

Centrum Capital Limited

CIN: L65990MH1977PLC019986

Registered Office: 2nd 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

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 resolution in the manner as provided hereunder 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, 2013 and the Rules provide for passing of resolutions by postal ballot. In terms of the 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 June 30, 2022, 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 February 11, 2022, 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 Friday, March 04, 2022, at 9:00 a.m. and conclude on Saturday, April 02, 2022, 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 Tuesday, April 05, 2022. 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 and CDSL i.e. 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 – Re-appointment of Mr. Jaspal Singh Bindra (DIN: 00128320) as an Executive Chairman of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), Policies of the Company and on the basis of the recommendations made by the Nomination and Remuneration Committee and approval granted by the Board of Directors (hereinafter referred to as ‘the Board’ which term shall be deemed to include any committee which the Board may constitute to exercise its powers conferred by this resolution) at their respective Meetings held on February 11, 2022, consent be and is hereby accorded for the re-appointment of Mr. Jaspal Singh Bindra (DIN: 00128320) as an Executive Chairman of the Company for a period of 3 (three) years commencing from April 21, 2022 and ending on April 20, 2025, upon such terms and conditions including remuneration as contained in the draft agreement, material terms of which are set out in the Explanatory Statement annexed hereto, with liberty to the Board to alter and vary the terms and conditions of the said agreement in such manner as may be agreed between the Board and Mr. Jaspal Singh Bindra and whose office shall be liable to retirement by rotation;

RESOLVED FURTHER THAT wherein any financial year, during a period of 3 financial years comprised in the tenure of Mr. Jaspal Singh Bindra, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as mentioned in the explanatory statement annexed to the Notice, as minimum remuneration, notwithstanding that such remuneration exceeds the limits as mentioned under Section 197 of the Act, but subject to conditions as prescribed under Schedule V to the Act, as may be amended from time to time;

RESOLVED FURTHER THAT any Directors of the Company or Company Secretary or Chief Financial Officer of the Company 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 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.”

Item No. 2 –Approval for Related Party Transactions proposed to be entered with subsidiaries/step-down subsidiaries/associate companies of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s) and any amendments/ enactments/ re-enactments thereof as are applicable, and subject to such approvals, consents, sanctions and permissions as may be necessary and provisions of other applicable laws, consent of the Members be and is hereby accorded to the Board of the Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any person(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to enter into contract(s)/arrangement(s)/ transaction(s) or make any modifications to such contracts/ arrangements/ transactions as stated herein below with Subsidiaries/ Step-Down Subsidiaries/Joint Ventures/Associates, related parties within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for Financial Year 2022-23, upto the aggregate monetary limits stated herein, that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis, whether or not in the ordinary course of business of the Company;

Sr. No	Nature of Transaction	Nature of Transaction/ contract Aggregate Limit for each financial year Amount(Rs.)
1	Lending/borrowing & interest thereon, providing and receiving corporate guarantees and providing securities for existing/new credit facility (ies) whether availed by the company or it's group companies, other than its wholly owned subsidiary/ies.	Rs. 1,000 crore

Present Related Parties : *Centrum Capital Advisors Limited, Centrum International Services PTE Ltd, Centrum Retail Services Limited, Centrum Broking Limited, Centrum Financial Services Limited, Centrum Microcredit Limited, Centrum Alternative Investment Managers Limited, Centrum Housing Finance Limited, Centrum Capital International Limited, Centrum Wealth Limited, Centrum Insurance Brokers Limited, Centrum Investment Advisors Limited, CCIL Investment Management Limited, Centrum Alternatives LLP, Acorn Fund Consultants Private Limited, Ignis Capital Advisors Limited and Unity Small Finance Bank Limited;*

RESOLVED FURTHER THAT the Board of Directors of the Company be and are 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, the 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.”

