

**Centrum Capital Limited**

CIN: L65990MH1977PLC019986

**Registered and Corporate Office:** Level 9, Centrum House, C.S.T. Road, Vidyanagari Marg, Kalina, Santacruz (East),  
Mumbai – 400 098. **Tel:** +91 22 4215 9000 **Email:** [secretarial@centrum.co.in](mailto:secretarial@centrum.co.in) **Website:** [www.centrum.co.in](http://www.centrum.co.in)

**NOTICE**

**NOTICE** is hereby given that, the **FORTY SEVENTH (47<sup>th</sup>) ANNUAL GENERAL MEETING** of **CENTRUM CAPITAL LIMITED** will be held on **August 08, 2025** at **04:30 p.m. IST** through video conference (“VC”), to transact the following business. The venue of the meeting shall be deemed to be at the Registered Office of the Company at Level 9, Centrum House, C.S.T. Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400 098.

**ORDINARY BUSINESS:****Item No. 1 – TO RECEIVE, CONSIDER AND ADOPT:**

- a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the reports of the Board of Directors and Auditors’ thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with reports of Auditors’ thereon and in this regard, to consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended March 31, 2025 together with the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby approved and adopted;

**RESOLVED FURTHER THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2025 together with the report of the Auditors thereon, as circulated to the Members, be and are hereby approved and adopted.”

**Item No. 2 – TO CONSIDER AND IF THOUGHT FIT PASS ORDINARY RESOLUTION TO APPOINT A DIRECTOR IN PLACE OF MRS. MAHAKHURSHID BYRAMJEE (DIN: 00164191), WHO RETIRES BY ROTATION AT THIS MEETING AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT.**

**SPECIAL BUSINESS:**

**Item No. 3 – TO APPOINT MR. UMESH P MASKERI AS THE SECRETARIAL AUDITOR OF THE COMPANY AT THE 47<sup>th</sup> ANNUAL GENERAL MEETING FOR A TERM OF 5 CONSECUTIVE YEARS:**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the approval of the Board of Directors of the Company, consent of the Members be and is hereby accorded for appointment of Mr. Umesh P. Maskeri, Company Secretary as the Secretarial Auditor of the Company for a period of five (5) years, commencing April 01, 2025, until March 31, 2030, to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report;

**RESOLVED FURTHER THAT** consent of the Members be and is hereby accorded for the Board of Directors of the Company to fix the annual remuneration plus applicable taxes and out-of-pocket expenses payable to him during his tenure as the Secretarial Auditor of the Company, as determined by the Board of Directors in consultation with the said Secretarial Auditors.

**RESOLVED FURTHER THAT** all Directors, the Chief Financial Officer and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto.”

**Item No. 4 – TO APPOINT MR. SUBHASH KUTTE (DIN: 00233322) AS A NON-EXECUTIVE, NON-INDEPENDENT DIRECTOR ON THE BOARD OF DIRECTORS OF THE COMPANY:**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

**“RESOLVED THAT** that pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment thereof for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Subhash Kutte (DIN: 00233322) who was appointed as an Additional Director by the Board of Directors with effect from July 06, 2025 in terms of Section 161(1) of the Act, being so eligible, be and is hereby appointed as a Non-Executive, Non-Independent Director, liable to retire by rotation;

**RESOLVED FURTHER THAT** all Directors, the Chief Financial Officer and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto.”

**Item No. 5 – TO APPOINT MR. RAJEEV UBEROI (DIN: 01731829) AS AN INDEPENDENT DIRECTOR ON THE BOARD OF DIRECTORS OF THE COMPANY:**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152, Schedule IV and all other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 16(1)(b) and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Rajeev Uberoi (DIN: 01731829), who was appointed as an Additional Director in the capacity of Non-Executive Independent Director of the Company be and is hereby appointed as an Independent Director, not liable to retire by rotation, for a period of five consecutive years from June 01, 2025 to May 31, 2030, (both days inclusive);

**RESOLVED FURTHER THAT** all Directors, the Chief Financial Officer and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto.”

**Item No. 6 – TO APPOINT MR. BASANT SETH (DIN: 02798529) AS AN INDEPENDENT DIRECTOR ON THE BOARD OF DIRECTORS OF THE COMPANY:**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152, Schedule IV and all other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 16(1)(b) and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Basant Seth (DIN: 02798529), who was appointed as an Additional Director in the capacity of Non-Executive Independent Director of the Company be and is hereby appointed as an Independent Director, not liable to retire by rotation, for a period of five consecutive years from June 01, 2025 to May 31, 2030, (both days inclusive);

**RESOLVED FURTHER THAT** all Directors, the Chief Financial Officer and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto.”

**Item No. 7 – TO CONSIDER AND APPROVE RAISING OF FUNDS THROUGH ISSUE OF SECURITIES SUBJECT TO APPROVAL OF THE REGULATORY AND/OR STATUTORY AUTHORITIES AS APPLICABLE:**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 23, 41, 42, 62 and 179 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, (including any amendments, statutory modification(s) and / or re-enactment thereof for the time being in force) (the “Companies Act”), all other applicable laws, rules and regulations, and pursuant to the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and the Foreign Exchange Management Act, 1999, and the rules and regulations made thereunder, including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, each as amended from time to time (collectively, “FEMA”), the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce, as amended and replaced from time to time (the “FDI Policy”), the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended (the “FCCB Scheme”), the Depository Receipts Scheme, 2014 (the “DR Scheme”), the relevant provisions of the Memorandum and Articles of Association of the Company, applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment, modification, variation or re-enactment thereof) (the “ICDR Regulations”), the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the listing agreements entered into by the Company with the BSE Limited (“BSE”), National Stock Exchange of India Limited (“NSE”, and together with BSE, the “Stock Exchanges”) where the equity shares of the Company of face value of ₹ 1 each (the “Equity Shares”) are listed and such other statutes, clarifications, rules, regulations, circulars, notifications, guidelines, if any, as may be applicable, as amended from time to time issued by the Government of India (“Government of India”), the Ministry of Corporate Affairs (“MCA”), the Reserve Bank of India (“RBI”), BSE, NSE, the Registrar of Companies, Maharashtra at Mumbai (“ROC”), the Securities and Exchange Board of India (“SEBI”) and any other appropriate governmental or regulatory authority and subject to all other approval(s), consent(s), permission(s) and / or sanction(s) as may be required from various regulatory and statutory authorities, including the Government of India, the RBI, SEBI, MCA, ROC and the Stock Exchanges (hereinafter referred to as “Appropriate Authorities”), and subject to such terms, conditions and modifications as

may be prescribed by any of the Appropriate Authorities while granting such approval(s), consent(s), permission(s) and/ or sanction(s), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include the Fund Raising Committee of the Board of Directors of the Company or any committee(s) constituted / to be constituted by the Board to exercise its powers including powers conferred by this resolution), the approval of the Members of the Company be and is hereby accorded to create, offer, issue and allot (including with provisions of reservations on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) such number of Securities (as defined hereinafter) for cash at such price that may be decided by the Board in terms of the applicable regulations and as permitted under the applicable law, in one or more tranches, with or without green shoe option, for an aggregate amount up to ₹ 1000 Crore (Rupees One Thousand Crore only), by way of a preferential allotment, private placement including a Qualified Institutions Placement (“QIP”) in accordance with the provisions of Chapter VI of the ICDR Regulations, or any combination thereof, by way of issue of equity shares or by way of issue of any instrument or security including fully/partly convertible debentures, securities convertible into equity shares, Global Depository Receipts (the “GDRs”), American Depository Receipts (the “ADRs”), Foreign Currency Convertible Bonds (the “FCCBs”), or by way of a composite issue of Non-Convertible Debentures and warrants entitling the warrant holder(s) to apply for equity shares and/or any other eligible securities (instruments listed above collectively with the equity shares to be hereinafter referred to as the “Securities”) or any combination of Securities, with or without premium, to be subscribed to in Indian and/or any foreign currency(ies) by all eligible investors including qualified institutional buyers as defined in the ICDR Regulations, or otherwise, foreign / resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign portfolio investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, and / or any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the “Investors”) through issue of prospectus and/or placement document or other permissible / requisite offer document, as may be decided by the Board in its discretion and permitted under applicable laws and regulations, at such premium as may be fixed on such securities by offering the securities at such time or times, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest etc., as may be deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors considering the prevailing market conditions and other relevant factors wherever necessary, to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner, including allotment to stabilizing agent in terms of green shoe option, if any, exercised by the Company and where necessary in consultation with the book running lead managers and/or underwriters and/or stabilizing agent and/or other advisors or otherwise on such terms and conditions, including making of calls and manner of appropriation of application money or call money, in respect of different class(es) of Investor(s) and/or in respect of different Securities, deciding of other terms and conditions like number of securities to be issued, number of Equity Shares to be issued and allotted on conversion/redemption/extinguishment of debt(s), rights attached to the warrants, terms of issuance, period of conversion, fixing of record date or book closure dates, if any, as the Board may in its absolute discretion decide, in each case, subject to the applicable laws;

**RESOLVED FURTHER THAT** the issue of Securities shall be subject to the following terms and conditions: (i) the Equity Shares that may be issued and allotted directly or on conversion of other convertible or exchangeable Securities that may be issued as aforesaid shall be subject to the provisions of the Memorandum and Articles of Association of the Company and rank pari – passu with the existing Equity Shares in all respects including dividend; and (ii) the number and / or conversion price in relation to Equity Shares that may be issued and allotted on conversion of other convertible Securities that may be issued as aforesaid shall be appropriately for corporate actions such as bonus issue, rights issue, stock split and consolidation of share capital, merger, de-merger, transfer of undertaking, sale of division or any such capital or corporate restructuring;

**RESOLVED FURTHER THAT** in case of a further public offer, the Securities shall be issued by the Company in compliance with Chapter IV of the ICDR Regulations and other applicable laws;

**RESOLVED FURTHER THAT** in case of issue and allotment of Securities by way of QIP in terms of Chapter VI of the ICDR Regulations (hereinafter referred as “Eligible Securities” within the meaning rendered to such term under Regulation 171(a) of the ICDR Regulations):

- a) The allotment of Securities shall only be made to qualified institutional buyers as defined under Regulation 2(1)(ss) of the ICDR Regulations (“QIBs”);
- b) The Eligible Securities to be so created, offered, issued, and allotted, shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company;
- c) the allotment of the Eligible Securities, or any combination of the Eligible Securities as may be decided by the Board and subject to applicable laws, shall be completed within 365 days from the date of passing of this special resolution of the shareholders of the Company or such other time as may be allowed under the ICDR Regulations and shall only be made to eligible QIBs within the meaning of ICDR Regulations;
- d) the Eligible Securities under the QIP shall be allotted as fully paid up and dematerialized;
- e) in the event Equity Shares are issued, the ‘relevant date’ for the purpose of pricing of the Equity Shares to be issued, shall be the date of the meeting in which the Board of Directors decides to open the proposed issue of Equity Shares, subsequent to the receipt of members’ approval in terms of provisions of Companies Act, 2013 and other applicable laws, rules, regulations and guidelines in relation to the proposed issue of the Equity Shares;
- f) in the event that Eligible Securities issued are eligible convertible securities, the ‘relevant date’ for the purpose of pricing of the convertible securities to be issued, shall be, either the date of the meeting in which the Board decides to open the proposed issue or the date on which the holders of such eligible convertible securities become entitled to apply for Equity Shares, as decided by the Board of Directors of the Company;
- g) the tenure of the convertible or exchangeable Eligible Securities issued through the QIP shall not exceed sixty months from the date of allotment;
- h) any issue of Eligible Securities made by way of a QIP shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Part IV of Chapter VI of the ICDR Regulations (the “QIP Floor Price”);
- i) the Board may issue Equity Shares at a discount of not more than five percent or such other discount as may be permitted under applicable regulations to the QIP Floor Price;
- j) the allotment to a single Qualified Institutional Buyer (QIB) in the proposed QIP issue will not exceed 50% of the total issue size or such other limit as may be permitted under applicable law. It is clarified that QIBs belonging to the same group or who are under same control shall be deemed to be a single allottee; and
- k) the Eligible Securities allotted in the QIP shall not be eligible for sale by the respective allottees, for a period of one year from the date of allotment, except on a recognized stock exchange or except as may be permitted from time to time by the ICDR Regulations;
- l) the number and/or price of the Equity Shares to be issued on conversion of Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of equity shares by way of capitalization of profits or reserves or any such capital or corporate re-organisation or restructuring; and
- m) a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs, in accordance with the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** in case of any offering of Securities, including without limitation any other Securities convertible into Equity Shares, the Board is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and

allotted upon conversion, redemption or cancellation of any such Securities referred to above in accordance with the terms of issue / offering in respect of such Securities and / or as may be provided in the offer document and / or offer letter and / or offering circular and / or listing particulars;

**RESOLVED FURTHER THAT**, without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tractability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board, be and is hereby authorised, in its absolute discretion, in such manner as it may deem fit, to dispose-off such of the Securities that are not subscribed;

**RESOLVED FURTHER THAT**, the Securities to be created, issued allotted and offered in terms of this resolution shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company and the fully paid-up Equity Shares that may be issued by the Company (including issuance of Equity Shares pursuant to conversion of any Securities as the case may be in accordance with the terms of the offering) shall rank pari passu with the existing Equity Shares of the Company in all respects;

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the Securities may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per applicable law including but not limited to the terms and conditions in relation to payment of interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional Equity Shares or variation of the conversion price of the Securities during the duration of the Securities and the Board be and is hereby authorized in its absolute discretion, in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed in accordance with applicable law;

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the nature of the issuance, terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic and international markets and proportion thereof, issue price and discounts permitted under applicable law, premium amount on issue/conversion of the Securities, if any, rate of interest, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and entering into and executing arrangements with merchant bankers, lead managers, legal advisors, depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s) or agreements including but not limited to prospectus and/or letter of offer and/or circular and/or offering circular and/or placement memorandum and/ or preliminary placement documents and/or placement document, registration statement and filing such documents (in draft or final form) with any Indian or foreign regulatory authority or Stock Exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise with regard to the issue, offer or allotment of Securities and take all such steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion, deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Securities, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities or Equity Shares as the case may be, on one or more Stock Exchanges in India;

**RESOLVED FURTHER THAT** the Board shall have the authority and power to accept any modification in the proposal as may be required or imposed by SEBI/Stock Exchanges where the shares of the Company are listed or such other appropriate authorities at the time of according/granting their approvals to issue, allotment and listing thereof and as agreed to by the Board;

**RESOLVED FURTHER THAT** the Board of directors of the Company be and is hereby authorized to delegate all or any of the powers herein conferred to Fund Raising Committee of the Board of Directors of the Company or any other Committee of Directors or any Whole-time Director(s) or Chief Financial Officer of the Company in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and settle any questions or difficulties that may arise in this regard to the Issue without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto.”

