

August 12, 2023

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.

**Sub: Intimation under Regulation 30 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")**

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

Madam/Dear Sir,

This is to inform you that, the 45<sup>th</sup> Annual General Meeting ("AGM") of the Company was held today, i.e. Saturday, August 12, 2023, at 03:00 p.m. IST through video conference in accordance with the applicable provisions of the Companies Act, 2023, Circular(s) issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India for transacting the business(es) as mentioned in the Notice dated May 19, 2023, convening the AGM. In this regard, please find enclosed the following:

Particulars	Annexure
Summary of the proceedings of the AGM pursuant to Part A of Schedule III under Regulation 30 of the Listing Regulations	<a href="#">Annexure A</a>
Voting results of the AGM pursuant to Regulation 44(3) of the Listing Regulations	<a href="#">Annexure B</a>
Consolidated Scrutinizer's Report dated August 12, 2023 on remote e-voting and e-voting during the AGM, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014	<a href="#">Annexure C</a>

The AGM concluded at 04:27 p.m. IST (including the time allowed for e-voting during the AGM). The voting results along with the Scrutinizer's Report are being displayed on the notice board of the Company at its Registered Office and also being made available on the website of the Company at [www.centrum.co.in](http://www.centrum.co.in) and on the website of Central Depository Services (India) Limited at [www.evotingindia.com](http://www.evotingindia.com). You are requested to kindly take the above information on record.

Thanking you,

Yours faithfully,

**For Centrum Capital Limited**

Parthasarathy  
y Rajagopal  
lyengar

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Parthasarathy  
Rajagopal lyengar  
Date: 2023.08.12  
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**Parthasarathy lyengar**  
**Company Secretary**  
**Membership No. A21472**

Encl: As above

**Centrum Capital Limited (CIN: L65990MH1977PLC019986)**

**Registered and Corporate Office:** Level – 9, Centrum House, CST Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400 098.

Tel: +91 22 4215 9000 Email: [info@centrum.co.in](mailto:info@centrum.co.in) Website: [www.centrum.co.in](http://www.centrum.co.in)

**Summary of Proceedings of the 45<sup>th</sup> Annual General Meeting (“AGM”) of Centrum Capital Limited held on Saturday, August 12, 2023, at 03:00 p.m.**

**Venue:** Held via Video Conferencing (“VC”)

**Day, Date and Time:** Saturday, August 12, 2023, at 03:00 p.m.

The 45<sup>th</sup> Annual General Meeting (“AGM” or “Meeting”) of the Company was held today i.e. Saturday, August 12, 2023, through video conference (“VC”) in compliance with the applicable provisions of the Companies Act, 2013 and the relevant Circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India. The AGM commenced at 03.00 p.m. IST and concluded at 04:27 p.m. IST (including the time allowed for e-voting during the AGM).

Mr. Jaspal Singh Bindra, Chairman of the Company chaired the proceedings of the AGM. On confirming the requisite Quorum was present through VC, Chairman called the Meeting to order. The Chairman welcomed all the members and introduced the Directors and Key Executives of the Company attending the Meeting through VC. He informed the members that the Company had taken all efforts to enable its shareholders to participate through VC and vote at the AGM in a seamless manner.

He further informed the members that the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee were present at the AGM. The Statutory and Secretarial Auditors or their representatives were also present at the AGM with the right to be heard on that part of the business which concerns them as Auditors.

He informed the Members all the requisite statutory registers and other relevant documents as referred in the notice and the explanatory statement were available in electronic mode.

With the permission of the Members, the Chairman took the Notice as read.

Thereafter, the Chairman addressed the Members and delivered his speech.

The Chairman apprised that, the Auditors' Report does not have any qualifications, observations or comments on financial transactions or matters which have any adverse effect on the functioning of the Company.

He further informed that, pursuant to MCA and SEBI Circulars the facility to appoint proxy to attend and cast vote on behalf of the Members is not available.

He further informed the Members that the Company, in accordance with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, had provided facility to all the Members as on August 05, 2023, ("the Cut-off Date") to exercise their votes on the items of business given in the Notice through remote electronic voting system provided by the Central Depository Services (India) Limited (CDSL). The remote e-voting period commenced on Wednesday, August 09, 2023, at 09.00 a.m. (IST) and concluded on Friday, August 11, 2023, at 05.00 p.m. (IST). The Chairman apprised the Members about the availability of e-voting system during the AGM and 15 minutes after the conclusion of AGM for those present in the AGM and who have not cast their votes through remote e-voting.

