



Ref: CEL/NSEBSE/BMD/13022020

13<sup>th</sup> February, 2020

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: Outcome of the Board Meeting**

This is in continuation to our communication letters dated 5<sup>th</sup> February, 2020 and pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Meeting of the Board of Directors of the Company was held as scheduled today, i.e. 13<sup>th</sup> February, 2020 and the Board inter-alia took the following decisions:

- (i) Approved the unaudited financial results (standalone and consolidated) for the third quarter and nine months ended 31<sup>st</sup> December, 2019 along with the Limited Review Report of the Statutory Auditors of the Company.

The financial results are enclosed pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- (ii) Induction of Mr. Nikhil Mallavarapu (DIN: 00288551) as an Additional Director and Whole Time Director on the Board of the Company for a term of 5 years with effect from 13<sup>th</sup> February, 2020 on the terms and conditions approved by the Board of Directors subject to the approval of the Shareholders in the ensuing Annual General Meeting. Mr. Nikhil Mallavarapu forms part of Promoter Group.

The disclosures relating to appointment of Director pursuant to Regulation 30 – Para A Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed.

- (iii) Amendment to "CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING" of the Company, copy of the amended Code is enclosed.

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**Centum Electronics Limited**

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

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CIN - L85110KA1993PLC013869



The Meeting started at 11.00 a.m. and concluded at 5.35 p.m.

The above information is also hosted on the website of the Company at [www.centumelectronics.com](http://www.centumelectronics.com)

Kindly take the same on your records.

Yours faithfully,  
For **Centum Electronics Limited**

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

Encl: as above

**Independent Auditor's Review Report on the Quarterly and Year to Date Unaudited Consolidated Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended****Review Report to  
The Board of Directors  
Centum Electronics Limited**

1. We have reviewed the accompanying Statement of Unaudited Consolidated Ind AS Financial Results of Centum Electronics Limited (the "Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") for the quarter ended December 31, 2019 and year to date from April 1, 2019 to December 31, 2019 (the "Statement") attached herewith, being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
2. This Statement, which is the responsibility of the Holding Company's Management and approved by the Holding Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the Circular No. CIR/CFD/CMD1/44/2019 dated March 29, 2019 issued by the Securities and Exchange Board of India under Regulation 33(8) of the Listing Regulations, to the extent applicable.

4. The Statement includes the results of the following entities:

- a. Centum Electronics Limited
- b. Centum Electronics UK Limited
- c. Centum Adetel Group SA
- d. Centum Adeneo SAS
- e. Centum Adeneo CRD SAS
- f. Centum Adetel Transportation System SAS
- g. Centum Adetel Transportation SAS
- h. Centum Adetel Synergies SARL
- i. Centum Adetel Solution



# **S.R. BATLIBOI & ASSOCIATES LLP**

Chartered Accountants

- j. Centum Adetel Equipment
- k. Centum Adeneo India Private Limited
- l. Ausar Energy SAS

5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of other auditors referred to in paragraph 6 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with recognition and measurement principles laid down in the aforesaid Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.
6. The accompanying Statement of unaudited consolidated Ind AS financial results includes unaudited interim financial results and other unaudited financial information of 1 subsidiary located outside India (the said subsidiary has 7 underlying subsidiaries and 1 associate), whose interim financial information and financial results reflect Group's share of total revenues (including other income) of Rs. 10,307.77 lakhs and Rs. 30,716.20 lakhs and Group's share of total net loss after tax of Rs. 741.22 lakhs and Rs. 572.48 lakhs, Group's share of total comprehensive loss of Rs. 608.72 lakhs and Rs. 428.51 lakhs, for the quarter ended December 31, 2019 and for the period from April 1, 2019 to December 31, 2019, respectively, (before adjustments on consolidation), as considered in the unaudited consolidated Ind AS financial results, which have been reviewed by their respective independent auditors. The independent auditor's reports on interim financial information and financial results of these entities have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures in respect of these subsidiaries and associate is based solely on the report of such auditors and procedures performed by us as stated in paragraph 3 above.

Certain of these subsidiaries/associate are located outside India whose financial results and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the financial results of such subsidiaries and associate located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. Our conclusion in so far as it relates to the balances and affairs of such subsidiaries and associate located outside India is based on the report of other auditors and the conversion adjustments prepared by the management of the Holding Company.

7. The accompanying Statement of unaudited consolidated Ind AS financial results include unaudited financial results and other unaudited financial information in respect of 2 subsidiaries, which have not been reviewed by their auditors, whose interim financial information and financial results reflect Group's share of total revenues (including other income) of Rs. 272.65 lakhs and Rs. 834.82 lakhs, Group's share of total net profit/(loss) after tax of Rs. (1.01) lakhs and Rs. 38.04 lakhs, Group's share of total comprehensive income of Rs. 174.34 lakhs and Rs. 214.58 lakhs, for the quarter ended December 31, 2019 and for the period from April 1, 2019 to December 31, 2019, respectively, (before adjustments on consolidation), as considered in the unaudited consolidated Ind AS financial results. These unaudited financial results and other unaudited financial information have been approved and furnished to us by the management and our conclusion on the Statement, in so far as it relates to the affairs of these subsidiaries, is based solely on such unaudited interim financial results and other unaudited financial information. According to the information and explanations given to us by the Management, these interim financial information/financial results are not material to the Group.



# **S.R. BATLIBOI & ASSOCIATES LLP**

Chartered Accountants

Our conclusion on the Statement in respect of matters stated in para 6 and 7 above is not modified with respect to our reliance on the work done and the reports of the other auditors and the financial results and financial information certified by the Management.

