

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

**Name of the company:** CENTUM ELECTRONICS LIMITED

**Quarter ending on:** September 30, 2011

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>I. Board of Directors</b>	49(I)		
(A) Composition of Board	49(1A)	YES	
(B) Non-executive Directors' compensation & disclosures	49(1B)	YES	Approval of shareholders obtained at the AGM held on December 3, 2007
(C) Other provisions as to Board and Committees	49(1C)	YES	-- NIL --
(D) Code of Conduct	49(1D)	YES	-- NIL --
<b>II. Audit Committee</b>	49(II)		
(A) Qualified & Independent Audit Committee	49(IIA)	YES	
(B) Meeting of the Audit Committee	49(II B)	YES	-- NIL --
(C) Powers of Audit Committee	49(II C)	YES	-- NIL --
(D) Role of Audit Committee	49(II D)	YES	-- NIL --
(E) Review of information by Audit Committee	49(II E)	YES	-- NIL --
<b>III. Subsidiary Companies</b>	49(III)	YES	An independent Director has been inducted on the Board of the subsidiary, Centum Rakon India Private Limited.
<b>IV. Disclosures</b>	49(IV)		
(A) Basis of related party transactions	49(IV A)	YES	-- NIL --
(B) Disclosure of Accounting Treatment	49(IV B)	YES	-- NIL --
(C) Board Disclosures	49(IV C)	YES	-- NIL --
(D) Proceeds from Public issues, rights issues, preferential issue etc.	49(IV D)	N/A	Not applicable to the present quarter. Would be complied with as and when applicable.
(E) Remuneration of Directors	49(IV E)	YES	Included as part of the Annual Report for the year 2011-12.
(F) Management	49(IV F)	YES	Included as part of the Annual Report for the year 2011-12.
(G) Shareholders	49(IV G)	YES	Included as part of the Annual Report for the year 2011-12.
<b>V. CEO/CFO Certification</b>	49(V)	YES	Included as part of the Annual Report for the year 2011-12.
<b>VI. Report on Corporate Governance</b>	49(VI)	YES	Corporate Governance Report is a part of Annual Report for the year 2011-12.
<b>VII. Compliance</b>	49(VII)	YES	Certificate on compliance on Corporate Governance is a part of Annual Report for the year 2011-12.

For CENTUM ELECTRONICS LIMITED

(APPARAO MALLAVARAPU)  
Managing Director