CENTUM

Ref: CEL/NSEBSE/PIT/31032019

31st March, 2019

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

Re: Scrip Symbol: CENTUM/ Scrip Code: 517544

Dear Sir/ Madam,

Sub: Intimation under SEBI (Prohibition of Insider Trading) Regulations, 2015
Ref: SEBI Notification No. SEBI/LAD-NRO/GN/2018/59 dated 31st December, 2018

This is to inform you that pursuant to provisions of SEBI (Prohibition of Insider Trading) (Amendment) Regulations 2018, the Board of Directors of the Company has approved the following amended Policies by Circular Resolution dated today i.e. 31st March, 2019:

3. Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information - formulated in terms of Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

4. Code of Conduct for Prevention of Insider Trading - formulated in terms of Regulation 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

The above mentioned Policies will supersede and replaces the existing Policies, shall be effective from 1st April, 2019 and the same are being made available on the Company' website www.centumelectronics.com

Further, a copy of the amended Code of Conduct and Policy is enclosed herewith.

Kindly take the same on your records.

Thanking you,

Yours faithfully,
For **Centum Electronics Limited**

Nagaraj K V
Company Secretary & Compliance Officer

CENTUM ELECTRONICS LIMITED

Centum Electronics Limited
44, KHB Industrial Area, Yelahanka New Town, Bangalore - 560 106, Karnataka, India
Tel +91-(0)80-4143-6000 **Fax** +91-(0)80-4143-6005 www.centumindia.com
CIN - L85110KA1993PLC013869

CENTUM ELECTRONICS LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURES
OF
UNPUBLISHED PRICE SENSITIVE INFORMATION
[Under Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]

I. PREAMBLE:

Pursuant to Regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI), as adopted by the Board of Directors of the Company.

SEBI has vide notification dated 31st December 2018, amended SEBI (Prohibition of Insider Trading) Regulations, 2015 which is effective from 1st April, 2019. As required under the said Regulations, a revised Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI), (hereinafter referred to as the "Code") has been framed for adoption by the Board of Directors of the Company. The said Code shall supersede the earlier Code and shall be effective from 1st April, 2019.

II. OBJECTIVE:

The Code is required for the Company to prevent the misuse and ensure timely and adequate disclosure of Unpublished Price Sensitive Information ('UPSI') and to maintain the uniformity, transparency and fairness in dealing with the stakeholders.

III. DEFINITIONS:

a) The term "legitimate purposes" shall include sharing of UPSI in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the said Regulations.

b) 'Unpublished Price Sensitive Information (UPSI)' means any information, relating to the company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: -

(i) financial results;
(ii) dividends;
(iii) change in capital structure;
(iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions.
(v) changes in key managerial personnel;
(vi) Other terms not specifically defined here shall have the same meaning as assigned under the said Regulations.

IV. CODE:

1. The Company shall ensure prompt public disclosure of UPSI that would impact price discovery, as soon as it has credible and concrete information, in order to make such information 'generally available', i.e. accessible to the public on a non-discriminatory basis.

2. The Company shall ensure a uniform and universal dissemination of UPSI to avoid selective disclosure.

3. The Compliance Officer of the Company shall act as the Chief Investor Relations Officer (CIRO) for the purpose of dealing with dissemination of information and disclosure of UPSI as contained herein.

4. The Company shall ensure prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information 'generally available'.

5. The Company shall ensure an appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.

6. The Company shall ensure that information shared with analysts and research personnel is not UPSI. However, such restrictions shall not be applicable to disclosures made under a Non-Disclosure Agreement and on a need to know basis. Overall, the Company shall ensure that the disclosure of UPSI is in the furtherance of interest of the Company.

7. The Company shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.

8. The Company shall ensure the handling of all UPSI on a need-to-know basis, which means that it shall be disclosed only to those persons who need the

information to discharge their duty or of legal obligations and under a Non-Disclosure Agreement, wherever required.

9. Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider'' for the purposes of the Regulations and due notice shall be given to such person(s) to maintain confidentiality of such unpublished price sensitive information in compliance with the said Regulations.