For S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

ICAI Firm registration number: 101049W/E300004



per Sandeep Karnani

Partner

Membership No.: 061207

UDIN: 20061207AA AAAU9864

Place: Bengaluru

Date: February 13, 2020





**Statement of unaudited consolidated financial results for the quarter and nine months ended December 31, 2019**

Sl.No.	Particulars	Quarter ended			Nine Months ended		(Rs. in Lakhs)
		December 31,	September 30,	December 31,	December 31,	December 31,	Year ended
		2019	2019	2018	2019	2018	2019
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	A. Continuing Operations						
	Income						
	(a) Revenue from operations						
	(i) Sales / Income from operations	21,319.81	18,943.49	25,056.32	60,796.26	60,920.27	86,204.12
	(ii) Other operating income	1,251.96	1,432.00	1,972.70	4,130.71	4,599.30	6,549.61
	(b) Other Income						
	(i) Gain on account of foreign exchange fluctuations (net)	-	-	783.36	-	-	-
	(ii) Others	288.81	893.37	224.77	1,649.79	759.34	991.87
	Total Income	22,860.58	21,268.86	28,037.15	66,576.76	66,278.91	93,745.60
2	Expenses						
	(a) Cost of materials consumed	8,863.25	11,886.69	9,652.51	29,286.24	28,239.98	38,255.68
	(b) Changes in inventories of finished goods and work-in-progress	(264.16)	(3,731.13)	1,709.95	(2,762.24)	(2,141.86)	120.58
	(c) Employee benefits expenses	8,228.64	7,858.14	8,336.32	24,278.68	24,546.26	32,848.27
	(d) Finance costs	788.53	956.40	1,096.17	2,485.44	2,712.67	3,492.11
	(e) Depreciation and amortisation expenses	1,052.77	1,007.05	745.56	3,068.08	2,137.74	2,783.86
	(f) Loss on account of foreign exchange fluctuations (net)	201.33	187.74	-	408.43	737.86	336.10
	(g) Other expenses	2,869.12	2,099.68	3,181.78	7,215.81	8,155.19	11,095.16
	Total expenses	21,739.48	20,264.57	24,722.29	63,980.44	64,387.84	88,931.76
3	Share of profit / (loss) of associates and joint ventures from continuing operations	-	-	-	-	-	(130.78)
4	Profit / (Loss) before tax expense from continuing operations (1±2±3)	1,121.10	1,004.29	3,314.86	2,596.32	1,891.07	4,683.06
5	Tax expenses						
	(a) Current tax (net)	397.63	127.55	249.91	805.66	224.79	679.40
	(b) Deferred tax	(66.17)	40.63	(458.40)	(117.60)	(546.97)	(705.60)
6	Profit / (loss) after tax expense from continuing operations (4±5)	789.64	836.11	3,523.35	1,908.26	2,213.25	4,709.26
	B. Discontinuing Operations						
7	(Loss) / profit before tax expense from discontinuing operations (Refer note 3)	(574.40)	375.36	(698.63)	(600.65)	(966.67)	(1,315.50)
8	Tax expense of discontinued operations						
	(a) Current tax (net)	-	-	-	-	713.10	713.10
	(b) Deferred tax	-	-	-	-	-	-
9	(Loss) / profit after tax expense from discontinued operations (7±8)	(574.40)	375.36	(698.63)	(600.65)	(1,679.77)	(2,028.60)
10	Profit / (loss) after tax for the respective periods (6±9)	215.24	1,211.47	2,824.72	1,307.61	533.48	2,680.66
11	Other Comprehensive Income/ (Expenses) (net of tax)						
	(a) Items that will not be reclassified to profit or loss						
	(i) Remeasurements of the net defined benefit liability	12.05	12.06	7.24	36.17	21.53	48.23
	(ii) Income tax on above	(4.10)	(4.21)	(2.53)	(12.52)	(7.52)	(16.85)
	(b) Items that will be reclassified to profit or loss						
	(i) Exchange difference on translation of foreign operations	43.34	(15.22)	28.19	54.35	(4.53)	(42.26)
	(ii) Income tax on above	-	-	-	-	-	-
12	Total comprehensive income for the period (comprising profit/(loss) and other comprehensive income/(expenses)(net of tax)) for the period (10±11)	266.53	1,204.10	2,857.62	1,385.61	542.96	2,669.78
13	Total comprehensive income attributable to:						
	(a) Owners of the Company	592.46	875.77	2,683.77	1,673.48	1,001.76	2,877.34
	(b) Non controlling interest	(325.93)	328.33	173.85	(287.87)	(458.80)	(207.56)
	Total comprehensive Income for the period	266.53	1,204.10	2,857.62	1,385.61	542.96	2,669.78
14	Paid up equity share capital (Face value - Rs 10 per share)	1,288.48	1,288.48	1,288.11	1,288.48	1,288.11	1,288.11
17	Earnings per equity share (EPS) (of Rs. 10 each) :						
	(a) Basic EPS from continuing and discontinuing operations (Rs.)	4.20	6.85	20.58	12.38	7.71	21.92
	(b) Diluted EPS from continuing and discontinuing operations (Rs.)	4.20	6.85	20.55	12.37	7.70	21.89
	(c) Basic EPS from continuing operations (Rs.)	6.61	5.27	23.52	14.90	14.77	30.80
	(d) Diluted EPS from continuing operations (Rs.)	6.61	5.27	23.49	14.89	14.76	30.77
	(e) Basic EPS from discontinued operations (Rs.)	(2.41)	1.58	(2.94)	(2.52)	(7.06)	(8.88)
	(f) Diluted EPS from discontinued operations (Rs.)	(2.41)	1.58	(2.94)	(2.52)	(7.06)	(8.88)



Notes to the unaudited consolidated financial results for the quarter and nine months ended December 31, 2019

- 1 Investors can view the unaudited consolidated financial results of Centum Electronics Limited ("the Group" or "the Company") on the Company's website [www.centumelectronics.com](http://www.centumelectronics.com) or on the websites of BSE ([www.bseindia.com](http://www.bseindia.com)) or NSE ([www.nse-india.com](http://www.nse-india.com)).
- 2 The Company along with its subsidiaries, associates and joint ventures are an integrated business unit which addresses the Electronics System Design and Manufacturing ("ESDM") and accordingly there is only one reportable segment called ESDM in accordance with the requirement of Ind AS 108 - "Operating segments".
- 3 (a) During the year ended March 31, 2019, the Group had divested its entire 51% stake in Centum Rakon India Private Limited, a joint venture entity and realized a profit of Rs. 584.99 Lakhs on such sale of shares, which had been disclosed under discontinuing operations in the audited consolidated financial results of the Group for the year ended March 31, 2019.  
  
(b) During the year ended March 31, 2019, the Group had divested its entire 50% stake in Sandhi SAS, a joint venture entity and realized a profit of Rs. 72.29 Lakhs on such sale of shares, which had been disclosed under discontinuing operations in the audited consolidated financial results of the Group for the year ended March 31, 2019.  
  
