

Centrum Capital Limited

CIN: L65990MH1977PLC019986

Registered Office: 2nd Floor, Bombay Mutual Building, Dr. D.N. Road, Fort, Mumbai-400 001

Corporate Office: "Centrum House", C.S.T. Road, Vidyanageri Marg, Kalina, Santacruz (East), Mumbai – 400 098

Phone: 022 4215 9000, Email: secretarial@centrum.co.in; Website: www.centrum.co.in

POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars (as defined below)

Dear Members,

Notice is hereby given that pursuant to the provisions of Section 108, 110 and all other applicable provisions, if any of the Companies Act, 2013 (**"the Act"**), read with the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force and guidelines prescribed by the Ministry of Corporate Affairs (**"MCA"**) vide General Circular Nos. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 3/2022 dated May 5, 2022 (collectively referred to as the **"MCA Circulars"**), and other applicable laws, rules and regulations, if any, the Resolutions set forth below, being unavoidable in nature, are proposed to be passed by the members of Centrum Capital Limited (**"Company"**) through Postal Ballot, only by way of voting through electronics means (**"remote e-voting"**). Communication of assent/ dissent of the members on the resolutions proposed in this postal ballot notice (**"Notice"**) will only take place through the remote e-voting system.

It is proposed to transact the Special Businesses as set out hereunder by passing resolutions in the manner as provided hereunder through Postal Ballot (e-voting). The proposed Resolutions and the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out all the material facts with respect to Special Businesses are annexed hereto for seeking consent of the Members.

Section 110 of the Companies Act, 2013 and the Rules provide for passing of resolutions by postal ballot. In terms of the said Section of the Companies Act and the Rules, a company may, and in case of resolutions relating to such business as the Central Government may, by notification, declare to be conducted only by postal ballot, shall, get any resolution (other than ordinary business and any business in respect of which directors or auditors have right to be heard at any meeting) passed by means of postal ballot, instead of transacting the business in general meeting of the Company.

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, 2022, 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 is accordingly being initiated in compliance with the MCA Circulars.

In compliance with the requirements of the MCA Circulars thus, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot.

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice /documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to give their consent by providing their e-mail addresses to the Company or to Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company.

The Board of Directors through resolution passed on November 10, 2022, has 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.

E-voting

The Company, in compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to Section 108 of the Companies Act, 2013 (“**the Act**”), read with the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof), has provided the Members with the facility of casting their votes on the Special Business as set out hereunder through electronic voting (e-voting) system of Central Depository Services (India) Limited (“**CDSL**”).

In accordance with the MCA Circulars, the Company is sending this Notice along with the explanatory statement and remote e-voting instructions, only through electronic mode to all its members who have registered their email addresses with the Company/ Registrar and Share Transfer Agent or Depository/ Depository Participants and whose names appear in the Register of Members of the Company and/ or in the Register of Beneficial Owner maintained by the Depositories as on Friday, November 11, 2022 (“**cut-off date**”). In case the e-mail address of any member is not registered with the Company/ Depositories, please follow the process provided in the notes to this Notice.

Members are requested to read the information and other instructions relating to e-voting as contained at Sr. No. 11 under ‘Notes’. The e-voting period shall commence from Monday, November 21, 2022, at 09:00 a.m. and conclude on Tuesday, December 20, 2022, at 05:00 p.m. The e-voting facility shall be disabled by CDSL thereafter.

The Executive Chairman or any person authorized by him in writing, after receipt of the Report on the scrutiny of the Postal Ballot (e-voting) from the Scrutinizer, shall announce the results of the Postal Ballot on or before Thursday, December 22, 2022. The results so declared along with the Scrutinizer’s Report shall be placed on the website of the Company i.e. www.centrum.co.in and CDSL i.e. www.evotingindia.com and shall also be forwarded to the Stock Exchange on which shares of the Company are listed i.e. BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”).

SPECIAL BUSINESS:

Item No. 1 – Appointment of Mr. Essaji Vahanvati (DIN: 00157299) as an Independent Director of the Company

To consider and if thought fit, to pass the following resolution as **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, Schedule IV and all other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 16(1)(b) and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Essaji Vahanvati (DIN: 00157299), who was appointed as an Additional Director in the capacity of Non-Executive Independent Director of the Company be and is hereby appointed as an Independent Director, not liable to retire by rotation, for a period of five consecutive years from October 14, 2022 to October 13, 2027, (both days inclusive);

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes a Committee, constituted for the time being in force) be and is hereby authorized to do all such acts, deeds, matters and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

