

CCL/SEC/2025-26/43

September 27, 2025

To,

National Stock Exchange of India Limited

Exchange Plaza,

Plot No. C/1, G Block,

Bandra - Kurla Complex, Bandra (East),

Mumbai - 400 001.

Symbol: CENTRUM

BSE Limited

Corporate Relations Department,

P. J. Towers,

Dalal Street,

Mumbai - 400 051.

Scrip Code: 501150

Sir / Madam,

Sub.: Notice of Postal Ballot of Centrum Capital Limited (“the Company”)

Pursuant to Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Postal Ballot Notice, for seeking approval of Members of the Company for the following special resolutions:

Sr. No.	Description of Resolution	Type of Resolution
1.	Approve the sale of Centrum Housing Finance Limited, a material subsidiary of the Company	Special
2.	To consider and approve a cap of up to 49.00% on the aggregate Foreign Ownership	Special
3.	To consider and approve the reappointment of Mr. R. A. Sankara Narayanan (DIN: 05230407) as an Independent Director of the Company	Special

In compliance with the provisions of the General Circular No. 09/2024 dated September 19, 2024 and other relevant Circulars issued by the Ministry of Corporate Affairs from time to time, this Notice is being sent only through electronic mode to all the members whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on Friday, September 19, 2025 ('Cut-off date').

The members whose e-mail address is not registered with the Company/Depositories, to receive the Notice, may register their e-mail address with MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), Registrar and Share Transfer Agent of the Company in the manner as provided in the enclosed Notice.

Centrum Capital Limited (CIN No.: L65990MH1977PLC019986)

Registered and Corporate Office: Level - 9, Centrum House, C.S.T. Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400 098.

Tel: +91 22 4215 9000 Email: info@centrum.co.in Website: www.centrum.co.in

The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) to provide remote e-voting facility to its members. The remote e-voting period commences on Sunday, September 28, 2025 from 09.00 a.m. (IST) and ends on Tuesday, October 28, 2025 at 05.00 p.m. (IST). The remote e-voting module shall be disabled by CDSL thereafter.

The results of the Postal Ballot will be announced within two working days from the conclusion of e-voting.

Thanking you.

For Centrum Capital Limited

Balakrishna Kumar
Company Secretary & Compliance Officer
Membership No. A51901

Encl.: as above

Centrum Capital Limited

CIN: L65990MH1977PLC019986

Registered and Corporate Office: Level 9, Centrum House, C.S.T. Road, Vidyanagari 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 108 and 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) read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time

Dear Members,

Notice is hereby given that pursuant to the provisions of Section 108, 110 and all other applicable provisions of the Companies Act, 2013 (“**the Act**”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), General Circular No. 09/2024 dated September 19, 2024 and other relevant circulars issued by the Ministry of Corporate Affairs (“**MCA**”) from time to time (“**MCA Circulars**”), the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and other applicable laws and regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the Special Resolutions as set out below, are proposed to be passed by the members of Centrum Capital Limited (“**Company**”) through Postal Ballot by way of remote electronic voting (“**remote e-voting**”) process only.

An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 read with Rules framed thereunder, pertaining to the proposed resolution setting out the material facts and the reasons thereof forms part of this Postal Ballot notice.

In accordance with Sections 108 and 110 of the Act read with the Rules and Regulation 44 of the SEBI Listing Regulations, the MCA circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of the Central Depository Services (India) Limited (‘CDSL’), an agency authorised by the MCA, to provide remote e-voting facility. The procedure/instructions for remote e-voting is detailed in the Notes to this Postal Ballot notice. The Notice is also available on the website of the Company at www.centrum.co.in

The Board of Directors of the Company have appointed Mr. Umesh P. Maskeri, Practicing Company Secretary, (COP No 12704, FCS No 4831), and in his absence, Ms. Purnima Shetty, Practicing Company Secretary (COP No. 14933), as the Scrutinizer for conducting the Postal Ballot voting process through electronic means in a fair and transparent manner.

Members desiring to exercise their votes through the remote e-voting process are requested to carefully read the instruction indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting. The schedule of remote e-voting is as under:-

Commencement of remote e-voting	Conclusion of remote e-voting
Sunday, September 28, 2025 at 9:00 a.m.(IST)	Tuesday, October 28, 2025 at 5:00 p.m.(IST)

The Scrutinizer will submit his report to the Executive Chairman or any person authorized by him in writing, and the result of the voting by Postal Ballot will be announced within 2 (two) working days from the conclusion of e-voting. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Notice.

