

March 11, 2025

National Stock Exchange of India Limited
Exchange Plaza,
Plot No. C/1, G Block,
Bandra - Kurla Complex, Bandra (East),
Mumbai - 400 051.

BSE Limited
Corporate Relations Department,
1st Floor, New Trading Ring,
P. J. Towers, Dalal Street,
Mumbai - 400 001.

Sir / Madam,

Sub.: Notice of Postal Ballot of Centrum Capital Limited (“the Company”)

Ref: Scrip Code – 501150 and NSE Scrip Code: - CENTRUM

Pursuant to Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Postal Ballot Notice, for seeking approval of Members of the Company for the following resolution:

Sr. No.	Description of Resolution	Type of Resolution
1.	Re-appointment of Mr. Jaspal Singh Bindra (DIN: 00128320) as a Director in the capacity of Executive Chairman of the Company	Special

In compliance with the provisions of the General Circular No. 09/2024 dated September 19, 2024 and other relevant Circulars issued by the Ministry of Corporate Affairs from time to time, this Notice is being sent only through electronic mode to all the members whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on Friday, March 07, 2025 ('Cut-off date').

The members whose e-mail address is not registered with the Company/Depositories, to receive the Notice, may register their e-mail address with MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), Registrar and Share Transfer Agent of the Company in the manner as provided in the enclosed Notice.

The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) to provide remote e-voting facility to its members. The remote e-voting period commences on Thursday, March 13, 2025 from 09.00 a.m. (IST) and ends on Friday, April 11, 2025 at 05.00 p.m. (IST). The remote e-voting module shall be disabled by CDSL thereafter.

The results of the Postal Ballot will be announced within two working days from the conclusion of e-voting.

Thanking you,

Yours faithfully,

For Centrum Capital Limited

Balakrishna Kumar
Company Secretary & Compliance Officer
Membership No. A51901

Encl.: as above

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

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

POSTAL BALLOT NOTICE

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

Dear Members,

Notice is hereby given that pursuant to the provisions of Section 108, 110 and all other applicable provisions of the Companies Act, 2013 (“**the Act**”), read with the Companies (Management and Administration) Rules, 2014 (“**Rules**”), General Circular No. 09/2024 dated September 19, 2024 and other relevant circulars issued by the Ministry of Corporate Affairs (“**MCA**”) from time to time (“**MCA Circulars**”), the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and other applicable laws and regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the resolution as set out below, is proposed to be passed by the members of Centrum Capital Limited (“**Company**”) through Postal Ballot by way of remote electronic voting (“**remote e-voting**”) process only.

An Explanatory Statement pertaining to the proposed resolution setting out the material facts and the reasons thereof forms part of this Postal Ballot notice.

In accordance with Sections 108 and 110 of the Act read with the Rules and Regulation 44 of the SEBI Listing Regulations, the Company has engaged the services of the Central Depository Services (India) Limited (“**CDSL**”), an agency authorised by the MCA, to provide remote e-voting facility. The procedure for remote e-voting is detailed in the Notes to this Postal Ballot notice.

The Board of Directors of the Company have appointed Mr. Umesh P. Maskeri, Practicing Company Secretary, (COP No 12704, FCS No 4831), and in his absence, Mr. Shivam Sharma, Practicing Company Secretary, (COP No. 16558, ACS 35727), and in his absence Ms. Purnima Shetty, Practicing Company Secretary (COP No. 14933), as the Scrutinizer for conducting the Postal Ballot voting process through electronic means in a fair and transparent manner.

The remote e-voting period commences at 9:00 a.m. IST on Thursday, March 13, 2025 and ends at 5:00 p.m. IST on Friday, April 11, 2025.

Members are requested to read the instructions and notes carefully while expressing their assent or dissent and cast votes through remote e-voting by not later than 5:00 p.m. IST on Friday, April 11, 2025. The remote e-voting facility will be disabled by CDSL thereafter.

The Scrutinizer will submit his report to the Executive Chairman or any person authorized by him in writing, and the result of the voting by Postal Ballot will be announced within 2 (two) working days from the conclusion of e-voting. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot notice.