The Chairman proceeded to the following Agenda Items as per the Notice of the AGM:

ITEM NO.	BUSINESS IN BRIEF	TYPE OF RESOLUTION
<b>ORDINARY BUSINESS</b>		
1	ADOPTION OF THE AUDITED FINANCIAL STATEMENTS (STANDALONE AND CONSOLIDATED) FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON	ORDINARY
2	TO APPOINT A DIRECTOR IN PLACE OF MR. RISHAD BYRAMJEE (DIN: 00164123), WHO RETIRES BY ROTATION AT THIS MEETING AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT	ORDINARY
<b>SPECIAL BUSINESS</b>		
3	TO CONSIDER AND APPROVE RAISING OF FUNDS THROUGH ISSUE OF SECURITIES SUBJECT TO APPROVAL OF THE REGULATORY AND/OR STATUTORY AUTHORITIES AS APPLICABLE	SPECIAL
4	MATERIAL RELATED PARTY TRANSACTION(S) OF THE COMPANY WITH RESPECT TO CORPORATE GUARANTEE(S) IN RELATION TO THE BORROWING FACILITIES OF SUBSIDIARIES	ORDINARY
5	MATERIAL RELATED PARTY TRANSACTION(S) OF THE COMPANY FOR DEBT GRANTED TO/RECEIVED FROM SUBSIDIARY OF THE COMPANY	ORDINARY
6	MATERIAL RELATED PARTY TRANSACTION(S) OF INTER-SE BETWEEN SUBSIDIARIES OF THE COMPANY FOR PROVIDING / AVAILING DEBT	ORDINARY
7	MATERIAL RELATED PARTY TRANSACTION(S) OF INTER-SE BETWEEN SUBSIDIARIES OF THE COMPANY FOR PROVIDING / AVAILING DEBT	ORDINARY
8	MATERIAL RELATED PARTY TRANSACTION(S) OF THE COMPANY WITH ANY OF ITS SUBSIDIARIES/ASSOCIATES OR BETWEEN 2 SUBSIDIARIES/ASSOCIATES INTER-SE	ORDINARY
9	AUTHORIZATION FOR MAKING DONATION TO BONAFIDE CHARITABLE AND OTHER FUND	ORDINARY

He then invited Members who had registered themselves as speakers to ask questions or express their views. The Members who had registered as speakers expressed their views and raised a few questions. The Chairman responded to the questions raised by the Members.

The Chairman requested the Members who have not already voted to vote through e voting system during the AGM.

Thereafter, the Members were informed about the appointment of Scrutinizer, Mr. Umesh P Maskeri, Practicing Company Secretary, Mumbai as the Scrutinizer for remote e-voting and also for the votes casted by Members during the AGM by e-voting system under Section 108 of the Companies Act, 2013.

The e-voting on the resolutions was conducted through remote e-voting and e-voting during the AGM and 15 minutes after the conclusion of AGM.

Upon conclusion of the AGM, after scrutiny of the votes, the Scrutinizer submitted his report to the Chairman of the Company. As per the report submitted by the Scrutinizer considering the votes cast through remote e-voting and e-voting during the AGM, all the aforesaid resolutions as set out in Item Nos. 1 to 9 of the Notice of the AGM were passed with requisite majority.

The Chairman thanked the Members for attending and participating in the Meeting.

**For Centrum Capital Limited**

Parthasarath  
y Rajagopal  
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by Parthasarathy  
Rajagopal Iyengar  
Date: 2023.08.12  
21:33:19 +05'30'

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

VOTING RESULTS OF THE 45 <sup>TH</sup> ANNUAL GENERAL MEETING (AGM) PURSUANT TO REGULATION 44 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015	
Date of the AGM	August 12, 2023
Record date	August 5, 2023
Total number of shareholders on record date	41,532
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	Not Applicable
b) Public	Not Applicable
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	1
b) Public	57
No. of resolution passed in the meeting	9



Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				TO RECEIVE, CONSIDER AND ADOPT: a) The Audited Financial Statements for the Financial Year ended March 31, 2023, together with the reports of the Board of Directors and Auditors' thereon b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, together with reports of Auditors' thereon				
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	161213578	160133578	99.3301	160133578	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		160133578	99.3301	160133578	0	100	0
Public- Institutions	E-Voting	3058180	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		0	0	0	0	0	
Public- Non Institutions	E-Voting	251760982	83722249	33.2547	83720949	1300	99.9984	0.0016
	Poll		225	0.0001	225	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		83722474	33.2547	83721174	1300	99.9984	0.0016
Total		416032740	243856052	58.6146	243854752	1300	99.9995	0.0005
Whether resolution is Pass or Not.								Yes
Disclosure of notes on resolution								



