

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the company: CENTUM ELECTRONICS LIMITED

Quarter ending on: December 31, 2011

| Particulars | Clause of Listing Agreement | Compliance Status Yes/No | Remarks |
|---|-----------------------------|--------------------------|---|
| I. Board of Directors | 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 -- |
| II. Audit Committee | 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 -- |
| III. Subsidiary Companies | 49(III) | YES | An independent Director has been inducted on the Board of the subsidiary, Centum Rakon India Private Limited. |
| IV. Disclosures | 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. |
| V. CEO/CFO Certification | 49(V) | YES | Included as part of the Annual Report for the year 2011-12. |
| VI. Report on Corporate Governance | 49(VI) | YES | Corporate Governance Report is a part of Annual Report for the year 2011-12. |
| VII. Compliance | 49(VII) | YES | Certificate on compliance on Corporate Governance is a part of Annual Report for the year 2011-12. |

For CENTUM ELECTRONICS LIMITED


 Ranu Akkili
 Company Secretary