

CCL/SEC/2025-26/14

June 20, 2025

**National Stock Exchange of India Limited**

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

**Symbol: - CENTRUM**

**BSE Limited**

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

**Scrip Code: - 501150**

Dear Sir / Madam,

**Sub.: Corrigendum to the Notice of Postal Ballot dated May 26, 2025 of Centrum Capital Limited (“the Company”)**

This is with reference to the Notice of Postal Ballot dated May 26, 2025 (“Notice”) issued to the Members of Centrum Capital Limited (“the Company”) on May 26, 2025 and ongoing e-voting which commenced on Tuesday, May 27, 2025, 09:00 a.m. (IST) and ends on Wednesday, June 25, 2025, 5:00 p.m. (IST). We wish to inform that in accordance with applicable laws, the Company has today, i.e. June 20, 2025, dispatched a Corrigendum to the Notice of Postal Ballot dated May 26, 2025 (“Corrigendum”), by electronic mode to those shareholders to whom the Notice of Postal Ballot dated May 26, 2025, was sent by the Company.

This Corrigendum is being issued to inform the Members of the Company about certain alterations and provide clarifications in Item No. 1 of the Explanatory Statement forming part of the Notice.

The Corrigendum is enclosed herewith as Annexure A, and a corrected version of the Notice of Postal Ballot incorporating the alterations and clarifications as per the Corrigendum (for ease of reference to the Members of the Company), is enclosed herewith as Annexure B.

This Corrigendum will also be available on the website of the Company at [www.centrum.co.in](http://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](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).

Please take the same on your records.

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](mailto:secretarial@centrum.co.in); **Website:** [www.centrum.co.in](http://www.centrum.co.in)

**CORRIGENDUM TO THE NOTICE OF POSTAL BALLOT DATED MAY 26, 2025**

**Pursuant to Section 108 and 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) read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time**

Dear Members,

This is with reference to the Notice of Postal Ballot dated May 26, 2025 issued to the Members of Centrum Capital Limited (“the Company”) and ongoing e-voting available from Tuesday, May 27, 2025 at 9:00 a.m. (IST) to Wednesday, June 25, 2025 at 5:00 p.m. (IST).

The Notice of Postal Ballot dated May 26, 2025 (“Postal Ballot Notice”) was dispatched via email to the Members of the Company on May 26, 2025, in due compliance with the provisions of the Companies Act, 2013, and Rules made thereunder, read with the Circulars issued by the Ministry of Corporate Affairs and Securities Exchange Board of India, respectively. We draw attention of all the Members of the Company towards the said Postal Ballot Notice.

This Corrigendum is being issued in continuation of the postal ballot notice dated May 26, 2025, to the Members of the Company to incorporate the following changes in the explanatory statement w.r.t. Item No. 1 of the said Postal Ballot Notice.

Pursuant to the requirements of Regulation 28(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company had filed applications for obtaining in- principle approval of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited for the proposed issuance of Warrants convertible into Equity Shares on preferential basis to be issued to JBCG Advisory Services Private Limited, an entity forming part of the Promoter Group of the Company. This Corrigendum is being issued to inform the Members about certain alterations and provide clarifications in the Explanatory Statement forming part of the Postal Ballot Notice for resolution proposed in Item No. 1 therein, as provided hereunder:

1. Clause (o) of Item No. 1 of the Explanatory statement on Page no. 15 titled “Shareholding Pattern before and after the Issue” of the Postal Ballot Notice stands amended, substituted and be read as under:

Sr. No.	Category	Pre-issue (as on May 23, 2025)		Post-issue*	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding
<b>A</b>	<b>Promoters and Promoter Group holding</b>				
1	Indian	0	0	0	0
	Individual	0	0	0	0
	Bodies Corporate	16,01,33,578	38.49	23,02,59,803	47.36
	Sub-Total	16,01,33,578	38.49	23,02,59,803	47.36
2	Foreign Promoters	0	0	0	0
	<b>Total (A)</b>	<b>16,01,33,578</b>	<b>38.49</b>	<b>23,02,59,803</b>	<b>47.36</b>

