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

NOTICE

NOTICE is hereby given that the **FORTY EIGHTH (48th) ANNUAL GENERAL MEETING** of **CENTRUM CAPITAL LIMITED** will be held on **Wednesday, August 12, 2026 at 04:30 p.m. IST** through video conference ("VC"), to transact the following business. The venue of the meeting shall be deemed to be at the Registered Office of the Company at Level 9, Centrum House, C.S.T. Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400 098.

ORDINARY BUSINESS:

Item No. 1 – TO RECEIVE, CONSIDER AND ADOPT:

a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026, together with the reports of the Board of Directors and Auditors' thereon; and

b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026, together with reports of Auditors' thereon and in this regard,

To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026 together with the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby approved and adopted;

RESOLVED FURTHER THAT the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026 together with the report of the Auditors thereon, as circulated to the Members, be and are hereby approved and adopted."

Item No. 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:

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013, Mr. Rishad Byramjee (DIN: 00164123), who retires by rotation, and being eligible seeks re-appointment, be and is hereby re-appointed as a Non-Executive Director of the Company, liable to retire by rotation."

Item No. 3 – RE-APPOINTMENT OF M/S. SHARP AND TANNAN, CHARTERED ACCOUNTANTS, (REGISTRATION NUMBER 109982W), AS THE STATUTORY AUDITORS OF THE COMPANY TO HOLD OFFICE FOR A TERM OF 5 (FIVE) CONSECUTIVE YEARS:

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to Section 139(1), 142 and other applicable provisions of the Companies Act, 2013 ("Act") read with the Companies (Audit and Auditors) Rules, 2014, (including any re-enactment or modification thereto), and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Audit Committee and approval of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for the re-appointment of M/s. Sharp and Tannan, Chartered Accountants, with registration number 109982W, as the Statutory Auditors of the Company for a second term of 5 (five) years i.e. from the conclusion of the 48th Annual General Meeting till the conclusion of the 53rd Annual General Meeting of the Company, to be held for the Financial Year 2030-31, at such remuneration as may be mutually agreed to, between the Board of Directors and M/s. Sharp & Tannan, plus applicable taxes, out-of-pocket expenses, travelling and other expenses, in connection with the work of audit to be carried out by them;

RESOLVED FURTHER THAT all Directors, the Chief Financial Officer and the Company Secretary & Compliance Officer be and are hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto."

SPECIAL BUSINESS:

Item No. 4 – TO CONSIDER AND APPROVE RAISING OF FUNDS THROUGH ISSUE OF SECURITIES SUBJECT TO APPROVAL OF THE REGULATORY AND/OR STATUTORY AUTHORITIES AS APPLICABLE:

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 23, 41, 42, 62 and 179 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, (including any amendments, statutory modification(s) and / or re-enactment thereof for the time being in force) (the "Companies Act"), all other applicable laws, rules and regulations, and pursuant to the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and the Foreign Exchange Management Act, 1999, and the rules and regulations made thereunder, including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, each as amended from time to time (collectively, "FEMA"), the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce, as amended and replaced from time to time (the "FDI Policy"), the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended (the "FCCB Scheme"), the Depository Receipts Scheme, 2014 (the "DR Scheme"), the relevant provisions of the Memorandum and Articles of Association of the Company, applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment, modification, variation or re-enactment thereof) (the "SEBI ICDR Regulations"), the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the listing agreements entered into by the Company with the BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE", and together with BSE, the "Stock Exchanges") where the equity shares of the Company of face value of ₹ 1 each (the "Equity Shares") are listed and such other statutes, clarifications, rules, regulations, circulars, notifications, guidelines, if any, as may be applicable, as amended from time to time issued by the Government of India ("Government of India"), the Ministry of Corporate Affairs ("MCA"), the Reserve Bank of India ("RBI"), BSE, NSE, the Registrar of Companies, Maharashtra at Mumbai ("ROC"), the Securities and Exchange Board of India ("SEBI") and any other appropriate governmental or regulatory authority and subject to all other approval(s), consent(s), permission(s) and / or sanction(s) as may be required from various regulatory and statutory authorities, including the Government of India, the RBI, SEBI, MCA, ROC and the Stock Exchanges (hereinafter referred to as "Appropriate Authorities"), and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting such approval(s), consent(s), permission(s) and/ or sanction(s), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include the Fund Raising Committee of the Board of Directors of the Company or any committee(s) constituted / to be constituted by the Board to exercise its powers including powers conferred by this resolution), the approval of the Members of the Company be and is hereby accorded to create, offer, issue and allot (including with provisions of reservations on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) such number of Securities (as defined hereinafter) for cash at such price that may be decided by the Board in terms of the applicable regulations and as permitted under the applicable law, in one or more tranches, with or without green shoe option, for an aggregate amount up to ₹ 1,000 Crore (Rupees One Thousand Crore only), by way of a preferential allotment, private placement including a Qualified Institutions Placement ("QIP") in accordance with the provisions of Chapter VI of the SEBI ICDR Regulations, or any combination thereof, by way of issue of equity shares or by way of issue of any instrument or security including Non-convertible Debentures, fully/partly convertible debentures, securities convertible into equity shares, Global Depository Receipts (the "GDRs"), American Depository Receipts (the "ADRs"), Foreign Currency Convertible Bonds (the "FCCBs"), or by way of a composite issue of Non-Convertible Debentures and warrants entitling the warrant holder(s) to apply for equity shares and/or any other eligible securities (instruments listed above collectively with the equity shares to be hereinafter referred to as the "Securities") or any combination of Securities, with or without premium, to be subscribed to in Indian and/or any foreign currency(ies) by all eligible investors including qualified institutional buyers as defined in the SEBI ICDR Regulations, or otherwise, foreign / resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign portfolio investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, and / or any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the "Investors") through issue of prospectus and/or placement document or other permissible / requisite offer document, as may be decided by the Board in its discretion and permitted under applicable laws and regulations, at such premium as may be fixed on such securities by offering the securities at such time or times, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest etc., as may be deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors considering the prevailing market conditions and other relevant factors wherever necessary, to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner, including allotment to stabilizing agent in terms of green shoe option, if any, exercised by the Company and where necessary in consultation with the book running lead managers and/or underwriters and/ or stabilizing agent and/or other advisors or otherwise on such terms and conditions, including making of calls and manner of appropriation of application money or call money, in respect of different class(es) of Investor(s) and/or in respect of different Securities, deciding of other terms and conditions like number of securities to be issued, number of Equity Shares to be issued and allotted on conversion/redemption/extinguishment of debt(s), rights attached to the warrants, terms of issuance, period of conversion, fixing of record date or book closure dates, if any, as the Board may in its absolute discretion decide, in each case, subject to the applicable laws;

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

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

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

a) The allotment of Securities shall only be made to qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations ("QIBs");

b) The Eligible Securities to be so created, offered, issued, and allotted, shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company;

c) the allotment of the Eligible Securities, or any combination of the Eligible Securities as may be decided by the Board and subject to applicable laws, shall be completed within 365 days from the date of passing of this special resolution of the shareholders of the Company or such other time as may be allowed under the SEBI ICDR Regulations and shall only be made to eligible QIBs within the meaning of SEBI ICDR Regulations;

d) the Eligible Securities under the QIP shall be allotted as fully paid up and dematerialized;

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

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

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

h) any issue of Eligible Securities made by way of a QIP shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Part IV of Chapter VI of the SEBI ICDR Regulations (the "QIP Floor Price");

i) the Board may issue Equity Shares at a discount of not more than five percent or such other discount as may be permitted under applicable regulations to the QIP Floor Price;

j) the allotment to a single Qualified Institutional Buyer (QIB) in the proposed QIP issue will not exceed 50% of the total issue size or such other limit as may be permitted under applicable law. It is clarified that QIBs belonging to the same group or who are under same control shall be deemed to be a single allottee; and

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

l) the number and/or price of the Equity Shares to be issued on conversion of Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of equity shares by way of capitalization of profits or reserves or any such capital or corporate re-organisation or restructuring; and

m) a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs, in accordance with the SEBI ICDR Regulations.

RESOLVED FURTHER THAT in case of any offering of Securities, including without limitation any other Securities convertible into

Equity Shares, the Board is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion, redemption or cancellation of any such Securities referred to above in accordance with the terms of issue / offering in respect of such Securities and / or as may be provided in the offer document and / or offer letter and / or offering circular and / or listing particulars;

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board, be and is hereby authorised, in its absolute discretion, in such manner as it may deem fit, to dispose-off such of the Securities that are not subscribed;

RESOLVED FURTHER THAT, the Securities to be created, issued, allotted and offered in terms of this resolution shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company and the fully paid-up Equity Shares that may be issued by the Company (including issuance of Equity Shares pursuant to conversion of any Securities as the case may be in accordance with the terms of the offering) shall rank pari passu with the existing Equity Shares of the Company in all respects;

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

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the nature of the issuance, terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic and international markets and proportion thereof, issue price and discounts permitted under applicable law, premium amount on issue/conversion of the Securities, if any, rate of interest, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and entering into and executing arrangements with merchant bankers, lead managers, legal advisors, depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s) or agreements including but not limited to prospectus and/or letter of offer and/or circular and/or offering circular and/or placement memorandum and/ or preliminary placement documents and/or placement document, registration statement and filing such documents (in draft or final form) with any Indian or foreign regulatory authority or Stock Exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise with regard to the issue, offer or allotment of Securities and take all such steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion, deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities or Equity Shares as the case may be, on one or more Stock Exchanges in India;

RESOLVED FURTHER THAT the Board shall have the authority and power to accept any modification in the proposal as may be required or imposed by SEBI/Stock Exchanges where the shares of the Company are listed or such other appropriate authorities at the time of according/granting their approvals to issue, allotment and listing thereof and as agreed to by the Board;

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

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

Item No. 5 – TO APPROVE MATERIAL RELATED PARTY TRANSACTION(S) OF THE COMPANY FOR EXTENDING CORPORATE GUARANTEES AND FOR GRANTING/AVAILING DEBT TO/FROM SUBSIDIARIES OF THE COMPANY:

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 177 and other applicable provisions, if any, of the Companies Act, 2013, Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company's Policy on Related Party Transactions and pursuant to such other approvals, consents, permissions and sanctions as may be necessary, the consent of the Members be and is hereby accorded for the following Material Related Party Transactions, particulars whereof are set out in Item No. 5 (Refer Annexure B) of the Explanatory Statement forming part of the Notice of the 48^{th} Annual General Meeting dated July 16, 2026:

a. Material Related Party Transaction with Centrum Financial Services Limited ("CFSL") for granting/availing debt to/from CFSL within respective outstanding limits and extending Corporate Guarantees upto net outstanding limits

b. Material Related Party Transaction with Centrum Wealth Limited ("CWL") within respective outstanding limits for granting/availing debt to/from CWL;

c. Material Related Party Transaction with Centrum Finverse Limited and Centrum Broking Limited for extending Corporate Guarantees and granting debt facilities within respective outstanding limits;

RESOLVED FURTHER THAT all Directors, Chief Financial Officer and Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, writings and filings as may be necessary or expedient for giving effect to this resolution."

Item No. 6 – TO APPROVE MATERIAL RELATED PARTY TRANSACTION(S) OF INTER-SE BETWEEN CENTRUM RETAIL SERVICES LIMITED ("CRSL") AND SUBSIDIARIES OF THE COMPANY FOR PROVIDING / AVAILING DEBT:

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 177 and other applicable provisions, if any, of the Companies Act, 2013, Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company's Policy on Related Party Transactions and pursuant to such other approvals, consents, permissions and sanctions as may be necessary, the consent of the Members be and is hereby accorded for the following Material Related Party Transactions, particulars whereof are set out in Item No. 6 (Refer Annexure C) of the Explanatory Statement forming part of the Notice of the 48^{th} Annual General Meeting dated July 16, 2026:

a. Material Related Party Transactions between fellow subsidiaries, namely, Centrum Retail Services Limited ("CRSL") and Centrum Financial Services Limited ("CFSL"), for CRSL granting/availing debt to/from CFSL within respective outstanding limits;

b. Material Related Party Transactions between fellow subsidiaries, namely, Centrum Retail Services Limited ("CRSL") and Centrum Wealth Limited ("CWL"), for CRSL granting/availing debt to/from CWL within respective outstanding limits;

c. Material Related Party Transactions between fellow subsidiaries, namely, (i) Centrum Retail Services Limited ("CRSL") and Centrum Broking Limited ("CBL"); and (ii) CRSL and Centrum Finverse Limited ("CFL"), in connection with debt facilities granted by CRSL to CBL or CFL within the respective outstanding limits.

RESOLVED FURTHER THAT all Directors, Chief Financial Officer and Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, writings and filings as may be necessary or expedient for giving effect to this resolution."

Item No. 7 – TO APPROVE MATERIAL RELATED PARTY TRANSACTION(S) OF INTER-SE BETWEEN CENTRUM FINANCIAL SERVICES LIMITED ("CFSL") AND SUBSIDIARIES OF THE COMPANY FOR PROVIDING / AVAILING DEBT:

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 177 and other applicable provisions, if any, of the Companies Act, 2013, Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the

Company's Policy on Related Party Transactions and pursuant to such other approvals, consents, permissions and sanctions as may be necessary, the consent of the Members be and is hereby accorded for the following Material Related Party Transactions, particulars whereof are set out in Item No. 7 (Refer Annexure D) of the Explanatory Statement forming part of the Notice of the 48th Annual General Meeting dated July 16, 2026:

a. Material Related Party Transactions between fellow subsidiaries, namely, Centrum Financial Services Limited ("CFSL") and Centrum Wealth Limited ("CWL"), in connection with borrowing transactions by CFSL within the respective outstanding limits;

b. Material Related Party Transactions between fellow subsidiaries, namely, (i) Centrum Financial Services Limited ("CFSL") and Centrum Broking Limited; and (ii) CFSL and Centrum Finverse Limited, in connection with inter-se borrowing and lending transactions within the respective outstanding limits.

RESOLVED FURTHER THAT all Directors, Chief Financial Officer and Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, writings and filings as may be necessary or expedient for giving effect to this resolution."

Item No. 8 – TO APPOINT MR. SANDIP GHOSE (DIN: 07482589) AS AN INDEPENDENT DIRECTOR ON THE BOARD OF DIRECTORS OF THE COMPANY:

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **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 the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Sandip Ghose (DIN: 07482589), 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 July 16, 2026 to July 15, 2031, (both days inclusive);

RESOLVED FURTHER THAT all Directors, the Chief Financial Officer and the Company Secretary & Compliance Officer be and are hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto."

Item No. 9 -TO APPOINT MR. MANMOHAN SHETTY (DIN: 00013961) AS A NON-EXECUTIVE, NON-INDEPENDENT DIRECTOR ON THE BOARD OF DIRECTORS OF THE COMPANY

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment thereof for the time being in force), Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Manmohan Shetty (DIN: 00013961) who was appointed as an Additional Director by the Board of Directors with effect from August 05, 2026 in terms of Section 161(1) of the Act, being so eligible, be and is hereby appointed as a Non-Executive, Non-Independent Director, liable to retire by rotation;

RESOLVED FURTHER THAT all Directors, the Chief Financial Officer and the Company Secretary & Compliance Officer be and are hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto."

Item No. 10 – TO AUTHORIZE MAKING DONATIONS TO BONAFIDE CHARITABLE AND OTHER FUND:

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 181 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to contribute to bonafide Charitable Trusts and other funds provided that, the aggregate amount of contribution to such funds in a Financial Year shall not exceed the limits as set out in Section 181 or a sum of Rupees One Crore, whichever is higher;

RESOLVED FURTHER THAT the Board of Directors, Chief Financial Officer and the Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution."

By order of the Board of Directors
For Centrum Capital Limited

Balakrishna Kumar
Company Secretary & Compliance Officer
Membership No. A51901

Place: Mumbai
Date: July 16, 2026

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of businesses, as set out under Item Nos. 3 to 10 forms an integral part of this Notice.

   The relevant details in relation to Director's appointment/ re-appointment as mentioned under Item No. 2, Item No. 8 & Item No. 9 as required by Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and as required under Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are annexed hereto as Annexure A as provided in explanatory statement.

