

CENTRUM FINANCIAL SERVICES LIMITED**CIN: U65910MH1993PLC192085****Registered Office: Centrum House, CST Road, Vidyanagari Marg, Kalina, Mumbai 400098****Phone: 02242159000, Fax: 02242159833;****Email:cs@centrum.co.in; Website:www.centrum.co.in****NOTICE**

NOTICE IS HEREBY GIVEN THAT ANNUAL GENERAL MEETING OF CENTRUM FINANCIAL SERVICES LIMITED WILL BE HELD ON MONDAY, JULY 29, 2024, AT 2:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT CENTRUM HOUSE, C.S.T. ROAD, VIDYANAGARI MARG, KALINA, SANTACRUZ (EAST), MUMBAI – 400098, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024, together with the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Rishad Byramjee (DIN: 00164123), who retires by rotation at this meeting and being eligible, offers himself for re-appointment.
3. Appointment of M/s. Sharp & Tannan, Chartered Accountants, as Statutory Auditors of the Company:

To consider and, if thought fit, to pass the following resolution, as an Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 139 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Guidelines issued by Reserve Bank of India (RBI) vide RBI/2020-21/25 ref no. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021, applicable RBI Regulations/Master Directions and such other applicable provisions, if any, the consent of the Members be and is hereby accorded for the appointment of M/s. Sharp & Tannan, Chartered Accountants, Mumbai having firm registration no. FRN 109982W be appointed as the Statutory Auditors of the Company, at a remuneration as may be mutually agreed to, between the Board of Directors and M/s Sharp & Tannan, Chartered Accountants, plus applicable taxes, out-of-pocket expenses, travelling and other expenses, to hold office of Statutory Auditors from Financial Year 2024-25 till the conclusion of the Annual General meeting of the Company to be held in the year 2027;

RESOLVED FURTHER THAT all Directors of the Company be and is hereby severally authorised to file necessary forms, returns or documents with the Registrar of Companies and other authorities and to do all such acts, deeds, things which may be necessary to give effect to the said resolution.”

SPECIAL BUSINESS:

4. **To approve the appointment of Mr. Sriram Venkatasubramanian (DIN: 00169087) as a Director of the Company**

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 152, 160, 161 and any other applicable provisions of the Companies Act, 2013 (the “Act”) read with applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), such other rules, circulars and guidelines issued by the Reserve Bank of India (“RBI”) in this regards from time to time, the provisions of the Articles of

Association of the Company, and basis the recommendation of Nomination & Remuneration Committee and approval of the Board of Directors of the Company, Mr. Sriram Venkatasubramanian (DIN: 00169087), who was appointed as the Additional Director of the Company, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member, proposing his candidature for the office of Director, being so eligible, be and is hereby appointed as a Director of the Company.

5. To approve the appointment of Mr. Sriram Venkatasubramanian (DIN: 00169087) as Managing Director & Chief executive officer (MD & CEO) of the Company

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 read with scheduled V and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), such other rules, circulars and guidelines issued by Reserve Bank of India in this regards from time to time, the provisions of the Articles of Association of Company, and the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company and such other approval, permission and sanctions, the consent of the Members of the Company, be and is hereby accorded for the appointment of Mr. Sriram Venkatasubramanian (DIN: 00169087) as Managing Director & Chief executive officer **(MD & CEO)** of the Company, liable to retire by rotation, for a period of 3 years, effective June 01, 2024 up to May 31, 2027 at a remuneration in the scale of Rs. 2,75,00,000/- to Rs. 3,25,00,000/- per annum and as per terms and conditions as approved by the Board.

RESOLVED FURTHER THAT Mr. Sriram Venkatasubramanian shall be provided with a car by the Company to be used for Company’s business and he shall also be entitled to receive discretionary bonus over and above aforesaid remuneration, during any Financial Year as may be determined and approved by the Nomination and Remuneration Committee from time to time.

RESOLVED FURTHER THAT in case of absence or inadequacy of profits in any Financial Year, Mr. Sriram Venkatasubramanian shall be paid such minimum remuneration, as may be determined by the NRC and Board, subject to seeking necessary regulatory approvals if any.