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 resolutions 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 February 11, 2022, 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, February 25, 2022 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, February 25, 2022 (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 shares registered in the names of the Members on Friday, February 25, 2022. 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 Friday, February 25, 2022 will be entitled to cast their votes by Postal Ballot or e-voting. A person who is not a member as on Friday, February 25, 2022, 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 Wednesday, March 02, 2022, 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 and on the website of stock exchanges at BSE Limited & National Stock Exchange of India Limited and CDSL at 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 Friday, March 04, 2022, (09:00 a.m.) and ends on Saturday, April 02, 2022, (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, February 25, 2022, 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 shareholders /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 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"> 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 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. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate

	<p>the user by sending OTP on registered Mobile & Email as 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 NSDL</p>	<ol style="list-style-type: none"> 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: https://eservices.nsd.com 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 & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 & voting during the meeting
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</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 & 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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in 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.
- 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 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 Shareholders holding shares in Demat Form other than individual and Physical Form
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 OR 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 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.
 - 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 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 (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 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. The last date for registration of email ids is Friday, March 25, 2022.
- (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 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, Sr. 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 or call on 022-23058542/43.

12. SEBI Circular on e-voting facility:

Shareholders are requested to note that SEBI, vide its circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020, with an objective to increase the efficiency of the voting process and the participation by the public non-institutional shareholder's/retail shareholders, has decided to enable e-voting to all the demat account holders, by way of a single login credential, directly through their demat accounts with depository participants or by registering with the Depositories.

Pursuant to the circular, demat account holders would be able to cast their vote without having to register again with the E-voting Service Providers (“ESPs”), thereby, facilitating seamless authentication as well as enhancing ease and convenience of participating in the e-voting process. The said facility will be available to all individual shareholders holding securities in demat mode and will be implemented in a phased manner over 6 to 12 months of the date of the SEBI Circular.

Accordingly, Shareholders are requested and encouraged to reach out to their Depository Participants/Depositories to register and avail of the facility as and when same is available. The weblink of the SEBI Circular is given below for easy access and reference of the Shareholders: https://www.sebi.gov.in/legal/circulars/dec-2020/e-voting-facility-provided-by-listed-entities_48390.html

13. 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 Tuesday, April 05, 2022, 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 and CDSL i.e. 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.
14. The Scrutinizer’s decision on the validity of the Postal Ballot will be final and binding.
15. 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. Saturday, April 02, 2022.
16. 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. 2nd 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.

Registered Office:

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

Place: Mumbai

Date: February 11, 2022

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

sd/-

**Chandir Gidwani
Chairman Emeritus
DIN: 00011916**

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

ITEM NO 1

Mr. Jaspal Singh Bindra (DIN: 00128320) was re-appointed as an Executive Chairman of the Company for a period of 3 (three) years with effect from April 21, 2019 and his tenure expires on April 20, 2022. Mr. Jaspal Singh Bindra is a veteran Banker with over 35 years of experience in MNC organizations such as Standard Chartered Bank, UBS and Bank of America. He is the former Asia Pacific CEO of Standard Chartered Bank. He has vast experience spanning Treasury, Capital Market, Investment Banking and Consumer Banking. Mr. Jaspal Singh Bindra is not disqualified to be re-appointed in terms of Section 196(3) of the Companies Act, 2013 and also fulfills the eligibility criteria set out under Part I of Schedule V of the Companies Act, 2013.

On the basis of the recommendations made by the Nomination and Remuneration Committee, the Board of Directors ("the Board") at its Meeting held on February 11, 2022, after evaluating, has approved the re-appointment of Mr. Jaspal Singh Bindra as an Executive Chairman of the Company for a period of 3 (three) years commencing from April 21, 2022 and ending on April 20, 2025 upon such terms and conditions including remuneration as contained in the draft agreement to be entered into between the Company and Mr. Jaspal Singh Bindra, material terms of which are set out herein below, subject to the approval of the Members of the Company by way of Special Resolution:

a) Remuneration: The detailed break up is provided below:

Pay Heads	Amount per annum
Fixed Salary	6,00,00,000
Perquisites (Company Leased Accommodation)	1,20,00,000
Committed Bonus	80% of the Fixed Salary

