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### General information about company

Scrip code	517544
NSE Symbol	CENTUM
MSEI Symbol	
ISIN	INE320B01020
Name of the entity	Centum Electronics Limited
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Yearly
Date of Report	31-03-2020
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

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Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory		Add Notes																			
Whether the listed entity has a Regular Chairperson				Yes																	
Whether Chairperson is related to MD or CEO				Yes																	
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? (Refer Reg. 17(1A) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A) of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of past of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN	
Add	Delete																				
1	Mr	APPARAO VENKATA MALLAVARAPU	AACP46001H	00286308	Executive Director	Chairperson related to Promoter	MD	08-10-1956	NA		08-01-1993		07-08-2015		56	1	0	2	0		
2	Ms	SWARNALATHA MALLAVARAPU	AENPM7221G	00288771	Non-Executive - Non Independent Director	Not Applicable		12-10-1956	NA		26-03-2015		07-08-2015		56	1	0	0	0		
3	Mr	SEETHARAMA SUBRAMANIAN KRISHNAN	AEWPK3287K	01807344	Non-Executive - Independent Director	Not Applicable		14-05-1946	NA		11-09-2007		01-04-2019		67	1	1	2	0		
4	Mr	MANDI NAGRATH	AAFPW9178B	01974412	Non-Executive - Independent Director	Not Applicable		08-09-1958	NA		05-01-2010		07-08-2015		56	1	1	2	2		
5	Mr	RAJIV CHANDRAKANT MODY	A88PM2470N	00092037	Non-Executive - Independent Director	Not Applicable		06-04-1958	NA		07-08-2010		07-08-2015		56	3	2	1	0		
6	Mr	PARTHASARATHI THIRUVENGADAM	AJAMPF6032B	00016375	Non-Executive - Independent Director	Not Applicable		28-12-1951	NA		08-02-2016		05-08-2016		44	2	2	1	0		
7	Mr	PRANAVKUMAR NALINKUMAR PATEL	ZZZZ39999Z	06784801	Non-Executive - Independent Director	Not Applicable		25-03-1978	NA		28-01-2014		01-04-2019		68	1	1	1	0	154	
8	Mr	NIKHIL MALLAVARAPU	AOUJPM9454J	00288551	Executive Director	Not Applicable		18-09-1986	NA		13-02-2020		13-02-2020		2	1	0	0	0		
9	Mr	VELAGAPUDI KAVITHA DUTT	AAAPD6737H	00119274	Non-Executive - Independent Director	Not Applicable		17-05-1971	NA		25-03-2020		25-03-2020		1	4	3	3	1		

**Annexure 1**

**II. Composition of Committees**

Disclosure of notes on composition of committees explanatory

[Add Notes](#)

1. In the case of a company having a regular chairperson, the name of the chairperson shall be entered in the first column of the table. In the case of a company not having a regular chairperson, the name of the chairperson shall be entered in the second column of the table. In the case of a company having a regular chairperson, the name of the chairperson shall be entered in the first column of the table. In the case of a company not having a regular chairperson, the name of the chairperson shall be entered in the second column of the table.

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01974412	MANOJ NAGRATH	Non-Executive - Independent Director	Chairperson	07-08-2015		
2	00286308	APPARAO VENKATA MALLAVARAP	Executive Director	Member	07-08-2015		
3	01807344	SEETHARAMA SUBRAMANIAN KRIS	Non-Executive - Independent Director	Member	01-08-2014		
4	06784801	PRANAVKUMAR NALINKUMAR PA	Non-Executive - Independent Director	Member	01-08-2014		
5	00016375	PARTHASARATHI THIRUVENGADA	Non-Executive - Independent Director	Member	05-08-2016		
6							
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01974412	MANOJ NAGRATH	Non-Executive - Independent Director	Chairperson	07-08-2015		
2	01807344	SEETHARAMA SUBRAMANIAN KRIS	Non-Executive - Independent Director	Member	01-08-2014		
3	00286308	APPARAO VENKATA MALLAVARAP	Executive Director	Member	07-08-2015		
4	00092037	RAJIV CHANDRAKANT MODY	Non-Executive - Independent Director	Member	07-08-2015		
5							
6							
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01974412	MANOJ NAGRATH	Non-Executive - Independent Director	Chairperson	07-08-2015		
2	00286308	APPARAO VENKATA MALLAVARAP	Executive Director	Member	07-08-2015		
3	01807344	SEETHARAMA SUBRAMANIAN KRIS	Non-Executive - Independent Director	Member	01-08-2014		
4							
5							
6							
7							
8							
9							
10							

