

Secretarial Compliance Report of Centum Electronics Limited
for the year ended 31st March, 2021¹

I, **Rajshekar** have examined:

- a) all the documents and records made available to us and explanation provided by **Centum Electronics Limited** ("the listed entity"),
- b) the filings/submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) other document/filing, as may be relevant, which has been relied upon to make certification, for the Year ended 31st March, 2021 ("Review Period") in respect of compliance with provisions of:

- a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) The Securities Contract (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The Specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include :-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
NIL			

- b) The listed entity maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

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COMPANY SECRETARIES

- c) The following are the details of actions taken against the listed entity/ its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the standard operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violations	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/Remarks of the Practicing Company Secretary, if any.
1	BSE	Advance Intimation of Record Date for Final Dividend for financial year 2020-21 has not been given as per timelines under Regulation 42 of SEBI LODR , 2015	Fine Levied as per SEBI SOP Circular No. SEBI/HO/ CFD/ CMD/CIR/ P/2020/12 dated 22nd January, 2020	Company has paid the fine under protest and requested for waiver of the fine stating that "working days" was not correctly understood and thus there was a delay of 1 day, vide their letter dated October 8, 2020
2	NSE	Advance Intimation of Record Date for Final Dividend for financial year 2020-21 has not been given as per timelines under Regulation 42 of SEBI LODR , 2015	Fine Levied as per SEBI SOP Circular No. SEBI/HO/ CFD/ CMD/CIR/ P/2020/12 dated 22nd January, 2020	Company has requested for waiver of fine stating that "working days" was not correctly understood and thus there was a delay of 1 day vide their letter dated October 16, 2020

- d) The listed entity has taken the following actions to comply with observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Action taken by the listed entity, if any	Comments of Practicing Company Secretary on actions taken by the listed entity
Not applicable				

- e) The listed entity has complied with the Pars 6(A) and 6(B) of SEBI Circular CIR/CFD/CMD1/ 114/2019 dated October 18, 2019.

Place: Bengaluru
Date: April 19, 2021

Signature :
Name of PCS : RAJSHEKAR
FCS No. : 4078
UDIN : F004078C000126893

Rajshekar

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Rajshekar
Date: 2021.04.19 15:02:16
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ⁱ To be read with the Annexure

ANNEXURE

Our report of even date is to be read along with this letter.

We have been engaged by Centum Electronics Limited (hereinafter referred to as 'the Company') whose Equity Shares are listed on National Stock Exchange of India Limited and BSE Limited to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.

Place: Bengaluru
Date: April 19, 2021

Signature :
Name of PCS : RAJSHEKAR
FCS No. : 4078

Rajshekar
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Rajshekar
Date: 2021.04.19
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