SPECIAL BUSINESS:

ITEM NO. 1 – APPROVE THE SALE OF CENTRUM HOUSING FINANCE LIMITED, A MATERIAL SUBSIDIARY OF THE COMPANY:

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

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, as amended from time to time and the Rules framed thereunder, Regulation 24(5) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (“SEBI Listing Regulations”), as amended from time to time, and in accordance with, other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time (each as amended from time to time) by the Ministry of Corporate Affairs, the National Housing Bank, the Reserve Bank of India, the Securities and Exchange Board of India and/or any other statutory or regulatory authorities, to the extent applicable, the enabling provisions of the Memorandum of Association and Articles of Association of the Company, as amended, subject to consent of other shareholders of Centrum Housing Finance Limited (“CHFL”) and subject to all approvals, consents and permissions as may be necessary from any third parties (required in connection with the proposed sale) including from any regulatory authorities, and further subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, consent of the Members be and is hereby accorded to the Board of Directors of the Company to effect the sale of the Company's entire shareholding aggregating to 15,04,79,986 (Fifteen crore four lakh seventy-nine thousand nine hundred eighty-six) equity shares (along with the shareholding of its nominee shareholders) in CHFL, a ‘material subsidiary’ of the Company as per Regulation 16(1)(c) of the SEBI Listing Regulations, aggregating to 15,04,79,986 (Fifteen crore four lakh seventy-nine thousand nine hundred eighty-six) equity shares to Weaver Services Private Limited (“Purchaser”) for an aggregate consideration of INR 429,77,08,400 (Indian Rupees Four Hundred Twenty Nine Crore Seventy Seven Lakh eight Thousand, Four Hundred Only) (subject to adjustments in accordance with the terms of the share purchase agreement) on the terms and conditions as set out in the Share Purchase Agreement (“SPA”) dated August 22, 2025 executed amongst the Company, Purchaser, other sellers and CHFL (“Transaction”);

RESOLVED FURTHER THAT for the purposes of giving effect to the above resolution, the Board be and is hereby authorized to do (i) all such acts, deeds, matters and things including but not limited to negotiate, finalize and execute agreement(s) or such other document(s), certificates, and deeds, by whatever name called to give effect to the Transaction (including any amendments, supplements or modifications to the terms in such agreements and documents, as applicable or appropriate to complete the Transaction), (ii) make any filings, applications, furnish any returns or submit any other documents to any regulatory or governmental authorities or third parties as may be required, and to settle any questions or difficulties that may arise in this regard and incidental thereto; (iii) deliver and perform any agreements, document, certificates, and deeds pursuant to or in connection with the transactions contemplated under the SPA including any amendment thereto that may be necessitated or required hereinafter, in each case without being required to seek any further consent or approval of the Members; and (iv) to delegate all or any of the powers or authorities herein conferred to any director(s) or other officer(s) of the Company or the concerned material subsidiary (as the board of such material subsidiary may determine), or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary;

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

ITEM NO. 2 – TO CONSIDER AND APPROVE A CAP OF UP TO 49.00% ON THE AGGREGATE FOREIGN OWNERSHIP:

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

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, Consolidated FDI Policy Circular of 2020 dated October 15, 2020, Foreign Exchange Management Act, 1999 (“FEMA”) and all other applicable acts, rules, regulations, provisions, circulars and guidelines (including any amendment, variation, statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such guidance, approvals, permissions and sanctions, if any, and to the extent required, of appropriate regulatory/statutory authorities, consent of the shareholders of the Company be and is hereby accorded to the Company to cap the total foreign ownership (including without limitation through the primary or secondary markets irrespective of whether it is Foreign Direct Investment or Foreign Portfolio Investment or indirect foreign investment by and/or on behalf of person resident outside India (including without limitation foreign owned and/or controlled Indian companies or investment vehicles), Foreign Portfolio Investors (FPIs), non-resident Indians (NRI) in the Company through any mode, route (except non-repatriation route) or scheme) (“Foreign Ownership”) of equity instruments (as defined under FEMA, which includes equity shares, warrants or compulsorily convertible preference shares / debentures) of the Company, up to a maximum of 49.00 per cent of the total equity instruments issued by the Company, at any point of time on a fully diluted basis or such other reduced limit as may be prescribed by any regulatory authority or under applicable law for the time being in force, in relation to Foreign Ownership, for the Company to be considered as an Indian owned and controlled company;

RESOLVED FURTHER THAT the Executive Chairman, Chief Financial Officer and Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to file all the necessary forms and / or returns and make an application to the ROC and / or to Central Government / RBI, Stock Exchanges, Depositories and / or any other statutory / regulatory authorities, to act, represent and / or appear before any statutory/regulatory authorities for and on behalf of the Company, to delegate all or any of the aforesaid powers in favor of any person(s) / official(s) etc., to settle any question, doubt or difficulty which may arise in this regard and to do all such acts, deeds, matters and things as may be considered necessary, expedient, usual or proper to give effect to this Resolution.”

