

September 24, 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.: Declaration of Voting Results of Postal Ballot (e-voting)**

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

Madam/Dear Sir,

Pursuant to Regulation 44(3) of the SEBI (LODR) Regulations, 2015, we are enclosing herewith the Report submitted by the Scrutinizer i.e. Mr. Umesh P. Maskeri, Practicing Company Secretary (COP No. 12704) along with the voting results declared on September 23, 2021, with respect to the Postal Ballot (e-voting) conducted by the Company for seeking approval of the Members by way of Special Resolution for the following Special Business contained in the Postal Ballot Notice dated August 24, 2021:

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**
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**

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 – 400 098.

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)

**CENTRUM CAPITAL LIMITED**

**VOTING RESULTS OF POSTAL BALLOT INCLUDING REMOTE EVOTING PURSUANT TO THE PROVISIONS OF REGULATION 44 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Date of AGM/EGM	September 23, 2021
Total number of shareholders as on Record Date i.e. As on cut off date for determining eligibility	41,298
Total number of shareholders present in the meeting either in person or proxy : NA	
Promoters and promoter group	Not applicable since resolution is passed through postal ballot
Public	Not applicable since resolution is passed through postal ballot
Number of shareholders attended the meeting through video conferencing :	
Promoters and promoter group	Not applicable since resolution was passed through postal ballot
Public	Not applicable since resolution was passed through postal ballot

Agenda item:	1	<b>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</b>						
Resolution required	<b>Special Resolution</b>							
Whether promoter/promoter group are interested in the agenda/resolution	No							
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		<b>158755578</b>	<b>100.00</b>	<b>158755578</b>	<b>0</b>	<b>100.00</b>	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		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	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		<b>92809392</b>	<b>36.41</b>	<b>92779190</b>	<b>30202</b>	<b>99.97</b>	0.03
<b>Total</b>		<b>416032740</b>	<b>251564970</b>	<b>60.47</b>	<b>251534768</b>	<b>30202</b>	<b>99.99</b>	0.01

FOR CENTRUM CAPITAL LIMITED

  
Alpesh Shah  
Company Secretary



PLACE : MUMBAI  
DATE: 24-09-2021

**CENTRUM CAPITAL LIMITED**

**VOTING RESULTS OF POSTAL BALLOT INCLUDING REMOTE EVOTING PURSUANT TO THE PROVISIONS OF REGULATION 44 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Date of AGM/EGM	September 23, 2021
Total number of shareholders as on Record Date i.e.	41,298
Total number of shareholders present in the meeting either in person or proxy : NA	
Promoters and promoter group	Not applicable since resolution is passed through postal ballot
Public	Not applicable since resolution is passed through postal ballot
Number of shareholders attended the meeting through video conferencing :	
Promoters and promoter group	Not applicable since resolution was passed through postal ballot
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Agenda item:	1	<b>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</b>						
Resolution required	<b>Special Resolution</b>							
Whether promoter/promoter group	No							
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
	<b>Total</b>		<b>158755578</b>	<b>100.00</b>	<b>158755578</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	Evoting	2372513	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
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
	<b>Total</b>		<b>92809402</b>	<b>36.41</b>	<b>92779200</b>	<b>30202</b>	<b>99.97</b>	<b>0.03</b>
<b>Total</b>		<b>416032740</b>	<b>251564980</b>	<b>60.47</b>	<b>251534778</b>	<b>30202</b>	<b>99.99</b>	<b>0.01</b>

FOR CENTRUM CAPITAL LIMITED

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

PLACE : MUMBAI  
 DATE : 24-09-2021



**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  
Tele 022 -27716919; Mobile: 09930178352; Email: [umeshmaskeri@gmail.com](mailto:umeshmaskeri@gmail.com)

**SCRUTINIZER'S REPORT**  
**[Pursuant to Section 108 of the Companies Act, 2013**  
**read with Rule 20 of the Companies**  
**(Management and Administration) Rules, 2014]**

September 23, 2021

To  
The Chairman  
Centrum Capital Limited  
Registered Office, 2nd Floor, Bombay Mutual Building,  
Dr. D. N. Road, Fort  
**Mumbai – 400 001**

Dear Sir,

<b>SCRUTINIZER'S REPORT IN RESPECT OF POSTAL BALLOT</b> <b>Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22</b> <b>of the Companies (Management and Administration) Rules, 2014</b>			
Name of the company	Centrum Capital Limited		
Nature of Meeting/Event	Postal Ballot		
Mode of voting	Only electronic voting		
Programme of postal ballot			
Opened	At 09:00 A.M.	Wednesday	25-08-2021
Closed	At 05:00 P.M.	Thursday	23-09-2021

**1. Appointment of Scrutinizer:**

I, Umesh P. Maskeri, Practicing Company Secretary, was appointed as a Scrutinizer by the Board of Directors of Centrum Capital Limited ("The Company") at the Board Meeting held on August 24, 2021, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014 to scrutinize the votes cast electronically i.e. through Postal Ballot on the items of business set out in the Notice of Postal Ballot dated August 24, 2021, issued by the Company.