RESOLVED FURTHER THAT the Board of Directors of the Company (including duly constituted Nomination and Remuneration Committee of the Board), be and is hereby authorised to do all such acts, deeds, matters and things including the power to settle all questions, difficulties or doubts that may arise with regard to the said appointment and terms of appointment, as it may in its absolute discretion deem fit, and to authorize officials to execute all such agreements, documents, instruments, writings, etc., as may be required, file requisite forms or applications with statutory/regulatory authorities and/or to delegate all or any of its powers herein conferred to any Director(s)/ Officer(s) of the Company, as may be required, to give effect to this resolution.”

6. To appoint Ms. Sunita Rajiv Handa (DIN: 08215176) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and other applicable provisions, of the Companies Act, 2013 (‘Act’) read with relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the rules, guidelines and circulars issued by the Reserve Bank of India (‘RBI’) in this regards from time to time, the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Ms. Sunita Rajiv Handa (DIN: 08215176), who was appointed as an Additional Director in the capacity of Independent Director of the Company with effect from May 07, 2024, and

who in terms of Section 161 of the Act holds office upto the date of general meeting of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retirement by rotation, for period of three years commencing from May 07, 2024 upto May 06, 2027.

RESOLVED FURTHER THAT any one of the Director or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary or desirable for furtherance of the above, and to execute any such documents and writings as may be required on behalf of the Company, with power to settle all questions, difficulties or doubts that may arise in regard to the said appointment.”

7. To approve issuance of securities in one or more tranches

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

“**RESOLVED THAT** pursuant to Section 42, 71, and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, any other applicable provisions under the Act, Securities and Exchange Board of India Act, 1992, Securities Contract Regulation Act, 1956 (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), as may be amended from time to time, SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), as may be amended from time to time, the Depositories Act, 1996, Indian Stamp Act 1899, and/or the Rules, Regulations, Guidelines and Circulars issued thereunder and subject to the Reserve Bank of India regulations/ guidelines/ circulars, the Memorandum and Articles of Association of the Company, and subject to any other regulations, consents, permissible approvals and sanctions, if any, as may be laid down by any other authority, approval of the members be and is hereby accorded to create, offer, issue, allot, list, redeem, pay interest, etc., by issue of secured/unsecured/ rated/ unrated/ listed/ unlisted/redeemable securities, which may be convertible/ non-convertible (“Securities”), on such terms and conditions as may be decided by the Board of Directors of the Company or any Committee thereof which may be constituted or in existence (herein after together referred to as the “Board”), to the below mentioned selected group of persons as identified persons provided however that the aggregate amount of funds from any such offering(s), whether in one or more tranches, shall not exceed Rs.500 Crore (Rupees Five Hundred Crore Only):

- a. Banks;
- b. Financial Institutions;
- c. Non-Banking Financial Companies;
- d. Company, Bodies Corporate, Statutory Corporation;
- e. Mutual Funds;
- f. Insurance Companies;
- g. Provident Funds, Gratuity, Superannuation and Pension Funds, subject to their investment guidelines;
- h. Individuals;
- i. Hindu Undivided Family (HUF);
- j. Partnership firms including Limited Liability Partnership firms;
- k. Registered Society;
- l. Private Trust / Public charitable trust;
- m. Any other entity who is eligible to invest

RESOLVED FURTHER THAT the Board be and are hereby severally authorized to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient to give effect to the above Resolution, including

determining the final terms and conditions of the Securities and any matters incidental or ancillary thereto.

