

Centrum Capital Limited

CIN: L65990MH1977PLC019986

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

NOTICE

NOTICE is hereby given that, the **FORTY SIXTH (46TH) ANNUAL GENERAL MEETING** of **CENTRUM CAPITAL LIMITED** will be held on **Friday, August 09, 2024, at 4:00 P.M. IST** through video conference or other audio visual means (“OAVM”), to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company at Level 9, Centrum House, C.S.T. Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400 098.

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

- a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the reports of the Board of Directors and Auditors’ thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with reports of Auditors’ thereon and in this regard, to consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended March 31, 2024 together with the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby approved and adopted;

RESOLVED FURTHER THAT the audited consolidated financial statements of the Company for the financial year ended March 31, 2024 together with the report of the Auditors thereon, as circulated to the Members, be and are hereby approved and adopted.”

SPECIAL BUSINESS:**Item No. 2 – TO NOT FILL THE VACANCY OF MR. RAMACHANDRA KASARGOD KAMATH (DIN: 01715073) DIRECTOR LIABLE TO RETIRE BY ROTATION, WHO DOES NOT SEEK RE-APPOINTMENT**

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

“RESOLVED THAT Mr. Ramachandra Kasargod Kamath (DIN: 01715073), who retires at this Annual General Meeting and who has expressed his desire not to be re-appointed as a Director, not be re-appointed;

RESOLVED FURTHER THAT the resulting vacancy not be filled in at this Meeting or at any subsequent adjourned Meeting thereof.”

Item No. 3- CONTINUATION OF DIRECTORSHIP OF MR. CHANDIR GIDWANI (DIN: 0011916) AS A DIRECTOR ON THE BOARD OF DIRECTORS OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Regulation 17(1D) and any other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being

in force) and any other law as may be applicable, the approval of the members of the Company be and is hereby accorded for continuation of Mr. Chandir Gidwani (DIN: 0011916) as a Director of the Company not liable to retire by rotation for a period of five years up to August 8, 2029;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No. 4 – TO CONSIDER AND APPROVE RAISING OF FUNDS THROUGH ISSUE OF SECURITIES SUBJECT TO APPROVAL OF THE REGULATORY AND/OR STATUTORY AUTHORITIES AS APPLICABLE

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 41, 42, 62 and 179 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, (including any amendments, statutory modification(s) and / or re-enactment thereof for the time being in force) (the “Companies Act”), all other applicable laws, rules and regulations, and pursuant to the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and the Foreign Exchange Management Act, 1999, and the rules and regulations made thereunder, including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, each as amended from time to time (collectively, “FEMA”), the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce, as amended and replaced from time to time (the “FDI Policy”), the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended (the “FCCB Scheme”), the Depository Receipts Scheme, 2014 (the “DR Scheme”), the relevant provisions of the Memorandum and Articles of Association of the Company, applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment, modification, variation or re-enactment thereof) (the “ICDR Regulations”), the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the listing agreements entered into by the Company with the BSE Limited (“BSE”), National Stock Exchange of India Limited (“NSE”, and together with BSE, the “Stock Exchanges”) where the equity shares of the Company of face value of ₹ 1 each (the “Equity Shares”) are listed and such other statutes, clarifications, rules, regulations, circulars, notifications, guidelines, if any, as may be applicable, as amended from time to time issued by the Government of India (“Government of India”), the Ministry of Corporate Affairs (“MCA”), the Reserve Bank of India (“RBI”), BSE, NSE, the Registrar of Companies, Maharashtra at Mumbai (“ROC”), the Securities and Exchange Board of India (“SEBI”) and any other appropriate governmental or regulatory authority and subject to all other approval(s), consent(s), permission(s) and / or sanction(s) as may be required from various regulatory and statutory authorities, including the Government of India, the RBI, SEBI, MCA, ROC and the Stock Exchanges (hereinafter referred to as “Appropriate Authorities”), and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting such approval(s), consent(s), permission(s) and/ or sanction(s), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include the Fund Raising Committee of the Board of Directors of the Company or any committee(s) constituted / to be constituted by the Board to exercise its powers including powers conferred by this resolution), the approval of the Members of the Company be and is hereby accorded to create, offer, issue and allot (including with provisions of reservations on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) such number of Securities (as defined hereinafter) for cash at such price that may be decided by the Board in terms of the applicable regulations and as permitted under the applicable law, in one or more tranches, with or without green shoe option, for an aggregate amount up to ₹ 1000 Crore (Rupees One Thousand Crore only), by way of a preferential allotment, private placement including a Qualified Institutions

