

April 25, 2022

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

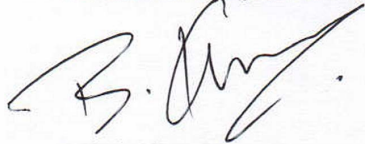
Dear Sir/Madam,

In continuation of our intimation dated April 05, 2022, 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



Balakrishna Kumar
Company Secretary



Encl: As above

CERTIFIED TRUE COPY OF MINUTES OF RESOLUTION PASSED THROUGH POSTAL BALLOT BY WAY OF E-VOTING PROCESS BY MEMBERS OF THE COMPANY ON SATURDAY, APRIL 02, 2022, RESULT OF WHICH WERE DECLARED ON APRIL 04, 2022.

The Company had on, Wednesday, March 02, 2022, completed the dispatch of the Postal Ballot Notice dated Friday, February 11, 2022, through email to the Members of the Company as on Friday, February 25, 2022 ("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 February 25, 2022. Public Notice regarding the completion of dispatch of Postal Ballot Notice was published in The Free Press Journal and Navshakti on Thursday, March 03, 2022.

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 Friday, March 04, 2022, at (09:00 a.m.) and end on Saturday, April 02, 2022, at (05:00 p.m.).

The Board of Directors vide its Board Meeting dated Friday, February 11, 2022, 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 Saturday, April 02, 2022 and had submitted his Report dated Monday, April 04, 2022.

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

Item No. 1 – SPECIAL RESOLUTION

Re-appointment of Mr. Jaspal Singh Bindra (DIN: 00128320) as an Executive Chairman of the Company

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), Policies of the Company and on the basis of the recommendations made by the Nomination and Remuneration Committee and approval granted by the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include any committee which the Board may constitute to exercise its powers conferred by this resolution) at their respective Meetings held on February 11, 2022, consent be and is hereby accorded for the re-appointment of Mr. Jaspal Singh Bindra (DIN: 00128320) as an Executive Chairman of the Company for a period of 3 (three) years commencing from April 21, 2022 and ending on April 20, 2025, upon such terms and conditions including remuneration as contained in the draft agreement, material terms of which are set out in the Explanatory



Statement annexed hereto, with liberty to the Board to alter and vary the terms and conditions of the said agreement in such manner as may be agreed between the Board and Mr. Jaspal Singh Bindra and whose office shall be liable to retirement by rotation;

RESOLVED FURTHER THAT wherein any financial year, during a period of 3 financial years comprised in the tenure of Mr. Jaspal Singh Bindra, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as mentioned in the explanatory statement annexed to the Notice, as minimum remuneration, notwithstanding that such remuneration exceeds the limits as mentioned under Section 197 of the Act, but subject to conditions as prescribed under Schedule V to the Act, as may be amended from time to time;

RESOLVED FURTHER THAT any Directors of the Company or Company Secretary or Chief Financial Officer of the Company be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient 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	47460		
Total No. of Shares	416032740		
E- Voting as per postal ballot notice	From Friday, March 04, 2022, at (09:00 a.m.) and end on Saturday, April 02, 2022, at (05:00 p.m.)		
		Number of Votes	Number of Shares
Total votes cast through e-voting	A	21,48,06,482	21,48,06,482
Less: Invalid E-Voting abstained/ Less Voted	B	0	0
Net e-voting Considered Valid (A-B)	C	21,48,06,482	21,48,06,482

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	$(3) = \frac{(2)}{(1)} * 100$	4	5	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	Evoting	158755578	148755578	93.701	148755578	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		148755578	93.701	148755578	0	100.00	0.00
Public Institutions	Evoting	2316358	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	Evoting	254960804	66050904	25.9063	66045498	5406	99.9918	0.0082



Non-Institutions	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		66050904	25.9063	66045498	5406	99.9918	0.0082
Total		416032740	214806482	51.6321	214801076	5406	99.9975	0.0025

Percentage of votes cast in favor: 99.9975 %

Percentage of votes casted against: 0.0025%.

Item No. 2 – SPECIAL RESOLUTION

Approval for Related Party Transactions proposed to be entered with subsidiaries/step-down subsidiaries/associate companies of the Company

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s) and any amendments/ enactments/ re-enactments thereof as are applicable, and subject to such approvals, consents, sanctions and permissions as may be necessary and provisions of other applicable laws, consent of the Members be and is hereby accorded to the Board of the Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any person(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to enter into contract(s)/arrangement(s)/ transaction(s) or make any modifications to such contracts/ arrangements/ transactions as stated herein below with Subsidiaries/ Step-Down Subsidiaries/Joint Ventures/Associates, related parties within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for Financial Year 2022-23, upto the aggregate monetary limits stated herein, that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis, whether or not in the ordinary course of business of the Company;

Sr. No	Nature of Transaction	Nature of Transaction/ contract Aggregate Limit for each financial year Amount(Rs.)
1	Lending/borrowing & interest thereon, providing and receiving corporate guarantees and providing securities for existing/new credit facility (ies) whether availed by the company or it's group companies, other than its wholly owned subsidiary/ies.	Rs. 1,000 crore

Present Related Parties : Centrum Capital Advisors Limited, Centrum International Services PTE Ltd, Centrum Retail Services Limited, Centrum Broking Limited, Centrum Financial Services Limited, Centrum Microcredit Limited, Centrum Alternative Investment Managers Limited, Centrum Housing Finance Limited, Centrum Capital International Limited, Centrum Wealth Limited, Centrum Insurance Brokers Limited, Centrum Investment Advisors Limited, CCIL Investment Management Limited, Centrum Alternatives LLP, Acorn



Fund Consultants Private Limited, Ignis Capital Advisors Limited and Unity Small Finance Bank Limited;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned transactions including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer, sale, recall, renewal, divestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits, take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

Mode of Voting: E-voting

Total No. of Shareholders		47460	
Total No. of Shares		416032740	
E- Voting as per postal ballot notice		From Friday, March 04, 2022, at, (09:00 a.m.) and end on Saturday, April 02, 2022, at (05:00 p.m.)	
		Number of Votes	Number of Shares
Total votes cast through e-voting	A	8,04,08,341	8,04,08,341
Less: Invalid E-Voting abstained/ Less Voted	B	0	0
Net e-voting Considered Valid (A-B)	C	8,04,08,341	8,04,08,341

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	E-voting	158755578	14356537	9.0432	14356537	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		14356537	9.0432	14356537	0	100.00	0.00
Public Institutions	E-voting	2316358	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-	E-voting	25496080 4	66051804	25.9067	66045451	6353	99.990 4	0.0096



Handwritten signature

Institutions	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		66051804	25.9067	66045451	6353	99.9904	0.0096
Total		416032740	80408341	19.3274	80401988	6353	99.9921	0.0079

Percentage of votes cast in favor: 99.9921%

Percentage of votes casted against: 0.0079%

Hence, the abovementioned Special Resolutions had been passed by the Members with requisite majority on Saturday, April 02, 2022, i.e. the last date of e-voting.

**Certified True Copy
For Centrum Capital Limited**



**Balakrishna Kumar
Company Secretary**



Sd/-

**Jaspal Singh Bindra
Chairman**

Place: Mumbai

Date: April 04, 2022