- b)** In case the value of company leased accommodation changes in any year, the same shall be adjusted from Committed Bonus.
- c) Retirals:** Gratuity payable in accordance with the rules governing such payment.
- d) Minimum Remuneration:** In the event of loss or inadequacy of profits in any year during the tenure of the Executive Chairman, he shall be paid remuneration as above as minimum remuneration.
- e) Other Benefits:** Car and driver provided by the Company to be used for company's business; Telephone and other communication facilities at residence, earned leave and encashment of earned leave at the end of the tenure. These would be in addition to the salary payable to him. The Company shall reimburse the Executive Chairman, entertainment, traveling and all other expenses incurred by him for the business of the Company.
- f) Sitting fees:** He shall not be paid sitting fees for attending the Board Meetings and Meetings of the Committee in which he may be nominated as a Member.

In the absence or inadequacy of profits in any financial year during the tenure of Mr. Jaspal Singh Bindra as an Executive Chairman, he shall be paid the remuneration set out above as the Minimum Remuneration in accordance with the provisions of Schedule V of the Companies Act, 2013.

The draft agreement to be entered into between the Company and Mr. Jaspal Singh Bindra is available for inspection by the Members at the Registered Office and Corporate Office of the Company between 11.00 a.m. and 01.00 p.m. on all working days except Saturday up to the date of the Meeting in accordance with the provisions of Section 190 of the Companies Act, 2013

During the tenure of Mr. Jaspal Singh Bindra as an Executive Chairman, the Company may have inadequate profits or no profits which may result in payment of the remuneration to him for said years to fall within the purview of Section II of Part II of Schedule V of the Companies Act, 2013.

The Statement as required under sub clause (iv) of the second proviso to Clause (B) of Section II of Part II of Schedule V of the Companies Act, 2013 is given herein below:

GENERAL INFORMATION				
Nature of industry	Category I, Merchant Banker registered with SEBI			
Date or expected date of commencement of commercial production	As the Company is not a manufacturing Company, the same is not applicable			
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable			
Financial performance based on given indicators	(In Lakhs)			
	Year	FY 2018-19	FY 2019-20	FY 2020-21
	Income	4,358.79	3,167.00	5,578.67
	Net Profit(loss)	(39,292.02)	(42,193.82)	(42,554.61)
Foreign investments or collaborators, if any	CCIL Investment Management Limited Centrum Capital International Limited Centrum International Services Pte Limited			
INFORMATION ABOUT THE APPOINTEE:				