10. A structured digital database containing the names of such persons or entities as the case may be with whom UPSI is shared along with the Permanent Account Number or any other identifier authorised by law where Permanent Account Number is not available shall be maintained. Such databases shall be maintained with adequate internal controls and checks, as may be required from time to time.

V. PUBLICATION OF CODE:

This Code and any amendment thereof shall be published on the Company's website www.centumelectronics.com and shall be intimated to the Stock Exchanges where the securities of the Company are listed.

VI. AMENDMENT TO THE CODE:

The Board may stipulate further guidelines, procedures and rules, from time to time, to ensure fair disclosure in whole or in part. This Code and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges where the securities of the Company are listed.

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CENTUM ELECTRONICS LIMITED

Code of Conduct for Prevention of Insider Trading

TO REGULATE, MONITOR AND REPORTING TRADING BY INSIDERS

[Under Regulation 9(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]

I. PREAMBLE:

The Securities and Exchange Board of India (SEBI) in its endeavour to protect the interests of stakeholders in general, has formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 ('Regulations') with aim to regulate and monitor the trading activities by the Designated Persons. The Code adopted by the Company should adhere as closely as possible to the Model Code specified in Schedule B of the Insider Trading Regulations without diluting it in any manner and companies must ensure compliance of the same.

Pursuant to the provisions of Regulation 9, the Board of Directors ('Board') of Centum Electronics Limited ('Centum' or 'Company') hereby notifies THE CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING ('the Code'). This Code may be called as the "**Centum Code of Conduct for Prevention of Insider Trading**".

This Code of Conduct supersedes and replaces any previous Code of Conduct on Prevention of Insider Trading, whether express or implied, in full and will be effective from 1st April, 2019. This Code of Conduct pertains solely to Prevention of Insider Trading and does not purport to be a general Code of Conduct for employees in respect of other matters.

II. APPLICABILITY:

The Code shall be applicable to **Connected Persons** i.e.

i. Designated Persons of Centum Group; and
ii. Employees of statutory and internal audit firms that are part of the audit team for Centum Audit;
iii. Directors, Partners, Proprietors, Employees and other persons of legal, accountancy, banking, brokerage, printing firms and other professional/ consultants/ Vendors, Analysts, Merchant bankers having access to Unpublished Price Sensitive information.
iv. Persons Deemed as Connected persons.

III. DEFINITIONS:

A. "Act" means the Securities and Exchange Board of India Act, 1992.

B. "Board" means the Board of Directors of Centum Electronics Limited.

C. "Code" means the Centum Code of Conduct for Prevention of Insider Trading.

D. "Company" means Centum Electronics Limited.

E. "Compliance Officer" means the Company Secretary or such senior officer who may be appointed by the Board of Directors as the Compliance Officer. The Compliance Officer shall report directly to the Audit Committee on the matters in relation to the Insider Trading.

F. 'Connected person' includes;

i. Designated Persons of Centum Group; and
ii. Employees of statutory and internal audit firms that are part of the audit team for Centum Audit;
iii. Directors, Partners, Proprietors, Employees and other persons of legal, accountancy, banking, brokerage, printing firms and other professional/ consultants/ Vendors, Analysts, Merchant bankers having access to Unpublished Price Sensitive information.
iv. Deemed to be Connected Persons.

Explanation I: for the purpose of this code, the following shall be deemed to be connected persons under the code unless it is established that the connected person is not connected with the deemed connected person:

1. An immediate relative of the Connected Persons under (ii), (iii) and (iv);

2. A holding company or associate company or subsidiary company of the non-individual connected persons ;

3. A banker of the company.

4. A concern, firm, trust, Hindu Undivided Family, Company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than 10 % of the holding or interest.

Explanation II: whenever there is an event triggering compliance to the provisions of the Code by the deemed connected persons, the responsibility of ensuring compliance with this Code is on such connected person to whom the deemed connected person is associated.

Explanation III: Any person who is or has during the six months prior to trading in securities of the Company has been associated with a Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access, will also be deemed to be connected person with respect to such trading in securities.

