

August 05, 2021

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 July 28, 2021, 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



Alpesh Shah
Company Secretary

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

MINUTES OF PROCEEDINGS FOR DECLARATION OF RESULTS OF THE POSTAL BALLOT BY CENTRUM CAPITAL LIMITED DECLARED ON TUESDAY, JULY 27, 2021, AT "CENTRUM HOUSE", CST ROAD, VIDYANAGARI MARG, KALINA, SANTACRUZ (EAST), MUMBAI-400098

The Company had on, Saturday, June 26, 2021, completed the dispatch of the Postal Ballot Notice dated Tuesday, June 22, 2021, through email to the Members of the Company as on Friday, June 18, 2021 ("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 Friday, June 18, 2021. Public Notice regarding the completion of dispatch of Postal Ballot Notice was published in The Free Press Journal and Navshakti on Sunday, June 27, 2021.

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 Monday, June 28, 2021, at, (09:00 a.m.) and end on Tuesday, July 27, 2021, at (05:00 p.m.).

The Board of Directors vide its Board Meeting dated Tuesday, June 22, 2021, 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 Tuesday, July 27, 2021 and had submitted his Report dated Tuesday, July 27, 2021.

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

Item No. 1 – SPECIAL RESOLUTION

To consider and approve raising of funds through issue of equity shares or by way of issue of any instrument or security including fully/partly convertible debentures, securities convertible into equity shares, Global Depository Receipts (the "GDRs"), American Depository Receipts (the "ADRs"), Foreign Currency Convertible Bonds (the "FCCBs"), or by way of a Composite issue of Non-Convertible Debentures and Warrants

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62 and 179 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, including any amendments, statutory modification(s) and / or re-enactment thereof for the time being in force) (the "Companies Act"), all other applicable laws, rules and regulations, the Foreign Exchange Management Act, 1999, and the rules and regulations made thereunder, including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, each as amended from time to time (collectively, "FEMA"), the Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, as amended and replaced from time to time (the "FDI Policy"), the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended (the "FCCB Scheme"), the Depository Receipts Scheme, 2014 (the "GDR Scheme"), the relevant provisions of the Memorandum and Articles of Association of the Company, applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment, modification, variation or re-enactment thereof) (the "ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the listing agreements entered into by the Company with the BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE", and together with BSE, the "Stock Exchanges") where the equity shares of the Company of face value of Re. 1 each (the "Equity Shares") are listed and such other statutes, clarifications, rules, regulations, circulars, notifications, guidelines, if any, as may be applicable, as amended from time to time issued by the Government of India ("Government of India"), the Ministry of Corporate Affairs ("MCA"), the Reserve Bank of India ("RBI"), BSE, NSE, the Registrar of Companies, Maharashtra at Mumbai ("ROC"), the Securities and Exchange Board of India ("SEBI") and any other appropriate governmental or regulatory authority and subject to all other approval(s), consent(s), permission(s) and / or sanction(s) as may be required from various regulatory and statutory authorities, including the Government of India, the RBI, SEBI, MCA, ROC and the Stock Exchanges (hereinafter referred to as "Appropriate