<b>B</b>	<b>Non-promoters' holding</b>				
1	Institutional Investors	18,30,817	0.44	18,30,817	0.38
2	Non-institution				
(a)	Private Bodies Corporate (including Clearing members & LLP)	0	0	0	0
(b)	Directors and Relatives (excluding Promoter Directors and entities forming part of Promoter Group)	1,16,61,820	2.80	1,16,61,820	2.40
(c)	Key Managerial Personnel	2,70,000	0.06	2,70,000	0.06
(d)	Indian public (Individuals)	11,24,55,806	27.03	11,24,55,806	23.13
3	Others:				
(a)	NRIs and Foreign Nationals	1,04,15,504	2.50	1,04,15,504	2.14
(b)	Bodies Corporate	9,73,50,476	23.40	9,73,50,476	20.02
(c)	LLP	34,21,221	0.82	34,21,221	0.70
(d)	HUF	54,45,551	1.31	54,45,551	1.12
(e)	Clearing Member	255	0.00	255	0.00
(f)	Trust	35,100	0.01	35,100	0.01
(g)	IEPF	1,00,378	0.02	1,00,378	0.02
	<b>Total (B)</b>	<b>24,29,86,928</b>	<b>58.41</b>	<b>24,29,76,928</b>	<b>49.98</b>
<b>C</b>	<b>Shares held by Employee Trusts (C)</b>	<b>1,29,12,234</b>	<b>3.10</b>	<b>1,29,22,234</b>	<b>2.66</b>
	Total (A+B+C)	<b>41,60,32,740</b>	<b>100.00</b>	<b>48,61,58,965</b>	<b>100.00</b>

*\*The Shareholding details are assuming the full conversion of outstanding warrants.*

2. Clause. (b) of Item No. 1 of the Explanatory statement on Page no. 12 titled "Objects of the preferential issue" of the Postal Ballot Notice stands amended, substituted and be read as under:

The Company and its subsidiaries (collectively referred to as 'Group') are engaged in multiple businesses viz. Investment Banking & Broking, Wealth Management, Affordable Housing Finance, Asset Management, etc. The Company needs to raise equity capital for fund expansion of existing businesses and exploration of new business opportunities. Raising equity capital may also support the Company to de-leverage to bring down finance costs and also provide headroom for debt funds at an opportune time.

The Issue Proceeds shall be utilised towards following objects of the Preferential Issue:

<b>Nature of utilization</b>	<b>Amount (In Rs.)*</b>	<b>Tentative timeline for utilization of funds</b>
Prepayment/ repayment of debt of the Company	50,00,00,000	Within 12 months from the date of receipt of funds.
Prepayment/ repayment of debt of the Subsidiaries of the Company	90,00,00,000	Within 12 months from the date of receipt of funds.
Funding Support to Subsidiaries by way of Equity/Debt for their working capital requirements.	10,00,00,000	Within 24 months from the date of receipt of funds.
Other General Corporate Purposes**	49,99,99,937	Within 24 months from the date of receipt of funds.
<b>Total</b>	<b>1,99,99,99,937</b>	

*\* Considering 100% conversion of Warrants into Equity Shares within the stipulated time.*

*\*\* The amount to be utilized towards general corporate purposes does not exceed 25% of the total amount mentioned in the table above.*

The Company along with its Subsidiaries in particular has significant amount of obligations/maturities in the coming Financial Years. The Group meets these obligations through its borrowing programs and operating surpluses. To ensure better cash flow management and reduce reliance on external debt the promoter group proposes to part fund this requirement. The use of proceeds from the Issue will be utilised towards one or more, or in a combination of, for the following: prepayment/repayment of debt of the Company, funding support to subsidiaries and/or associates, working capital, investments and general corporate purposes.

Given that the Preferential Issue is for Convertible Warrants, the Issue Proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilized for the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within the timeframe specified in the table above from the date of receipt of funds, as the case may be.

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% of the amount specified for that object of issue size depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws

If the issue proceeds are not utilized (in full or in part) for the objects during the period stated above due to any such factors, the remaining issue proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws.

The Company would have flexibility in deploying the proceeds received by the Company from the Preferential Issue in accordance with applicable laws. Pending utilization for the purposes described above, the Company intends to temporarily invest funds in money market mutual funds, current account and/or deposits with scheduled banks, subject to compliance with the applicable laws.

As required under the ICDR Regulations and other applicable laws, the Company has appointed Brickwork Ratings India Private Limited, a credit rating agency registered with SEBI, having its office at 3<sup>rd</sup> Floor, Raj Alkaa Park, Kalena Agrahara, Bannerghatta Road, Bangalore - 560076, as the monitoring agency to monitor the use of proceeds by the Company till 100% (hundred percent) of such proceeds have been utilized.