Item No. 2 – Material Related Party Transaction in connection with the sale of an Identified Portfolio of Housing Loans and Loan Against Property of Unity Small Finance Bank Limited, Step-Down Subsidiary of the Company to Centrum Housing Finance Limited, subsidiary of the Company

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), as amended from time to time, Sections 2(76) and applicable provisions of the Companies Act, 2013 (**“Act”**) read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and other applicable laws / statutory provisions, if any, the Company’s Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Material Related Party Transaction(s) to sell / assign/ transfer the Housing Finance portfolio of the Unity Small Finance Bank Limited (**“the Bank”**), step-down subsidiary of the Company to Centrum Housing Finance Limited, subsidiary of the Company and assign 100% of the Identified Receivables of the Bank in the underlying loans amounting up to INR 172.84 crores plus interest accrued (but not received) and interest on the assigned receivables, if any till the date of sale provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm’s length pricing basis and in the ordinary course of business.”

Notes:

1. In terms of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members in respect of the resolutions contained in the Postal Ballot Notice is sought through Postal Ballot (e-voting).
2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out all the material facts relating to the Special Business is annexed hereto.
3. The Board of Directors through resolution passed on November 10, 2022, has 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.
4. The Notice is being electronically sent to all the Members of the Company, whose name appear on the Register of Members/List of Beneficial Owners, as received from National Security Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on Friday, November 11, 2022 and who have registered their email addresses with the Company and/or with the Depositories. It is however, clarified that all the persons who are Members of the Company as on Friday, November 11, 2022 (including those Members who may not have received this Notice due to non-registration of their email IDs with the Company or the Depositories) shall be entitled to vote in relation to the resolution specified in this Notice.
5. Members who have not registered their e-mail addresses with either the Company or the Depositories are requested to register the same with the Company or the Depositories in accordance with the process specified herein below at point no 11(b).
6. Voting rights will be reckoned on the paid-up value of shares registered in the names of the Members on Friday, November 11, 2022. Only those members whose names are recorded in the Register of Members of the Company or in the list of Beneficial Owners maintained by the Depositories as on Friday, November 11, 2022, will be entitled to cast their votes by Postal Ballot or e-voting. A person who is not a member as on Friday, November 11, 2022, should treat this Notice for information purpose only.
7. In light of the COVID-19 crisis and in accordance with Section 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars, physical copies of the Notice will not be circulated.
8. Dispatch of the Notice shall be deemed to be completed on Saturday, November 19, 2022, i.e., the day on which Link Intime India Private Limited, Registrar and Share Transfer Agent, sends out the communication for the postal ballot process by e mail to the members of the Company.
9. In accordance with the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 and 110 of the Act read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and the circulars issued by the Ministry of Corporate Affairs, the Company has extended e-voting facility for its Members to enable them to cast their votes electronically on the resolutions set forth in this Notice. Members are informed that the communication of their assent or dissent can take place through the e-voting facility. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the agency to provide the remote e-voting facility.
10. The Notice is being uploaded on the website of the Company i.e., at www.centrum.co.in and on the website of stock exchanges at BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and CDSL at www.evotingindia.com
11. **Information and other instructions relating to remote e-voting are as under:**
 - (a) **Voting through electronic mode/e-voting:**
 - (i) The voting period begins on Monday, November 21, 2022, (09:00 a.m.) and ends on Tuesday, December 20, 2022, (05:00 p.m.). During this period shareholders of the Company, holding shares either in

physical form or in dematerialized form, as on the cut-off date (record date) of Friday, November 11, 2022, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders /retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual Meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as

	<p>recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider’s website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method for e-Voting for shareholders other than **individual shareholders & physical shareholders**.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (v) After entering these details appropriately, click on “SUBMIT” tab.

- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz;

secretarial@centrum.co.in (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

(b) Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this postal ballot notice:

- (i) Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, for remote e-voting for this Postal Ballot, shareholders who have not registered their email address and in consequence the e-voting notice could not be serviced may temporarily get their email address registered with the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited, by clicking the link: https://linkintime.co.in/emailreg/email_register.html and follow the registration process as guided thereafter. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, shareholder may write to rnt.helpdesk@linkintime.co.in. The last date for registration of email ids is Tuesday, December 13, 2022.
- (ii) It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited, having its office at C-101, 247 Park, Lal Bahadur Shastri Marg, Gandhi Nagar, Vikhroli West, Mumbai – 400 083, India (Tel: 022 4918 6000; Fax: 022 4918 6060), by following the due procedure.
- (iii) Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
- (iv) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- (v) For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

12. SEBI Circular on e-voting facility:

Shareholders are requested to note that SEBI, vide its circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, with an objective to increase the efficiency of the voting process and the participation by the public non-institutional shareholder's/retail shareholders, has decided to enable e-voting to all the demat account holders, by way of a single login credential, directly through their demat accounts with depository participants or by registering with the Depositories.