2. In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular No. 03/2025 dated September 22, 2025, other Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time, companies are allowed to hold AGM through video conference ("VC") till further orders, without the physical presence of members. The AGM of the Company is being held through VC, and proceedings of the same shall be made available on the website of the Company. Central Depository Services (India) Limited ("CDSL") will be providing facility for voting through remote e-voting, for participation in the AGM through VC and e-voting during the AGM.

3. As the AGM will be conducted through VC, the facility for appointment of proxy by the Members is not available for this AGM and hence, the Proxy Form is not annexed to this Notice. Further Attendance Slip including route map is not annexed to this Notice.

4. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

5. Authorised representative of the corporate members intending to participate in the AGM pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy (in PDF/JPG format) of the relevant Board Resolution/Authority Letter, etc. authorising them to attend the AGM, by email to secretarial@centrum.co.in. Institutional shareholders/corporate members (i.e. other than individuals, HUF, NRI, etc.) are requested to upload their Board Resolution/Power of Attorney/Authority Letter by clicking on 'upload Board Resolution/Authority Letter' displayed under 'e-voting' tab in their login screen to the website of CDSL at www.evotingindia.com.

6. In compliance with the Circulars, Notice of the AGM along with Annual Report for the Financial Year 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depository Participants ("DPs"). Members may note that Notice and Annual Report for the Financial Year 2025-26 has been uploaded on the website of the Company at www.centrum.co.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.

7. Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.

8. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the Registrar and Transfer Agent ("RTA") of the Company. In case shares are held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.

9. In terms of Section 72 of the Act, nomination facility is available to individual shareholders holding shares in the physical mode. The shareholders who are desirous of availing this facility, may kindly write to Company's R & T Agent for nomination form by quoting their folio number.

10. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection in electronic mode.

11. The Members can join the AGM through VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

12. Members shall have the option to vote electronically ("e-voting") either before the AGM ("remote e-voting") or during the AGM.

13. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member.

14. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote during the AGM.

15. **PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS:**

    i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations, (including any statutory modification(s) and/or re-enactments(s) thereof for the time being in force), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL), as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a Member using remote e-voting as well as e-voting system on the date of the AGM will be provided by CDSL.

    ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the **Cut-off date i.e. Wednesday, August 5, 2026,** shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

    iii. A person who has acquired the shares and has become a Member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Wednesday, August 5, 2026, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or venue voting system on the date of the AGM by following the procedure mentioned in this part.

    iv. The remote evoting period will commence on **Saturday, August 8, 2026, at 9:00 a.m**. and will end on **Tuesday, August 11, 2026, at 05:00 p.m**. ("remote e-voting period"). During this period, the Members of the Company holding shares either in physical form or in dematerialised form as on Wednesday, August 5, 2026, i.e. the Cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

    v. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

    vi. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut- off date i.e. Wednesday, August 5, 2026.

    The Company has appointed Mr. Umesh P Maskeri, Practicing Company Secretary (COP No. 12704) and in his absence, Mr. Shivam Sharma, Practicing Company Secretary (COP No. 16558), as the scrutinizer for scrutinizing the entire e-voting process i.e. remote e-voting and e-voting during the AGM, to ensure that the process is carried out in a fair and transparent manner.

16. **PROCESS FOR THOSE MEMBERS WHOSE EMAIL IDs ARE NOT REGISTERED:**

    i. 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 secretarial@centrum.co.in.

    ii. 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.

17. **THE INSTRUCTIONS TO SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

    i. During the remote e-voting period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the Cut- off date i.e. Wednesday, August 5, 2026, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

    ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.

    iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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.

    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.

Step 1: Access through Depositories CDSL/ NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

IV. In terms of SEBI circular no. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated December 9, 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**	1) Users 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 & My Easi New (Token) Tab. 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/ MUFG 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. 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 evoting 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**	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.nsdl.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.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

Type of Shareholders	Login Method
	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 held 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. 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.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	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.

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 toll free no. 1800 21 09911
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.com or call at at 022-4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non- individual shareholders in demat mode.

V. Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding shares 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 indicated in the PAN field.
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.

vi. After entering these details appropriately, click on “SUBMIT” tab.

vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, members 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.

viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

ix. Click on the EVSN of the Company <CENTRUM CAPITAL LIMITED> on which you choose to vote.

x. 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.

xi. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

xii. 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.

xiii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

xiv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

xv. 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.

xvi. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

xii. **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, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

  If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

  All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (CDSL), Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, N M Joshi Marg, Lower Parel, Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

18. **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC & E-VOTING DURING MEETING ARE AS UNDER:**

    1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.

    2. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

    3. Only those shareholders, who are present in the AGM through VC facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

    4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

    5. Further Shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.

    6. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

    7. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at company email id secretarial@centrum.co.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at Company email id secretarial@centrum.co.in. These queries will be replied to by the Company suitably by email.

    8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

    9. Only those shareholders, who are present in the AGM through VC facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

    10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.centrum.co.in and on the website of CDSL i.e., www.cdslindia.com within two working days from the conclusion of the AGM and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.

Contact Details:

Company	Centrum Capital Limited Registered and Corporate Office: Level 9, Centrum House, C.S.T. Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400 098 E-mail ID: secretarial@centrum.co.in Phone: 022 4215 9000

Registrar and Transfer Agent	MUFG Intime India Private Limited (Formerly Known as Link Intime India Private Limited) C-101, Embassy 247, L.B.S. Marg, Vikhroli West, Mumbai – 400 083 Email ID: rnt.helpdesk@in.mpms.mufg.com Phone: 022 4918 6000
e-Voting Agency	Central Depository Services (India) Limited Email ID: helpdesk.evoting@cdslindia.com Phone: 1800 21 09911
Scrutinizer	CS Umesh P Maskeri Practicing Company Secretary E-mail:umeshmaskeri@gmail.com

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

Item No. 3

This Explanatory Statement is in terms of Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations')

M/s. Sharp & Tannan, Chartered Accountants (Firm Registration No. 109982W) were appointed as the Statutory Auditors of the Company by the Members at the 43rd Annual General Meeting (AGM) held on August 26, 2021 to hold office from the conclusion of the 43rd AGM till the conclusion of the 48th AGM of the Company.

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the tenure of M/s. Sharp & Tannan, Chartered Accountants (Firm Registration No. 109982W), the Statutory Auditor of the Company, is ending with the conclusion of this Annual General Meeting (i.e., AGM being held for F.Y. 2025-26). Accordingly, in terms of the provision of Section 139(1) and 139(2)(b), it is proposed before the shareholders to re-appoint M/s. Sharp & Tannan, as Statutory Auditor of the Company for the second term of five consecutive years. M/s. Sharp & Tannan have consented to act as the Statutory Auditors of the Company and confirmed that their reappointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be reappointed as the Statutory Auditors in terms of the provisions of Section 139 and 141 of the Act and the Rules framed thereunder.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company has, based on the recommendation of the Audit Committee, proposed the re-appointment of M/s. Sharp & Tannan, as the Statutory Auditors of the Company, for the second term of five consecutive years from the conclusion of 48th AGM till the conclusion of 53rd AGM of the Company to be held for the Financial Year 2030-31, at a remuneration as may be mutually agreed between the Board and the Statutory Auditors.

The recommendation is based on various factors such as quality of audit processes, industry experience, technical expertise, reputation, peer review status, and knowledge of the Company's business and operations. M/s. Sharp & Tannan was established in the year 1937 and holds a valid Peer Review Certificate. The Members are also requested to note that M/s. Sharp & Tannan acts as the Statutory Auditor of Centrum Financial Services Limited and Modulus Alternatives Investment Managers Limited, subsidiaries of the Company. They have further confirmed that they do not have any financial interest in or association with the Company which may lead to any conflict of interest.

The Board of Directors of the Company, on recommendation of the Audit Committee, and subject to approval of the members of the Company at the AGM, have recommended a fee of up to ₹ 33,00,000/- (Rupees Thirty Three Lakhs Only) for the Financial Year 2026-27 plus applicable taxes and out-of-pocket expenses on actuals. Further, the Board, in consultation with the Audit Committee shall approve revisions in the remuneration of the Statutory Auditors for the remaining part of the tenure in such manner and to such extent as may be mutually agreed with the Statutory Auditors. Besides the audit services, the Company would also obtain certifications from the Statutory Auditors under various statutory regulations and certifications required by clients, banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board in consultation with the Audit Committee.

The Board, in consultation with the Audit Committee, may alter and vary the terms and conditions of re-appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval of the Members for appointment of Statutory Auditor.

Item No. 4

The Board is of the considered opinion that the Company is at an opportune time to raise Primary Capital for growth, expansion and enhancing profitability. At the same time, the Company seeks to enroll and strengthen institutional investor presence on its cap table. In view of this, the Board of Directors thought fit to seek approval of the shareholders for augmenting capital through Qualified Institutions Placement in terms of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

Considering the funding requirements and growth objectives of the Company and its businesses, the Board of Directors ("Board", and such term shall include a duly constituted committee thereof) at its meeting held on July 16, 2026, approved raising of funds/capital for an aggregate amount up to ₹ 1000 Crore (Rupees One Thousand Crore only), by way of a preferential allotment, private placement including a Qualified Institutions Placement ("QIP") in accordance with the provisions of Chapter VI of the ICDR Regulations, or any combination thereof, by way of issue of equity shares or by way of issue of any instrument or security including Non-Convertible Debentures, fully/partly convertible debentures, securities convertible into equity shares, Global Depository Receipts (the "GDRs"), American Depository Receipts (the "ADRs"), Foreign Currency Convertible Bonds (the "FCCBs"), or by way of a composite issue of Non-Convertible Debentures and warrants entitling the warrant holder(s) to apply for equity shares and/or any other eligible securities (instruments listed above collectively with the equity shares to be hereinafter referred to as the "Securities") or any combination of Securities, with or without premium, to be subscribed to in Indian and/or any foreign currency(ies) by all eligible investors including qualified institutional buyers as defined in the ICDR Regulations, or otherwise, foreign / resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign portfolio investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, and / or any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the "Investors") through issue of prospectus and/or placement document or other permissible / requisite offer document, as may be decided by the Board in its discretion and permitted under applicable laws and regulations.

The resolution once approved by the shareholders will be valid for a period of 365 days and the Board can take an informed decision at an appropriate time as and when the need arises to raise capital. By obtaining enabling resolution, the Company will be able to save time and efforts towards obtaining shareholders' approval via postal ballot (remote e-voting).

Since, the Resolution proposed in the Notice may result in the issue of Securities of the Company to persons other than existing Members of the Company, consent of the Members by way of special resolution is being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of the SEBI LODR Regulations. The said resolution, if passed, shall have the effect of allowing the Board on behalf of the Company to create, offer, issue and allot the securities otherwise than on pro-rata basis to QIBs.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of Section 62 and all other applicable provisions of the Companies Act, 2013, SEBI ICDR Regulations and in terms of the provisions of the SEBI LODR for authorizing the Board to issue, offer and allot equity shares as stated in the resolution through QIP in such manner and upon such terms and conditions as the Board may in its absolute discretion deems fit.

The Special Resolution enables the Board to issue securities for an aggregate consideration not exceeding ₹ 1000 crores (Rupees One Thousand Crores only) its equivalent in any other currency(ies).

In case the Issue is made through a qualified institutions placement:

(i) the allotment of securities shall only be made to QIBs as defined under SEBI ICDR Regulations;

(ii) the allotment of the securities shall be completed within 365 days from the date of passing of the special resolution in accordance with the SEBI ICDR Regulations and applicable laws;

(iii) a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;

   In the event that Eligible Securities issued are eligible convertible securities under the QIP, the relevant date for the purpose of pricing of the convertible securities to be issued, shall be, either the date of the meeting at which the Board or a committee of directors authorised by the Board decides to open the proposed issue or the date on which the holders of such eligible convertible securities become entitled to apply for Equity Shares, as decided by the Board;

(iv) the floor price will be calculated as per the formula prescribed under the SEBI ICDR Regulations;

(v) the "relevant date" for the purposes of pricing of the Securities to be issued and allotted in the proposed QIP shall be the date of the meeting in which the Board or a duly authorised committee decides to open the proposed Issue for subscription of equity shares or any other date in accordance with applicable law;

(vi) the equity shares of the same class, which are proposed to be allotted through qualified institutions placement, have been listed on a stock exchange for a period of at least one year prior to the date of issuance of notice to its shareholders to pass the special resolution;

(vii) an issuer shall be eligible to make a qualified institutional placement if any of its promoters or directors is not a fugitive economic offender;

(viii) no single allottee shall be allotted more than 50% of the proposed QIP size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. It is clarified that qualified institutional buyers belonging to the same group or who are under same control shall be deemed to be a single allottee;

(ix) the Securities to be offered and allotted shall be in dematerialized form and shall be allotted on fully paid up basis;

(x) the Securities allotted shall not be eligible for sale by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted under SEBI ICDR Regulations from time to time; and

(xi) the schedule of the QIP will be as determined by the Board or its duly authorized committee.

Objects of the Issue

The use of proceeds from the Issue may be utilised towards one or more, or in a combination of, for the following: prepayment/ repayment of debt of the Company, capital expenditure, business expansion, funding support to subsidiaries and/or associates, working capital, investments and general corporate purposes. Several commercial and technical factors including timing of completion of the QIP, financial, market and sectoral conditions, business performance and strategy, competition, interest or exchange rate fluctuations and other external factors, which may not be within the control of the Company, impact the objects of the Issue. The Board or Fund Raising Committee or any other duly constituted committee shall decide the specific objects towards which the Issue proceeds are deployed which will be specified in the Issue documents.

The fund to be used for general corporate purposes, if any, shall not exceed 25% of the funds to be raised through the qualified institutions placement. If the net proceeds are not completely utilised for the purposes stated hereinabove due to factors such as (i) economic and business conditions; (ii) increased competition; (iii) receiving the necessary approvals; and (iv) other commercial considerations, the same would be utilised (in part or full) as may be decided by our Board (including any duly authorized committee thereof), in accordance with applicable law.

In case, it is difficult to quantify the exact amount of fund to be used from the proceeds of the Issue, a broad range of amount may be provided by the Company in the offer document provided that the broad range shall be a realistic estimation and range gap shall not exceed +/- 10% of the amount specified for that object of the Issue.

Basis or justification of pricing:

The issue of Securities may be consummated in one or more tranches, at such time or times, at such price, at a discount or premium to market price in such manner and on such terms and conditions as the Board may in its absolute discretion decide taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with the book running lead manager(s) and other agencies and subject to the SEBI ICDR Regulations and other applicable laws, regulations, rules and guidelines. The price at which Securities shall be allotted in the offering shall not be less than the price determined in accordance with the SEBI ICDR Regulations, or a prescribed formula in accordance with the applicable law, as the case maybe. Since, the pricing and other terms of the QIP cannot be decided, except at a later stage, an enabling resolution is being passed to give adequate flexibility and discretion to the Board to finalize the terms of the Equity Shares that may be issued to the QIBs (as defined in Regulation 2(1)(ss) of the SEBI ICDR Regulations) in the QIP in accordance with the SEBI ICDR Regulations. The Board in accordance with applicable law and in consultation with lead managers, may offer a discount of not more than 5% or such percentage as permitted under applicable law on the floor price determined pursuant to the SEBI ICDR Regulations (i.e. not less than the average of the weekly high and low of the closing prices of the equity shares quoted on the stock exchange during the two weeks preceding the 'Relevant Date'). For this purpose, 'stock exchange' shall refer to any of the stock exchanges where the Equity Shares are listed and in which the highest trading volume in the Equity Shares has been recorded during the two weeks immediately preceding the Relevant Date).

Hence, the Board of Directors of the Company recommend passing of this resolution as mentioned under Item No.4 of this Notice for approval as a Special Resolution. The detailed terms and conditions for the issue(s)/offering(s) will be determined by the Board or the Committee thereof in its sole discretion in consultation with the advisors, Book Running Lead Managers (BRLMs), and such other authority or authorities as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

None of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

The Board has approved the Issue pursuant to its resolution dated May 21, 2026. The Board recommends the aforesaid resolution for the approval by the members as a Special Resolution.

Item Nos. 5, 6 and 7

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended, material related party transactions require prior approval of the shareholders through ordinary resolutions.

