

**CENTRUM FINANCIAL SERVICES LIMITED****CIN: U65910MH1993PLC192085****Registered Office: Centrum House, C.S.T Road, Vidyanagari Marg Kalina, Santacruz East, Mumbai – 400098, Phone: 02242159000; Email: [cs@centrum.co.in](mailto:cs@centrum.co.in), Website: <https://www.centrum.co.in/>****Notice**

Notice is hereby given that **EXTRA-ORDINARY GENERAL MEETING** of **CENTRUM FINANCIAL SERVICES LIMITED** will be held at a shorter notice on **Monday, June 05, 2023 at 11.00 A.M.** at the Registered office of the Company situated at **Centrum House, C.S.T. Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400 098**, to transact the following Special business:

**SPECIAL BUSINESS:****Item No. 1:****TO APPROVE ISSUANCE OF SECURITIES IN ONE OR MORE TRANCHES**

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

**“RESOLVED THAT** pursuant to the provisions of Section 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014 including any statutory modifications or re-enactment thereof, for the time being in force, the relevant provisions of the Securities Contracts (Regulation) Act, 1956, as amended (“SCRA”), and the rules framed thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (“SEBI ILNCS Regulations”), Depositories Act, 1996, Indian Stamp Act 1899 and the applicable statutes, rules, regulations, guidelines, notifications, press notes and circulars, if any, issued by the Government of India (‘GOI’), the Reserve Bank of India or any other competent authorities (collectively, the “Regulatory Authorities”), from time to time, and all other relevant provisions of applicable law(s), to the extent applicable (including any statutory amendment(s), modification(s), variation(s) or reenactment(s) thereof, for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, and subject to any approvals, consents, sanctions, if any, as might be required of RBI, stock exchanges and/or other relevant statutory, regulatory, judiciary or governmental authorities (“Concerned Authorities”) in this regard and further subject to such modifications as might be prescribed while granting such approvals, and which may be agreed to by the Board of Directors of the Company or any Committee of the Board, which may be constituted or in existence (herein after together referred to as the “Board”), approval of the shareholders be and is hereby given to create, offer, issue and allot, by issue of any securities on private placement or preferential allotment basis or through other modes, for cash or for consideration other than cash, at par or at premium or at discount as may be decided by the Board, in one or more tranches, to such persons or entities, including companies, financial institutions, insurance companies, mutual funds, pension/ provident funds and individuals, as the case may be or such other entities as the Board may decide so, however that the aggregate value/ amount of funds from any such offering(s) whether in one or more tranches, shall not exceed an amount of Rs. 500 Crore (Rupees Five Hundred Crore Only);

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof), be and are hereby severally authorized to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient to give effect to the above Resolution, including determining the final terms and conditions of the Securities and any matters incidental or ancillary thereto.

**RESOLVED FURTHER THAT** a copy of the resolution duly certified to be true by any one of the Directors or the Company Secretary, if any, be forwarded for submission to various Authorities.”

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”), in regard to the special business as set out in Item No. 1 above is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.** Proxies, in order to be effective, must be received at the Company’s Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organization.
3. Members are requested to note that pursuant to Section 105 of the Act, a person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. Corporate Members intending to send their authorised representatives to attend the Extra-ordinary General Meeting (EGM) are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote in their behalf at the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The Register of Director’s Shareholding, Register of Contracts are available for inspection by the members at the registered office of the Company.

**By Order of the Board of Directors**  
**CENTRUM FINANCIAL SERVICES LIMITED**

Sd/-  
**Archana Goyal**  
**Company Secretary**

Place: Mumbai  
Date: June 02, 2023

## EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying Notice dated June 02, 2023:

### Item No. 1

The members be informed that in order to convert company into Non – Operating Financial Holding Company (NOFHC), the Company will have to acquire regulated entities of the Group. The Company will require funds for the same which may be raised through different securities i.e. by way of issuance of Non-Convertible Debentures (NCDs) / Market Linked Debentures (MLDs), etc.

As per the provisions of Section 42 of the Companies Act, 2013 (“Act”) read with Rules framed thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, a company offering or making an invitation to subscribe to NCDs on a private placement basis, is required to obtain prior approval of the Members by way of a Special Resolution, which can be obtained once a year for all the offers and invitations for such NCDs during the year.

Accordingly, the approval of the Members is being sought by way of a Special Resolution under Section 42 and other applicable provisions, if any, of the Act and the Rules framed thereunder to create, invite, offer, issue and allot up to such number of securities ,including but not limited NCDs or MLDs, whether secured or unsecured, on a private placement basis, in one or more tranches aggregating to Rs. 500 Crore (Rupees Five Hundred Crore), during a period of one year from the date of passing resolution set out at item No. 1 of this Notice.

The Board recommends the Resolution as set out in item no. 1 to the Members for their consideration and approval, by way of Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are interested in the proposed Resolution.