Placement (“QIP”) in accordance with the provisions of Chapter VI of the ICDR Regulations, or any combination thereof, by way of issue of equity shares or by way of issue of any instrument or security including fully/partly convertible debentures, securities convertible into equity shares, Global Depository Receipts (the “GDRs”), American Depository Receipts (the “ADRs”), Foreign Currency Convertible Bonds (the “FCCBs”), or by way of a composite issue of Non-Convertible Debentures and warrants entitling the warrant holder(s) to apply for equity shares and/or any other eligible securities (instruments listed above collectively with the equity shares to be hereinafter referred to as the “Securities”) or any combination of Securities, with or without premium, to be subscribed to in Indian and/or any foreign currency(ies) by all eligible investors including qualified institutional buyers as defined in the ICDR Regulations, or otherwise, foreign / resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign portfolio investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, and / or any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the “Investors”) through issue of prospectus and/or placement document or other permissible / requisite offer document, as may be decided by the Board in its discretion and permitted under applicable laws and regulations, at such premium as may be fixed on such securities by offering the securities at such time or times, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest etc., as may be deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors considering the prevailing market conditions and other relevant factors wherever necessary, to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner, including allotment to stabilizing agent in terms of green shoe option, if any, exercised by the Company and where necessary in consultation with the book running lead managers and/or underwriters and/or stabilizing agent and/or other advisors or otherwise on such terms and conditions, including making of calls and manner of appropriation of application money or call money, in respect of different class(es) of Investor(s) and/or in respect of different Securities, deciding of other terms and conditions like number of securities to be issued, number of Equity Shares to be issued and allotted on conversion/redemption/extinguishment of debt(s), rights attached to the warrants, terms of issuance, period of conversion, fixing of record date or book closure dates, if any, as the Board may in its absolute discretion decide, in each case, subject to the applicable laws;

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

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

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

- a) The allotment of Securities shall only be made to qualified institutional buyers as defined under Regulation 2(1)(ss) of the ICDR Regulations (“QIBs”);
- b) The Eligible Securities to be so created, offered, issued, and allotted, shall be subject to the provisions of the Memorandum

of Association and the Articles of Association of the Company;

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

RESOLVED FURTHER THAT in case of any offering of Securities, including without limitation any other Securities convertible into Equity Shares, the Board is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion, redemption or cancellation of any such Securities referred to above in accordance with the terms of issue / offering in respect of such Securities and / or as may be provided in the offer document and / or offer letter and / or offering circular and / or listing particulars;

RESOLVED FURTHER THAT, without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tractability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price of the Securities

or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board, be and is hereby authorised, in its absolute discretion, in such manner as it may deem fit, to dispose-off such of the Securities that are not subscribed;

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

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

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

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

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

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

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

Item No. 5 - MATERIAL RELATED PARTY TRANSACTION(S) OF THE COMPANY WITH RESPECT TO CORPORATE GUARANTEE(S) IN RELATION TO THE BORROWING FACILITIES OF SUBSIDIARIES

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

“**RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, Sections 2(76), 188 and applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and other applicable laws / statutory provisions, if any, the Company’s Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include the Audit Committee or any other Committee/Official constituted / empowered / to be constituted / to be empowered by the Board from time to time to exercise its powers conferred by this Resolution) to provide/continue to provide, Corporate Guarantee(s) in favour of any Bank(s) / other lending institution(s) in respect of the loans/credit facilities availed/to be availed by subsidiaries of the Company as specified herein up to the net outstanding limits not exceeding the amounts as specified herein below, during the Financial Year 2024-25 and up to the conclusion of the Company’s 47th Annual General Meeting being Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and the subsidiaries of the Company and accordingly a ‘Related Party’ of the Company, on such terms and conditions as may be mutually agreed between the Company and subsidiary, as the case may be;

Name of the Subsidiary	Net Outstanding Limit (in Rs. Crores)
Centrum Broking Limited	150
Centrum Housing Finance Limited	1000
Centrum Financial Services Limited	200
Centrum Finverse Limited	50

