	0	0	5,133
Total	96,10,722	100	0	0	5,133

The Resolution as mentioned in Item No. 1 of the Notice of the 24th AGM stands passed with requisite majority.

Item 2: Ordinary Resolution

Declaration of a final dividend of Rs. 3/- per equity share, and to approve the interim dividend of Rs. 2/- per equity share paid during the year, for the financial year 2016-17.

Total Number of members voted	Total Number of votes cast
62	96,15,855

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No.	%	No.	%	
Remote e-voting	92,64,165	100	0	0	0
Voting by poll at AGM venue	3,46,557	100	0	0	5,133
Total	96,10,722	100	0	0	5,133

The Resolution as mentioned in Item No. 2 of the Notice of the 24th AGM stands passed with requisite majority.



Item 3: Ordinary Resolution

RESOLVED THAT pursuant to Section 139 and 142 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, as amended from time to time, M/s. S.R. Batliboi & Associates LLP (Firm Registration No.101049W/ E300004), be and is hereby appointed as the Statutory Auditors of the Company in the place of retiring Statutory Auditors, M/s. B.S.R & Co. LLP, Chartered Accountants (Firm Registration No.101248W/W-100022), to hold office for a period of five consecutive years commencing from the financial year 2017-18, on a remuneration that may be determined by the Board in consultation with the said auditors.

Total Number of members voted	Total Number of votes cast
62	96,15,855

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No.	%	No.	%	
Remote e-voting	92,64,165	100	0	0	0
Voting by poll at AGM venue	3,46,557	100	0	0	5,133
Total	96,10,722	100	0	0	5,133

The Resolution as mentioned in Item No. 3 of the Notice of the 24th AGM stands passed with requisite majority.

Item 4: Ordinary Resolution

RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. K.S. Kamalakara & Co., Cost Accountants (Registration No. 10625), appointed as Cost Auditors by the Board of Directors to audit the cost records of the Company for the financial year 2017-18, be and is hereby authorized to pay a remuneration of Rs.100,000 per annum plus applicable service tax and out-of-pocket expenses that may be incurred.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

Total Number of members voted	Total Number of votes cast
62	96,15,855



Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No.	%	No.	%	
Remote e-voting	92,64,165	100	0	0	0
Voting by poll at AGM venue	3,46,557	100	0	0	5,133
Total	96,10,722	100	0	0	5,133

The Resolution as mentioned in Item No. 4 of the Notice of the 24th AGM stands passed with requisite majority.

I hereby confirm that the relevant records in respect of the votes cast through e-voting and voting by poll at the venue of 24th AGM by the members of the Company shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the said AGM and thereafter, I shall return the relevant records for safe keeping to the Company Secretary or any other person authorized by the Board for this purpose.

Thanking you,
Yours faithfully



S P NAGARAJAN
ACS No.10028
CP No.4738

Place: Bangalore
Dated: 11th July 2017