

## Centrum Capital Limited

CIN: L65990MH1977PLC019986

**Registered Office:** 2<sup>nd</sup> Floor, Bombay Mutual Building, Dr. D.N. Road, Fort, Mumbai-400 001

**Corporate Office:** "Centrum House", C.S.T. Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400 098

**Phone:** 022 4215 9000, **Email:** cs@centrum.co.in; **Website:** www.centrum.co.in

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### POSTAL BALLOT NOTICE

**Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars (as defined below)**

Notice is hereby given to the Members of Centrum Capital Limited ("the Company"), that pursuant to the provisions of Section 110 and all other applicable provisions of the Companies Act, 2013 ("the Act"), read with the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof), it is proposed to transact the Special Business as set out hereunder by passing Special Resolution through Postal Ballot (e-voting). The proposed Resolutions and the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out all the material facts with respect to Special Business are annexed hereto along with a Postal Ballot Form for seeking consent of the Members.

Section 110 of the Companies Act and the Rules provide for passing of resolutions by postal ballot. In terms of said Section of the Companies Act and the Rules, a company may, and in case of resolutions relating to such business as the Central Government may, by notification, declare to be conducted only by postal ballot, shall, get any resolution (other than ordinary business and any business in respect of which directors or auditors have right to be heard at any meeting) passed by means of postal ballot, instead of transacting the business in general meeting of the Company.

In terms of the MCA Circulars, in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, companies are advised to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Companies Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. The MCA has clarified that for companies that are required to provide e-voting facility under the Companies Act, while they are transacting any business(es) only by postal ballot up to December 31, 2021, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send Postal Ballot Notice only by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

In compliance with the requirements of the MCA Circulars thus, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot.

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice /documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to give their consent by providing their e-mail addresses to the Company or to Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company.

The Board of Directors at their meeting held on June 22, 2021, has appointed Mr. Umesh P. Maskeri, Practicing Company Secretary, (COP No. 12704) as Scrutinizer for conducting the Postal Ballot (e-voting) process in a fair and transparent manner.

## E-voting

The Company, in compliance with Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and pursuant to Section 108 of the Companies Act, 2013 ("the Act"), read with the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof), has provided the Members with the facility of casting their votes on the Special Business as set out hereunder through electronic voting (e-voting) system of Central Depository Services (India) Limited (CDSL).

Members are requested to read the information and other instructions relating to e-voting as contained at Sr. No. 11 under 'Notes'. The e-voting period shall commence from Monday, June 28, 2021, at 09:00 a.m. and conclude on Tuesday, July 27, 2021, at 05:00 p.m. The e-voting facility shall be disabled by CDSL thereafter.

The Executive Chairman or any person authorized by him in writing, after receipt of the Report on the scrutiny of the Postal Ballot (e-voting) from the Scrutinizer, shall announce the results of the Postal Ballot on or before Thursday, July 29, 2021. The results so declared along with the Scrutinizer's Report shall be placed on the website of the Company i.e. [www.centrum.co.in](http://www.centrum.co.in) and CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com) and shall also be forwarded to the Stock Exchange on which shares of the Company are listed i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE").

## SPECIAL BUSINESS:

### Item No 1:

**TO CONSIDER AND APPROVE RAISING OF FUNDS THROUGH 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**

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Sections 23, 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, 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 of Industrial Policy and Promotion, 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 "**GDR 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 (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 Re. 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 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 Rs. 500 crore (Rupees Five Hundred Crore only), by way of a public issue, rights issue, 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), alternate 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 then 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 adjusted 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 to as **“Eligible Securities”** within the meaning rendered to such term under Regulation 171(a) of the ICDR Regulations):

1. 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;

2. the Eligible Securities under the QIP shall be allotted as fully paid up;
3. 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 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;
4. 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;
5. the tenure of the convertible or exchangeable Eligible Securities issued through the QIP shall not exceed sixty months from the date of allotment;
6. 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"). The Board may, however, subject to the approval of the shareholders of the Company, 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;
7. 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 and
8. 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.

