

S.P. NAGARAJAN M.Com., A.C.S., L.L.B.
Company Secretary

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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 25th Annual General Meeting of the Equity Shareholders of Centum Electronics Limited held on the Friday, 14th September 2018 at 11:30 A.M. at No.44, KHB Industrial Area, Yelahanka Newtown, Bangalore - 560 106

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 Thursday, 13th September 2018 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 25th 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 25th 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, 2018 convening the 25th 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 25th AGM of the Equity Shareholders of the Company held on Friday, 14th September 2018.

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. Friday, 7th September 2018, were entitled to vote on the resolutions as set out in the Notice of the 25th 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 (4) days which commenced on Monday, 10th September 2018 at 10:00 a.m. and concluded on Thursday, 13th September 2018 at 5:00 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 25th AGM Notice) by sending their assent or dissent in writing in respect of the resolutions as set out in the 25th AGM Notice of the Company.



VOTING BY POLL AT THE 25TH 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 25th 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 25TH 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 A L Gupta residing at Radha Building, Malleswaram Circle, Bangalore-560003 and Mr. S Saravanan residing at Old No.11, New No.32, Balaji Koil Street, K Kamaraj Road Cross, Bangalore-560042. The said witnesses have affixed their signature below in confirmation of the ballot boxes being unlocked in their presence:







- 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 Friday, 14th September 2018 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 Thursday, 13th September 2018.

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 14th September 2018 on the results of remote e-voting and voting by poll at the venue of the 25th AGM on the resolutions contained in the Notice to the 25th 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, 2018 and the reports of the Board of Directors ('the Board') and Auditors thereon.

Total Number of members voted	Total Number of votes cast
53	87,09,600



Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No.	%	No.	%	
Remote e-voting	14,47,340	100	0	0	0
Voting by poll at AGM venue	72,50,815	100	0	0	11,445
Total	86,98,155	100	0	0	11,445

The Resolution as mentioned in Item No. 1 of the Notice of the 25th AGM stands passed with requisite majority.

Item 2: Ordinary Resolution

To confirm the payment of Interim dividend on Equity Shares for the financial year 2017-18.

Total Number of members voted	Total Number of votes cast
53	87,09,600

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No.	%	No.	%	
Remote e-voting	14,47,340	100	0	0	0
Voting by poll at AGM venue	72,50,815	100	0	0	11,445
Total	86,98,155	100	0	0	11,445

The Resolution as mentioned in Item No. 2 of the Notice of the 25th AGM stands passed with requisite majority.



Item 3: Ordinary Resolution

To appoint a Director in place of Dr. Swarnalatha Mallavarapu, who retires by rotation and being eligible, offers herself for the re-appointment.

Total Number of members voted	Total Number of votes cast
53	87,09,600

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No.	%	No.	%	
Remote e-voting	14,47,340	100	0	0	0
Voting by poll at AGM venue	72,50,815	100	0	0	11,445
Total	86,98,155	100	0	0	11,445

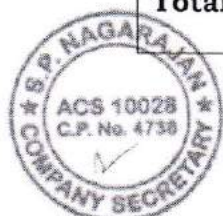
The Resolution as mentioned in Item No. 3 of the Notice of the 25th AGM stands passed with requisite majority.

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 FY 2018-19, be paid a remuneration of ₹ 100,000 (Rupees One Lac) per annum plus applicable taxes and out-of-pocket.

Total Number of members voted	Total Number of votes cast
53	87,09,600

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No.	%	No.	%	
Remote e-voting	14,47,340	100	0	0	0
Voting by poll at AGM venue	72,50,815	100	0	0	11,445
Total	86,98,155	100	0	0	11,445



The Resolution as mentioned in Item No. 4 of the Notice of the 25th 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 25th 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



A handwritten signature in black ink, appearing to be "S.P. Nagarajan", written over a light blue horizontal line.

S P NAGARAJAN
ACS No.10028
CP No.4738

Place: Bangalore
Dated: 14th September 2018

S.P. NAGARAJAN M.Com., A.C.S., L.L.B.
Company Secretary

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REPORT OF SCRUTINIZER

[Remote e - Voting]

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (ix) of the Companies (Management and Administration) Amendment Rules, 2015]

To,
The Chairman of 25th Annual General Meeting of the Equity Shareholders of Centum Electronics Limited held on the Friday, 14th September 2018 at 11:30 A.M. at No.44, KHB Industrial Area, Yelahanka Newtown, Bangalore - 560 106

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;

in a fair and transparent manner and ascertaining the requisite majority by remote e-voting as per the provisions of the Companies Act, 2013 and rules made thereunder (including any amendment thereto 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 25th AGM of the members of the Company.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder (including any amendment thereto for the time being in force) with regard to voting through electronic means (by remote e-voting) on the resolutions proposed in the Notice of the 25th 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 "invalid" votes, if any on the resolutions contained in the Notice of AGM, based on the reports generated from the e voting system provided by Karvy, in tandem with the reconciliation of the records maintained by the Company / Karvy.



DISPATCH OF NOTICE CONVENING THE MEETING:

The Notice dated May 30, 2018 convening the 25th 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 25th AGM of the Equity Shareholders of the Company held on the Friday, 14th September 2018.