<p>Background details</p>	<p>Mr. Jaspal Singh Bindra is a Chartered Accountant (member of the Institute of Chartered Accountants of India) and MBA from XLRI Business School. He completed B. Com (Hons.) degree from St. Xaviers College, Mumbai.</p> <p>Mr. Jaspal Singh Bindra has experience of more than 35 years in Indian & International financial markets by having worked with various multinational companies such as Standard Chartered Bank, UBS Group, Bank of America.</p> <p>Prior to joining Centrum as the Executive Chairman, he was associated with Standard Chartered Bank for a period of 18 years, where on account of his combination of talent, skills and experience he was elevated to top management level and occupy a position on the Board of Directors of the parent Company. Standard Chartered was almost 100th in size in terms of market capitalization at the time when Mr. Jaspal Singh Bindra joined the Bank. During his time span of 18 years, Standard Chartered grew substantially and was ranked amongst top 25 across all markets, with a full-fledged consumer bank and a strong presence in 70 markets with India being the single largest employer across the bank globally.</p> <p>Mr. Jaspal Singh Bindra in the later stage of his career was appointed to spearhead the business and activities of the Bank across several cities of South East Asia including Mumbai. His last position was as Chief Executive Officer of Asia Pacific region of Standard Chartered Bank, based in Hong Kong.</p> <p>With the help of his extensive experience and capabilities, Mr. Bindra has set the goals of transforming Centrum Capital Limited into a financial services powerhouse engaged in a host of business verticals, thereby unlocking tremendous value for the investors including himself as a strategic investor.</p> <p>As a result of being associated with the multi-national banks and organizations, Mr. Jaspal Singh Bindra has gained extensive knowledge and experience in core finance sectors like Treasury, Capital Markets, Investment Banking, Consumer Banking, Insurance etc. Considering his deep and varied experience and knowledge, Mr. Bindra served on the Boards of several companies like Reckitt Benckiser and is on the Board of Governors of XLRI Business School. His early career years were with UBS Investment Banking and Bank of America.</p> <p>Mr. Bindra has steered the Centrum Group to sustained growth through a mix of organic and in-organic opportunities. Under his guidance, Group companies made three acquisitions in a short span of 2 years. It acquired the micro finance businesses of FirstRand Bank India (2017) and Altura Financial Services (2019) along with the L&T Finance's Supply Chain Finance Business (2018). Several global funds also backed our various business verticals with equity investments by Morgan Stanley PE Asia (~Rs 190 crore in Affordable Housing Finance Subsidiary (2020) and from Jacob Ballas, New York Life and Evolve (~INR 130 crore in Foreign Exchange Subsidiary (2017).</p> <p>Mr. Bindra was instrumental in Centrum's divestment of its foreign exchange subsidiary to Atlanta based, NASDAQ listed EBIX Inc for ~Rs1200 crore in 2018. Centrum's legacy businesses of Investment Banking and Broking have grown well under his tenure. The Wealth business today manages an AUM of over Rs 30,000 crore and continues to grow well.</p> <p>It is a matter of pride that, after a gap of nearly 6 years, the Reserve Bank of India chose to issue the final license to Unity Small Finance Bank Limited, the Step down Subsidiary of the Company to commence and conduct the business</p>
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	of a Small Finance Bank (“SFB”). Mr. Bindra played a key role in this process and will continue to guide the SFB with his immense banking expertise to greater heights.								
Past remuneration (In Lakhs):	<table border="1"> <thead> <tr> <th>Year</th> <th>FY 2018-2019</th> <th>FY 2019-2020</th> <th>FY 2020-2021</th> </tr> </thead> <tbody> <tr> <td></td> <td>458.80</td> <td>428.20</td> <td>337.15</td> </tr> </tbody> </table>	Year	FY 2018-2019	FY 2019-2020	FY 2020-2021		458.80	428.20	337.15
Year	FY 2018-2019	FY 2019-2020	FY 2020-2021						
	458.80	428.20	337.15						
Recognition or Awards	<p>Mr. Jaspal Singh Bindra is a Global Financial Services Industry executive with a consistent track record of driving profitable growth and increasing brand and shareholders’ value in a broad range of leadership roles with major banking groups (Standard Chartered Bank, UBS, Bank of America).</p> <p>He has successfully led businesses ranging from USD 1 to 13 billion in revenue and has a broad experience in leading large complex businesses, turnarounds, M&A and divestitures. He is skilled at developing strategies, building high performance alignment and managing initiatives that deliver customer satisfaction and lasting financial results.</p>								
Job profile and his suitability	The Company has envisaged reaping significant benefits from Mr. Jaspal Singh Bindra’s rich experience and wide knowledge encompassing the entire spectrum of capital market. In order to face emerging challenges and tap upcoming opportunities, it is deemed necessary to ensure that highly experienced professionals like Mr. Jaspal Singh Bindra contribute productively to the business of the Company. It is also expected that under the guidance and leadership of Mr. Jaspal Singh Bindra, the Company will be able flourish thereby adequately securing the future growth of the Company								
Remuneration proposed	The details of Remuneration to be paid are contained in Explanatory Statement annexed to the Notice.								
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t the country of his origin)	<p>There has been no change in the remuneration paid to Mr. Jaspal Singh Bindra during the preceding six years and thus there is a need to align the remuneration of the Executive Chairman in line with market standards.</p> <p>The proposed remuneration of Mr. Jaspal Singh Bindra is in line with the contemporary trend in the Corporate Sector for managerial remuneration. The Basic Salary, allowances and perquisites represent the various components of remuneration of overall package.</p>								
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	No pecuniary interest other than by way of Compensation. Mr. Jaspal Singh Bindra is Member in Businessmatch Services (India) Private Limited and is a Director and Member of JBCG Advisory Services Private Limited and Partner in BG Advisory Services LLP, Promoter Group Companies								
OTHER INFORMATION									
Reasons of loss or inadequate profits	<p>The outbreak of the deadly COVID-19 virus and the ensuing lockdown imposed across the country affected business operations. Stoppage of operations for an uncertain period resulted in a large financial burden and COVID-19 became an unprecedented challenge.</p> <p>Further, the volatility in the global and Indian economies created significant challenges for businesses and industries in general, and the Company which offers its services to the overall businesses and industries was also in turn impacted. Uncertain economic conditions, poor economic growth, high inflation, slowdown in industrial growth severely affected the capital market. This had an adverse effect on profitability.</p>								