**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 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 authorised 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** the board of directors of the Company be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of directors or any whole-time director(s) 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 authorised 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.2:**

**ACQUISITION OF CENTRUM FINANCIAL SERVICES LIMITED (STEP-DOWN SUBSIDIARY COMPANY) FROM CENTRUM RETAIL SERVICES LIMITED (SUBSIDIARY COMPANY)**

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT** in furtherance of the “In-principle” approval dated June 18, 2021, granted by the Reserve Bank of India (“RBI”) to Centrum Finance Services Limited (“CFSL”), to set up a Small Finance Banks (“SFB”) under “Guidelines for ‘On Tap’ Licensing of Small Finance Banks in the Private Sector” and pursuant to the provisions of Sections 177, 179, 186, 188 of the Companies Act, 2013, and any other applicable provisions of the Companies Act, 2013 (the “Act”) read with Companies (Management and Administration) Rules, 2014 and Companies (Meeting of Board and its powers) Rules, 2014 (the “Rules”) (including any statutory modification(s) or amendment or re-enactment thereof for the time being in force), and Regulation 23(4) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, Related Party Transactions Policy of the Company and subject to requisite approvals from the Reserve Bank of India and / or other regulatory authorities, including the approval of lenders and debenture holders, if any required and to the extent necessary, and such other approvals, permissions and sanctions as may be required including that of concerned stakeholders as the case may be and subject to the Memorandum and Articles of Association of the Company and pursuant to the approval of the Audit Committee and Board of Directors of the Company, consent of the Members be and is hereby accorded to enter into a related party transaction to acquire, in one or more tranches;

- (i) all the outstanding 9,89,56,942 equity shares (“Shares”), for cash or consideration other than cash or a combination of both (“Consideration”), which shall be the carrying value of the said shares represented in CRSL financial statements subject to minimum alternate pricing arrived at under relevant provisions of the Income Tax, 1961, and any other applicable law, based on the latest audited or unaudited results available before the said sale/transfer or disposal; and

- (ii) 1,50,91,430 Compulsorily Convertible Debentures (“CCDs”), for a Consideration, which shall be the face value of the CCDs adjusted for accrued interest, if any, at the date of such sale/transfer or disposal,

of the step down subsidiary company, CFSL, held by subsidiary company, Centrum Retail Services Limited (“CRSL”), on the terms and conditions contained in the draft of the Share Purchase Agreement as placed before the Board and initialed by the Chairman for the purpose of identification;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, Executive Chairman or Chief financial Officer of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things including but not limited to execution of Share Purchase Agreement, deciding the time of purchase of Shares and CCDs in CFSL, the manner of investment, extent of investment, determining terms and conditions relevant to the investment, negotiating, modifying and finalizing the terms of purchase (including but not limited to determination of final consideration);

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director(s) or any Committee of Directors or any other Officer(s)/Authorized representative(s) of the Company to give effect to this Resolution and also to settle any question, difficulty or doubt that may arise in this regard without requiring to secure any further consent or approval of the Members of the Company;

**RESOLVED FURTHER THAT** all acts, deeds, matters and things, written or otherwise, already done by the Company and / or any of its Directors and/or officers and/or representatives for and in the name of the Company in this regard, be and are hereby noted, ratified and approved;

**RESOLVED FURTHER THAT** any of the Directors or the Chief Financial Officer or the Company Secretary of the Company or Ms. Vijaylaxmi or Mr. Sushen Jhingan, Authorised Signatories be and are hereby severally authorised to execute necessary applications, agreements/deeds by whatever name called, such other agreements, contracts, declarations, deeds, documents, forms, indemnities, letters, undertakings and such other papers as may be necessary, desirable and expedient, signed and executed, make all such filings and applications for the statutory / regulatory and other approvals as may be required and to complete the aforesaid transaction and also to take necessary steps in the matter as each of them in its absolute discretion deem necessary, desirable or expedient to give effect to the aforesaid resolution, and to settle any questions that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Board or otherwise to the end and intent that the Board shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary, be and are hereby severally authorized to forward a certified true copy of the resolution to concerned Authorities and do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