The information required to be provided to the shareholders for approval of the Related Party Transactions, as per the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions", in respect of the proposed transactions amongst the related parties, within the respective limits set out for the resolutions proposed in Item Nos. 5, 6 and 7 of the Notice, is provided in **Annexure B, C and D**, respectively. Members are requested to note that no related party is allowed to vote in resolution seeking approval for Related Party Transactions

Item No. 8:

The Board had, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Sandip Ghose (DIN: 07482589) as Additional Director (Non-Executive and Independent) of the Company with effect from July 16, 2026. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, Mr. Sandip Ghose holds office up to the date of this 48th Annual General Meeting.

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 July 16, 2026 to July 15, 2031 (both days inclusive). He shall not be liable to retire by rotation during this period.

Mr. Sandip Ghose has submitted his consent to act as a Director and a declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Mr. Sandip Ghose 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. Mr. Sandip Ghose 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. Mr. Sandip Ghose 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').

Mr. Sandip Ghose has also submitted a declaration confirming that he meets 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 letters of appointment setting out the terms and conditions of his appointment are 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 till the conclusion of the voting period and same have 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 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. Sandip Ghose is a person of integrity and his appointment as Independent Director of the Company would be in the interest of the Company taking into consideration his knowledge, background and expertise. Mr. Sandip Ghose 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 in Item No. 8 for the approval of the Members.

Except Mr. Sandip Ghose, none of the Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution set out in Item No. 8 of this Notice.

Brief profile of Mr. Sandip Ghose is as under:

Mr. Sandip Ghose holds a Master's Degree in History (M.A.) and is an alumnus of Anderson School of Management UCLA, and Columbia Business School, among others. Sandip Ghose is also the former Director of the National Institute of Securities Markets (NISM), an educational initiative of SEBI. He has overseen the school of regulatory and supervisory studies which acts as a staff college for SEBI officers. Mr. Ghose has vast experience and knowledge of the financial sector. Prior to taking over as a Director of NISM, Mr. Ghose was the Head of Human Resources in the Reserve Bank of India (RBI). As a central banker by profession, Mr. Ghose was the Chief of Staff and Advisor to three successive RBI Governors - Dr. C. Rangarajan, Dr. Bimal Jalan, and Dr. Y.V. Reddy over a period of nine years. During his career, Mr. Ghose has received several prestigious awards including an Honorary Doctoral Degree by the EIILM University, Sikkim.

Item No. 9:

The Board is requested to note that Mr. Manmohan Shetty was appointed as an Independent Director by the Board of Directors with effect from August 5, 2016, for an initial term of five years, and was subsequently re-appointed for a second term of five years effective August 5, 2021. Both appointments were duly approved by the Members of the Company. Mr. Shetty's present term as an Independent Director will conclude on August 4, 2026. As he has completed two consecutive terms, he is not eligible for reappointment as an Independent Director in accordance with the Companies Act, 2013 ("the Act") and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations").

Considering the valuable guidance provided by Mr. Manmohan Shetty to the Board over the past decade as an Independent Director and taking into account his expertise and experience as detailed in his profile, it is proposed to appoint Mr. Manmohan Shetty (DIN: 00013961) as a Non-Executive Director of the Company in accordance with the provisions of Sections 161, 152 and other applicable provisions of the Act and the Rules made thereunder, as amended from time to time and subject to the approval of the members of the Company.

In the opinion of the Board of Directors, Mr. Shetty fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as a Non-Executive, Non-Independent Director of the Company.

Mr. Shetty will be entitled to receive remuneration by way of sitting fees as may be approved from time to time by the Board of Directors including reimbursement of expenses for participation in the Board/Committee meetings. The Company has received consent from Mr. Shetty to act as a Director in terms of Section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Except Mr. Shetty, being the appointee or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the resolution set out at Item No. 9 of the Notice.

The Board of Directors recommends the resolution at Item No. 9 for approval of the Members by way of a Special Resolution.

Brief Profile of Manmohan Shetty is as under:

Mr. Manmohan Shetty is the Founder of Adlabs Films Limited, one of the largest entertainment corporations in India. As the founder of Adlabs Films, he has produced many box office hit movies, and movies which have received National Awards, and India's biggest and largest Film processing Laboratory. He is also the founder of Adlabs Entertainment Limited, which has created and built India's biggest theme and Amusement Park, with a water park and 5-star hotel on the Mumbai - Pune Expressway, by the well-known brand "Imagicaa". Currently, he is a director of Thrrill Park Limited, Cineport Entertainment Private Limited among others. He is one of the most significant people in the Indian Entertainment economy today and is seen as one of the key visionaries in the industry. He was a Council member of the Film & Television Producers Guild of India. He has established India's first and World's largest IMAX dome theatre. He has held key positions in media & entertainment-focused government bodies & federations including the post of Chairman of National Film Development Corporation.

Item No. 10:

It is proposed to take approval of the Members of the Company for authorization to the Board for making donation to bonafide charitable and other funds under Section 181 of Companies Act, 2013, upto an aggregate amount of contribution to such funds in a financial year shall not exceed the limits as set out in section 181 or a sum of ₹ 1 crore, whichever is higher.

The Board recommends the aforesaid Ordinary Resolution set out at Item No. 8 for the approval of the Members of the Company.

None of the Directors/Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 10.

By order of the Board of Directors,
For Centrum Capital Limited

Balakrishna Kumar
Company Secretary & Compliance Officer
Membership No. A51901

Place: Mumbai
Date: July 16, 2026

ANNEXURE A

Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to the Directors seeking Appointment/Re-appointment in the 48th Annual General Meeting:

Name of Director	**Mr. Rishad Byramjee**
Director Identification Number	00164123
Category	Non-Executive Director, liable to retire by rotation
Date on first appointment on Board	March 11, 2003
Age & Date of Birth	Age: 45 Years; Date of Birth: April 19, 1981
Qualification	B. Com, Master's Degree in Logistics and Supply Chain Management
Experience/Expertise	Mr. Rishad Byramjee is the Managing Director of the Casby Logistics Group of Companies since 2003. Under his leadership, the company expanded its Logistics operations from a regional scale to a Pan-India scale within the business verticals of Air, Sea, Surface and Rail Cargo movement. His contemporary management style combined with the family values on which the company was built have influenced steady growth in the face of adversity and global slowdowns. He leads the diversification and expansion program at Casby and has successfully initiated new businesses such as Solution Design, Warehousing and Refrigerated solutions. He is also involved in the growth of the other Group offerings that include Construction & Real Estate development, Digital Security & Surveillance, telecommunications and Software Development.
Terms and conditions of appointment or re-appointment	Appointed as a Non-Executive Director liable to retire by rotation
Details of remuneration sought to be paid	He shall be paid a fee for attending meetings of the Board or Committees as approved by the Board.
Remuneration last drawn	₹ 6,95,000/- (Sitting Fees)
Number of Meetings of the Board attended during the year	No. of Board Meetings Held – 8 No. of Board Meetings Attended – 6
Directorships held in other companies (excluding foreign companies) as on date	1. Lion Estates Private Limited 2. Aquarius Estates Private Limited 3. Nightingale Estates Private Limited 4. Machado And Sons Agents And Stevedores Private Limited 5. M Dinshaw And Company Private Limited 6. Kavita Stockbrokers Private Limited 7. Risk Financial Consultancy Private Limited 8. Jakari Developers Private Limited 9. Kaikobad Byramjee And Sons (Agency) Private Limited 10. Casby Logistics Private Limited 11. Sika Properties Private Limited 12. Casby Green Mobility Solutions Private Limited 13. Centrum Financial Services Limited 14. Kaikobad Byramjee and Son Private Limited 15. Eagle Freight Forwarders Private Limited
Memberships / Chairpersonship of committees across companies (only Statutory Committees as required to be constituted under the Act considered)	**Centrum Capital Limited:** a. Audit Committee, Member b. Corporate Social Responsibility Committee, Member c. Stakeholders Relationship Committee, Chairperson **Centrum Financial Services Limited:** a. Stakeholders Relationship Committee, Chairperson
Listed entities from which the Director has resigned in the past three years	Nil
Shareholding in the Company as on March 31, 2026	7,43,100 Shares

Name of Director	Mr. Rishad Byramjee
Shareholding in the Company as a Beneficial Owner	Nil
Disclosure of relationship with other Directors / Manager / Key Managerial Personnel	Mrs. Mahakhurshid Byramjee is the mother of Mr. Rishad Byramjee. None of the other Directors are related inter-se.

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Name of Director	Mr. Sandip Ghose
Director Identification Number	07482589
Category	Independent Director, not liable to retire by rotation
Date on first appointment on Board	July 16, 2026
Age & Date of Birth	Age: 72 Years; Date of Birth: August 8, 1953
Qualification	Master's Degree in History (M.A.)
Experience/Expertise	As per the details provided in the Explanatory Statement
Terms and conditions of appointment or re-appointment	As per the details provided in the Explanatory Statement
Details of remuneration sought to be paid	He shall be paid a fee for attending meetings of the Board or Committees as approved by the Board.
Remuneration last drawn	Not Applicable
Number of Meetings of the Board attended during the year	Not Applicable
Directorships held in other companies (excluding foreign companies) as on date	1.Appreciate Payments IFSC Private Limited 2.Motilal Oswal Trustee Company Limited 3.Infomerics Valuation and Rating Limited 4.Unity Small Finance Bank Limited
Memberships / Chairpersonship of committees across companies (only Statutory Committees as required to be constituted under the Act considered)	**1.Motilal Oswal Trustee Company Limited:** a.Audit Committee, Chairperson **2.Unity Small Finance Bank Limited:** a.Audit Committee, Member b.Nomination and Remuneration Committee, Chairperson
Listed entities from which the Director has resigned in the past three years	Sidh Automobiles Limited
Shareholding in the Company as on March 31, 2026	Nil
Shareholding in the Company as a Beneficial Owner	Nil
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements. (In case of Appointment of Independent Director)	Extensive experience in banking, financial services, regulatory affairs, human resources, corporate governance and risk management. His expertise and leadership experience align with the skills and competencies identified by the Board for the role of an Independent Director.
Disclosure of relationship with other Directors / Manager / Key Managerial Personnel	Not related to any other Director / Manager / Key Managerial Personnel.

Name of Director	Mr. Manmohan Shetty
Director Identification Number	00013961
Category	Non-Executive Director liable to retire by rotation
Date on first appointment on Board	August 05, 2016
Age & Date of Birth	Age: 78 Years; Date of Birth: February 24, 1948
Qualification	HSC
Experience/Expertise	As per the details provided in the Explanatory Statement
Terms and conditions of appointment or re-appointment	As per the details provided in the Explanatory Statement
Details of remuneration sought to be paid	He shall be paid a fee for attending meetings of the Board or Committees as approved by the Board.
Remuneration last drawn	Nil
Number of Meetings of the Board attended during the year	No. of Board Meetings Held – 8 No. of Board Meetings attended – 8
Directorships held in other companies (excluding foreign companies) as on date	1.P & M Infrastructures Limited 2.Thrrill Park Limited 3.Centrum Retail Services Limited 4.Sunshine Pictures Limited
Memberships / Chairpersonship of committees across companies (only Statutory Committees as required to be constituted under the Act considered)	**1.Centrum Capital Limited:** a.Nomination and Remuneration Committee – Member **2.Centrum Retail Services Limited:** a.Audit Committee - Chairperson b.Nomination and Remuneration Committee – Member **3.Sunshine Pictures Limited:** a. Nomination and Remuneration Committee – Chairperson b. Corporate Social Responsibility Committee – Member **4.Thrrill Park Limited:** a.Audit Committee – Member b.Nomination and Remuneration Committee-Member
Listed entities from which the Director has resigned in the past three years	None
Shareholding in the Company as on March 31, 2026	Nil
Shareholding in the Company as a Beneficial Owner	Nil
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements. (In case of Appointment of Independent Director)	Not Applicable
Disclosure of relationship with other Directors / Manager / Key Managerial Personnel	Not related to any other Director / Manager / Key Managerial Personnel.

Annexure B

Transactions of the Company with its Subsidiaries

Sr No.	Ind. Std. Ref.	PARTICULARS OF THE INFORMATION	INFORMATION PROVIDED BY THE MANAGEMENT			
		Parties to the Transaction	**Centrum Financial Services Limited (“CFSL”)**	**Centrum Wealth Limited (“CWL”)**	**Centrum Broking Limited (“CBL”)**	**Centrum Finverse Limited (“CFL”)**
		Transaction	• **Loan/ICD Given or Taken outstanding limit up to ₹ 200 crore** • **Corporate Guarantees Net outstanding limit of up to ₹ 200 crore**	• **Loan/ICD Given or Taken (including NCDs) outstanding limit up to ₹ 200 crore**	• **Loan/ICD Given, outstanding limit up to ₹ 100 crore** • **Corporate Guarantees Net outstanding limit of up to ₹ 150 crore**	• **Loan/ICD Given, outstanding limit up to ₹ 100 crore** • **Corporate Guarantees Net outstanding limit of up to ₹ 50 crore**
1	**A (1)**	**Basic details of the related party**				
		Country of Incorporation	India	India	India	India
		Nature of business of the related party	CFSL is an NBFC-CIC (Core Investment Company), proposed to be converted into a NOFHC (Non-operating Financial Holding Company) and mainly acts as a capital-holding and downstream investment vehicle for the group’s financial subsidiaries.	CWL is engaged in the business of wealth management and distribution of financial products.	CBL is registered as a trading member with BSE Limited and the National Stock Exchange of India Limited and provides broking services to its clients. CBL is also registered as a Category I Merchant Banker.	CFL is a full-service broking house offering a wide variety of equity-oriented solutions to a cross-section of clients comprising of Retail and high net-worth individuals.
2	**A (2)**	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	CFSL is a subsidiary of the Company.	CWL is a step-down subsidiary of the Company.	CBL is a step-down subsidiary of the Company.	Centrum Finverse Limited is a step-down subsidiary of the Company.
		Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	99.99%	The Company holds 91.15% in CWL through Centrum Retail Services Limited (“CRSL”), a wholly owned subsidiary of the Company.	The Company holds 99.99% in CBL through Centrum Financial Services Limited (“CFSL”), a subsidiary of the Company.	The Company holds 80.49% in CFL through Centrum Financial Services Limited (“CFSL”), a subsidiary of the Company.
		Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity.	Not Applicable	Not Applicable	Not Applicable	Not Applicable
		Shareholding of the related party, whether direct or indirect, in the listed entity	Nil	Nil	Nil	Nil