**Item No. 8 – TO APPROVE MATERIAL RELATED PARTY TRANSACTION(S) OF THE COMPANY WITH RESPECT TO CORPORATE GUARANTEE(S) IN RELATION TO THE BORROWING FACILITIES OF SUBSIDIARIES:**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, Sections 2(76), 188 and applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and other applicable laws / statutory provisions, if any, the Company’s Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include the Audit Committee or any other Committee/Official constituted / empowered / to be constituted / to be empowered by the Board from time to time to exercise its powers conferred by this Resolution) to provide/continue to provide, Corporate Guarantee(s) in favour of any Bank(s) / other lending institution(s) in respect of the loans/credit facilities availed/to be availed by subsidiaries of the Company as specified herein up to the net outstanding limits not exceeding the amounts as specified herein below, during the Financial Year 2025-26 and up to the conclusion of the Company’s 48<sup>th</sup> Annual General Meeting being Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and the subsidiaries of the Company and accordingly a ‘Related Party’ of the Company, on such terms and conditions as may be mutually agreed between the Company and subsidiary, as the case may be;

Name of the Subsidiary	Net Outstanding Limit (in Rs. Crores)
Centrum Broking Limited	150
Centrum Housing Finance Limited	1000
Centrum Financial Services Limited	200
Centrum Finverse Limited	100

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution;

**RESOLVED FURTHER THAT** all actions taken by the Board/Audit Committee in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect.”

**Item No. 9 – TO APPROVE MATERIAL RELATED PARTY TRANSACTION(S) OF THE COMPANY FOR DEBT GRANTED TO/RECEIVED FROM SUBSIDIARIES OF THE COMPANY:**

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, Sections 2(76), 188 and applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and other applicable laws / statutory provisions, if any, the Company’s Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), for availing or providing secured or unsecured, short-term or long-term debt from/to the subsidiaries of the Company as specified herein for an outstanding amount as receivable or as payable against each other not exceeding the amounts as specified herein below, at any point in time, during the Financial Year 2025-26 and up to the conclusion of the Company’s 48<sup>th</sup> Annual General Meeting, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) for the debt is being carried out at an arm’s length pricing basis and in the ordinary course of business:

<b>Name of the Subsidiary</b>	<b>Outstanding Amount (in Rs. Crores)</b>
Centrum Financial Services Limited	200
Centrum Wealth Limited	200
Centrum Finverse Limited	100
Centrum Broking Limited	100

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions



from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution;

**RESOLVED FURTHER THAT** all actions taken by the Board/Audit Committee in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect.”

**Item No. 10 – TO APPROVE MATERIAL RELATED PARTY TRANSACTION(S) OF INTER-SE BETWEEN SUBSIDIARIES OF THE COMPANY FOR PROVIDING / AVAILING DEBT:**

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, Sections 2(76), 188 and applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and other applicable laws / statutory provisions, if any, the Company’s Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), inter-se between the subsidiaries of the Company as provided herein, for availing / providing secured / unsecured, short-term / long-term debt from / to the other for an outstanding amount as receivable or as payable against each other not exceeding, the amounts as specified herein below at any point in time, during the Financial Year 2025-26 and up to the conclusion of the Company’s 48<sup>th</sup> Annual General Meeting, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) for the debt is being carried out at an arm’s length pricing basis and in the ordinary course of business:

Name of the Subsidiary	Name of Subsidiary	Outstanding Amount (in Rs. Crores)
Centrum Retail Services Limited	Centrum Financial Services Limited	200
Centrum Retail Services Limited	Centrum Wealth Limited	200
Centrum Retail Services Limited	Centrum Broking Limited	100
Centrum Retail Services Limited	Centrum Finverse Limited	100
Centrum Financial Services Limited	Centrum Wealth Limited	200
Centrum Financial Services Limited	Centrum Finverse Limited	50
Centrum Financial Services Limited	Centrum Broking Limited	50

**Item No. 11 – TO APPROVE MATERIAL RELATED PARTY TRANSACTION(S) OF THE COMPANY WITH ANY OF ITS SUBSIDIARIES/ASSOCIATES OR BETWEEN 2 SUBSIDIARIES/ASSOCIATES INTER-SE:**

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, Sections 2(76), 188 and applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and other applicable laws / statutory provisions, if any, the Company’s Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to enter into Material Related Party Transactions or make any modifications to such contracts/ arrangements/transactions, during the Financial Year 2025-26 and up to the conclusion of the 48<sup>th</sup> Annual General Meeting of the Company, with Subsidiaries/ Step-Down Subsidiaries/ Associates, or inter-se between the Subsidiaries/Step-Down Subsidiaries/Associates, as specified in the Explanatory Statement annexed hereto, upto the aggregate monetary limits stated in the Explanatory Statement provided that the said contract(s)/ arrangement(s)/ transaction(s) is being carried out at an arm’s length pricing basis and in the ordinary course of business;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned transactions including the timing, amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer, sale, recall, renewal, divestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits, take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.”

**Item No. 12 – TO AUTHORIZE MAKING DONATIONS TO BONAFIDE CHARITABLE AND OTHER FUND:**

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to Section 181 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to contribute to bonafide Charitable Trusts and other funds provided that, the aggregate amount of contribution to such funds in a Financial Year shall not exceed the limits as set out in Section 181 or a sum of Rupees One crore, whichever is higher;

**RESOLVED FURTHER THAT** the Board of Directors or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution.”

**Item No. 13.\* ISSUANCE OF EQUITY SHARES ON PREFERENTIAL BASIS**

\*Incorporated pursuant to Addendum dated July 15, 2025 issued by the Company, dispatched to the shareholders on July 16, 2025. Refer point 19 of the Notes forming part of this Notice.

To consider and, if thought fit, to pass with or without modification(s), the following Resolution, as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of sections 23, 42, 62(1)(c) and all other applicable provisions of the Companies Act, 2013, read together with the rules thereunder (including any modifications or re-enactments thereof, for the time being in force), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”), the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”), the Foreign Exchange Management Act, 1999, as amended, and the Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended and all applicable statutory/regulatory requirements and in accordance with the relevant provisions of Memorandum of Association and Articles of Association of the Company and the listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited (collectively referred to as the "Stock Exchanges"), where the Company's shares are listed and subject to any necessary approval, consent, permission and/ or sanction of the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India, ("SEBI"), and/or any other appropriate authority, including any other statutory/regulatory authority, banks, financial institutions or other creditors, and subject to such terms, conditions and modifications as may be prescribed by any of the aforesaid authorities in connection with granting any such approval, consent, permission, or sanction, and which may be agreed to by the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorized by the Board or its committee for such purpose), approval of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot up to 5,01,91,537 Equity Shares of face value Re. 1/- (Rupee One Only) at a premium of Rs. 33.38/- (Rupees Thirty-three and Paise Thirty-eight only), for cash consideration, i.e. at a price of Rs. 34.38/- (Rupees Thirty-four and Paise Thirty-eight Only) aggregating to Rs. 172,55,85,042.06/- (Rupees One Hundred Seventy Two Crore, Fifty-five Lakh, Eighty-five Thousand and Forty-two and Paise Six Only) to the following Non-Promoter categories of persons (“Proposed Allottees”):

Sr. No.	Name	Category	Equity Shares Proposed
1	Negen Undiscovered Value Fund	Non-Promoter	72,71,669
2	Prisach Consultants LLP	Non-Promoter	58,17,335
3	LC Pharos Multi Strategy Fund VCC - LC Pharos Multi Strategy Fund SF1	Non-Promoter	43,63,001
4	Neo Special Credit Opportunities Fund	Non-Promoter	43,63,001
5	Kitara India Growth Fund	Non-Promoter	37,81,268
6	Ajay Kumar Aggarwal	Non-Promoter	31,99,534
7	NAV Capital VCC – NAV Capital Emerging Star Fund	Non-Promoter	30,00,000
8	Mavira Growth Opportunities Fund	Non-Promoter	18,90,634
9	NAV Bharat Investment Opportunities Fund	Non-Promoter	15,27,050
10	Jaideep Narendra Sampat	Non-Promoter	10,18,033
11	Ranjanben Talakshi Vora	Non-Promoter	10,18,033
12	Narendra D Sampat HUF	Non-Promoter	10,18,033

13	Sandeep Shridhar Ghate	Non-Promoter	9,88,947
14	Sandhya Anil Dedhia	Non-Promoter	7,99,883
15	Mulesh Manilal Savla HUF	Non-Promoter	7,27,166
16	Alok Agarwal	Non-Promoter	5,81,733
17	Upsurge Investment & Finance Limited	Non-Promoter	5,09,016
18	Tradelink Exim (India) Private Limited	Non-Promoter	4,50,000
19	Cavi First Principles Fund	Non-Promoter	4,36,300
20	Rajyovars Capital Private Limited	Non-Promoter	4,36,300
21	Divya Arora	Non-Promoter	3,00,000
22	Vineet Arora	Non-Promoter	3,00,000
23	Nikhil Tyagi	Non-Promoter	3,00,000
24	Helium Traders Private Limited	Non-Promoter	2,90,866
25	Kalpana Sudhir Bheda	Non-Promoter	2,90,866
26	Sonal Rakesh Sanghavi	Non-Promoter	2,90,866
27	Deena Champak Dedhia	Non-Promoter	2,90,866
28	Purvi Paresh Kariya	Non-Promoter	2,90,866
29	Nikunj Dhanuka	Non-Promoter	2,90,866
30	Roha Venture Firm	Non-Promoter	2,90,866
31	Asset Alliance Securities Private Limited	Non-Promoter	2,90,866
32	Gaurav Chemicals (India) LLP	Non-Promoter	2,90,866
33	Ravi Srinivasa Rao	Non-Promoter	2,90,866
34	Fenil Girish Bheda	Non-Promoter	2,90,866
35	Sanjay Singh	Non-Promoter	2,90,866
36	Vikas Arora	Non-Promoter	2,00,000
37	Sanghi Usha	Non-Promoter	1,50,000
38	Parul Vignesh Bheda	Non-Promoter	1,45,433
39	Shah Denish PravinBhai	Non-Promoter	1,45,433
40	Jay D. Shah HUF	Non-Promoter	1,45,433
41	Rita Sharad Shah	Non-Promoter	1,45,433
42	Sheela Ashwin Gada	Non-Promoter	1,45,433
43	Dipti Gupta	Non-Promoter	1,45,433
44	Vaibhav Dhasmana	Non-Promoter	1,45,433
45	Pallavi Sharma	Non-Promoter	1,45,433
46	Munir Ajani	Non-Promoter	1,45,433
47	Sachin Shashikant Abhyankar	Non-Promoter	1,45,433
48	Siddharth Gautam Teli	Non-Promoter	1,45,433
49	Veekesh Suresh Gandhi	Non-Promoter	1,45,433
50	Five Fishers Technologies Private Limited	Non-Promoter	1,45,433
51	Rashmi Ashok Haria	Non-Promoter	72,716
52	Jatin T Gala HUF	Non-Promoter	72,716
53	Nikhil B Parikh HUF	Non-Promoter	72,716

54	Nimish Parikh	Non-Promoter	72,716
55	Ketan J Gada HUF	Non-Promoter	72,716
<b>TOTAL</b>			<b>5,01,91,537</b>

in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion the time of the Issue, subject to applicable laws and regulations, including the provisions of Chapter V of the ICDR Regulations and the Act;

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the ICDR Regulations, the '**Relevant Date**' for determining the Floor Price for the Preferential Issue of Equity Shares is July 9, 2025, being the date 30 days prior to the date of 47<sup>th</sup> Annual General Meeting of the Company i.e. August 8, 2025.

**RESOLVED FURTHER THAT** the Valuation Report dated July 09, 2025 issued by Mr. Kalyanam Bhaskar, Registered Valuer (IBBI/RV/06/2020/12959) determining the fair value of equity shares at Rs. 34.38/- (Rupees Thirty-four and Paise Thirty-eight Only) per Equity Share be and is hereby noted and taken on record;

**RESOLVED FURTHER THAT** the Issue Price of Rs. 34.38/- (Rupees Thirty-four and Paise Thirty-eight Only) per Equity Share, for preferential issue is not less than the floor price arrived at in accordance with Regulation 164 of Chapter V of the SEBI ICDR Regulations;

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the Equity Shares proposed to be issued and allotted to the Proposed Allottees shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- i The Equity Shares shall be issued and allotted by the Company within a period of 15 days from the date of passing of this resolution in dematerialized form, provided that in case the allotment of the said Equity Shares is pending on account of pendency of any approval or permission by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions;
- ii The Equity Shares allotted shall rank pari-passu in all respects (including voting powers and the right to receive dividend), with the existing Equity Shares of the Company from the date of allotment thereof and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- iii The Proposed Allottee shall be required to bring in 100% of the consideration, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account;
- iv The Equity Shares shall be issued and allotted in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the Listing Regulations and the Securities Contracts (Regulation) Rules, 1957;
- v The issue of Equity Shares shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be including any modifications thereof;
- vi The Equity Shares allotted shall be subject to a lock-in for such period as specified under applicable provisions of the ICDR Regulations and allotted equity shares shall be listed on the Stock Exchange subject to the receipt of necessary permissions and approvals;

- vii The Equity Shares so allotted to the Proposed Allottee under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under ICDR Regulations except to the extent and in the manner permitted thereunder;
- viii The issue and allotment of Equity Shares shall be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
- ix The Equity Shares so offered and issued to the Proposed Allottees, are being issued for a cash consideration;
- x The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved hereinabove.
- xi The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted from the relevant Stock Exchange in accordance with the Listing Regulations and all other applicable laws, rules and regulation.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the name(s) of the proposed allottee(s) be and is hereby recorded for the issuance of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form issued to the proposed allottee inviting them to subscribe to the Equity Shares;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue of Equity Shares), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit without being required to seek any fresh approval of the Members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer and acceptance of such conditions as may be imposed or prescribed by any regulatory, statutory authority or Government of India, while granting such approvals, consents, permissions and sanctions, issuing and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the issue, filing of necessary forms with Registrar of Companies, Opening of Separate Bank Account, Filing of Corporate Action forms with depositories i.e., NSDL and CDSL and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s) / Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.”

