

November 14, 2022

National Stock Exchange of India Limited

Exchange Plaza,
Plot No. C/1, G Block,
Bandra - Kurla Complex, Bandra (East),
Mumbai - 400 051.

BSE Limited

Corporate Relations Department,
1st Floor, New Trading Ring,
P. J. Towers, Dalal Street,
Mumbai - 400 001.

Sub.: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Madam / Dear Sir,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we wish to inform that Reserve Bank of India vide its letter dated November 9, 2022 has issued a Certificate of Registration dated September 9, 2022 to Centrum Financial Services Limited, a wholly-owned subsidiary of the Company for conversion from 'Non-Banking Financial Company-Non-Deposit taking Systemically Important' to 'Core - Investment Company Non- Deposit taking Systemically Important Institution'.

You are requested to take the same on record.

Thanking you,

Yours faithfully,

For Centrum Capital Limited

**Parthasarathy Iyengar
Company Secretary
Membership No. A21472**

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



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Azadi Ka
Amrit Mahotsav

भारतीय रिज़र्व बैंक
RESERVE BANK OF INDIA

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Azadi Ka
Amrit Mahotsav

CO.DOS.DSD.No.S5123/02-13-001/2022-2023

November 09, 2022

Hand Delivery

The Managing Director,
M/s Centrum Financial Services Limited
2nd Floor, Bombay Mutual Building,
Dr. D.N Road, Fort,
Mumbai- 400001, Maharashtra.

महोदया /प्रिय महोदय,
Madam/ Dear Sir,

भारतीय रिज़र्व बैंक अधिनियम, 1934-धारा 45-IA (4) कंपनी का NBFC-ND-SI से NBFC-ND-SI-CIC में परिवर्तन।

Reserve Bank of India Act, 1934-Section 45-IA (4) Conversion of Company from NBFC-ND-SI to NBFC-ND-SI-CIC

<p>कृपया अपना आवेदन दिनांक 13 जनवरी, 2022 और उसके बाद के पत्राचार का संदर्भ लें, जिसमें गैर-बैंकिंग वित्तीय कंपनी- जमा राशि स्वीकार न करने वाली प्रणालीगत रूप से महत्वपूर्ण कंपनी से कोर निवेश कंपनी- जमा राशि स्वीकार न करने वाली प्रणालीगत रूप से महत्वपूर्ण संस्थान में कंपनी के रूपांतरण के लिए अनुरोध किया गया है। आवेदन में दी गई जानकारी एवं डेटा तथा बाद के पत्राचार के आधार पर, रिज़र्व बैंक द्वारा सेंट्रम फाइनान्सियल सर्विसेस लिमिटेड को एक जमा राशि स्वीकार न करने वाली-प्रणालीगत रूप से महत्वपूर्ण कोर निवेश कंपनी (सीआईसी एनडी-एसआई) के रूप में कारोबार को जारी रखने की अनुमति देने संबंधी दिनांक 09 सितम्बर, 2022 का प्रमाण-पत्र संख्या B- 13.01946 पंजीकरण प्रमाण-पत्र जारी करने</p>	<p>Please refer to your application dated January 13, 2022 and subsequent correspondence requesting for conversion of company from Non-Banking Financial Company - Non-Deposit taking Systemically Important to Core Investment Company-Non-Deposit taking Systemically Important Institution. On the basis of the Information and data furnished in the application and subsequent correspondence, the Reserve Bank is pleased to issue a Certificate of Registration to Centrum Financial Services Limited, Certificate No. B-13.01946 dated September 09, 2022 permitting the company to carry on the business of a Non-Deposit taking- Systemically Important Core Investment Company (CIC ND-SI). The erstwhile certificate of Registration No. B-</p>
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पर्यवेक्षण विभाग (विनियामक सेवा समूह), 3री मंजिल, मुम्बई सेंट्रल रेल्वे स्टेशन के सामने, भायखला, मुम्बई - 400008
Department of Supervision (Regulatory Services Group), 3rd Floor, Opp. Mumbai Central Railway Station, Byculla,
Mumbai 400008

फोन Tel: (91-22) 23084121; फैक्स Fax: (91-22) 23022011 ई-मेल e-mail : rsgdos@rbi.org.in
हिन्दी आसान है, इसका प्रयोग बढ़ाइए

Caution: RBI never sends mails, SMS or makes calls asking for personal information like bank account details, passwords etc. It never keeps or offers funds to anyone. Please do not respond in any manner to such offers.



