



Ref: CEL/NSEBSE/ASCR/11052019

11th May, 2019

To,

Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051	Department of Corporate Services - Listing BSE Limited P. J. Towers, Dalal Street, Mumbai – 400 001
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Re: Scrip Symbol: CENTUM/ Scrip Code: 517544

Dear Sir/ Madam,

Sub: Annual Secretarial Compliance Report Regulation 24A of SEBI (LODR) Regulations, 2015 – 31st March, 2019

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Annual Secretarial Compliance Report issued by Mr. K Rajshekar, Practising Company Secretary (CP No.2468) for the financial year ended 31st March, 2019, based on the audit carried out by him.

Kindly take the same on your records.

Yours faithfully,
For **Centum Electronics Limited**

Nagaraj K V
Company Secretary & Compliance Officer

Encl: as above

**Secretarial Compliance Report of Centum Electronics Limited
for the year ended 31st March, 2019**

I, **Rajshekar** have examined:

- All the documents and records made available to us and explanation provided by **Centum Electronics Limited** ("the listed entity"),
- The filings/submissions made by the listed entity to the stock exchanges,
- Website of the listed entity,
- Any other document/filing, as may be relevant, which has been relied upon to make certification,

for the Year ended 31st March, 2019 ("Review Period") in respect of compliance with provisions of:

- The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- The Securities Contract 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 :-

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

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

- 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			

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




K RAJSHEKAR
AARTHI G KRISHNA
COMPANY SECRETARIES

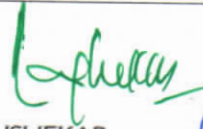
- c) The following are the details of actions taken against the listed entity/ its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the standard operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ 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 Limited	Delay of one day in submission of Financial Results for fourth quarter and year ended 31 st March, 2018, as per Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Fine Levied	Fine has been paid by the Company

- 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 all 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				

Place: Bengaluru
Date: May 11, 2019

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