G. "Designated Persons" means

i. Promoters and Promoters Group of the Company

ii. Directors of the Company

iii. CEO of the Company and its Material Indian Subsidiaries

iv. Employees in the cadre of General Manager and above of the Company and its material Indian Subsidiaries

v. Key Managerial Personnel

vi. All employees of the Secretarial and Finance Department of the Company, IT department Head and such intermediary or fiduciary having access to price sensitive information

vii. Any other employee designated by the Compliance Officer, either for a specific period of time or for an indefinite period of time, based on such person's role, function, designation and seniority in the Company and the extent to which such person may have access to Unpublished Price Sensitive Information.

H. "Immediate Relative" means the spouse of a person and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in Securities.

I. "Insider" means Connected Persons or Persons who is in possession of or having access to Unpublished Price Sensitive Information.

J. "Trading" means and includes subscribing, buying, selling, trading or agreeing to subscribe, buy, sell, deal in any Securities and "trade" shall be construed accordingly. Trading includes trading in Securities.

K. "Trading Day" means a day on which the recognized stock exchanges are open for trading.

L. "Group" means the Centum Group and includes all direct and indirect material Indian Subsidiaries of the Company and other entities treated as part of the Centum Group from time to time.

M. 'Insider' means any Connected Person or any other person, who is reasonably expected to have access to unpublished price sensitive information of the Company, or who has received or has had access to unpublished price sensitive information of the Company including the unpublished price sensitive information about the Securities of the Company.

N. "Insider Trading" means trade in Securities by any Insider;

O. "Key Managerial Personnel (KMP)" shall be as defined under the provisions of the Companies Act, 2013 and the Rules made thereunder.

P. "Material financial Relationship" means a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions

Q. "Trading Plan" shall mean the Trading Plan as allowed under the SEBI (Prohibition of Insider Trading) Regulations, 2015.

R. "Unpublished Price Sensitive Information or UPSI" means any information, relating to the Company or its Securities, listed or proposed to be listed directly or indirectly, that is not generally available, which upon becoming generally available is likely to materially affect the price of the Securities and shall, ordinarily include, but not restricted to, information relating to the following: –

(i) Financial results;
(ii) Dividends;
(iii) Change in capital structure;
(iv) Mergers, de-mergers, acquisitions, de-listing, disposals and expansion of business and such other transactions; and
(v) Changes in key managerial personnel;

S. "Generally Available Information" means information that is accessible to the public on a non- discriminatory basis. Information published on the website of a Stock Exchange, would ordinarily be considered as generally available.

T. "Securities" includes the equity shares of the Company or such other Securities as may be issued by the Company and listed on the Stock Exchanges in India.

U. "Trading Window" means a period to be specified by the Company in which trading of Securities can be done by the connected persons.

V. All other expressions unless defined herein shall have the same meaning as have been assigned to them under the Act or the SEBI (Prohibition of Insider Trading) Regulations, 2015 or the Companies Act, 2013, or any statutory modification or re-enactment thereto, as the case may be.

IV. PROTOCOL AND TRADING RESTRICTIONS APPLICABLE TO CONNECTED PERSONS:

1. Connected Persons shall maintain the confidentiality of all Unpublished Price Sensitive Information and shall not pass on such information to any other person, including other connected persons, directly or indirectly, including but not limited to making recommendation for the purchase or sale of Securities of the Company, except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. The Legitimate Purpose shall be as specified in the Code of Fair Disclosures and Conduct.

   Provided further that any person in receipt of UPSI pursuant to legitimate purpose shall be considered as an Insider and due notice shall be given by the connected persons disclosing the UPSI to maintain confidentiality of such UPSI.

2. Unpublished Price Sensitive Information (UPSI) shall be handled on a 'need to know' basis, which means that it shall be disclosed only to those persons who need the information to discharge their duty or of legal obligations.

3. In case a connected person or any other person notices any leak of UPSI/ suspects leak of UPSI, a complaint may be raised under the Whistle-blower Policy and same shall be investigated as per the Whistle blower process of the Company.