ITEM NO. 3 – TO CONSIDER AND APPROVE THE REAPPOINTMENT OF MR. R. A. SANKARA NARAYANAN (DIN: 05230407) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) read with Schedule IV of the Act, Regulation 16, 17 and any other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Articles of Association of the Company and applicable circulars issued by Ministry of Company Affairs, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded for re-appointment of Mr. R. A. Sankara Narayanan (DIN: 05230407) for a second term as an Independent Director of the Company to hold office for a period

of five consecutive years with effect from April 03, 2026 to April 02, 2031 (both days inclusive), and his office shall not be liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution and for matters concerned and incidental thereto”.

Registered Office:

Level 9, Centrum House,
Vidyanagari Marg, Kalina,
Santacruz (East), Mumbai – 400 098

Place: Mumbai

Date: September 27, 2025

**By Order of the Board
Centrum Capital Limited**

Sd/-

**Balakrishna Kumar
Company Secretary & Compliance Officer
ACS51901**

Notes:

1. An Explanatory Statement pursuant to Sections 102 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014, in respect of business to be transacted as mentioned in the Postal Ballot notice as required under SS-2, is annexed hereto.
2. In accordance with the provisions of the Act, read with Rules made thereunder and MCA Circulars, the Postal Ballot notice is being sent only by e-mail to those members whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on Friday, 19 September, 2025. It is however, clarified that all the persons who are Members of the Company as on Friday, 19 September, 2025 (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.

Members may note that this Postal Ballot notice will also be available on the website of the Company at www.centrum.co.in website of the Stock Exchanges on which the equity shares of the Company are listed i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and the website of CDSL at www.evotingindia.com

3. 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).
4. 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. 7(b).

Post successful registration of the e-mail, the member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable evoting for this Postal Ballot. In case of any queries, member may write to rnt.helpdesk@in.mpms.mufig.com.

5. Voting rights will be reckoned on the paid-up value of shares registered in the names of the Members on Friday, September 19, 2025. 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, September 19, 2025, will be entitled to cast their votes by evoting. A person who is not a member as on Friday, September 19, 2025, should treat this Notice for information purpose only.
6. In accordance with the provisions of Regulation 44 of SEBI Listing Regulations 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.
7. **Information and other instructions relating to remote e-voting are as under:**

(a) Voting through electronic mode/e-voting:

- (i) **The voting period begins at 9:00 a.m. IST on Sunday, September 28, 2025 and ends at 5:00 p.m. IST on Tuesday, October 28, 2025.** 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, September 19, 2025, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) 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 Depository	<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 users to login to Easi / Easiest are requested to visit www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<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

	<p>provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.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.</p> <p>4) For OTP based login you can click on https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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.</p>
<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.</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
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911</p>

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.: 022 - 4886 7000 and 022 - 2499 7000
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(iii) Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 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 Physical shareholders and other than individual shareholders holding shares in Demat.
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.

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

- (vi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Click on the EVSN for the Centrum Capital Limited.
- (viii) 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.
- (ix) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (x) 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.
- (xi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiii) 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.
- (xiv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xv) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is mandatory that, 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, MUFG Intime India Private Limited (Formerly Known as Link Intime India Private Limited), by clicking the link: https://web.in.mpms.mufg.com/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@in.mpms.mufg.com. The last date for registration of email ids is October 20, 2025.
- (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. MUFG Intime India Private Limited (Formerly Known as Link Intime India Private Limited), having its office at C-101, Embassy 247, L.B.S. Marg, 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, M/s. MUFG Intime India Private Limited (Formerly Known as 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 update your email id & mobile no. with your respective Depository Participant (DP)
- (vi) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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 1800 21 09911

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, A-Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, NM Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

8. 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 shareholders/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 web link 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

