

September 28, 2021

To, National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, Bandra - Kurla Complex, Bandra (East), Mumbai - 400 051.	To, BSE Limited Corporate Relations Department, 1st Floor, New Trading Ring, P. J. Towers, Dalal Street, Mumbai - 400 001.
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Sub: Minutes of Postal Ballot

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

Dear Sir/Madam,

In continuation of our intimation dated September 24, 2021, with respect to disclosure of voting results of Postal Ballot, we are pleased to enclose herewith a copy of Minutes of Postal Ballot.

Kindly take the above information on record.

Thanking You.

For Centrum Capital Limited



Alpesh Shah
Company Secretary

Encl: As above

Centrum Capital Limited (CIN: L65990MH1977PLC019986)

Corporate Office: Centrum House, CST Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400 098.

Tel: +91 22 4215 9000

Registered Office: 2nd Floor, Bombay Mutual Building, Dr. D. N. Road, Fort, Mumbai – 400 001. Tel: +91 22 2266 2434

Email : info@centrum.co.in Website : www.centrum.co.in

MINUTES OF PROCEEDINGS FOR DECLARATION OF RESULTS OF THE POSTAL BALLOT BY CENTRUM CAPITAL LIMITED DECLARED ON THURSDAY, SEPTEMBER 23, 2021, AT "CENTRUM HOUSE", CST ROAD, VIDYANAGARI MARG, KALINA, SANTACRUZ (EAST), MUMBAI-400098

The Company had on, Tuesday, August 24, 2021, completed the dispatch of the Postal Ballot Notice dated Tuesday, August 24, 2021, through email to the Members of the Company as on Friday, August 20, 2021 ("the cut-off date") for seeking their approval by way of Special Resolution for the Special Business contained in the said Notice.

The voting rights were reckoned in proportion to the paid-up value of the equity shares registered in the name of the Members as on Friday, August 20, 2021. Public Notice regarding the completion of dispatch of Postal Ballot Notice was published in The Free Press Journal and Navshakti on Wednesday, August 25, 2021.

The Company had, in compliance with Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and pursuant to Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, offered e-voting facility through Central Depository Services (India) Limited to all the Members of the Company to enable them to cast their votes electronically. The voting period (e- voting) commenced from Wednesday, August 25, 2021, at (09:00 a.m.) and end on Thursday, September 23, 2021, at (05:00 p.m.).

The Board of Directors vide its Board Meeting dated Tuesday, August 24, 2021, had appointed Mr. Umesh P Maskeri, Practicing Company Secretary, (COP No. 12704) as Scrutinizer for conducting the Postal Ballot (e-voting) process in a fair and transparent manner.

The Scrutinizer carried out the scrutiny of the votes cast electronically up to 05:00 p.m. on Thursday, September 23, 2021 and had submitted his Report dated Thursday, September 23, 2021.

The Report submitted by the Scrutinizer was taken on record and the results given herein below were declared:

Item No. 1 – SPECIAL RESOLUTION

Approval for Transfer of the entire business ("business undertaking") of Centrum Financial Services Limited (CFSL), a wholly owned material subsidiary to its proposed step down subsidiary (Small Finance Bank (SFB)), via a slump sale

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, of the Companies Act, 2013 and the relevant Rules made thereunder (collectively "the Act"), Regulation 24 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Rules made there under (including any statutory modifications, amendments or re-enactments of any of them for the time being in force), the Memorandum and Articles of Association of the Company and subject to other requisite approvals including consent from lenders, where required, and all concerned statutory and regulatory approvals, if and to the extent necessary, having been first obtained, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board", which term shall include a duly authorized Committee of Directors) for sale/ transfer of the ('business undertaking') of the Centrum Financial Services Limited (CFSL) to its proposed subsidiary (Small Finance Bank (SFB)), via a slump sale, on a going concern, on 'as-is-where-is' basis, at a consideration amounting to INR 316.00 Crore (Rupees' Three Hundred Sixteen Crore only) ("Consideration"), subject to adjustments, if any, for any material change in financial status of the undertaking during the intervening period till the date of actual transfer;

RESOLVED FURTHER THAT for the purpose of implementation of this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary including executing necessary agreement(s), deeds, documents, indemnities, contracts, declarations, undertakings, forms, letters and other papers as may be necessary, desirable and expedient to be agreed, signed and executed and to take all incidental and necessary steps for and on behalf of the Company and to settle all questions or queries that may arise in the course of implementing this resolution including to seek registration of any such documents, deeds, filing intimations, applying for and on behalf of the Company and seeking necessary consents and approvals and to delegate any or all of its powers vested on it by this resolution to any of its Committee(s), or individual Director(s), or other officers or executives or such other persons like advisors, advocates, attorneys, lawyers, bankers, or any other appropriate agencies or persons,

to give effect to this Resolution and also to settle any question, difficulty or doubt that may arise in this regard without requiring to secure any further consent or approval of the Members of the Company.”