4. Designated Persons shall disclose Names and Permanent Account Number, or any other identifier authorized by law of the following persons to the Company on an annual basis within 30 days from the end of the financial year. In case of any changes in such information, the Designated Person shall inform the Company of such change promptly:

   a) Immediate Relatives
   b) persons with whom such Designated Person(s) shares a Material Financial Relationship
   c) Phone numbers including mobile numbers which are used by the above persons

   In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one-time basis to the Company.

5. Connected Persons shall not trade in the Securities of the Company or counsel any person to trade in the Securities of the Company while in possession of UPSI. If connected persons had traded securities in possession of the UPSI, such trades will be presumed to have been motivated by the knowledge and awareness of such information in his possession.

6. Restriction on communication of UPSI is not applicable in case of open offer under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto and in case of any other transaction where the Board of Directors of the Company is of the opinion such sharing of such information is in the best interest of the Company. Such information should be made public at least two trading days before the proposed transaction.

7. Designated Persons may trade in the Securities of the Company only when the Trading Window is open and if they do not possess UPSI at the time of trading. This, however, does not prevent employees from exercising their stock options during the time the Trading Window is closed, although, the shares obtained on exercise of options cannot be traded in any manner during the time the Trading Window is closed or when the employee is in possession of Unpublished Price Sensitive Information.

8. An Insider or any other Connected Persons, perpetually in possession of UPSI, may formulate a Trading Plan for a minimum period of 12 months period in advance, specifying the value of Securities or number of Securities to be invested or divested with specific dates or specific time intervals. The Compliance Officer shall review the trading plan and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve the Trading Plan in the format specified in Annexure III and such approved plan needs to be notified to the Stock Exchanges on which the Securities of the Company are listed. Trading Plan once approved shall be considered irrevocable and to be implemented mandatorily. Trading under the approved Trading Plan shall not be commenced earlier than 6 months from the public disclosure of Plan by the Compliance Officer.

9. Unless otherwise specified by the Compliance Officer, the Trading Window shall be closed at least 15 (fifteen) trading days prior to and 2 (two) trading days after the Board meeting dates for the year and declaration of Financial results (quarterly, half-yearly and annual) for all the Designated Persons.

10. The Trading Window may also be closed at other times when the Price Sensitive Information remains unpublished and the timelines for the same may be communicated by the Compliance Officer of the Company from time to time.

11. The gap between the clearance of accounts by the Audit Committee and the Board Meeting shall be as narrow as possible and preferably on the same day to avoid leakage of Unpublished Price Sensitive Information.

12. Designated Persons who wish to trade in the Company's Securities, when the trading window is open, where the value of the proposed trade(s), taken together with the value of trade(s) executed over a calendar quarter, is likely to exceed Rs.10 Lakhs in that calendar quarter or where the shares proposed to be traded exceed 25000 shares, whichever is lower should make an application **in the format specified in Annexure I** and shall pre-clear the trade from the Compliance Officer, prior to undertaking the transaction. The transaction so pre-cleared shall be completed within 7 trading days of its pre-clearance by the Compliance Officer and shall be reported to the Compliance Officer immediately on completion. Designated Persons who do not complete the transaction within 7 trading days of pre-clearance shall seek fresh pre-clearance for the transaction. The preclearance of trade shall not be required if the trade has been executed as per the trading plan approved by the Compliance Officer.

13. Designated Persons shall also report any decision of not undertaking any transaction for which pre-clearance had been procured along with reasons for such decision in the format specified in Annexure I.

14. Designated Persons in possession of UPSI are not eligible to apply for pre-clearance of any proposed trade even if trading window is open.

15. Designated Persons shall strictly follow practices and physical arrangements as implemented within the Company to prevent the inadvertent spread and misuse of UPSI. However, Designated Persons can be exempted from such compliances only with the prior approval of the Compliance Officer. Inadvertent breach needs to be reported to Compliance Officer immediately.