Pursuant to the circular, demat account holders would be able to cast their vote without having to register again with the E-voting Service Providers (“ESPs”), thereby, facilitating seamless authentication as well as enhancing ease and convenience of participating in the e-voting process. The said facility will be available to all individual shareholders holding securities in demat mode and will be implemented in a phased manner over 6 to 12 months of the date of the SEBI Circular.

Accordingly, Shareholders are requested and encouraged to reach out to their Depository Participants/Depositories to register and avail of the facility as and when same is available. The weblink of the SEBI Circular is given below for easy access and reference of the Shareholders: https://www.sebi.gov.in/legal/circulars/dec-2020/e-voting-facility-provided-by-listed-entities_48390.html

13. The Executive Chairman or any person authorized by him in writing, after receipt of the Report on the scrutiny of the Postal Ballot (e-voting) from the Scrutinizer, shall announce the results of the Postal Ballot on or before Thursday, December 22, 2022, at the Corporate Office of the Company. The results so declared along with the Scrutinizer’s Report shall be placed on the website of the Company i.e. www.centrum.co.in and CDSL i.e. www.evotingindia.com and shall also be forwarded to the Stock Exchanges on which shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited.
14. The Scrutinizer’s decision on the validity of the Postal Ballot will be final and binding.
15. The Resolution as set out in the Postal Ballot Notice, if passed by requisite majority, shall be deemed to have been passed on the last day of e-voting i.e. Tuesday, December 20, 2022.
16. All relevant documents referred to in the accompanying Notice and the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, are available for inspection by the Members at the Corporate Office of the Company i.e. “Centrum House”, C.S.T. Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400 098 as well as its Registered Office i.e. 2nd Floor, Bombay Mutual Building, Dr. D.N. Road, Fort, Mumbai-400 001 during working hours on any working day till the conclusion of the voting period, in accordance with the provisions of Section 190 of the Companies Act, 2013. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to the Company Secretary at secretarial@centrum.co.in.

Registered Office:

2nd Floor, Bombay Mutual Building,
Dr. D.N. Road, Fort,
Mumbai – 400 001

Place: Mumbai

Date: November 10, 2022

By Order of the Board

Centrum Capital Limited

sd/-

Parthasarathy Iyengar

Company Secretary

Membership No. A21472

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 SETTING OUT ALL THE MATERIAL FACTS RELATING TO SPECIAL BUSINESSES:

ITEM NO 1:

The Board had, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Essaji Vahanvati (DIN: 00157299) as an Additional Director (Non-Executive and Independent) of the Company with effect from October 14, 2022. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, Mr. Essaji Vahanvati will hold office up to the date of the next Annual General Meeting. However, pursuant to Regulation 17(1C) approval of shareholders needs to be taken at the next general meeting or within a period of three months from the date of appointment, whichever is earlier.

In terms of the provisions of Sections 149, 152, Schedule IV and all other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), it is proposed to appoint him as an Independent Director of the Company to hold office for a period of five consecutive years from October 14, 2022, up to October 13, 2027 (both days inclusive). He shall not be liable to retire by rotation during this period.

In terms of the provisions of Section 164 of the Companies Act, 2013, he has submitted a declaration that he is not disqualified from being appointed as a Director of the Company along with his consent to act as such. Mr. Essaji Vahanvati has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. He has also confirmed that, he is not debarred from holding the office of a Director by virtue of any Order passed by SEBI or any such authority. He has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

He has also submitted a declaration about his meeting the criteria of independence as stipulated under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of Listing Regulations. In the opinion of the Board, he fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

Draft letter of appointment setting out the terms and conditions of his appointment is available for inspection by the Members without any fees at the Registered Office of the Company between 11:00 a.m. and 01:00 p.m. on all working days except Saturday till the conclusion of the voting period and same has also been uploaded on the Company's Website i.e. www.centrum.co.in.

In terms of the Regulation 36(3) of the Listing Regulations, a statement containing his brief resume, nature of expertise in specific functional areas, disclosure of relationships with other Directors, name of listed entities in which he holds the directorship along with the membership of Committees of the Board and shareholding in the Company is annexed to this Notice.

In the opinion of the Board, Mr. Essaji Vahanvati is a person of integrity and his appointment as an Independent Director of the Company would be in the interest of the Company taking into consideration Mr. Essaji Vahanvati's knowledge, background and expertise. Mr. Essaji Vahanvati also fulfills the identified core skills / expertise / competencies and the criteria laid down by the Board in the Company's Nomination Policy for appointment as a Director of the Company. The Board considers that his continued association as an Independent Director will be of immense benefit to the Company. Accordingly, the Board recommends the Special Resolution set out at Item No. 1 for the approval of the Members.