**Notes:**

1. In terms of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members in respect of the Special Resolution contained in the Postal Ballot Notice is sought through Postal Ballot (e-voting).
2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out all the material facts relating to the Special Business is annexed hereto.
3. The Board of Directors at their Meeting held on Tuesday, June 22, 2021, has appointed Mr. Umesh P. Maskeri, Practicing Company Secretary, (COP No. 12704) as Scrutinizer for conducting the Postal Ballot (e-voting) process in a fair and transparent manner.
4. The Notice is being electronically sent to all the Members of the Company, whose name appear on the Register of Members/List of Beneficial Owners, as received from National Security Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on Friday, June 18, 2021 and who have registered their email addresses with the Company and/or with the Depositories. It is however, clarified that all the persons who are members of the Company as on Friday, June 18, 2021 (including those members who may not have received this Notice due to non-registration of their email IDs with the Company or the Depositories), shall be entitled to vote in relation to the resolution specified in this Notice.
5. Members who have not registered their e-mail addresses with either the Company or the Depositories are requested to register the same with the Company or the Depositories in accordance with the process specified herein below at point no 11(b)
6. Voting rights will be reckoned on the paid-up value of equity shares registered in the names of the members on June 18, 2021. Only those members whose names are recorded in the Register of Members of the Company or in the list of Beneficial Owners maintained by the Depositories as on June 18, 2021, will be entitled to cast their votes by Postal Ballot or e-voting. A person who is not a member as on June 18, 2021, should treat this Notice for information purpose only.
7. In light of the COVID-19 crisis and in accordance with Section 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars, physical copies of the Notice will not be circulated.
8. Dispatch of the Notice shall be deemed to be completed on Saturday, June 26, 2021, i.e., the day on which Link Intime India Private Limited, Registrar and Share Transfer Agent, sends out the communication for the postal ballot process by e mail to the Members of the Company.
9. In accordance with the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 and 110 of the Act read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and the circulars issued by the Ministry of Corporate Affairs, the Company has extended e-voting facility for its Members to enable them to cast their votes electronically on the resolutions set forth in this Notice. Members are informed that the communication of their assent or dissent can take place through the e-voting facility. The company has engaged the services of Central Depository Services (India) Limited (CDSL) as the agency to provide the remote e-voting facility.
10. The Notice is being uploaded on the website of the Company i.e., at [www.centrum.co.in](http://www.centrum.co.in) and on the website of stock exchanges at BSE Limited & National Stock Exchange of India Limited and CDSL at [www.evotingindia.com](http://www.evotingindia.com)
11. **Information and other instructions relating to remote e-voting are as under:**
  - (a) **Voting through electronic mode/e-voting:**
    - (i) The voting period begins on Monday, June 28, 2021, (09:00 a.m.) and ends on Tuesday, July 27, 2021, (05:00 p.m.). During this period shareholders of the Company, holding shares either in physical form or

in dematerialized form, as on the cut-off date (record date) of Friday, June 18, 2021, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, 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. However, it has been observed that the participation by the public non-institutional shareholder's /retail shareholders is at a negligible level.

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.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 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 abovesaid 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 and select New System Myeasi.</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> <li>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. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as</li> </ol>



	<p>recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<ol style="list-style-type: none"> <li>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.</li> <li>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></li> <li>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 hold 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</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>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 &amp; voting during the meeting.</p>

**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**

<b>Login type</b>	<b>Helpdesk details</b>
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 022-23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting for **shareholders other than individual shareholders & physical shareholders.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 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:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
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 are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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 as mentioned in instruction (v).