V. THE PROCESS OF BRINGING IN CONNECTED PERSONS ON SENSITIVE TRANSACTIONS:

A. In the event of a sensitive transaction, persons including Connected Persons could be involved as Insiders based on need to know basis for legitimate purpose and relevance of the said person to the said transaction. The relevant party should be told that, they must keep the relevant information in relation to the sensitive transaction strictly confidential and that they will not be able to deal in the Company's securities before such information is made public.

B. Persons involved in a sensitive transaction shall be deemed to be Covered Persons from time they are aware of a sensitive transaction and shall remain to be a Connected Person until expiry of 48 hours of such sensitive transaction is made public or the time till the transaction loses it commercial relevance, whichever is earlier.

C. The Chief Executive Officer or the Chief Financial Officer or the Compliance Officer may approve the persons to be involved as Connected Persons in relation to a sensitive transaction.

D. In the event, where it is not desirable for the Chief Financial Officer or the Compliance Officer to have knowledge of the sensitive transaction, the Chief Executive Officer may solely approve persons to be involved as Connected Persons in relation to a sensitive transaction.

Except as permitted by the law, a Connected Person involved in the sensitive transaction cannot trade in the securities of the Company until he remains to be a Connected person under this Code. The Compliance Officer may periodically review the process and evaluate the effectiveness of such internal controls.

VI. ADDITIONAL TRADING RESTRICTIONS APPLICABLE TO DESIGNATED PERSONS:

a. Designated Persons who trade in any number of Securities of the Company shall not enter into an opposite transaction (i.e. sell or buy etc.) for any number of Securities for the six months period following the prior transaction. The Compliance Officer may, on application from the Designated Persons, grant relaxation with regard to the minimum holding period after recording reasons for the same in writing. Instances of waiver of minimum holding period shall be reported by the Compliance Officer to the Audit Committee.

   The above provision is not applicable for exercise of stock options and trades carried out in accordance with the approved trading plan.

b. In case of any violation of the above requirement, whether inadvertently or otherwise, profits from such trade shall be liable to be forfeited for remittance to Investor Protection and Education Fund administered by SEBI in addition to being liable for other penal consequences.

c. No Designated Persons shall take positions in derivative transactions in the Company' Securities.

VII. REPORTING REQUIREMENTS APPLICABLE TO DESIGNATED PERSONS:

1. The Board of Directors, Key Managerial Personnel of the Company shall, within 7 days of joining the Company or becoming a Promoter of the Company, disclose their shareholding, if any, as on the date of appointment in the Company or becoming a Promoter in the format specified in **Annexure IV**. Other Designated Persons shall disclose their shareholding in the Company in **Annexure IV** within 15 days from the date of appointment or engagement.

2. Designated Persons shall, on an annual basis, within 30 days from the end of the financial year, furnish the details of the Securities held by them and their immediate relatives or by any other person for whom such persons takes trading decisions, in the format prescribed in **Annexure II**.

3. Where the Designated Person does not hold any Securities in the Company either in his/her name or in the names of his/her immediate relatives, he/she shall furnish the report in the format prescribed in Annexure II, stating the shareholding as NIL.

4. Where it is subsequently found that the Designated Person was holding Securities of the Company (either directly or in the name of his/her immediate relatives) and the same was not duly reported, the Designated Person shall be treated as violating the Code of Conduct and the Company may forthwith proceed to take

penal action as may be prescribed from time to time.

VIII. PENALTY FOR CONTRAVENTION OF THE CODE:

A. Any instance of violation of this Code including violating of the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 shall be reported to the Board or the Audit Committee or any other Committee of the Board designated for this purpose by the Board of Directors of the Company from time to time.

B. Inquiry into an instance of leak or suspected instance leak of Unpublished Price Sensitive Information shall be initiated, in accordance with the Investigation process provided under the Whistle blower Policy of the Company, by the Compliance Officer and the office of Ethics. The details of the leaks, inquiries and the results of the enquiries shall be informed to the Board of Directors and Securities Exchange Board of India promptly as required under the law.