में प्रसन्नता हो रही है। जमाराशि स्वीकार न करने वाली प्रणालीगत रूप से महत्वपूर्ण संस्था (एनबीएफसी-एनडी-एसआई) के रूप में कंपनी को कारोबार करने की अनुमति देने वाला पंजीकरण संख्या B- 13.01946 दिनांक 14 अगस्त, 2009 के पूर्व प्रमाण पत्र को 09 सितम्बर, 2022 को रद्द कर दिया गया है।

2. कंपनी को नवीनतम मास्टर परिपत्र में संकलित सीआईसी-एनडी-एसआई पर बैंक द्वारा जारी सभी निदेशों/अनुदेशों का पालन करना होगा।

3. इस संबंध में, 15 मार्च 2012 के डीएनबीएस (पीडी) सीसी नंबर 259 के पैरा 4 का संदर्भ लें। यदि कंपनी बैंक द्वारा समय-समय पर जारी दिशा-निर्देशों के अनुसार अध्याय III बी या किसी निदेश में निहित आरबीआई अधिनियम के किसी भी प्रावधान का पालन करने में विफल रहती है तो पंजीकरण प्रमाणपत्र रद्द कर दिया जाएगा। पंजीकरण का प्रमाण पत्र अनुबंध I के नियमों और शर्तों का अनुपालन करने वाली कंपनी के अधीन जारी किया जाता है।

4. कृपया प्राप्ति सूचना भेजें।

13.01946 dated August 14, 2009 permitting the company to carry on the business as Non-Deposit taking Systemically Important Institution (NBFC-ND-SI) has been cancelled on September 09, 2022.

2. The company should abide by all directions/instructions issued by the Bank on CIC-ND-SI as collated in the latest Master Circular.

3. In this connection, a reference is invited to para 4 of DNBS (PD) CC No 259 dated March 15, 2012. If the company fails to comply with any of the provisions of the RBI Act contained in Chapter III B or any directions, guidelines issued by the Bank from time to time, the certificate of registration is liable to be cancelled. The certificate of registration is issued subject to the company complying with the terms and conditions as per the Annex I.

4. Please acknowledge the receipt.

भवदीय,

(अवधेश कुमार कुरील)

महाप्रबंधक

संलग्नक: यथोक्त (मूल पंजीकरण प्रमाणपत्र + परिशिष्ट 1)



ANNEX I

- (i) The company is not authorized to raise deposits from the public in any manner or form.
- (ii) CIC-ND-SIs need prior approval for overseas investment and insurance.
- (iii) The company shall comply with all the Directions/ Regulations/ Instructions issued by the Reserve Bank of India to Core Investment Company – Non Deposit taking Systemically Important (CIC -ND – SI) from time to time. The company may refer to the website of the Bank (www.rbi.org.in) to access updated information regarding the same.
- (iv) In all publicity material and public communication, if a company makes any mention that it has a Certificate of Registration issued by the Bank, the same should also have the following disclaimer.
 - a. *"Reserve Bank of India does not accept any responsibility or guarantee about the present position as to the financial soundness of the company or for the correctness of any of the statements or representations made or opinions expressed by the company and for discharge of liability by the company."*
 - b. *"Neither is there any provision in law to keep, nor does the company keep any part of the deposits with the Reserve Bank and by issuing the Certificate of Registration to the Company, the Reserve Bank neither accepts any responsibility nor guarantee for the payment of the deposit amount to any depositor"*
- (v) It is mandatory for any subsequent acquirer entity to obtain prior permission and approval of the Reserve Bank of India before acquisition / takeover of majority stake in the NBFC, from its present management. Any change in the management or ownership/control of the company, subsequent to the issue of CoR, should be only with the prior approval of the Reserve Bank of India.
- (vi) After obtaining approval, a public notice of one month (effective from the date of the notice) shall be given by the CIC –ND-SI before effecting the sale of, or transfer of the ownership by sale of shares or transfer of control, whether with or without sale of shares or by way of amalgamation/ merger of an NBFC with another NBFC or a non-financial company. Such public notice shall be given by the Non-Banking Financial Company and also by transferor or the transferee or jointly by both the parties concerned. For this purpose, the term 'control' shall have the same meaning as defined in Regulation 2(1) (c) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997. The public notice should indicate the intention to sell or transfer ownership / control, the particulars of transferee and the reasons for such sale or transfer of ownership / control. The notice should be published in one leading English national, one hindi national and another leading local (covering the place of registered office) vernacular language newspaper. Intimation along with a copy of the notice should be sent within 7 days of its publication in the newspapers to