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

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

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

Item No. 6 - MATERIAL RELATED PARTY TRANSACTION(S) OF THE COMPANY FOR DEBT GRANTED TO/RECEIVED FROM SUBSIDIARIES OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, Sections 2(76), 188 and applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and other applicable laws / statutory provisions, if any, the Company’s Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), for availing or providing secured or unsecured, short-term or long-term debt from/to the subsidiaries of the Company as specified herein for an outstanding amount as receivable or as payable against each other not exceeding the amounts as specified herein below, at any point in time, during the Financial Year 2024-25 and up to the conclusion of the Company’s 47th Annual General Meeting, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) for the debt is being carried out at an arm’s length pricing basis and in the ordinary course of business:

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

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

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

Item No. 7 - MATERIAL RELATED PARTY TRANSACTION(S) OF INTER-SE BETWEEN SUBSIDIARIES OF THE COMPANY FOR PROVIDING / AVAILING DEBT

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

“RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, Sections 2(76), 188 and applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and other applicable laws / statutory provisions, if any, the Company’s Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), inter-se between the subsidiaries of the Company as provided herein, for availing / providing secured / unsecured, short-term / long-term debt from / to the other for an outstanding amount as receivable or as payable against each other not exceeding, the amounts as specified herein below at any point in time, during the Financial Year 2024-25 and up to the conclusion of the Company’s 47th Annual General Meeting, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) for the debt is being carried out at an arm’s length pricing basis and in the ordinary course of business:

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

Item No. 8 - MATERIAL RELATED PARTY TRANSACTION(S) OF THE COMPANY WITH ANY OF ITS SUBSIDIARIES/ASSOCIATES OR BETWEEN 2 SUBSIDIARIES/ASSOCIATES INTER-SE:

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

“RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, Sections 2(76), 188 and applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and other applicable laws / statutory provisions, if any, the Company’s Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred

to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to enter into Material Related Party Transactions or make any modifications to such contracts/ arrangements/transactions, during the Financial Year 2024-25 and up to the conclusion of the 47th Annual General Meeting of the Company, with Subsidiaries/ Step-Down Subsidiaries/ Associates, or inter-se between the Subsidiaries/Step-Down Subsidiaries/Associates, as specified in the Explanatory Statement annexed hereto, upto the aggregate monetary limits stated in the Explanatory Statement provided that the said contract(s)/ arrangement(s)/ transaction(s) is being carried out at an arm's length pricing basis and in the ordinary course of business;

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

Item No. 9 - AUTHORIZATION FOR MAKING DONATION TO BONAFIDE CHARITABLE AND OTHER FUND

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

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

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

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

Place: Mumbai

Date: May 17, 2024

**Parthasarathy Iyengar
Company Secretary
ACS No. 21472**

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of business to be transacted at the 46th Annual General Meeting ("AGM"), as set out under Item Nos. 2 to 9 above and the relevant details of the Director as mentioned under Item Nos. 3 above as required by Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 "the Listing Regulations" and as required under Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, is annexed hereto.
2. In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular No. 09/2023 dated 25th September 2023, other Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time, companies are allowed to hold AGM through video conference/other audio visual means ("VC/OAVM") upto 30th September, 2024, without the physical presence of members. The AGM of the Company is being held through VC/OAVM, and video recording and transcript of the same shall be made available on the website of the Company. Central Depository Services (India) Limited ("CDSL") will be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM and e-voting during the AGM.
3. As the AGM will be conducted through VC/OAVM, the facility for appointment of proxy by the Members is not available for this AGM and hence, the Proxy Form is not annexed to this Notice. Further Attendance Slip including route map is not annexed to this Notice.
4. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Authorised representative of the corporate members intending to participate in the AGM pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy (in PDF/JPG format) of the relevant Board Resolution/Authority Letter, etc. authorising them to attend the AGM, by email to secretarial@centrum.co.in. Institutional shareholders/corporate members (i.e. other than individuals, HUF, NRI, etc.) are requested to upload their Board Resolution/Power of Attorney/Authority Letter by clicking on 'upload Board Resolution/Authority Letter' displayed under 'e-voting' tab in their login screen to the website of CDSL at www.evotingindia.com.
6. In compliance with the Circulars, Notice of the AGM along with Annual Report for FY 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depository Participants ("DPs"). Members may note that Notice and Annual Report for FY 2023-24 has been uploaded on the website of the Company at www.centrum.co.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
7. Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
8. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the Registrar & Transfer (R&T) Agent of the Company. In case shares are held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
9. In terms of Section 72 of the Act, nomination facility is available to individual shareholders holding shares in the physical mode. The shareholders who are desirous of availing this facility, may kindly write to Company's R & T Agent for nomination form by quoting their folio number.
10. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection in electronic mode.