9. 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 within 2 (two) working days from the conclusion of e-voting. 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.
10. The Scrutinizer’s decision on the validity of the Postal Ballot will be final and binding.
11. Resolution passed by the members by means of Postal Ballot will be deemed to have been passed at a General Meeting of the members. 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. Thursday, 23 October, 2025.
12. 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 Registered Office of the Company i.e. “Centrum House”, C.S.T. Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400 098 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:

Level 9, Centrum House, CST Road
Vidyanagari Marg, Kalina,
Santacruz (East), Mumbai – 400 098

Place: Mumbai

Date: September 27, 2025

**By Order of the Board
Centrum Capital Limited**

Sd/-

**Balakrishna Kumar
Company Secretary & Compliance Officer
ACS51901**

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

ITEM NO. 1

Centrum Housing Finance Limited (“CHFL”), is a subsidiary of the Company and categorised as a ‘material subsidiary’ of the Company in accordance with Regulation 16(1)(c) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 (“SEBI Listing Regulations”), undertaking the housing finance business. The Company, along with its Nominees, holds 15,04,79,986 equity shares representing 56.39% of the equity share capital of CHFL.

As part of the business re-organisation within the Centrum Group, and to enable Unity Small Finance Bank Limited, a subsidiary of the Company, to undertake the business of housing finance at an opportune time in future, it is considered prudent and necessary for the Company to divest its stake in Centrum Housing Finance Limited (CHFL).

The proposed Purchaser is Weaver Services Private Limited, a platform promoted by Mr. Satrajit Bhattacharya and backed by Premji Invest, Lightspeed Ventures and Gaja Capital, among other investors.

Some of the key terms of the proposed transaction are highlighted below:

Consideration	<ul style="list-style-type: none"> The consideration for the sale abovementioned shares shall be INR 429,77,08,400 (Indian Rupees Four Hundred Twenty Nine Crore Seventy Seven Lakh eight Thousand, Four Hundred Only) (subject to adjustments in accordance with the terms of the share purchase agreement). Out of the above consideration, INR 50 crore (Indian Rupees Fifty Crore Only) payable to the Company shall be deferred and paid no later than 12 months from closing
Key Representations and Warranties	<ul style="list-style-type: none"> Customary Fundamental warranties such as title, authority and capacity have been provided by each of the Sellers. Customary Business warranties such as accounts giving true and fair view, compliance with applicable laws, in all material respects, among others have been provided by the Company on behalf of CHFL.
Conditions Precedents	<ul style="list-style-type: none"> The transaction shall be subject to the approval from RBI, the Company and CHFL shall work with the Purchaser towards securing these approvals. The transaction would also be subject to certain conditions precedent such as receipt of NOC from lenders, other CHFL shareholder approvals, amongst others.
Standstill Covenants	<ul style="list-style-type: none"> During the period between execution of the SPA and closing, CHFL shall conduct its business in the ordinary course within specified thresholds for select material items. Some of the key covenants include restrictions around amendment of charter documents, modification of capital structure, and change in principal nature of business, among others. In the event CHFL seeks to exceed the limit prescribed for any item, a written consent shall be obtained from the Purchaser.

The Purchaser is not a ‘related party’ of the Company in terms of the SEBI Listing Regulations. Pursuant to the completion of the transaction, the Company will not hold any shares in CHFL and will cease to exercise control in CHFL. 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 Registered Office of the Company during 11:00 AM to 04:00 PM on working days till the conclusion of the voting period, in accordance with the provisions of Section 190 of the Companies Act, 2013.

The Board recommends the resolution set out at Item No.1 of this Notice for approval by the Members of the Company by way of a special resolution.

Pursuant to Section 102 of the Act, the Board hereby confirms that none of the directors and key managerial personnel (as defined under the Companies Act, 2013) and their immediate relatives are concerned or interested in this resolution, financially or otherwise, except to the extent of their shareholding in the Company.

ITEM NO. 2

Members may note that Unity Small Finance Bank Limited (“USFB”) was incorporated on August 25, 2021, as a step-down subsidiary of the Company to carry on the business of a Small Finance Bank, subject to compliance with certain terms and conditions.

As per the approval granted by the Reserve Bank of India (“RBI”), Centrum Financial Services Limited (“CFSL”), a subsidiary of the Company and the holding company of USFB, is required to be converted into a Non-Operative Financial Holding Company (“NOFHC”) and hold investments in all regulated entities of the Group (i.e., those regulated by RBI, SEBI or IRDA). Upon such conversion, the Company will be designated as the Promoter of USFB.