The valuation report received from Mr. Kalyanam Bhaskar, Registered Valuer having Registration No. IBBI/RV/06/2020/12959 in accordance with the requirements of the SEBI ICDR Regulations and Companies Act, 2013 is uploaded on the website of the Company at <https://centrum.co.in/investor-relations/centrum-capital-limited/other-documents>

The certificate received from Makarand M. Joshi & Co, Practicing Company Secretary, certifying that the preferential issue is being made in accordance with the requirements of the ICDR Regulations is also made available on the website of the Company at <https://centrum.co.in/investor-relations/centrum-capital-limited/other-documents>

This Corrigendum to the Postal Ballot Notice shall form an integral part of the Postal Ballot Notice, which has already been circulated to the Members of the Company, and on and from the date hereof, the Postal Ballot Notice shall always be read in conjunction with this Corrigendum.

Accordingly, all concerned Members, Stock Exchanges, Depositories, Registrar and Share Transfer Agent, agencies appointed for e-voting, other Authorities, regulators, and all other concerned persons are requested to take note of the above changes. All other contents of the Postal Ballot Notice, save and except as modified or supplemented by this Corrigendum, shall remain unchanged.

This Corrigendum dated June 20, 2025, will also be available on the website of the Company at [www.centrum.co.in](http://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](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com)

We would like to inform all those Members, who have already casted their votes in the ongoing postal ballot i.e. after the start of e-Voting towards the postal ballot but prior to receiving this Corrigendum to postal ballot dated June 20, 2025, and if they wish to modify their votes in light of the information provided in the Corrigendum, they can do so by writing an email to the scrutinizer at the following email address [umeshmaskeri@gmail.com](mailto:umeshmaskeri@gmail.com) with a copy marked to [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com) on or before 5.00 P.M. (IST) on June 25, 2025. The scrutinizer will ensure that any modifications to the votes are duly recorded and taken into consideration.

This Corrigendum is being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s) as on the cut-off date i.e. Friday, May 23, 2025.

**Registered Office:**

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

**Place: Mumbai**

**Date: June 20, 2025**

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

Sd/-

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

**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](mailto:secretarial@centrum.co.in); **Website:** [www.centrum.co.in](http://www.centrum.co.in)

**POSTAL BALLOT NOTICE**

**Pursuant to Section 108 and 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) read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time**

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 Rule 20 and 22 of 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”**), Regulation 44 of the 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 Special 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 pursuant to section 102 of the Companies Act, 2013 read with Rules framed thereunder, 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 MCA circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. 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/instructions for remote e-voting is detailed in the Notes to this Postal Ballot notice. The Notice is also available on the website of the Company at [www.centrum.co.in](http://www.centrum.co.in)

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.

Members desiring to exercise their votes through the remote e-voting process are requested to carefully read the instruction indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting. The schedule of remote e-voting is as under:-

<b>Commencement of remote e-voting</b>	<b>Conclusion of remote e-voting</b>
Tuesday, May 27, 2025 at 9:00 a.m.(IST)	Wednesday, June 25, 2025 at 5:00 p.m.(IST)

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 Notice.

**SPECIAL BUSINESS:**

**ITEM NO. 1 – ISSUANCE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS:**

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

**“RESOLVED THAT** pursuant to the provisions of sections 23, 42, 62(1)(c) and all other applicable provisions of the Companies Act, 2013, read together with the rules thereunder (including any modifications or re-enactments thereof, for the time being in force), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “ICDR Regulations”), the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”), the Foreign Exchange Management Act, 1999, as amended, and the Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended and all applicable statutory/regulatory requirements and in accordance with the relevant provisions of Memorandum of Association and Articles of Association of the Company and the listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited (hereinafter referred to as the "Stock Exchanges"), where the Company's shares are listed and subject to any necessary approval, consent, permission and/ or sanction of the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India, ("SEBI"), and/or any other appropriate authority, including any other statutory/regulatory authority, banks, financial institutions or other creditors, and subject to such terms, conditions and modifications as may be prescribed by any of the aforesaid authorities in connection with granting any such approval, consent, permission, or sanction, and which may be agreed to by the Board of Directors of the Company (hereinafter called 'the Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorized by the Board or its committee for such purpose), approval of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot up to 7,01,26,225 Equity Share Warrants (**‘Warrants’**), each carrying a right exercisable by the Warrant Holder to subscribe to one Equity Share per Warrant, for cash consideration, at a price of Rs. 28.52/- (Rupees Twenty-Eight Paise Fifty-Two Only) (**‘Warrant Issue Price’**) per Warrant aggregating to Rs. 199,99,99,937/- (Rupees One Hundred and Ninety-nine Crore, Ninety-nine Lakh, Ninety-nine Thousand, Nine Hundred and Thirty Seven only) to JBCG Advisory Services Private Limited (“Proposed Allottee”), a Promoter Group entity of the Company, in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion at the time of the Issue, subject to applicable laws and regulations, including the provisions of Chapter V of the ICDR Regulations and the Act;