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

**BY ORDER OF THE BOARD OF DIRECTORS
CENTRUM FINANCIAL SERVICES LIMITED**

**SRIRAM VENKATASUBRAMANIAN
MANAGING DIRECTOR & CEO
DIN: 00169087**

**PLACE: MUMBAI
DATE: JULY 1, 2024**

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”), in regard to the special business No. 4 to 7 are set out on above Items which are annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.** Proxies, in order to be effective, must be received at the Company’s Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organization.
3. Members are requested to note that pursuant to Section 105 of the Act, a person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting (AGM) are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote in their behalf at the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The Register of Director’s Shareholding, Register of Contracts are available for inspection by the members at the registered office of the Company.
7. All documents referred to in the accompanying Notice and Explanatory statement are open and available for inspection at the Registered Office of the Company on all working days during the working hours i.e. between 9.30 a.m. to 6.00 p.m., till the date of this Meeting.
8. Route map of the venue of the meeting (including prominent landmark) is annexed hereto and forms a part of this notice.

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the businesses mentioned under the accompanying Notice dated July 1, 2024.

Item No. 4 & 5

Basis the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on May 06, 2024 appointed Mr. Sriram Venkatasubramanian (DIN: 00169087) as an Additional Director in the capacity of Managing Director and Chief Executive Officer of the Company, liable to retire by rotation for a period of three years with effect from June 01, 2024 at a remuneration of upto Rs. 3 crore per annum for FY 2024-25 and in the scale of Rs. 2,75,00,000/- to Rs. 3,25,00,000/-per annum and as per terms and conditions as placed before the Board, subject to the approval of members of the Company and such other approval, permission and sanctions required. Further, Board of Directors of the Company at its meeting held on May 06, 2024 appointed Mr. Sriram Venkatasubramanian as acting Chief Financial Officer of the Company with effect from June 01, 2024.

Mr. Sriram Venkatasubramanian was Chief Financial Officer of the Centum Capital Limited till May 31, 2024. He holds an engineering degree from BITS, Pilani and a PGDM from IIM, Bangalore. He has about 28 years of experience in Financial Services, Corporate Finance and Technology. He has been with Centrum Group for more than 17 years in multiple roles spanning Business, Strategy, Finance and Operations in Capital Markets, Wealth Management and lending businesses. During his stint with Centrum, he has run the brokerage and distribution business, been part of the founding team of the wealth business, led the disinvestment of the foreign exchange business to PE funds and subsequently to strategic buyer, handled equity fund raise for housing business from Morgan Stanley. He played a strategic role in the entry of Centrum Group into lending business including acquisition made by CFSL and CML and also the banking license and PMC acquisition. Prior to Centrum, he has worked as the country manager of Aptuit Informatics, a software product company, Vice President in Esaar Group where he worked on Acquisitions and Financing.

Brief profile of Mr. Sriram Venkatasubramanian along with the information as required to be furnished under Secretarial Standards-2 is annexed as Annexure A with the notice.

Mr. Sriram Venkatasubramanian is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Managing Director & CEO of the Company. In the opinion of the Board, he fulfils the conditions for the said appointment as prescribed under the relevant provisions of the Act and the relevant Rules made thereunder and other guidelines, circulars, notifications issued by the RBI, from time to time. He has affirmed that he is not de-barred from holding office of Director by virtue of any order of Securities and Exchange Board of India or any other such authority and has furnished the necessary consent/declarations/disclosures for his appointment as required under the Companies Act, 2013 and other applicable statutory provisions.

Relevant documents relating to appointment of MD & CEO are available for inspection by the members without any fees at the Registered Office and Corporate Office of the Company between 11:00 a.m. and 01:00 p.m. on all working days except Saturdays.

The Board recommends the passing of the ordinary and Special Resolution set forth in Item No.4 & 5 above for approval of the members.

Except Mr. Sriram Venkatasubramanian, none of the other Directors or Key Managerial Personnel of the Company and / or their relatives are concerned or interested, financially or otherwise, in passing of the resolution.

