

CENTUM ELECTRONICS LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURES OF UNPUBLISHED PRICE SENSITIVE INFORMATION [Under Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]

I. PREAMBLE

The Securities and Exchange Board of India (SEBI), in its endeavor has set out in SEBI (Prohibition of Insider Trading) Regulations, 2015 (Regulations) to protect the interests of stakeholders and misuse of the unpublished price sensitive information in the day –to –day business affairs.

The Board of Directors (Board) of Centum Electronics Limited (the Company) has pursuant to the Regulations, adopted the following Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information (Code).

This Code has been formulated in compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 and is effective from May 15, 2015.

II. OBJECTIVE

The Code is required for the Company to prevent the misuse and ensure timely and adequate disclosure of Unpublished Price Sensitive Information ('UPSI') and to maintain the uniformity, transparency and fairness in dealing with the stakeholders.

III. CHIEF RELATIONS OFFICER

The Company Secretary or any other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these Regulations and duly authorized by the Board of Directors of the Company, shall act as the Chief Investor Relations Officer ('CIRO'), who would be responsible for satisfactory discharge of the duties and responsibilities laid down under this Code.

IV. GUIDELINES FOR FAIR DISCLOSURE

The Company, Board, officers, employees and connected persons shall adhere to the following guidelines involving the compliance of Regulations with respect to principles of fair disclosure of unpublished price sensitive information in letter and spirit

1. Norms for disclosure of UPSI

- a. Prompt public disclosure of UPSI
CIRO shall share UPSI in compliance of regulatory requirements, if any, with stock exchanges promptly and also shall be simultaneously uploaded on the Company's website.
- b. Uniform and Universal dissemination of UPSI
The CIRO shall ensure that UPSI shall be uniformly and properly disseminated. The Company shall in compliance with the all applicable laws disclose UPSI on continuous basis by intimating to the stock exchanges promptly, publishing in newspapers and publish on the Company's website.
- c. Overseeing and coordinating disclosure
The CIRO shall oversee corporate disclosures and deal with dissemination of information and disclosure of UPSI.

The CIRO shall be responsible for ensuring that the Company complies with continuous disclosure requirements of UPSI to stock exchanges, on the website of the company and to the media, as and when required.

If information is accidentally disclosed without prior approval of CIRO the person responsible, may inform the CIRO immediately, even if the information is not considered UPSI. In such event of inadvertent, selective disclosure of UPSI, the CIRO shall take prompt action to ensure such information is available to the public.

- d. Responding to market rumours
The CIRO shall be responsible for responding to any queries or requests for verification of market rumours by regulatory authorities on behalf of the Company.

He/she shall also provide appropriate assistance and fair response to the regulatory authorities including the stock exchanges for verification of news reports and market rumours.

2. Process of disseminating information in order to make the UPSI generally available

- a. Disclosure/dissemination of information may be done through various media like newspaper, press release etc., so as to achieve maximum reach and quick dissemination.
- b. Company shall ensure that disclosure to stock exchanges is made promptly.
- c. The website of the Company may provide a means of giving investors a direct access to analyst briefing material, significant background information and questions and answers.

3. Manner of dealing with analyst and research personnel

- a. Only Public information to be provided –
The Company shall provide only public information to the analyst/research persons/large investors like institutions. However, in the event that any information that is not generally available is provided to an institutional investor, analyst or researcher, then the company shall ensure that such information is simultaneously made available to the public as well.
- b. Recording of discussions–
In order to avoid misquoting or misrepresentation, it is desirable that at CIRO shall be present at meetings with analysts, brokers or institutional investors and discussion should preferably be recorded.
- c. Handling of unanticipated questions–
The Company shall take extra care while dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions should be noted and only be given considered responses. If the answer includes UPSI, a public announcement if considered necessary, should be made before responding.
- d. Simultaneous release of Information -
When a company organizes meetings with analysts, the company shall make a press release or post relevant information on its website as decided by CIRO.

V. GENERAL AVAILABLE INFORMATION

The company will promptly disclose the following information on the website of the Company and to the stock exchange

- a. Declaration of Financial results (quarterly, half-yearly and annual)
- b. Declaration of dividends (interim and final)
- c. Issue of securities by way of public/ rights/bonus, etc.
- d. Any major expansion plans or winning of bid or execution of new projects

- e. Amalgamation, mergers, takeovers and buy-back
- f. Disposal of whole or substantially whole of the undertaking
- g. Any changes in policies, plans or operations of the Company
- h. Disruption of operations due to natural calamities
- i. Litigation/dispute with a material impact
- j. Change in Key managerial personnel
- k. Any information which, if disclosed, in the opinion of the person disclosing the same is likely to materially affect the prices of the securities of the Company.

VI. UPSI ON NEED TO KNOW BASIS

UPSI shall be handled on a “need to know” basis i.e. it shall be disclosed only to those where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations

VII. PUBLICATION OF CODE

This Code and any amendment thereof shall be published on the Company’s website www.centumelectronics.com and shall be intimated to stock exchange where the securities of the Company are listed.

VIII. AMENDMENT TO THE CODE

The Board may stipulate further guidelines, procedures and rules, from time to time, to ensure fair disclosure in whole or in part. This Code and any subsequent amendment(s) thereto, shall be promptly intimated to the stock exchange where the securities of the Company are listed.