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the ICDR Regulations, the **‘Relevant Date’** for determining the Floor Price for the Preferential Issue of Warrants is May 26, 2025, being the date 30 days prior to the date of last date of receipt of votes through the e-voting process where the proposed Preferential Issue is being considered for approval of the Members of the Company;

**RESOLVED FURTHER THAT** the Issue Price of Rs. 28.52/- per Warrant, for preferential issue is not less than the floor price arrived at in accordance with Regulation 165 of Chapter V of the SEBI ICDR Regulations;

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Warrants and the resultant Equity Shares to be allotted on exercise of such Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- i The Warrant Holder shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted one Equity Share against each Warrant
- ii The Warrant Holder shall pay an amount equivalent to at least 25% of the Warrant Issue Price in terms of the SEBI (ICDR) Regulations on or before the allotment of Warrants. Upon exercising of the option of conversion of the Warrants into Equity Shares by the Warrant Holder, the price equivalent to 75% of the Issue Price per Warrant shall be payable. If the option to acquire Equity Shares pursuant to conversion of Warrants is not exercised within the prescribed time period of 18 months from the date of allotment of Warrants, then such Warrants shall be lapsed and the amount paid under this clause shall be forfeited by the Company.
- iii The said Warrants shall be issued and allotted by the Company within a period of 15 days from the date of passing of this resolution in dematerialized form, provided that in case the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions.
- iv The Equity Shares allotted on conversion of the Warrants shall rank *pari passu* in all respects (including voting powers and the right to receive dividend), with the existing Equity Shares of the Company from the date of allotment thereof and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- v The Warrants may be exercised by the Warrant Holder, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottee in the records of the Company as the registered owner of such Equity Shares.
- vi The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the Listing Regulations and the Securities Contracts (Regulation) Rules, 1957.
- vii The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be including any modifications thereof.
- viii The Warrants by itself, until exercise of conversion option and Equity Shares allotted, does not give to the Warrant Holder thereof any voting rights with respect to that of a shareholder(s) of the Company; and
- ix The price determined and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.

- x The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under applicable provisions of the ICDR Regulations and allotted equity shares shall be listed on the Stock Exchange subject to the receipt of necessary permissions and approvals.
- xi The Warrant Holders shall be entitled to all future corporate actions including but not limited to issue of bonus/rights, if any, and the Company shall reserve proportion of such entitlement for the Warrant Holders.
- xii The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant Holders upon exercise of the Warrants from the relevant Stock Exchange in accordance with the Listing Regulations and all other applicable laws, rules and regulation.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the name(s) of the proposed allottee(s) be and is hereby recorded for the issuance of invitation to subscribe to the Warrants and a private placement offer letter in Form No. PAS-4 together with an application form issued to the proposed allottee inviting them to subscribe to the Warrants.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue of Equity Shares and Convertible Warrants), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit without being required to seek any fresh approval of the Members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer and acceptance of such conditions as may be imposed or prescribed by any regulatory, statutory authority or Government of India, while granting such approvals, consents, permissions and sanctions, issuing and allotment of the Equity Shares, Warrants including the resultant Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the issue, filing of necessary forms with Registrar of Companies, Opening of Separate Bank Account, Filing of Corporate Action forms with depositories i.e., NSDL and CDSL and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s) / Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.”

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

**Place: Mumbai**  
**Date: May 26, 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 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, May 23, 2025. It is however, clarified that all the persons who are Members of the Company as on Friday, May 23, 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](http://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](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and the website of CDSL at [www.evotingindia.com](http://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](mailto: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, May 23, 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, May 23, 2025, will be entitled to cast their votes by evoting. A person who is not a member as on Friday, May 23, 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 Tuesday, May 27, 2025 and ends at 5:00 p.m. IST on Wednesday, June 25, 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, May 23, 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 <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users of who have opted for CDSL’s Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as 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.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service</li> </ol>

	<p>provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>4) For OTP based login you can click on <a href="https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider’s website for casting your vote during the remote e-Voting period.</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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at

	evoting@nsdl.co.in. or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000
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**(iii) Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.**

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

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

- (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 – 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](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login 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](mailto: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](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](mailto:rnt.helpdesk@linkintime.co.in). The last date for registration of email ids is Monday, June 16, 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 update your email id & mobile no. with your respective Depository Participant (DP)
- (vi) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 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, A-Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, NM Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto: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 shareholders/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](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](http://www.centrum.co.in) and CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com) and shall also be forwarded to the Stock Exchanges on which shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited.
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. Wednesday, June 25, 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](mailto:secretarial@centrum.co.in).