(c) During the year ended March 31, 2019, the step down subsidiaries of the Company, Adetel Maroc SA and Adetel Equipment Maroc SA, have initiated liquidation proceedings and accordingly the results of the operation of this entity has been disclosed under discontinuing operations.  
  
(d) During the year ended March 31, 2019, the management of the Group had decided to sell its investments in Centum Adetel Transportation SAS("EDMAA"), step down subsidiary of the Company and accordingly the results of the operation of this entity has been disclosed under discontinuing operations.
- 4 The unaudited consolidated financial results of the Company for the quarter and nine months ended December 31, 2019 have been reviewed by the Audit Committee in their meeting on February 12, 2020 and approved by the Board of Directors in their meeting held on February 13, 2020.
- 5 The Board of Directors of the Holding Company had considered and approved the investment of 51% controlling stake in Adetel Group SA, France through Centum Electronics UK Limited on June 17, 2016. The said transaction was completed on July 4, 2016. Consequent to the acquisition, Adetel Group SA, France and its subsidiaries, joint ventures/associates became subsidiaries, joint ventures/associates of the Holding Company. Further the Board of Directors of the Holding Company had considered and approved a further investment of 3.15% stake in Centum Adetel Group SA (formerly known as Adetel Group SA, France) through Centum Electronics UK Limited on March 10, 2017. Based on internal assessment performed with regard to future operations, the management of the Group is of the view that the carrying value of the Goodwill on consolidation and intangible assets are appropriate.
- 6 Pursuant to the Taxation Law (Amendment) Ordinance, 2019 ('Ordinance') issued by Ministry of Law and Justice (Legislative Department) on September 20, 2019 which is effective from April 1, 2019, domestic companies have the option to pay income tax at 22% plus applicable surcharge and cess ('new tax regime') subject to certain conditions. The Holding Company would be taking the option to pay income tax under the new tax regime from the next financial year i.e; FY 2020 - 21.
- 7 Effective April 01, 2019, the Group has adopted Ind AS 116 "Leases" and applied the standard to lease arrangements existing on the date of initial application using the modified retrospective approach with right-of-use asset recognized at an amount equal to the lease liability adjusted for any prepayments/accruals recognized in the balance sheet immediately before the date of initial application. Accordingly, comparatives for the year ended March 31, 2019 and quarter and nine months ended December 31, 2018 have not been retrospectively adjusted.
- 8 Previous period figures have been regrouped/reclassified, wherever necessary to conform to current period classification.

Place : Bengaluru  
Date : February 13, 2020



*Mr. Alpha Rao*



For Centum Electronics Limited

Apparao V Mallavarapu  
Chairman & Managing Director



**Independent Auditor's Review Report on the Quarterly and Year to Date Unaudited Standalone Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended**

**Review Report to  
The Board of Directors  
Centum Electronics Limited**

1. We have reviewed the accompanying statement of unaudited standalone financial results of Centum Electronics Limited (the "Company") for the quarter ended December 31, 2019 and year to date from April 1, 2019 to December 31, 2019 (the "Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
2. This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For S.R. BATLIBOI & ASSOCIATES LLP  
Chartered Accountants  
ICAI Firm registration number: 101049W/E300004

  
per Sandeep Karnani  
Partner

Membership No.: 061207  
UDIN: 20061207A AAAAT9949



Place: Bengaluru  
Date: February 13, 2020



Statement of unaudited standalone financial results for the quarter and nine months ended December 31, 2019

Sl. No.	Particulars	(Rs. in Lakhs)					
		Quarter ended			Nine month ended		Year ended
		December 31, 2019	September 30, 2019	December 31, 2018	December 31, 2019	December 31, 2018	March 31, 2019
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	<b>Income</b>						
	(a) Revenue from operations						
	(i) Sales/Income from operations	12,160.96	10,595.80	15,322.26	34,956.22	33,859.01	48,935.17
	(ii) Other operating income	150.79	128.89	143.37	414.25	476.75	647.66
	(b) Other income						
	(i) Gain on account of foreign exchange fluctuations (net)	-	-	867.36	-	-	-
	(ii) Others	261.72	338.23	153.83	887.39	461.06	666.58
	<b>Total income</b>	<b>12,573.47</b>	<b>11,062.92</b>	<b>16,486.82</b>	<b>36,257.86</b>	<b>34,796.82</b>	<b>50,249.41</b>
2	<b>Expenses</b>						
	(a) Cost of materials consumed	7,061.34	9,727.35	7,834.97	23,999.07	23,554.17	31,366.83
	(b) Changes in inventories of finished goods and work-in-progress	(381.13)	(3,701.69)	2,084.40	(2,863.25)	(1,916.73)	(14.93)
	(c) Employee benefits expenses	1,855.78	1,916.46	1,612.61	5,462.75	4,769.64	6,734.09
	(d) Finance costs	567.38	723.22	810.53	1,842.43	2,094.92	2,676.51
	(e) Depreciation and amortisation expenses	346.76	304.84	309.60	944.70	910.98	1,208.75
	(f) Loss on account of foreign exchange fluctuations (net)	147.52	277.49	-	454.86	640.18	340.44
	(g) Other expenses	1,622.76	992.61	1,428.98	3,503.93	3,099.77	4,475.90
	<b>Total expenses</b>	<b>11,220.41</b>	<b>10,240.28</b>	<b>14,081.09</b>	<b>33,344.49</b>	<b>33,152.93</b>	<b>46,787.59</b>
3	<b>Profit / (Loss) before exceptional items and tax (1-2)</b>	<b>1,353.06</b>	<b>822.64</b>	<b>2,405.73</b>	<b>2,913.37</b>	<b>1,643.89</b>	<b>3,461.82</b>
4	Exceptional items (Refer note 3)	-	-	-	-	3,288.35	3,288.35
5	<b>Profit / (Loss) before tax (3 ± 4)</b>	<b>1,353.06</b>	<b>822.64</b>	<b>2,405.73</b>	<b>2,913.37</b>	<b>4,932.24</b>	<b>6,750.17</b>
6	<b>Tax expenses</b>						
	(a) Current tax (Refer note 3)	361.44	184.80	278.37	808.32	991.40	1,436.23
	(b) Deferred tax (credit) / charge	(9.30)	88.89	(396.73)	48.17	(391.12)	(486.22)
7	<b>Profit / (Loss) for the period (5 ± 6)</b>	<b>1,000.92</b>	<b>548.95</b>	<b>2,524.09</b>	<b>2,056.88</b>	<b>4,331.96</b>	<b>5,800.16</b>
8	<b>Other Comprehensive Income/(Expenses) (net of tax)</b>						
	(a) Items that will not be reclassified to profit or loss						
	(i) Remeasurements of the net defined benefit liability	12.06	12.01	7.24	36.13	21.53	48.23
	(ii) Income tax on above	(4.21)	(4.20)	(2.53)	(12.62)	(7.52)	(16.85)
	(b) (i) Items that will be reclassified to profit or loss	-	-	-	-	-	-
	(ii) Income tax on above	-	-	-	-	-	-
9	<b>Total comprehensive income for the period (Comprising (loss) / profit and Other Comprehensive Income/(expenses) (net of tax) for the period (7±8))</b>	<b>1,008.77</b>	<b>556.76</b>	<b>2,528.80</b>	<b>2,080.39</b>	<b>4,345.97</b>	<b>5,831.54</b>
10	<b>Paid up equity share capital</b> (Face value- Rs.10 per share)	1,288.48	1,288.48	1,288.11	1,288.48	1,288.11	1,288.11
11	<b>Earnings per equity share (of Rs. 10 each):</b>						
	(a) Basic (Rs.)	7.77	4.26	19.58	15.96	33.58	45.04
	(b) Diluted (Rs.)	7.76	4.26	19.55	15.95	33.54	45.00