Resolution[2]								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				TO APPOINT A DIRECTOR IN PLACE OF MR. RISHAD BYRAMJEE (DIN: 00164123), WHO RETIRES BY ROTATION AT THIS MEETING AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT				
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	161213578	160133578	99.3301	160133578	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		160133578	99.3301	160133578	0	100	0
Public-Institutions	E-Voting	3058180	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		0	0	0	0	0	
Public- Non Institutions	E-Voting	251760982	83722249	33.2547	83686279	35970	99.957	0.043
	Poll		225	0.0001	225	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		83722474	33.2547	83686504	35970	99.957	0.043
Total		416032740	243856052	58.6146	243820082	35970	99.9852	0.0148
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution(3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				TO CONSIDER AND APPROVE RAISING OF FUNDS THROUGH ISSUE OF SECURITIES SUBJECT TO APPROVAL OF THE REGULATORY AND/OR STATUTORY AUTHORITIES AS APPLICABLE				
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	161213578	160133578	99.3301	160133578	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		161213578	160133578	99.3301	160133578	0	100
Public- Institutions	E-Voting	3058180	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		3058180	0	0	0	0	0
Public- Non Institutions	E-Voting	251760982	83721749	33.2545	83721249	500	99.9994	0.0006
	Poll		225	0.0001	225	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		251760982	83721974	33.2545	83721474	500	99.9994
Total		416032740	243855552	58.6145	243855052	500	99.9998	0.0002
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

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Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				MATERIAL RELATED PARTY TRANSACTION(S) OF THE COMPANY WITH RESPECT TO CORPORATE GUARANTEE(S) IN RELATION TO THE BORROWING FACILITIES OF SUBSIDIARIES				
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	161213578	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		161213578	0	0	0	0	0
Public- Institutions	E-Voting	3058180	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3058180	0	0	0	0	0
Public- Non Institutions	E-Voting	251760982	716692	0.2847	713831	2861	99.6008	0.3992
	Poll		225	0.0001	225	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		251760982	716917	0.2848	714056	2861	99.6009
Total		416032740	716917	0.1723	714056	2861	99.6009	0.3991
Whether resolution is Pass or Not:							Yes	
Disclosure of notes on resolution								



Resolution(5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				MATERIAL RELATED PARTY TRANSACTION(S) OF THE COMPANY FOR DEBT GRANTED TO/RECEIVED FROM SUBSIDIARY OF THE COMPANY				
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	161213578	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		161213578	0	0	0	0	0
Public- Institutions	E-Voting	3058180	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3058180	0	0	0	0	0
Public- Non Institutions	E-Voting	251760982	716692	0.2847	713832	2860	99.6009	0.3991
	Poll		225	0.0001	225	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		251760982	716917	0.2848	714057	2860	99.6011
Total		416032740	716917	0.1723	714057	2860	99.6011	0.3989
Whether resolution is Pass or Not.								Yes
Disclosure of notes on resolution								



Resolution(6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				MATERIAL RELATED PARTY TRANSACTION(S) OF INTER-SE BETWEEN SUBSIDIARIES OF THE COMPANY FOR PROVIDING / AVAILING DEBT				
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	161213578	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		161213578	0	0	0	0	0
Public-Institutions	E-Voting	3058180	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3058180	0	0	0	0	0
Public- Non Institutions	E-Voting	251760982	716692	0.2847	713831	2861	99.6008	0.3992
	Poll		225	0.0001	225	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		251760982	716917	0.2848	714056	2861	99.6009
Total		416032740	716917	0.1723	714056	2861	99.6009	0.3991
Whether resolution is Pass or Not.								Yes
Disclosure of notes on resolution								



Resolution(7)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				MATERIAL RELATED PARTY TRANSACTION(S) OF INTER-SE BETWEEN SUBSIDIARIES OF THE COMPANY FOR PROVIDING / AVAILING DEBT				
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	161213578	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		161213578	0	0	0	0	0
Public- Institutions	E-Voting	3058180	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3058180	0	0	0	0	0
Public- Non Institutions	E-Voting	251760982	715392	0.2842	713831	1561	99.7818	0.2182
	Poll		225	0.0001	225	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		251760982	715617	0.2842	714056	1561	99.7819
Total		416032740	715617	0.172	714056	1561	99.7819	0.2181
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