None of the Directors and Key Managerial Personnel and their relatives except Mr. Essaji Vahanvati, to whom the resolution relates, is concerned or interested, financial or otherwise, in the resolution set out at Item No. 1.

ITEM NO 2:

The members may please note that pursuant to the amalgamation of the Punjab and Maharashtra Co-operative Bank Limited (“PMC Bank”) with Unity Small Finance Bank Limited (“USFB/the Bank”) with effect from January 25, 2022, the entire assets and liabilities of PMC Bank were amalgamated into USFB. As part of this amalgamation the Bank had acquired the following housing finance portfolio aggregating to INR 361.04 Cr (INR 327.35 Cr as on August 29, 2022).

(INR Cr)			
Date	Standard	Non- Standard	Total
March 31, 2022	297.82	63.28	361.04
August 29, 2022	268.44	58.91	327.35

Further, as per the conditions of the license granted by the Reserve Bank of India to USFB, dated October 12, 2021, USFB shall not undertake housing loan business during the period of three and half years and as long as the Centrum Group holds more than 10 per cent of paid-up voting equity share capital in the group company 'Centrum Housing Finance Limited'. The Company holds about 55% of voting equity capital of Centrum Housing Finance Limited. Thus, the Bank is not permitted to undertake any new housing finance business as on date and can only collect receivables for this portfolio. In this context, it is not beneficial for the Bank to create product capabilities and devote management time and effort in creating and maintaining systems and processes required to run this portfolio. Considering that it is a retail portfolio and requires constant efforts and monitoring, it is proposed to sell down this portfolio on a “non-recourse” basis in one or more tranches.

Centrum Housing Finance Limited (“CHFL”) was incorporated on March 03, 2016 and is a Housing Finance Company (“HFC”) registered under Section 29A of the National Housing Bank Act, 1987 vide Certificate of Registration No. 11.0147.16. CHFL primarily caters to ‘middle class’ India and provides financial inclusion to Lower and Middle Income (LMI) families by providing them access to hassle-free, long-term housing finance. The proposal allows CHFL to continue making headwinds in the markets they operate in with acquisition of the loan book of over Rs. 150 crores, acquisition of new client base and entry into new geographies.

The above transaction has been duly approved by the Audit Committee and the Members of CHFL and USFB. Further, the Audit Committee of the Company vide its resolution dated November 09, 2022, approved and have recommended for approval the aforesaid transaction for shareholder approval.

The Board may note that the proposed transaction qualifies as a “material related party transaction” between 2 non-wholly owned subsidiaries of the Company out of which CHFL is an unlisted subsidiary pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). Consequently, prior approval of the Members of the Company shall be required for giving effect to the above-mentioned proposal.

The Board may further note that the above transaction will be at arm’s length and in the ordinary course of business for both the entities. The statement providing details of the above transaction pursuant to Regulation 23 of Listing Regulations is as provided below. Further, the proposal is subject to the final approval of the Members of USFB.

The material contours of the transaction pursuant to the SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, is as below:

Sr. No.	Details required	Particulars
1	Type, material terms and particulars of the proposed transaction	<p>Type: Assignment Agreement and Transition Services Agreement</p> <p>Material terms & particulars of the transaction: On the Settlement Date,</p>