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1							
2							
3							
4							
5							
6							
7							
8							
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Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Corporate Social Responsibility Committee							
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Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00016375	PARTHASARATHI THIRUVENGADAN	Non-Executive - Independent Director	Chairperson	05-08-2016		
2	01807344	SEETHARAMA SUBRAMANIAN KRISHNAN	Non-Executive - Independent Director	Member	01-08-2014		
3	00288771	SWARNALATHA MALLAVARAPU	Non-Executive - Non Independent Director	Member	07-08-2015		
4							
5							
6							
7							
8							
9							
10							

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1						
2						
3						
4						
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Disclosure of notes on meeting of board of directors explanatory

[Add Notes](#)

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
	<a href="#">Add</a>	<a href="#">Delete</a>				
1	12-11-2019			Yes	7	5
2	13-02-2020	92		Yes	6	4

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\* to be filled in only for the current quarter meetings

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**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory **Add Notes**

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
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**Add Delete**

1	Audit Committee	11-11-2019				Yes	5	4
2	Audit Committee	12-02-2020	92			Yes	5	4

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\* to be filled in only for the current quarter meetings

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Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
<b>Disclosure of notes on related party transactions</b>			<a href="#">Add Notes</a>
<b>Disclosure of notes of material transaction with related party</b>			<a href="#">Add Notes</a>

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## Annexure II

## Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

## I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="https://www.centumelectronics.com/">https://www.centumelectronics.com/</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://www.centumelectronics.com/relations/">relations/</a>
3	Composition of various committees of board of directors	Yes		<a href="https://www.centumelectronics.com/relations/">relations/</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://www.centumelectronics.com/relations/">relations/</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://www.centumelectronics.com/relations/">relations/</a>
6	Criteria of making payments to non-executive directors	NA		
7	Policy on dealing with related party transactions	Yes		<a href="https://www.centumelectronics.com/relations/">relations/</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="https://www.centumelectronics.com/relations/">relations/</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://www.centumelectronics.com/relations/">relations/</a>
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://www.centumelectronics.com/investor-relations/">https://www.centumelectronics.com/investor-relations/</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="https://www.centumelectronics.com/relations/">relations/</a>
12	Financial results	Yes		<a href="https://www.centumelectronics.com/relations/">relations/</a>
13	Shareholding pattern	Yes		<a href="https://www.centumelectronics.com/relations/">relations/</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		<a href="https://www.centumelectronics.com/relations/">relations/</a>
18	Credit rating or revision in credit rating obtained	Yes		<a href="https://www.centumelectronics.com/relations/">relations/</a>
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		<a href="https://www.centumelectronics.com/investor-relations/">https://www.centumelectronics.com/investor-relations/</a>
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="https://www.centumelectronics.com/">https://www.centumelectronics.com/</a>
21	Materiality Policy as per Regulation 30	Yes		<a href="https://www.centumelectronics.com/relations/">relations/</a>
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		<a href="https://www.centumelectronics.com/relations/">relations/</a>
23	It is certified that these contents on the website of the listed entity are correct	Yes		<a href="https://www.centumelectronics.com/relations/">relations/</a>
24	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]		<a href="#">Add Notes</a>	



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## Annexure 1

## VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 500 listed entities)</b>	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings 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.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	<b>Any comments/observations/advice of Board of Directors may be mentioned here:</b>	<a href="#">Add Notes</a>

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## Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Nagaraj K V
2	Designation	Company Secretary and Compliance Officer

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## Annexure II

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	

36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
Any other information to be provided				<a href="#">Add Notes</a>

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Annexure II		
1	Name of signatory	Nagaraj K V
2	Designation	Company Secretary and Compliance Officer

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### Annexure II

#### III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
Any other information to be provided		<a href="#">Add Notes</a>

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### Annexure II

1	Name of signatory	Nagaraj K V
2	Designation	Company Secretary and Compliance Officer

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### Signatory Details

Name of signatory	Nagaraj K V
Designation of person	Company Secretary and Compliance Officer
Place	Bangalore
Date	02-05-2020

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