C. Any Connected Person who violates this Code may be penalized and appropriate action may be taken against him/her, which inter-alia may extend to wage freeze, cancellation of contract, recovery of profits from the made in the trade, suspension, elimination from Employee Stock Options Plan and / or removal from services of the Group. The Board or the Audit Committee shall have the authority to take appropriate action against insiders for violation of this Code. The Audit Committee may refer serious instances of violation to the Board for information and / or decision on penal action to be taken.

a. The action taken by the Company in such cases, shall not preclude Securities Exchange Board of India from taking any action under the SEBI (Prohibition of Insider Trading) Regulations, 2015 or the Act.

IX. COMPLIANCE OFFICER:

b. The Company Secretary of the Company is the Compliance Officer responsible for setting forth procedures and monitoring adherence to the rules for the preservation of unpublished price sensitive information, approving Trading Plans, pre-clearing trades of Designated Persons, monitoring trades and the overall implementation of this Code.

c. The Compliance Officer shall on an annual basis confirm to the Audit Committee that the Internal Controls in relation to the mechanism for prevention of Insider Trading as required under the law are adequate and operating effectively.

d. The Compliance Officer may be contacted at the following address for any clarifications and approvals in respect of this Code:

COMPANY SECRETARY
Centum Electronics Limited
No.44, KHB Industrial Area
Yelahanka New Town
Bangalore – 560 106
Ph: +91 80 41436020 (D) Fax +91-80-41436005
Email - nagarajkv@centumelectronics.com

FORM FOR PRE-CLEARANCE OF TRADES DESIGNATED PERSONS
In terms of Para 3(j) of the Code

To **ANNEXURE I**
The Compliance Officer
Centum Electronics Limited

Date	
Name of the Designated Person	
Employee Number, if any	
Company on whose Rolls placed	
Email ID	
Designation and Department	
DP ID and Client ID from which trade is proposed to be executed	
PRE-CLEARANCE (Required to be obtained by Connected persons where the value of the proposed trade(s), taken together with the value of trade(s) executed over a calendar quarter, is likely to exceed Rs.10 Lakhs in that calendar quarter or where the shares proposed to be traded exceed 25000 shares, whichever is lower)	
Details of Securities proposed to be traded	No. of Securities: Purchase or Sale : Market / Off-Market :
Whether trade undertaken in own name or that of immediate relatives or any other person for whom I take trading decision (Please give name of your relative or such other person)	
In case the trade is not undertaken after securing pre-clearance, reasons for such decision (*applicable only in case of pre-cleared trade is not executed)*	

In terms of the provisions of Code of Conduct for Prevention of Insider Trading, I wish to pre-clear the aforesaid transaction proposed to be undertaken by me / my immediate relatives/ any other person for whom I take trading decisions, as the value of the Securities proposed to be traded (taken together with the value of shares traded during the calendar quarter) exceeds Rs.10 Lakhs per calendar quarter or the number of shares proposed to be traded exceeds 25000 shares (strike off whichever is not applicable). I confirm that:

(i) I am not in possession of any unpublished price sensitive information while seeking pre-clearance.

(ii) In case I have access to or receive unpublished price sensitive information after this date but before execution of the transaction I shall inform the Compliance Officer of the change in position and shall completely refrain from trading in the Company's Securities till such time the unpublished price sensitive information is made public/ becomes irrelevant and not price sensitive;

(iii) I am not otherwise precluded or disqualified from entering into the above transaction;

(iv) All information given above is true to the best of my knowledge and belief.

Signature
Date:

FORM FOR ANNUAL DISCLOSURE OF SHAREHOLDING BY DESIGNATED PERSONS

In terms of Para 3(d) and (b) of the Code **ANNEXURE II**

Disclosure for the year ended	
Name of the Designated Person	
PAN Number	
DIN/CIN Number, if applicable	
Employee Number, if applicable	
Company on whose Rolls placed	
Contact address with contact details and Email ID	
Connection with the Designated Person or Company, as applicable	
DP ID and Client ID (Self) DP ID and Client ID (Immediate Relatives)	
Name of Spouse	
Name/s of Dependent Child / Children	
Name /s of the Parents	
Name/s of the Siblings	
Name/s of persons for whom Designated Persons take trading decisions, if any.	
Name of Education Institutions from where graduated	
Names of Past Employers	