**Registered Office:**

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

**Place: Mumbai**

**Date: May 26, 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**

The Members of Centrum Capital Limited are hereby informed that the Board of Directors of the Company at their Meeting held on May 16, 2025, subject to the approval of the members of the Company and such other approvals as may be required, approved the issuance of convertible Equity Share Warrants (“Warrants”) of up to Rs. 200,00,00,000/- (Rupees Two Hundred Crore only) to JBCG Advisory Services Private Limited, a Promoter Group entity of the Company. Accordingly, it is now proposed to issue 7,01,26,225 Warrants, each carrying a right exercisable by the Warrant Holder to subscribe to one Equity Share per Warrant, at a price of Rs. 28.52/- (Rupees Twenty-Eight and Paise Fifty-Two only) (Warrant Issue Price) per Warrant aggregating to Rs. 199,99,99,937/- (Rupees One Hundred and Ninety-nine Crore, Ninety-nine Lakh, Ninety-nine Thousand, Nine Hundred and Thirty Seven only).

An amount equivalent to at least 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Issue Price shall be payable by the Warrant holder against each Warrant before the allotment of Equity Shares. The issue and allotment of the Warrants and the Equity Shares by the Company to shall be in accordance with the Companies Act, 2013 and rules thereunder, ICDR Regulations, Listing Regulations, and subject to the receipt of necessary approvals from the statutory authorities, if any.

Members may further note that the present authorised share capital of the Company is sufficient to accommodate the proposed issue and allotment of Equity Shares upon conversion of Warrants. Accordingly, approval of the shareholders of the Company by way of special resolution is being sought in terms of Sections 23(1)(b), 42 and 62(1)(c) of the Companies Act, 2013 (“Companies Act, 2013”) as well as applicable regulations of the ICDR Regulations for the Preferential Issue, as per details mentioned in the Resolution

**Information required in respect of the proposed issue of Warrants pursuant to the applicable provisions of the Companies Act, 2013, and rules framed thereunder and ICDR Regulations, is as under:**

**a) The date of passing Board Resolution for approving Preferential Issue**

The Board of Directors of the Company has approved the preferential Issue of Rs. 200,00,00,000/- (Rupees Two Hundred Crores Only) at its Meeting held on May 16, 2025 and the Fund Raising Committee of the Company has approved an Issue price of Rs. 28.52/- per Warrant at its Meeting held on May 26, 2025, in accordance with the resolution passed by the Board of Directors.

**b) Objects of the preferential issue:**

The Company and its subsidiaries (collectively referred to as ‘Group’) are engaged in multiple businesses viz. Investment Banking & Broking, Wealth Management, Affordable Housing Finance, Asset Management, etc. The Company needs to raise equity capital for fund expansion of existing businesses and exploration of new business opportunities. Raising equity capital may also support the Company to de-leverage to bring down finance costs and also provide headroom for debt funds at an opportune time.

The Issue Proceeds shall be utilised towards following objects of the Preferential Issue:

Nature of utilization	Amount (In Rs.)*	Tentative timeline for utilization of funds
Prepayment/ repayment of debt of the Company	50,00,00,000	Within 12 months from the date of receipt of funds.
Prepayment/ repayment of debt of the Subsidiaries of the Company	90,00,00,000	Within 12 months from the date of receipt of funds.
Funding Support to Subsidiaries by way of Equity/Debt for their working capital requirements.	10,00,00,000	Within 24 months from the date of receipt of funds.
Other General Corporate Purposes**	49,99,99,937	Within 24 months from the date of receipt of funds.
<b>Total</b>	<b>1,99,99,99,937</b>	

\* Considering 100% conversion of Warrants into Equity Shares within the stipulated time.

\*\* The amount to be utilized towards general corporate purposes does not exceed 25% of the total amount mentioned in the table above.

The Company along with its Subsidiaries in particular has significant amount of obligations/maturities in the coming Financial Year. The Group meets these obligations through its borrowing programs and operating surpluses. To ensure better cash flow management and reduce reliance on external debt the promoter group proposes to part fund this requirement. The use of proceeds from the Issue will be utilised towards one or more, or in a combination of, for the following: prepayment/repayment of debt of the Company, funding support to subsidiaries and/or associates, working capital, investments and general corporate purposes.