**By order of the Board of Directors,  
For Centrum Capital Limited**

**Place: Mumbai  
Date: May 16, 2025**

**Balakrishna Kumar  
Company Secretary  
ACS No. 51901**

**NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of business to be transacted at the 47<sup>th</sup> Annual General Meeting ("AGM"), as set out under Item Nos. 3 to 12 above and the relevant details of the Director as mentioned under Item Nos. 2,4,5 & 6 above as required by Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 "the Listing Regulations" and as required under Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, is annexed hereto.
2. In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular No. 09/2024 dated September 19, 2024, other Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time, companies are allowed to hold AGM through video conference ("VC") upto 30<sup>th</sup> September, 2025, without the physical presence of members. The AGM of the Company is being held through VC, and video recording and transcript of the same shall be made available on the website of the Company. Central Depository Services (India) Limited ("CDSL") will be providing facility for voting through remote e-voting, for participation in the AGM through VC and e-voting during the AGM.
3. As the AGM will be conducted through VC, the facility for appointment of proxy by the Members is not available for this AGM and hence, the Proxy Form is not annexed to this Notice. Further Attendance Slip including route map is not annexed to this Notice.
4. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Authorised representative of the corporate members intending to participate in the AGM pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy (in PDF/JPG format) of the relevant Board Resolution/Authority Letter, etc. authorising them to attend the AGM, by email to [secretarial@centrum.co.in](mailto:secretarial@centrum.co.in). Institutional shareholders/corporate members (i.e. other than individuals, HUF, NRI, etc.) are requested to upload their Board Resolution/Power of Attorney/Authority Letter by clicking on 'upload Board Resolution/Authority Letter' displayed under 'e-voting' tab in their login screen to the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
6. In compliance with the Circulars, Notice of the AGM along with Annual Report for FY 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depository Participants ("DPs"). Members may note that Notice and Annual Report for FY 2024-25 has been uploaded on the website of the Company at [www.centrum.co.in](http://www.centrum.co.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
8. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the Registrar & Transfer (R&T) Agent of the Company. In case shares are held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
9. In terms of Section 72 of the Act, nomination facility is available to individual shareholders holding shares in the physical mode. The shareholders who are desirous of availing this facility, may kindly write to Company's R & T Agent for nomination form by quoting their folio number.
10. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection in electronic mode.
11. The Members can join the AGM through VC mode 15 minutes before and after the scheduled time of the commencement

of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

12. Members shall have the option to vote electronically (“e-voting”) either before the AGM (“remote e-voting”) or during the AGM.

13. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member.

14. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote during the AGM.

**15. PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS:**

i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations, (including any statutory modification(s) and/or re-enactments(s) thereof for the time being in force), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL), as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a Member using remote e-voting as well as e-voting system on the date of the AGM will be provided by CDSL.

ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the **Cut-off date i.e. Friday, August 01, 2025**, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

iii. A person who has acquired the shares and has become a Member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Friday, August 01, 2025, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or venue voting system on the date of the AGM by following the procedure mentioned in this part.

iv. The remote e-voting period will commence on **Tuesday, August 05, 2025 at 09:00 a.m.** and will end on **Thursday, August 07, 2025 at 05:00 p.m. (“remote e-voting period”)**. During this period, the Members of the Company holding shares either in physical form or in dematerialised form as on Friday, August 01, 2025, i.e. the Cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

v. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

vi. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the **Cut- off date i.e. August 01, 2025**.

vii. The Company has appointed Mr. Umesh P Maskeri, Practicing Company Secretary (COP No. 12704) and in his absence, Mr. Shivam Sharma, Practicing Company Secretary (COP No. 16558) and in his absence Ms. Purnima Shetty, Practicing Company Secretary (COP No. 14933), as the scrutinizer for scrutinizing the entire e-voting process i.e. remote e-voting and e-voting during the AGM, to ensure that the process is carried out in a fair and transparent manner.

**16. PROCESS FOR THOSE MEMBERS WHOSE EMAIL IDs ARE NOT REGISTERED:**

i. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [secretarial@centrum.co.in](mailto:secretarial@centrum.co.in).



- ii. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

**17. THE INSTRUCTIONS TO SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

- i. During the remote e-voting period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Friday, August 01, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1: Access through Depositories CDSL/ NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- iv. In terms of SEBI circular no. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi./Registration/ EasiRegistration">https://web.cdslindia.com/myeasi./Registration/ EasiRegistration</a></li> </ol>

	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for</p>

	casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000

**Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non- individual shareholders in demat mode.**

- v. Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding shares in Demat form.
- 1) The shareholders should log on to the e-voting website - [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on "Shareholders".
  - 3) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). - Shareholders who have not updated their PAN with the Company/ Depository Participant

For Physical shareholders and other than individual shareholders holding shares in Demat	
	are requested to use the sequence number indicated in the PAN field.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.  - If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- vi. After entering these details appropriately, click on “SUBMIT” tab.
- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that, this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN of the Company <CENTRUM CAPITAL LIMITED> on which you choose to vote.
- x. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xii. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xv. If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xvii. **ADDITIONAL FACILITY FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS – FOR REMOTE VOTING ONLY**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [secretarial@centrum.co.in](mailto:secretarial@centrum.co.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL), Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, N M Joshi Marg, Lower Parel, Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.

**18. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
3. Only those shareholders, who are present in the AGM/EGM through VC facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
4. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
5. Shareholders will be provided with a facility to attend the AGM through VC on the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders'/ Members login by using the remote e-voting credentials. The link for VC will be available in shareholder/members login where the EVSN of Company will be displayed.
6. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
7. Further Shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
8. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use

stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

9. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at company email id [secretarial@centrum.co.in](mailto:secretarial@centrum.co.in). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at Company email id [secretarial@centrum.co.in](mailto:secretarial@centrum.co.in). These queries will be replied to by the Company suitably by email.

The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.centrum.co.in](http://www.centrum.co.in) and on the website of CDSL i.e., [www.cdslindia.com](http://www.cdslindia.com) within two working days from the conclusion of the AGM and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.

Contact Details:

Company	Centrum Capital Limited Registered and Corporate Office: Level 9, Centrum House, C.S.T. Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400 098 E-mail ID: <a href="mailto:secretarial@centrum.co.in">secretarial@centrum.co.in</a> Phone: 022 4215 9000
Registrar and Transfer Agent	MUFG Intime India Private Limited (Formerly Known as Link Intime India Private Limited) C-101, Embassy 247, L.B.S. Marg, Vikhroli West, Mumbai – 400 083 Email ID: <a href="mailto:rnt.helpdesk@in.mpms.mufg.com">rnt.helpdesk@in.mpms.mufg.com</a> Phone: 022 4918 6000
e-Voting Agency	Central Depository Services (India) Limited Email ID: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> Phone: 1800 22 55 33
Scrutinizer	CS Umesh P Maskeri Practicing Company Secretary E-mail: <a href="mailto:umeshmaskeri@gmail.com">umeshmaskeri@gmail.com</a>

19. An Addendum to the Notice of the 47<sup>th</sup> Annual General Meeting of Centrum Capital Limited, dated July 15, 2025 ("Addendum"), has been issued to incorporate the proposal set out in Item No. 13 along with the corresponding Explanatory Statement. The Addendum was dispatched on July 16, 2025, to all shareholders who were earlier sent the original Notice of the AGM.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, SETTING OUT ALL THE MATERIAL FACTS RELATING TO SPECIAL BUSINESS:****Item No. 3**

This explanatory statement is provided in accordance with Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Pursuant to Section 204 of the Companies Act, 2013 ('the Act') the Company has to annex to its Board's Report a Secretarial Audit Report given by a practicing company secretary in the format as may be prescribed. Rule 9 of the Companies (Appointment and Remuneration) Rules 2014 prescribes Form MR-3 for the said Secretarial Audit Report. Further, Section 179 of the Act read with Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014 provides that the appointment of Secretarial Auditor shall be made by the Board at the meeting of the Board.

SEBI vide its notification dated December 31, 2024 amended Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (the Listing Regulations). The Amended regulation read with the SEBI circular no. SEBI/HO/CFD/CFDPoD-2/CIR/P/2024/185 dated December 31, 2024 (the Circular) have inter-alia prescribed the term of appointment/re-appointment, eligibility, qualifications and disqualifications of Secretarial Auditor of a Listed Company.

As per the amended Regulation 24A of the Listing Regulations, the Company and its material unlisted subsidiary company incorporated in India is required to undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and annex a Secretarial Audit Report in such form as specified by SEBI, with the annual report of the Company.

Pursuant to the amended Regulation 24A of the Listing Regulations, w.e.f. April 01, 2025, every Listed Company on the recommendation of the Board of Directors shall appoint or re-appoint (i) an Individual as Secretarial Auditor for not more than one term of five consecutive years or (ii) a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years with the approval of its shareholders in its Annual General Meeting.

In accordance with the above, the Board of Directors at its meeting held on May 16, 2025 considered, approved and recommended to the Shareholders of the Company for their approval, the appointment of Mr. Umesh P. Maskeri, as Secretarial Auditor of the Company at the ensuing 47th Annual General Meeting for a Term of five (5) years, commencing on April 01, 2025, to March 31, 2030 and issue (i) the Secretarial Audit Report under Section 204 of the Act for the Term and (ii) the Secretarial Audit Reports under Regulation 24A(1)(a) of the Listing Regulations for the Term.

The Board of Directors have approved that in addition to issuing the Secretarial Audit Report the Secretarial Auditors shall also issue to the Company (i) the Secretarial Compliance Report under Regulation 24A(2) of the Listing Regulations for the Term (ii) the Compliance certificate regarding compliance of conditions of corporate governance as may be required under Para E of Schedule V of the Listing Regulations for the Terms and (iii) the certificate on qualification of the directors as may be required under sub-clause (i) of clause 10 of Paragraph C of Schedule V of Listing Regulations for the Term and (iv) such other certificates or reports or opinions which can be issued by the Secretarial Auditors under Applicable Laws.

Mr. Umesh P. Maskeri have consented to the said appointment and confirmed that their appointment, if made, would be within the limit specified by the Institute of Companies Secretaries of India. They have further confirmed that they are not disqualified to be

appointed as Secretarial Auditors in term of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the Circular.

Mr. Umesh P. Maskeri is a peer reviewed Practicing Company Secretary focusing on Company Law, Secretarial Audit, Regulatory Compliance in Capital Market operations, Internal Audit of financial services, co-ordination with the Stock Exchanges, Depositories and SEBI on regulatory matters. Mr. Umesh P. Maskeri was the Company Secretary and Head of Compliance in Tata Securities Limited and Central Depository Services (India) Limited, collectively for over 16 years.

Other disclosures No order has been passed by ICSI/SEBI/MCA/any other competent authority/Court, both in India or outside India, in past 5 years against the proposed secretarial auditor.

The Board after taking into account the qualification and experience of Mr. Umesh P. Maskeri and the certificate submitted by him, was of the opinion that he is qualified to be appointed as the Secretarial Auditors of the Company in accordance with the Listing Regulations and the Circular, the qualification and experience of Mr. Umesh P. Maskeri is commensurate with the size and requirements of the Company and have accordingly recommended their appointment as the Secretarial Auditors for the term, as set out in the proposed resolution, to the members of the Company.

It is further proposed that the remuneration to be paid to the Secretarial Auditor for issuing the Secretarial Audit Report and other report, certificates or opinions as the Board may approve to obtain from the Secretarial Auditors, may be determined, from time to time, by the Board of Directors of the Company. In addition to the remuneration, the Secretarial Auditor shall be entitled to receive the out of pocket expenses as may be incurred by them during the course of the Audit or issuance of any other certificate or report or opinion.

The consent cum certificate and Peer Review Certificate received Mr. Umesh Maskeri, and the letter of engagement inter-alia containing the terms of engagement including remuneration shall be available for inspection by the members in electronic form up to the date of Annual General Meeting.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in this item.

The Board recommends the Ordinary Resolution as set out in Item No. 3 of this Notice for approval of the Members.

#### **Item No. 4**

The Board is requested to note that Mr. Subhash Kutte was appointed as an Independent Director by the Board of Directors with effect from July 6, 2015, for an initial term of five years, and was subsequently re-appointed for a second term of five years effective July 6, 2020. Both appointments were duly approved by the Members of the Company. Mr. Kutte's present term as an Independent Director will conclude on July 5, 2025. As he has completed two consecutive terms, he is not eligible for reappointment as an Independent Director in accordance with the Companies Act, 2013 ("the Act") and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations").

Considering the valuable guidance provided by Mr. Subhash Kutte to the Board over the past decade as an Independent Director and taking into account his expertise and experience as detailed in his profile, it is proposed to appoint Mr. Subhash Kutte (DIN:



00233322) as Non-Executive Director of the Company in accordance with the provisions of Sections 161,152 and other applicable provisions, of the Act and the Rules made thereunder, as amended from time to time and subject to the approval of the members of the Company.

In the opinion of the Board of Directors, Mr. Kutte fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as a Non-Executive, Non-Independent Director of the Company.

Mr. Kutte will be entitled to receive remuneration by way of sitting fees as may be approved from time to time by the Board of Directors including reimbursement of expenses for participation in the Board/Committee meetings. The Company has received consent from Mr. Kutte to act as a Director in terms of Section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Except Mr. Kutte, being the appointee or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the resolution set out at Item No. 4 of the Notice.

The Board of Directors recommends the resolution at Item No. 4 for approval of the Members by way of a Special Resolution.