CUT-OFF DATE:

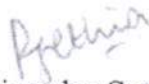
The voting rights were reckoned as on Friday, 7th September 2018, being the cut-off date for the purpose of deciding the entitlement of members for remote e-voting.

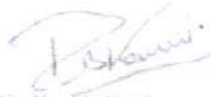
REMOTE E-VOTING:

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 (4) days which commenced on Monday, 10th September 2018 at 10:00 a.m. and concluded on Thursday, 13th September 2018 at 5:00 p.m. on <https://evoting.karvy.com>

The remote e-voting results on the Karvy e-voting platform were unblocked and downloaded on Friday, 14th September 2018 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

I submit herewith my scrutinizer's report on the results of voting through remote e-voting 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, 2018 and the reports of the Board of Directors ('the Board') and Auditors thereon.



Total Number of members participated through remote e-voting	Total Number of votes cast
11	14,47,340

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No.	%	No.	%	
Remote e-voting	14,47,340	100	0	0	0
Total	14,47,340	100	0	0	0

Item 2: Ordinary Resolution

To confirm the payment of Interim dividend on Equity Shares for the financial year 2017-18.

Total Number of members participated through remote e-voting	Total Number of votes cast
11	14,47,340

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No.	%	No.	%	
Remote e-voting	14,47,340	100	0	0	0
Total	14,47,340	100	0	0	0

Item 3: Ordinary Resolution

To appoint a Director in place of Dr. Swarnalatha Mallavarapu, who retires by rotation and being eligible, offers herself for the re-appointment.

Total Number of members participated through remote e-voting	Total Number of votes cast
11	14,47,340

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No.	%	No.	%	
Remote e-voting	14,47,340	100	0	0	0
Total	14,47,340	100	0	0	0



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 FY 2018-19, be paid a remuneration of ₹ 100,000 (Rupees One Lac) per annum plus applicable taxes and out-of-pocket.

Total Number of members participated through remote e-voting	Total Number of votes cast
11	14,47,340

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No.	%	No.	%	
Remote e-voting	14,47,340	100	0	0	0
Total	14,47,340	100	0	0	0

I hereby confirm that the relevant records in respect of the votes cast through remote e-voting, 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: 14th September 2018

S.P. NAGARAJAN M.Com., A.C.S., L.L.B.
Company Secretary

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FORM No. MGT-13
Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman of 25th Annual General Meeting of the Equity Shareholders of
Centum Electronics Limited held on the Friday, 14th September 2018 at 11:30 A.M. at
No.44, KHB Industrial Area, Yelahanka Newtown, Bangalore - 560 106

Dear Sir,

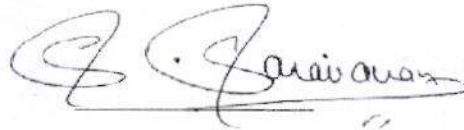
I, S P Nagarajan, Company Secretary in Practice, appointed as the Scrutinizer for the purpose of the poll taken on the resolutions contained in the notice under Items numbered 1 to 4 of the 25th Annual General Meeting (AGM) of the members of Centum Electronics Limited (the Company) held on the 14th September at 11:30 A.M. at No.44, KHB Industrial Area, Yelahanka Newtown, Bangalore - 560 106 under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014], 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, submit my report as under:

1. At the said AGM of the members of the Company, the Chairman of the Meeting had informed the members present at the meeting who could not cast their votes through e-voting, to record their votes through the poll process.
2. The ballot boxes kept for polling were locked in my presence with due identification marks placed by me.



3. 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 A L Gupta residing at Radha Building, Malleswaram Circle, Bangalore-560003 and Mr. S Saravanan residing at Old No.11, New No.32, Balaji Koil Street, K Kamaraj Road Cross, Bangalore-560042. The said witnesses have affixed their signature below in confirmation of the ballot boxes being unlocked in their presence:





4. 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.
5. I did not find any poll papers invalid.
6. The result of the Poll is 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, 2018 and the reports of the Board of Directors ('the Board') and Auditors thereon.

Total Number of members present and voting (in person or by proxy)	Total Number of votes cast
42	72,62,260

Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
37	72,50,815	100

Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0



Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5	11,445

Item 2: Ordinary Resolution

To confirm the payment of Interim dividend on Equity Shares for the financial year 2017-18.

Total Number of members present and voting (in person or by proxy)	Total Number of votes cast
42	72,62,260

Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
37	72,50,815	100

Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5	11,445



Item 3: Ordinary Resolution

To appoint a Director in place of Dr. Swarnalatha Mallavarapu, who retires by rotation and being eligible, offers herself for the re-appointment.

Total Number of members present and voting (in person or by proxy)	Total Number of votes cast
42	72,62,260

Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
37	72,50,815	100

Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5	11,445

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 FY 2018-19, be paid a remuneration of ₹ 100,000 (Rupees One Lac) per annum plus applicable taxes and out-of-pocket.

Total Number of members present and voting (in person or by proxy)	Total Number of votes cast
42	72,62,260



Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
37	72,50,815	100

Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5	11,445

7. The list containing details of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for the resolution is enclosed.
8. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you,
Yours faithfully



S P NAGARAJAN
ACS No.10028
CP No.4738

Place: Bangalore
Dated: 14th September 2018