A. Details of Immediate relatives, and person having material financial relationship

Person	**Name**	**PAN**	**Mobile number**
Spouse			
Dependent Children			
Parents*			
Siblings*			
Person having material financials relationship**			

**material financial relationship means a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions

B. Details of Securities Held by Employee and Immediate Relative in Centum Electronics Limited

Immediate Relatives	**Type of Securities**	**DP ID or Client ID**	**Securities held as at beginning of the year**	**Securities purchased during the year**	**Securities sold during the year**	**Mode of Acquisition ***	**Securities held as at end of the year**
Self							

Spouse							
Dependent Children							
Parents*							
Siblings*							

***** Who is either dependent financially on such person, or consults such person in taking decisions relating to trading in Securities
* market purchase/public/rights/preferential offer/off market/inter-se transfer etc.

C. Details of Securities held by any other person for whom trading decision is taken by the Designated Person (other than above)

Name of the Persons	Kind of Securities	DP ID or Client ID	Securities held as at beginning of the year	Securities purchased during the year	Securities sold during the year	Securities held as at end of the year

Details of Securities held for less than 6 months.

No. of Securities	Date of Purchase	Date of Sale	Details of pledge created, if any	Date of approval from the Compliance Officer, in case applicable

I confirm that:

(i) I was not in possession of unpublished price sensitive information at the time of trading in Securities of the Company;

(ii) The aforesaid trades were executed when the Trading Window was open and disclosures wherever required has been made by me to the Company from time to time;

(iii) I have duly pre-cleared trades from the Compliance Officer;

(iv) I have held Securities purchased by me, directly or indirectly through my immediate relatives, for more than 6 months. If the Securities were not held for 6 months, I have taken due approval from the Compliance Officer for the same;

(v) I undertake to fully adhere to the standards and requirements specified by SEBI, from time to time, in relation to SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto; and

(vi) All information given above is true to the best of my knowledge and belief.

_____
Signature
Date:

FORM FOR APPROVAL OF TRADING PLAN FOR AN INSIDER

In terms of Para 3(h) ofthe Code. **ANNEXURE III**

Name of the Connected Person	
Email ID	
PAN Number	
DIN/CIN	
DP ID and Client ID (Self) **DP ID and Client ID (Immediate Relatives)**	

Details of Securities currently held by the Insider

No. of Securities	**Date of Purchase**	**Details of pledge created, if any**

Details of Proposed Trading Plan

Time period (Exact dates or time range)	**Type of Securities to be traded**	**No/Value of Securities proposed to be purchased**	**No/ proposed to be sold**

I declare the following that:

(i) If the Trading Plan is approved, I hereby authorize and consent to Compliance officer to disclose the trading plan to the stock exchanges as required by SEBI Regulations.

(ii) I shall not implement the Trading Plan if any Unpublished Price Sensitive Information in my possession at the time of formulation of trading plan is not public at the time of implementation of Trading Plan;

(iii) I shall mandatorily adhere to the aforesaid Trading Plan once approved by the Compliance Officer.

(iv) All information given above is true to the best of my knowledge and belief.

_____

Signature
Date:

ANNEXURE IV

FORM FOR DISCLOSURE OF SHAREHOLDING BY THE DIRECTOR /KMPs/ EXECUTIVE MANAGEMENT GROUP /CONNECTED PERSONS

FORM B

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (b) read with Regulation 6(2)]

Name of the company: ----------

ISIN of the company: ----------

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons* as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate Relatives/others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding	Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP		Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP	
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	**2**	**3**	***4***		**5**	**6**		**7**	

Note:

1. *"Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*
2. *Other such persons includes immediate relatives and any other person for whom reporting person takes trading decision.*
3. *"Immediate Relatives" means the spouse of a person and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in Securities.*

Signature :_____

Designation :_____

Date :_____

Place :_____