<table>
<tr><th rowspan="3">Sr No.</th><th colspan="2">PARTICULARS OF THE INFORMATION</th><th colspan="4">INFORMATION PROVIDED BY THE MANAGEMENT</th></tr>
<tr><th rowspan="2">Ind. Std. Ref.</th><th>Parties to the Transaction</th><th>Centrum Financial Services Limited (“CFSL”)</th><th>Centrum Wealth Limited (“CWL”)</th><th>Centrum Broking Limited (“CBL”)</th><th>Centrum Finverse Limited (“CFL”)</th></tr>
<tr><th>Transaction</th><th>● Loan/ICD Given or Taken outstanding limit up to ₹ 200 crore
● Corporate Guarantees Net outstanding limit of up to ₹ 200 crore</th><th>● Loan/ICD Given or Taken (including NCDs) outstanding limit up to ₹ 200 crore</th><th>● Loan/ICD Given, outstanding limit up to ₹ 100 crore
● Corporate Guarantees Net outstanding limit of up to ₹ 150 crore</th><th>● Loan/ICD Given, outstanding limit up to ₹ 100 crore
● Corporate Guarantees Net outstanding limit of up to ₹ 50 crore</th></tr>
<tr><td></td><td>A(3)</td><td colspan="5">Details of previous transactions with the related party</td></tr>
<tr><td>3</td><td>1</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year i.e. transactions between the Company and CFSL</td>
<td>Details of Transaction between the Company and CFSL in FY 2025-26 are as follows:
(₹ In Lakh)
<table>
<tr><th>Sr. No.</th><th>Nature of Transactions</th><th>Amount</th></tr>
<tr><td>1</td><td>Sale of Equity Shares of Centrum Broking Limited</td><td>2,235.19</td></tr>
<tr><td>2</td><td>Inter-corporate Deposits Taken</td><td>20,955</td></tr>
<tr><td>3</td><td>Inter-corporate Deposits Repaid</td><td>10,455</td></tr>
<tr><td>4</td><td>Commission & Brokerage Income</td><td>37.50</td></tr>
<tr><td>5</td><td>Interest - Expenses</td><td>702.66</td></tr>
<tr><td>6</td><td>Other Income</td><td>0.48</td></tr>
</table></td>
<td>Details of Transaction between the Company and CWL in FY 2025-26 are as follows:
(₹ In Lakhs)
<table>
<tr><th>Sr. No</th><th>Particulars</th><th>Amount</th></tr>
<tr><td>1</td><td>ICD Given</td><td>11,400</td></tr>
<tr><td>2</td><td>ICD received back</td><td>11,400</td></tr>
<tr><td>3</td><td>ICD Taken</td><td>100</td></tr>
<tr><td>4</td><td>ICD Repaid</td><td>100</td></tr>
<tr><td>5</td><td>Interest Expenses on ICDs</td><td>2.55</td></tr>
<tr><td>6</td><td>Interest Income on ICDs</td><td>146.96</td></tr>
<tr><td>7</td><td>Commission & Brokerage Income</td><td>44.20</td></tr>
<tr><td>8</td><td>Commission & Brokerage Expenses</td><td>668.08</td></tr>
<tr><td>9</td><td>Subscription and Membership Fees - RPT</td><td>0.82</td></tr>
<tr><td>10</td><td>Non-convertible Debentures Issued</td><td>17,286.50</td></tr>
<tr><td>11</td><td>Non-convertible Debentures Redeemed</td><td>2,986.96</td></tr>
<tr><td>12</td><td>Corporate Guarantee Given</td><td>2,000</td></tr>
<tr><td>13</td><td>Business Support Services</td><td>10</td></tr>
</table></td>
<td>Details of Transaction between the Company and CBL in FY 2025-26 are as follows:
(₹ In Lakh)
<table>
<tr><th>Sr. No</th><th>Particulars</th><th>Amount</th></tr>
<tr><td>1</td><td>Inter-Corporate Deposits Given</td><td>1,15,100</td></tr>
<tr><td>2</td><td>Inter-Corporate Deposits Taken Back</td><td>1,17,600</td></tr>
<tr><td>3</td><td>Interest Income on ICDs</td><td>141.80</td></tr>
<tr><td>4</td><td>Commission & Brokerage Paid</td><td>702.21</td></tr>
<tr><td>5</td><td>Other Income</td><td>1.48</td></tr>
<tr><td>6</td><td>Business Support Services</td><td>10.00</td></tr>
<tr><td>7</td><td>ESOP Liability</td><td>91.36</td></tr>
<tr><td>8</td><td>Consideration on sale of Merchant Banking Division</td><td>233.05</td></tr>
<tr><td>9</td><td>Corporate Guarantee Withdrawn</td><td>(11,500)</td></tr>
</table></td>
<td>Details of Transaction between the Company and CFL in FY 2025-26 are as follows:
(₹ In Lakh)
<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>Amount</th></tr>
<tr><td>1</td><td>Inter-Corporate Deposits Given (Loan & Advances)</td><td>600</td></tr>
</table></td></tr>
<tr><td>4</td><td>2</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>Not Applicable</td><td>Not Applicable</td><td>Not Applicable</td><td>Not Applicable</td></tr>
<tr><td>5</td><td>3</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>Nil</td><td>Nil</td><td>Nil</td><td>Nil</td></tr>
<tr><td></td><td>A(4)</td><td colspan="5">Amount of the proposed transaction(s)</td></tr>
<tr><td>6</td><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/Shareholders.</td><td>The Company and CFSL may extend funding support to each other by way of Loans/ ICDs, which are unsecured, the limit of the outstanding amount as receivable or as payable against each other not exceeding ₹ 200 crore, at any point in time.
Further, the Company may also furnish Corporate Guarantees in favour of lenders for credit facilities availed/to be availed by CFSL up to a net outstanding limit of ₹ 200 crore.</td><td>The Company and CWL may extend funding support to each other by way of Loans/ICDs, which are unsecured. Further, CWL may also provide assistance by subscribing to the secured or unsecured debt instruments issued by the Company from time to time.
Approval is sought for a limit of the outstanding amount as receivable or as payable against each other (for any and all kinds of debt) not exceeding ₹ 200 crore, at any point in time.</td><td>The Company may extend funding support to CBL by way of Loans/ICDs, which are unsecured. The limit of the outstanding amount as receivable from CBL shall not exceed ₹ 100 crore, at any point in time.
Further, the Company may also furnish Corporate Guarantees in favour of lenders for credit facilities availed/to be availed by CBL up to a net outstanding limit of ₹ 150 crore.</td><td>The Company may extend funding support to CFL by way of Loans/ICDs, which are unsecured. The limit of the outstanding amount as receivable from CFL shall not exceed ₹ 100 crore, at any point in time.
Further, the Company may also furnish Corporate Guarantees in favour of lenders for credit facilities availed/to be availed by CFL up to a net outstanding limit of ₹ 50 crore.</td></tr>
</table>

Sr No.	Ind. Std. Ref.	PARTICULARS OF THE INFORMATION	INFORMATION PROVIDED BY THE MANAGEMENT			
		Parties to the Transaction	**Centrum Financial Services Limited ("CFSL")**	**Centrum Wealth Limited ("CWL")**	**Centrum Broking Limited ("CBL")**	**Centrum Finverse Limited ("CFL")**
		Transaction	• **Loan/ICD Given or Taken outstanding limit up to ₹ 200 crore** • **Corporate Guarantees Net outstanding limit of up to ₹ 200 crore**	• **Loan/ICD Given or Taken (including NCDs) outstanding limit up to ₹ 200 crore**	• **Loan/ICD Given, outstanding limit up to ₹ 100 crore** • **Corporate Guarantees Net outstanding limit of up to ₹ 150 crore**	• **Loan/ICD Given, outstanding limit up to ₹ 100 crore** • **Corporate Guarantees Net outstanding limit of up to ₹ 50 crore**
7	2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	Yes	Yes	Yes
8	3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	a. Loans/ICDs (₹ 200 crore): 5.42% b. Corporate Guarantees (₹ 200 crore): 5.42%	The outstanding limit represents 5.42% of the Company's consolidated turnover.	a. Loans/ICDs (₹ 100 crore): 2.71% b. Corporate Guarantees (₹ 150 crore): 4.07%	a. Loans/ICDs (₹ 100 crore): 2.71% b. Corporate Guarantees (₹ 50 crore): 1.36%
9	4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable	Not Applicable	Not Applicable	Not Applicable
10	5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Based on the consolidated turnover of CFSL in FY 2025-26, the proposed transactions would represent the following percentages thereof: a. Loans/ICDs (₹ 200 crore): 6.40% b. Corporate Guarantees (₹ 200 crore): 6.40%	The outstanding limit represents 129.65% of CWL's standalone turnover.	Based on the standalone turnover of CBL in FY 2025-26, the proposed transactions would represent the following percentages thereof: a. Loans/ICDs (₹ 100 crore): 217.79% b. Corporate Guarantees (₹ 150 crore): 326.69%	Based on the standalone turnover of CFL in FY 2025-26, the proposed transactions would represent the following percentages thereof: a. Loans/ICDs (₹ 100 crore): 2055.20% b. Corporate Guarantees (₹ 50 crore): 1027.60%
11	6	Financial performance of the related party for the immediately preceding financial year:	**Particulars CFSL (standalone)** — **FY 2025-26 (₹ In Lakhs)** Turnover — 19,656.90 Profit After Tax — 10,050.07 Net Worth — 36,252.77	**Particulars CWL (standalone)** — **FY 2025-26 (₹ In Lakhs)** Turnover — 15,425.91 Profit After Tax — 24.23 Net Worth — 7605.95	**Particulars CBL (standalone)** — **FY 2025-26 (₹ In Lakhs)** Turnover — 4,591.53 Profit After Tax — 47.37 Net Worth — 3,484.30	**Particulars CFL (standalone)** — **FY 2025-26 (₹ In Lakhs)** Turnover — 486.57 Profit After Tax — (717.76) Net Worth — 1167.87
	A(5)	**Basic details of the proposed transaction**				
12	1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/ services, giving loan, borrowing etc.)	Giving Loan / Borrowings and Extending Corporate Guarantee	Giving Loan / Borrowings	Giving Loan and Extending Corporate Guarantee	Giving Loan and Extending Corporate Guarantee
13	2	Details of each type of the proposed transaction	The Company and CFSL, may extend funding support to each other by way of Loans/ ICDs, which are unsecured. The limit of the outstanding amount as receivable or as payable against each other not exceeding ₹ 200 crore, at any point in time. Further, the Company may also furnish Corporate Guarantees in favour of lenders for credit facilities availed/to be availed by CFSL up to a net outstanding limit of ₹ 200 crore.	The Company and CWL may extend funding support to each other by way of Loans/ICDs, which are unsecured. Further, CWL may also provide assistance by subscribing to the secured or unsecured debt instruments issued by the Company from time to time. Approval is sought for a limit of the outstanding amount as receivable or as payable against each other (for any and all kinds of debt) not exceeding ₹ 200 crore, at any point in time.	The Company may extend funding support to CBL by way of Loans/ICDs, which are unsecured. The limit of the outstanding amount as receivable from CBL shall not exceed ₹ 100 crore, at any point in time. Further, the Company may also furnish Corporate Guarantees in favour of lenders for credit facilities availed/to be availed by CBL up to a net outstanding limit of ₹ 150 crore.	The Company may extend funding support to CFL by way of Loans/ICDs, which are unsecured. The limit of the outstanding amount as receivable from CFL shall not exceed ₹ 100 crore, at any point in time. Further, the Company may also furnish Corporate Guarantees in favour of lenders for credit facilities availed/to be availed by CFL up to a net outstanding limit of ₹ 50 crore.
14	3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Loans/ICDs are re-payable within a term of up to 1-4 years from the date of disbursement. Corporate Guarantee shall remain valid up to the tenor of the credit facility obtained by CFSL.	Loans/ICDs are re-payable within a term of 1 year from the date of disbursement. The Company issues NCDs from time to time for varying tenures of up to 5 years from the date of allotment.	ICDs are re-payable within a term of 1 year from the date of disbursement.	ICDs are re-payable within a term of 1 year from the date of disbursement.
15	4	Whether omnibus approval is being sought?	Yes	Yes	Yes	Yes

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16	5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	The Company may extend funding support to CFSL by way of Loans/ICDs, which are unsecured. The limit of the outstanding amount as receivable from CFSL shall not exceed ₹ 200 crore, at any point in time. Further, the Company may also furnish Corporate Guarantees in favour of lenders for debt availed/to be availed by CFSL up to a net outstanding limit of ₹ 200 crore.	The Company and CWL may extend funding support to each other by way of Loans/ICDs, which are unsecured. Further, CWL may also provide assistance by subscribing to the secured or unsecured debt instruments issued by the Company from time to time. The outstanding limit of ₹ 200 crore as receivable or payable against the counter-party shall remain effective and valid until the Company's 49th Annual General Meeting in terms of the Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The Company may extend funding support to CBL by way of Loans/ICDs, which are unsecured. The limit of the outstanding amount as receivable from CBL shall not exceed ₹ 100 crore, at any point in time. Further, the Company may also furnish Corporate Guarantees in favour of lenders for credit facilities availed/to be availed by CBL up to a net outstanding limit of ₹ 150 crore.	The Company may extend funding support to CFL by way of Loans/ICDs, which are unsecured. The limit of the outstanding amount as receivable from CFL shall not exceed ₹ 100 crore, at any point in time. Further, the Company may also furnish Corporate Guarantees in favour of lenders for credit facilities availed/to be availed by CFL up to a net outstanding limit of ₹ 50 crore.
17	6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	CFSL, a material subsidiary of the Company, is a NBFC-CIC, registered with the Reserve Bank of India. While it does not have any lending business other than to the group companies, it is an intermediate holding company of the Group that is holding all regulated businesses of the Group. CFSL shall also be required to provide debt support to its subsidiaries and associates. Towards fulfilling these, CFSL shall need to raise funds in the form of short-term and long-term loans and/or Debentures from the group as well outside lenders to acquire and consolidate investments as well as offer debt support to its subsidiaries or associates. As the promoter of CFSL, it is typically necessary and in the ordinary course for the Company, to provide Corporate Guarantees to outside lenders for facilities availed by CFSL in addition to providing funds from the Group to CFSL. The Company for its working capital requirements, support to other subsidiaries and associates, new business initiatives, re-payment of debt and other general corporate purposes raises debt from various sources. To part-fund this requirement, the Company borrows money from its subsidiaries including CWL, CRSL, CFL and CFSL subject to these entities having surplus funds from their operating, investment or financing cash flows. This typically helps in effective and efficient treasury management across the Group. The borrowings from these subsidiaries include borrowings in the form of Unsecured Loans and/or Secured Loans/Debentures (secured against loan receivables or investments) of varying tenures at prevailing market interest rates.	CWL, a material (step-down) subsidiary of the Company, is engaged in the Wealth Management business. CWL as part of its Wealth Management business, requires funds to finance its stock-in-trade investments (securities) as well as working capital from time to time. The Company offers funding support to CWL for these purposes from time to time in the form of Inter Corporate Deposits, short-term loans or debt instruments. For this purpose, the Company would be utilising cash flows arising from Operating, Investment and/or Financing Activities, which include funds raised by the Company, by way of Unsecured Loans and Secured Loans / Debentures (secured against receivables or investments) of varying tenures at prevailing market interest rates. The Company for its working capital requirements, support to other subsidiaries and associates, new business initiatives, re-payment of debt and other general corporate purposes raises debt from various sources. To part-fund this requirement, the Company borrows money from its subsidiaries including CWL, CRSL, CFL and CFSL subject to these entities having surplus funds from their operating, investment or financing cash flows. This typically helps in effective and efficient treasury management across the Group. The borrowings from these subsidiaries include borrowings in the form of Unsecured Loans and/or Secured Loans/Debentures (secured against loan receivables or investments) of varying tenures at prevailing market interest rates.	CBL is a subsidiary of the Company engaged in the securities broking business. As part of its business, it seeks credit facilities from lenders in its ordinary course of business for purposes including furnishing of margins to stock exchanges and working capital. As the ultimate holding company of CBL, it is typically necessary and in the ordinary course, to provide Corporate Guarantees to lenders for credit facilities availed by CBL. Further, it is also typically necessary and in the ordinary course, to also provide funds (equity capital, loans or otherwise) to CBL for its business. For the aforesaid purposes, the Company may from time to time provide funding support to CBL, in the form of Inter-corporate Deposits and / or subscription to other securities.	CFL, a step-down subsidiary of the Company, has been created to carry on the retail broking business of the Group. CFL proposes to establish itself as a technology-led broking house. As part of its business, CFL shall seek credit facilities from lenders in its ordinary course of business for purposes including furnishing of margins to stock exchanges and working capital. As the ultimate holding company of CFL, it is typically necessary and in the ordinary course, to provide Corporate Guarantees to lenders for facilities availed by CFL. For the aforesaid purposes, the Company may from time to time provide funding support to CFL, in the form of Inter-corporate Deposits and / or subscription to other securities.