#### **Item No. 5 & 6**

The Board had, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Rajeev Uberoi (DIN: 01731829) and Mr. Basant Seth (DIN: 02798529) as Additional Director (Non-Executive and Independent) of the Company with effect from June 01, 2025. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, Mr. Rajeev Uberoi and Mr. Basant Seth (DIN: 02798529) will hold office up to the date of the next Annual General Meeting. However, pursuant to Regulation 17(1C) approval of shareholders needs to be taken at the next general meeting or within a period of three months from the date of appointment, whichever is earlier.

In terms of the provisions of Sections 149, 152, Schedule IV and all other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), it is proposed to appoint them as Independent Director of the Company to hold office for a period of five consecutive years from June 01, 2025, up to May 31, 2030 (both days inclusive). They shall not be liable to retire by rotation during this period.

In terms of the provisions of Section 164 of the Companies Act, 2013, they have submitted a declaration that they are not disqualified from being appointed as a Director of the Company along with their consent to act as such. Mr. Rajeev Uberoi and Mr. Basant Seth have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties as an Independent Director of the Company. They have also confirmed that, they are not debarred from holding the office of a Director by virtue of any order passed by SEBI or any such authority. They have confirmed that they are in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to their registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

They have also submitted a declaration about their meeting the criteria of independence as stipulated under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of Listing Regulations. In the opinion of the Board, they fulfil the conditions specified

in the Companies Act, 2013 and rules made thereunder for their appointment as an Independent Director of the Company and are independent of the management.

Draft letters of appointment setting out the terms and conditions of their appointment are available for inspection by the Members without any fees at the Registered Office of the Company between 11:00 a.m. and 01:00 p.m. on all working days except Saturday till the conclusion of the voting period and same have also been uploaded on the Company's website i.e. [www.centrum.co.in](http://www.centrum.co.in).

In terms of the Regulation 36(3) of the Listing Regulations, a statement containing their brief resume, nature of expertise in specific functional areas, disclosure of relationships with other Directors, name of listed entities in which they hold directorship along with the membership of Committees of the Board and shareholding in the Company is annexed to this Notice.

In the opinion of the Board, Mr. Rajeev Uberoi and Mr. Basant Seth are persons of integrity and their appointment as Independent Directors of the Company would be in the interest of the Company taking into consideration their knowledge, background and expertise. Mr. Rajeev Uberoi and Mr. Basant Seth fulfill the identified core skills / expertise / competencies and the criteria laid down by the Board in the Company's Nomination Policy for appointment as a Director of the Company. The Board considers that their continued association as an Independent Director will be of immense benefit to the Company. Accordingly, the Board recommends the Special Resolution set out at Item No. 5 & 6 for the approval of the Members.

None of the Directors and Key Managerial Personnel and their relatives except Mr. Rajeev Uberoi and Mr. Basant Seth, to whom the resolution relates, is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5 & 6.

**Brief profile of Dr. Rajeev Uberoi is as under:**

Dr. Rajeev Uberoi has been working as Senior Group President Governance and Controls, of Yes Bank Limited since July, 2019. Prior to joining Yes Bank Limited, he has worked with IDFC Bank Limited as General Counsel and Group Head-Legal and Compliance since 2009. In his previous experiences, he has worked with several domestic and multinational banks such as Standard Chartered Bank, Union Bank of India, State Bank of India, Reserve Bank of India as Asst. General Manager, Dept. of Banking Supervision, Citibank as Vice President & Regulatory Head; ANZ Grindlays Bank as Head-Risk Management & Compliance India. Dr. Uberoi is also a profound writer and has a lot of publications to his credit. He is also a member of various Committees and has been active on the Speaker circuit. He is a recipient of many accolades and awards and his contribution to the legal fraternity has been recognized in the Industry.

Dr. Uberoi is a lawyer and a Canadian Commonwealth Scholar with a Masters from McMaster University and a Ph.D. in Economics. He also possesses a Post Graduate Diploma in Business Administration from the Management Development Institute (MDI). He is also on the Board of MPCON Limited, IFCI Infrastructure Development Limited and NICDC Haryana Global City Project Limited. He had been on the Board of other reputed organizations like Jindal Stainless Limited and Management Development Institute (MDI), Gurugram as well.

**Brief profile of Mr. Basant Seth is as under:**

Mr. Basant Seth has over 40 years of experience in finance & banking, management & administrative matters. He has headed Institutions like Syndicate Bank (as Chairman and Managing Director) and SIDBI (as Deputy Managing Director). He has also served as Independent Director of State Bank of India, Central Board, where he headed several committees of the Board. He was appointed as Information Commissioner in the Central Information Commission for a period of 5 years. He has held various positions at field

level overseas posting and in administrative offices, posted as General Manager and Chief Financial officer of the Bank from October 21, 2002, to April 30, 2006, and thereafter as Chief Risk Officer up to February 28, 2007.

His Key Previous engagements include: -

Member - Auditing and Assurance Standards, Board Member - High Level Steering Committee constituted by the Reserve Bank of India to review Supervisory Processes for Commercial Banks. Chairman - Committee constituted by the Ministry of Finance, Government of India to review the system/procedures/extant guidelines on internal and concurrent audit in Public Sector Banks. Member - Corporate Debt Restructuring Standing Forum.

Mr. Seth is a qualified Chartered Accountant with a Post Graduate Diploma in Bank Management.

### **Item No. 7**

The Board is of the considered opinion that the Company is at an opportune time to raise Primary Capital for growth, expansion and enhancing profitability. At the same time, the Company seeks to enroll and strengthen institutional investor presence on its cap table. In view of this, the Board of Directors thought fit to seek approval of the shareholders for augmenting capital through Qualified Institutions Placement in terms of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

Considering the funding requirements and growth objectives of the Company and its businesses, the Board of Directors ("Board", and such term shall include a duly constituted committee thereof) at its meeting held on May 16, 2025, approved raising of funds/capital for an aggregate amount up to ₹ 1000 Crore (Rupees One Thousand Crore only), preferential allotment, private placement including a Qualified Institutions Placement ("QIP") in accordance with the provisions of Chapter VI of the ICDR Regulations, or any combination thereof, by way of issue of equity shares or by way of issue of any instrument or security including fully/partly convertible debentures, securities convertible into equity shares, Global Depository Receipts (the "GDRs"), American Depository Receipts (the "ADRs"), Foreign Currency Convertible Bonds (the "FCCBs"), or by way of a composite issue of Non-Convertible Debentures and warrants entitling the warrant holder(s) to apply for equity shares and/or any other eligible securities (instruments listed above collectively with the equity shares to be hereinafter referred to as the "Securities") or any combination of Securities, with or without premium, to be subscribed to in Indian and/or any foreign currency(ies) by all eligible investors including qualified institutional buyers as defined in the ICDR Regulations, or otherwise, foreign / resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign portfolio investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, and / or any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the "Investors") through issue of prospectus and/or placement document or other permissible / requisite offer document, as may be decided by the Board in its discretion and permitted under applicable laws and regulations.

The resolution once approved by the shareholders will be valid for a period of 365 days and the Board can take an informed decision at an appropriate time as and when the need arises to raise capital. By obtaining enabling resolution, the Company will be able to save time and efforts towards obtaining shareholders' approval via postal ballot (remote e-voting).

Since, the Resolution proposed in the Notice may result in the issue of Securities of the Company to persons other than existing Members of the Company, consent of the Members by way of special resolution is being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of the SEBI LODR Regulations. The said resolution, if passed, shall have the effect of allowing the Board on behalf of the Company to create, offer, issue and allot the securities otherwise than on pro-rata basis to QIBs.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of Section 62 and all other applicable provisions of the Companies Act, 2013, SEBI ICDR Regulations and in terms of the provisions of the SEBI LODR for authorizing the Board to issue, offer and allot equity shares as stated in the resolution through QIP in such manner and upon such terms and conditions as the Board may in its absolute discretion deems fit.

The Special Resolution enables the Board to issue securities for an aggregate consideration not exceeding Rs. 1000 crores (Rupees One Thousand Crores only) its equivalent in any other currency(ies).

In case the Issue is made through a qualified institutions placement:

- (i) the allotment of securities shall only be made to QIBs as defined under SEBI ICDR Regulations;
- (ii) the allotment of the securities shall be completed within 365 days from the date of passing of the special resolution in accordance with the SEBI ICDR Regulations and applicable laws;
- (iii) a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;  
In the event that Eligible Securities issued are eligible convertible securities under the QIP, the relevant date for the purpose of pricing of the convertible securities to be issued, shall be, either the date of the meeting at which the Board or a committee of directors authorised by the Board decides to open the proposed issue or the date on which the holders of such eligible convertible securities become entitled to apply for Equity Shares, as decided by the Board;
- (iv) the floor price will be calculated as per the formula prescribed under the SEBI ICDR Regulations;
- (v) the “relevant date” for the purposes of pricing of the Securities to be issued and allotted in the proposed QIP shall be the date of the meeting in which the Board or a duly authorised committee decides to open the proposed Issue for subscription of equity shares or any other date in accordance with applicable law;
- (vi) the equity shares of the same class, which are proposed to be allotted through qualified institutions placement, have been listed on a stock exchange for a period of at least one year prior to the date of issuance of notice to its shareholders to pass the special resolution;
- (vii) an issuer shall be eligible to make a qualified institutional placement if any of its promoters or directors is not a fugitive economic offender;
- (viii) no single allottee shall be allotted more than 50% of the proposed QIP size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. It is clarified that qualified institutional buyers belonging to the same group or who are under same control shall be deemed to be a single allottee;
- (ix) the Securities to be offered and allotted shall be in dematerialized form and shall be allotted on fully paid up basis;
- (x) the Securities allotted shall not be eligible for sale by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted under SEBI ICDR Regulations from time to time; and
- (xi) the schedule of the QIP will be as determined by the Board or its duly authorized committee.

### **Objects of the Issue**

The use of proceeds from the Issue may be utilised towards one or more, or in a combination of, for the following: prepayment/repayment of debt of the Company, capital expenditure, business expansion, funding support to subsidiaries and/or associates, working capital, investments and general corporate purposes. Several commercial and technical factors including timing of completion of the QIP, financial, market and sectoral conditions, business performance and strategy, competition, interest or exchange rate fluctuations and other external factors, which may not be within the control of the Company, impact the objects of

the Issue. The Board or Fund Raising Committee or any other duly constituted committee shall decide the specific objects towards which the Issue proceeds are deployed which will be specified in the Issue documents.

The fund to be used for general corporate purposes, if any, shall not exceed 25% of the funds to be raised through the qualified institutions placement. If the net proceeds are not completely utilised for the purposes stated hereinabove due to factors such as (i) economic and business conditions; (ii) increased competition; (iii) receiving the necessary approvals; and (iv) other commercial considerations, the same would be utilised (in part or full) as may be decided by our Board (including any duly authorized committee thereof), in accordance with applicable law.

In case, it is difficult to quantify the exact amount of fund to be used from the proceeds of the Issue, a broad range of amount may be provided by the Company in the offer document provided that the broad range shall be a realistic estimation and range gap shall not exceed +/- 10% of the amount specified for that object of the Issue.

**Basis or justification of pricing:**

The issue of Securities may be consummated in one or more tranches, at such time or times, at such price, at a discount or premium to market price in such manner and on such terms and conditions as the Board may in its absolute discretion decide taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with the book running lead manager(s) and other agencies and subject to the SEBI ICDR Regulations and other applicable laws, regulations, rules and guidelines. The price at which Securities shall be allotted in the offering shall not be less than the price determined in accordance with the SEBI ICDR Regulations, or a prescribed formula in accordance with the applicable law, as the case maybe. Since, the pricing and other terms of the QIP cannot be decided, except at a later stage, an enabling resolution is being passed to give adequate flexibility and discretion to the Board to finalize the terms of the Equity Shares that may be issued to the QIBs (as defined in Regulation 2(1)(ss) of the SEBI ICDR Regulations) in the QIP in accordance with the SEBI ICDR Regulations. The Board in accordance with applicable law and in consultation with lead managers, may offer a discount of not more than 5% or such percentage as permitted under applicable law on the floor price determined pursuant to the SEBI ICDR Regulations (i.e. not less than the average of the weekly high and low of the closing prices of the equity shares quoted on the stock exchange during the two weeks preceding the 'Relevant Date'). For this purpose, 'stock exchange' shall refer to any of the stock exchanges where the Equity Shares are listed and in which the highest trading volume in the Equity Shares has been recorded during the two weeks immediately preceding the Relevant Date).

Hence, the Board of Directors of the Company recommend passing of this resolution as mentioned under Item No.4 of this Notice for approval as a Special Resolution. The detailed terms and conditions for the issue(s)/offering(s) will be determined by the Board or the Committee thereof in its sole discretion in consultation with the advisors, Book Running Lead Managers (BRLMs), and such other authority or authorities as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

None of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

The Board has approved the Issue pursuant to its resolution dated May 16, 2025. The Board recommends the aforesaid resolution for the approval by the members as a special resolution.

**Item No. 8 to 10**

Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations") requires Members approval by means of an ordinary resolution for all material related party transactions, including transactions that are in the ordinary course of business of the concerned company.

As per the Listing Regulations, a transaction with a related party is considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹1,000 crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

The annual consolidated turnover of Centrum Capital Limited for the financial year ended March 31, 2025 was ₹ 3,49,340.01 lakhs. Accordingly, any transaction(s) with related parties [other than transaction(s) specified under Regulation 23(5) of the Listing Regulations] exceeding ₹34,934 lakhs (i.e. 10% of the Company's annual consolidated turnover) shall be considered as material transaction and hence, the approval of the Members will be required for the same.

Further, SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 8, 2022 inter alia provides that shareholders' approval of omnibus RPTs approved in an AGM shall be valid upto the date of the next AGM for a period not exceeding fifteen months. Accordingly, the approval of members is sought for the RPTs valid upto 48<sup>th</sup> AGM of the Company.

Details of the Company and its Subsidiaries in relation to the Material Related Party Transactions proposed are as below:

**Centrum Broking Limited (CBL):** CBL is a subsidiary of the Company engaged in the securities broking business. As part of its business, it seeks credit facilities from lenders in its ordinary course of business for purposes including furnishing of margins to stock exchanges and working capital. As the promoter of CBL, it is typically necessary and in the ordinary course, to provide Corporate Guarantees to lenders for facilities availed by CBL. As the promoter of CBL, it is also typically necessary and in the ordinary course, to also provide funds (equity capital, loans or otherwise) to CBL for its business. For the aforesaid purposes, the Company and CFSL may also from time to time provide funding support to CBL, in the form of equity, Inter-corporate Deposits and / or subscription to other securities. For this purpose, the Company and CFSL would be using cash flows arising from Investment and/or Financing Activities, which include funds raised by the Company/CRSL by way of Unsecured Loans and Secured Loans and / or Debentures (secured against receivables or investments) at prevailing market interest rates.

