

September 07, 2021

<b>To,</b> <b>National Stock Exchange of India Limited</b> Exchange Plaza, Plot No. C/1, G Block, Bandra - Kurla Complex, Bandra (East), Mumbai - 400 051.	<b>To,</b> <b>BSE Limited</b> Corporate Relations Department, 1st Floor, New Trading Ring, P. J. Towers, Dalal Street, Mumbai - 400 001.
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**Sub: Minutes of the 43<sup>rd</sup> Annual General Meeting held on August 26, 2021**

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

Dear Sir/Madam,

Please find enclosed herewith the copy of the Minutes of the 43<sup>rd</sup> Annual General Meeting held on August 26, 2021.

Kindly acknowledge the receipt and take the same on your record.

Thanking you,  
Yours faithfully,

**For Centrum Capital Limited**


**Alpesh Shah**  
**Company Secretary**

Encl: a/a

**Centrum Capital Limited (CIN: L65990MH1977PLC019986)**

**Corporate Office:** Centrum House, CST Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400098.

Tel: +91 22 4215 9000

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

Email : [info@centrum.co.in](mailto:info@centrum.co.in) ,Website : [www.centrum.co.in](http://www.centrum.co.in)

HELD AT \_\_\_\_\_

ON \_\_\_\_\_

TIME \_\_\_\_\_

**MINUTES OF THE 43RD ANNUAL GENERAL MEETING OF CENTRUM CAPITAL LIMITED, HELD ON THURSDAY, AUGUST 26, 2021, AT 03:00 P.M., THROUGH ELECTRONIC MODE [VIDEO CONFERENCE ("VC") OR OTHER AUDIO VISUAL MEANS ("OAVM")]**

Name	Designation
Mr. Chandir Gidwani	Chairman Emeritus
Mr. Jaspal Singh Bindra	Executive Chairman
Mr. K. R. Kamath	Non-Executive Director
Mrs. Mahakhurshid Byramjee	Non-Executive Director
Mr. NVP Tendulkar	Independent Director
Mr. R. S. Reddy	Independent Director
Mr. Rajesh Srivastava	Independent Director
Mr. Rishad Byramjee	Non-Executive Director
Mr. R.A Sankara Narayanan	Independent Director
Mr. S. K. Mitra	Independent Director
Mr. Subhash Kutte	Independent Director ( also the chairman of Audit committee, NRC and Stakeholders Relationship Committee )

**Members**

44 Members were present (including authorised representatives of bodies corporates)

**BY INVITATION:**

Name	Designation
Mr. Alpesh Shah	Company Secretary
Mr. Sriram Venkatasubramanian	Chief Financial Officer
Ms. Shailendra Apte	Executive Director-Strategy
Mr. Ajay Sharma	Senior VP- Accounts

Mr. Sumant Sakhardande and Mr. Snehal Shah, representative of M/s Haribhakti & Co. LLP, Statutory Auditors, Mr. Umesh P Maskeri, Secretarial Auditor and Scrutinizer were also present at the 43rd Annual General Meeting of the Company.

In accordance with Article 84 of the Articles of the Association of the Company, Mr. Jaspal Singh Bindra, Executive chairman took the chair and welcomed all the Members present through VC. Since the requisite quorum being present, Chairman called the Meeting in order. He thereafter introduced the Directors and Key Executives of the Company attending the Meeting through VC and also informed about the presence of Scrutinizer and representative of Statutory Auditors.

He informed the Members that, considering the extra-ordinary circumstances caused by COVID-19 and in light of the social distancing norms, the Ministry of Corporate Affairs ("MCA") has vide its circulars dated April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020 and December 31, 2020 ("MCA

CHAIRMAN'S INITIALS

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

Circulars") and clarification circular No. 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR /P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), permitted the holding of the Annual General Meeting of a company through VC / OAVM upto December 31, 2021. Thus, in compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), MCA Circulars and SEBI Circular, the Meeting of the Company is held through VC and the Company had taken all requisite steps to enable Members to participate and vote on the items being considered in the AGM. He informed the Members about some basic instructions with respect to the participation at the AGM through VC.

The Members was apprised of the sad and untimely demise of Mr. Rajesh Nanavaty, Non-Executive Director of the Company. The Directors conveyed their condolences and placed on record their sincere gratitude and appreciation for the invaluable contribution of Mr. Nanavaty towards the Company.