11. The Members can join the AGM through VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
12. Members shall have the option to vote electronically (“e-voting”) either before the AGM (“remote e-voting”) or during the AGM.
13. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member.
14. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote during the AGM.
15. **PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS:**
 - i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations, (including any statutory modification(s) and/or re-enactments(s) thereof for the time being in force), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL), as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a Member using remote e-voting as well as e-voting system on the date of the AGM will be provided by CDSL.
 - ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the **Cut-off date i.e. Friday, August 02, 2024**, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
 - iii. A person who has acquired the shares and has become a Member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Friday, August 02, 2024, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or venue voting system on the date of the AGM by following the procedure mentioned in this part.
 - iv. The remote e-voting period will commence on **Tuesday, August 06, 2024, at 09:00 a.m.** and will end on **Thursday, August 08, 2024, at 05:00 p.m. (“remote e-voting period”)**. During this period, the Members of the Company holding shares either in physical form or in dematerialised form as on Friday, August 02, 2024, i.e the Cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - v. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
 - vi. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the **Cut- off date i.e. Friday, August 02, 2024**.
 - vii. The Company has appointed Mr. Umesh P Maskeri, Practicing Company Secretary (COP No. 12704) and in his absence, Mr. Shivam Sharma, Practicing Company Secretary (COP No. 16558) and in his absence Ms. Purnima Shetty, Practicing Company Secretary (COP No. 14933), as the scrutinizer for scrutinizing the entire e-voting process i.e. remote e-voting and e-voting during the AGM, to ensure that the process is carried out in a fair and transparent manner.

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

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

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

- i. During the remote e-voting period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Friday, August 02, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

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

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

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

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

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

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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

	<p>providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/ EasiRegistration</p> <p>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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: 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.</p> <p>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</p> <p>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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login	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

through their Depository Participants (DP)	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.
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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 022-23058542-43
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

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

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

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

- vi. After entering these details appropriately, click on “SUBMIT” tab.
- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that, this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN of the Company <CENTRUM CAPITAL LIMITED> on which you choose to vote.
- x. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xii. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xv. If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi. **ADDITIONAL FACILITY FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS – FOR REMOTE VOTING ONLY**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to www.evotingindia.com 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; secretarial@centrum.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com 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, N M Joshi Marg, Lower Parel, Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at 022- 23058738 and 022-23058542/43.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available in the AGM.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
5. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

20. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholders will be provided with a facility to attend the AGM through VC/OAVM on the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders'/ Members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further Shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

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

Contact Details:

Company	Centrum Capital Limited Registered and Corporate Office: Level 9, Centrum House, C.S.T. Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400 098 E-mail ID: secretarial@centrum.co.in Phone: 022 4215 9000
Registrar and Transfer Agent	Link Intime India Private Limited C 101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai - 400083 Email ID: rnt.helpdesk@linkintime.co.in Phone: 022 4918 6000
e-Voting Agency	Central Depository Services (India) Limited Email ID: helpdesk.evoting@cdslindia.com Phone: 1800 22 55 33
Scrutinizer	CS Umesh P Maskeri Practicing Company Secretary E-mail: umeshmaskeri@gmail.com

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

Item No. 2

In accordance of Section 152(6) of the Companies Act, 2013, Mr. Ramachandra Kasargod Kamath (DIN: 01715073), Director of the Company will retire by rotation at the ensuing Annual General Meeting and is eligible for re-appointment. He does not seek re-appointment as a Director at the ensuing Annual General Meeting of the Company in order to focus on his new assignments. The Company does not propose to fill the vacancy at the ensuing Annual General Meeting or at any adjournment thereof. Pursuant to provisions of Section 152(7) (a) of the Companies Act, 2013, a resolution is proposed accordingly.

