

## COMPLIANCE CERTIFICATE

[Pursuant to Regulation 13 of Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021]

To,  
The Members,  
**Centum Electronics Limited**

I Aarthi Gopala Krishna Company Secretary in practice, have been appointed as the Secretarial Auditor vide a resolution passed at its meeting held on 14<sup>th</sup> February, 2022 by the Board of Directors of Centum Electronics Limited (hereinafter referred to as 'the Company'), having CIN L85110KA1993PLC013869 and having its registered office at 44, KHB Industrial Area, Yelahanka. Bangalore - 560064 . This Certificate is issued under the Securities and Exchange Board of India [Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "the Regulations"].

### **Management Responsibility:**

It is the responsibility of the Management of the Company to implement the Scheme(s) including designing, maintaining records and devising proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

### **Verification:**

The Company has implemented the following plans:

- i. Employees Stock Option Plan, 2013 [formulated under the SEBI ((Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999], approved by the members at the General Meeting of the Company held on 7<sup>th</sup> August, 2013 (hereinafter referred to ESOP 2013).
- ii. Restricted Stock Option Plan, 2021 [formulated under the SEBI (Share Based Employee Benefit) Regulations, 2014], approved by the members through Postal Ballot process on 5<sup>th</sup> October, 2021 (hereinafter referred to RSU 2021).

For the purpose of verifying the compliance of the Regulations, I have examined the Schemes, Resolutions passed at General Meeting and the meeting of the Board of Directors / Nomination and Remuneration Committee, Disclosure by the Board of Directors and other relevant documents made available to me and the explanations provided by the Company.

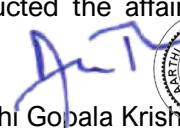
## **Certification:**

In my opinion and to the best of my knowledge and according to the verifications as considered necessary and explanations furnished to me by the Company and its Officers, I Certify that the Company has implemented the **ESOP 2013 and RSU 2021** Plans in accordance with the applicable provisions of the Regulations and Resolution passed in the General Meeting by the members of the Company.

## **Assumption & Limitation of Scope and Review:**

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
2. My responsibility is to give certificate based upon examination of relevant documents and information. It is neither an audit nor an investigation.
3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

*Place* : Bengaluru  
*Date* : 24<sup>th</sup> May, 2022  
UDIN: F005706D000395216

  
Aarhi Gopala Krishna  
FCS# 5706 CP# 5645  
Peer Review Cert# 1110/2021