*MV Alpha Rao*



Notes of unaudited standalone financial results for the quarter and nine months ended December 31, 2019

- 1 Investors can view the unaudited standalone financial results of Centum Electronics Limited ("the Company") on the Company's website [www.centumelectronics.com](http://www.centumelectronics.com) or on the websites of BSE ([www.bseindia.com](http://www.bseindia.com)) or NSE ([www.nse-india.com](http://www.nse-india.com)).
- 2 The Company is an integrated business unit which addresses the Electronics System Design and Manufacturing ("ESDM") and accordingly there is only one reportable segment called ESDM in accordance with the requirement of Ind AS 108 - "Operating segments".
- 3 During the year ended March 31, 2019, the Company has divested its entire 51% stake in Centum Rakon India Private Limited, a joint venture entity and realized a profit of Rs. 3,288.35 Lakhs (before tax) (Rs. 2,575.32 Lakhs, net of tax) on such sale of shares, which has been disclosed as an 'exceptional item' in the standalone financial results of the Company for the year ended March 31, 2019.
- 4 The unaudited standalone financial results of the Company for the quarter and nine months ended December 31, 2019 have been reviewed by the Audit Committee in their meeting on February 12, 2020 and approved by the Board of Directors in their meeting held on February 13, 2020.
- 5 Pursuant to the Taxation Law (Amendment) Ordinance, 2019 ('Ordinance') issued by Ministry of Law and Justice (Legislative Department) on September 20, 2019 which is effective from April 1, 2019, domestic companies have the option to pay income tax at 22% plus applicable surcharge and cess ('new tax regime') subject to certain conditions. The Company would be taking the option to pay income tax under the new tax regime from the next financial year i.e; FY 2020 - 21.
- 6 The Board of Directors of the Company had considered and approved the investment of 51% controlling stake in Adetel Group SA, France through Centum Electronics UK Limited on June 17, 2016. The said transaction was completed on July 4, 2016. Consequent to the acquisition, Adetel Group SA, France and its subsidiaries, joint ventures/associates became subsidiaries, joint ventures/associates of the Company. Further the Board of Directors of the Company had considered and approved a further investment of 3.15% stake in Centum Adetel Group SA (formerly known as Adetel Group SA, France) through Centum Electronics UK Limited on March 10, 2017. Based on internal assessment performed as at March 31, 2019 with regard to future operations, the management of the Company is of the view that the carrying value of the Company's investment in Centum Electronics UK Limited is appropriate.
- 7 Effective April 01, 2019, the Company has adopted Ind AS 116 "Leases" and applied the standard to lease arrangements existing on the date of initial application using the modified retrospective approach with right-of-use asset recognized at an amount equal to the lease liability adjusted for any prepayments/accruals recognized in the balance sheet immediately before the date of initial application. Accordingly, comparatives for the year ended March 31, 2019 and quarter and nine month ended December 31, 2018 have not been retrospectively adjusted.
- 8 The statutory auditor's of the Company have carried out a limited review of the unaudited standalone financial results for the quarter and nine months ended December 31, 2019.

Place : Bengaluru  
Date : February 13, 2020



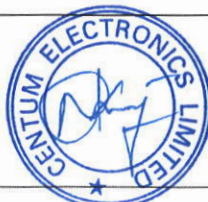
For Centum Electronics Limited

*Mr. Apparao V Mallavarapu*  
Apparao V Mallavarapu  
Chairman & Managing Director



Information as required under Regulation 30 – Para A Schedule III of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 are as follows:

S. No.	Requirement	Mr. Nikhil Mallavarapu						
1	Reason for change i.e., appointment, resignation, removal, death or otherwise	Appointment of Mr. Nikhil Mallavarapu as an Additional Director and Whole Time Director of the Company.						
2	Date of appointment/ Cessation (as applicable) and term of appointment	13 <sup>th</sup> February, 2020 for the term of 5 years subject to approval of the Shareholders in the ensuing Annual General Meeting.						
3	Brief Profile	Mr. Nikhil has been associated with the Company since from August 2012. He has served in different leadership positions including Manager- New Projects at SEBU, Vice President - Corporate Development at Centum Adetel and most recently as President- EMS BU. Prior to joining Centum, Nikhil worked at the multinational semiconductor company- Analog Devices, as product engineer in the MEMS sensors division. Further, Mr. Nikhil completed his Masters and Bachelors Degrees in Electrical and Computer Engineering from Carnegie Mellon University, USA. He also holds a MBA from the INSEAD Business School in France. Mr. Nikhil is the son of Mr. Apparao V Mallavarapu and Dr. Swarnalatha Mallavarapu.						
4	Disclosure of relationship between directors (in case of appointment of director)	Mr. Nikhil Mallavarapu is related to the following Directors: <table><tr><th>Name of the Director</th><th>Relationship</th></tr><tr><td>Mr. Apparao V Mallavarapu</td><td>Father</td></tr><tr><td>Dr. Swarnalatha Mallavarapu</td><td>Mother</td></tr></table>	Name of the Director	Relationship	Mr. Apparao V Mallavarapu	Father	Dr. Swarnalatha Mallavarapu	Mother
Name of the Director	Relationship							
Mr. Apparao V Mallavarapu	Father							
Dr. Swarnalatha Mallavarapu	Mother							
5	Whether she/he is debarred from holding the office of Director by virtue of any SEBI order or any other such authority	Mr. Nikhil Mallavarapu is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.						