<p>Steps taken or proposed to be taken for improvement.</p>	<p>The Company has adequately prepared itself to tackle the volatility in the global and Indian economy, which seems set to create significant challenges for business in general in the coming years.</p> <p>Overall, with its diversified offerings, the Company is optimistic of maneuvering forward confidently in the future. India's long-term growth potential is vast and the multifarious opportunities within the financial services industries augur well for the long- term growth potential of the industry of which Company remains an integral participant.</p> <p>The Company has taken the following steps to improve its financial performance:</p> <ul style="list-style-type: none"> • Rationalizing manpower and administrative costs across all locations • Rationalizing infrastructure costs by use of IT assets and networking efficiently <p>Company's Subsidiary, Unity Small Finance Bank Limited ("Unity SFB") has received the License to commence and engage in Small Finance Bank Business. Further, as per the Punjab and Maharashtra Co-operative Bank Limited (Amalgamation with Unity Small Finance Bank Limited) Scheme, 2022, notified by the Government of India on January 25, 2022, the PMC Bank has amalgamated with Unity SFB as a part of the revival/reconstruction of the PMC Bank. This will augment the operations of the Company significantly.</p>
<p>Expected increase in productivity and profits in measurable terms.</p>	<p>Considering the expertise of Mr. Bindra in the banking sector, receipt of SFB licence in a group company and post amalgamation of PMC into Unity SFB, the fortune of the Company seems to be brighter in terms of growth and profitability.</p>

Except Mr. Jaspal Singh Bindra, being the proposed appointee, none of the other Directors and Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 1

ITEM NO 2

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 and non-banking financial services, Asset Management business (through associate companies being LLPs), ("Centrum Group") etc. The businesses of the entities in the Centrum Group are by their very nature cyclical and hence the capital requirements vary from time to time over periods of time.

As the parent company, it is inherent and therefore becomes necessary and incumbent and in the ordinary course, to support the Centrum Group entities by periodic capital infusions through customary modes as are prevalent in the industry, towards the attainment of their 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 lending/borrowing, providing corporate guarantees and securities for existing/new credit facility(ies). The Company may also be required to enter into various contracts or arrangements with the Centrum Group entities as may be necessitated from to time, towards this end.

The members may note that Board of Directors 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, only for principal 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 Listing Regulations.

Pursuant to the Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all related party transactions shall require prior approval of the Audit Committee and all material transactions with related parties shall also require approval of the Members of a public listed company through an ordinary resolution and the concerned related parties shall abstain from voting on such resolution. Additionally, as per the provisions of Section 188 of the Companies Act, 2013 (hereinafter referred to as "the Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), all related party transactions beyond the threshold mentioned in sub-rule (3)(a) of the said Rule 15, shall require prior approval of the Members at a general meeting.

"Material Related Party Transaction" under the Listing Regulations means any transaction(s) entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or 10% of the annual consolidated turnover of a listed company as per the last audited financial statements of a listed company, whichever is lower.