The statement containing additional information as required in Schedule V of the Companies Act, 2013 is stated below:

I. General Information:

1. Nature of Industry: Non Banking Financial Company (Core Investment Company)
2. Date or expected date of commencement of commercial production: The Company is Non Operating Financial Holding Company (NOFHC) thus it does not have commercial production.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
4. Financial performance based on given indicators: The Gross income of your Company for FY 2023-24 is Rs. 2.83 Lakh and the net loss is Rs. (2,489.18) Lakh.
5. Foreign Investments or collaborations, if any: None

II. Information about the appointee:

1. Background details:

Mr. Sriram Venkatasubramanian is currently Chief Financial Officer of the Centum Capital Limited and is also Centrum Group CFO. He holds an engineering degree from BITS, Pilani and a PGDM from IIM, Bangalore. He has about 28 years of experience in Financial Services, Corporate Finance and Technology. He has been with Centrum Group for more than 17 years in multiple roles spanning Business, Strategy, Finance and Operations in Capital Markets, Wealth Management and lending businesses.

Prior to Centrum, he has worked as the country manager of Aptuit Informatics, a software product company, Vice President in Esaar Group where he worked on Acquisitions and Financing.

2. **Past remuneration:** Not applicable since this is his first appointment as a Managing Director.
3. **Recognition or awards:** During his stint with Centrum, he has run the brokerage and distribution business, been part of the founding team of the wealth business, led the disinvestment of the foreign exchange business to PE funds and subsequently to strategic buyer, handled equity fund raise for housing business from Morgan Stanley.

He played a strategic role in the entry of Centrum Group into lending business including acquisition made by CFSL and CML and also the banking license and PMC acquisition.

4. Job profile and his suitability:

Mr. Sriram Venkatasubramanian has been associated with Centrum Group for more than 17 years in multiple roles. During his stint with Centrum, he has run several businesses of Centrum group and contributed significantly for success and growth of Centrum group. He in his role of MD & CEO will focus on transitioning the company into the NOFHC of the Group.

With the diversified experience and exposure of Mr. Sriram Venkatasubramanian, the Company is hopeful that it will smoothly be converted into NOFHC of the Centrum Group.

5. Remuneration proposed:

- a. Remuneration in the scale of Rs. 2,75,00,000/- to Rs. 3,25,00,000/- per annum and the present remuneration shall be up to Rs. 3,00,00,000/- per annum.
- b. Basis the approval of Nomination and Remuneration Committee, the Company may pay a discretionary bonus over and above the said remuneration, during any Financial Year.
- c. He will be provided with Car by the Company to be used for Company's business.

6. 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 with respect to the country of his origin):

The remuneration of Mr. Sriram Venkatasubramanian is comparable to that drawn by the peers in the similar capacity in the industry.

7. Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel or other Director, if any: Mr. Sriram Venkatasubramanian is not related to any of the Directors and Key Managerial Personnel of the Company

III. Other Information:

1. **Reasons for inadequate profits:** Pursuant to condition specified by Reserve Bank of India ("RBI") for granting of banking licence to its subsidiary viz. Unity Small Finance Bank Limited and Certificate of Registration issued to the Company for conversion from Non-Banking Financial Company-Investment and Credit Company (NBFC-ICC), to Non-Banking Financial Company-Core Investment Company (NBFC-CIC), the Company has initiated the process of converting the Company into Non – Operating Financial Holding Company (NOFHC).

Thus, the Company is not engaged in any commercial production activities and there are no operations and income of the Company.

2. **Steps taken or proposed to be taken for improvement:** Not applicable
3. **Expected increase in productivity and profits in measurable terms:** Not Applicable

Item No. 6

Basis the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on May 06, 2024 appointed Ms. Sunita Rajiv Handa (DIN: 08215176) as an Additional Director in the capacity of 'Independent Director' of the Company, for a period of three years with effect from May 07, 2024, subject to the approval of members of the Company.

Ms. Sunita Handa is a seasoned banking professional from the largest Financial Conglomerate of the Country, the State Bank of India (SBI), with over three decades of insightful experience, more than half of it in technology initiatives & implementations involving inter-alia ; Tech-Partnerships (Centre/State Govts, B2B, Supply Chain Lending, Fintech), Payment Systems, SWIFT, UPI, e-Commerce, Mobility (SBI – YONO), Treasury & Wealth Investments, Digital Collections / Payments/ Cash Management for MSMEs, Corporates & Govts. and digitisation in SBI's Overseas Offices in 25 countries across the Globe. She was a key member of the Core Team for migrating operations of State Bank of India's overseas offices to a single technology platform. She was also posted in Frankfurt (2008 to 2012) as Senior Vice President to head the Bank's IT operations in Germany. Presently, she is working as Principal Advisor – Strategy at Protectt.ai Labs Pvt Ltd, contributing towards building a safe, secure & sustainable Mobile-First ecosystem as a part of an AtmaNirbhar Bharat. Further, she is an

Independent Director on the Board of Toyota Financial Services India.