Mode of Voting: E-voting

Total No. of Shareholders		41298	
Total No. of Shares		416032740	
Receipt of Postal Ballot Forms		NIL	
		Number of Votes	Number of Shares
Total votes cast through e-voting	A	25,15,64,970	25,15,64,970
Total Votes Cast through Postal Ballot Forms Received	B	0	0
Grand Total of e-voting/Postal Ballot Form (A+B)	C	25,15,64,970	25,15,64,970
Less : Invalid e-voting /Postal Ballot Forms(on account of signature mismatch, for/against option not indicated)	D	0	0
Net e-voting/ Postal Ballot Forms (C-D)	E	25,15,64,970	25,15,64,970

Category	Mode of Voting	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes against	% of votes in favour on votes polled	% of votes against one votes polled
		1	2	$(3)=[(2)/(1)]*100$	4	5	$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
Promoter and Promoter Group	Evoting	158755578	158755578	100.00	158755578	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		158755578	100.00	158755578	0	100.00	0.00
Public Institutions	Evoting	2372513	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non-Institutions	Evoting	254904649	92809392	36.41	92779190	30202	99.97	0.03
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		92809392	36.41	92779190	30202	99.97	0.03
Total		416032740	251564970	60.47	251534768	30202	99.99	0.01

As the number of votes casted in favour of the Resolution i.e. 99.99 % were more than the number of votes casted against i.e. 0.01%.

Item No. 2 – SPECIAL RESOLUTION

Approval for Transfer of the entire business (“business undertaking”) of Centrum Microcredit Limited (CML), a wholly owned material subsidiary to a proposed subsidiary of Centrum Financial Services Limited (CFSL) (Small Finance Bank (SFB)), via a slump sale

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, of the Companies Act, 2013 and the relevant Rules made thereunder (collectively “the Act”), Regulation 24 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Rules made there under (including any statutory modifications, amendments or re-enactments of any of them for the time being in force), the Memorandum and Articles of Association of the Company and subject to other requisite approvals including approval of the lenders if necessary, and all concerned statutory and regulatory approvals, if and to the extent necessary, having been first obtained, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board", which term shall include a duly authorized Committee of Directors) for sale/transfer of the entire business (“business undertaking”)of Centrum Microcredit Limited (CML) a wholly owned subsidiary to a proposed subsidiary of Centrum Financial Services Limited (CFSL) (Small Finance Bank (SFB)), via a slump sale, on a going concern, on ‘as-is-where-is’ basis, amounting to INR 110.00 crore (Rupees One Hundred Ten

Crore only) (“Consideration”), subject to adjustments, if any, for any material change in financial status of the undertaking during the intervening period till the date of actual transfer;

RESOLVED FURTHER THAT for the purpose of implementation of this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary including executing necessary agreement(s), deeds, documents, indemnities, contracts, declarations, undertakings, forms, letters and other papers as may be necessary, desirable and expedient to be agreed, signed and executed and to take all incidental and necessary steps for and on behalf of the Company and to settle all questions or queries that may arise in the course of implementing this resolution including to seek registration of any such documents, deeds, filing intimations, applying for and on behalf of the Company and seeking necessary consents and approvals and to delegate any or all of its powers vested on it by this resolution to any of its Committee(s), or individual Director(s), or other officers or executives or such other persons like advisors, advocates, attorneys, lawyers, bankers, or any other appropriate agencies or persons, to give effect to this Resolution and also to settle any question, difficulty or doubt that may arise in this regard without requiring to secure any further consent or approval of the Members of the Company.”

Mode of Voting: E-voting

Total No. of Shareholders	41298		
Total No. of Shares	416032740		
Receipt of Postal Ballot Forms	NIL		
		Number of Votes	Number of Shares
Total votes cast through e-voting	A	21564980	21564980
Total Votes Cast through Postal Ballot Forms Received	B	0	0
Grand Total of e-voting/Postal Ballot Form (A+B)	C	21564980	21564980
Less : Invalid e-voting /Postal Ballot Forms(on account of signature mismatch, for/against option not indicated)	D	0	0
Net e-voting/ Postal Ballot Forms (C-D)	E	21564980	21564980

Category	Mode of Voting	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes against	% of votes in favour on votes polled	% of votes against one votes polled
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Evoting	158755578	158755578	100.00	158755578	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		158755578	100.00	158755578	0	100.00	0.00
Public Institutions	Evoting	2372513	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non-Institutions	Evoting	254904649	92809402	36.41	92779200	30202	99.97	0.03
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		92809402	36.41	92779200	30202	99.97	0.03
Total		416032740	251564980	60.47	251534778	30202	99.99	0.01

As the number of votes casted in favour of the Resolution i.e. 99.99 % were more than the number of votes casted against i.e. 0.01 %.

Hence, the abovementioned Special Resolutions had been passed by the Members with requisite majority on Thursday, September 23, 2021, i.e. the last date of e-voting.

**Certified True Copy
For Centrum Capital Limited**

**Sd/-
Jaspal Singh Bindra
Chairman**



**Alpesh Shah
Company Secretary
Place: Mumbai
Date: September 23, 2021**