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Resolution(8)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				MATERIAL RELATED PARTY TRANSACTION(S) OF THE COMPANY WITH ANY OF ITS SUBSIDIARIES/ASSOCIATES OR BETWEEN 2 SUBSIDIARIES/ASSOCIATES INTER-SE				
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	161213578	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		161213578	0	0	0	0	0
Public- Institutions	E-Voting	3058180	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3058180	0	0	0	0	0
Public- Non Institutions	E-Voting	251760982	716692	0.2847	713832	2860	99.6009	0.3991
	Poll		225	0.0001	225	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		251760982	716917	0.2848	714057	2860	99.6011
Total		416032740	716917	0.1723	714057	2860	99.6011	0.3989
Whether resolution is Pass or Not.								Yes
Disclosure of notes on resolution								



Resolution(9)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Authorization for making donation to Bonafide Charitable and Other Fund				
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)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(7)} * 100$	$(7) = \frac{(5)}{(7)} * 100$
Promoter and Promoter Group	E-Voting	161213578	160133578	99.3301	160133578	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		161213578	160133578	99.3301	160133578	0	100
Public- Institutions	E-Voting	3058180	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3058180	0	0	0	0	0
Public- Non Institutions	E-Voting	251760982	83722249	33.2547	83699451	22798	99.9728	0.0272
	Poll		225	0.0001	225	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		251760982	83722474	33.2547	83699676	22798	99.9728
Total		416032740	243856052	58.6146	243833254	22798	99.9907	0.0093
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

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**Umesh Parameshwar Maskeri**  
**Practicing Company Secretary**

**No 304, Geetanjali Heights, Plot No.77, Sector 27**  
**Near Presentation Convent School, Nerul East, Navi Mumbai-400 706**  
**Mobile: 09930178352; Email: [umeshmaskeri@gmail.com](mailto:umeshmaskeri@gmail.com)**

**Annexure C**

**SCRUTINIZER'S REPORT**

August 12, 2023

To  
The Chairman  
**Centrum Capital Limited**  
Level – 9, Centrum House, CST Road, Vidyanagari Marg,  
Kalina, Santacruz (East)  
Mumbai – 400098

Dear Sir,

<b>SCRUTINIZER'S REPORT</b>	
<b>Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014</b>	
Name of the Company	Centrum Capital Limited ("the Company")
Nature of Meeting	45 <sup>th</sup> Annual General Meeting ("AGM")
Time, Day and Date	At 03:00 P.M. IST, Saturday, August 12, 2023
Deemed Venue of AGM	Registered Office, Level 9, Centrum House, CST Road, Vidyanagari Marg, Kalina, Santacruz (East) Mumbai-400098
Mode	Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")

**1. Appointment of Scrutinizer:**

I, Umesh P. Maskeri, Practicing Company Secretary, have been appointed as a scrutinizer by the Board of Directors of Centrum Capital Limited ("the company") at their meeting held on May 19, 2023, for the purpose of ensuring that the voting process is conducted in a fair and transparent manner, on the resolutions contained in the notice dated May 19, 2023, of the AGM of the Members of the Company held at 03:00 P.M. on Saturday, August 12, 2023, by Video Conferencing or Other Audio Visual Means (OAVM) and for the purpose of scrutinizing the remote e-voting process and electronic voting under the provisions of Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("Rules").

**2. Relaxations granted by Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI")**

In accordance with the provisions of the Companies Act, 2013 read with the Rules made thereunder and General Circular No 10/ 2022 dated December 28, 2022, other circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 issued by the SEBI ("Circulars"), companies are allowed to hold AGM through video conference / Other Audio Visual Means ("VCOAVM") upto September 30, 2023 without the physical presence of the members. The AGM was held accordingly through VC/OAVM.