In terms of the RBI’s Guidelines for ‘on tap’ Licensing of Small Finance Banks in the Private Sector, only companies that are owned and controlled by residents (as defined under the Foreign Exchange Management Act and regulations made thereunder, as amended from time to time) are eligible to act as promoters of a Small Finance Bank.

Currently, the Company is eligible for 100% foreign direct investment (FDI) is permitted under the automatic route. To ensure compliance with the aforesaid regulatory requirements, the Company proposes to be designated as the Promoter of USFB upon conversion of CFSL into an NOFHC. Accordingly, the Company seeks an enabling approval from shareholders to cap foreign ownership in the Company at up to 49%, subject to applicable laws.

The Board recommends the resolution set out at Item No. 2 of this Notice for approval by the Members of the Company by way of a special resolution.

Pursuant to Section 102 of the Act, the Board hereby confirms that none of the directors and key managerial personnel (as defined under the Companies Act, 2013) and their immediate relatives are concerned or interested in this resolution, financially or otherwise, except to the extent of their shareholding in the Company.

ITEM NO. 3

Members are requested to note that the first term of Mr. R. A. Sankara Narayanan (DIN: 05230407) as an Independent Director of the Company is set to expire on April 02, 2026.

The Board of Directors and Nomination & Remuneration Committee are of the opinion that considering Mr. R.A. Sankara Narayanan’s experience and annual performance reviews during the course of his tenure, his continued association would be of immense benefit to the Board. Accordingly, it is proposed to seek approval of shareholders of the Company by way of a Special Resolution through Postal Ballot for re-appointment of Mr. R. A. Sankara Narayanan (DIN: 05230407) as an Independent

Director on the Board of Directors of the Company to hold office for a second term of five consecutive years commencing from April 03, 2026 to April 02, 2031 (both days inclusive), not liable to retire by rotation.

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.

None of the Directors and Key Managerial Personnel and their relatives except Mr. R. A. Sankara Narayanan, to whom the resolution relates, is concerned or interested, financial or otherwise, in the proposed special resolution as set out in this Postal ballot Notice.

Registered Office:

Level 9, Centrum House, CST Road
Vidyanagari Marg, Kalina,
Santacruz (East), Mumbai – 400 098

Place: Mumbai

Date: September 27, 2025

**By Order of the Board
Centrum Capital Limited**

Sd/-
Balakrishna Kumar
Company Secretary & Compliance Officer
ACS51901

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 re-appointed through postal ballot are given below:

Name of the Director	R. A. Sankara Narayanan
Age	65 Years
Date of First Appointment on the Board	April 03, 2021
Qualification	He holds a post-graduate degree in Public Administration and has also done MBA in Finance, CAIIB, PGDPM, PGDFM, DTIRM, DCP and BRM.
A brief resume of the director	Mr. R. A. Sankara Narayanan, holds a post-graduate degree in Public Administration and has also done an MBA in Finance, CAIIB, PGDPM, PGDFM, DTIRM, DCP and BRM. During his reign as Executive Director of Bank of India starting from May 2015, he handled the treasury, corporate credit, recovery, risk management and compliance departments. He was also in charge of the departments like international banking, retail, HR, IT, planning and finance. He was appointed as Managing Director and Chief Executive Officer of Vijaya Bank in September 2017. He had been designated as the MD and CEO of Canara Bank w.e.f. April 1, 2019, till his superannuation in January 2020. Mr. R A Sankara Narayanan has been on the Board of the South Indian Bank India Limited since October 15, 2020.
Nature of expertise in specific functional areas	Professional, Banking, Risk & Treasury
Skills and Capabilities	Professional, Banking, Risk & Treasury
Other Directorship	1. Centrum Wealth Limited 2. South Indian Bank Limited
Listed entities from which the Director has resigned in the past three years	1. Centrum Broking Limited
Chairmanship/Membership of Committees in companies in which position of Director is held	a) South Indian Bank Limited 1. Member of Audit Committee 2. Chairperson of Risk Management Committee 3. Member of NPA Review Committee 4. Member of Management Committee 5. Member of Special Committee of Board for Monitoring and follow up of Fraud b) Centrum Wealth Limited 1. Member of Audit Committee 2. Member of Nomination and Remuneration Committee 3. Member of Corporate Social Responsibility Committee
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 meetings of the Board attended during the financial year 2025-26 (upto the date of Postal Ballot notice)	4/4
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