SPECIAL BUSINESS:

ITEM NO. 1 – RE-APPOINTMENT OF MR. JASPAL SINGH BINDRA (DIN: 00128320) AS A DIRECTOR IN THE CAPACITY OF EXECUTIVE CHAIRMAN OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Rules framed there under (including any

statutory modification(s) or re-enactment thereof, for the time being in force), Policies of the Company and on the basis of the recommendations made by the Nomination and Remuneration Committee and approval granted by the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include any committee which the Board may constitute to exercise its powers conferred by this resolution) at its Meeting held on March 7, 2025, consent of the Members be and is hereby accorded for the re-appointment of Mr. Jaspal Singh Bindra (DIN: 00128320) as a Director in the capacity of Executive Chairman of the Company for a period of 3 (three) years commencing from April 21, 2025 and ending on April 20, 2028, upon such terms and conditions including remuneration as contained in the draft letter agreement, material terms of which are set out in the Explanatory Statement annexed hereto, with liberty to the Board to alter and vary the terms and conditions of the said agreement in such manner as may be agreed between the Board and Mr. Jaspal Singh Bindra and whose office shall be liable to retirement by rotation;

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

RESOLVED FURTHER THAT any Directors of the Company or Company Secretary or Chief Financial Officer of the Company be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution and also to settle any question, difficulty or doubt that may arise in this regard without requiring to secure any further consent or approval of the Members of the Company."

Registered Office:

Level 9, Centrum House,
Vidyanagari Marg, Kalina,
Santacruz (East), Mumbai – 400 098

Place: Mumbai

Date: March 7, 2025

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

sd/-

Balakrishna Kumar

Company Secretary & Compliance Officer

ACS51901

Notes:

1. An Explanatory Statement pursuant to Sections 102 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014, in respect of business to be transacted as mentioned in the Postal Ballot notice and the relevant details as required under Regulation 36(3) of the SEBI Listing Regulations and as required under SS-2, is annexed hereto.
2. In accordance with the provisions of the Act, read with Rules made thereunder and MCA Circulars, the Postal Ballot notice is being sent only by e-mail to those members whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on Friday, March 7, 2025. It is however, clarified that all the persons who are Members of the Company as on Friday, March 7, 2025 (including those Members who may not have received this Notice due to non-registration of their email IDs with the Company or the Depositories) shall be entitled to vote in relation to the resolution specified in this Notice.

Members may note that this Postal Ballot notice will also be available on the website of the Company at www.centrum.co.in website of the Stock Exchanges on which the equity shares of the Company are listed i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and the website of CDSL at www.evotingindia.com

3. In terms of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members in respect of the resolutions contained in the Postal Ballot Notice is sought through Postal Ballot (e-voting).
4. Members who have not registered their e-mail addresses with either the Company or the Depositories are requested to register the same with the Company or the Depositories in accordance with the process specified herein below at point no. 7(b).

Post successful registration of the e-mail, the member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable evoting for this Postal Ballot. In case of any queries, member may write to rnt.helpdesk@linkintime.co.in.

5. Voting rights will be reckoned on the paid-up value of shares registered in the names of the Members on Friday, March 7, 2025. Only those members whose names are recorded in the Register of Members of the Company or in the list of Beneficial Owners maintained by the Depositories as on Friday, March 7, 2025, will be entitled to cast their votes by evoting. A person who is not a member as on Friday, March 7, 2025, should treat this Notice for information purpose only.
6. In accordance with the provisions of Regulation 44 of SEBI Listing Regulations and Section 108 and 110 of the Act read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and the circulars issued by the Ministry of Corporate Affairs, the Company has extended e-voting facility for its Members to enable them to cast their votes electronically on the resolutions set forth in this Notice. Members are informed that the communication of their assent or dissent can take place through the e-voting facility. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) as the agency to provide the remote e-voting facility.
7. **Information and other instructions relating to remote e-voting are as under:**

(a) Voting through electronic mode/e-voting:

- (i) **The voting period begins at 9:00 a.m. IST on Thursday, March 13, 2025 and ends at 5:00 p.m. IST on Friday, April 11, 2025.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, March 7, 2025, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users of who have opted for CDSL’s Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on login icon & New System Myeasi Tab. 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,

	<p>we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</p> <ol style="list-style-type: none"> 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/Easi Registration and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate 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 e-voting 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>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
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.: 022 - 4886 7000 and 022 - 2499 7000