**3. Dispatch of Notice of 45th Annual General Meeting (“AGM”):**

Pursuant to Sections 101, 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the Company has confirmed that the electronic copy of the Notice convening the AGM of the Company and explanatory statement along with the procedure for remote e-voting and e-voting during the AGM were sent to the shareholders whose e-mail addresses were registered with the Company’s Registrar and Share Transfer Agent/Depository Participant(s) for communication purposes in compliance with the Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 8th December, 2021, 14th December, 2021, 5th May, 2022 and 28th December, 2022 and by the SEBI dated 12th May, 2020, 15th January, 2021, 13th May, 2022, 5th January, 2023 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India. The Company completed dispatch of Notice along with explanatory statement on July 14, 2023, to those members whose name(s) appeared on the Register of Members of the Company or Register of Beneficial Owner maintained by the Depositories and as on the cut-off date for this purpose.

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

In terms of the requirements of Rule 20 of the Companies (Management and administration) Rules, 2022, Company has published advertisements in English Newspaper Free Press Journal on July 15, 2023 and in Marathi Newspaper viz. Nav Shakti dated July 15, 2023 intimating that the AGM was going to be held through Video Conferencing mode and that the Notice of AGM will be sent by email to those members who have provided the email address. The said newspaper advertisements, contained among other things, the information that there will be voting by electronic means only and there was 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. Cutoff date:**

The Company has provided me the Register of Members as on the cut-off date i.e. August 05, 2023.

**6. Remote e-voting Process: EVSN 230710003 :**

**6.1. Agency:**

Company has availed the services of Central Depository Services (India) Limited (‘CDSL’), which has provided the facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM.

**6.2. Generation and activation of EVSN 230710003:**

Company has generated the Electronic Voting Sequence Number (“EVSN”) 230710003 on July 10, 2023 and activated the EVSN on August 07, 2023. Company has mentioned the





number of records as 41,532 and the total number of shares uploaded in the Register of Members as 41,60,32,740 as on the cut-off date of August 05, 2023.

### **6.3. Remote e-voting period**

The remote e-voting period commenced at 9:00 a.m. on Wednesday, August 09, 2023 and closed at 05:00 p.m. on Friday, August 11, 2023. The facility of voting by remote e-voting was provided for an additional duration of 15 minutes soon after conclusion of the Annual General Meeting. CDSL remote e-voting portal was disabled thereafter. Accordingly, the electronic votes cast during this period have been taken into account for ascertaining the votes cast in favour and against the resolutions, set out in the notice convening the AGM and the CDSL remote e-voting portal was disabled thereafter.

There was no facility to cast votes by ballot papers, in accordance with the provision of Para 3 (A)(VI) of the General Circular No 20 dated May 5, 2020 issued by the Ministry of Corporate Affairs.

### **7. 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, and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") relating to the agenda items placed before the members for their approval, including the eligibility or otherwise of the related parties to vote to approve the items of business including the resolutions No (4), (5), (6), (7) and (8) for approval of Material Related Party Transactions pursuant to Regulation 23(4) of the SEBI LODR, mentioned in the Notice of AGM. 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.

### **8. Counting process:**

On completion of e-voting during the AGM as mentioned above, I have unblocked the votes cast through remote e-voting at 4:27 p.m. on August 12, 2023 from the CDSL e-voting portal and downloaded the voting results. in the presence of two persons, who have signed below and who are not the employees of Centrum Capital Limited.

### **9. Invalid votes (votes cast by related parties):**

Items No (4), (5), (6), (7) and (8) of the Notice of AGM pertain to the seeking the approval of the members by ordinary resolution for Material Related Party Transactions which are briefly stated as under :

Item No 4 : in relation to the Borrowing Facilities of Subsidiaries

Item No 5 : for Debt Granted to/Received from Subsidiary of the Company;

Item No 6 : inter-se between the subsidiaries of the Company for Providing / Availing Debt

Item No 7 : inter Se between the subsidiaries of the company for providing / Availing debt:

Item No 8 : with any of its subsidiaries/ Associates or between two subsidiaries Associates  
Inter se



Hence all the related parties falling under the definition of related parties (including the promoters or promoter group and any entity holding 10 % or more of the shareholding in the listed entity (as per definition in Regulation 2 (zb) of LODR) shall not vote to approve the relevant transaction irrespective of whether the entity is a party to the particular transaction or not, as provided in Regulation 23 (4) of the SEBI LODR. In this connection, it is observed that the following entities, which are related parties, have voted to approve the following resolutions:

Sr No	Demat account No	Name of related party	Number of shares
1	1201220000066298	Businessmatch Services India Private Limited	130430000
2	1201220000066304	Businessmatch Services India Private Limited	310041
3	IN30048417078753	Businessmatch Services India Private Limited	3759000
4	1201220000104043	JBCG Advisory Services Private Limited	15616537
5	IN30167010387474	JBCG Advisory Services Private Limited	10000000
6	1201220000121981	BG Advisory Services LLP	18000
<b>TOTAL</b>			<b>160133578</b>

In view of the aforesaid provisions of Regulation 23 (4) of SEBI LODR, these votes cast by the related parties mentioned above have not been taken into consideration and have been treated as invalid in respect of resolution No (4), (5), (6), (7) and (8) for the purpose of this report.

