



Ref: CEL/NSEBSE/CGR/11072019

11th July, 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 – 30th June, 2019

We are enclosing herewith the Compliance Report on Corporate Governance of the Company for the quarter ended 30th June, 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 : 30th June, 2019

I. Composition of Board of Directors												
Title	Name of the Director	PAN & DIN	Category	Date of Birth	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure (in months)	No of Directors hip in listed entities including this listed entity	No of Independent Directors hip 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	08-10-1956	08-01-1993	07-08-2015	-	47	1	0	2	0
Ms.	Swarnalatha Mallavarapu	AENPM7221G & 00288771	Non-Executive - Non Independent Director	12-10-1956	26-03-2015	07-08-2015	-	47	1	0	0	0
Mr.	S Krishnan	AEWPK3287K & 01807344	Non-Executive - Independent Director	14-05-1946	11-09-2007	01-08-2014	-	58	1	1	2	0
Mr.	Manoj Nagrath	AAFPN9178B & 01974412	Non-Executive - Independent Director	03-09-1958	05-01-2010	07-08-2015	-	47	1	1	2	2
Mr.	Rajiv C Mody	ABBP2470N & 00092037	Non-Executive - Independent Director	06-04-1958	07-08-2010	07-08-2015	-	47	3	2	1	0
Mr.	Parthasarathi Thiruvengadam	AAMPT6032B & 00016375	Non-Executive - Independent Director	28-12-1951	08-02-2016	05-08-2016	-	35	2	2	1	0
Mr.	Pranavkumar N Patel	ZZZZZ9999Z & 06784801	Non-Executive - Independent Director	25-03-1978	28-01-2014	01-08-2014	-	59	1	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. Parthasarathi Thiruvengadam	Non-Executive - Independent Director	Chairperson
	2. Mr. S Krishnan	Executive Director	Member
	3. 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 and relevant quarter	Maximum gap between the two consecutive meetings	Whether the requirement of quorum met (Yes/No)	Number of Directors Present	Number of Independent Directors attending the meeting
06.02.2019	-	Yes	-	-
29.05.2019	111 days	Yes	7	5



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 28.05.2019	Yes	06.02.2019	110 days
2. Nomination and Remuneration Committee 29.05.2019	Yes	-	-
3. Stakeholders' Relationship Committee 29.05.2019	Yes	-	-
4. Corporate Social Responsibility Committee 29.05.2019	Yes	-	-

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.
6. Any comments/observations/advice of Board of Directors may be mentioned here: **NIL**

For Centum Electronics Limited



Nagaraj K V

Company Secretary & Compliance Officer