**Centum Electronics Limited**

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

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CIN - L85110KA1993PLC013869





## **CENTUM ELECTRONICS LIMITED**

### **Code of Conduct for Prevention of Insider Trading**

#### **TO REGULATE, MONITOR AND REPORTING TRADING BY INSIDERS**

**[Under Regulation 9(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 endeavour to protect the interests of stakeholders in general, has formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 ('Regulations') with aim to regulate and monitor the trading activities by the Designated Persons. The Code adopted by the Company should adhere as closely as possible to the Model Code specified in Schedule B of the Insider Trading Regulations without diluting it in any manner and companies must ensure compliance of the same.

Pursuant to the provisions of Regulation 9, the Board of Directors ('Board') of Centum Electronics Limited ('Centum' or 'Company') hereby notifies THE CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING ('the Code'). This Code may be called as the **"Centum Code of Conduct for Prevention of Insider Trading"**.

This Code of Conduct supersedes and replaces any previous Code of Conduct on Prevention of Insider Trading, whether express or implied, in full and will be effective from 1<sup>st</sup> April, 2019. This Code of Conduct pertains solely to Prevention of Insider Trading and does not purport to be a general Code of Conduct for employees in respect of other matters.

#### **II. APPLICABILITY:**

The Code shall be applicable to **Connected Persons** i.e.

- i. Designated Persons of Centum Group; and
- ii. Employees of statutory and internal audit firms that are part of the audit team for Centum Audit;
- iii. Directors, Partners, Proprietors, Employees and other persons of legal, accountancy, banking, brokerage, printing firms and other professional/ consultants/ Vendors, Analysts, Merchant bankers having access to Unpublished Price Sensitive information.
- iv. Persons Deemed as Connected persons.





### III. DEFINITIONS:

- A. "Act" means the Securities and Exchange Board of India Act, 1992.
- B. "Board" means the Board of Directors of Centum Electronics Limited.
- C. "Code" means the Centum Code of Conduct for Prevention of Insider Trading.
- D. "Company" means Centum Electronics Limited.
- E. "Compliance Officer" means the Company Secretary or such senior officer who may be appointed by the Board of Directors as the Compliance Officer. The Compliance Officer shall report directly to the Audit Committee on the matters in relation to the Insider Trading.
- F. 'Connected person' includes;
  - i. Designated Persons of Centum Group; and
  - ii. Employees of statutory and internal audit firms that are part of the audit team for Centum Audit;
  - iii. Directors, Partners, Proprietors, Employees and other persons of legal, accountancy, banking, brokerage, printing firms and other professional/ consultants/ Vendors, Analysts, Merchant bankers having access to Unpublished Price Sensitive information.
  - iv. Deemed to be Connected Persons.

*Explanation I:* for the purpose of this code, the following shall be deemed to be connected persons under the code unless it is established that the connected person is not connected with the deemed connected person:

- 1. An immediate relative of the Connected Persons under (ii), (iii) and (iv);
- 2. A holding company or associate company or subsidiary company of the non-individual connected persons ;
- 3. A banker of the company.
- 4. A concern, firm, trust, Hindu Undivided Family, Company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than 10 % of the holding or interest.



*Explanation II:* whenever there is an event triggering compliance to the provisions of the Code by the deemed connected persons, the responsibility of ensuring compliance with this Code is on such connected person to whom the deemed connected person is associated.

*Explanation III:* Any person who is or has during the six months prior to trading in securities of the Company has been associated with a Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access, will also be deemed to be connected person with respect to such trading in securities.

- G.** “Designated Persons” means
- i. Promoters and Promoters Group of the Company
  - ii. Directors of the Company
  - iii. CEO of the Company and its Material Indian Subsidiaries
  - iv. Employees in the cadre of General Manager and above of the Company and its material Indian Subsidiaries
  - v. Key Managerial Personnel
  - vi. All employees of the Secretarial and Finance Department of the Company, IT department Head and such intermediary or fiduciary having access to price sensitive information
  - vii. Any other employee designated by the Compliance Officer, either for a specific period of time or for an indefinite period of time, based on such person’s role, function, designation and seniority in the Company and the extent to which such person may have access to Unpublished Price Sensitive Information.
- H.** “Immediate Relative” means the spouse of a person and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in Securities.



- I.** “Insider” means Connected Persons or Persons who is in possession of or having access to Unpublished Price Sensitive Information.
- J.** “Trading” means and includes subscribing, buying, selling, trading or agreeing to subscribe, buy, sell, deal in any Securities and “trade” shall be construed accordingly. Trading includes trading in Securities.
- K.** “Trading Day” means a day on which the recognized stock exchanges are open for trading.
- L.** “Group” means the Centum Group and includes all direct and indirect material Indian Subsidiaries of the Company and other entities treated as part of the Centum Group from time to time.
- M.** ‘Insider’ means any Connected Person or any other person, who is reasonably expected to have access to unpublished price sensitive information of the Company, or who has received or has had access to unpublished price sensitive information of the Company including the unpublished price sensitive information about the Securities of the Company.
- N.** “Insider Trading” means trade in Securities by any Insider;
- O.** “Key Managerial Personnel (KMP)” shall be as defined under the provisions of the Companies Act, 2013 and the Rules made thereunder.
- P.** “Material financial Relationship” means a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions
- Q.** “Trading Plan” shall mean the Trading Plan as allowed under the SEBI (Prohibition of Insider Trading) Regulations, 2015.
- R.** “Unpublished Price Sensitive Information or UPSI” means any information, relating to the Company or its Securities, listed or proposed to be listed directly or indirectly, that is not generally available, which upon becoming generally available is likely to materially affect the price of the Securities and shall, ordinarily include, but not restricted to, information relating to the following: –



- (i) Financial results;
  - (ii) Dividends;
  - (iii) Change in capital structure;
  - (iv) Mergers, de-mergers, acquisitions, de-listing, disposals and expansion of business and such other transactions; and
  - (v) Changes in key managerial personnel;
- S.** “Generally Available Information” means information that is accessible to the public on a non- discriminatory basis. Information published on the website of a Stock Exchange, would ordinarily be considered as generally available.
- T.** “Securities” includes the equity shares of the Company or such other Securities as may be issued by the Company and listed on the Stock Exchanges in India.
- U.** “Trading Window” means a period to be specified by the Company in which trading of Securities can be done by the connected persons.
- V.** All other expressions unless defined herein shall have the same meaning as have been assigned to them under the Act or the SEBI (Prohibition of Insider Trading) Regulations, 2015 or the Companies Act, 2013, or any statutory modification or re-enactment thereto, as the case may be.