Brief profile of Ms. Handa along with the information as required to be furnished under Secretarial Standards-2 is annexed as Annexure A with the notice.

The Company has received declaration from Ms. Handa as per the provisions of section 149(6) of the Companies Act, 2013 that she meets the criteria of independence under the Companies Act, 2013. Further, the Company has also received consent of Ms. Handa to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. She has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

The Company has received Notice under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Independent Director.

Draft letter of appointment setting out the terms and conditions of her appointment is available for inspection by the members without any fees at the Registered Office and Corporate Office of the Company between 11:00 a.m. and 01:00 p.m. on all working days except Saturdays.

The Board recommends the Ordinary Resolution set forth in Item No.6 above for approval of the members.

Except Ms. Sunita Handa, none of the other Directors or Key Managerial Personnel of the Company and / or their relatives are concerned or interested, financially or otherwise, in passing of the resolution.

Item No. 7

The members be informed that in order to convert the Company into Non – Operating Financial Holding Company (NOFHC), it will be necessary to acquire the regulated entities of the Group. To finance these acquisitions, making investments in group companies and for general corporate purposes, the Company may raise funds through issuance of different securities i.e. by way of issuance of Non-Convertible Debentures (NCDs) / Market Linked Debentures (MLDs), etc.

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

Accordingly, the approval of the Members is being sought by way of a Special Resolution under Section 42 and other applicable provisions, if any, of the Act and the Rules framed thereunder to create, invite, offer, issue and allot up to such number of securities ,including but not limited NCDs or MLDs, whether secured or unsecured, on a private placement basis, in one or more tranches aggregating to Rs. 500 Crore (Rupees Five Hundred Crore), during a period of one year from the date of passing resolution set out at item No. 4 of this Notice.

The Board recommends the Resolution as set out in item no. 7 to the Members for their consideration and approval, by way of Special Resolution.

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

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

Particulars of the offer including date of passing of Board resolution	Create, offer, issue and allot, by issue of securities, as may be decided by the Board/ any Committee of the Board in one or more tranches not exceeding Rs. 500 Crore (Rupees Five Hundred Crore Only). Date of Passing Board Resolution- May 6,2024
Kinds of securities offered and the price at which security is being offered:	Any securities as may be decided by the Board/ any Committee of the Board
Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	As may be decided by the Board/ any Committee of the Board on the basis of valuation obtained from a professional, if any.
Name and address of valuer who performed valuation, basis on which the price has been arrived at along with report of the registered valuer and relevant date with reference to which the price has been arrived at	Will depend at the time of issuance since valuation report will be obtained at the time of issuance/allotment
Amount which the company intends to raise by way of such securities	Up-to Rs.500 Crore (Rupees Five Hundred Crore Only).
Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities	Terms and conditions –As may be decided by the Board/ any Committee of the Board, Object of the offer being- making investments in group companies, repayment of debt, On-lending as permitted under applicable regulations issued by RBI, working capital, general corporate purposes, and such other purpose as may be determined by the Board or Finance Committee from time to time. contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects to be decided at the time of offer, principle terms of assets charged as securities- As may be decided by the Board/ any Committee of the Board.
The price or price band at/within which the allotment is proposed;	As may be decided by the Board/ any Committee of the Board.
The class or classes of persons to whom the allotment is proposed to be made	To such persons or entities, including companies, financial institutions, insurance companies, mutual funds, pension/ provident funds and individuals, whether in India or outside India, as the case may be or such other entities as the Board/ any Committee may decide from time to time.
Intention of promoters, directors or key managerial personnel to subscribe to the offer	As may be decided by the Board/ any Committee of the Board
The proposed time within which the allotment shall be completed	As may be decided by the Board/ any Committee of the Board
The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	As may be decided by the Board/ any Committee of the Board