Given that the Preferential Issue is for Convertible Warrants, the Issue Proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilized for the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within the timeframe specified in the table above from the date of receipt of funds, as the case may be.

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% of the amount specified for that object of issue size depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws

If the issue proceeds are not utilized (in full or in part) for the objects during the period stated above due to any such factors, the remaining issue proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws.

The Company would have flexibility in deploying the proceeds received by the Company from the Preferential Issue in accordance with applicable laws. Pending utilization for the purposes described above, the Company intends to temporarily invest funds in money market mutual funds, current account and/or deposits with scheduled banks, subject to compliance with the applicable laws.

As required under the ICDR Regulations and other applicable laws, the Company has appointed Brickwork Ratings India Private Limited, a credit rating agency registered with SEBI, having its office at

3<sup>rd</sup> Floor, Raj Alkaa Park, Kalena Agrahara, Bannerghatta Road, Bangalore - 560076, as the monitoring agency to monitor the use of proceeds by the Company till 100% (hundred percent) of such proceeds have been utilized.

**c) Kinds of securities offered and maximum / total number of securities to be issued:**

The resolution set out in the Notice authorizes the Board to issue and allot up to issue and allot 7,01,26,225 Warrants at a price of Rs. 28.52/- (Rupees Twenty-Eight Paise Fifty-Two only) per Warrant, aggregating to Rs. 199,99,99,937/- (Rupees One Hundred and Ninety-nine Crore, Ninety-nine Lakh, Ninety-nine Thousand, Nine Hundred and Thirty-Seven only), carrying a right and option to subscribe up to 7,01,26,225 Equity Shares.

**d) Price or price band at / within which the allotment is proposed for pricing of preferential issue:**

The Company proposes to issue and allot 7,01,26,225 Warrants at a price of Rs. 28.52/- (Rupees Twenty-Eight Paise Fifty-Two only) per Warrant ("Warrant Exercise Price"), aggregating to Rs. 199,99,99,937/- (Rupees One Hundred and Ninety-nine Crore, Ninety-nine Lakh, Ninety-nine Thousand, Nine Hundred and Thirty-Seven only) carrying a right and option to subscribe up to 7,01,26,225 Equity Shares. The pricing for the proposed allotment of Warrants is in accordance with the ICDR Regulations.

**e) Basis or justification for the price (including premium, if any) at which the offer or invitation is being made**

The value of Equity Share of the Company has been derived as per Valuation Report prepared by Kalyanam Bhaskar, Registered Valuer having Registration No. IBBI/RV/06/2020/12959 in accordance with the requirements of the SEBI ICDR Regulations and Companies Act, 2013. The valuation report is also uploaded on the website of the Company at <https://centrum.co.in/investor-relations/centrum-capital-limited/other-documents>

**f) Relevant Date with reference to which the price has been arrived at:**

The "Relevant Date" for the purpose of determination of the Floor Price of the Warrants to be issued and allotted as above, is Monday, May 26, 2025, which is 30 (thirty) days prior to the date on which the special resolution by the shareholders is proposed to be passed i.e. Wednesday, June 25, 2025.

**g) The Class or classes of persons/names of the proposed allottee(s) to whom the allotment is made and the percentage of post-preferential offer capital that may be held by them:**

The proposed allotment, if approved, is to be made to JBCG Advisory Services Private Limited ("Proposed Allottee"). Proposed Allottee is part of promoter group of the Company.

**h) Intention of the promoters / promoter group / directors / key managerial personnel / senior management of the Company to subscribe to the offer:**

The Convertible Warrant into Equity Shares shall be offered to JBCG Advisory Services Private Limited, an entity forming part of the Promoter group of the Company, intends to subscribe to the Warrants.

Except as mentioned above, no other Promoter, Directors or Key Managerial Personnel of the Company will subscribe to the proposed issue and they will not be making any contribution as part of the offer. There will be no change in Control/ Management. However, voting rights will change in tandem with the shareholding pattern.

**i) Proposed time / time schedule within which the preferential issue or allotment of equity shares shall be completed:**

As required under the SEBI (ICDR) Regulations, Warrants shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said Warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date receipt of last of such approvals.

**j) Adjustments for Warrants:**

In the event, the Issue Price is less than the price determined in accordance with SEBI (ICDR) Regulations, the Issue Price and the number of Equity Shares to be allotted on exercise of the Warrant shall be subject to appropriate adjustments, as permitted under applicable rules, regulations and laws as applicable from time to time.