#### **IV. PROTOCOL AND TRADING RESTRICTIONS APPLICABLE TO CONNECTED PERSONS:**

1. Connected Persons shall maintain the confidentiality of all Unpublished Price Sensitive Information and shall not pass on such information to any other person, including other connected persons, directly or indirectly, including but not limited to making recommendation for the purchase or sale of Securities of the Company, except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. The Legitimate Purpose shall be as specified in the Code of Fair Disclosures and Conduct.

Provided further that any person in receipt of UPSI pursuant to legitimate purpose shall be considered as an Insider and due notice shall be given by the connected persons disclosing the UPSI to maintain confidentiality of such UPSI.

2. Unpublished Price Sensitive Information (UPSI) shall be handled on a ‘need to know’ basis, which means that it shall be disclosed only to those persons who need the information to discharge their duty or of legal obligations.





3. In case a connected person or any other person notices any leak of UPSI/ suspects leak of UPSI, a complaint may be raised under the Whistle-blower Policy and same shall be investigated as per the Whistle blower process of the Company.
4. Designated Persons shall disclose Names and Permanent Account Number, or any other identifier authorized by law of the following persons to the Company on an annual basis within 30 days from the end of the financial year. In case of any changes in such information, the Designated Person shall inform the Company of such change promptly:
  - a) Immediate Relatives
  - b) persons with whom such Designated Person(s) shares a Material Financial Relationship
  - c) Phone numbers including mobile numbers which are used by the above persons

In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one-time basis to the Company.

5. Connected Persons shall not trade in the Securities of the Company or counsel any person to trade in the Securities of the Company while in possession of UPSI. If connected persons had traded securities in possession of the UPSI, such trades will be presumed to have been motivated by the knowledge and awareness of such information in his possession.
6. Restriction on communication of UPSI is not applicable in case of open offer under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto and in case of any other transaction where the Board of Directors of the Company is of the opinion such sharing of such information is in the best interest of the Company. Such information should be made public at least two trading days before the proposed transaction.
7. Designated Persons may trade in the Securities of the Company only when the Trading Window is open and if they do not possess UPSI at the time of trading. This, however, does not prevent employees from exercising their stock options during the time the Trading Window is closed, although, the shares obtained on exercise of options cannot be traded in any manner during the time the Trading Window is closed or when the employee is in possession of Unpublished Price Sensitive Information.



8. An Insider or any other Connected Persons, perpetually in possession of UPSI, may formulate a Trading Plan for a minimum period of 12 months period in advance, specifying the value of Securities or number of Securities to be invested or divested with specific dates or specific time intervals. The Compliance Officer shall review the trading plan and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve the Trading Plan in the format specified in Annexure III and such approved plan needs to be notified to the Stock Exchanges on which the Securities of the Company are listed. Trading Plan once approved shall be considered irrevocable and to be implemented mandatorily. Trading under the approved Trading Plan shall not be commenced earlier than 6 months from the public disclosure of Plan by the Compliance Officer.
9. Unless otherwise specified by the Compliance Officer, the Trading Window shall be closed at least 15 (fifteen) trading days prior to and 2 (two) trading days after the Board meeting dates for the year and declaration of Financial results (quarterly, half-yearly and annual) for all the Designated Persons.
10. The Trading Window may also be closed at other times when the Price Sensitive Information remains unpublished and the timelines for the same may be communicated by the Compliance Officer of the Company from time to time.
11. The gap between the clearance of accounts by the Audit Committee and the Board Meeting shall be as narrow as possible and preferably on the same day to avoid leakage of Unpublished Price Sensitive Information.
12. Designated Persons who wish to trade in the Company's Securities, when the trading window is open, where the value of the proposed trade(s), taken together with the value of trade(s) executed over a calendar quarter, is likely to exceed Rs.10 Lakhs in that calendar quarter or where the shares proposed to be traded exceed 25000 shares, whichever is lower should make an application **in the format specified in Annexure I** and shall pre-clear the trade from the Compliance Officer, prior to undertaking the transaction. The transaction so pre-cleared shall be completed within 7 trading days of its pre-clearance by the Compliance Officer and shall be reported to the Compliance Officer immediately on completion. Designated Persons who do not complete the transaction within 7 trading days of pre-clearance shall seek fresh pre-clearance for the transaction. The preclearance of trade shall not be required if the trade has been executed as per the trading plan approved by the Compliance Officer.
13. Designated Persons shall also report any decision of not undertaking any transaction for which pre-clearance had been procured along with reasons for such decision in the format specified in Annexure I.



14. Designated Persons in possession of UPSI are not eligible to apply for pre-clearance of any proposed trade even if trading window is open.
15. Designated Persons shall strictly follow practices and physical arrangements as implemented within the Company to prevent the inadvertent spread and misuse of UPSI. However, Designated Persons can be exempted from such compliances only with the prior approval of the Compliance Officer. Inadvertent breach needs to be reported to Compliance Officer immediately.

**V. THE PROCESS OF BRINGING IN CONNECTED PERSONS ON SENSITIVE TRANSACTIONS:**

- A. In the event of a sensitive transaction, persons including Connected Persons could be involved as Insiders based on need to know basis for legitimate purpose and relevance of the said person to the said transaction. The relevant party should be told that, they must keep the relevant information in relation to the sensitive transaction strictly confidential and that they will not be able to deal in the Company's securities before such information is made public.
- B. Persons involved in a sensitive transaction shall be deemed to be Covered Persons from time they are aware of a sensitive transaction and shall remain to be a Connected Person until expiry of 48 hours of such sensitive transaction is made public or the time till the transaction loses its commercial relevance, whichever is earlier.
- C. The Chief Executive Officer or the Chief Financial Officer or the Compliance Officer may approve the persons to be involved as Connected Persons in relation to a sensitive transaction.
- D. In the event, where it is not desirable for the Chief Financial Officer or the Compliance Officer to have knowledge of the sensitive transaction, the Chief Executive Officer may solely approve persons to be involved as Connected Persons in relation to a sensitive transaction.