The change in control, if any, in the company that would occur consequent to the preferential offer	Since the issue is proposed to be made in tranches the shareholding will differ with every issue.
The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price.	Nil
The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.	Allotment will be made in cash. Further, valuation report will be obtained at the time of issuance/allotment, if required.
The pre issue and post issue shareholding pattern of the company in the following format	Since the issue is proposed to be made in tranches the shareholding will differ with every issue.

**By Order of the Board of Directors,
For Centrum Financial Services Limited**

**Sriram Venkatasubramanian
Managing Director & CEO
DIN: 00169087**

**Place: Mumbai
Date: July 1, 2024**

ANNEXURE A

Information as required to be furnished pursuant to Secretarial Standards-2

Name of Director	Rishad Byramjee	Sriram Venkatasubramanian	Sunita Handa
Director Identification Number	00164123	00169087	08215176
Designation	Executive Director	Managing Director & CEO	Independent Director
Date on first appointment on Board	December 24, 2002	June 01, 2024	May 07, 2024
Date of Birth	April 19, 1981	August 13, 1973	August 31, 1961
Age	43 years	50 years	62 years
Qualification	B.Com & Master of Science degree with specialization in Logistics & Supply Chain Management from UK	Engineering degree from BITS, Pilani and a PGDM from IIM, Bangalore.	M.Sc (Maths) from Delhi University, Certified Associate of Indian Institute of Bankers (CAIIB), Executive Leadership Program by the Wharton School of University of Pennsylvania, Blockchain by Linux Foundation, IICA's Proficiency Exam for Independent Directors, Strategic Management by IIM, Bangalore, Artificial Intelligence - AI for Everyone by IBM
Experience/Expertise	Over 20 years of experience	Over 28 years of experience	Over 38 years of experience
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person	Mr. Rishad Byramjee is appointed as Executive Director of the Company for a period of three (3) years effective September 16, 2022 at a remuneration not exceeding Rs. 15,00,000/- and is liable to retirement by rotation and being eligible, offer himself for re-appointment.	Mr. Sriram Venkatasubramanian is appointed as Managing Director and CEO of the Company for a period of three (3) years effective June 01, 2024 at a remuneration in the scale of Rs. 2,75,00,000/- to Rs. 3,25,00,000/-per annum with remuneration for FY 2024-25 upto Rs. 3 crore p.a.	Ms. Sunita Handa is proposed to be appointed as Independent Director of the Company. She will be entitled to Sitting Fee(s) for attending Board and Committee Meeting(s) of the Company.

	During FY 2023-24, he has drawn a remuneration of Rs. 12,00,000/-.		
Number of Meetings of the Board attended during the year and other Directorship/Membership/Chairmanship of Committees of other Boards	<p>No. of Meetings attended: 5</p> <p>Details of Other</p> <p>Directorship:</p> <ul style="list-style-type: none"> • Lion Estates Private Limited • Aquarius Estates Private Limited • Nightingale Estates Private Limited • Casby Global Air Private Limited • Sea Freight Private Limited • Machado and Sons Agents and Stevedores Private Limited • M Dinshaw And Company Private Limited • Kavita Stockbrokers Private Limited • Risk Financial Consultancy Private Limited • Jakari Developers Private Limited • Kaikobad Byramjee And Sons (Agency) Private Limited • Casby Logistics Private Limited • Sika Properties Private Limited • Centrum Capital Limited <p>Membership/Chairmanship of Committees of other Boards</p>	<p>No. of Meetings attended: Not Applicable</p> <p>Details of Other</p> <p>Directorship:</p> <ul style="list-style-type: none"> • Centrum Insurance Brokers Limited • Centrum Capital Advisors Limited • Centrum Wealth Limited • Centrum Finverse Limited • K-Right Management Solutions Private Limited <p>Membership/Chairmanship of Committees of other Boards: None</p>	<p>No. of Meetings attended: Nil</p> <p>Details of Other</p> <p>Directorship:</p> <ul style="list-style-type: none"> • Toyota Financial Services India Limited <p>Membership/Chairmanship of Committees of other Boards:</p> <p>Member of:</p> <p>Audit Committee Stakeholder Relationship Committee Nomination and Remuneration Committee Risk Management Committee CSR Committee</p> <p>Chairperson of:</p> <p>IT Strategy Committee</p>