**2. Relaxations granted by Ministry of Corporate Affairs in view of the situation arising out of COVID-19 pandemic**

In terms of the MCA Circulars, in view of the current extraordinary situation due to COVID -9 pandemic requiring social distancing, companies are advised to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/e-voting in accordance with the provisions of the Companies Act and rules made thereunder, has clarified that for companies that are required to provide e-voting facility under the Companies Act and rules made thereunder, without holding a general



**Umesh P. Maskeri**  
**Practicing Company Secretary**

meeting that requires physical presence of members at a common venue. The MCA has clarified that for companies that are required to provide e-voting facility under the Companies Act, while they are transacting any business(es) only by postal ballot up to December 31, 2021, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA circulars will be applicable mutatis mutandis. Further the Company will send postal ballot notice only by email to all its shareholders who have registered their email addresses with the Company or depository/Depository participants and the communication of assent / dissent of the members will take place through the remote e-voting system. This postal ballot was accordingly being initiated in compliance with the MCA circulars.

**3. Dispatch of Notice of Postal Ballot**

Pursuant to the Circulars issued by the MCA, company has informed that it has sent out the notice of postal ballot by email to the shareholders, on August 24, 2021, through Link Intime Private Limited, the Registrar and Transfer Agent (“RTA”), whose names appeared in the Register of Members as on August 20, 2021, the cutoff date for this purpose, and who had registered their email address with the Company or Depositories or depository participants.

**4. Publication of advertisement in Newspapers:**

In terms of Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Company has informed that it has arranged the publication of the advertisement intimating the voting through Remote E-voting and dispatch of Notice by email, in English Newspaper viz. The Free Press Journal and in Marathi Newspaper viz. Nav Shakti both dated August 25, 2021 and having circulation in Mumbai. The said newspaper advertisements, contained among other things, the information that there will be voting by electronic means only and there is no provision for any voting through physical ballot forms and further the process to register the email addresses, in case of shareholders who had not registered their email address with the Company, depository or depository participant as stipulated in MCA Circular No 17/2020 dated April 13, 2020.

**5. Remote e-Voting facility:**

In compliance with the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Company had provided Remote E-Voting facility to cast vote on the resolution through the electronic voting platform of Central Depository Services Limited (“CDSL”).

**6. Remote evoting period:**

The Remote E-Voting facility opened at 09:00 A.M. on Wednesday, August 25, 2021 and closed at 05:00 P.M. (IST) on Thursday, September 23, 2021. During this period, Members of the Company, holding shares in physical and/or in dematerialized form, as on the cut-off date i.e. Friday, the August 20, 2021, were entitled to vote on the resolution set out in the Notice of Postal Ballot covered under the EVSN 210823015.



**Umesh P. Maskeri**  
**Practicing Company Secretary**

7. **Counting process:**

The e-voting module for the said EVSN was disabled by CDSL on Thursday, September 23, 2021, at 05:00 P.M. and the votes cast were unblocked thereafter by me in the presence of two witnesses who are not in employment of Centrum Capital Limited.

8. **Responsibility of Management:**

The Management of the Company is responsible for ensuring compliance with the requirements of Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Act and the Rules there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”) relating to the agenda item placed before the members for their approval. My responsibility as the Scrutinizer of the voting process (through e-voting), was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Notice, based on votes cast through e-voting placed for approval of the shareholders through Postal Ballot by remote e-voting.

9. The Summary of votes cast by Remote E-Voting is given below:

**Resolution No 1:**

**Special Business: 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:**

SI No	Particulars	No of folios who voted	Number of votes cast	% of total votes
1	Votes in favour of the resolution	234	25,15,34,768	99.99
2	Votes against the resolution	16	30,202	0.01
3	<b>Total</b>	<b>250</b>	<b>25,15,64,970</b>	<b>100</b>
4	Result	The Resolution has been passed with requisite majority		

**Resolution No 2:**

**Special Business: 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**



**Umesh P. Maskeri**  
**Practicing Company Secretary**

SI No	Particulars	No of folios who voted	Number of votes cast	% of total votes
1	Votes in favour of the resolution	235	25,15,34,778	99.99
2	Votes against the resolution	16	30,202	0.01
3	<b>Total</b>	<b>251</b>	<b>25,15,64,980</b>	<b>100</b>
4	Result	The Resolution has been passed with requisite majority		

10. Details of persons including entities who voted for and against the resolutions in electronic mode as downloaded from the CDSL evoting portal have been handed over to the Company Secretary.

Thanking you  
**Yours faithfully,**

UMESH  
PARAMESHWAR  
MASKERI  
Date: 2021.09.23  
19:35:14 +05'30'

Digitally signed  
by UMESH  
PARAMESHWAR  
MASKERI  
Date: 2021.09.23  
19:35:14 +05'30'



**UMESH P MASKERI**  
**PRACTICING COMPANY SECRETARY**  
**Certificate of Practice No 12704**  
**ICSI UDIN: F004831C000991267**

Place: Mumbai  
Date: September 23, 2021

Countersigned by  
**Centrum Capital Limited**

SHAH  
ALPESH  
RAMESH  
Date: 2021.09.23  
19:26:23 +05'30'

Digitally signed  
by SHAH  
ALPESH RAMESH  
Date: 2021.09.23  
19:26:23 +05'30'



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

Place: Mumbai  
Date: September 23, 2021