**Centrum Housing Finance Limited (CHFL):** CHFL is a material subsidiary of the Company registered as NBFC-HFC engaged in the business of providing housing finance. CHFL avails credit facilities from lenders in its ordinary course for onward lending, working capital and other general corporate purposes. As the promoter of CHFL, it is typically necessary and in the ordinary course, to provide Corporate Guarantees to lenders for facilities availed by CHFL.

**Centrum Financial Services Limited (CFSL):** CFSL, a material subsidiary of the Company, is a NBFC-CIC, registered with the Reserve Bank of India. While it does not have any lending business other than to the group companies, it is an intermediate holding company of the Group that will eventually hold all regulated businesses of the Group. CFSL shall also be required to provide debt support to its subsidiaries and associates. Towards fulfilling these, CFSL shall need to raise funds in the form of short-term and long-term loans and/or Debentures from the group as well outside lenders to acquire and consolidate investments as well as offer debt support to its subsidiaries or associates. As the promoter of CFSL, it is typically necessary and in the ordinary course for the Company, to provide Corporate Guarantees to outside lenders for facilities availed by CFSL in addition to providing funds from the Group to CFSL. The

Company and its subsidiaries may from time to time provide funding support to CFSL, including to support its investment and financing activities in the form of Unsecured Loans and Secured Loans and / or Debentures. For this purpose, the Company and Centrum Retail Services Limited, would be using cash flows arising from Investment and/or Financing Activities, which would include, inter-alia, funds raised by the Company / CRSL by way of Unsecured Loans and Secured Loans / Debentures (secured against receivables or investments or such other collateral) of varying tenures at prevailing market interest rates. Additionally, Centrum Finverse Limited, Centrum Broking Limited and Centrum Wealth Limited may also extend funding support to CFSL from their treasury surplus and from their Operating, Investing and/or Financing Activities which may include funds raised by CFL / CBL / CWL by way of Unsecured Loans and Secured Loans / Debentures (secured against receivables or investments) of varying tenures at prevailing market interest rates.

**Centrum Finverse Limited (CFL):** CFL, a step-down subsidiary of the Company, has been created to carry on the retail broking business of the Group that is presently housed in Centrum Broking Limited. CFL proposes to establish itself as a technology-led broking house. As part of its business, CFL shall seek credit facilities from lenders in its ordinary course of business for purposes including furnishing of margins to stock exchanges and working capital. As the ultimate holding company of CFL, it is typically necessary and in the ordinary course, to provide Corporate Guarantees to lenders for facilities availed by CFL. For the aforesaid purposes, the Company and CFSL may also from time to time provide funding support to CFL, in the form of equity, Inter-corporate Deposits and / or subscription to other securities. For this purpose, the Company and CFSL would be using cash flows arising from Investment and/or Financing Activities, which include funds raised by the Company/CRSL by way of Unsecured Loans and Secured Loans and / or Debentures (secured against receivables or investments) at prevailing market interest rates.

**Centrum Wealth Limited (CWL):** CWL, a material (step-down) subsidiary of the Company, is engaged in the Wealth Management business. CWL as part of its Wealth Management business, requires funds to finance its stock-in-trade investments (securities) as well as working capital from time to time. The Company, CFSL and CRSL offer funding support to CWL for these purposes from time to time in the form of Inter Corporate Deposits, short-term loans or debt instruments. For this purpose, the Company, CFSL and Centrum Retail Services Limited, would be using cash flows arising from Investment and/or Financing Activities, which include funds raised by the Company, CFSL and Centrum Retail Services Limited by way of Unsecured Loans and Secured Loans / Debentures (secured against receivables or investments) of varying tenures at prevailing market interest rates.

**Centrum Retail Services Limited (CRSL):** CRSL, for its business purposes, working capital, debt servicing and support to its subsidiaries and associates, and other general corporate purposes, raises debt from various sources in the form of short-term and long-term loans/Debentures from the group as well outside lenders. CRSL, from time to time relies on Centrum Group Entities including the Company, CWL and CFSL to fund these requirements. It also provides funding support to subsidiaries subject to availability of liquidity. For this purpose, the Company and CFSL, would be using cash flows arising from Investment and/or Financing Activities, which include funds raised by the Company/CFSL by way of Unsecured Loans and Secured Loans / Debentures (secured against receivables or investments) of varying tenures at prevailing market interest rates. Additionally, Centrum Wealth Limited may also extend funding support to CRSL using their cash flows from their Operating and/or Financing Activities which may include funds raised by CWL by way of Unsecured Loans and Secured Loans / Debentures (secured against receivables or investments) of varying tenures at prevailing market interest rates.

The Company for its working capital requirements, support to other subsidiaries and associates, new business initiatives, re-payment of debt and other general corporate purposes raises debt from various sources. To part-fund this requirement, the Company borrows money from its subsidiaries including CWL, CRSL, CFL and CFSL subject to these entities having surplus funds from their operating, investment or financing cash flows. This typically helps in effective and efficient treasury management across the Group.

The borrowings of these subsidiaries include borrowings in the form of Unsecured Loans and/or Secured Loans/Debentures (secured against loan receivables or investments) of varying tenures at prevailing market interest rates.

Other information pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 for Item Nos. 8 to 10 are provided subsequently in this Explanatory Statement for each item separately.

The Management had provided the Audit Committee with relevant details of the proposed RPTs, including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted its approval for entering into the below mentioned RPTs.

None of the Directors, KMPs and/ or their respective relatives are in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item Nos. 8 to 10 of the Notice except to the extent of their shareholding in the Company / Related Parties.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item Nos. 8 to 10 of the Notice for approval by the Members. The Members may note that in terms of the provisions of the Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 8 to 10 of the Notice, whether the entity is a Related Party to the particular transaction or not.

The %age of turnover in respect of Corporate Guarantees as proposed in the resolution in Item No. 8 for the benefit of the subsidiaries are as below:

<b>Name of the Subsidiary</b>	<b>Net Outstanding Limit (in Rs. Crores)</b>	<b>%age of Annual Consolidated Turnover of Centrum Capital Limited</b>	<b>%age of Standalone Turnover of Subsidiary</b>
Centrum Broking Limited	150	4.30	173.15
Centrum Housing Finance Limited	1000	28.62	471.81
Centrum Financial Services Limited	200	5.73	1509.01
Centrum Finverse Limited	100	2.86	Not Applicable

Further, the Member's approval is sought by way of a resolution on account of the limits exceeding the materiality threshold (i.e. more than 10% of the listed entity's consolidated turnover) as specified under the Listing Regulations. The Company may not necessarily charge commissions to subsidiaries for providing corporate guarantees.

The Members may note that the transactions have been reviewed by the Audit Committee of the Company and they have provided their assent for the same.

Further, the Board of Directors/delegated authority would carefully evaluate the proposals and provide such corporate guarantees from time to time, only for principal business activities which ultimately work towards the attainment of their growth and expansion endeavors in the larger beneficial interest of the stakeholders of the Company.



The %age of turnover in respect of the overall exposure outstanding as proposed in the resolution in Item No. 9 for the Company and its Subsidiaries are as provided below:

Name of the Subsidiary	Outstanding Amount (in Rs. Crores)	% of consolidated turnover of the Company	% of standalone turnover of the Subsidiary
Centrum Financial Services Limited	200	5.73	1509.01
Centrum Wealth Limited	200	5.73	140.13
Centrum Finverse Limited	100	2.86	Not Applicable
Centrum Broking Limited	100	2.86	115.43

The %age of standalone turnover in respect of the overall exposure outstanding as proposed in the resolution in Item No. 10 for the Subsidiaries are as provided below:

Name of the Subsidiary (A)	Name of Subsidiary (B)	Outstanding Amount (in Rs. Crores)	% of Turnover (A)	% of Turnover (B)
Centrum Retail Services Limited	Centrum Financial Services Limited	200	80.77	1509.01
Centrum Retail Services Limited	Centrum Wealth Limited	200	80.77	140.13
Centrum Retail Services Limited	Centrum Broking Limited	100	40.39	115.43
Centrum Retail Services Limited	Centrum Finverse Limited	100	40.39	Not Applicable
Centrum Financial Services Limited	Centrum Wealth Limited	200	1509.01	140.13
Centrum Financial Services Limited	Centrum Wealth Limited	200	1509.01	140.13
Centrum Financial Services Limited	Centrum Finverse Limited	50	377.25	Not Applicable
Centrum Financial Services Limited	Centrum Broking Limited	50	377.25	57.72

The Members may note that the Company seeks an upper limit on borrowings wherein the amount outstanding by either party to the other shall not exceed the amounts that have been specified in the resolution proposed at any given point in time during the term as specified in the resolution as there shall be a large number of transactions, the aggregate cumulative amount may not be ascertained for such transactions.

Further, the Members may note that though the transactions are at arms' length and in the ordinary course of business, Members approval is sought by way of a resolution on account of the limits exceeding the materiality threshold (i.e. more than 10% of the listed entity's consolidated turnover) as specified under the Listing Regulations.

**Item No. 11**

The Company is a listed Category I Merchant Banker, engaged in carrying on merchant banking activities and is governed by SEBI Rules and Regulations. The other businesses of the Company within the financial services spectrum are carried on by the various subsidiaries / step-down subsidiaries / Associates, which are inter alia respectively engaged in the business of Stock broking, IT and HR Management Services, Wealth Management, Housing Finance, Banking, Asset Management business, ("Centrum Group") etc.

Given the nature of the businesses of the Companies in the Centrum Group, there is a recurring movement of money within the Centrum Group entities for short durations to seize the business opportunities with limited turn-around times for arrangement on sufficient liquidity.

It is inherent and therefore becomes necessary and incumbent and in the ordinary course, that each entity in the Centrum Group supports the other entities by periodic capital infusions through customary modes as are prevalent in the industry, towards the attainment of growth and expansion endeavours and optimal use of capital, in the larger beneficial interest of the stakeholders of the Company. Necessarily, from a strategic perspective, it entails inter-alia investments, divestments, buy-back of securities, purchase and or sale of assets / securities, entering into leasing arrangements, provision / availing of services, management services, professional services etc. and lending/borrowing, providing corporate guarantees and securities for existing/new credit facility(ies). A Group Company may not necessarily charge Commissions for issue of Corporate Guarantees to lenders of a Subsidiary or Associate company.

The Members may note that the approval sought vide this item excludes from within its ambit:

- a. transactions of the Company with its wholly-owned subsidiaries;
- b. the transactions between 2 wholly-owned subsidiaries whose accounts are consolidated with that of Company; and
- c. transactions for which specific approval of the Committee has been sought in Items 8 to 10 of this Notice.

The Members may note that Board of Directors of each entity and / or the Audit committees of the respective Boards would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, for business activities of the entities in Centrum Group.

Since some of the above contemplated transactions are not fixed for any particular term, it is not possible for the Company to ascribe an explicit monetary value to such transactions. However, Related Party Transaction shall be reported to the Audit Committee and/or Board in terms of the provisions of the Companies Act, 2013 and the Listing Regulations.

In view of the above, approval of the Members is being sought for following transactions/ contracts which may be entered into by the Company with its related parties for an amount not exceeding the limits stated herein below during the Financial Year 2024-25 and up to the conclusion of the 47th Annual General Meeting of the Company, which presently exceed and are likely to exceed in future, the threshold for material related party transactions as prescribed under applicable law, from time to time:

Name of the Company	Relationship with the Company	Nature of Transaction	Aggregate Limit (INR)	% with respect to Entity's Turnover* (in %)	Turnover (INR in Crore)
Centrum Capital Limited	Company	1. Investment / Disinvestment / buyback of securities,  2. Purchase and or sale of assets / securities, entering into leasing arrangements, provision / availing of services, management services, professional services. etc  3. Lending / borrowing, providing and receiving corporate guarantees and providing securities for existing/new credit facility (ies) whether availed by the company or it's group companies	300 crores	8.59	3489.21
Centrum Retail Services Limited	Subsidiaries			121.16	247.60
Centrum Broking Limited				451.60	66.43
Centrum Financial Services Limited			2264.15	13.25	
Centrum Housing Finance Limited			153.147	195.89	
Centrum Capital Advisors Limited			6024.09	4.98	
Modulus Alternatives Investment Managers Limited			300 crores	3378.38	8.88
Centrum Alternatives LLP				Not Applicable	Not Applicable
Centrum Wealth Limited	Step-down Subsidiaries		179.78	166.87	
Ignis Capital Advisors Limited			15,000	2.00	
Centrum Insurance Brokers Limited			179.78	13.03	
Centrum Investment Advisors Limited			1399.25	21.44	
Unity Small Finance Bank Limited			13.77	2177.97	
Centrum Finverse Limited			Not Applicable	Not Applicable	
Acorn Fund Consultants Private Limited**	Associate Company		300 crores	17,191.75	1.76

\*Consolidated for Centrum Capital Limited and Standalone for other entities.

\*\* Turnover specified is for FY 2024-25 except for Acorn Fund Consultants Private Limited where it is FY 2023-24.

#### Item No. 12:

It is proposed to take approval of the Members of the Company for authorization to the Board for making donation to bonafide charitable and other funds under Section 181 of Companies Act, 2013, upto an aggregate amount of contribution to such funds in a financial year shall not exceed the limits as set out in section 181 or a sum of ₹ 1 crore, whichever is higher.

The Board recommends the aforesaid Ordinary Resolution set out at Item No. 12 for the approval of the Members of the Company.

None of the Directors/Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 12.

#### Item No. 13

Incorporated pursuant to Addendum dated July 15, 2025 issued by the Company, dispatched to the shareholders on July 16, 2025.

Refer point 19 of the Notes forming part of this Notice.