Except as permitted by the law, a Connected Person involved in the sensitive transaction cannot trade in the securities of the Company until he remains to be a Connected person under this Code. The Compliance Officer may periodically review the process and evaluate the effectiveness of such internal controls.



**VI. ADDITIONAL TRADING RESTRICTIONS APPLICABLE TO DESIGNATED PERSONS:**

- a. Designated Persons who trade in any number of Securities of the Company shall not enter into an opposite transaction (i.e. sell or buy etc.) for any number of Securities for the six months period following the prior transaction. The Compliance Officer may, on application from the Designated Persons, grant relaxation with regard to the minimum holding period after recording reasons for the same in writing. Instances of waiver of minimum holding period shall be reported by the Compliance Officer to the Audit Committee.

The above provision is not applicable for exercise of stock options and trades carried out in accordance with the approved trading plan.

- b. In case of any violation of the above requirement, whether inadvertently or otherwise, profits from such trade shall be liable to be forfeited for remittance to Investor Protection and Education Fund administered by SEBI in addition to being liable for other penal consequences.
- c. No Designated Persons shall take positions in derivative transactions in the Company's Securities.

**VII. REPORTING REQUIREMENTS APPLICABLE TO DESIGNATED PERSONS:**

1. The Board of Directors, Key Managerial Personnel of the Company shall, within 7 days of joining the Company or becoming a Promoter of the Company, disclose their shareholding, if any, as on the date of appointment in the Company or becoming a Promoter in the format specified in **Annexure IV**. Other Designated Persons shall disclose their shareholding in the Company in **Annexure IV** within 15 days from the date of appointment or engagement.
2. Designated Persons shall, on an annual basis, within 30 days from the end of the financial year, furnish the details of the Securities held by them and their immediate relatives or by any other person for whom such persons takes trading decisions, in the format prescribed in **Annexure II**.
3. Where the Designated Person does not hold any Securities in the Company either in his/her name or in the names of his/her immediate relatives, he/she shall furnish the report in the format prescribed in Annexure II, stating the shareholding as NIL.
4. Where it is subsequently found that the Designated Person was holding Securities of the Company (either directly or in the name of his/her immediate relatives) and the same was not duly reported, the Designated Person shall be treated as violating the Code of Conduct and the Company may forthwith proceed to take





penal action as may be prescribed from time to time.

**VIII. PENALTY FOR CONTRAVENTION OF THE CODE:**

- A. Any instance of violation of this Code including violating of the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 shall be reported to the Board or the Audit Committee or any other Committee of the Board designated for this purpose by the Board of Directors of the Company from time to time.
- B. Inquiry into an instance of leak or suspected instance leak of Unpublished Price Sensitive Information shall be initiated, in accordance with the Investigation process provided under the Whistle blower Policy of the Company, by the Compliance Officer and the office of Ethics. The details of the leaks, inquiries and the results of the enquiries shall be informed to the Board of Directors and Securities Exchange Board of India promptly as required under the law.
- C. Any Connected Person who violates this Code may be penalized and appropriate action may be taken against him/her, which inter-alia may extend to wage freeze, cancellation of contract, recovery of profits from the made in the trade, suspension, elimination from Employee Stock Options Plan and / or removal from services of the Group. The Board or the Audit Committee shall have the authority to take appropriate action against insiders for violation of this Code. The Audit Committee may refer serious instances of violation to the Board for information and / or decision on penal action to be taken.
  - a. The action taken by the Company in such cases, shall not preclude Securities Exchange Board of India from taking any action under the SEBI (Prohibition of Insider Trading) Regulations, 2015 or the Act.

**IX. COMPLIANCE OFFICER:**

- b. The Company Secretary of the Company is the Compliance Officer responsible for setting forth procedures and monitoring adherence to the rules for the preservation of unpublished price sensitive information, approving Trading Plans, pre-clearing trades of Designated Persons, monitoring trades and the overall implementation of this Code.
- c. The Compliance Officer shall on an annual basis confirm to the Audit Committee that the Internal Controls in relation to the mechanism for prevention of Insider Trading as required under the law are adequate and operating effectively.



- d. The Compliance Officer may be contacted at the following address for any clarifications and approvals in respect of this Code:

**COMPANY SECRETARY**  
**Centum Electronics Limited**  
**No.44, KHB Industrial Area**  
**Yelahanka New Town**  
**Bangalore – 560 106**  
**Ph: +91 80 41436020 (D) Fax +91-80-41436005**  
**Email - [nagarajkv@centumelectronics.com](mailto:nagarajkv@centumelectronics.com)**

**X. PROTECTION AGAINST RETALIATION AND VICTIMISATION:\***

Retaliation for reporting suspected violations is strictly prohibited under this Code. Employee who reports any alleged violations of insider trading laws in accordance with the Informant mechanism introduced vide SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019, will be protected against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination.

\* Inserted pursuant to the Board Resolution passed at the Meeting of the Board of Directors held on 13<sup>th</sup> February, 2020.

**CENTUM ELECTRONICS LIMITED**  
**Code of Conduct for prevention of Insider Trading**



**FORM FOR PRE-CLEARANCE OF TRADES DESIGNATED PERSONS**  
**In terms of Para 3(j) of the Code**

**To**  
**The Compliance Officer**  
**Centum Electronics Limited**

**ANNEXURE I**

Date	
Name of the Designated Person	
Employee Number, if any	
Company on whose Rolls placed	
Email ID	
Designation and Department	
DP ID and Client ID from which trade is proposed to be executed	
PRE-CLEARANCE (Required to be obtained by Connected persons where the value of the proposed trade(s), taken together with the value of trade(s) executed over a calendar quarter, is likely to exceed Rs.10 Lakhs in that calendar quarter or where the shares proposed to be traded exceed 25000 shares, whichever is lower)	
Details of Securities proposed to be traded	No. of Securities: Purchase or Sale : Market / Off-Market :
Whether trade undertaken in own name or that of immediate relatives or any other person for whom I take trading decision (Please give name of your relative or such other person )	
In case the trade is not undertaken after securing pre-clearance, reasons for such decision ( <i>applicable only in case of pre-cleared trade is not executed</i> )	