Except Mr. Ramachandra Kasargod Kamath (DIN: 01715073), none of the other Directors, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution except to the extent of their holdings in securities of the Company.

The Board of Directors recommend passing of the Resolution set out in item no – 2.

Item No. 3

In terms of Article 110(ii) of the Articles of Association of the Company, Mr. Chandir Gidwani (DIN: 0011916), Director of the Company is not liable to retire by rotation.

Regulation 17(1D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) provides that, the continuation of the director shall be subject to the approval by the shareholders in a general meeting once in every five years. Accordingly, approval of the Members for continuation of Directorship of Mr. Chandir Gidwani (DIN:0011916) in terms of the resolution at Item No. 3 is placed for approval of the members of the Company in terms of Regulation 17(1D) of the Listing Regulations for his continuation as a director for 5 (five) years upto August 8, 2029. He shall not liable to retire by rotation.

Members may note that Mr. Chandir Gidwani, has played a pivotal role as the Board Member of the Company.

Mr. Chandir Gidwani is a distinguished first-generation entrepreneur. As the Founder of the Company, he has set up a robust platform that offers integrated financial services for Institutions as well as Individuals. He has contributed greatly to building a strong reputation and goodwill for the Group and built a highly experienced and competent management team, which is poised to lead Centrum into a high growth trajectory. An astute investor with a vision of identifying businesses that have immense growth potential. He is a qualified Chartered Accountant.

The Board believes that his continuation and guidance on the Board will significantly contribute to Company’s growth and long-term value creation.

The details and information pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the “Annexure” to the Notice.

Save and except Mr. Chandir Gidwani and his relatives, none of the Directors or Key Management Personnel of the Company and

their relatives are, in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

Item No. 4

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

Considering the funding requirements and growth objectives of the Company and its businesses, the Board of Directors ("Board", and such term shall include a duly constituted committee thereof) at its meeting held on May 17, 2024, approved raising of funds/capital for an aggregate amount up to ₹ 1000 Crore (Rupees One Thousand Crore only), preferential allotment, private placement including a Qualified Institutions Placement ("QIP") in accordance with the provisions of Chapter VI of the ICDR Regulations, or any combination thereof, by way of issue of equity shares or by way of issue of any instrument or security including fully/partly convertible debentures, securities convertible into equity shares, Global Depository Receipts (the "GDRs"), American Depository Receipts (the "ADRs"), Foreign Currency Convertible Bonds (the "FCCBs"), or by way of a composite issue of Non-Convertible Debentures and warrants entitling the warrant holder(s) to apply for equity shares and/or any other eligible securities (instruments listed above collectively with the equity shares to be hereinafter referred to as the "Securities") or any combination of Securities, with or without premium, to be subscribed to in Indian and/or any foreign currency(ies) by all eligible investors including qualified institutional buyers as defined in the ICDR Regulations, or otherwise, foreign / resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign portfolio investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, and / or any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the "Investors") through issue of prospectus and/or placement document or other permissible / requisite offer document, as may be decided by the Board in its discretion and permitted under applicable laws and regulations.

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

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

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

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

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

- (i) the allotment of securities shall only be made to QIBs as defined under SEBI ICDR Regulations;
- (ii) the allotment of the securities shall be completed within 365 days from the date of passing of the special resolution in accordance with the SEBI ICDR Regulations and applicable laws;

(iii) a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;

In the event that Eligible Securities issued are eligible convertible securities under the QIP, the relevant date for the purpose of pricing of the convertible securities to be issued, shall be, either the date of the meeting at which the Board or a committee of directors authorised by the Board decides to open the proposed issue or the date on which the holders of such eligible convertible securities become entitled to apply for Equity Shares, as decided by the Board;

(iv) the floor price will be calculated as per the formula prescribed under the SEBI ICDR Regulations;

(v) the “relevant date” for the purposes of pricing of the Securities to be issued and allotted in the proposed QIP shall be the date of the meeting in which the Board or a duly authorised committee decides to open the proposed Issue for subscription of equity shares or any other date in accordance with applicable law;

(vi) the equity shares of the same class, which are proposed to be allotted through qualified institutions placement, have been listed on a stock exchange for a period of at least one year prior to the date of issuance of notice to its shareholders to pass the special resolution;

(vii) an issuer shall be eligible to make a qualified institutional placement if any of its promoters or directors is not a fugitive economic offender;

(viii) no single allottee shall be allotted more than 50% of the proposed QIP size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. It is clarified that qualified institutional buyers belonging to the same group or who are under same control shall be deemed to be a single allottee;

(ix) the Securities to be offered and allotted shall be in dematerialized form and shall be allotted on fully paid up basis;

(x) the Securities allotted shall not be eligible for sale by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted under SEBI ICDR Regulations from time to time; and

(xi) the schedule of the QIP will be as determined by the Board or its duly authorized committee.