The Members of Centrum Capital Limited are hereby informed that the Board of Directors of the Company at their Meeting held on July 15, 2025, subject to the approval of the Members of the Company and such other approvals as may be required, approved the issuance of up to 5,01,91,537 Equity Shares of face value Re. 1/- (Rupee One Only) at a premium of Rs. 33.38/- (Rupees Thirty-three

and Paise Thirty-eight only), for cash consideration, i.e. at a price of Rs. 34.38/- (Rupees Thirty-four and Paise Thirty-eight Only) aggregating to Rs. 172,55,85,042.06/- (Rupees One Hundred Seventy Two Crore, Fifty-five Lakh, Eighty-five Thousand and Forty-two and Paise Six Only) to the following Non-Promoter categories of persons ("Proposed Allottees"):

Sr. No.	Name	Equity Proposed	Shares
1	Negen Undiscovered Value Fund	72,71,669	
2	Prisach Consultants LLP	58,17,335	
3	LC Pharos Multi Strategy Fund VCC - LC Pharos Multi Strategy Fund SF1	43,63,001	
4	Neo Special Credit Opportunities Fund	43,63,001	
5	Kitara India Growth Fund	37,81,268	
6	Ajay Kumar Aggarwal	31,99,534	
7	NAV Capital VCC – NAV Capital Emerging Star Fund	30,00,000	
8	Mavira Growth Opportunities Fund	18,90,634	
9	NAV Bharat Investment Opportunities Fund	15,27,050	
10	Jaideep Narendra Sampat	10,18,033	
11	Ranjanben Talakshi Vora	10,18,033	
12	Narendra D Sampat HUF	10,18,033	
13	Sandeep Shridhar Ghate	9,88,947	
14	Sandhya Anil Dedhia	7,99,883	
15	Mulesh Manilal Savla HUF	7,27,166	
16	Alok Agarwal	5,81,733	
17	Upsurge Investment & Finance Limited	5,09,016	
18	Tradelink Exim (India) Private Limited	4,50,000	
19	Cavi First Principles Fund	4,36,300	
20	Rajyovars Capital Private Limited	4,36,300	
21	Divya Arora	3,00,000	
22	Vineet Arora	3,00,000	
23	Nikhil Tyagi	3,00,000	
24	Helium Traders Private Limited	2,90,866	
25	Kalpana Sudhir Bheda	2,90,866	
26	Sonal Rakesh Sanghavi	2,90,866	
27	Deena Champak Dedhia	2,90,866	
28	Purvi Paresh Kariya	2,90,866	
29	Nikunj Dhanuka	2,90,866	
30	Roha Venture Firm	2,90,866	
31	Asset Alliance Securities Private Limited	2,90,866	
32	Gaurav Chemicals (India) LLP	2,90,866	
33	Ravi Srinivasa Rao	2,90,866	
34	Fenil Girish Bheda	2,90,866	
35	Sanjay Singh	2,90,866	
36	Vikas Arora	2,00,000	
37	Sanghi Usha	1,50,000	
38	Parul Vignesh Bheda	1,45,433	
39	Shah Denish PravinBhai	1,45,433	
40	Jay D. Shah HUF	1,45,433	

41	Rita Sharad Shah	1,45,433
42	Sheela Ashwin Gada	1,45,433
43	Dipti Gupta	1,45,433
44	Vaibhav Dhasmana	1,45,433
45	Pallavi Sharma	1,45,433
46	Munir Ajani	1,45,433
47	Sachin Shashikant Abhyankar	1,45,433
48	Siddharth Gautam Teli	1,45,433
49	Veekesh Suresh Gandhi	1,45,433
50	Five Fishers Technologies Private Limited	1,45,433
51	Rashmi Ashok Haria	72,716
52	Jatin T Gala HUF	72,716
53	Nikhil B Parikh HUF	72,716
54	Nimish Parikh	72,716
55	Ketan J Gada HUF	72,716
<b>TOTAL</b>		<b>5,01,91,537</b>

The issue and allotment of Equity Shares by the Company to shall be in accordance with the Companies Act, 2013 and rules thereunder, ICDR Regulations, Listing Regulations, and subject to the receipt of necessary approvals from the statutory authorities, if any.

Members may further note that the present authorized share capital of the Company is sufficient to accommodate the proposed issue and allotment of Equity Shares. Accordingly, approval of the Members of the Company by way of special resolution is being sought in terms of Sections 23(1)(b), 42 and 62(1)(c) of the Companies Act, 2013 as well as applicable regulations of the ICDR Regulations for the Preferential Issue, as per details mentioned in the Resolution.

**Information required in respect of the proposed issue of Equity Shares pursuant to the applicable provisions of the Companies Act, 2013, and rules framed thereunder and ICDR Regulations, is as under:**

**a) The date of passing Board Resolution for approving Preferential Issue**

The Board of Directors of the Company has approved the preferential Issue of up to 5,01,91,537 Equity Shares of face value Re. 1/- (Rupee One Only) at a premium of Rs. 33.38/- (Rupees Thirty-three and Paise thirty-eight only), for cash consideration, i.e. at a price of Rs. 34.38/- (Rupees Thirty-four and Paise Thirty-eight Only) ('Issue Price') per Equity Share aggregating to Rs. 172,55,85,042.06/- (Rupees One Hundred Seventy Two Crore, Fifty-five Lakh, Eighty-five Thousand and Forty-two and Paise Six Only) at its Meeting held on July 15, 2025.

**b) Objects of the preferential issue:**

The Company and its subsidiaries (collectively referred as 'Group') are engaged in multiple businesses viz. Investment Banking & Broking, Banking, Wealth Management, Affordable Housing Finance, Asset Management, etc. The Group has large amount of debt obligations nearing maturities. The Group meets these obligations through a combination of its borrowing programs and operating surpluses. To ensure better cash flow management and minimize the dependence on external debt, the Company intends to raise capital by way of issue of equity. Raising equity capital may also help the Company de-leverage, reduce finance costs, and provide headroom for investing in growth at an opportune time.

In furtherance of the above, the Members had vide the special resolution passed through postal ballot on June 25, 2025 approved the for issuance of up to 7,01,26,225 Equity Share Warrants ('Warrants'), each carrying a right exercisable by the Warrant Holder to subscribe to one Equity Share per Warrant, for cash consideration, at a price of Rs. 28.52/- (Rupees Twenty-Eight Paise Fifty-Two Only) per Warrant aggregating to Rs. 199,99,99,937/- (Rupees One Hundred and Ninety-nine Crore, Ninety-nine Lakh, Ninety-nine Thousand, Nine Hundred and Thirty Seven only) to JBCG Advisory Services Private Limited, a Promoter Group entity of the Company.

Further, in view of the Company's current funding requirements and in continuation of its ongoing efforts to strengthen the capital base, it is proposed to raise funds by way of a preferential issue of Equity Shares. Accordingly, the Company intends to issue Equity Shares to certain identified persons belonging to the Non-Promoter category.

The Issue Proceeds shall be utilised towards following objects of the Preferential Issue:

Nature of utilization	Amount (In Rs.)*	Tentative timeline for utilization of funds
Prepayment/ repayment of debt of the Company	80,00,00,000	Within 12 months from the date of receipt of funds.
Prepayment/ repayment of debt of the Subsidiaries of the Company	52,00,00,000	Within 12 months from the date of receipt of funds.
Other General Corporate Purposes**	40,55,85,042.06	Within 24 months from the date of receipt of funds.
<b>Total</b>	<b>172,55,85,042.06</b>	

\*Considering 100% subscription of Equity Shares within the stipulated time.

\*\* The amount to be utilized towards general corporate purposes does not exceed 25% of the total amount mentioned in the table above.

The Company along with its Subsidiaries in particular has significant amount of obligations/maturities in the coming Financial Year. The Group meets these obligations through its borrowing programs and operating surpluses. To ensure better cash flow management and reduce reliance on external debt, it is proposed to raise funds by way of this preferential issue, to part fund this requirement. The use of proceeds from the Issue will be utilised towards the purpose as stated in the table above.

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% of the amount specified for that object of issue size depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the issue proceeds are not utilized (in full or in part) for the objects during the period stated above due to any such factors, the remaining issue proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws.

The Company would have flexibility in deploying the proceeds received by the Company from the Preferential Issue in accordance with applicable laws. Pending utilization for the purposes described above, the Company intends to temporarily invest funds in money market mutual funds, current account and/or deposits with scheduled banks, subject to compliance with the applicable laws.

As required under the ICDR Regulations and other applicable laws, the Company has appointed Brickwork Ratings India Private Limited, a credit rating agency registered with SEBI, having its office at 3<sup>rd</sup> Floor, Raj Alkaa Park, Kalena Agrahara, Bannerghatta Road, Bangalore - 560076, as the monitoring agency to monitor the use of proceeds by the Company till 100% (hundred percent) of such proceeds have been utilized.

#### c) Kinds of securities offered and maximum / total number of securities to be issued:

The resolution set out in the Notice authorizes the Board to issue and allot up to issue and allot 5,01,91,537 Equity Shares of face value Re. 1/- (Rupee One Only) at a premium of Rs. 33.38/- (Rupees Thirty-three and Paise thirty-eight only), for cash consideration, i.e. at a price of Rs. 34.38/- (Rupees Thirty-four and Paise Thirty-eight Only) ('Issue Price') per Equity Share aggregating to Rs. 172,55,85,042.06/- (Rupees One Hundred Seventy Two Crore, Fifty-five Lakh, Eighty-five Thousand and Forty-two and Paise Six Only).

**d) Price or price band at / within which the allotment is proposed for pricing of preferential issue:**

The Company proposes to issue and allot **5,01,91,537** Equity Shares of face value Re. 1/- (Rupee One Only) at a premium of Rs. 33.38/- (Rupees Thirty-three and Paise thirty-eight only), for cash consideration, i.e. at a price of Rs. 34.38/- (Rupees Thirty-four and Paise Thirty-eight Only) ('Issue Price') per Equity Share aggregating to Rs. 172,55,85,042.06/- (Rupees One Hundred Seventy Two Crore, Fifty-five Lakh, Eighty-five Thousand and Forty-two and Paise Six Only). The pricing for the proposed allotment of Equity Shares is in accordance with the ICDR Regulations.

**e) Basis or justification for the price (including premium, if any) at which the offer or invitation is being made**

The value of Equity Share of the Company has been derived as per Valuation Report prepared by Kalyanam Bhaskar, Registered Valuer having Registration No. IBBI/RV/06/2020/12959 in accordance with the requirements of the SEBI ICDR Regulations and Companies Act, 2013. The valuation report is also uploaded on the website of the Company at <https://centrum.co.in/investor-relations/centrum-capital-limited/other-documents>

**f) Relevant Date with reference to which the price has been arrived at:**

The "Relevant Date" for the purpose of determination of the Floor Price of the Equity Shares to be issued and allotted as above, is Wednesday, July 9, 2025, which is 30 (thirty) days prior to the date on which the special resolution by the shareholders is proposed to be passed i.e. Friday, August 8, 2025.

**g) The Class or classes of persons/names of the proposed allottee(s) to whom the allotment is made and the percentage of post-preferential offer capital that may be held by them:**

The proposed allotment, if approved, is to be made following Non-Promoter categories of persons

Sr. No	Name	No. of Proposed Allotment	Shares for	Pre-Preferential Holding	Post Preferential Holding %
1	Negen Undiscovered Value Fund	7271669.00		0.00	1.56
2	Prisach Consultants LLP	5817335.00		0.00	1.25
3	LC Pharos Multi Strategy Fund VCC - LC Pharos Multi Strategy Fund SF1	4363001.00		0.00	0.94
4	Neo Special Credit Opportunities Fund	4363001.00		0.00	0.94
5	Kitara India Growth Fund	3781268.00		0.00	0.81
6	Ajay Kumar Aggarwal	3199534.00		0.00	0.69
7	NAV Capital VCC – NAV Capital Emerging Star Fund	3000000.00		0.00	0.64
8	Mavira Growth Opportunities Fund	1890634.00		0.00	0.41
9	NAV Bharat Investment Opportunities Fund	1527050.00		0.00	0.33
10	Jaideep Narendra Sampat	1018033.00		0.00	0.22
11	Ranjanben Talakshi Vora	1018033.00		0.00	0.22
12	Narendra D Sampat HUF	1018033.00		0.00	0.22
13	Sandeep Shridhar Ghate	988947.00		0.00	0.21
14	Sandhya Anil Dedhia	799883.00		0.00	0.17
15	Mulesh Manilal Savla HUF	727166.00		0.00	0.16
16	Alok Agarwal	581733.00		8,50,000.00	0.31
17	Upsurge Investment & Finance Limited	509016.00		0.00	0.11
18	Tradelink Exim (India) Private Limited	450000.00		0.00	0.10
19	Cavi First Principles Fund	436300.00		0.00	0.09

20	Rajyovars Capital Private Limited	436300.00	0.00	0.09
21	Divya Arora	300000.00	0.00	0.06
22	Vineet Arora	300000.00	0.00	0.06
23	Nikhil Tyagi	300000.00	0.00	0.06
24	Helium Traders Private Limited	290866.00	0.00	0.06
25	Kalpana Sudhir Bheda	290866.00	0.00	0.06
26	Sonal Rakesh Sanghavi	290866.00	0.00	0.06
27	Deena Champak Dedhia	290866.00	0.00	0.06
28	Purvi Paresh Kariya	290866.00	0.00	0.06
29	Nikunj Dhanuka	290866.00	0.00	0.06
30	Roha Venture Firm	290866.00	0.00	0.06
31	Asset Alliance Securities Private Limited	290866.00	0.00	0.06
32	Gaurav Chemicals (India) LLP	290866.00	0.00	0.06
33	Ravi Srinivasa Rao	290866.00	0.00	0.06
34	Fenil Girish Bheda	290866.00	0.00	0.06
35	Sanjay Singh	290866.00	0.00	0.06
36	Vikas Arora	200000.00	0.00	0.04
37	Sanghi Usha	150000.00	0.00	0.03
38	Parul Vignesh Bheda	145433.00	0.00	0.03
39	Shah Denish PravinBhai	145433.00	0.00	0.03
40	Jay D. Shah HUF	145433.00	0.00	0.03
41	Rita Sharad Shah	145433.00	0.00	0.03
42	Sheela Ashwin Gada	145433.00	0.00	0.03
43	Dipti Gupta	145433.00	0.00	0.03
44	Vaibhav Dhasmana	145433.00	0.00	0.03
45	Pallavi Sharma	145433.00	0.00	0.03
46	Munir Ajani	145433.00	0.00	0.03
47	Sachin Shashikant Abhyankar	145433.00	0.00	0.03
48	Siddharth Gautam Teli	145433.00	0.00	0.03
49	Veekesh Suresh Gandhi	145433.00	0.00	0.03
50	Five Fishers Technologies Private Limited	145433.00	0.00	0.03
51	Rashmi Ashok Haria	72716.00	0.00	0.02
52	Jatin T Gala HUF	72716.00	25,000.00	0.02
53	Nikhil B Parikh HUF	72716.00	5,000.00	0.02
54	Nimish Parikh	72716.00	0.00	0.02
55	Ketan J Gada HUF	72716.00	0.00	0.02
	<b>Total</b>	<b>50191537.00</b>	<b>8,80,000.00</b>	<b>10.95</b>

**h) Intention of the promoters / promoter group / directors / key managerial personnel / senior management of the Company to subscribe to the offer:**

No Promoter, Directors, Key Managerial Personnel or Senior Management of the Company will subscribe to the proposed issue and they will not be making any contribution as part of the offer. Further, there will be no change in Control/ Management. However, voting rights will change in tandem with the shareholding pattern.