The Chairman informed that, as the AGM is being held through video conferencing, in compliance with the regulatory requirements and owing to the difficulties involved in dispatching physical copies, the Notice of the Annual General Meeting and the Annual Report containing the Directors' Report, Auditors' Report, Annual Accounts and related documents for the Financial Year ended March 31, 2021, have been circulated electronically, only to those Members whose email address is registered with the Company or the Depository Participants. All the requisite statutory registers and other relevant documents as referred in the Notice and the explanatory statement were available in electronic mode.

The Chairman then informed that, this Meeting has been convened to seek your approval for items as detailed in the Notice of the Annual General Meeting.

The business of the Meeting as per the Notice was taken up item wise.

The chairman informed that, the Auditors' report issued by the Statutory Auditors and the Secretarial Auditor have no qualifications, observations, adverse comments or remarks.

The Notice convening the Meeting, the Auditors Report and Secretarial Auditors Report was taken as read, and thereafter the Chairman took the Members through the highlights of the Company's performance.

The Chairman informed that, in accordance with the provisions of Section 108 of the Companies Act 2013, Rule 20 of the Company's (Management Administration) Rules 2014, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015, as amended from time to time, the Company had provided a remote e-voting facility to enable the Members to cast their votes electronically, on the agenda specified in the aforesaid notice of the Annual General Meeting.

The Chairman informed that Remote e-voting period commenced on August 23, 2021 and ended on August 25, 2021. Further, Members who have not casted their vote through remote e-voting and who had participated in the Meeting can vote

CHAIRMAN'S INITIALS

HELD AT \_\_\_\_\_

ON \_\_\_\_\_

TIME \_\_\_\_\_

through e-voting facility provided by CDSL and at the same time, watch the proceedings of the Meeting.

The Chairman informed that Mr. Umesh P Masker, Practicing Company Secretary, has been appointed as scrutinizer for the remote e-voting and for the e-voting process at the Meeting.

The Chairman invited shareholders to speak and share their questions and comments and requested each speaker to be brief and conclude their remarks within two minutes, so as to enable many more to speak.

The Chairman informed the speakers to be focused and avoid repetition of questions already asked by other Members.

The Chairman informed that, he will first hear all the questions from Members and a consolidated response will be given in the end.

Chairman informed that, there are 13 Shareholders/Members, who have registered as speakers.

The Chairman addressed the queries raised by the speakers and informed that, if there are any other specific queries which he has not covered, then they can get in touch with the Company Secretary who will ensure that the right people from the leadership team address those queries as soon as possible.

The Chairman then thanked all the Members for participating in the Meeting through video conferencing and all the Directors of the Company for their participation in the Meeting.

The Chairman then authorize the Company Secretary to declare the result of the voting through e-voting after the process is complete, and results have been certified by the scrutinizer.

The Chairman informed that, the combined results of the remote e-voting and e-voting will be communicated to the stock exchanges within 48 hours of the closure of this Meeting. The Members are further requested to note that, the results declared, along with scrutinizer's report shall be placed on the Company's website.

There being no other business, the Meeting concluded with a vote of thanks to the Chair at 04:17 p.m.

Results of e-voting on the ordinary and special business at the 43<sup>rd</sup> Annual General Meeting of the Company held on August 26, 2021.

The summary on the consolidated results on the remote e-voting and voting at the AGM date as set out in item no's 1 to 4 of the AGM Notice dated June 22, 2021, as contained in the consolidated scrutinizer's Report dated August 27, 2021, are recorded hereunder as a part of the proceedings of the Meeting.

Item No	Item Description	% of votes in favour	% of votes against	% of votes abstain
1.	Adoption of the Audited Financial Statements (standalone and consolidated) for the Financial Year ended March 31, 2021, together with the reports of the Board of Directors	99.99	00.01	-

CHAIRMAN'S INITIALS

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

Item No	Item Description	% of votes in favour	% of votes against	% of votes abstain
	and Auditors thereon.			
2.	To appoint a director in place of Mr. Ramachandra Kasargod Kamath (DIN: 001715073), who retires by rotation at this meeting and being eligible, offers himself for re-appointment	99.99	00.01	-
3.	Appointment of M/s Sharp and Tannon, Chartered Accountants as the Statutory Auditors at an annual remuneration of Rs 19,00,000 per annum	99.99	00.01	-
4.	Appointment of Mr. R. A. Sankara Narayanan (DIN 05230407) as an Independent Director for a period of five consecutive years from April 03, 2021 to April 02, 2025	99.99	00.01	-

**A) ORDINARY BUSINESS****Item No 1: ORDINARY RESOLUTION**

Adoption of the Audited Financial Statements (standalone and consolidated) for the Financial Year ended March 31, 2021, together with the reports of the Board of Directors and Auditors thereon.

