



Ref: CEL/NSEBSE/VR/06102021

6<sup>th</sup> October, 2021

To,

Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051	Department of Corporate Services - Listing BSE Limited P. J. Towers, Dalal Street, Mumbai – 400 001
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**Re: Scrip Symbol: CENTUM/ Scrip Code: 517544**

Dear Sir/ Madam,

**Subject: E-Voting results of Postal Ballot**

Pursuant to the provision of Sections 108 and 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company had conducted the process of postal ballot (by way of remote e-voting) as per the notice of postal ballot dated September 2, 2021, for seeking, inter alia, the approval of the shareholders of the Company by way of a special resolutions, for the items as set out in the Postal Ballot Notice.

We would like to inform you that based on the scrutinizer's report, all the special resolutions as set out in the postal ballot notice dated September 2, 2021 have been passed by the shareholders with the requisite majority. The said resolution shall be deemed to have been passed on October 5, 2021 i.e. the last date of e-voting. In this regard, please find enclosed the following:

- a) E-Voting results under Regulation 44(3) of the SEBI (Listing Regulations) 2015
- b) Scrutinizer's Report

This is for your information and for dissemination to the general public. The same will also be made available on the Company's website [www.centumelectronics.com](http://www.centumelectronics.com).

Yours faithfully,  
For **Centum Electronics Limited**

**Nagaraj K V**  
**Company Secretary & Compliance Officer**

Encl: as above

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**Centum Electronics Limited**

# 44, KHB Industrial Area, Yelahanka New Town, Bangalore - 560 106, Karnataka, India

Tel +91-(0)80-4143-6000 Fax +91-(0)80-4143-6005 [www.centumindia.com](http://www.centumindia.com)

CIN - L85110KA1993PLC013869

Company Name	CENTUM ELECTRONICS LIMITED
Date of the AGM/EGM	
Total number of shareholders on record date	8615
No. of shareholders present in the meeting either	
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through	
Promoters and Promoter Group:	0
Public:	0

Resolution required: (Ordinary/ Special)	SPECIAL - Approval of "Centum Electronics Limited - Restricted Stock Unit Plan 2021"							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	7576478	7576478	100.0000	7576478	0	100.0000	0.0000
	Poll	7576478	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	7576478	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	770215	770115	99.9870	00	770115	0.0000	100.0000
	Poll	770215	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	770215	0	0.0000	00	0	0.0000	0.0000
Public- Non institutions	E-Voting	4538088	238505	5.2556	238401	104	99.9563	0.0436
	Poll	4538088	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	4538088	0	0.0000	00	0	0.0000	0.0000
Total		12884781	8585098	66.6298	7814879	770219	91.0284	8.9716

Resolution required: (Ordinary/ Special)	SPECIAL - Approval of grant of Restricted Stock Units under 'Centum Electronics Limited - Restricted Stock Unit Plan 2021' to the eligible employees of the Subsidiary (ies) of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	7576478	7576478	100.0000	7576478	0	100.0000	0.0000
	Poll	7576478	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	7576478	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	770215	770115	99.9870	00	770115	0.0000	100.0000
	Poll	770215	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	770215	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	4538088	238439	5.2542	238341	98	99.9588	0.0411
	Poll	4538088	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	4538088	0	0.0000	00	0	0.0000	0.0000
Total		12884781	8585032	66.6292	7814819	770213	91.0284	8.9716

For CENTUM ELECTRONICS LIMITED

  
**Nagaraj K V**  
 Company Secretary

**S.P. NAGARAJAN** M.Com., A.C.S., L.L.B.  
Company Secretary in Wholetime Practice

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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]

The Chairman  
**CENTUM ELECTRONICS LIMITED**  
No. 44, KHB Industrial Area,  
Yelahanka New Town,  
Bangalore – 560 106

Dear Sir,

I, S P Nagarajan, Company Secretary in Wholetime 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 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 the SEBI (Listing Obligations and Disclosures 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 there under (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 contained in the Postal Ballot Notice.

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 as set out in the Postal Ballot Notice is the responsibility of the Company’s management.