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18	7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	None	None	None	None
		a. Name of the director / KMP	Not Applicable	Not Applicable	Not Applicable	Not Applicable
		b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Not Applicable	Not Applicable	Not Applicable	Not Applicable
19	8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable	Not Applicable	Not Applicable	Not Applicable
20	9	Other information relevant for decision making.	All relevant information forms a part of this disclosure setting out requisite facts.	All relevant information forms a part of this disclosure setting out requisite facts.	All relevant information forms a part of this disclosure setting out requisite facts.	All relevant information forms a part of this disclosure setting out requisite facts.
	B(2)	**Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary**				
21	1	Source of funds in connection with the proposed transaction.	The Company would be using cash flows arising from Operating, Investment and/or Financing Activities for placing Loans/ICDs with CFSL. CFSL is an NBFC. Accordingly, disclosure pertaining to this line item is not applicable to CFSL.	The Company would be using cash flows arising from Operating, Investment and/or Financing Activities for placing Loans/ICDs with CWL. CWL would be utilising cash flows arising from Operating, Investment and/or Financing Activities for placing Loans/ICDs or NCDs with the Company.	The Company would be using cash flows arising from Operating, Investment and/or Financing Activities for placing ICDs with CBL.	The Company would be using cash flows arising from Operating, Investment and/or Financing Activities for placing ICDs with CFL.
22	2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:	Details provided herein below are for the Company. CFSL is an NBFC. Accordingly, disclosure pertaining to this line item is not applicable to CFSL.	The details, as are applicable to the Company and CWL both, are as below:		
		Nature of indebtedness	ICDs / Non-convertible Debentures	ICDs / Non-convertible Debentures	ICDs / Non-convertible Debentures	ICDs / Non-convertible Debentures
		Total cost of borrowing	13-15%	13-15%	13-15%	13-15%
		Tenure	up to 5 years	up to 5 years	up to 5 years	up to 5 years
		Other details	ICDs are unsecured. NCDs are secured against the assets of the Company.	ICDs are unsecured. NCDs are secured against the assets of the Company.	ICDs are unsecured. NCDs are secured against the assets of the Company.	ICDs are unsecured. NCDs are secured against the assets of the Company.
23	3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	CCL borrows at the rate 13-15% p.a. The rates provided are indicative. CFSL is an NBFC. Accordingly, disclosure pertaining to this line item is not applicable to CFSL.	CCL and CWL borrows at the rate 13-15% p.a. The rates provided are indicative.	CCL borrows at the rate 13-15% p.a. The rates provided are indicative.	CCL borrows at the rate 13-15% p.a. The rates provided are indicative.
24	4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	CCL and CFSL may charge interest at the rate of 13-15% p.a.	CCL and CWL may charge interest at the rate of 13-15% p.a.	CCL may charge interest at the rate of 13-15% p.a.	CCL may charge interest at the rate of 13-15% p.a.

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		Transaction	• **Loan/ICD Given or Taken outstanding limit up to ₹ 200 crore** • **Corporate Guarantees Net outstanding limit of up to ₹ 200 crore**	• **Loan/ICD Given or Taken (including NCDs) outstanding limit up to ₹ 200 crore**	• **Loan/ICD Given, outstanding limit up to ₹ 100 crore** • **Corporate Guarantees Net outstanding limit of up to ₹ 150 crore**	• **Loan/ICD Given, outstanding limit up to ₹ 100 crore** • **Corporate Guarantees Net outstanding limit of up to ₹ 50 crore**
25	5	Maturity / due date	up to 1-4 years	Loans/ICDs are re-payable within a term of 1 year from the date of disbursement. The Company issues NCDs from time to time for varying tenures of up to 5 years from the date of allotment.	up to 1 year	up to 1 year
26	6	Repayment schedule & terms	up to 1-4 years		ICDs are repayable within a term of 1 year from the date of disbursement.	ICDs are repayable within a term of 1 year from the date of disbursement.
27	7	Whether secured or unsecured?	Unsecured	Loans/ICDs are unsecured. Secured NCDs issued by the Company are secured against the assets (investments/receivables) of the Company.	Unsecured	Unsecured
28	8	If secured, the nature of security & security coverage ratio	Not Applicable	Debt Instruments are secured against receivables or investments of the issuer entity. The security coverage ratio is at least 1.1 times the principal amount of the security.	Not Applicable	Not Applicable
29	9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	For Debt Repayments, Working Capital, Funding Capex and General Corporate Purpose of the Company, CFSL and its subsidiaries.	For Debt Repayments, Working Capital, Funding Capex and General Corporate Purpose of the Company and its Subsidiaries and CWL.	For furnishing of margins to stock exchanges, working capital and general corporate purpose.	For furnishing of margins to stock exchanges, working capital and general corporate purpose.
	B(4)	**Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.**				
30	1	Rationale for giving guarantee, surety, indemnity or comfort letter	CFSL, a material subsidiary of the Company, is a NBFC-CIC, registered with the Reserve Bank of India. While it does not have any lending business other than to the group companies, it is an intermediate holding company of the Group that is holding all regulated businesses of the Group. CFSL shall also be required to provide debt support to its subsidiaries and associates. Towards fulfilling these, CFSL shall need to raise funds in the form of short-term and long-term loans and/or Debentures from the group as well outside lenders to acquire and consolidate investments as well as offer debt support to its subsidiaries or associates. As the promoter of CFSL, it is typically necessary and in the ordinary course for the Company, to provide Corporate Guarantees to outside lenders for facilities availed by CFSL in addition to providing funds from the Group to CFSL.	Not Applicable	CBL is a subsidiary of the Company engaged in the securities broking business. As part of its business, it seeks credit facilities from lenders in its ordinary course of business for purposes including furnishing of margins to stock exchanges and working capital. As the promoter of CBL, it is typically necessary and in the ordinary course, to provide Corporate Guarantees to lenders for facilities availed by CBL. As the promoter of CBL, it is also typically necessary and in the ordinary course, to also provide funds (equity capital, loans or otherwise) to CBL for its business. For the aforesaid purposes, the Company may from time to time provide funding support to CBL, in the form of Inter-corporate Deposits and / or subscription to other securities.	CFL, a step-down subsidiary of the Company, has been created to carry on the retail broking business of the Group. CFL proposes to establish itself as a technology-led broking house. As part of its business, CFL shall seek credit facilities from lenders in its ordinary course of business for purposes including furnishing of margins to stock exchanges and working capital. As the ultimate holding company of CFL, it is typically necessary and in the ordinary course, to provide Corporate Guarantees to lenders for facilities availed by CFL.
		Whether it will create a legally binding obligation on listed entity?	Yes		Yes	Yes

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		Transaction	• **Loan/ICD Given or Taken outstanding limit up to ₹ 200 crore** • **Corporate Guarantees Net outstanding limit of up to ₹ 200 crore**	• **Loan/ICD Given or Taken (including NCDs) outstanding limit up to ₹ 200 crore**	• **Loan/ICD Given, outstanding limit up to ₹ 100 crore** • **Corporate Guarantees Net outstanding limit of up to ₹ 150 crore**	• **Loan/ICD Given, outstanding limit up to ₹ 100 crore** • **Corporate Guarantees Net outstanding limit of up to ₹ 50 crore**
31	2	Material covenants of the proposed transaction including: commission, if any to be received by the listed entity or its subsidiary; contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	The Company may not necessarily charge commissions to subsidiaries for providing corporate guarantees. However, applicable GST liability in relation to such guarantees shall be recovered from the relevant subsidiary. In the event of invocation of the corporate guarantee, recovery shall be undertaken in accordance with the applicable contractual arrangements, underlying financing documents and prevailing commercial practices, as may be agreed from time to time.		The Company may not necessarily charge commissions to subsidiaries for providing corporate guarantees. However, applicable GST liability in relation to such guarantees shall be recovered from the relevant subsidiary. In the event of invocation of the corporate guarantee, recovery shall be undertaken in accordance with the applicable contractual arrangements, underlying financing documents and prevailing commercial practices, as may be agreed from time to time.	The Company may not necessarily charge commissions to subsidiaries for providing corporate guarantees. However, applicable GST liability in relation to such guarantees shall be recovered from the relevant subsidiary. In the event of invocation of the corporate guarantee, recovery shall be undertaken in accordance with the applicable contractual arrangements, underlying financing documents and prevailing commercial practices, as may be agreed from time to time.
32	3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The Company may furnish Corporate Guarantees in favour of lenders for debt availed/to be availed by CFSL up to a net outstanding limit of ₹ 200 crore. The Corporate Guarantees shall be recognized as contingent liabilities in the Company's books of accounts.		The Company may furnish Corporate Guarantees in favour of lenders for credit facilities availed/to be availed by CBL up to a net outstanding limit of ₹ 150 crore. The Corporate Guarantees shall be recognized as contingent liabilities in the Company's books of accounts.	The Company may also furnish Corporate Guarantees in favour of lenders for credit facilities availed/to be availed by CFL up to a net outstanding limit of ₹ 50 crore. The Corporate Guarantees shall be recognized as contingent liabilities in the Company's books of accounts.
	B(5)	**Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary**				
33	1	Material covenants of the proposed transaction	Loans/ICDs (Unsecured), repayable within a term of 1-4 years from the date of disbursement.	Loans/ICDs (Unsecured), repayable within a term of 1 year from the date of disbursement. The Company issues NCDs, which may be secured or unsecured, from time to time for varying tenures of up to 5 years from the date of allotment.	Loans/ICDs (Unsecured), repayable within a term of 1 year from the date of disbursement.	Loans/ICDs (Unsecured), repayable within a term of 1 year from the date of disbursement.
34	2	Interest rate (in terms of numerical value or base rate and applicable spread)	CCL and CFSL may be levied interest at the rate of 13-15% p.a.	CCL and CWL may be levied interest at the rate of 13-15% p.a.	CBL may be levied interest at the rate of 13-15% p.a.	CFL may be levied interest at the rate of 13-15% p.a.
35	3	Cost of borrowing				
36	4	Maturity / due date	within a term of 1-4 years from the date of disbursement	Loans/ICDs (Unsecured), repayable within a term of 1 year from the date of disbursement. The Company issues NCDs, which may be secured or unsecured, from time to time for varying tenures of up to 5 years from the date of allotment.	Loans/ICDs (Unsecured), repayable within a term of 1 year from the date of disbursement.	Loans/ICDs (Unsecured), repayable within a term of 1 year from the date of disbursement.
37	5	Repayment schedule & terms				
38	6	Whether secured or unsecured	Unsecured	Loans/ICDs are unsecured. Secured NCDs issued by the Company are secured against the assets (investments/receivables) of the Company.	Unsecured	Unsecured
39	7	If secured, the nature of security & security coverage ratio	Not Applicable	Debt Instruments are secured against receivables or investments of the issuer entity. The security coverage ratio is at least 1.1 times the principal amount of the security.	Not Applicable	Not Applicable
40	8	The purpose for which the funds will be utilized by the listed entity / subsidiary	For Debt Repayments, Working Capital, Funding Capex and General Corporate Purpose of the Company, CFSL and its subsidiaries.	For Debt Repayments, Working Capital, Funding Capex and General Corporate Purpose of the Company and its Subsidiaries and CWL.	For furnishing of margins to stock exchanges, working capital and general corporate purpose.	For furnishing of margins to stock exchanges, working capital and general corporate purpose.

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		Transaction	● Loan/ICD Given or Taken outstanding limit up to ₹ 200 crore ● Corporate Guarantees Net outstanding limit of up to ₹ 200 crore	● Loan/ICD Given or Taken (including NCDs) outstanding limit up to ₹ 200 crore	● Loan/ICD Given, outstanding limit up to ₹ 100 crore ● Corporate Guarantees Net outstanding limit of up to ₹ 150 crore	● Loan/ICD Given, outstanding limit up to ₹ 100 crore ● Corporate Guarantees Net outstanding limit of up to ₹ 50 crore
	C(1)	**Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary**				
41	1	Latest credit rating of the related party	The Company and CFSL have not obtained any credit ratings.	The Company and CWL has not obtained any credit rating for debt proposed to be raised pursuant to this approval.	CBL has not obtained any credit rating.	CFL has not obtained any credit rating.
42	2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	Nil	Nil	Nil	Nil
		In addition, state the following:				
		a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No	No	No	No
		b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No	No	No	No
		c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No	No	No	No
		d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No	No	No	No
		FY 2023-24				
		FY 2024-25				
		FY 2025-26				

Sr No.	Ind. Std. Ref.	PARTICULARS OF THE INFORMATION	INFORMATION PROVIDED BY THE MANAGEMENT			
		Parties to the Transaction	**Centrum Financial Services Limited ("CFSL")**	**Centrum Wealth Limited ("CWL")**	**Centrum Broking Limited ("CBL")**	**Centrum Finverse Limited ("CFL")**
		Transaction	• **Loan/ICD Given or Taken outstanding limit up to ₹ 200 crore** • **Corporate Guarantees Net outstanding limit of up to ₹ 200 crore**	• **Loan/ICD Given or Taken (including NCDs) outstanding limit up to ₹ 200 crore**	• **Loan/ICD Given, outstanding limit up to ₹ 100 crore** • **Corporate Guarantees Net outstanding limit of up to ₹ 150 crore**	• **Loan/ICD Given, outstanding limit up to ₹ 100 crore** • **Corporate Guarantees Net outstanding limit of up to ₹ 50 crore**
	C(3)	**Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary**				
43	1	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party	CFSL has not obtained any credit rating.	Not Applicable	CBL has not obtained any credit rating.	CFL has not obtained any credit rating.
44	2	Details of solvency status and going concern status of the related party during the last three financial years:	**Financial Year** / **Solvency Status** / **Going concern Status** FY 2022-23 / Solvent / Prepared on going concern basis FY 2023-24 FY 2024-25		**Financial Year** / **Solvency Status** / **Going concern Status** FY 2022-23 / Solvent / Prepared on going concern basis FY 2023-24 FY 2024-25	**Financial Year** / **Solvency Status** / **Going concern Status** FY 2022-23 / Solvent / Prepared on going concern basis FY 2023-24 FY 2024-25
45	3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The Company may furnish Corporate Guarantees in favour of lenders for debt availed/to be availed by CFSL up to a net outstanding limit of ₹ 200 crore. The Corporate Guarantees shall be recognized as contingent liabilities in the Company's books of accounts.		The Company may furnish Corporate Guarantees in favour of lenders for credit facilities availed/to be availed by CBL up to a net outstanding limit of ₹ 150 crore. The Corporate Guarantees shall be recognized as contingent liabilities in the Company's books of accounts.	The Company may furnish Corporate Guarantees in favour of lenders for credit facilities availed/to be availed by CFL up to a net outstanding limit of ₹ 50 crore. The Corporate Guarantees shall be recognized as contingent liabilities in the Company's books of accounts.
46	4	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.	Nil		Nil	Nil
	C(4)	**Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary**				
47	1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements a. Before Transaction b. After Transaction	The Company's Debt to Equity Ratio as on March 31, 2026, is 0.91 times. The proposed resolution inter alia seeks revalidation of the existing omnibus limit for inter-corporate deposits to CFSL. Accordingly, the Debt to Equity Ratio after the transaction is not provided. Further, CFSL is an NBFC. Accordingly, disclosure pertaining to this line item is not applicable to CFSL.	The Debt to Equity Ratio as on March 31, 2026, is 0.91 times and 0.26 times for the Company and CWL respectively. The proposed resolution inter alia seeks revalidation of the existing omnibus limit. Accordingly, the Debt to Equity Ratio after the transaction is not provided.	CBL's Debt to Equity Ratio as on March 31, 2026, was Nil. The proposed resolution inter alia seeks revalidation of the existing omnibus limit. Accordingly, the Debt to Equity Ratio after the transaction is not provided.	CFL's Debt to Equity Ratio as on March 31, 2026, was 0.73 times. The proposed resolution inter alia seeks revalidation of the existing omnibus limit. Accordingly, the Debt to Equity Ratio after the transaction is not provided.
48	2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements a. Before Transaction b. After Transaction	The Company's Debt Service Coverage Ratio as on March 31, 2026, is 0.29 times. The proposed resolution inter alia seeks revalidation of the existing omnibus limit for inter-corporate deposits to CFSL. Accordingly, the Debt Service Coverage Ratio after the transaction is not provided. Further, CFSL is an NBFC. Accordingly, disclosure pertaining to this line item is not applicable to CFSL.	The Debt Service Coverage Ratio as on March 31, 2026, is 0.29 times and 1.77 times for the Company and CWL respectively. The proposed resolution inter alia seeks revalidation of the existing omnibus limit. Accordingly, the Debt Service Coverage Ratio after the transaction is not provided.	CBL's Debt Service Coverage Ratio as on March 31, 2026, was Nil. The proposed resolution inter alia seeks revalidation of the existing omnibus limit. Accordingly, the Debt Service Coverage Ratio after the transaction is not provided.	CFL's Debt Service Coverage Ratio as on March 31, 2026, was Nil. The proposed resolution inter alia seeks revalidation of the existing omnibus limit. Accordingly, the Debt Service Coverage Ratio after the transaction is not provided.

Note: Details of Shareholding in related party is as on March 31, 2026.

