



Ref: CEL/NSEBSE/CGR/10042019

10th April, 2019

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,

Sub: Regulation 27 (2) of SEBI (LODR) Regulations, 2015 - Compliance Report on Corporate Governance – 31st March, 2019

We are enclosing herewith the Compliance Report on Corporate Governance of the Company for the quarter and financial year ended 31st March, 2019.

This disclosure is pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the same on your records.

Yours faithfully,
For **Centum Electronics Limited**

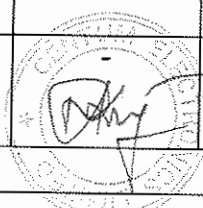
Nagaraj K V
Company Secretary & Compliance Officer

Encl: as above

1. Name of Listed Entity : Centum Electronics Limited
 2. Quarter ended : 31st March, 2019

I. Composition of Board of Directors

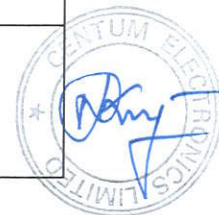
Title	Name of the Director	PAN & DIN	Category	Date of Appointment in Current Term	Date of Cessation	Tenure (in months)	No of Directorship in listed entities including this listed entity	No of Memberships in Audit/ Stakeholders Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholders Committee held in listed entities including this listed entity
Mr.	Apparao V Mallavarapu	AAOPA6001H & 00286308	Executive Director	07-08-2015	-	44	1	2	0
Ms.	Swarnalatha Mallavarapu	AENPM7221G & 00288771	Non-Executive - Non Independent Director	07-08-2015	-	44	1	0	0
Mr.	S Krishnan	AEWPK3287K & 01807344	Non-Executive - Independent Director	01-08-2014	-	55	1	2	0
Mr.	Manoj Nagrath	AAFPM9178B & 01974412	Non-Executive - Independent Director	07-08-2015	-	44	1	2	2
Mr.	Rajiv C Mody	ABBPM2470N & 00092037	Non-Executive - Independent Director	07-08-2015	-	44	3	1	0
Mr.	Parthasarathi Thiruvengadam	AAMPT6032B & 00016375	Non-Executive - Independent Director	05-08-2016	-	32	1	1	0
Mr.	Pranavkumar N Patel	ZZZZZ9999Z & 06784801	Non-Executive - Independent Director	01-08-2014	-	56	1	1	0



II. Composition of Committees			
Name of Committee	Name of Committee Members	Category	Chairperson / Member
1. Audit Committee	1. Mr. Manoj Nagrath	Non-Executive - Independent Director	Chairperson
	2. Mr. Apparao V Mallavarapu	Executive Director	Member
	3. Mr. S Krishnan	Non-Executive - Independent Director	Member
	4. Mr. Pranavkumar N Patel	Non-Executive - Independent Director	Member
	5. Mr. Parthasarathi Thiruvengadam	Non-Executive - Independent Director	Member
2. Nomination & Remuneration Committee	1. Mr. Manoj Nagrath	Non-Executive - Independent Director	Chairperson
	2. Mr. S Krishnan	Non-Executive - Independent Director	Member
	3. Mr. Apparao V Mallavarapu	Executive Director	Member
	4. Mr. Rajiv C Mody	Non-Executive - Independent Director	Member
3. Stakeholders' Relationship Committee	1. Mr. Manoj Nagrath	Non-Executive - Independent Director	Chairperson
	2. Mr. Apparao V Mallavarapu	Executive Director	Member
	3. Mr. S Krishnan	Non-Executive - Independent Director	Member
4. Risk Management Committee	Not Applicable		
5. Corporate Social Responsibility Committee	1. Mr. Manoj Nagrath	Non-Executive - Independent Director	Chairperson
	2. Mr. Apparao V Mallavarapu	Executive Director	Member
	3. Mr. S Krishnan	Non-Executive - Independent Director	Member
	4. Ms. Swarnalatha Mallavarapu	Non-Executive - Non Independent Director	Member

III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between the two consecutive meetings
14.11.2018	06.02.2019	83 days

IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between the two consecutive meetings
1. Audit Committee: 06.02.2019	Yes	13.11.2018	84 days



V. Related Party Transactions	
Subject	Compliance Status
Whether prior approval of Audit Committee obtained	Yes
Whether Shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit committee	Yes

VI. Affirmations:

1. The Composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following Committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk Management Committee - Not Applicable
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. The meeting of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: **NIL**

For Centum Electronics Limited



Nagaraj K V

Company Secretary & Compliance Officer



Name of the Listed Entity : Centum Electronics Limited
Year ended : 31st March, 2019

I. Disclosure on Website in terms of Listing Regulations		
Item	Compliance Status (Yes/No/NA)	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of Various Committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	NA	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
II. Annual Affirmations		
Particulars	Regulation Number	Compliance Status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes



Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1), (2), (3), (4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1), (5), (6), (7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes



III. Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied : NA

For Centum Electronics Limited



Nagaraj K V
Company Secretary & Compliance Officer