Authorities”), and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting such approval(s), consent(s), permission(s) and/ or sanction(s), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee(s) constituted / to be constituted by the Board to exercise its powers including powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to create, offer, issue and allot (including with provisions of reservations on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) such number of Securities (as defined hereinafter) for cash at such price that may be decided by the Board in terms of the applicable regulations and as permitted under the applicable law, in one or more tranches, with or without green shoe option, for an aggregate amount up to Rs. 500 crore (Rupees Five Hundred Crore only), by way of a public issue, rights issue, preferential allotment, private placement including a qualified institutions placement (“QIP”) in accordance with the provisions of Chapter VI of the ICDR Regulations, or any combination thereof, by way of issue of equity shares or by way of issue of any instrument or security including fully/partly convertible debentures, securities convertible into equity shares, Global Depository Receipts (the “GDRs”), American Depository Receipts (the “ADRs”), foreign currency convertible bonds (the “FCCBs”), or by way of a composite issue of non-convertible debentures and warrants entitling the warrant holder(s) to apply for equity shares and/or any other eligible securities (instruments listed above collectively with the equity shares to be hereinafter referred to as the “Securities”) or any combination of Securities, with or without premium, to be subscribed to in Indian and/or any foreign currency(ies) by all eligible investors including qualified institutional buyers as defined in the ICDR Regulations, or otherwise, foreign / resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign portfolio investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, and / or any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the “Investors”) through issue of prospectus and/or placement document or other permissible / requisite offer document, as may be decided by the Board in its discretion and permitted under applicable laws and regulations, at such premium as may be fixed on such securities by offering the securities at such time or times, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest etc., as may be deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors considering the prevailing market conditions and other relevant factors wherever necessary, to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner, including allotment to stabilizing agent in terms of green shoe option, if any, exercised by the Company and where necessary in consultation with the book running lead managers and/or underwriters and/or stabilizing agent and/or other advisors or otherwise on such terms and conditions, including making of calls and manner of appropriation of application money or call money, in respect of different class(es) of Investor(s) and/or in respect of different Securities, deciding of other terms and conditions like number of securities to be issued, number of Equity Shares to be issued and allotted on conversion/redemption/extinguishment of debt(s), rights attached to the warrants, terms of issuance, period of conversion, fixing of record date or book closure dates, if any, as the Board may in its absolute discretion decide, in each case, subject to the applicable laws;

RESOLVED FURTHER THAT the issue of Securities shall be subject to the following terms and conditions: (i) the Equity Shares that may be issued and allotted directly or on conversion of other convertible or exchangeable Securities that may be issued as aforesaid shall be subject to the provisions of the memorandum and articles of association of the Company and rank pari – passu with the then existing Equity Shares in all respects including dividend; and (ii) the number and / or conversion price in relation to Equity Shares that may be issued and allotted on conversion of other convertible Securities that may be issued as aforesaid shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split and consolidation of share capital, merger, de-merger, transfer of undertaking, sale of division or any such capital or corporate restructuring;

RESOLVED FURTHER THAT in case of a further public offer, the Securities shall be issued by the Company in compliance with Chapter IV of the ICDR Regulations and other applicable laws;

RESOLVED FURTHER THAT in case of issue and allotment of Securities by way of QIP in terms of Chapter VI of the ICDR Regulations (hereinafter referred to as “Eligible Securities” within the meaning rendered to such term under Regulation 171(a) of the ICDR Regulations):

1. The allotment of the Eligible Securities, or any combination of the Eligible Securities as may be decided by the Board and subject to applicable laws, shall be completed within 365 days from the date of passing of this special resolution of the shareholders of the Company or such other

time as may be allowed under the ICDR Regulations and shall only be made to eligible QIBs within the meaning of ICDR Regulations;

2. The Eligible Securities under the QIP shall be allotted as fully paid up;

3. In the event Equity Shares are issued, the 'relevant date' for the purpose of pricing of the Equity Shares to be issued, shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares, subsequent to the receipt of members' approval in terms of provisions of Companies Act, 2013 and other applicable laws, rules, regulations and guidelines in relation to the proposed issue of the Equity Shares;

4. in the event that Eligible Securities issued are eligible convertible securities, the 'relevant date' for the purpose of pricing of the convertible securities to be issued, shall be, either the date of the meeting in which the Board decides to open the proposed issue or the date on which the holders of such eligible convertible securities become entitled to apply for Equity Shares, as decided by the Board;

5. The tenure of the convertible or exchangeable Eligible Securities issued through the QIP shall not exceed sixty months from the date of allotment;

6. Any issue of Eligible Securities made by way of a QIP shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Part IV of Chapter VI of the ICDR Regulations (the "QIP Floor Price"). The Board may, however, subject to the approval of the shareholders of the Company, issue Equity Shares at a discount of not more than five percent or such other discount as may be permitted under applicable regulations to the QIP Floor Price;

7. The allotment to a single Qualified Institutional Buyer (QIB) in the proposed QIP issue will not exceed 50% of the total issue size or such other limit as may be permitted under applicable law and

8. The Eligible Securities allotted in the QIP shall not be eligible for sale by the respective allottees, for a period of one year from the date of allotment, except on a recognized stock exchange or except as may be permitted from time to time by the ICDR Regulations.