	Centrum Capital Limited: Audit Committee – Member Stakeholder Relationship Committee - Chairperson		
Shareholding in the Company	Nil	NIL	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company.	None	None	None

CENTRUM FINANCIAL SERVICES LIMITED

CIN: U65910MH1993PLC192085

Registered Office: Centrum House, CST Road, Vidyanagari Marg, Kalina, Mumbai 400098

Phone:02242159000,Fax:02242159833;Email:cs@centrum.co.in

Website: www.centrum.co.in

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

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

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

I/We _____ of _____ above named Company, hereby appoint

1. Name: _____

Address: _____

E-mail Id: _____ Signature: _____ or failing him

2. Name: _____

Address: _____

E-mail Id: _____ Signature: _____ or failing him

3. Name: _____

Address: _____

E-mail Id: _____ Signature: _____ or failing him

as my/our Proxy to attend and vote (on a Poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Monday, July 29, 2024 at 2:00 P.M. and at any adjournment thereof in respect of such resolution as are indicated below:

Resoluti on No.	Resolution	I/We assent to the resolution (For)*	I/We dissent to the resolution (Against)*
Ordinary Business			
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024, together with the reports of the Board of Directors and the Auditors thereon.		
2	To appoint a Director in place of Mr. Rishad Byramjee (DIN: 00164123), who retires by rotation at this meeting and being eligible, offers himself for re-appointment		
3	Appointment of M/s. Sharp & Tannan, Chartered Accountants, as Statutory Auditors of the Company:		
Special Business:			
4	To approve the appointment of Mr. Sriram Venkatasubramanian (DIN: 00169087) as a Director of the Company		
5	To approve the appointment of Mr. Sriram Venkatasubramanian (DIN: 00169087) as Managing Director & CEO of the Company		
6	To appoint Ms. Sunita Rajiv Handa (DIN: 08215176) as an Independent Director of the Company		
7	To approve issuance of securities in one or more tranches		

Signed this _____ day of _____ 2024.

Signature of the Shareholder: _____

Signature of the Proxy holder(s): _____

Affix
Revenue
Stamp

Notes:

1. This Form of the proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the resolution, explanatory statement and notes please refer to the Notice of the Annual General Meeting.
3. A proxy need not be a member of the Company.
4. A person can act as a proxy on behalf of the members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carry voting rights.
5. If a member holding more than 10% of the total share capital carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other member.
6. In case of Joint holder, the vote of the senior who tender as vote , whether in person or by proxy, shall

be accepted to the exclusion to the vote of other joint holders .Seniority shall be determined by the order in which the name stand in the register of members.

7. *This is optional please put a tick mark (✓) in appropriate column against the resolution indicated above. In case of members wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns "For", "Against" . In case the members leaves the column(s) blank, the proxy will be entitled to vote in the manner he/she thinks appropriate.

CENTRUM FINANCIAL SERVICES LIMITED

CIN: U65910MH1993PLC192085

Registered Office: Centrum House, CST Road, Vidyanagari Marg, Kalina, Mumbai 400098
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ATTENDANCE SLIP

ANNUAL GENERAL MEETING

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

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

Reference Folio No. /DP ID & Client ID: _____

Number of Shares: _____

Name and Address: _____

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

I hereby record my presence at the Annual General Meeting of the Company held on Monday July 29, 2024 at 2:00 P.M. at Centrum House C.S.T. Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400 098.

Signature of Member/Proxy (Name in BLOCK letters)

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members/proxy are requested to bring a copy of the Annual Report at the meeting.

Route Map for AGM Venue

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