(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, shareholders 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 for the relevant <Company Name> 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) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - 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; [cs@centrum.co.in](mailto:cs@centrum.co.in) (designated email address by

company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**(b) Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this postal ballot notice:**

- (i) Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, for remote e-voting for this Postal Ballot, shareholders who have not registered their email address and in consequence the e-voting notice could not be serviced may temporarily get their email address registered with the Company's Registrar and Share Transfer Agent, Link Intime India Pvt Ltd, by clicking the link: [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html) and follow the registration process as guided thereafter. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, shareholder may write to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). The last date for registration of email ids is Wednesday, July 21, 2021.
- (ii) It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited, having its office at C-101, 247 Park, Lal Bahadur Shastri Marg, Gandhi Nagar, Vikhroli West, Mumbai – 400 083, India (Tel: 022 4918 6000; Fax: 022 4918 6060), by following the due procedure.
- (iii) Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
- (iv) 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 Company/RTA email id.
- (v) For Demat shareholders -, please provide Demat account details (CDSL-16-digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA email id.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

12. The Executive Chairman or any person authorized by him in writing, after receipt of the Report on the scrutiny of the Postal Ballot (e-voting) from the Scrutinizer, shall announce the results of the Postal Ballot on or before Thursday, July 29, 2021, at the Corporate Office of the Company. The results so declared along with the Scrutinizer's Report shall be placed on the website of the Company i.e. [www.centrum.co.in](http://www.centrum.co.in) and CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com) and shall also be forwarded to the Stock Exchanges on which shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited.

13. The Scrutinizer's decision on the validity of the Postal Ballot will be final and binding.
14. The Resolution as set out in the Postal Ballot Notice, if passed by requisite majority, shall be deemed to have been passed on the last day of e-voting i.e. Tuesday, July 27, 2021.
15. All relevant documents referred to in the accompanying Notice and the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, are available for inspection by the Members at the Corporate Office of the Company i.e. "Centrum House", C.S.T. Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400 098 as well as its Registered Office i.e. 2<sup>nd</sup> Floor, Bombay Mutual Building, Dr. D.N. Road, Fort, Mumbai-400 001 during working hours on any working day up to the date of declaration of the result of Postal Ballot, in accordance with the provisions of Section 190 of the Companies Act, 2013. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to the Company Secretary at [cs@centrum.co.in](mailto:cs@centrum.co.in).

**Registered Office:**

2<sup>nd</sup> Floor, Bombay Mutual Building,  
Dr. D.N. Road, Fort,  
Mumbai – 400 001

**Place: Mumbai**

**Date: June 22, 2021**

**By order of the Board  
Centrum Capital Limited**

**Sd/-**

**Alpesh Shah  
Company Secretary**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 SETTING OUT ALL THE MATERIAL FACTS RELATING TO SPECIAL BUSINESS:**

**ITEM NO 1**

The consent of the Members is being sought pursuant to the provisions of Sections 23, 42, and 62 and other applicable provisions of the Companies Act, 2013, as amended (hereinafter referred to as “the Act”) and rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), the Securities and Exchange Board of India Act, 1992, as amended and rules and regulations made thereunder, the Foreign Exchange Management Act, 1999 (FEMA), as amended, and rules and regulations made thereunder and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India (GOI), the Reserve Bank of India (RBI) and the Securities and Exchange Board of India (SEBI) and/or any other competent authorities, and subject to approval from all other appropriate statutory and regulatory authorities, as may be applicable or relevant.

As the Members are aware, the Company and its subsidiaries are engaged in various businesses, which are divided into 4 reportable segments, viz., Institutional Business consists mainly of Investment Banking, Trading in Bonds, Institutional Broking Activity & Investment Advisory Services, Wealth Management & Distribution, Housing Finance Business and SME / Micro Credit Lending Business.

In order to support the long term capital requirements of the Company and its subsidiaries for varied purposes, the Company may need to raise additional funds. Accordingly, the Board of Directors, at its meeting held on June 22, 2021, has approved, and decided to obtain an enabling approval from the Company’s Members to raise funds for an amount aggregating up to Rs. 500 Crore (Rupees Five Hundred Crore Only).