**i) Proposed time / time schedule within which the preferential issue or allotment of equity shares shall be completed:**

As required under the SEBI (ICDR) Regulations, Equity Shares shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date receipt of last of such approvals.

**j) The name of the proposed allottee and the percentage of post preferential offer capital that may be held by them:**

The proposed allotment, if approved, is to be made following Non-Promoter categories of persons. The details of the holding will be as specified in the table in point 'g' above.

**k) Change in control, if any, in the Company that would occur consequent to the preferential issue:**

There will be no change in control over the Company pursuant to the completion of the preferential allotment of the Equity Shares to the Proposed Allottee.

**l) Number of persons to whom preferential allotment has already been made during the financial year, in terms of number of securities as well as price:**

The Members of the Company had vide the special resolution passed through postal ballot on June 25, 2025 approved the for issuance of up to 7,01,26,225 Equity Share Warrants ('Warrants'), each carrying a right exercisable by the Warrant Holder to subscribe to one Equity Share per Warrant, for cash consideration, at a price of Rs. 28.52/- (Rupees Twenty-Eight Paise Fifty-Two Only) per Warrant aggregating to Rs. 199,99,99,937/- (Rupees One Hundred and Ninety-nine Crore, Ninety-nine Lakh, Ninety-nine Thousand, Nine Hundred and Thirty Seven only) to JBCG Advisory Services Private Limited, a Promoter Group entity of the Company, subject to the requisite regulatory approval. The Company has not received In-principle approval for the issuance of Warrants till the date of this addendum to the Notice of 47th Annual General Meeting of the Company. Allotment of Warrants will be made during the financial year 2025-26.

Save and except the preferential issue of the Equity Shares as proposed in this Addendum, the Company has not made any other preferential allotment of Equity Shares during the current financial year 2025-26.

**m) The justification for the proposed allotment to be made for consideration other than cash together with the valuation report of the registered valuer:**

Not applicable as the Company is allotting Equity Shares for consideration in cash.

**n) Shareholding Pattern before and after the Issue:**

Refer Annexure-A of this Addendum

**o) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottee:**

Based on the confirmation received from the Proposed Allottees, the following natural persons are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottees:

Sr. No.	Name	UBO Name
1	Negen Undiscovered Value Fund	Neil Madan Bahal
2	Prisach Consultants LLP	1.Akash Bhanshali 2.Krutarth Shah
3	LC Pharos Multi Strategy Fund VCC - LC Pharos Multi Strategy Fund SF1	Not Applicable

4	Neo Special Credit Opportunities Fund	1.Hemant Daga 2.Nitin Jain
5	Kitara India Growth Fund	Kitara India Microcap Growth Fund
6	Ajay Kumar Aggarwal	Not Applicable
7	NAV Capital VCC – NAV Capital Emerging Star Fund	1. Turning Leaf Asset Management Pte. Ltd. (Investment Manager -IM) 2.Veerendra Kedarnath Chandalada
8	Mavira Growth Opportunities Fund	1. Mayak Rajesh Mamania 2. Vijesh Chandrakant Shah
9	NAV Bharat Investment Opportunities Fund	1.Vineet Arora 2.Jatin Agarwal
10	Jaideep Narendra Sampat	Not Applicable
11	Ranjanben Talakshi Vora	Not Applicable
12	Narendra D Sampat HUF	Jaideep Narendra Sampat
13	Sandeep Shridhar Ghate	Not Applicable
14	Sandhya Anil Dedhia	Not Applicable
15	Mulesh Manilal Savla HUF	Mulesh Manilal Savla
16	Alok Agarwal	Not Applicable
17	Upsurge Investment & Finance Limited	1.Dayakrishna Goyal 2.Pratibha Goyal
18	Tradelink Exim (India) Private Limited	Anil Madanlal Raika
19	Cavi First Principles Fund	1.Karan Premchand Gupta 2.Ashutosh Nitin Ganatra
20	Rajyovars Capital Private Limited	Jyoti Vardhan Sonthalia
21	Divya Arora	Not Applicable
22	Vineet Arora	Not Applicable
23	Nikhil Tyagi	Not Applicable
24	Helium Traders Private Limited	1.Shailesh Soni 2.Shraddha Soni
25	Kalpana Sudhir Bheda	Not Applicable
26	Sonal Rakesh Sanghavi	Not Applicable
27	Deena Champak Dedhia	Not Applicable
28	Purvi Paresh Kariya	Not Applicable
29	Nikunj Dhanuka	Not Applicable
30	Roha Venture Firm	1. Ramakant Jagdishprasad Tibrewala 2. Brijesh Ramakant Tibrewala 3. Mahesh Ramakant Tiberwala
31	Asset Alliance Securities Private Limited	Jash Parag Shah
32	Gaurav Chemicals (India) LLP	Madhu Surendra Mohatta
33	Ravi Srinivasa Rao	Not Applicable
34	Fenil Girish Bheda	Not Applicable
35	Sanjay Singh	Not Applicable
36	Vikas Arora	Not Applicable
37	Sanghi Usha	Not Applicable
38	Parul Vignesh Bheda	Not Applicable
39	Shah Denish PravinBhai	Not Applicable

40	Jay D. Shah HUF	Jay Deepak Shah
41	Rita Sharad Shah	Not Applicable
42	Sheela Ashwin Gada	Not Applicable
43	Dipti Gupta	Not Applicable
44	Vaibhav Dhasmana	Not Applicable
45	Pallavi Sharma	Not Applicable
46	Munir Ajani	Not Applicable
47	Sachin Shashikant Abhyankar	Not Applicable
48	Siddharth Gautam Teli	Not Applicable
49	Veekesh Suresh Gandhi	Not Applicable
50	Five Fishers Technologies Private Limited	1. Darshit Kapurchand Shah 2. Mittal Darshit Shah
51	Rashmi Ashok Haria	Not Applicable
52	Jatin T Gala HUF	Jatin Tarachand Gala
53	Nikhil B Parikh HUF	Nikhil Parikh
54	Nimish Parikh	Not Applicable
55	Ketan J Gada HUF	Ketan Jayant Gada

**p) The current and proposed status of the Proposed Allottee post the preferential issue namely promoter and non-promoter:**

All Proposed Allottees as on the date of this Notice are non-promoters. Post the proposed allotment, they will continue to be remain non-promoters.

**q) Practicing Company Secretary's Certificate:**

The Company has obtained a certificate from M/s. Makarand M. Joshi & Co, Practicing Company Secretaries, , certifying that the preferential issue is being made in accordance with the requirements of the ICDR Regulations and the same is available for inspection by a Member upon request. Kindly send your request at [secretarial@centrum.co.in](mailto:secretarial@centrum.co.in). A copy of the certificate is also made available on the website of the Company at <https://centrum.co.in/investor-relations/centrum-capital-limited/other-documents>.

**r) Particulars of the offer including date of passing of Board resolution:**

The Board of Directors of the Company at its meeting held on July 15, 2025, approved issuance of the Equity Shares to the Proposed Allottees by way of preferential issue for cash consideration.

**s) Name and address of the valuer who performed the valuation:**

The pricing of the Equity Shares has been performed by Mr. Kalyanam Bhaskar, an independent registered valuer under the provisions of Companies Act, 2013, SEBI ICDR Regulations, 2018 with registration no. IBBI/RV/06/2020/12959 having its office at 01, Rangaprasad Enclave, Vinayak Nagar, Gachibowli, Hyderabad, India – 500032, vide its report dated July 09, 2025.

**t) Amount which the Company intends to raise by way of issue of securities:**

The Company, pursuant to the proposed Preferential Issue of Equity Shares proposes to raise up to Rs. 172,55,85,042.06/- (Rupees One Hundred Seventy Two Crore, Fifty-five Lakh, Eighty-five Thousand and Forty-two and Paise Six Only).

**u) Material terms of raising of securities and principle terms of assets charged as securities:**

The Material terms of issuing Equity Shares are mentioned in the proposed resolutions and this Explanatory Statement. Further, no assets of the Company are getting charged as security.

**v) Lock-in period:**

The Equity Shares shall be locked-in for such period as may be specified under Regulations 167 and 168 of the ICDR Regulations. The entire pre-preferential allotment shareholding of the Proposed allottees shall be locked-in from the relevant date up to a period of 90 trading days from the date of allotment of such securities as specified under Regulation 167(6) of the ICDR Regulations.

**w) Disclosures under Schedule VI of the ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:**

Neither the Company, nor any of its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the ICDR Regulations. The proposed Preferential Issue is not being made to any person who shares a land border with India.

**x) Undertaking:**

Since the equity shares of the Company have been listed on Stock Exchanges for a period of more than 90 (ninety) trading days prior to the Relevant Date, it is not required to re-compute the price per Warrant to be issued as per Regulation 164(3) of ICDR Regulations. Accordingly, the Company is also not required to submit the undertaking specified under Regulations 163(1)(g) and (h) of the ICDR Regulations.

However, the Company shall re-compute the price of the Equity, if it is required to do so as per the applicable laws. If the amount payable on account of the re-computation of price is not paid within the time stipulated in ICDR Regulations, the Equity Shares shall continue to be locked-in till the time such amount is paid.

**y) Other Disclosures:**

- (a) The Company is eligible to make the Preferential Issue of Equity Shares under the provisions of Chapter V of the ICDR Regulations and the Companies Act, 2013.
- (b) Neither the Promoter or Promoter Group members of the Company nor any of the Directors of the Company are categorized as a fugitive economic offender, as defined under the ICDR Regulations.
- (c) The Proposed Allottees have not sold any Equity Shares of the Company during the 90 (ninety) trading days preceding the Relevant Date.
- (d) The Company has no subsisting default in the redemption or payment of dividend on Equity Shares of the Company since the commencement of the Companies Act, 2013.
- (e) The Company does not have any outstanding dues to the SEBI, the Stock Exchanges or the Depositories as on the date of the Notice.
- (f) The proposed Preferential Issue is not being made to any person or body corporate incorporated in, or a national of a country, which shares a land border with India.
- (g) The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the Listing Agreement entered with the Stock Exchanges and the Listing Regulations, as amended and Circulars and Notifications issued by the SEBI thereunder.
- (h) Provisions of Regulation 166A of the Chapter V of ICDR Regulations are not applicable to the Company as the proposed Preferential Issue does not envisage change in control or allotment of more than 5% of the post issue fully diluted share capital of Company to a single allottee.
- (i) The Company will make an application to the Stock Exchanges on which the existing shares are listed, for listing of the Equity Shares. Such Equity Shares, once allotted, shall rank pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.
- (j) Issue of the equity shares would be well within the Authorised Share Capital of the Company.

The approval of the shareholders by way of special resolution as set out in this Notice, is sought for the proposed issue and allotment of the Equity Shares to the Proposed Allottee on a preferential basis (for cash consideration), pursuant to the applicable provisions

of the Companies Act, 2013, read with applicable rules framed thereunder and the ICDR Regulations.

Accordingly, the Board believes that the proposed issue is in the best interest of the Company and its Members and therefore recommends the resolution set out in Item No. 13 of the Notice for approval by shareholders of the Company by way of a special resolution.

The copies of the related documents will be made available for inspection to a Member upon request.

None of the other Directors or Key Managerial Personnel and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the passing of the resolution set out at Item No. 13 of the Notice, except to the extent of their shareholding, if any, in the Company.

**By order of the Board of Directors,  
For Centrum Capital Limited**

**Place: Mumbai  
Date: May 16, 2025**

**Balakrishna Kumar  
Company Secretary  
ACS No. 51901**

## ANNEXURE

Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to the Directors seeking Appointment/Re-appointment in the 47<sup>th</sup> Annual General Meeting:

<b>Name of Director</b>	<b>Mrs. Mahakhurshid Byramjee</b>
Director Identification Number	00164191
Category	Non-Executive Director liable to retire by rotation
Date on first appointment on Board	April 18, 2001
Age & Date of Birth	Age: 79 Years; Date of Birth: April 12, 1946
Qualification	Bachelor's degree in Commerce & Economics from Mumbai University
Experience/Expertise	<p>Mrs. Mahakhurshid K. Byramjee heads the real estate division of the Casby Group. She obtained her Bachelor's degree in Commerce &amp; Economics from Mumbai University.</p> <p>She has been in the construction business for over three decades. She leads the company's activities of the construction of Gated Communities and individual bespoke bungalows. She also runs a commercial fruit orchard on the outskirts of Maharashtra.</p> <p>She is also heavily involved in social activities which are carried out by the family trust. The trust's activities include running an English Medium School for tribal children in rural Maharashtra and running a free Diagnostic Centre for the poor in Mumbai.</p>
Terms and conditions of appointment or re-appointment	Appointed as a Director liable to retire by rotation.
Details of remuneration sought to be paid and the remuneration last drawn by such person	₹ 1,00,000/- (Sitting Fees)
Number of Meetings of the Board attended during the year	No. of Board Meetings Held – 5 No. of Board Meetings attended – 1
Directorships held in other companies (excluding foreign companies) as on date	<ol style="list-style-type: none"> <li>1. Lion Estates Private Limited</li> <li>2. Aquarius Estates Private Limited</li> <li>3. Nightingale Estates Private Limited</li> <li>4. Surveyors and Company Private Limited</li> <li>5. Jakari Trading Private Limited</li> <li>6. Casby Global Air Private Limited</li> <li>7. Sea Freight Private Limited</li> <li>8. Jakari Terminals Private Limited</li> <li>9. Kavita Stockbrokers Private Limited</li> <li>10. Aishwarya Credit and Capital Private Limited</li> <li>11. KJ Finserv Private Limited</li> <li>12. Jakari Builders Private Limited</li> <li>13. Karmark Estates Private Limited</li> <li>14. Jakari Developers Private Limited</li> <li>15. Kaikobad Byramjee and Sons (Agency) Private Limited</li> <li>16. M B Eduljee Cassinath Sons Private Limited</li> <li>17. Casby Logistics Private Limited</li> </ol>
Memberships / Chairpersonship of committees across companies (only Statutory Committees as required to be constituted under the Act considered)	NIL
Shareholding in the Company as on March 31, 2025	68,61,120 Shares
Disclosure of relationship with other Directors / Manager / Key Managerial Personnel	Mr. Rishad Byramjee is the son of Mrs. Mahakhurshid Byramjee. None of the other Directors are related inter-se.