Objects of the Issue

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

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

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

Basis or justification of pricing:

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

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Act, only after receipt of prior approval of its members by way of a Special Resolution. Consent of the Members would therefore be necessary pursuant to the provisions of Sections 42 and 62(1)(c) of the Act, read with applicable provisions of the SEBI ICDR Regulations and the SEBI Listing Regulations, for issuance of Securities.

The offer/issue/allotment would be subject to the availability of the regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations. As and when the Board (including any duly authorized committee thereof) does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges as may be required under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

Further, Section 62(1)(a) of the Act provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further equity shares, such further equity shares shall be offered to the existing Members of such company in the manner laid down therein unless the Members by way of a special resolution decide otherwise. Since the Special Resolution proposed in the business of the Notice may result in the issue of Equity Shares of

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

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

The Board has approved the Issue pursuant to its resolution dated May 17, 2024. The Board recommends the aforesaid resolution for the approval by the members as a special resolution.

Item No. 5 to 7:

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

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

The annual consolidated turnover of Centrum Capital Limited for the financial year ended March 31, 2024 was ₹ 2,20,681.03 lakhs. Accordingly, any transaction(s) with related parties [other than transaction(s) specified under Regulation 23(5) of the Listing Regulations] exceeding ₹ 22,068.10 lakhs (i.e. 10% of the Company's annual consolidated turnover) shall be considered as material transaction and hence, the approval of the Members will be required for the same.

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

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

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

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

Centrum Financial Services Limited (CFSL): CFSL, a material subsidiary of the Company, is a NBFC-CIC, registered with the Reserve Bank of India. While it does not have any lending business other than to the group companies, it is an intermediate holding company of the Group that will eventually hold all regulated businesses of the Group. CFSL shall also be required to provide debt support to its subsidiaries and associates. Towards fulfilling these, CFSL shall need to raise funds in the form of short-term and long-term loans and/or Debentures from the group as well outside lenders to acquire and consolidate investments as well as offer debt support to its subsidiaries or associates. As the promoter of CFSL, it is typically necessary and in the ordinary course for the Company, to provide Corporate Guarantees to outside lenders for facilities availed by CFSL in addition to providing funds from the Group to CFSL. The Company and its subsidiaries may from time to time provide funding support to CFSL, including to support its investment and financing activities in the form of Unsecured Loans and Secured Loans and / or Debentures. For this purpose, the Company and Centrum Retail Services Limited, would be using cash flows arising from Investment and/or Financing Activities, which would include, inter-alia, funds raised by the Company / CRSL by way of Unsecured Loans and Secured Loans / Debentures (secured against receivables or investments or such other collateral) of varying tenures at prevailing market interest rates. Additionally, Centrum Finverse Limited, Centrum Broking Limited and Centrum Wealth Limited may also extend funding support to CFSL from their treasury surplus and from their Operating, Investing and/or Financing Activities which may include funds raised by CFL / CBL / CWL by way of Unsecured Loans and Secured Loans / Debentures (secured against receivables or investments) of varying tenures at prevailing market interest rates.

Centrum Finverse Limited (CFL): CFL, a step-down subsidiary of the Company, has been created to carry on the retail broking business of the Group that is presently housed in Centrum Broking Limited. CFL proposes to establish itself as a technology-led broking house. As part of its business, CFL shall seek credit facilities from lenders in its ordinary course of business for purposes

including furnishing of margins to stock exchanges and working capital. As the ultimate holding company of CFL, it is typically necessary and in the ordinary course, to provide Corporate Guarantees to lenders for facilities availed by CFL. For the aforesaid purposes, the Company and CFSL may also from time to time provide funding support to CFL, in the form of equity, Inter-corporate Deposits and / or subscription to other securities. For this purpose, the Company and CFSL would be using cash flows arising from Investment and/or Financing Activities, which include funds raised by the Company/CRSL by way of Unsecured Loans and Secured Loans and / or Debentures (secured against receivables or investments) at prevailing market interest rates.