The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the Securities in one or more tranches and the remaining detailed terms and conditions for the fund raising, including issuance of Securities through the Issue will be decided by the Board or its duly constituted committee, in accordance with the SEBI ICDR Regulations, in consultation with book running lead managers and/ or other advisor(s) appointed in relation to the Issue and such other authorities and agencies as may be required to be consulted by the Company.

For the above purpose, the Company has been exploring various avenues for raising funds 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 or any other eligible securities and/or any combination thereof (the “Securities”) for an aggregate amount of up to Rs. 500 Crore (Rupees Five Hundred Crore Only) including through qualified institutions placement (the “QIP”) to qualified institutional buyers (the “QIBs”) as defined in ICDR Regulations or private placement or preferential issue or public issue or through any other permissible mode and/or combination thereof as may be considered appropriate under the applicable laws. The issue of Securities may be consummated in one or more tranches at such time or times at such price as may be determined by the Board in its absolute discretion, taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, lead managers, underwriters and such other authority or authorities as may be necessary and subject, as applicable, to the ICDR Regulations, and other applicable guidelines, notifications, rules and regulations, each as amended. The proposed Special Resolution seeks to confer upon the Board (including any Committee thereof) the absolute discretion to determine the terms of the aforementioned issuance of Securities, including the exact price, proportion and timing of such issuance, based on an analysis of the specific requirements. The detailed terms and conditions of such issuance will be determined by the Board or any Committee duly authorised by the Board, considering prevailing market conditions, practices and in accordance with the applicable laws. Accordingly, the Board (including a Committee thereof) may, in its discretion, adopt

any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the Members of the Company.

In the event of the issue of the equity shares as aforesaid is by way of a QIP: (i) the special resolution also seeks to empower the Board to undertake a QIP as defined by ICDR Regulations; (ii) the issue and allotment of Equity Shares shall be made only to QIBs within the meaning of the ICDR Regulations and such Equity Shares shall be fully paid up on its allotment; (iii) the Equity Shares shall not be eligible to be sold for a period of one year from the date of allotment, except on a recognized stock exchange or except as maybe permitted from time to time by the ICDR Regulations; (iv) the allotment of the specified securities, or any combination of specified securities, as may be decided by the Board, shall be completed within 365 days from the date of this resolution or such other time as may be permitted under the ICDR Regulations; (v) none of the promoters or directors intend to make any contribution either as part of the QIP or in furtherance of the objects of the QIP, and (vi) 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**”). The Board may, however, subject to the approval of the shareholders of the Company, 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.

In connection with the proposed issue of Securities, the Company is required, inter alia, to prepare various documentations and execute various agreements. The Company is yet to identify the investor(s) and decide the quantum of Securities to be issued to them. Accordingly, it is proposed to authorize the Board to identify the investor(s), issue such number of Securities, negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company.

The ‘Relevant Date’ for this purpose will be the date as determined in accordance with the ICDR Regulations and as mentioned in the resolution.

The issue / allotment / conversion would be subject to the applicable regulatory approvals, if any. The issuance and allotment of Securities including equity shares to be allotted on conversion of Securities to foreign / non-resident investors would be subject to the applicable foreign investment cap and relevant foreign exchange regulations.

Since the proposed fund raising activities may, *inter alia*, result in the issue of Equity Shares to investors who may or may not be members of the Company, consent of the members is being sought pursuant to 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, the ICDR Regulations and any other law for the time being in force and being applicable and in terms of the provisions of the Listing Regulations.

The resolutions contained in Item No. 1 of the aforementioned Notice, accordingly, seek shareholders’ approval through special resolution for raising funds as above and this special resolution, if passed, will have the effect of allowing the Board to offer, issue and allot, *inter alia*, Equity Shares to the investors who may or may not be the existing shareholders of the Company. The Equity Shares thus issued, if any, shall rank in all respects *pari passu* with the existing Equity Shares, including entitlement of dividends, if any.