the Regional Office of RBI under whose jurisdiction the registered office of the Company is located.

(vii) Any change in the constitution of the Board of directors of the company or in management of the company, whether by change of control or otherwise, shall be only with the approval with the Regional Office of RBI, under whose jurisdiction the registered office of the Company is located.

(viii) The company shall continue to ensure that deposit acceptance by entities in which directors of the company have substantial interest is strictly in accordance with the provisions of Chapter III C of Reserve Bank of India Act, 1934.

(ix) A clause may be inserted in the appointment letter to be issued to the Statutory Auditors of the Company, inviting their attention to the provisions contained in the Paragraph 5 of the "Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2008" as amended or substituted from time to time in terms of which it shall be the obligation of the auditor to make a report containing the details of such unfavourable or qualified statements and/or about the non-compliance, as the case may be, in respect of

- i. The provisions of Chapter III B of Reserve Bank of India Act, 1934 (Act 2 of 1934) or
- ii. The Non-Banking Financial Companies Acceptance of Public Deposit (Reserve Bank) Directions, 1998
- iii. Core Investment Companies (Reserve Bank) Directions, 2011
- iv. CIC –Overseas Investments (Reserve Bank) Directions, 2012
- v. Systemically Important Non-Banking Financial (Non- Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015

(x) A company which has Foreign Direct Investment shall submit a half yearly certificate/ undertaking as on March/September of each year, duly supported by a Board resolution, to the effect that it is only undertaking activities permissible for companies availing FDI route and is maintaining the required level of FDI investment under the provisions of FEMA and Regulations issued there under/reference of FIPB approval with a copy thereof.

(xi) The company shall submit an annual certificate from their Statutory Auditors as of March 31, of every year, to the effect that it continues to undertake the business, of CIC–ND–SI requiring holding of CoR under Section 45-IA of the RBI Act, 1934.

भारतीय रिज़र्व बैंक

पर्यवेक्षण विभाग

RESERVE BANK OF INDIA

Department of Supervision



पंजीकरण प्रमाण पत्र

CERTIFICATE OF REGISTRATION

(जनता की जमाराशियां स्वीकार करने के लिए वैध नहीं)

(Not valid for accepting Public Deposits)

संख्या
B-13.01946
No.

Converted
from NBFC-
ICC to NBFC-
CIC

भारतीय रिज़र्व बैंक अधिनियम, 1934 की धारा 45 आईए के तहत भारतीय रिज़र्व बैंक को प्रदत्त शक्तियों का प्रयोग करते हुए सेंट्रम फाइनेंशियल सर्विसेस लिमिटेड को दूसरी तरफ दी गयी शर्तों पर जनता से जमाराशियां स्वीकार किये बिना गैर-बैंकिंग वित्तीय संस्था का कारोबार प्रारंभ करने/करते रहने के लिए यह

पंजीकरण प्रमाण पत्र

जारी किया गया।

In exercise of the powers conferred on the Reserve Bank of India by Section 45 IA of the Reserve Bank of India Act, 1934

CENTRUM FINANCIAL SERVICES LIMITED

is hereby granted

Certificate of Registration

to commence / carry on the business of non-banking financial institution without accepting public deposits subject to the conditions given on the reverse.