RESOLVED FURTHER THAT in case of any offering of Securities, including without limitation any other Securities convertible into Equity Shares, the Board is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion, redemption or cancellation of any such Securities referred to above in accordance with the terms of issue / offering in respect of such Securities and / or as may be provided in the offer document and / or offer letter and / or offering circular and / or listing particulars;

RESOLVED FURTHER THAT without prejudice to the generality of the above, the Securities may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per applicable law including but not limited to the terms and conditions in relation to payment of interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional Equity Shares or variation of the conversion price of the Securities during the duration of the Securities and the Board be and is hereby authorized in its absolute discretion, in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed in accordance with applicable law;

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the nature of the issuance, terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic and international markets and proportion thereof, issue price and discounts permitted under applicable law, premium amount on issue/conversion of the Securities, if any, rate of interest, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and entering into and executing arrangements with merchant bankers, lead managers, legal advisors, depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s) or agreements including but not limited to prospectus and/or letter of offer and/or circular and/or offering circular and/or placement memorandum and/ or preliminary placement documents and/or placement document, registration statement and filing such documents (in draft or final form) with any Indian or foreign regulatory authority or Stock Exchanges and sign all deeds, documents and writings and to pay any fees, commissions,

remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise with regard to the issue, offer or allotment of Securities and take all such steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion, deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the board of directors of the Company be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of directors or any whole-time director(s) of the Company in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and settle any questions or difficulties that may arise in this regard to the Issue without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto.”

Mode of Voting: E-voting

Total No. of Shareholders		23,431	
Total No. of Shares		41,60,32,740	
Receipt of Postal Ballot Forms		NIL	
		Number of Votes	Number of Shares
Total votes cast through e-voting	A	27,94,24,779	27,94,24,779
Total Votes Cast through Postal Ballot Forms Received	B	NIL	NIL
Grand Total of e-voting/Postal Ballot Form (A+B)	C	27,94,24,779	27,94,24,779
Less : Invalid e-voting /Postal Ballot Forms(on account of signature mismatch, for/against option not indicated)	D	0	0
Net e-voting/ Postal Ballot Forms (C-D)	E	27,94,24,779	27,94,24,779

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	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		158755578	158545537	99.8677	158545537	0	100.0000
Public-Institutions	E-Voting	1832362	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		1832362	0	0.0000	0	0	0.0000
Public-Non Institutions	E-Voting	255444800	120879242	47.3211	120877708	1534	99.9987	0.0013
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0

	Total	255444800	120879242	47.3211	120877708	1534	99.9987	0.0013
	Total	416032740	279424779	67.1641	279423245	1534	99.9995	0.0005

As the number of votes casted in favour of the Resolution i.e. 99.99% were more than the number of votes casted against i.e. 0.01%.

Item No. 2 – SPECIAL RESOLUTION

ACQUISITION OF CENTRUM FINANCIAL SERVICES LIMITED (STEP-DOWN SUBSIDIARY COMPANY) FROM CENTRUM RETAIL SERVICES LIMITED (SUBSIDIARY COMPANY)

“RESOLVED THAT in furtherance of the “In-principle” approval dated June 18, 2021, granted by the Reserve Bank of India (“RBI”) to Centrum Finance Services Limited (“CFSL”), to set up a Small Finance Banks (“SFB”) under “Guidelines for ‘On Tap’ Licensing of Small Finance Banks in the Private Sector” and pursuant to the provisions of Sections 177, 179, 186, 188 of the Companies Act, 2013, and any other applicable provisions of the Companies Act, 2013 (the “Act”) read with Companies (Management and Administration) Rules, 2014 and Companies (Meeting of Board and its powers) Rules, 2014 (the “Rules”) (including any statutory modification(s) or amendment or re-enactment thereof for the time being in force), and Regulation 23(4) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, Related Party Transactions Policy of the Company and subject to requisite approvals from the Reserve Bank of India and / or other regulatory authorities, including the approval of lenders and debenture holders, if any required and to the extent necessary, and such other approvals, permissions and sanctions as may be required including that of concerned stakeholders as the case may be and subject to the Memorandum and Articles of Association of the Company and pursuant to the approval of the Audit Committee and Board of Directors of the Company, consent of the Members be and is hereby accorded to enter into a related party transaction to acquire, in one or more tranches;