The proposed issue of Securities is in the best interest of the Company and your directors recommend the resolution for your approval.

None of the promoters, directors and key managerial personnel of the Company and their relatives are concerned or interested in the proposed resolution except to the extent of their shareholding in the Company.

## **ITEM NO 2**

Centrum Financial Services Limited (CFSL) is a 100% subsidiary of Centrum Retail Services Limited (CRSL). CFSL made an application to the Reserve Bank of India (“RBI”) on January 15, 2021, under the Guidelines for ‘on tap’ Licensing of Small Finance Banks (SFB) in the Private Sector dated December 05, 2019. CFSL, together with Resilient Innovations Pvt Ltd (“RIPL”, ‘Person acting in concert’), vide its communication dated February 01, 2021, also submitted a binding offer for revival / reconstruction of the Punjab and Maharashtra Co-operative Bank Limited (“PMC Bank”).

The Reserve Bank of India (RBI) granted an “in-principle” approval dated June 18, 2021, to CFSL, to set up a SFB under general “Guidelines for “on tap” Licensing of Small Finance Banks in the Private Sector” and would consider granting a license for commencement of banking business on being satisfied that the applicant has complied with the requisite conditions laid down by RBI as part of “in-principle” approval. The “in-principle” approval has been accorded in specific pursuance to the Centrum Financial Services Limited’s offer dated February 01, 2021, in response to the Expression of Interest notification dated November 03, 2020, published by the Punjab & Maharashtra Co-operative Bank Ltd., Mumbai.

### **Proposal**

Currently, CFSL is held by Centrum Retail Services Limited (“CRSL”), which in-turn is held by Centrum Capital Limited (“CCL”). CCL is the operating holding company of the group.

The shareholding pattern of CFSL as on date is as follows:

Type	Holder Name	Quantity (shares/ debentures)	Face Value (INR)
Equity (100%)	CRSL	9,89,56,942	10

In light of the above development, it is intended that the proposed SFB be held as close to the main holding company (CCL). Towards delayering of the holding structure, it is proposed that the Company buys all the outstanding shares and Cumulative Convertible Debentures (CCDs) of CFSL from CRSL.

Accordingly, we seek your approval for the transfer of entire shareholding of CFSL, together with the outstanding CCDs, from CRSL to CCL, thereby making it a wholly owned direct subsidiary of CCL, subject to the approval of RBI having been obtained.

Since, it is a pooling of interests within the group, it is proposed that, the Company buys:

- Shares at the carrying value in CRSL subject to minimum alternate pricing arrived at under relevant provisions of the Income Tax Act and any other applicable laws as on June 30, 2021;
- CCDs at nominal value adjusted for accrued Interest, if any.

The transfer of the shareholding of CFSL from CRSL to CCL is only a change from indirect ownership to direct ownership. The proposed transfer of the shareholding will not result in any change in control, change in the Management or the Board of Directors of CFSL, as CCL continues to exercise control over CFSL.

### **Rationale for taking approval**

The Members may note that, the above transactions shall come under the purview of Related Party Transaction as per the provisions of Section 188 of the Companies Act, 2013 and the Rule 15 of Companies (Meeting of Board and its Power) Rules, 2014, Related Party Transaction Policy of the Company, Section 186 and Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and thus, the above proposal is placed for the Shareholders approval.

The proposed acquisition is in the best interest of the Company and your directors recommend the resolution for your approval.



None of the promoters, directors and key managerial personnel of the Company and their relatives are concerned or interested in the proposed resolution except to the extent of their shareholding in the Company.

**Place: Mumbai**  
**Date: June 22, 2021**

**By Order of the Board**  
**For Centrum Capital Limited**

**Sd/-**  
**Alpesh Shah**  
**Company Secretary**  
**Membership No. ACS 16017**