Annexure C

Transactions of Centrum Retail Services Limited with other Subsidiaries of the Company

SR NO.	Ind. Std. Ref	PARTICULARS OF THE INFORMATION	INFORMATION PROVIDED BY THE MANAGEMENT			
		Parties to the Transaction	**Centrum Retail Services Limited ("CRSL") & Centrum Financial Services Limited ("CFSL")**	**Centrum Retail Services Limited ("CRSL") & Centrum Wealth Limited ("CWL")**	**Centrum Retail Services Limited ("CRSL") & Centrum Broking Limited ("CBL")**	**Centrum Retail Services Limited ("CRSL") & Centrum Finverse Limited ("CFL")**
		Transaction	**Borrowings to/from, outstanding limit up to ₹ 200 crore**	**Borrowings to/from, outstanding limit up to ₹ 200 crore**	**Debt Given to CBL, outstanding limit up to ₹ 100 crore**	**Loans/ICDs to CFL, outstanding limit up to ₹ 100 crore**
1	**A(1)**	**Basic details of the related party**				
		Country of Incorporation	India	India	India	India
		Nature of business of the related party	CRSL is engaged into the business of handling Information Technology (IT) related and HR Management activities and Commodities Trading. CFSL is an RBI registered NBFC-CIC (Core Investment Company).	CRSL is engaged into the business of handling Information Technology (IT) related and HR Management activities and Commodities Trading. CWL is engaged in the business of wealth management and distribution of financial products.	CRSL is engaged into the business of handling Information Technology (IT) related and HR Management activities and Commodities Trading. CBL is registered as a trading member with BSE Limited and the National Stock Exchange of India Limited and provides broking services to its clients. CBL is also registered as a Category I Merchant Banker.	CRSL is engaged into the business of handling Information Technology (IT) related and HR Management activities and Commodities Trading. CFL is a full-service broking house offering a wide variety of equity-oriented solutions to a cross-section of clients comprising of Retail and high net-worth individuals.
2	**A(2)**	Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	CRSL and CFSL are subsidiaries of the Company and fellow subsidiaries inter-se.	CRSL is the Holding Company of CWL.	CRSL and CBL are subsidiaries of the Company and fellow subsidiaries inter-se.	CRSL and CFL are subsidiaries of the Company and fellow subsidiaries inter-se.
		Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	CRSL is a wholly owned subsidiary of Centrum Capital Limited ("CCL" or "the Company"). The Company holds 100% of paid up share capital of CRSL. CFSL is a subsidiary of the Company. The Company holds 99.99% of paid up share capital of CFSL.	The Company holds 100% of paid up share capital of CRSL, a wholly owned subsidiary. The Company holds 91.15% through CRSL in CWL.	CRSL is a wholly owned subsidiary of Centrum Capital Limited ("CCL" or "the Company"). The Company holds 100% of paid up share capital of CRSL. The Company holds 99.99% in CBL through Centrum Financial Services Limited ("CFSL"), a subsidiary of the Company.	CRSL is a wholly owned subsidiary of Centrum Capital Limited ("CCL" or "the Company"). The Company holds 100% of paid up share capital of CRSL. The Company holds 80.49% in CFL through Centrum Financial Services Limited ("CFSL"), a subsidiary of the Company.
		Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity.	Not Applicable	Not Applicable	Not Applicable	Not Applicable
		Shareholding of the related party, whether direct or indirect, in the listed entity	Nil	Nil	Nil	Nil

<table>
<tr><th rowspan="3">SR NO.</th><th colspan="2">PARTICULARS OF THE INFORMATION</th><th colspan="4">INFORMATION PROVIDED BY THE MANAGEMENT</th></tr>
<tr><th rowspan="2">Ind. Std. Ref</th><th>Parties to the Transaction</th><th>Centrum Retail Services Limited ("CRSL") & Centrum Financial Services Limited ("CFSL")</th><th>Centrum Retail Services Limited ("CRSL") & Centrum Wealth Limited ("CWL")</th><th>Centrum Retail Services Limited ("CRSL") & Centrum Broking Limited ("CBL")</th><th>Centrum Retail Services Limited ("CRSL") & Centrum Finverse Limited ("CFL")</th></tr>
<tr><th>Transaction</th><th>Borrowings to/from, outstanding limit up to ₹ 200 crore</th><th>Borrowings to/from, outstanding limit up to ₹ 200 crore</th><th>Debt Given to CBL, outstanding limit up to ₹ 100 crore</th><th>Loans/ICDs to CFL, outstanding limit up to ₹ 100 crore</th></tr>
<tr><td></td><td>A(3)</td><td colspan="5">Details of previous transactions with the related party</td></tr>
<tr><td>3</td><td>1</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year i.e. transactions between the CRSL with CFSL</td>
<td>Details of Transaction of CRSL with CFSL are as follows:
(₹ In Lakhs)
<table>
<tr><th>Sr No</th><th>Particulars</th><th>Amount</th></tr>
<tr><td>1</td><td>Management Support Services Income</td><td>1.20</td></tr>
<tr><td>2</td><td>Rent Income</td><td>3.00</td></tr>
<tr><td>3</td><td>Shared Resources Income</td><td>1.67</td></tr>
<tr><td>4</td><td>Interest Expense</td><td>1,216.83</td></tr>
<tr><td>5</td><td>Loan Taken</td><td>23,470.00</td></tr>
<tr><td>6</td><td>Loan Repaid</td><td>13,545.00</td></tr>
<tr><td>7</td><td>Sale of shares of Centrum Broking Limited</td><td>2146.25</td></tr>
<tr><td>8</td><td>Sale of shares of Centrum Insurance Brokers Limited Shares</td><td>1,376.00</td></tr>
<tr><td>9</td><td>Purchase of shares of Centrum Wealth Limited</td><td>16,007.48</td></tr>
</table></td>
<td>Details of Transaction of CRSL with CWL are as follows:
(₹ In Lakhs)
<table>
<tr><th>Sr No</th><th>Particulars</th><th>Amount</th></tr>
<tr><td>1</td><td>Management Support Services Income</td><td>690</td></tr>
<tr><td>2</td><td>Rent Income</td><td>261.43</td></tr>
<tr><td>3</td><td>Shared Resources Income</td><td>35.01</td></tr>
<tr><td>4</td><td>Interest Income</td><td>8.14</td></tr>
<tr><td>5</td><td>Interest Expense</td><td>371.53</td></tr>
<tr><td>6</td><td>Rent Expenses</td><td>0.60</td></tr>
<tr><td>7</td><td>Brokerage & Commission Expense</td><td>103.61</td></tr>
<tr><td>8</td><td>Loan Given</td><td>12,400</td></tr>
<tr><td>9</td><td>Loan Received Back</td><td>12,400</td></tr>
<tr><td>10</td><td>Loan Taken</td><td>13,445</td></tr>
<tr><td>11</td><td>Loan Repaid</td><td>10,300</td></tr>
<tr><td>12</td><td>NCDs redeemed</td><td>305.86</td></tr>
<tr><td>13</td><td>Investment in MLD & NCD received</td><td>32,328.75</td></tr>
</table></td>
<td>Details of Transaction between CRSL and CBL in FY 2025-26 are as follows:
(₹ In Lakhs)
<table>
<tr><th>Sr No</th><th>Particulars</th><th>Amount</th></tr>
<tr><td>1</td><td>Management Support Services Income</td><td>150</td></tr>
<tr><td>2</td><td>Rent Income</td><td>169.81</td></tr>
<tr><td>3</td><td>Shared Resources Income</td><td>23.45</td></tr>
<tr><td>4</td><td>DPC Charges</td><td>1.08</td></tr>
<tr><td>5</td><td>Loan Given</td><td>50,725</td></tr>
<tr><td>6</td><td>Inter-Corporate Deposits Taken Back</td><td>50,725</td></tr>
<tr><td>7</td><td>Interest Income on ICDs</td><td>22.22</td></tr>
</table></td>
<td>Details of Transaction between CRSL and CFL in FY 2025-26 are as follows:
(₹ In Lakhs)
<table>
<tr><th>Sr No</th><th>Particulars</th><th>Amount</th></tr>
<tr><td>1</td><td>Shared Resources Income</td><td>0.19</td></tr>
<tr><td>2</td><td>Loan Given</td><td>400</td></tr>
<tr><td>3</td><td>Loan Received Back</td><td>400</td></tr>
<tr><td>4</td><td>Loan Taken</td><td>2,400</td></tr>
<tr><td>5</td><td>Loan Repaid</td><td>2,400</td></tr>
<tr><td>6</td><td>Interest Expense</td><td>56.24</td></tr>
<tr><td>7</td><td>Interest Income</td><td>0.49</td></tr>
</table></td></tr>
<tr><td>4</td><td>2</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>Not Applicable</td><td>Not Applicable</td><td>Not Applicable</td><td>Not Applicable</td></tr>
<tr><td>5</td><td>3</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>Nil</td><td>Nil</td><td>Nil</td><td>Nil</td></tr>
<tr><td></td><td>A(4)</td><td colspan="5">Amount of the proposed transaction(s)</td></tr>
<tr><td>6</td><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td>Both entities, CRSL and CFSL, may extend funding support to each other by way of Loans/ ICDs, the limit of the outstanding amount as receivable or as payable against each other not exceeding ₹ 200 crore, at any point in time.</td><td>Both entities, CRSL and CWL, may extend funding support to each other by way of ICDs and/or investing in the debt securities issued by the other, which may be secured or unsecured, the limit of the outstanding amount as receivable or as payable against each other not exceeding ₹ 200 crore, at any point in time.</td><td>CRSL may extend funding support to CBL by way of Loans/ICDs, which are unsecured. The limit of the outstanding amount as receivable from CBL shall not exceed ₹ 100 crore, at any point in time.</td><td>CRSL may extend funding support to CFL by way of Loans/ICDs, which are unsecured. The limit of the outstanding amount as receivable from CFL shall not exceed ₹ 100 crore, at any point in time.</td></tr>
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<tr><th rowspan="2">Ind. Std. Ref</th><th>Parties to the Transaction</th><th>Centrum Retail Services Limited ("CRSL") & Centrum Financial Services Limited ("CFSL")</th><th>Centrum Retail Services Limited ("CRSL") & Centrum Wealth Limited ("CWL")</th><th>Centrum Retail Services Limited ("CRSL") & Centrum Broking Limited ("CBL")</th><th>Centrum Retail Services Limited ("CRSL") & Centrum Finverse Limited ("CFL")</th></tr>
<tr><th>Transaction</th><th>Borrowings to/from, outstanding limit up to ₹ 200 crore</th><th>Borrowings to/from, outstanding limit up to ₹ 200 crore</th><th>Debt Given to CBL, outstanding limit up to ₹ 100 crore</th><th>Loans/ICDs to CFL, outstanding limit up to ₹ 100 crore</th></tr>
<tr><td>7</td><td>2</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td><td>Yes</td><td>Yes</td><td>Yes</td></tr>
<tr><td>8</td><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year</td><td>The outstanding limit represents 5.42% of the Company's consolidated turnover.</td><td>The outstanding limit represents 5.42% of the Company's consolidated turnover.</td><td>The outstanding limit represents 2.71% of the Company's consolidated turnover.</td><td>The outstanding limit represents 2.71% of the Company's consolidated turnover.</td></tr>
<tr><td>9</td><td>4</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</td>
<td><table><tr><th colspan="2">% of Standalone Turnover (FY 2025-26)</th></tr><tr><th>CRSL</th><th>CFSL</th></tr><tr><td>62.57</td><td>101.75</td></tr></table></td>
<td><table><tr><th colspan="2">% of Standalone Turnover (FY 2025-26)</th></tr><tr><th>CRSL</th><th>CWL</th></tr><tr><td>62.57</td><td>129.65</td></tr></table></td>
<td><table><tr><th colspan="2">% of Standalone Turnover (FY 2025-26)</th></tr><tr><th>CRSL</th><th>CBL</th></tr><tr><td>31.28</td><td>217.79</td></tr></table></td>
<td><table><tr><th colspan="2">% of Standalone Turnover (FY 2025-26)</th></tr><tr><th>CRSL</th><th>CFL</th></tr><tr><td>31.28</td><td>2055.20</td></tr></table></td></tr>
<tr><td>10</td><td>5</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>The outstanding limit represents 6.40% of the CFSL's consolidated turnover. CRSL does not consolidate its financial statements.</td><td>CRSL does not consolidate its financial statements. CWL did not have any subsidiaries as on March 31, 2026 and accordingly, consolidation of financial statements is not applicable to CWL.</td><td>CRSL does not consolidate its financial statements. CBL did not have any subsidiaries as on March 31, 2026 and accordingly, consolidation of financial statements is not applicable to CBL.</td><td>CRSL does not consolidate its financial statements. CFL did not have any subsidiaries as on March 31, 2026 and accordingly, consolidation of financial statements is not applicable to CFL.</td></tr>
<tr><td>11</td><td>6</td><td>Financial performance of the related party for the immediately preceding financial year:</td>
<td><table><tr><th>Particulars (standalone)</th><th>(₹ In Lakhs) CRSL</th><th>(₹ In Lakhs) CFSL</th></tr><tr><td>Turnover</td><td>31,966.01</td><td>19,656.90</td></tr><tr><td>Profit After Tax</td><td>(16,539.58)</td><td>10,050.07</td></tr><tr><td>Net Worth</td><td>1,569.45</td><td>36,252.77</td></tr></table></td>
<td><table><tr><th rowspan="2">Particulars (Standalone)</th><th colspan="2">FY 2025-26 (₹ In Lakhs)</th></tr><tr><th>CRSL</th><th>CWL</th></tr><tr><td>Turnover</td><td>31,966.01</td><td>15,425.91</td></tr><tr><td>Profit After Tax</td><td>(16,539.58)</td><td>24.23</td></tr><tr><td>Net Worth</td><td>1,569.45</td><td>7605.95</td></tr></table></td>
<td><table><tr><th rowspan="2">Particulars (Standalone)</th><th colspan="2">FY 2025-26 (₹ In Lakhs)</th></tr><tr><th>CRSL</th><th>CBL</th></tr><tr><td>Turnover</td><td>31,966.01</td><td>4,591.53</td></tr><tr><td>Profit After Tax</td><td>(16,539.58)</td><td>47.37</td></tr><tr><td>Net Worth</td><td>1,569.45</td><td>3,484.30</td></tr></table></td>
<td><table><tr><th rowspan="2">Particulars (Standalone)</th><th colspan="2">FY 2025-26 (₹ In Lakhs)</th></tr><tr><th>CRSL</th><th>CFL</th></tr><tr><td>Turnover</td><td>31,966.01</td><td>486.57</td></tr><tr><td>Profit After Tax</td><td>(16,539.58)</td><td>(717.76)</td></tr><tr><td>Net Worth</td><td>1,569.45</td><td>1168.87</td></tr></table></td></tr>
<tr><td></td><td>A(5)</td><td>Basic details of the proposed transaction</td><td></td><td></td><td></td><td></td></tr>
<tr><td>12</td><td>1</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>Giving Loan / Borrowing Inter-se Subsidiaries of the Company.</td><td>Giving Loan / Borrowing Inter-se Subsidiaries of the Company.</td><td>Loans Given by CRSL which are Borrowings for CBL.</td><td>Loans Given by CRSL which are Borrowings for CFL.</td></tr>
<tr><td>13</td><td>2</td><td>Details of each type of the proposed transaction</td><td>Extending funding support by way of Loans/ICDs (unsecured) to the other</td><td>Extending funding support by way of ICDs and/or investing in the debt securities issued by the other, which may be secured or unsecured.</td><td>CRSL may extend funding support to CBL by way of Loans/ICDs, which are unsecured. The limit of the outstanding amount as receivable from CBL shall not exceed ₹ 100 crore, at any point in time.</td><td>CRSL may extend funding support to CFL by way of Loans/ICDs, which are unsecured. The limit of the outstanding amount as receivable from CFL shall not exceed ₹ 100 crore, at any point in time.</td></tr>
<tr><td>14</td><td>3</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>up to 1-5 years from the date of disbursement</td><td>ICDs are re-payable within a term of 1 year from the date of disbursement. The debt securities issued by CWL/CRSL will be of varying tenures and coupon rates.</td><td>ICDs are re-payable within a term of 1 year from the date of disbursement.</td><td>ICDs are re-payable within a term of 1 year from the date of disbursement.</td></tr>
<tr><td>15</td><td>4</td><td>Whether omnibus approval is being sought?</td><td>Yes</td><td>Yes</td><td>Yes</td><td>Yes</td></tr>
</table>