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

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

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (iv) After entering these details appropriately, click on “SUBMIT” tab.
- (v) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu

wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (viii) 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.
- (ix) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (x) 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.
- (xi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiii) 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.
- (xiv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xv) Additional Facility for Non – Individual Shareholders and Custodians –Remote Voting:**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is mandatory that, 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 (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

- (i) Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, for remote e-voting for this Postal Ballot, shareholders who have not registered their email address and in consequence the e-voting notice could not be serviced may temporarily get their email address registered with the Company's Registrar and Share Transfer Agent, MUFG Intime India Private Limited (Formerly Known as Link Intime India Private Limited), by clicking the link: https://web.linkintime.co.in/EmailReg/Email_Register.html and follow the registration process as guided thereafter. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, shareholder may write to rnt.helpdesk@linkintime.co.in. The last date for registration of email ids is Tuesday, April 1, 2025.
- (ii) It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, M/s. MUFG Intime India Private Limited (Formerly Known as Link Intime India Private Limited), having its office at C-101, Embassy 247, L.B.S. Marg, Vikhroli West, Mumbai – 400 083, India (Tel: 022 4918 6000; Fax: 022 4918 6060), by following the due procedure.
- (iii) Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, M/s. MUFG Intime India Private Limited (Formerly Known as Link Intime India Private Limited) to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
- (iv) For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- (v) For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA email id.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800 21 09911

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

8. SEBI Circular on e-voting facility:

Shareholders are requested to note that SEBI, vide its circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, with an objective to increase the efficiency of the voting process and the participation by the public non-institutional shareholder's/retail shareholders, has decided to enable e-voting to all the demat account holders, by way of a single login credential, directly through their demat accounts with depository participants or by registering with the Depositories.

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

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

9. The Executive Chairman or any person authorized by him in writing, after receipt of the Report on the scrutiny of the Postal Ballot (e-voting) from the Scrutinizer, shall announce the results of the Postal Ballot within 2 (two) working days from the conclusion of e-voting. The results so declared along with the Scrutinizer's Report shall be placed on the website of the Company i.e. www.centrum.co.in and CDSL i.e. www.evotingindia.com and shall also be forwarded to the Stock Exchanges on which shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited.
10. The Scrutinizer's decision on the validity of the Postal Ballot will be final and binding.
11. Resolution passed by the members by means of Postal Ballot will be deemed to have been passed at a General Meeting of the members. The Resolution as set out in the Postal Ballot Notice, if passed by requisite majority, shall be deemed to have been passed on the last day of e-voting i.e. Friday April 11, 2025.
12. All relevant documents referred to in the accompanying Notice and the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, are available for inspection by the Members at the Registered Office of the Company i.e. "Centrum House", C.S.T. Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400 098 during working hours on any working day till the conclusion of the voting period, in accordance with the provisions of Section 190 of the Companies Act, 2013. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to the Company Secretary at secretarial@centrum.co.in.

Registered Office:

Level 9, Centrum House, CST Road
Vidyanagari Marg, Kalina,
Santacruz (East), Mumbai – 400 098

Place: Mumbai

Date: March 7, 2025

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

sd/-

**Balakrishna Kumar
Company Secretary & Compliance Officer
ACS51901**

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

ITEM NO. 1

Mr. Jaspal Singh Bindra (DIN: 00128320) was re-appointed as an Executive Chairman of the Company for a period of 3 (three) years with effect from April 21, 2022 and his tenure expires on April 20, 2025. Mr. Jaspal Singh Bindra is not disqualified to be re-appointed in terms of Section 196(3) of the Companies Act, 2013 and also fulfills the eligibility criteria set out under Part I of Schedule V of the Companies Act, 2013. The details in relation to his re-appointment are provided herein below:

a) Profile:

Mr. Jaspal Singh Bindra has experience of over 38 years in Indian & International financial markets by having worked with various multinational companies such as Standard Chartered Bank, UBS Group, and Bank of America.

Prior to joining Centrum as the Executive Chairman, he was associated with Standard Chartered Bank for a period of 18 years, where on account of his combination of talent, skills and experience he was elevated to top management level and occupy a position on the Board of Directors of the parent Company.