In terms of the provisions of Code of Conduct for Prevention of Insider Trading, I wish to pre-clear the aforesaid transaction proposed to be undertaken by me / my immediate relatives/ any other person for whom I take trading decisions, as the value of the Securities proposed to be traded (taken together with the value of shares traded during the calendar quarter) exceeds Rs.10 Lakhs per calendar quarter or the number of shares proposed to be traded exceeds 25000 shares (strike off whichever is not applicable). I confirm that:

- (i) I am not in possession of any unpublished price sensitive information while seeking pre-clearance.
- (ii) In case I have access to or receive unpublished price sensitive information after this date but before execution of the transaction I shall inform the Compliance Officer of the change in position and shall completely refrain from trading in the Company's Securities till such time the unpublished price sensitive information is made public/ becomes irrelevant and not price sensitive;
- (iii) I am not otherwise precluded or disqualified from entering into the above transaction;
- (iv) All information given above is true to the best of my knowledge and belief.

Signature  
Date:

**CENTUM ELECTRONICS LIMITED**  
Code of Conduct for prevention of Insider Trading



**FORM FOR ANNUAL DISCLOSURE OF SHAREHOLDING BY DESIGNATED PERSONS**

In terms of Para 3(d) and (b) of the Code

ANNEXURE II

<b>Disclosure for the year ended</b>	
<b>Name of the Designated Person</b>	
PAN Number	
DIN/CIN Number, if applicable	
Employee Number, if applicable	
Company on whose Rolls placed	
Contact address with contact details and Email ID	
Connection with the Designated Person or Company, as applicable	
DP ID and Client ID (Self)	
DP ID and Client ID (Immediate Relatives)	
Name of Spouse	
Name/s of Dependent Child / Children	
Name /s of the Parents	
Name/s of the Siblings	
Name/s of persons for whom Designated Persons take trading decisions, if any.	
Name of Education Institutions from where graduated	
Names of Past Employers	

**A. Details of Immediate relatives, and person having material financial relationship**

Person	Name	PAN	Mobile number
Spouse			
Dependent Children			
Parents*			
Siblings*			
Person having material financial relationship**			

\*\*material financial relationship means a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions

**B. Details of Securities Held by Employee and Immediate Relative in Centum Electronics Limited**

Immediate Relatives	Type of Securities	DP ID or Client ID	Securities held as at beginning of the year	Securities purchased during the year	Securities sold during the year	Mode of Acquisition *	Securities held as at end of the year
Self							

**CENTUM ELECTRONICS LIMITED**  
Code of Conduct for prevention of Insider Trading



Spouse							
Dependent Children							
Parents*							
Siblings*							

- \* Who is either dependent financially on such person, or consults such person in taking decisions relating to trading in Securities  
\* market purchase/public/rights/preferential offer/off market/inter-se transfer etc.

**C. Details of Securities held by any other person for whom trading decision is taken by the Designated Person (other than above)**

Name of the Persons	Kind of Securities	DP ID or Client ID	Securities held as at beginning of the year	Securities purchased during the year	Securities sold during the year	Securities held as at end of the year

**Details of Securities held for less than 6 months.**

No. of Securities	Date of Purchase	Date of Sale	Details of pledge created, if any	Date of approval from the Compliance Officer, in case applicable

I confirm that:

- (i) I was not in possession of unpublished price sensitive information at the time of trading in Securities of the Company;
- (ii) The aforesaid trades were executed when the Trading Window was open and disclosures wherever required has been made by me to the Company from time to time;
- (iii) I have duly pre-cleared trades from the Compliance Officer;
- (iv) I have held Securities purchased by me, directly or indirectly through my immediate relatives, for more than 6 months. If the Securities were not held for 6 months, I have taken due approval from the Compliance Officer for the same;
- (v) I undertake to fully adhere to the standards and requirements specified by SEBI, from time to time, in relation to SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto; and
- (vi) All information given above is true to the best of my knowledge and belief.

\_\_\_\_\_  
Signature  
Date:





**FORM FOR APPROVAL OF TRADING PLAN FOR AN INSIDER**

In terms of Para 3(h) of the Code.

ANNEXURE III

<b>Name of the Connected Person</b>	
<b>Email ID</b>	
<b>PAN Number</b>	
<b>DIN/CIN</b>	
<b>DP ID and Client ID (Self)</b>	
<b>DP ID and Client ID (Immediate Relatives)</b>	

**Details of Securities currently held by the Insider**

No. of Securities	Date of Purchase	Details of pledge created, if any

**Details of Proposed Trading Plan**

Time period (Exact dates or time range)	Type of Securities to be traded	No/Value of Securities proposed to be purchased	No/ proposed to be sold

I declare the following that:

- (i) If the Trading Plan is approved, I hereby authorize and consent to Compliance officer to disclose the trading plan to the stock exchanges as required by SEBI Regulations.
- (ii) I shall not implement the Trading Plan if any Unpublished Price Sensitive Information in my possession at the time of formulation of trading plan is not public at the time of implementation of Trading Plan;
- (iii) I shall mandatorily adhere to the aforesaid Trading Plan once approved by the Compliance Officer.
- (iv) All information given above is true to the best of my knowledge and belief.

\_\_\_\_\_  
Signature  
Date:

**ANNEXURE IV**

**FORM FOR DISCLOSURE OF SHAREHOLDING BY THE DIRECTOR /KMPs/ EXECUTIVE MANAGEMENT GROUP /CONNECTED PERSONS**

**FORM B**  
**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015**  
**[Regulation 7 (1) (b) read with Regulation 6(2)]**

Name of the company: -----

ISIN of the company: -----

**Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons\* as mentioned in Regulation 6(2).**

Name, PAN No., CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate Relatives/others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding	Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP		Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP	
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4		5	6		7	

**Note:**

1. "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.
2. Other such persons includes immediate relatives and any other person for whom reporting person takes trading decision.
3. "Immediate Relatives" means the spouse of a person and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in Securities.

Signature : \_\_\_\_\_  
 Designation : \_\_\_\_\_  
 Date : \_\_\_\_\_  
 Place : \_\_\_\_\_