**k) The name of the proposed allottee and the percentage of post preferential offer capital that may be held by them:**

The proposed allotment, if approved, is to be made to JBCG Advisory Services Private Limited. Upon allotment and conversion of such Warrants into Equity Shares, JBCG Advisory Services Private Limited will hold 19.70% of the post preferential offer paid-up equity share capital of the Company, assuming the full conversion of Warrants proposed to be issued.

**l) Change in control, if any, in the Company that would occur consequent to the preferential issue:**

There will be no change in control over the Company pursuant to the completion of the preferential allotment of the Warrants to the Proposed Allottee and/or upon conversion of all the Warrants into Equity Shares by the Proposed Allottee.

**m) Number of persons to whom preferential allotment has already been made during the financial year, in terms of number of securities as well as price:**

Save and except the preferential issue of the Warrants as proposed in the resolution set out in the Notice, the Company has not made any other preferential allotment of Equity Shares or convertible Warrants during the current financial year 2025-26.

**n) The justification for the proposed allotment to be made for consideration other than cash together with the valuation report of the registered valuer:**

Not applicable. The Company is not allotting the Warrants for consideration other than cash.

**o) Shareholding Pattern before and after the Issue:**

Sr. No.	Category	Pre-issue (as on May 23, 2025)		Post-issue*	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding
<b>A</b>	<b>Promoters and Promoter Group holding</b>				
1	Indian	0	0	0	0
	Individual	0	0	0	0
	Bodies Corporate	16,01,33,578	38.49	23,02,59,803	47.36
	Sub-Total	16,01,33,578	38.49	23,02,59,803	47.36

2	Foreign Promoters	0	0	0	0
	<b>Total (A)</b>	<b>16,01,33,578</b>	<b>38.49</b>	<b>23,02,59,803</b>	<b>47.36</b>
<b>B</b>	<b>Non-promoters' holding</b>				
1	Institutional Investors	18,30,817	0.44	18,30,817	0.38
2	Non-institution				
(a)	Private Bodies Corporate (including Clearing members & LLP)	0	0	0	0
(b)	Directors and Relatives (excluding Promoter Directors and entities forming part of Promoter Group)	1,16,61,820	2.80	1,16,61,820	2.40
(c)	Key Managerial Personnel	2,70,000	0.06	2,70,000	0.06
(d)	Indian public (Individuals)	11,24,55,806	27.03	11,24,55,806	23.13
3	Others:				
(a)	NRIs and Foreign Nationals	1,04,15,504	2.50	1,04,15,504	2.14
(b)	Bodies Corporate	9,73,50,476	23.40	9,73,50,476	20.02
(c)	LLP	34,21,221	0.82	34,21,221	0.70
(d)	HUF	54,45,551	1.31	54,45,551	1.12
(e)	Clearing Member	255	0.00	255	0.00
(f)	Trust	35,100	0.01	35,100	0.01
(g)	IEPF	1,00,378	0.02	1,00,378	0.02
	<b>Total (B)</b>	<b>24,29,86,928</b>	<b>58.41</b>	<b>24,29,76,928</b>	<b>49.98</b>
<b>C</b>	<b>Shares held by Employee Trusts (C)</b>	<b>1,29,12,234</b>	<b>3.10</b>	<b>1,29,22,234</b>	<b>2.66</b>
	Total (A+B+C)	<b>41,60,32,740</b>	<b>100.00</b>	<b>48,61,58,965</b>	<b>100.00</b>

*\*The Shareholding details are assuming the full conversion of outstanding warrants.*

**p) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottee:**

Based on the confirmation received from the Proposed Allottee, the following natural persons are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottee:

Sr. No.	Name of the Person	PAN	Total Number of equity shares and % of Total Capital held in Investor
1.	Mr. Chandir Gidwani	AFXPG0158D	10,000 Equity Shares i.e. 50% of the paid up share capital of the company
2.	Mr. Jaspal Singh Bindra	AEWPB7762G	10,000 Equity Shares i.e. 50% of the paid up share capital of the company

**q) The current and proposed status of the Proposed Allottee post the preferential issue namely promoter and non-promoter:**

The Proposed Allottee as on the date of this Notice holds 2,56,34,537 Equity Shares (i.e. 6.16% of the Equity Share Capital) of the Company and its status is promoter group. Post the proposed allotment, it will continue to be part of the promoter group.

