

June 26, 2020

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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Subject : Annual Secretarial Compliance Report from Practicing Company Secretary in terms of Regulation 24A of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 for the Financial Year ended March 31, 2020.

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

Madam/Dear Sir,

In compliance with the Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed herewith the Annual Secretarial Compliance Report issued by Umesh P Maskeri, Practising Company Secretary, (COP No. 12704, FCS No 4831), for the financial year ended March 31, 2020.

This is for your information and record.

Thanking You.

Yours Sincerely

For Centrum Capital Limited




Alpesh Shah

Company Secretary

Centrum Capital Limited (CIN No.: 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



Umesh P. Maskeri
Practicing Company Secretary

No 304, Geetanjali Heights, Plot No.77, Sector 27
Near Presentation Convent School, Nerul East, Navi Mumbai-400 706
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SECRETARIAL COMPLIANCE REPORT
For the Financial Year ended March 31, 2020
Pursuant to Circular No CIR/CFD/CMD1/27/2019 dated February 8, 2019
Issued by the Securities and Exchange Board of India

To
The Members of :
Centrum Capital Limited
Registered Office, Bombay Mutual Building
2nd Floor, D N Road, Fort
Mumbai-400001

I, Mr. Umesh P Maskeri, Practicing Company Secretary, have examined:

- All the documents and records made available to me and explanation provided by Centrum Capital Limited ("the listed entity"),
- the filings/submissions made by the listed entity to the stock exchanges,
- website of the listed entity
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year Financial Year 2019-20 ("Review Period") in respect of compliance with the provisions of :

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- the Securities Contract (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, Circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specified regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;





Umesh P. Maskeri
Practicing Company Secretary

- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Merchant Bankers) Regulations, 2013
- (j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

And circulars/guidelines issued thereunder;

- (a) And based on the above information, I hereby report that, during the Review Period, the listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
NIL			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
NIL				No such instance





Umesh P. Maskeri
Practicing Company Secretary

(d) **The listed entity has taken the following actions to comply with the observations made in previous reports:**

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
No such adverse observations in the previous report				

I further report that

owing to complete lockdown, curfew and restrictions imposed by the Government of India and Government of Maharashtra owing to the spread of COVID 19 pandemic, I have not been able to visit the office of the Company after March 24, 2020 to verify the original records and I have relied on the email communications and scanned copies of some of the documents made available to me, during the course secretarial audit. Company has agreed to make available the original records as soon as the lock down is lifted and normalcy of operations is restored

UMESH P MASKERI
PRACTICING COMPANY SECRETARY
COP No. 12704 FCS No 4831
UDIN L65990MH1977PLC019986



Place: Mumbai

Date: June 25, 2020

*Note: This report is to be read with our letter of even date which is annexed as **ANNEXURE I** and forms an integral part of this report.*



Umesh P. Maskeri
Practicing Company Secretary

ANNEXURE I

To
The Members
Centrum Capital Limited
Registered Office, Bombay Mutual Building
2nd Floor, D. N. Road. Fort
Mumbai-400001

Our report of even date is to be read along with this letter:

1. Compliance with the provisions of SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 and the SEBI regulations and Circulars is the responsibility of the management of the Company. My responsibility is to express an opinion on these compliances based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the compliance of SEBI LODR, SEBI regulations and SEBI Circulars. The verification was done on test basis to ensure that correct facts are reflected in the compliance records. I believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Compliance Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Umesh P. Maskeri

UMESH P MASKERI
PRACTICING COMPANY SECRETARY
FCS No 4831 COP No. 12704

Place: Mumbai
Date : June 25, 2020

