



Ref: CEL/NSEBSE/AI/16022022

16<sup>th</sup> February, 2022

To,  
Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza,  
Bandra Kurla Complex,  
Bandra (East),  
Mumbai – 400 051

**Re: Scrip Symbol: CENTUM/ Scrip Code: 517544**

Dear Sir/ Madam,

**Sub.: Clarification - Centum**

This has reference to the clarification sought by the Exchange with respect to the announcement submitted to the exchange dated 14<sup>th</sup> February, 2022, regarding increase the stake in Centum Adetel Group SA.

In this connection, we are enclosing herewith the annexure providing the detailed disclosures as required. Request you to kindly take the same on your records.

Thanking you,

Yours faithfully,

For **Centum Electronics Limited**

**NAGARAJ**

**K.V.**

**Nagaraj K V**

**Company Secretary & Compliance Officer**

Digitally signed by  
NAGARAJ K.V.  
Date: 2022.02.16 16:05:43  
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Encl.: a/a

| SI No. | Clarification sought                                                                                                                                                                                                                                                          | Responses                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|--------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1      | Name of the target entity, details in brief such as size, turnover etc;                                                                                                                                                                                                       | <p>Name: Centum Adetel Group SA. France<br/>Turnover: EUR 48.52 Million as on 31.03.2021</p> <p>Please note that Centum Adetel Group SA. is an existing Subsidiary of the Company where we currently holds 64.66% of shareholding. With the additional investment, we propose to increase the shareholding upto 77.16%.</p>                                                                                                                                                                                                                        |
| 2      | Whether the acquisition would fall within related party transactions and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length"; | <p>No. The transaction will not fall within the ambit of related party transactions since the shares will be acquired from the Management/ Employee Shareholders.</p> <p>This additional investment is pursuant to the Shareholders' Agreement executed with the Management and Employee Shareholders' of Centum Adetel Group, whereby the Management and Employee Shareholders were granted the right to require the Company to purchase all or part of the shares owned by them at the relevant Put Option price pursuant to this Agreement.</p> |
| 3      | Industry to which the entity being acquired belongs;                                                                                                                                                                                                                          | Design development and industrialization of embedded electronic systems for different sectors such as transportation, aerospace, medical and energy sectors.                                                                                                                                                                                                                                                                                                                                                                                       |
| 4      | Brief details of any governmental or regulatory approvals required for the acquisition;                                                                                                                                                                                       | No governmental or regulatory approvals required since the proposed transaction is covered under the Automatic Route as prescribed by the Reserve Bank of India".                                                                                                                                                                                                                                                                                                                                                                                  |
| 5      | Indicative time period for completion of the acquisition;                                                                                                                                                                                                                     | As stated above, this additional investment will be pursuant to the terms of Shareholders' Agreement and the transaction will be expected to be completed within 90 days from the Board approval.                                                                                                                                                                                                                                                                                                                                                  |
| 6      | Cost of acquisition or the price at which the shares are acquired;                                                                                                                                                                                                            | It will be mutually decided between the Management/ Employee Shareholders and the Company to purchase all or part of the shares owned by them at the relevant Put Option price.                                                                                                                                                                                                                                                                                                                                                                    |
| 7      | Nature of consideration - whether cash consideration or share swap and details of the same;                                                                                                                                                                                   | Cash consideration.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| 8      | Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief).                       | Not applicable this is not an entity/ new acquisition. It is only the additional investment in the existing subsidiary of the Company.                                                                                                                                                                                                                                                                                                                                                                                                             |