He has steered the Centrum Group to sustained growth through a mix of organic and in-organic opportunities. Under his guidance, Group companies made three acquisitions in a short span of 2 years. It acquired the micro finance businesses of FirstRand Bank India (2017) and Altura Financial Services (2019) along with the L&T Finance's Supply Chain Finance Business (2018). Several global funds also backed our various business verticals with equity investments by Morgan Stanley PE Asia (~Rs 190 crore in Affordable Housing Finance Subsidiary (2020) and from Jacob Ballas, New York Life and Evolve (INR 130 crore in the Foreign Exchange Subsidiary (2017).

He was instrumental in Centrum's divestment of its foreign exchange subsidiary to Atlanta based, NASDAQ listed EBIX Inc for ~Rs1200 crore in 2018. Centrum's legacy businesses of Investment Banking and Broking have grown well under his tenure. The Wealth business today manages an AUM of ~Rs 40,000 crore and continues to grow well.

Unity Small Finance Bank Limited ("Unity"), a step-down Subsidiary of the Company which commenced its operations as a Small Finance Bank on November 01, 2021 has grown significantly to have a deposit base of Rs. 6505 crore and net advances of Rs. 8429 crore, as on March 31, 2024. With aspirations to become its customers' sole provider for all banking products, Unity is well-positioned to cater to a large market for its finance needs.

He is a Chartered Accountant and an MBA from XLRI Business School. He completed B. Com (Hons.) degree from St. Xaviers College, Mumbai.

On the basis of the recommendations made by the Nomination and Remuneration Committee, the Board of Directors ("the Board") at its Meeting held on March 7, 2025, after its evaluation, has approved the re-appointment of Mr. Jaspal Singh Bindra as a Director of the Company in the capacity of Executive Chairman of the Company for a period of 3 (three) years commencing from April 21, 2025 and ending on April 20, 2028 upon such terms and conditions including remuneration as contained in the draft letter agreement to be entered into between the Company and Mr. Jaspal Singh Bindra, material terms of which are set out herein below, subject to the approval of the Members of the Company by way of Special Resolution.

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

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

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

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

The draft letter agreement to be entered into between the Company and Mr. Jaspal Singh Bindra is available for inspection by the Members at the Registered Office the Company between 11.00 a.m. and 03.00 p.m. on all working days except Saturdays in accordance with the provisions of Section 190 of the Companies Act, 2013

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

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

GENERAL INFORMATION				
Nature of industry	Category I, Merchant Banker registered with SEBI			
Date or expected date of commencement of commercial production	As the Company is not a manufacturing Company, the same is not applicable			
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable			
Financial performance based on given indicators	(In Lakhs)			
	Year	FY 2021-22	FY 2022-23	FY 2023-24
	Income	6,619.24	5,815.27	9,686.84
	Net Profit (Loss) (after tax)	(3,359.15)	(7,237.49)	(5,133.59)
Foreign investments or collaborators, if any	None			
INFORMATION ABOUT THE APPOINTEE:				
Background details	Refer Profile provided in (a) above.			