#### **10. Voting results:**

A summary of the voting results through remote for each of the agenda items contained in the notice of AGM is furnished below:

#### **A. ORDINARY BUSINESS:**

#### **ITEM NO. 1: ORDINARY RESOLUTION**

#### **TO RECEIVE, CONSIDER AND ADOPT:**

- a) **THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS' THEREON.**
- b) **THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023, TOGETHER WITH REPORTS OF AUDITORS' THEREON.**

Details of voting	Remote E-voting		Venue of AGM		Total		% of Total Votes cast
	Folios	Votes	Folios	Votes	Folios	Votes	
Ascent	115	243854527	2	225	117	243854752	99.9995
Dissent	1	1300			1	1300	0.0005
<b>Total</b>	<b>116</b>	<b>243855827</b>	<b>2</b>	<b>225</b>	<b>118</b>	<b>243856052</b>	<b>100</b>
Result	Passed with requisite majority						



**ITEM NO. 2: ORDINARY RESOLUTION:**

**TO APPOINT A DIRECTOR IN PLACE OF MR. RISHAD BYRAMJEE (DIN: 00164123) WHO RETIRES BY ROTATION AT THIS MEETING AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT**

Details of voting	Remote E-voting		Venue of AGM		Total		% of Total Votes cast
	Folios	Votes	Folios	Votes	Folios	Votes	
Ascent	111	243819857	2	225	113	243820082	99.9852
Dissent	5	35970			5	35970	0.0148
<b>Total</b>	<b>116</b>	<b>243855827</b>	<b>2</b>	<b>225</b>	<b>118</b>	<b>243856052</b>	<b>100</b>
Result	Passed with requisite majority						

**B. SPECIAL BUSINESS**

**ITEM NO. 3: SPECIAL RESOLUTION:**

**TO CONSIDER AND APPROVE RAISING OF FUNDS THROUGH ISSUE OF SECURITIES SUBJECT TO APPROVAL OF THE REGULATORY AND/OR STATUTORY AUTHORITIES AS APPLICABLE**

Details of voting	Remote E-voting		Venue of AGM		Total		% of Total Votes cast
	Folios	Votes	Folios	Votes	Folios	Votes	
Ascent	114	243854827	2	225	116	243855052	99.9998
Dissent	1	500			1	500	0.0002
<b>Total</b>	<b>115</b>	<b>243855327</b>	<b>2</b>	<b>225</b>	<b>117</b>	<b>243855552</b>	<b>100</b>
Result	Passed with requisite majority						

**ITEM NO. 4: ORDINARY RESOLUTION:**

**MATERIAL RELATED PARTY TRANSACTION(S) OF THE COMPANY WITH RESPECT TO CORPORATE GUARANTEE(S) IN RELATION TO THE BORROWING FACILITIES OF SUBSIDIARIES**

Details of voting	Remote E-voting		Venue of AGM		Total		% of Total Votes cast
	Folios	Votes	Folios	Votes	Folios	Votes	
Ascent	96	160847409	2	225	98	160847634	
Invalid	6	160133578			6	160133578	
Valid	90	713831	2	225	92	714056	99.6009
Dissent	4	2861			4	2861	0.3991
<b>Total</b>	<b>94</b>	<b>716692</b>	<b>2</b>	<b>225</b>	<b>96</b>	<b>716917</b>	<b>100</b>
Result	Passed with requisite majority						



**ITEM NO. 5: ORDINARY RESOLUTION:**  
**MATERIAL RELATED PARTY TRANSACTION(S) OF THE COMPANY FOR DEBT GRANTED TO/RECEIVED FROM SUBSIDIARY OF THE COMPANY:**

Details of voting	Remote E-voting		Venue of AGM		Total		% of Total Votes cast
	Folios	Votes	Folios	Votes	Folios	Votes	
Ascent	97	160847410	2	225	99	160847635	
Invalid	6	160133578			6	160133578	
Valid	91	713832	2	225	93	714057	99.6011
Dissent	3	2860			3	2860	0.3989
<b>Total</b>	<b>94</b>	<b>716692</b>	<b>2</b>	<b>225</b>	<b>96</b>	<b>716917</b>	<b>100</b>
Result	Passed with requisite majority						