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

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

The Company for its working capital requirements, support to other subsidiaries and associates, new business initiatives, repayment of debt and other general corporate purposes raises debt from various sources. To part-fund this requirement, the Company borrows money from its subsidiaries including CWL, CRSL, CFL and CFSL subject to these entities having surplus funds from their operating, investment or financing cash flows. This typically helps in effective and efficient treasury management across the Group. The borrowings of these subsidiaries include borrowings in the form of Unsecured Loans and/or Secured Loans/Debentures (secured against loan receivables or investments) of varying tenures at prevailing market interest rates.

Other information pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 for Item Nos. 5 to 7 are provided subsequently in this Explanatory Statement for each item separately.

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

None of the Directors, KMPs and/ or their respective relatives are in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item Nos. 5 to 7 of the Notice except to the extent of their shareholding in the Company / Related Parties.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item Nos. 5 to 7 of the Notice for approval by the Members. The Members may note that in terms of the provisions of the Listing Regulations,

no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 5 to 7 of the Notice, whether the entity is a Related Party to the particular transaction or not.

The %age of turnover in respect of Corporate Guarantees as proposed in the resolution in Item No. 5 for the benefit of the subsidiaries are as below:

Name of the Subsidiary	Net Outstanding Limit (in Rs. Crores)	%age of Annual Consolidated Turnover of Centrum Capital Limited	%age of Standalone Turnover of Subsidiary
Centrum Broking Limited	250	11.33	357.45
Centrum Housing Finance Limited	700	31.72	400.27
Centrum Financial Services Limited	200	9.06	Not Applicable
Centrum Finverse Limited	60	2.71	Not Applicable

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

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

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

The %age of turnover in respect of the overall exposure outstanding as proposed in the resolution in Item No. 6 for the Company and its Subsidiaries are as provided below:

Name of the Subsidiary	Outstanding Amount (in Rs. Crores)	% of consolidated turnover of the Company	% of standalone turnover of the Subsidiary
Centrum Financial Services Limited	200	9.06	Not Applicable
Centrum Wealth Limited	200	9.06	155.81
Centrum Finverse Limited	50	2.26	Not Applicable

The %age of standalone turnover in respect of the overall exposure outstanding as proposed in the resolution in Item No. 7 for the Subsidiaries are as provided below:

Name of the Subsidiary	Name of Subsidiary	Outstanding Amount (in Rs. Crores)	% of Subsidiary 1 Turnover	% of Subsidiary 2 Turnover
Centrum Retail Services Limited	Centrum Financial Services Limited	200	79.44	Not Applicable
Centrum Retail Services Limited	Centrum Wealth Limited	200	79.44	155.81
Centrum Retail Services Limited	Centrum Finverse Limited	50	19.86	Not Applicable

Name of the Subsidiary	Name of Subsidiary	Outstanding Amount (in Rs. Crores)	% of Subsidiary 1 Turnover	% of Subsidiary 2 Turnover
Centrum Financial Services Limited	Centrum Wealth Limited	200	Not Applicable	155.81
Centrum Financial Services Limited	Centrum Finverse Limited	50	Not Applicable	Not Applicable

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

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

Item No. 8:

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

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

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

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

- transactions of the Company with its wholly-owned subsidiaries; and
- the transactions between 2 wholly-owned subsidiaries whose accounts are consolidated with that of Company;
- transactions for which specific approval of the Committee has been sought in Items 5 to 7 of this Notice.

The Members may note that Board of Directors of each entity and / or the Audit committees of the respective Boards would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal

resources / accruals and / or any other appropriate sources, from time to time, for business activities of the entities in Centrum Group.