Past remuneration (In Lakhs):	Year	FY 2021-22	FY 2022-23	FY 2023-24
	Amount (in Rs.)	4,81,12,000	6,62,79,601	11,42,09,600
Recognition or Awards	<p>Mr. Jaspal Singh Bindra is a Global Financial Services Industry executive with a consistent track record of driving profitable growth and increasing brand and shareholders' value in a broad range of leadership roles with major banking groups (Standard Chartered Bank, UBS, and Bank of America).</p> <p>He has successfully led businesses ranging from USD 1 to 13 billion in revenue and has a broad experience in leading large complex businesses, turnarounds, M&A and divestitures. He is skilled at developing strategies, building high performance alignment and managing initiatives that deliver customer satisfaction and lasting financial results. He led the initiative to set up the Unity Small Finance Bank Limited, a subsidiary of the Company.</p>			
Job profile and his suitability	<p>The Company has envisaged reaping significant benefits from Mr. Jaspal Singh Bindra's rich experience and wide knowledge encompassing the entire spectrum of capital market. In order to face emerging challenges and tap upcoming opportunities, it is deemed necessary to ensure that highly experienced professionals like Mr. Jaspal Singh Bindra contribute productively to the business of the Company. It is also expected that under the guidance and leadership of Mr. Jaspal Singh Bindra, the Company will be able flourish thereby adequately securing the future growth of the Company.</p>			
Remuneration proposed	<p>The details of Remuneration to be paid are contained in Explanatory Statement annexed to the Notice.</p>			
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t the country of his origin)	<p>The proposed remuneration of Mr. Jaspal Singh Bindra is in line with the contemporary trend in the Corporate Sector for managerial remuneration. The Basic Salary, allowances and perquisites represent the various components of remuneration of overall package.</p>			
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	<p>No pecuniary interest other than by way of compensation or dividend/other benefits accrued pursuant to the equity shares held by him in the Company. Mr. Jaspal Singh Bindra is Member in Businessmatch Services (India) Private Limited and is a Director and Member of JBCG Advisory Services Private Limited.</p>			
OTHER INFORMATION				
Reasons of loss or inadequate profits	<p>Under the leadership of the Chairman and the Board, some of the businesses of the group like wealth and brokerage have turned around over the last 2 -3 years. Unity Bank is investing for scaling up the business and continues to build substantial value to shareholders over the medium to long term. The financing costs of investments made in subsidiaries (mostly in the lending businesses) have kept the group in losses.</p>			
Steps taken or proposed to be taken for improvement.	<p>The group now has a substantial lending business apart from the historical cyclical business linked to Capital markets providing reasonable diversification of risks and stability of earnings. The Group is well poised to ride the growth of the economy sustainably, considering the long runway for growth in the financial sector.</p> <p>The current focus of the Group is to drive operational profitability of the various businesses and also to stabilize and bring down the leverage over the medium term. The profits from the operating businesses, partial or full monetization of some of the investments / businesses and equity raise over time will help reduce leverage and help address the high financing costs that has led to losses.</p>			

Expected increase in productivity and profits in measurable terms.	in	Considering the expertise and experience of Mr. Bindra in the financial sector, the Group expects to benefit significantly with him at the helm. The Company expects to substantially rely on his financial and business acumen to steer the Group to profitability over the next few years.
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Except Mr. Jaspal Singh Bindra, being the proposed appointee, none of the other Directors and Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 1

Registered Office:

Level 9, Centrum House, CST Road
Vidyanagari Marg, Kalina,
Santacruz (East), Mumbai – 400 098

Place: Mumbai

Date: March 7, 2025

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

sd/-

**Balakrishna Kumar
Company Secretary & Compliance Officer
ACSS1901**

Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard on General Meetings, the details of the Director proposed to be appointed through postal ballot are given below:

Name of Director	Mr. Jaspal Singh Bindra			
Director Identification Number	00128320			
Category	Executive Chairman			
Date on first appointment on Board	April 21, 2016			
Age & Date of Birth	Age: 64 years; Date of Birth: September 29, 1960			
Qualification	MBA from XLRI Business School, CA, B.com (Hons) degree from St. Xaviers College			
Experience/Expertise	Refer Profile provided in (a) above.			
Terms and conditions of appointment or re-appointment	Mr. Jaspal Singh Bindra is proposed to be re-appointed as an Executive Chairman of the Company, liable to retire by rotation on the terms & conditions as contained in the draft letter agreement, material terms of which are set out in the Explanatory Statement.			
Details of remuneration sought to be paid	The details of Remuneration to be paid are contained in Explanatory Statement annexed to the Notice.			
Remuneration last drawn by such person	Year	FY 2021-22	FY 2022-23	FY 2023-24
	Amount (in Rs.)	4,81,12,000	6,62,79,601	11,42,09,600
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	a) Unity Small Finance Bank Limited 1. Member of Audit Committee 2. Member of Nomination and Remuneration Committee 3. Chairperson of Stakeholders Relationship Committee b) Centrum Financial Services Limited 1. Member of Finance Committee 2. Member of Nomination and Remuneration Committee 3. Chairperson of Stakeholders Relationship Committee 4. Member of Group Risk Management Committee 5. Member of Risk Management Committee			
Directorships held in other companies (excluding foreign companies) as on date	1. JBCG Advisory Services Private Limited 2. JASUA Advisory Services Private Limited 3. Calculus Travel Ventures Private Limited 4. Gurudaya Estates Private Limited 5. Centrum Holding Limited 6. Centrum Financial Services Limited 7. Unity Small Finance Bank Limited			
Shareholding in the company (as on December 31, 2024)	9,00,000 Shares			
Disclosure of relationship with other Directors / Manager / Key Managerial Personnel	Not related to any other Director / Manager / Key Managerial Personnel.			