<b>Name of Director</b>	<b>Mr. Subhash Kutte</b>
Director Identification Number	00233322
Category	Non-Executive Director liable to retire by rotation
Date on first appointment on Board	July 06, 2025
Age & Date of Birth	Age: 72 Years; Date of Birth: December 04, 1952
Qualification	Bachelor's degree in commerce
Experience/Expertise	As per the details under the resolution and Explanatory Statement
Terms and conditions of appointment or re-appointment	As per the details under the resolution and Explanatory Statement
Details of remuneration sought to be paid and the remuneration last drawn by such person	NIL
Number of Meetings of the Board attended during the year	No. of Board Meetings Held – 5 No. of Board Meetings attended – 5
Directorships held in other companies (excluding foreign companies) as on date	1. Synergy Green Industries Limited 2. Centrum Financial Services Limited 3. Centrum Wealth Limited 4. Centrum Retail Services Limited 5. Unity Small Finance Bank Limited 6. The Ugar Sugar Works Limited
Memberships / Chairpersonship of committees across companies (only Statutory Committees as required to be constituted under the Act considered)	<b><u>Synergy Green Industries Limited:</u></b> a. Audit Committee, Chairperson b. Nomination and Remuneration Committee, Member <b><u>Centrum Capital Limited:</u></b> a. Audit Committee, Chairperson b. Nomination and Remuneration Committee, Chairperson c. Stakeholders Relationship Committee, Member d. Corporate Social Responsibility Committee, Member e. Risk Management Committee, Member <b><u>Unity Small Finance Bank Limited:</u></b> a. Audit Committee, Member b. Risk Management Committee, Chairperson <b><u>Centrum Wealth Limited:</u></b> a. Audit Committee, Member b. Nomination and Remuneration Committee, Chairperson <b><u>Centrum Retail Services Limited:</u></b> a. Audit Committee, Chairperson b. Nomination and Remuneration Committee, Chairperson c. Stakeholders Relationship Committee, Member <b><u>Centrum Financial Services Limited:</u></b> a. Audit Committee, Member b. Nomination and Remuneration Committee, Chairperson <b><u>The Ugar Sugar Works Limited:</u></b> a. Audit Committee, Member
Shareholding in the Company as on March 31, 2025	NIL
Disclosure of relationship with other Directors / Manager / Key Managerial Personnel	Not related to any other Director / Manager / Key Managerial Personnel.

<b>Name of Director</b>	<b>Mr. Rajeev Uberoi</b>
Director Identification Number	01731829
Category	Independent Director not liable to retire by rotation
Date on first appointment on Board	June 01, 2025
Age & Date of Birth	Age: 68 Years; Date of Birth: January 30, 1957
Qualification	M.A. (Economics), Ph.D. (Philosophy), MBA Ph.D. in Economics, LL.B.
Experience/Expertise	As per the details under the resolution and Explanatory Statement
Terms and conditions of appointment or re-appointment	As per the details under the resolution and Explanatory Statement
Details of remuneration sought to be paid and the remuneration last drawn by such person	NIL
Number of Meetings of the Board attended during the year	Not Applicable
Directorships held in other companies (excluding foreign companies) as on date	<ol style="list-style-type: none"> <li>1. Faarms Global Tech Venture Private Limited</li> <li>2. Aurionpro Payment Solutions Private Limited</li> <li>3. Roadstar Investment Managers Limited</li> <li>4. The Investment Trust of India Limited</li> <li>5. IL&amp;FS Transportation Networks Limited</li> <li>6. Aurionpro Solutions Limited</li> <li>7. Jindal Stainless Limited</li> <li>8. IL&amp;FS AMC Trustee Limited</li> <li>9. Shalimar Paints Limited</li> </ol>
Memberships / Chairpersonship of committees across companies (only Statutory Committees as required to be constituted under the Act considered)	<p><b><u>Roadstar Investment Managers Limited:</u></b></p> <ol style="list-style-type: none"> <li>a. Audit Committee, Member</li> <li>b. Stakeholders Relationship Committee, Member</li> <li>c. Risk Management Committee, Chairperson</li> </ol> <p><b><u>The Investment Trust of India Limited:</u></b></p> <ol style="list-style-type: none"> <li>a. Audit Committee, Member</li> <li>b. Nomination &amp; Remuneration Committee, Member</li> <li>c. Stakeholder Relationship Committee, Member</li> <li>d. Risk Management Committee, Member</li> </ol> <p><b><u>IL&amp;FS Transportation Networks Limited:</u></b></p> <ol style="list-style-type: none"> <li>a. Audit Committee, Member</li> <li>b. Stakeholders Relationship Committee, Member</li> </ol> <p><b><u>Aurionpro Solutions Limited:</u></b></p> <ol style="list-style-type: none"> <li>a. Audit Committee, Chairperson</li> <li>b. Nomination and Remuneration Committee, Chairperson</li> <li>c. Risk Management Committee, Member</li> <li>d. Corporate Social Responsibility Committee, Member</li> </ol> <p><b><u>Jindal Stainless Limited:</u></b></p> <ol style="list-style-type: none"> <li>a. Audit Committee, Member</li> <li>b. Nomination and Remuneration Committee, Member</li> <li>c. Risk Management Committee, Member</li> </ol> <p><b><u>Shalimar Paints Ltd:</u></b></p> <ol style="list-style-type: none"> <li>a. Audit Committee, Member</li> <li>b. Nomination and Remuneration Committee, Member</li> <li>c. Risk Management Committee, Member</li> </ol>
Shareholding in the Company as on March 31, 2025	Nil
Disclosure of relationship with other Directors / Manager / Key Managerial Personnel	Not related to any other Director / Manager / Key Managerial Personnel.



<b>Name of Director</b>	<b>Mr. Basant Seth</b>
Director Identification Number	02798529
Category	Independent Director not liable to retire by rotation
Date on first appointment on Board	June 01, 2025
Age & Date of Birth	Age: 73 Years; Date of Birth: February 16, 1952
Qualification	Chartered Accountant with a Post Graduate Diploma in Bank Management
Experience/Expertise	As per the details under the resolution and Explanatory Statement
Terms and conditions of appointment or re-appointment	As per the details under the resolution and Explanatory Statement
Details of remuneration sought to be paid and the remuneration last drawn by such person	NIL
Number of Meetings of the Board attended during the year	Not Applicable
Directorships held in other companies (excluding foreign companies) as on date	<ol style="list-style-type: none"> <li>1. Infomerics Analytics and Research Private Limited</li> <li>2. Dharampal Satyapal Foods Limited</li> <li>3. Dharampal Satyapal Limited</li> <li>4. Canbank Factors Limited</li> <li>5. Unity Small Finance Bank Limited</li> <li>6. India International Depository IFSC Limited</li> <li>7. IDBI Capital Markets &amp; Securities Limited</li> <li>8. Lohia Corp Limited</li> </ol>
Memberships / Chairpersonship of committees across companies (only Statutory Committees as required to be constituted under the Act considered)	<p><b><u>Dharampal Satyapal Foods Limited:</u></b></p> <ol style="list-style-type: none"> <li>a. Audit Committee, Chairperson</li> <li>b. Nomination and Remuneration Committee, Member</li> </ol> <p><b><u>Dharampal Satyapal Limited:</u></b></p> <ol style="list-style-type: none"> <li>a. Audit Committee, Chairperson</li> <li>b. Nomination &amp; Remuneration Committee, Member</li> </ol> <p><b><u>Canbank Factors Limited:</u></b></p> <ol style="list-style-type: none"> <li>a. Audit Committee, Member</li> <li>b. Stakeholders Relationship Committee, Member</li> </ol> <p><b><u>Unity Small Finance Bank Limited:</u></b></p> <ol style="list-style-type: none"> <li>a. Risk Management Committee, Member</li> </ol> <p><b><u>India International Depository IFSC Limited:</u></b></p> <ol style="list-style-type: none"> <li>a. Audit Committee, Chairperson</li> <li>b. Risk Management Committee, Member</li> </ol> <p><b><u>IDBI Capital Markets &amp; Securities Limited:</u></b></p> <ol style="list-style-type: none"> <li>a. Audit Committee, Member</li> <li>b. Nomination and Remuneration Committee, Chairperson</li> <li>c. Corporate Social Responsibility, Member</li> </ol> <p><b><u>Lohia Corp Limited:</u></b></p> <ol style="list-style-type: none"> <li>a. Audit Committee, Chairperson</li> <li>b. Risk Management Committee, Member</li> </ol>
Shareholding in the Company as on March 31, 2025	Nil
Disclosure of relationship with other Directors / Manager / Key Managerial Personnel	Not related to any other Director / Manager / Key Managerial Personnel.

For details pertaining to the remuneration last drawn, please refer the Corporate Governance Report forming part of Board's Report.

**By order of the Board of Directors,  
For Centrum Capital Limited**

**Place: Mumbai  
Date: May 16, 2025**

**Balakrishna Kumar  
Company Secretary  
ACS No. 51901**

Annexure – A

Sr. No.	Category	Pre-issue		Post Issue (Assuming subscription of all Warrants on fully-diluted basis)			Post-Issue (Excluding Subscription of Warrants)		
		(as on July 4, 2025)		Change	No. of shares held	% of shareholding	Change	No. of shares held	% of shareholding
		No. of shares held	% of shareholding						
<b>A</b>	<b>Promoters and Promoter Group holding</b>								
1	Indian	0	0	0	0	0.000	0	0	<b>0.00</b>
	Individual	0	0	0	0	0.000	0	0	<b>0.00</b>
	Bodies Corporate	16,01,33,578	38.49	7,01,26,225	23,02,59,803	42.931	0	16,01,33,578	<b>34.35</b>
	Sub-Total	16,01,33,578	38.49	7,01,26,225	23,02,59,803	42.931	0	16,01,33,578	<b>34.35</b>
2	Foreign Promoters	0	0	0	0	0.000	0	0	0
	<b>Total (A)</b>	<b>16,01,33,578</b>	<b>38.49</b>	<b>7,01,26,225</b>	<b>23,02,59,803</b>	<b>42.931</b>	<b>0</b>	<b>16,01,33,578</b>	<b>34.35</b>
<b>B</b>	<b>Non-promoters' holding</b>								
1	Institutional Investors	32,63,327	0.78	0	32,63,327	<b>0.608</b>	0	32,63,327	<b>0.70</b>
2	Non-institution	0	0	0	0	0	0	0	<b>0</b>
(a)	Private Bodies	0	0	0	0	<b>0.000</b>	0	0	<b>0.00</b>
(b)	Directors and Relatives (excluding Promoter Directors and entities forming part of Promoter Group)	1,16,61,820	2.8	0	1,16,61,820	<b>2.174</b>	0	1,16,61,820	<b>2.50</b>
(c)	Key Managerial Personnel	3,70,000	0.09	0	3,70,000	<b>0.069</b>	0	3,70,000	<b>0.08</b>
(d)	Indian public (Individuals)	11,50,97,018	27.67	1,29,28,286.00	12,80,25,304	<b>23.870</b>	1,29,28,286.00	12,80,25,304	<b>27.46</b>

3	Others:								
(a)	NRIs and Foreign Nationals	71,26,843	1.71	0	71,26,843	1.329	0 -	71,26,843	1.53
(b)	Bodies Corporate	9,54,43,041	22.94	51,22,481.00	10,05,65,522	18.750	51,22,481.00	10,05,65,522	21.57
(c)	LLP	41,03,806	0.99	61,08,201.00	1,02,12,007	1.904	61,08,201.00	1,02,12,007	2.19
(d)	HUF	59,60,560	1.43	21,08,780.00	80,69,340	1.504	21,08,780.00	80,69,340	1.73
(e)	Clearing Member	35	0	0	35	0.000	0	35	0.00
(f)	Trust	35,100	0.01	0	35,100	0.007	0	35,100	0.01
(g)	IEPF	1,00,378	0.02	0	1,00,378	0.019	0	1,00,378	0.02
(i)	AIF	0	0	23632923.00	2,36,32,923	4.406	2,36,32,923.00	2,36,32,923	5.07
(j)	Firm	0	0	290866.00	2,90,866	0.054	2,90,866.00	2,90,866	0.06
	<b>Total (B)</b>	<b>24,31,61,928</b>	<b>58.44</b>	<b>5,01,91,537</b>	<b>29,00,90,138.00</b>	<b>54.086</b>	<b>5,01,91,537.00</b>	<b>29,00,90,138.00</b>	<b>62.22</b>
<b>C</b>	<b>Shares held by Employee Trusts (C)</b>	<b>1,27,37,234</b>	<b>3.06</b>	<b>0</b>	<b>1,27,37,234</b>	<b>2.375</b>	<b>0</b>	<b>1,27,37,234</b>	<b>2.73</b>
	<b>Total (A+B+C)</b>	<b>41,60,32,740</b>	<b>100</b>	<b>12,03,17,762</b>	<b>53,63,50,502</b>	<b>100.000</b>	<b>5,01,91,537</b>	<b>46,62,24,277</b>	<b>100.000</b>