**ITEM NO. 6: ORDINARY RESOLUTION:**  
**MATERIAL RELATED PARTY TRANSACTION(S) OF INTER-SE BETWEEN SUBSIDIARIES OF THE COMPANY FOR PROVIDING / AVAILING DEBT:**

Details of voting	Remote E-voting		Venue of AGM		Total		% of Total Votes cast
	Folios	Votes	Folios	Votes	Folios	Votes	
Ascent	96	160847409	2	225	98	160847634	
Invalid	6	160133578			6	160133578	
Valid	90	713831	2	225	92	714056	99.6009
Dissent	4	2861			4	2861	0.3991
<b>Total</b>	<b>94</b>	<b>716692</b>	<b>2</b>	<b>225</b>	<b>96</b>	<b>716917</b>	<b>100</b>
Result	Passed with requisite majority						

**ITEM NO. 7: ORDINARY RESOLUTION:**

**MATERIAL RELATED PARTY TRANSACTION(S) OF INTER-SE BETWEEN SUBSIDIARIES OF THE COMPANY FOR PROVIDING / AVAILING DEBT:**

Details of voting	Remote E-voting		Venue of AGM		Total		% of Total Votes cast
	Folios	Votes	Folios	Votes	Folios	Votes	
Ascent	96	160847409	2	225	98	160847634	
Invalid	6	160133578			6	160133578	
Valid	90	713831	2	225	92	714056	99.7819
Dissent	3	1561			3	1561	0.2181
<b>Total</b>	<b>93</b>	<b>715392</b>	<b>2</b>	<b>225</b>	<b>95</b>	<b>715617</b>	<b>100</b>
Result	Passed with requisite majority						



**ITEM NO. 8: ORDINARY RESOLUTION:**

**MATERIAL RELATED PARTY TRANSACTION(S) OF THE COMPANY WITH ANY OF ITS SUBSIDIARIES/ASSOCIATES OR BETWEEN 2 SUBSIDIARIES/ASSOCIATES INTER-SE:**

Details of voting	Remote E-voting		Venue of AGM		Total		% of Total Votes cast
	Folios	Votes	Folios	Votes	Folios	Votes	
Ascent	97	160847410	2	225	99	160847635	
Invalid	6	160133578			6	160133578	
Valid	91	713832	2	225	93	714057	99.6011
Dissent	3	2860			3	2860	0.3989
<b>Total</b>	<b>94</b>	<b>716692</b>	<b>2</b>	<b>225</b>	<b>96</b>	<b>716917</b>	<b>100</b>
Result	Passed with requisite majority						

**ITEM NO. 9: ORDINARY RESOLUTION:**

**AUTHORIZATION FOR MAKING DONATION TO BONAFIDE CHARITABLE AND OTHER FUND:**

Details of voting	Remote E-voting		Venue of AGM		Total		% of Total Votes cast
	Folios	Votes	Folios	Votes	Folios	Votes	
Ascent	111	243833029	2	225	113	243833254	99.9907
Dissent	5	22798			3	2860	0.0093
<b>Total</b>	<b>116</b>	<b>243855827</b>	<b>2</b>	<b>225</b>	<b>118</b>	<b>243856052</b>	<b>100</b>
Result	Passed with requisite majority						

11. Based on the aforesaid report, it may be seen that resolutions No (1), (2), (3), (4), (5), (6), (7), (8) and (9) of the AGM Notice have been passed with requisite majority. The voting results of the aforesaid AGM may accordingly be declared by the Company Secretary as authorised by the Chairman of the Company. Text of resolutions passed are attached with this report.



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

12. The Register maintained in electronic form recording the assent or dissent received along with all the relevant records of e-voting downloaded from the CDSL e-voting portal have been handed over to the Company Secretary for safe keeping.

Thanking you,



**Umesh Parameshwar Maskeri**  
**Practicing Company Secretary**  
Certificate of Practice No 12704  
Peer Review Certificate No 653/2020  
ICSI UDIN: F004831E000793674

Place: Mumbai  
Date: August 12, 2023

**Countersigned by**  
**For Centrum Capital Limited**

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

Place: Mumbai  
Date: August 12, 2023