**"RESOLVED THAT** the audited financial statements (standalone) of the Company for the financial year ended March 31, 2021, including the balance sheet as on March 31, 2021, statement of profit and Loss for the financial year ended March 31, 2021 together with the notes forming part thereof, the cash flow statement for the financial year ended March 31, 2021, statement of changes in equity of the Company along with the explanatory notes annexed to or forming part thereof and the reports of the Board of Directors and Statutory Auditors thereon, be and hereby received, approved and adopted."

**"RESOLVED THAT** the audited financial statements (consolidated) of the Company for the financial year ended March 31, 2021, including the balance sheet as on March 31, 2021, statement of profit and Loss for the financial year ended March 31, 2021, together with the notes forming part thereof, the cash flow statement for the financial year ended March 31, 2021, statement of changes in equity of the Company along with the explanatory notes annexed to or forming part thereof and the reports of the Board of Directors and Statutory Auditors thereon, be and hereby received, approved and adopted."

Particulars	Number of Members who casted their votes through remote e-voting and poll	No of equity shares
Total number of votes	158	226195737

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CHAIRMAN'S INITIALS

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

casted		
Less: Invalid no of votes casted	-	-
Valid no of votes casted	158	226195737

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 on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	158755578	158545537	99.8677	158545537	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>158545537</b>	<b>99.8677</b>	<b>158545537</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	2071855	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	255205307	67650200	26.5081	67649530	670	99.9990	0.0010
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>67650200</b>	<b>26.5081</b>	<b>67649530</b>	<b>670</b>	<b>99.9990</b>	<b>0.0010</b>
<b>Total</b>		<b>416032740</b>	<b>226195737</b>	<b>54.3697</b>	<b>226195067</b>	<b>670</b>	<b>99.9997</b>	<b>0.0003</b>

## ITEM NO 2: ORDINARY RESOLUTION

To appoint a director in place of Mr. Ramachandra Kasargod Kamath (DIN: 01715073), who retires by rotation at this meeting and being eligible, offers himself for re-appointment.

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CHAIRMAN'S INITIALS

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

**“RESOLVED THAT** pursuant to the provision of section 152(6) of the Companies Act, 2013, Mr. Ramachandra Kasargod Kamath (DIN: 01715073), who retires by rotation at this 43<sup>rd</sup> Annual General Meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which includes a Committee, constituted for the time being in force) be and is hereby authorized to do all such acts, deeds, matters and things, in order to give effect to this resolution or as otherwise and file such forms and returns with statutory or regulatory authorities, as may be necessary in this regard.”

Particulars	Number of Members who casted their votes through remote e-voting and poll	No of equity shares
Total number of votes casted	158	226195737
Less: Invalid no of votes casted	-	-
Valid no of votes casted	158	226195737

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 on votes polled
		[1]	[2]	[3]={ [2]/[1] }*100	[4]	[5]	[6]={ [4]/[2] }*100	[7]={ [5]/[2] }*100
Promoter and Promoter Group	E-Voting	15875578	158545537	99.8677	158545537	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>158545537</b>	<b>99.8677</b>	<b>158545537</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	2071855	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal		0	0.0000	0	0	0.0000	0.0000

CHAIRMAN'S INITIALS

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

	Ball ot						
	Tot al		0	0.0000	0	0	0.0000
Public Non Institu tions	E- Vot ing	25520 5307	67650200	26.5081	67627048	23152	99.9658
	Poll		0	0.0000	0	0	0.0000
	Pos tal Ball ot		0	0.0000	0	0	0.0000
	Tot al		67650200	26.5081	67627048	23152	99.9658
<b>Total</b>		41603 2740	22619573 7	54.3697	22617258 5	23152	99.9898

**ITEM NO 3: ORDINARY RESOLUTION**

**Appointment of M/s Sharp & Tannan, Chartered Accountants as the Statutory Auditors at an annual remuneration of Rs 19,00,000 per annum**

“RESOLVED THAT pursuant to Sections 139, 142 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014, made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Audit Committee, M/s. Sharp & Tannan, Chartered Accountants, with registration number 109982W, who has given Consent and declaration under of the Companies Act, 2013, be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of the 43rd Annual General Meeting till the conclusion of the 48th Annual General Meeting, at an annual remuneration / fees of ₹ 19,00,000 (Rupees Nineteen Lakhs only) plus outlays and taxes as applicable from time to time, for the purpose of audit of the Company’s accounts, with the power to the Board/Audit Committee to alter and vary the terms and conditions of appointment, revision including upward revision in the remuneration during the remaining tenure etc., including by reason of necessity on account of conditions as may be stipulated by any authority, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.”