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

In view of the above, approval of the Members is being sought for following transactions/ contracts which may be entered into by the Company with its related parties for an amount not exceeding the limits stated herein below during the Financial Year 2023-24 and up to the conclusion of the 46th Annual General Meeting of the Company, which presently exceed and are likely to exceed in future, the threshold for material related party transactions as prescribed under applicable law, from time to time:

Name of the Company	Relationship with the Company	Nature of Transaction	Aggregate Limit (INR)	% with respect to Entity's Turnover* (in %)	Turnover (INR in Lakhs)
Centrum Capital Limited	Company	1. Investment / Disinvestment / buyback of securities, 2. Purchase and or sale of assets / securities, entering into leasing arrangements, provision / availing of services, management services, professional services. etc 3. Lending / borrowing, providing and receiving corporate guarantees and providing securities for existing/new credit facility (ies) whether availed by the company or it's group companies	300 crores	13.59	2,20,681.03
Centrum Retail Services Limited	Subsidiaries			119.17	25,174.36
Centrum Broking Limited				428.94	6,993.94
Centrum Financial Services Limited			1060070.67	2.83	
Centrum Housing Finance Limited			171.54	17,488.68	
Centrum Capital Advisors Limited			12888.81	232.76	
Modulus Alternatives Investment Managers Limited			300 crores	4084.69	734.45
Centrum Alternatives LLP				5639.10	532.00
Centrum Wealth Limited	Step-down Subsidiaries		233.72	12,836.14	
Ignis Capital Advisors Limited			14669.93	204.50	
Centrum Insurance Brokers Limited			4145.31	723.71	
Centrum Investment Advisors Limited			1681.74	1,783.87	
Unity Small Finance Bank Limited			19.15	1,56,635.86	
Centrum Finverse Limited				-	0
Acorn Fund Consultants Private Limited**	Associate Company			300 crores	17192.96

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

** Turnover specified is for FY 2023-24 except for Acorn Fund Consultants Private Limited where it is FY 2022-23.

Item No. 9:

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

The Board recommends the aforesaid Ordinary Resolution set out at Item No. 9 for the approval of the Members of the Company.

None of the Directors/Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 9.

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

Place: Mumbai

Date: May 17, 2024

**Parthasarathy Iyengar
Company Secretary
ACS No. 21472**

ANNEXURE**Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to the Directors seeking Appointment/Re-appointment in the 46th Annual General Meeting:**

Name of Director	Mr. Chandir Gidwani
Director Identification Number	00011916
Category	Non-Executive Director not liable to retire by rotation
Date on first appointment on Board	September 07, 1996
Age & Date of Birth	Age: 59 Years; Date of Birth: September 03, 1964
Qualification	M.Com (Mumbai University), CA
Experience/Expertise	As per the details under the resolution and Explanatory Statement
Terms and conditions of appointment or re-appointment	As per the details under the resolution and Explanatory Statement
Details of remuneration sought to be paid and the remuneration last drawn by such person	Nil
Number of Meetings of the Board attended during the year	No. Board Meetings held – 4 No. of Board Meetings attended – 4
Membership/Chairmanship of Committees of other Boards	ADF Foods Limited: a. Audit Committee, Chairperson b. Nomination & Remuneration Committee, Chairperson c. Risk Management Committee, Chairperson
Directorships held in other companies (excluding foreign companies) as on date	1. Nanikrami Agro Private Limited 2. Maurya Sugar Private Limited 3. Casby Global Air Private Limited 4. Sonchajyo Investments and Finance Private Limited 5. Gurudaya Estates Private Limited 6. Begonia Ventures Private Limited 7. Business Match Services (India) Private Limited 8. Centrum Fiscal Private Limited 9. JBCG Advisory Services Private Limited 10. ADF Foods Limited 11. Unity Small Finance Bank Limited 12. Centrum Holdings Limited 13. P & M Infrastructures Limited 14. Club 7 Holidays Limited 15. Centrum Capital Limited 16. Modulus Alternatives Investment Managers Limited
Memberships / Chairpersonship of committees across companies (only Statutory Committees as required to be constituted under the Act considered)	ADF Foods Limited: a. Audit Committee, Chairperson b. Nomination & Remuneration Committee, Chairperson c. Risk Management Committee, Chairperson Centrum Capital Limited: a. Nomination & Remuneration Committee, Member b. Stakeholder Relationship Committee, Member c. Corporate Social Responsibility Committee, Chairperson
Shareholding in the Company as on March 31, 2024	75,000 Shares
Disclosure of relationship with other Directors / Manager / Key Managerial Personnel	Not related to any other Director / Manager / Key Managerial Personnel.

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

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

Place: Mumbai

Date: May 17, 2024

**Parthasarathy Iyengar
Company Secretary
ACS No. 21472**