**r) Practicing Company Secretary's Certificate:**

The Company has obtained a certificate from Makarand M. Joshi & Co, Practicing Company Secretary, certifying that the preferential issue is being made in accordance with the requirements of the ICDR Regulations and the same is available for inspection by a Member upon request. Kindly send your request at

secretarial@centrum.co.in. A copy of the certificate is also made available on the website of the Company at <https://centrum.co.in/investor-relations/centrum-capital-limited/other-documents>

**s) Particulars of the offer including date of passing of Board resolution:**

The Board of Directors of the Company at its meeting held on May 16, 2025, approved issuance of the Warrants to the Proposed Allottee by way of preferential issue for cash consideration.

**t) Name and address of the valuer who performed the valuation:**

The pricing of the Warrants has been performed by Mr. Kalyanam Bhaskar, an independent registered valuer under the provisions of Companies Act, 2013, SEBI ICDR Regulations, 2018 with registration no. IBBI/RV/06/2020/12959 having its office at 01, Rangaprasad Enclave, Vinayak Nagar, Gachibowli, Hyderabad, India – 500032, vide its report dated May 26, 2025.

**u) Amount which the Company intends to raise by way of issue of securities:**

The Company, pursuant to the proposed Preferential Issue of Warrants proposes to raise Rs. 199,99,99,937/- (Rupees One Hundred and Ninety-nine Crore, Ninety-nine Lakh, Ninety-nine Thousand, Nine Hundred and Thirty-Seven only).

**v) Material terms of raising of securities and principle terms of assets charged as securities:**

The Material terms of issuing warrants are mentioned in the proposed resolutions, further, no assets of the Company are getting charged as security.

**w) Lock-in period:**

The Convertible Warrants shall be locked-in for such period as may be specified under Regulations 167 and 168 of the ICDR Regulations. The entire pre-preferential allotment shareholding of allottees shall be locked-in from the relevant date up to a period of 90 trading days from the date of allotment of such securities as specified under Regulation 167(6) of the ICDR Regulations.

**x) Disclosures under Schedule VI of the ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:**

Neither the Company, nor any of its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the ICDR Regulations. The proposed Preferential Issue is not being made to any person who shares a land border with India.

**y) Undertaking:**

Since the equity shares of the Company have been listed on Stock Exchanges for a period of more than 90 (ninety) trading days prior to the Relevant Date, it is not required to re-compute the price per Warrant to be issued as per Regulation 164(3) of ICDR Regulations. Accordingly, the Company is also not required to submit the undertaking specified under Regulations 163(1)(g) and (h) of the ICDR Regulations.

However, the Company shall re-compute the price of the Warrants, if it is required to do so as per the applicable laws. If the amount payable on account of the re-computation of price is not paid within the time stipulated in ICDR Regulations, the Warrants shall continue to be locked-in till the time such amount is paid.

**z) Other Disclosures:**

- (a) The Company is eligible to make the Preferential Issue of Warrants under the provisions of Chapter V of the ICDR Regulations and the Companies Act, 2013.
- (b) Neither the Promoter or Promoter Group members of the Company nor any of the Directors of the Company are categorized as a fugitive economic offender, as defined under the ICDR Regulations.
- (c) The Proposed Allottee has not sold any Equity Shares of the Company during the 90 (ninety) trading days preceding the Relevant Date.
- (d) The Company has no subsisting default in the redemption or payment of dividend on Equity Shares of the Company since the commencement of the Companies Act, 2013.
- (e) The Company does not have any outstanding dues to the SEBI, the Stock Exchanges or the Depositories as on the date of the Notice.
- (f) The proposed Preferential Issue is not being made to any person or body corporate incorporated in, or a national of a country, which shares a land border with India.
- (g) The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the Listing Agreement entered with the Stock Exchanges and the Listing Regulations, as amended and Circulars and Notifications issued by the SEBI thereunder.

The approval of the shareholders by way of special resolution as set out in this Notice, is sought for the proposed issue and allotment of the Warrants to the Proposed Allottee on a preferential basis (for cash consideration), pursuant to the applicable provisions of the Companies Act, 2013, read with applicable rules framed thereunder and the ICDR Regulations.

Accordingly, the Board believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the resolution set out in Item No. 1 of the Notice for approval by shareholders of the Company by way of a special resolution.

The copies of the related documents will be made available for inspection to a Member upon request.

Except Mr. Jaspal Singh Bindra and Mr. Chandir Gidwani, none of the other Directors or Key Managerial Personnel and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the passing of the resolution set out at Item No. 1 of the Notice, except to the extent of their shareholding, if any, in the Company.

**Registered Office:**

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

**Place: Mumbai**

**Date: May 26, 2025**

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

Sd/-  
**Balakrishna Kumar**  
**Company Secretary & Compliance Officer**  
**ACS51901**