- (i) all the outstanding 9,89,56,942 equity shares (“Shares”), for cash or consideration other than cash or a combination of both (“Consideration”), which shall be the carrying value of the said shares represented in CRSL financial statements subject to minimum alternate pricing arrived at under relevant provisions of the Income Tax, 1961, and any other applicable law, based on the latest audited or unaudited results available before the said sale/transfer or disposal; and
- (ii) 1,50,91,430 Compulsorily Convertible Debentures (“CCDs”), for a Consideration, which shall be the face value of the CCDs adjusted for accrued interest, if any, at the date of such sale/transfer or disposal, of the step down subsidiary company, CFSL, held by subsidiary company, Centrum Retail Services Limited (“CRSL”), on the terms and conditions contained in the draft of the Share Purchase Agreement as placed before the Board and initialled by the Chairman for the purpose of identification;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Executive Chairman or Chief financial Officer of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things including but not limited to execution of Share Purchase Agreement, deciding the time of purchase of Shares and CCDs in CFSL, the manner of investment, extent of investment, determining terms and conditions relevant to the investment, negotiating, modifying and finalizing the terms of purchase (including but not limited to determination of final consideration);

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director(s) or any Committee of Directors or any other Officer(s)/Authorized representative(s) of the Company 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;

RESOLVED FURTHER THAT all acts, deeds, matters and things, written or otherwise, already done by the Company and / or any of its Directors and/or officers and/or representatives for and in the name of the Company in this regard, be and are hereby noted, ratified and approved;

RESOLVED FURTHER THAT any of the Directors or the Chief Financial Officer or the Company Secretary of the Company or Ms. Vijaylaxmi or Mr. Sushen Jhingan, Authorised Signatories be and are hereby severally authorised to execute necessary applications, agreements/deeds by whatever name called, such other agreements, contracts, declarations, deeds, documents,

forms, indemnities, letters, undertakings and such other papers as may be necessary, desirable and expedient, signed and executed, make all such filings and applications for the statutory / regulatory and other approvals as may be required and to complete the aforesaid transaction and also to take necessary steps in the matter as each of them in its absolute discretion deem necessary, desirable or expedient to give effect to the aforesaid resolution, and to settle any questions that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Board or otherwise to the end and intent that the Board shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT any of the Directors or the Company Secretary, be and are hereby severally authorized to forward a certified true copy of the resolution to concerned Authorities and do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

Mode of Voting: E-voting

Total No. of Shareholders	22,431		
Total No. of Shares	41,60,32,740		
Receipt of Postal Ballot Forms	NIL		
		Number of Votes	Number of Shares
Total votes cast through e-voting	A	5,36,93,495	5,36,93,495
Total Votes Cast through Postal Ballot Forms Received	B	NIL	NIL
Grand Total of e-voting/Postal Ballot Form (A+B)	C	5,36,93,495	5,36,93,495
Less : Invalid e-voting /Postal Ballot Forms(on account of signature mismatch, for/against option not indicated)	D	0	0
Net e-voting/ Postal Ballot Forms (C-D)	E	5,36,93,495	5,36,93,495

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	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		158755578	0	0.0000	0	0	0.0000
Public-Institutions	E-Voting	1832362	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		1832362	0	0.0000	0	0	0.0000
Public-Non Institutions	E-Voting	255444800	53693495	21.0196	53691338	2157	99.9960	0.0040
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		255444800	53693495	21.0196	53691338	2157	99.9960
	Total	416032740	53693495	12.9061	53691338	2157	99.9960	0.0040

As the number of votes casted in favour of the Resolution i.e. 99.99% were more than the number of votes casted against i.e. 0.01%.

Hence, the abovementioned Special Resolutions had been passed by the Members with requisite majority on Tuesday, July 27, 2021, i.e. the last date of e-voting.

**Sd/-
Jaspal Singh Bindra
Chairman**

**Place: Mumbai
Date: August 02, 2021
Certified True Copy
For Centrum Capital Limited**



**Alpesh Shah
Company Secretary**