The e-voting facility for voting on the Postal Ballot (remote e-voting) was provided by KFin Technologies Private Limited (KFin) (Formerly Karvy Fintech Private Limited).



My responsibility as a Scrutinizer is to the render Scrutinizer's Report of the votes cast "in favour" or "against" or "invalid" votes, if any on the resolutions contained in the Postal Ballot Notice, based on the reports generated from the remote e-voting system provided by KFin Technologies Private Limited (KFin), in tandem with the reconciliation of the records maintained by the Company / KFin (Registrar and Share Transfer Agent (RTA) of the Company).

**DISPATCH OF POSTAL BALLOT NOTICE THROUGH ELECTRONIC MODE:**

In compliance with the circulars issued by the Ministry of Corporate Affairs ("MCA") and SEBI, the Postal Ballot Notice was sent through electronic mode to the members whose e-mail addresses were registered with the Company/ Depositories. The Notice was also made available on the Company's website, websites of the Stock Exchanges and on the website of KFin.

**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, 27<sup>th</sup> August 2021, were entitled to vote on the resolutions contained in the Postal Ballot Notice. The voting rights of members were in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 27<sup>th</sup> August 2021.

**REMOTE E-VOTING:**

The facility of remote e-voting platform was provided by KFin Technologies Private Limited (KFin).

The remote e-voting period was open from Monday, 6<sup>th</sup> September 2021 (9:00 A.M. IST) to Tuesday, 5<sup>th</sup> October 2021 (5:00 P.M. IST) on <https://evoting.kfintech.com/>.

**COUNTING PROCESS:**

The votes cast through remote e-voting were unblocked and downloaded from the e-voting website of KFin Technologies Private Limited <https://evoting.kfintech.com/> in the presence of two witnesses, who are not in the employment of the Company. The e-voting data/results downloaded from the e-voting system of KFin were scrutinized and reviewed, the votes were counted, and the results were prepared.

I submit herewith my Scrutinizer's Report on the results of voting through remote e-voting as under:



**SPECIAL BUSINESS:**

**Item 1: Special Resolution**

**1. Approval of “Centum Electronics Limited - Restricted Stock Unit Plan 2021”**

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred as “SEBI SBEBSE Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any statutory modification(s) or re-enactment of the Act, Foreign Exchange Management Act (FEMA), 1999, the Memorandum of Association and the Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the Shareholders of the Company be and is hereby accorded to the introduction of ‘**Centum Electronics Limited - Restricted Stock Unit Plan 2021**’ (“**RSU 2021**” or “**Plan**”) authorising the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution read with Regulation 5 of SEBI SBEBSE Regulations) to create, issue and grant not exceeding 1,75,000 (One Lakh Seventy Five Thousand) Restricted Stock Units (“**RSUs**”) in the nature of employee stock options thereunder, in one or more tranches, from time to time, to the eligible permanent employees of the Company as defined under the SEBI SBEBSE Regulations., which upon exercise shall not exceed in aggregate 1,75,000 (One Lakh Seventy Five Thousand) equity shares of face value of Rs.10 each fully paid-up of the Company, where one RSU upon exercise shall entitle to one equity share of the Company, subject to such terms and conditions as may be determined in accordance with the provisions of the applicable laws including SEBI SBEBSE Regulations and the provisions of the RSU 2021 as may prevail from time to time.

**RESOLVED FURTHER THAT** the equity shares proposed to be issued and allotted upon exercise, as mentioned hereinbefore shall rank pari passu with the then existing equity shares of the Company.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division / undertaking, and others, if any additional equity shares are to be issued by the Company to the Shareholders, the ceiling as foresaid of RSUs and equity shares shall be deemed to increase in proportion of such additional equity shares issued to facilitate making a fair and reasonable adjustment as determined by the Board/ Nomination and Remuneration Committee as per provisions of SEBI SBEBSE Regulations.



**RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be allotted and to the extent allowed exercise price payable by the grantees under the RSU 2021 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs.10 (Rupees Ten) per equity share bears to the revised face value of the equity shares of the Company after such consolidation or sub-division, without affecting any other rights or obligations of the said grantees.