SR NO.	Ind. Std. Ref	PARTICULARS OF THE INFORMATION	INFORMATION PROVIDED BY THE MANAGEMENT			
		Parties to the Transaction	**Centrum Retail Services Limited ("CRSL") & Centrum Financial Services Limited ("CFSL")**	**Centrum Retail Services Limited ("CRSL") & Centrum Wealth Limited ("CWL")**	**Centrum Retail Services Limited ("CRSL") & Centrum Broking Limited ("CBL")**	**Centrum Retail Services Limited ("CRSL") & Centrum Finverse Limited ("CFL")**
		Transaction	**Borrowings to/from, outstanding limit up to ₹ 200 crore**	**Borrowings to/from, outstanding limit up to ₹ 200 crore**	**Debt Given to CBL, outstanding limit up to ₹ 100 crore**	**Loans/ICDs to CFL, outstanding limit up to ₹ 100 crore**
16	5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Both entities, CRSL and CFSL, may extend funding support to each other by way of Loans/ ICDs, the limit of the outstanding amount as receivable or as payable against each other not exceeding ₹ 200 crore, at any point in time.	Both entities, CRSL and CWL, may extend funding support to each other by way of ICDs and/or investing in the debt securities issued by the other, which may be secured or unsecured, the limit of the outstanding amount as receivable or as payable against each other not exceeding ₹ 200 crore, at any point in time.	The Company may extend funding support to CBL by way of Loans/ICDs, which are unsecured. The limit of the outstanding amount as receivable from CBL shall not exceed ₹ 100 crore, at any point in time.	The Company may extend funding support to CFL by way of Loans/ICDs, which are unsecured. The limit of the outstanding amount as receivable from CFL shall not exceed ₹ 100 crore, at any point in time.
17	6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	CRSL, for its business purposes, working capital, debt servicing and support to its subsidiaries and associates, and other general corporate purposes, raises debt from various sources in the form of short-term and long-term loans/ Debentures from the group as well outside lenders. CRSL, from time to time relies on Centrum Group Entities including the Company and CFSL to fund these requirements. It also provides funding support to subsidiaries subject to availability of liquidity. CFSL, a material subsidiary of the Company, is a NBFC-CIC, registered with the Reserve Bank of India. While it does not have any lending business other than to the group companies, it is an intermediate holding company of the Group that will eventually hold all regulated businesses of the Group. CFSL shall also be required to provide debt support to its subsidiaries and associates. Towards fulfilling these, CFSL shall need to raise funds in the form of short-term and long-term loans and/or Debentures from the group as well outside lenders to acquire and consolidate investments as well as offer debt support to its subsidiaries or associates.	CRSL, for its business purposes, working capital, debt servicing and support to its subsidiaries and associates, and other general corporate purposes, raises debt from various sources in the form of short-term and long-term loans/Debentures from the group as well outside lenders. CRSL, from time to time relies on Centrum Group Entities including the Company and CWL to fund these requirements. It also provides funding support to subsidiaries subject to availability of liquidity. CWL, a material (step-down) subsidiary of the Company, is engaged in the Wealth Management business. CWL as part of its Wealth Management business, requires funds to finance its stock-in-trade investments (securities) as well as working capital from time to time. The Company and CRSL offer funding support to CWL for these purposes from time to time in the form of Inter Corporate Deposits, short-term loans or debt instruments.	CBL is a subsidiary of the Company engaged in the securities broking business. As part of its business, it seeks credit facilities from lenders in its ordinary course of business for purposes including furnishing of margins to stock exchanges and working capital. For the aforesaid purposes, CRSL may from time to time provide funding support to CBL, in the form of Inter-corporate Deposits and / or subscription to other securities.	CFL is a subsidiary of the Company engaged in the securities broking business. As part of its business, it seeks credit facilities from lenders in its ordinary course of business for purposes including furnishing of margins to stock exchanges and working capital. For the aforesaid purposes, CRSL may from time to time provide funding support to CFL, in the form of Inter-corporate Deposits and / or subscription to other securities.
18	7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	None	None	None	None
		a. Name of the director / KMP	Not Applicable	Not Applicable	Not Applicable	Not Applicable
		b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Not Applicable	Not Applicable	Not Applicable	Not Applicable
19	8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable	Not Applicable	Not Applicable	Not Applicable
20	9	Other information relevant for decision making.	All relevant information forms a part of this disclosure setting out requisite facts.	All relevant information forms a part of this disclosure setting out requisite facts.	All relevant information forms a part of this disclosure setting out requisite facts.	All relevant information forms a part of this disclosure setting out requisite facts.

SR NO.	Ind. Std. Ref	PARTICULARS OF THE INFORMATION	INFORMATION PROVIDED BY THE MANAGEMENT			
		Parties to the Transaction	Centrum Retail Services Limited ("CRSL") & Centrum Financial Services Limited ("CFSL")	Centrum Retail Services Limited ("CRSL") & Centrum Wealth Limited ("CWL")	Centrum Retail Services Limited ("CRSL") & Centrum Broking Limited ("CBL")	Centrum Retail Services Limited ("CRSL") & Centrum Finverse Limited ("CFL")
		Transaction	Borrowings to/from, outstanding limit up to ₹ 200 crore	Borrowings to/from, outstanding limit up to ₹ 200 crore	Debt Given to CBL, outstanding limit up to ₹ 100 crore	Loans/ICDs to CFL, outstanding limit up to ₹ 100 crore
	B(2)	**Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary**				
21	1	Source of funds in connection with the proposed transaction.	CRSL would be using surplus cash flows arising from Operating, Investment and/or Financing Activities for placing Loans/ICDs with CFSL. CFSL is an NBFC. Accordingly, disclosure pertaining to this line item is not applicable to CFSL.	Both entities would be utilizing surplus cash flows arising from Operating, Investment and/or Financing Activities for ICDs/ Investment in Debt of the other.	CRSL would be using cash flows arising from Operating, Investment and/or Financing Activities for placing ICDs with CBL.	CRSL would be using cash flows arising from Operating, Investment and/or Financing Activities for placing ICDs with CFL.
22	2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:	Details provided herein below are for CRSL. CFSL is an NBFC. Accordingly, disclosure pertaining to this line item is not applicable to CFSL.	The details, as are applicable to the CRSL and CWL both, are as below:		
		Nature of indebtedness	ICDs / Non-convertible Debentures	ICDs / Non-convertible Debentures	ICDs / Non-convertible Debentures	ICDs / Non-convertible Debentures
		Total cost of borrowing	13-15%	13-15%	13-15%	13-15%
		Tenure	up to 5 years	up to 5 years	up to 5 years	up to 5 years
		Other details	ICDs are unsecured. NCDs are secured against the assets of the Company.	ICDs are unsecured. NCDs are secured against the assets of the Company.	ICDs are unsecured. NCDs are secured against the assets of the Company.	ICDs are unsecured. NCDs are secured against the assets of the Company.
23	3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	CRSL borrows at the rate 13-15% p.a. The rates provided are indicative. CFSL is an NBFC. Accordingly, disclosure pertaining to this line item is not applicable to CFSL.	CRSL and CWL borrows at the rate 13-15% p.a. The rates provided are indicative.	CRSL borrows at the rate 13-15% p.a. The rates provided are indicative.	CRSL borrows at the rate 13-15% p.a. The rates provided are indicative.
24	4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	CRSL and CFSL may charge interest at the rate of 13-15% p.a.	CRSL and CFSL may charge interest at the rate of 13-15% p.a.	CRSL may charge interest at the rate of 13-15% p.a.	CRSL may charge interest at the rate of 13-15% p.a.
25	5	Maturity / due date	up to 1-4 years	Loans/ICDs are re-payable within a term of 1 year from the date of disbursement.	up to 1 year	up to 1 year
26	6	Repayment schedule & terms		CRSL issues NCDs from time to time for varying tenures of up to 5 years from the date of allotment.	ICDs are repayable within a term of 1 year from the date of disbursement.	ICDs are repayable within a term of 1 year from the date of disbursement.
27	7	Whether secured or unsecured?	Unsecured	Loans/ICDs are unsecured. Secured NCDs issued by CRSL are secured against the assets (investments/receivables) of CRSL.	Unsecured	Unsecured
28	8	If secured, the nature of security & security coverage ratio	Not Applicable	Debt Instruments are secured against receivables or investments of the issuer entity. The security coverage ratio is at least 1.1 times the principal amount of the security.	Not Applicable	Not Applicable
29	9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	For Debt Repayments, Working Capital, Funding Capex and General Corporate Purpose of CRSL, CFSL and its subsidiaries.	For Debt Repayments, Working Capital, Funding Capex and General Corporate Purpose of the Company and its Subsidiaries and CWL.	For furnishing of margins to stock exchanges, working capital and general corporate purpose.	For furnishing of margins to stock exchanges, working capital and general corporate purpose.
	B(5)	**Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary**				
30	1	Material covenants of the proposed transaction	Loans/ICDs (Unsecured), repayable within a term of 1-4 years from the date of disbursement.	Loans/ICDs (Unsecured), repayable within a term of 1 year from the date of disbursement. CRSL issues NCDs, which may be secured or unsecured, from time to time for varying tenures of up to 5 years from the date of allotment.	Loans/ICDs (Unsecured), repayable within a term of 1 year from the date of disbursement.	Loans/ICDs (Unsecured), repayable within a term of 1 year from the date of disbursement.

SR NO.	Ind. Std. Ref	PARTICULARS OF THE INFORMATION	INFORMATION PROVIDED BY THE MANAGEMENT			
		Parties to the Transaction	Centrum Retail Services Limited ("CRSL") & Centrum Financial Services Limited ("CFSL")	Centrum Retail Services Limited ("CRSL") & Centrum Wealth Limited ("CWL")	Centrum Retail Services Limited ("CRSL") & Centrum Broking Limited ("CBL")	Centrum Retail Services Limited ("CRSL") & Centrum Finverse Limited ("CFL")
		Transaction	**Borrowings to/from, outstanding limit up to ₹ 200 crore**	**Borrowings to/from, outstanding limit up to ₹ 200 crore**	**Debt Given to CBL, outstanding limit up to ₹ 100 crore**	**Loans/ICDs to CFL, outstanding limit up to ₹ 100 crore**
31	2	Interest rate (in terms of numerical value or base rate and applicable spread)	CCL and CFSL may be levied interest at the rate of 13-15% p.a.	CRSL and CWL may be levied interest at the rate of 13-15% p.a.	CBL may be levied interest at the rate of 13-15% p.a.	CFL may be levied interest at the rate of 13-15% p.a.
32	3	Cost of borrowing				
33	4	Maturity / due date	within a term of 1-4 years from the date of disbursement	Loans/ICDs (Unsecured), repayable within a term of 1 year from the date of disbursement. CRSL issues NCDs, which may be secured or unsecured, from time to time for varying tenures of up to 5 years from the date of allotment.	Loans/ICDs (Unsecured), repayable within a term of 1 year from the date of disbursement.	Loans/ICDs (Unsecured), repayable within a term of 1 year from the date of disbursement.
34	5	Repayment schedule & terms				
35	6	Whether secured or unsecured	Unsecured	Loans/ICDs are unsecured. Secured NCDs issued by the CRSL are secured against its assets (investments/receivables).	Unsecured	Unsecured
36	7	If secured, the nature of security & security coverage ratio	Not Applicable	Debt Instruments are secured against receivables or investments of the issuer entity. The security coverage ratio is at least 1.1 times the principal amount of the security.	Not Applicable	Not Applicable
37	8	The purpose for which the funds will be utilized by the listed entity / subsidiary	For Debt Repayments, Working Capital, Funding Capex and General Corporate Purpose of CRSL, CFSL and its subsidiaries.	For Debt Repayments, Working Capital, Funding Capex and General Corporate Purpose of the Company and its Subsidiaries and CWL.	For furnishing of margins to stock exchanges, working capital and general corporate purpose.	For furnishing of margins to stock exchanges, working capital and general corporate purpose.
	C(1)	**Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary**				
38	1	Latest credit rating of the related party	CRSL and CFSL have not obtained any credit ratings.	CRSL and CWL has not obtained any credit rating for debt proposed to be raised pursuant to this approval.	CBL has not obtained any credit rating.	CFL has not obtained any credit rating.

SR NO.	Ind. Std. Ref	PARTICULARS OF THE INFORMATION	INFORMATION PROVIDED BY THE MANAGEMENT			
		Parties to the Transaction	**Centrum Retail Services Limited ("CRSL") & Centrum Financial Services Limited ("CFSL")**	**Centrum Retail Services Limited ("CRSL") & Centrum Wealth Limited ("CWL")**	**Centrum Retail Services Limited ("CRSL") & Centrum Broking Limited ("CBL")**	**Centrum Retail Services Limited ("CRSL") & Centrum Finverse Limited ("CFL")**
		Transaction	**Borrowings to/from, outstanding limit up to ₹ 200 crore**	**Borrowings to/from, outstanding limit up to ₹ 200 crore**	**Debt Given to CBL, outstanding limit up to ₹ 100 crore**	**Loans/ICDs to CFL, outstanding limit up to ₹ 100 crore**
39	2	Default on borrowings, ***if any***, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. In addition, state the following:	Nil	Nil	Nil	Nil
		a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No	No	No	No
		b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No	No	No	No
		c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No	No	No	No
		d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. FY 2023-24 FY 2024-25 FY 2025-26	No	No	No	No
	C(4)	**Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary**				
40	1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements a. Before Transaction b. After Transaction	CRSL's Debt to Equity Ratio as on March 31, 2026, is 95.36 times. The proposed resolution inter alia seeks revalidation of the existing omnibus limit for inter-corporate deposits between CRSL and CFSL. Accordingly, the Debt to Equity Ratio after the transaction is not provided. Further, CFSL is an NBFC. Accordingly, disclosure pertaining to this line item is not applicable to CFSL.	The Debt to Equity Ratio as on March 31, 2026, is 95.36 times and 0.26 times for CRSL and CWL respectively. The proposed resolution inter alia seeks revalidation of the existing omnibus limit. Accordingly, the Debt to Equity Ratio after the transaction is not provided.	CBL's Debt to Equity Ratio as on March 31, 2026, was Nil. The proposed resolution inter alia seeks revalidation of the existing omnibus limit. Accordingly, the Debt to Equity Ratio after the transaction is not provided.	CFL's Debt to Equity Ratio as on March 31, 2026, was 0.73 times. The proposed resolution inter alia seeks revalidation of the existing omnibus limit. Accordingly, the Debt to Equity Ratio after the transaction is not provided.
41	2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements a. Before Transaction b. After Transaction	CRSL's Debt Service Coverage Ratio as on March 31, 2026, is 0.02 times. The proposed resolution inter alia seeks revalidation of the existing omnibus limit for inter-corporate deposits between CRSL and CFSL. Accordingly, the Debt Service Coverage Ratio after the transaction is not provided. Further, CFSL is an NBFC. Accordingly, disclosure pertaining to this line item is not applicable to CFSL.	The Debt Service Coverage Ratio as on March 31, 2026, is 0.02 times and 1.77 times for CRSL and CWL respectively. The proposed resolution inter alia seeks revalidation of the existing omnibus limit. Accordingly, the Debt Service Coverage Ratio after the transaction is not provided.	CBL's Debt Service Coverage Ratio as on March 31, 2026, was Nil. The proposed resolution inter alia seeks revalidation of the existing omnibus limit. Accordingly, the Debt Service Coverage Ratio after the transaction is not provided.	CFL's Debt Service Coverage Ratio as on March 31, 2026, was Nil. The proposed resolution inter alia seeks revalidation of the existing omnibus limit. Accordingly, the Debt Service Coverage Ratio after the transaction is not provided.

Note: Details of Shareholding in related party is as on March 31, 2026.