In view of the above, approval of the shareholders 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 for Financial Year 2022-23, 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:

Sr. No	Nature of Transaction	Nature of Transaction/ contract Aggregate Limit for each financial year Amount(Rs.)
1	Lending/borrowing & interest thereon, providing and receiving corporate guarantees and providing securities for existing/new credit facility (ies) whether availed by the company or it's group companies, other than its wholly owned subsidiary/ies.	Rs. 1,000 crore

Present Related Parties : *Centrum Capital Advisors Limited, Centrum International Services PTE Ltd, Centrum Retail Services Limited, Centrum Broking Limited, Centrum Financial Services Limited, Centrum Microcredit Limited, Centrum Alternative Investment Managers Limited, Centrum Housing Finance Limited, Centrum Capital International Limited, Centrum Wealth Limited, Centrum Insurance Brokers Limited, Centrum Investment Advisors Limited, CCIL Investment Management Limited, Centrum Alternatives LLP, Acorn Fund Consultants Private Limited, Ignis Capital Advisors Limited and Unity Small Finance Bank Limited;*

In view of the aforesaid, Directors recommend the said Ordinary Resolution for your approval, as they feel the same to be in the interest of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 2 except to the extent of their directorship and shareholding in respective related party(ies).

Place: Mumbai
Date: February 11, 2022

By Order of the Board
For Centrum Capital Limited
Sd/-
Chandir Gidwani
Chairman Emeritus
DIN: 00011916

Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard on General Meetings with respect to the Directors seeking re-appointment

Name of the Director	Jaspal Singh Bindra										
Director Identification Number	00128320										
Date of Birth	September 29, 1960										
Qualification	MBA from XLRI Business School, CA, B.com (Hons) degree from St. Xaviers College										
Date of First Appointment on the Board	April 21, 2016										
Experience (including expertise in specific functional area)	Over 35 years										
Terms and Conditions of Appointment/reappointment	Mr. Jaspal Singh Bindra is proposed to be re-appointed as an Executive Chairman of the Company, liable to retire by rotation on the terms & conditions as contained in the draft agreement, material terms of which are set out in the Explanatory Statement. The draft agreement to be entered into between the Company and Mr. Jaspal Singh Bindra is available for inspection by the Members at the Registered Office and Corporate Office of the Company between 11.00 a.m. and 01.00 p.m. on all working days except Saturday up to the date of the Meeting in accordance with the provisions of Section 190 of the Companies Act, 2013										
Remuneration last drawn (including sitting fees, if any)	Gross remuneration of Rs. 337.15 lakhs /- p.a was paid during the Financial Year 2020 - 21 by the Company										
Remuneration proposed to be paid	<table border="1"> <thead> <tr> <th>Pay Heads</th> <th>Amount per annum</th> </tr> </thead> <tbody> <tr> <td>Fixed Salary</td> <td>6,00,00,000</td> </tr> <tr> <td>Perquisites (Company Leased Accommodation)</td> <td>1,20,00,000</td> </tr> <tr> <td>Committed Bonus</td> <td>80% of the Fixed Salary</td> </tr> </tbody> </table>			Pay Heads	Amount per annum	Fixed Salary	6,00,00,000	Perquisites (Company Leased Accommodation)	1,20,00,000	Committed Bonus	80% of the Fixed Salary
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Fixed Salary	6,00,00,000										
Perquisites (Company Leased Accommodation)	1,20,00,000										
Committed Bonus	80% of the Fixed Salary										
Shareholding in the Company (Equity)	Nil										
Disclosure of relationship with other Directors and Key Managerial Personnel	Mr. Jaspal Singh Bindra is not related to any other Director or Key Managerial Personnel of the Company										
Number of Meetings of the Board attended during the financial year 2020-21	5										
Other listed companies in which he / she holds Directorship	Nil										
Other public companies' in which he holds Directorship	1. Centrum Alternative Investment Managers Limited 2. Centrum Holdings Limited										
Chairman/Member of Committee(s) of Board of Directors of the Company	1. Stakeholder Relationship Committee (Member) 2. Fund Raising Committee (Member) 3. Risk Management Committee (Chairman)										
Chairman/Member of the Committee(s) of Board of Directors of other listed companies in which he/she is a Director	Nil										