**RESOLVED FURTHER THAT** the Board/ Nomination and Remuneration Committee be and is hereby authorised to take requisite steps for listing of the equity shares allotted under RSU 2021 on the Stock Exchange(s) where the equity shares of the Company are listed.

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under Regulation 15 of the SEBI SBEBSE Regulations and other applicable laws to the extent relevant and applicable to the RSU 2021.

**RESOLVED FURTHER THAT** the Board/ Nomination and Remuneration Committee be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing to appoint Merchant Banker(s) and such other appropriate agencies, if required, being incidental to the effective implementation and administration of Scheme as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard.”

Total Number of members participated through remote e-voting	Total Number of votes cast
<b>57</b>	<b>85,85,098</b>

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	78,14,879	91.03	7,70,219	8.97	-
<b>Total</b>	<b>78,14,879</b>	<b>91.03</b>	<b>7,70,219</b>	<b>8.97</b>	-



**Item 2: Special Resolution**

**2. Approval of grant of Restricted Stock Units under ‘Centum Electronics Limited - Restricted Stock Unit Plan 2021’ to the eligible employees of the Subsidiary (ies) of the Company.**

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and Regulation 6 (3) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred as “SEBI SBEBS Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any statutory modification(s) or re-enactment of the Act, Foreign Exchange Management Act (FEMA), 1999, the Memorandum of Association and the Articles of Association of the Company and subject to approval of the ‘**Centum Electronics Limited - Restricted Stock Unit Plan 2021**’ (“**RSU 2021**” or “**Plan**”) and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval of the Shareholders of the Company be and is hereby accorded authorising the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution read with Regulation 5 of SEBI SBEBS Regulations) to create, issue and grant such number of restricted stock units (“**RSUs**”) in the nature of employee stock options under the Plan, in one or more tranches, from time to time, to the eligible permanent employees of the **subsidiary company(ies)** of the Company, as defined under the SEBI SBEBS Regulations, whether in or outside India, within the overall and individual limits of the Plan as amended from time to time, where one RSU upon exercise shall entitle the grantee to one equity share of face value of Rs.10 each fully paid-up of the Company, subject to such terms and conditions as may be determined in accordance with the provisions of the applicable laws including SEBI SBEBS Regulations and the provisions of the RSU 2021 as may prevail from time to time.

**RESOLVED FURTHER THAT** the equity shares proposed to be issued and allotted upon exercise, as mentioned hereinbefore shall rank pari passu with the then existing equity shares of the Company.

**RESOLVED FURTHER THAT** the Board/ Nomination and Remuneration Committee shall have the same rights, duties, authority and powers as to administration, accounting, disclosure and other compliances in the connection with RSUs granted to any eligible employee/ director of its subsidiary company(ies) as contemplated in the resolutions seeking approval of the RSU 2021.”



Total Number of members participated through remote e-voting	Total Number of votes cast
<b>57</b>	<b>85,85,098</b>

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	78,14,819	91.03	7,70,213	8.97	-
<b>Total</b>	<b>78,14,819</b>	<b>91.03</b>	<b>7,70,213</b>	<b>8.97</b>	-

\* 1 Member holding 66 shares is abstain from voting for the 2<sup>nd</sup> Resolution

**The resolutions mentioned in the Postal Ballot notice has been passed with requisite majority by the Shareholders who have voted through E-voting.**

I hereby confirm that the relevant records in respect of the votes cast through remote e-voting on the resolutions containing in the Postal Ballot Notice by the members of the Company shall remain in my safe custody until the Chairman or a director authorized in this regard considers, approves and signs the minutes/report on Postal Ballot 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.

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

<b>Place: Bangalore</b>	<b>Signature</b> : 
	<b>Name of the Company Secretary : S.P.NAGARAJAN</b>
<b>Date: 5<sup>th</sup> October 2021</b>	<b>ACS Number : 10028</b>
	<b>CP Number : 4738</b>
	<b>UDIN : A010028C001092989</b>
<b>Peer reviewed Unit - bearing Unique Identification Number: I2002KR300400</b>	



  
**S.P. NAGARAJAN** M.Com., A.C.S., LL.B.,  
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