		<ol style="list-style-type: none"> 1. The Unity Small Finance Bank Limited (“USFB”/ “Transferor”) assigns the identified Receivables to Centrum Housing Finance Limited (“CHFL”/ “Transferee”). This sale will be by way of a legal “True Sale” involving the assignment of 100% of the Receivables to the Transferee, assigning thereby the rights, title and interest of the Transferor in the underlying loans. The assignment shall be to the end and intent that the Transferee shall thereafter be deemed to be the legal and beneficial owner of the said Receivables. 2. The loans identified for transfer shall be subject to the Transferee’s due diligence and agreed Eligibility Criteria. 3. All rights to Collateral for the receivables assigned shall also be assigned through appropriate legal documentation. <p>Further, Transferor, subsequent to the “Transition Services Agreement” will provide service and assist in collection of the Receivables through its existing branch network for a period as may be agreed to between USFB and CHFL.</p>
2	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Centrum Housing Finance Limited (CHFL), Subsidiary of the Company; Unity Small Finance Bank Limited (USFB), Step-down Subsidiary of the Company.
3	Tenure of the proposed transaction (particular tenure shall be specified);	To be concluded within 6 months from the date of seeking approval of the Members of the Company.
4	Value of the proposed transaction	Consideration of INR 172.84 crores plus interest accrued (but not received) and interest on the assigned receivables, if any, till the date of sale.
5	The percentage of the listed entity’s annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary’s annual turnover on a standalone basis shall be additionally provided);	<p>Annual Turnover of USFB for FY 2021-22: INR 154.24 Crore</p> <p>Annual Turnover of CHFL for FY 2021-22: INR 70.99 Crores</p> <p>Proposed value of transaction: INR 172.84 Crore + interest accrued (but not received) and interest on the assigned receivables, if any till the date of sale.</p> <p>Percentage of the Annual turnover that is represented by the value of the proposed transaction (considering principal amount only):</p> <p>For USFB – 112%</p> <p>For CHFL – 243.47%</p>
6	Justification as to why the RPT is in the interest of the listed entity;	Given the conditions of the license granted by the Reserve Bank of India to USFB, dated October 12, 2021, USFB shall not undertake housing loan business during the period of three and half years and as long as the Centrum Group holds more than 10 per cent of paid-up voting equity share capital in the group company 'Centrum Housing Finance Limited'. The Company holds

		<p>about 55% of voting Equity capital of CHFL. Thus, USFB is not permitted to undertake any new housing finance business as on date and can only collect receivables for this portfolio. In this context, it is not beneficial for USFB to create product capabilities and devote management time and effort in creating and maintaining systems and processes required to run this portfolio. Considering that it is a retail portfolio and requires constant efforts and monitoring, it is prudent for USFB to sell down this portfolio on a “non-recourse” basis in one or more tranches.</p> <p>CHFL primarily caters to ‘middle class’ India and provides financial inclusion to Lower and Middle Income (LMI) families by providing them access to hassle-free, long-term housing finance. The proposal allows CHFL to continue making headwinds in the markets they operate in with acquisition of the loan book of over Rs. 150 crores, acquisition of new client base and entry into new geographies.</p>
7	A copy of the valuation or other external party report, if any such report has been relied upon;	Valuation Report dated October 13, 2022, issued by CA Ashok Mittal, IBBI Registered Valuer, Registration No. IBBI/RV/16/2022/14573 will be made available through the registered email address of the shareholder on receipt of request.
8	Percentage of the counter-party’s annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;	Refer details given in point 5 above.
9	Any other information that may be relevant	As per the draft Assignment Agreement and Servicing/Transition Agreement

Place: Mumbai
Date: November 10, 2022

By Order of the Board
For Centrum Capital Limited
Sd/-
Parthasarathy Iyengar
Company Secretary
Membership No. A21472

Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard on General Meetings, the details of the Director proposed to be appointed through postal ballot are given below:

Name of the Director	Essaji Goolam Vahanvati
Age	42 Years
Date of First Appointment on the Board	October 14, 2022
Qualification	B.A. LLB. (Hons.)
A brief resume of the director	Mr. Essaji Vahanvati graduated with a B.A. LLB. (Hons.) degree from the Government Law College, Mumbai. He started his career in AZB & Partners (erstwhile CZB & Partners) directly after graduation, in 2003. He has worked for marquee private equity firms including Blackstone, Warburg Pincus, Temasek, KKR, CVCI and Apax. He has been recognized as a leading individual by Chambers & Partners and the RSG Law Firm Report for India. He is the Founding Partner of Ramanathan and Vahanvati, boutique legal consulting firm.
Nature of expertise in specific functional areas	Specialization in distressed debt, restructurings and litigation
Skills and Capabilities	Legal, Banking & Finance, Private Equity, Capital Market
Other Directorship	<ol style="list-style-type: none"> 1. Gland Pharma Limited 2. Appario Retail Private Limited 3. Augusta Consultants and Advisors Private Limited 4. Frontizo Business Services Private Limited 5. MEV Education Consultancy Private Limited 6. Dr. Goolam E Vahanvati Foundation
Listed entities from which the Director has resigned in the past three years	Nil
Chairmanship/Membership of Committees in companies in which position of Director is held	Gland Pharma Limited <ol style="list-style-type: none"> 1. Audit Committee (Member) 2. Corporate Social Responsibility Committee (Member) 3. Nomination and Remuneration Committee (Member)
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	None
No. of equity shares held in the Company as on date	Nil
No. of board meetings held/attended during his tenure	1/1
Terms and conditions of appointment or re-appointment	Please refer to the Resolution and Explanatory Statement as mentioned in the accompanying Postal Ballot Notice.
Details of remuneration last drawn	N.A.
Details of remuneration sought to be paid	Nil