Statement of disclosures as required under the Companies (Share Capital and Debentures) Rules 2014 and Companies (Prospectus and Allotment of Securities) Rules, 2014 are as under:

Particulars of the offer including date of passing of Board resolution	Create, offer, issue and allot , by issue of securities, as may be decided by the Board/ any Committee of the Board in one or more tranches not exceeding Rs. 500 Crore (Rupees Five Hundred Crore Only).  Date of Passing Board Resolution- May 11,2023
Kinds of securities offered and the price at which security is being offered:	Any securities as may be decided by the Board/ any Committee of the Board
Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	As may be decided by the Board/ any Committee of the Board on the basis of valuation obtained from a professional.
Name and address of valuer who performed valuation, basis on which the price has been arrived at along with report of the registered valuer and relevant date with reference to which the price has been arrived at	Will depend at the time of issuance since valuation report will be obtained at the time of issuance/allotment
Amount which the company intends to raise by way of such securities	Upto Rs.500 Crore (Rupees Five Hundred Crore Only).

Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities	<ul style="list-style-type: none"> <li>i. Terms and conditions –As may be decided by the Board/ any Committee of the Board,</li> <li>ii. object of the offer being- making investments in group companies, towards the business requirements, and general corporate purposes,</li> <li>iii. contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects to be decided at the time of offer,</li> <li>iv. principle terms of assets charged as securities- As may be decided by the Board/ any Committee of the Board.</li> </ul>
The price or price band at/within which the allotment is proposed;	As may be decided by the Board/ any Committee of the Board.
The class or classes of persons to whom the allotment is proposed to be made	To such persons or entities, including companies, financial institutions, insurance companies, mutual funds, pension/ provident funds and individuals, whether in India or outside India, as the case may be or such other entities as the Board/ any Committee may decide.
Intention of promoters, directors or key managerial personnel to subscribe to the offer	As may be decided by the Board/ any Committee of the Board
The proposed time within which the allotment shall be completed	As may be decided by the Board/ any Committee of the Board
The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	As may be decided by the Board/ any Committee of the Board
The change in control, if any, in the company that would occur consequent to the preferential offer	Since the issue is proposed to be made in tranches the shareholding will differ with every issue.
The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price.	Nil
The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.	Valuation report will be obtained at the time of issuance/allotment, if required.
The pre issue and post issue shareholding pattern of the company in the following format	Since the issue is proposed to be made in tranches the shareholding will differ with every issue.

**By Order of the Board of Directors,  
CENTRUM FINANCIAL SERVICES LIMITED**

**Archana Goyal**  
**Company Secretary**  
Place: Mumbai  
Date: June 02, 2023

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**FORM NO.MGT- 11 PROXY FORM**

*(Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014.*

Name of the Member(s)	
Registered Address	
Email ID	
DP ID Client id/Folio No.	

I/We \_\_\_\_\_ of the above named Company, hereby appoint \_\_\_\_\_

being a Member/Member of

1. Name: \_\_\_\_\_ Address: \_\_\_\_\_ Email ID: \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him/or

2. Name: \_\_\_\_\_ Address: \_\_\_\_\_ Email ID: \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him/or

3. Name: \_\_\_\_\_ Address: \_\_\_\_\_ Email ID: \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him/or

as my/our Proxy to attend and vote (on a Poll) for me/us and on my/our behalf at the Extra ordinary General Meeting of the Company, to be held on Monday, June 02, 2023 at 11.00 A.M and at any adjournment thereof in respect of such resolution as are indicated below:

Sr. No.	Resolution	I/We assent to the resolution (For)*	I/We dissent to the resolution (Against)*
<b>Special Business:</b>			
1.	To approve issuance of Securities in one or more tranches		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2023.

Signature of the Shareholder: \_\_\_\_\_

Signature of the Proxy holder(s): \_\_\_\_\_

Affix  
Revenue  
Stamp

Notes:

- 1) This Form of the proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2) For the resolution, explanatory statement and notes please refer to the Notice of the Extra ordinary General Meeting.
- 3) A proxy need not be a member of the Company.
- 4) A person can act as a proxy on behalf of the members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carry voting rights.
- 5) If a member holding more than 10% of the total share capital carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other member.
- 6) In case of Joint holder, the vote of the senior who tender as vote, whether in person or by proxy, shall be accepted to the exclusion to the vote of other joint holders .Seniority shall be determined by the order in which the name stand in the register of members.
- 7) \*This is optional please put a tick mark (☑) in appropriate column against the resolution indicated above. In case of members wishes his/her vote to be used differently , he/she should indicate the number of shares under the columns “For”, “Against” . In case the members leaves the column(s) blank, the proxy will be entitled to vote in the manner he/she thinks appropriate.

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**ATTENDANCE SLIP**

**EXTRA ORDINARY GENERAL MEETING**

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Joint shareholders may obtain additional Attendance Slip at the venue of the Meeting.

Reference Folio No./DP ID & Client ID: \_\_\_\_\_

Number of Shares: \_\_\_\_\_

Name and Address: \_\_\_\_\_

I certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the Extra Ordinary General Meeting of the Company held on June 05, 2023 at Time 11.00 A.M at "Centrum House", C.S.T. Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400 098.

Signature of Member/Proxy (Name in BLOCK letters)

## Route Map for EGM Venue

Address: Centrum House”, C.S.T. Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai–400098,