Particulars	Number of Members who casted their votes through remote e- voting and poll	No of equity shares
<b>Total number of votes casted</b>	157	226160237
<b>Less: Invalid no of votes casted</b>	-	-
<b>Valid no of votes casted</b>	157	226160237

CHAIRMAN'S INITIALS



HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

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 on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	158755578	158545537	99.8677	158545537	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>158545537</b>	<b>99.8677</b>	<b>158545537</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	2071855	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	255205307	67614700	26.4942	67611523	3177	99.9953	0.0047
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>67614700</b>	<b>26.4942</b>	<b>67611523</b>	<b>3177</b>	<b>99.9953</b>	<b>0.0047</b>
<b>Total</b>		<b>416032740</b>	<b>226160237</b>	<b>54.3612</b>	<b>226157060</b>	<b>3177</b>	<b>99.9986</b>	<b>0.0014</b>

**B) SPECIAL BUSINESS****ITEM NO 4: ORDINARY RESOLUTION**

**Appointment of Mr. R. A. Sankara Narayanan (DIN 05230407) as an Independent Director for a period of five consecutive years from April 03, 2021 to April 02, 2025**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152, Schedule IV and all other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation

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CHAIRMAN'S INITIALS

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to recommendation of the Nomination and Remuneration Committee, Mr. R. A. Sankara Narayanan (DIN: 05230407), who was appointed as an Additional Director (Non-Executive and Independent) of the Company by the Board of Directors with effect from April 03, 2021, in terms of Section 161(1) of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company for a period of five consecutive years from April 03, 2021, up to April 02, 2026, (both days inclusive), not liable to retire by rotation;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which includes a Committee, constituted for the time being in force) be and is hereby authorized to do all such acts, deeds, matters and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

Particulars	Number of Members who casted their votes through remote e-voting and poll	No of equity shares
Total number of votes casted	158	226195737
Less: Invalid no of votes casted	-	-
Valid no of votes casted	158	226195737

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 on votes polled
		[1]	[2]	[3]={ [2]/[1] }*100	[4]	[5]	[6]={ [4]/[2] }*100	[7]={ [5]/[2] }*100
Promoter and Promoter Group	E-Voting	158755578	158545537	99.8677	158545537	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal		0	0.0000	0	0	0.0000	0.0000

CHAIRMAN'S INITIALS

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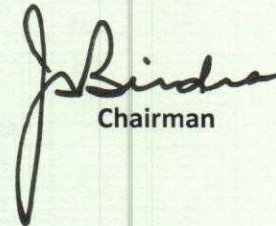
TIME \_\_\_\_\_

	Ball ot							
	<b>Tot al</b>		<b>15854 5537</b>	<b>99.867 7</b>	<b>15854553 7</b>	<b>0</b>	<b>100.00 00</b>	<b>0.0000</b>
Public Institu tions	E- Vot ing	2071855	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Pos tal Ball ot		0	0.0000	0	0	0.0000	0.0000
	<b>Tot al</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institu tions	E- Vot ing	255205307	67650 200	26.508 1	67628429	21771	99.9678	0.0322
	Poll		0	0.0000	0	0	0.0000	0.0000
	Pos tal Ball ot		0	0.0000	0	0	0.0000	0.0000
	<b>Tot al</b>		<b>67650 200</b>	<b>26.508 1</b>	<b>67628429</b>	<b>21771</b>	<b>99.967 8</b>	<b>0.0322</b>
<b>Total</b>		<b>416032740</b>	<b>22619 5737</b>	<b>54.369 7</b>	<b>22617396 6</b>	<b>21771</b>	<b>99.990 4</b>	<b>0.0096</b>

The Company Secretary, on the basis of the Consolidated Scrutinizer's Report, declared on August 27, 2021, that all the resolutions as set out in item nos. 1 to 4 of the AGM Notice has been dully passed by require majority.

The voting results along with the Consolidated Scruinzer's Report were submitted to the Stock Exchanges i.e BSE Limited and National Stock Exchange of India Limited within the prescribed timelines and were also uploaded on the Company's and CDSL's website.

Place: Mumbai  
Date: August 27, 2021

  
Chairman

CHAIRMAN'S INITIALS