में सितम्बर दो हज़ार बाईस की नौवीं तारीख को जारी किया गया।
14.08.2009 दिनांकित प्रमाणपत्र संख्या B-13.01946 के बदले

Given under my hand at

Mumbai

this

Ninth

day of

September

Two Thousand

Twenty Two

Issued in lieu of certificate no. B-13.01946 dated 14.08.2009



(अवधेश कुमार कुरील / Awadhesh Kumar Kureel)

महाप्रबंधक / उप महाप्रबंधक

शर्तें / Conditions

<p>1. पंजीकरण प्रमाण पत्र अथवा उसकी प्रमाणित प्रतिलिपि आपकी कंपनी के पंजीकृत कार्यालय में तथा अन्य कार्यालयों, शाखाओं में, यदि कोई हों, प्रदर्शित की जायेगी।</p>	<p>1. The Certificate of Registration or a certified copy thereof shall be kept displayed at the Registered Office and other offices, branches, if any, of your company.</p>
<p>2. आपकी कंपनी को पंजीकरण प्रमाण पत्र भारतीय रिज़र्व बैंक अधिनियम, 1934 के अध्याय III बी के अंतर्गत निर्धारित समस्त शर्तों तथा मानदंडों का निरंतर पालन किये जाने की शर्त के अधीन जारी किया जा रहा है।</p>	<p>2. The Certificate of Registration is issued to your company subject to your continued adherence to all the conditions and parameters stipulated under Chapter III B of the Reserve Bank of India Act, 1934.</p>
<p>3. आपकी कंपनी को भारतीय रिज़र्व बैंक द्वारा जारी तथा उस पर यथालागू निदेशों, दिशानिर्देशों / अनुदेशों आदि की अपेक्षाओं का पालन करना होगा।</p>	<p>3. Your company shall be required to comply with all the requirements of the directions, guidelines/instructions etc. issued by the Reserve Bank of India and as applicable to it.</p>
<p>4. यदि आपकी कंपनी प्रत्यक्ष या परोक्ष रूप से विज्ञापनों आदि में यह दर्शाना चाहती है कि उस के पास भारतीय रिज़र्व बैंक द्वारा जारी किया गया पंजीकरण प्रमाण पत्र है तो इस तरह के विज्ञापन में निम्नानुसार विवरण अनिवार्य रूप से शामिल किया जाना चाहिये:</p> <p>“कंपनी के पास भारतीय रिज़र्व बैंक अधिनियम, 1934 की धारा 45 आईए के अंतर्गत भारतीय रिज़र्व बैंक द्वारा जारी दिनांक 09.09.2022 का वैध पंजीकरण प्रमाण पत्र है। तथापि भारतीय रिज़र्व बैंक कंपनी की वित्तीय सुदृढ़ता की वर्तमान स्थिति अथवा कंपनी द्वारा दिये गये किसी विवरण अथवा प्रतिवेदन अथवा व्यक्त की गयी किसी राय की सत्यता के लिए और कंपनी द्वारा जमाराशियों की अदायगी/देयताओं के उन्मोचन के लिए कोई जिम्मेदारी अथवा गारंटी स्वीकार नहीं करता।”</p>	<p>4. If your company desires to indicate directly or indirectly in any advertisement etc. that the company is having a Certificate of Registration issued by the Reserve Bank of India, such advertisement should invariably contain a statement as under:</p> <p>“The company is having a valid Certificate of Registration dated 09.09.2022 issued by Reserve Bank of India under section 45 IA of the Reserve Bank of India Act, 1934. However, the Reserve Bank of India does not accept any responsibility or guarantee about the present position as to the financial soundness of the company or for the correctness of any of the statements or representations made or opinions expressed by the company and for the repayment of deposits/discharge of liabilities by the company.”</p>
<p>5. आपकी कंपनी को जनता की जमाराशियां स्वीकार करने/रखने की अनुमति नहीं है।</p>	<p>5. Your company is not allowed to accept/hold public deposits.</p>
<p>6. गैर-बैंकिंग वित्तीय कंपनी के रूप में कारोबार प्रारंभ करने की तारीख से भारतीय रिज़र्व बैंक को अवगत कराया जाये।</p>	<p>6. The date when your company has commenced business as a non-banking financial institution may be advised to the Reserve Bank of India.</p>