Annexure D

Transactions of Centrum Financial Services Limited with other Subsidiaries of the Company

SR NO.	Ind. Std. Ref	PARTICULARS OF THE INFORMATION	INFORMATION PROVIDED BY THE MANAGEMENT		
			Basic details of the related party		
		Parties to the Transaction	**Centrum Financial Services Limited ("CFSL") & Centrum Wealth Limited ("CWL")**	**Centrum Financial Services Limited ("CFSL") & Centrum Broking Limited ("CBL")**	**Centrum Financial Services Limited ("CFSL") & Centrum Finverse Limited ("CFL")**
		Transaction	**Loans/ICDs to CFSL, outstanding limit up to ₹ 200 crore**	**Borrowings to/from, outstanding limit up to ₹ 50 crore**	**Borrowings to/from, outstanding limit up to ₹ 50 crore**
1	**A(1)**	**Basic details of the related party**			
		Country of Incorporation	India	India	India
		Nature of business of the related party	CFSL is an NBFC-CIC (Core Investment Company), proposed to be converted into a NOFHC (Non-operating Financial Holding Company) and mainly acts as a capital-holding and downstream investment vehicle for the group's financial subsidiaries. CWL is engaged in the business of wealth management and distribution of financial products.	CFSL is an NBFC-CIC (Core Investment Company), proposed to be converted into a NOFHC (Non-operating Financial Holding Company) and mainly acts as a capital-holding and downstream investment vehicle for the group's financial subsidiaries. CBL is registered as a trading member with BSE Limited and the National Stock Exchange of India Limited and provides broking services to its clients. CBL is also registered as a Category I Merchant Banker.	CFSL is an NBFC-CIC (Core Investment Company), proposed to be converted into a NOFHC (Non-operating Financial Holding Company) and mainly acts as a capital-holding and downstream investment vehicle for the group's financial subsidiaries. CFL is a full-service broking house offering a wide variety of equity-oriented solutions to a cross-section of clients comprising of Retail and high net-worth individuals.
2	**A(2)**	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	CFSL and CWL are subsidiaries of the Company and fellow subsidiaries inter-se.	CFSL is the holding company of CBL.	CFSL is the holding company of CFL
		Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	The Company holds 99.99% of paid up share capital of CFSL. The Company holds 91.15% through Centrum Retail Services Limited ("CRSL") in CWL.	CFSL is a subsidiary of the Company. The Company holds 99.99% of paid up share capital of CFSL. CBL is a wholly-owned subsidiary of CFSL. The Company holds 99.99% in CBL through CFSL.	CFSL is a subsidiary of the Company. The Company holds 99.99% of paid up share capital of CFSL. CFL is a subsidiary of CFSL. The Company holds 80.49% in CFL through CFSL.
		Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity.	Not Applicable	Not Applicable	Not Applicable
		Shareholding of the related party, whether direct or indirect, in the listed entity	Nil	Nil	Nil

<table>
<tr><th rowspan="3">SR NO.</th><th colspan="2">PARTICULARS OF THE INFORMATION</th><th colspan="3">INFORMATION PROVIDED BY THE MANAGEMENT</th></tr>
<tr><th rowspan="2">Ind. Std. Ref</th><th>Parties to the Transaction</th><th colspan="3">Basic details of the related party</th></tr>
<tr><th>Transaction</th><th>Centrum Financial Services Limited ("CFSL") & Centrum Wealth Limited ("CWL")
Loans/ICDs to CFSL, outstanding limit up to ₹ 200 crore</th><th>Centrum Financial Services Limited ("CFSL") & Centrum Broking Limited ("CBL")
Borrowings to/from, outstanding limit up to ₹ 50 crore</th><th>Centrum Financial Services Limited ("CFSL") & Centrum Finverse Limited ("CFL")
Borrowings to/from, outstanding limit up to ₹ 50 crore</th></tr>
<tr><td></td><td>A(3)</td><td>Details of previous transactions with the related party</td><td></td><td></td><td></td></tr>
<tr><td>3</td><td>1</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year i.e. transactions between the Company and CFSL</td>
<td>Details of Transaction between CFSL with CWL are as follows:
(₹ In Lakhs)
<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>Amount</th></tr>
<tr><td>1</td><td>Management Support Services Income</td><td>690.00</td></tr>
<tr><td>2</td><td>Rent Income</td><td>261.43</td></tr>
<tr><td>3</td><td>Shared Resources Income</td><td>35.01</td></tr>
<tr><td>4</td><td>Interest Income</td><td>8.14</td></tr>
<tr><td>5</td><td>Interest Expense</td><td>371.53</td></tr>
<tr><td>6</td><td>Rent Expenses</td><td>0.60</td></tr>
<tr><td>7</td><td>Brokerage & Commission Expense</td><td>103.61</td></tr>
<tr><td>8</td><td>Loan Given</td><td>12,400</td></tr>
<tr><td>9</td><td>Loan Received Back</td><td>12,400</td></tr>
<tr><td>10</td><td>Loan Taken</td><td>13,445.00</td></tr>
<tr><td>11</td><td>Loan Repaid</td><td>10,300.00</td></tr>
<tr><td>12</td><td>MLD payment on Redemption</td><td>305.86</td></tr>
<tr><td>13</td><td>Investment in MLD & NCD received (Including Interest)</td><td>32,328.75</td></tr>
</table></td>
<td>Details of Transaction between CFSL and CBL in FY 2025-26 are as follows:
(₹ In Lakhs)
<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>Amount</th></tr>
<tr><td>1</td><td>Loan Taken</td><td>1350</td></tr>
<tr><td>2</td><td>Loan Repayment</td><td>800</td></tr>
<tr><td>3</td><td>Interest Expenses</td><td>35.23</td></tr>
<tr><td>4</td><td>Commission & Brokerage Expenses</td><td>0.88</td></tr>
</table></td>
<td>Details of Transaction between CFSL and CFL in FY 2025-26 are as follows:
(₹ In Lakhs)
<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>Amount</th></tr>
<tr><td>1</td><td>Loan Taken</td><td>1700</td></tr>
<tr><td>2</td><td>Loan Repayment</td><td>1700</td></tr>
<tr><td>3</td><td>Interest Expenses</td><td>28.51</td></tr>
<tr><td>4</td><td>Commission & Brokerage Expenses</td><td>0.02</td></tr>
<tr><td>5</td><td>Investments</td><td>1,650</td></tr>
</table></td></tr>
<tr><td>4</td><td>2</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>Not Applicable</td><td>Not Applicable</td><td>Not Applicable</td></tr>
<tr><td>5</td><td>3</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>Nil</td><td>Nil</td><td>Nil</td></tr>
<tr><td></td><td>A(4)</td><td>Amount of the proposed transaction(s)</td><td></td><td></td><td></td></tr>
<tr><td>6</td><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td>CWL may extend funding support to CFSL by way of Loans/ICDs, investing in the debt securities issued by the other, which may be secured or unsecured, the limit of the outstanding amount as receivable by CWL from CFSL not exceeding ₹ 200 crore, at any point in time.</td><td>Both entities, CFSL and CBL, may extend funding support to each other by way of Loans/ICDs, which are unsecured. The limit of the outstanding amount as receivable or as payable against each other not exceeding ₹ 50 crore, at any point in time.</td><td>Both entities, CFSL and CFL, may extend funding support to each other by way of Loans/ICDs, which are unsecured. The limit of the outstanding amount as receivable or as payable against each other not exceeding ₹ 50 crore, at any point in time.</td></tr>
<tr><td>7</td><td>2</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td><td>Yes</td><td>Yes</td></tr>
</table>

SR NO.	Ind. Std. Ref	PARTICULARS OF THE INFORMATION	INFORMATION PROVIDED BY THE MANAGEMENT		
			Basic details of the related party		
		Parties to the Transaction	**Centrum Financial Services Limited ("CFSL") & Centrum Wealth Limited ("CWL")**	**Centrum Financial Services Limited ("CFSL") & Centrum Broking Limited ("CBL")**	**Centrum Financial Services Limited ("CFSL") & Centrum Finverse Limited ("CFL")**
		Transaction	**Loans/ICDs to CFSL, outstanding limit up to ₹ 200 crore**	**Borrowings to/from, outstanding limit up to ₹ 50 crore**	**Borrowings to/from, outstanding limit up to ₹ 50 crore**
8	3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	The outstanding limit represents 5.42% of the Company's consolidated turnover.	The outstanding limit represents 1.36% of the Company's consolidated turnover.	The outstanding limit represents 1.36% of the Company's consolidated turnover.
9	4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	**% of Standalone Turnover (FY 2025-26)** **CFSL**: 101.75 **CWL**: 129.65	**% of Standalone Turnover (FY 2025-26)** **CFSL**: 25.44 **CBL**: 1027.60	**% of Standalone Turnover (FY 2025-26)** **CFSL**: 25.44 **CFL**: 1027.60
10	5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	The outstanding limit represents 6.40% of the CFSL's consolidated turnover. CWL did not have any subsidiaries as on March 31, 2026 and accordingly, consolidation of financial statements is not applicable to CWL.	The outstanding limit represents 1.60% of the CFSL's consolidated turnover. CBL did not have any subsidiaries as on March 31, 2026 and accordingly, consolidation of financial statements is not applicable to CBL.	The outstanding limit represents 1.60% of the CFSL's consolidated turnover. CFL did not have any subsidiaries as on March 31, 2026 and accordingly, consolidation of financial statements is not applicable to CBL.
11	6	Financial performance of the related party for the immediately preceding financial year:	**Particulars (Standalone)** — **FY 2025-26 (₹ In Lakhs)** **CFSL** / **CWL** Turnover: 19,656.90 / 15,425.91 Profit After Tax: 10,050.07 / 24.23 Net Worth: 36,252.77 / 7605.95	**Particulars (Standalone)** — **FY 2025-26 (₹ In Lakhs)** **CFSL** / **CBL** Turnover: 19,656.90 / 4,591.53 Profit After Tax: 10,050.07 / 47.37 Net Worth: 36,252.77 / 3,484.30	**Particulars (Standalone)** — **FY 2025-26 (₹ In Lakhs)** **CFSL** / **CFL** Turnover: 19,656.90 / 486.57 Profit After Tax: 10,050.07 / (717.76) Net Worth: 36,252.77 / 1167.87
	A(5)	**Basic details of the proposed transaction**			
12	1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Loans Given by CWL which are Borrowings for CFSL.	Giving Loan / Borrowing Inter-se Subsidiaries of the Company.	Giving Loan / Borrowing Inter-se Subsidiaries of the Company.
13	2	Details of each type of the proposed transaction	CWL may extend funding support to CFSL by way of Loans/ ICDs, which are unsecured. Further, CWL may also provide assistance by subscribing to the secured or unsecured debt instruments issued by CFSL from time to time. Approval is sought for a limit of the outstanding amount as receivable by CWL from CFSL (for any and all kinds of debt) not exceeding ₹ 200 crore, at any point in time.	Extending funding support by way of Loans/ICDs (unsecured) to the other	Extending funding support by way of Loans/ICDs (unsecured) to the other
14	3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	ICDs are re-payable within a term of 1 year from the date of disbursement. The debt securities issued by CFSL will be of varying tenures and coupon rates.	Loans/ICDs are re-payable within a term of up to 1-4 years from the date of disbursement.	Loans/ICDs are re-payable within a term of up to 1-4 years from the date of disbursement.
15	4	Whether omnibus approval is being sought?	Yes	Yes	Yes
16	5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	CWL may extend funding support to CFSL by way of Loans/ ICDs, which are unsecured. Further, CWL may also provide assistance by subscribing to the secured or unsecured debt instruments issued by CFSL from time to time. Approval is sought for a limit of the outstanding amount as receivable by CWL from CFSL (for any and all kinds of debt) not exceeding ₹ 200 crore, at any point in time.	Both entities, CFSL and CBL, may extend funding support to each other by way of Loans/ICDs, the limit of the outstanding amount as receivable or as payable against each other not exceeding ₹ 50 crore, at any point in time.	Both entities, CFSL and CFL, may extend funding support to each other by way of Loans/ICDs, the limit of the outstanding amount as receivable or as payable against each other not exceeding ₹ 50 crore, at any point in time.

SR NO.	Ind. Std. Ref	PARTICULARS OF THE INFORMATION	INFORMATION PROVIDED BY THE MANAGEMENT		
			Basic details of the related party		
		Parties to the Transaction	Centrum Financial Services Limited ("CFSL") & Centrum Wealth Limited ("CWL")	Centrum Financial Services Limited ("CFSL") & Centrum Broking Limited ("CBL")	Centrum Financial Services Limited ("CFSL") & Centrum Finverse Limited ("CFL")
		Transaction	Loans/ICDs to CFSL, outstanding limit up to ₹ 200 crore	Borrowings to/from, outstanding limit up to ₹ 50 crore	Borrowings to/from, outstanding limit up to ₹ 50 crore
17	6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	CFSL, a material subsidiary of the Company, is a NBFC-CIC, registered with the Reserve Bank of India. While it does not have any lending business other than to the group companies, it is an intermediate holding company of the Group that will eventually hold all regulated businesses of the Group. CFSL shall also be required to provide debt support to its subsidiaries and associates. Towards fulfilling these, CFSL shall need to raise funds in the form of short-term and long-term loans and/or Debentures from the group as well outside lenders to acquire and consolidate investments as well as offer debt support to its subsidiaries or associates. CWL, a material (step-down) subsidiary of the Company, is engaged in the Wealth Management business.	CFSL, a material subsidiary of the Company, is a NBFC-CIC, registered with the Reserve Bank of India. While it does not have any lending business other than to the group companies, it is an intermediate holding company of the Group that will eventually hold all regulated businesses of the Group. CFSL shall also be required to provide debt support to its subsidiaries and associates. Towards fulfilling these, CFSL shall need to raise funds in the form of short-term and long-term loans and/or Debentures from the group as well outside lenders to acquire and consolidate investments as well as offer debt support to its subsidiaries or associates. CBL is a subsidiary of the Company engaged in the securities broking business. As part of its business, it seeks credit facilities from lenders in its ordinary course of business for purposes including furnishing of margins to stock exchanges and working capital. As the promoter of CBL, it is also typically necessary and in the ordinary course, to also provide funds (equity capital, loans or otherwise) to CBL for its business. For the aforesaid purposes, the Company may from time to time provide funding support to CBL, in the form of Inter-corporate Deposits and / or subscription to other securities.	CFSL, a material subsidiary of the Company, is a NBFC-CIC, registered with the Reserve Bank of India. While it does not have any lending business other than to the group companies, it is an intermediate holding company of the Group that will eventually hold all regulated businesses of the Group. CFSL shall also be required to provide debt support to its subsidiaries and associates. Towards fulfilling these, CFSL shall need to raise funds in the form of short-term and long-term loans and/or Debentures from the group as well outside lenders to acquire and consolidate investments as well as offer debt support to its subsidiaries or associates. CFL is a subsidiary of the Company engaged in the securities broking business. As part of its business, it seeks credit facilities from lenders in its ordinary course of business for purposes including furnishing of margins to stock exchanges and working capital. For the aforesaid purposes, CFSL may from time to time provide funding support to CFL, in the form of Inter-corporate Deposits and / or subscription to other securities.
18	7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	None	None	None
		a. Name of the director / KMP	Not Applicable	Not Applicable	Not Applicable
		b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Not Applicable	Not Applicable	Not Applicable
19	8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable	Not Applicable	Not Applicable
20	9	Other information relevant for decision making.	All relevant information forms a part of this disclosure setting out requisite facts.	All relevant information forms a part of this disclosure setting out requisite facts.	All relevant information forms a part of this disclosure setting out requisite facts.
	B(2)	**Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary**			
21	1	Source of funds in connection with the proposed transaction.	CWL would be using cash flows arising from Operating, Investment and/or Financing Activities for ICDs/Investment in Debt of CFSL.	CBL would be using cash flows arising from Operating, Investment and/or Financing Activities for placing Loans/ICDs with CFSL. CFSL is an NBFC. Accordingly, disclosure pertaining to this line item is not applicable to CFSL.	CFL would be using cash flows arising from Operating, Investment and/or Financing Activities for placing Loans/ICDs with CFSL. CFSL is an NBFC. Accordingly, disclosure pertaining to this line item is not applicable to CFSL.
22	2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:		Details provided herein below are for CBL. CFSL is an NBFC. Accordingly, disclosure pertaining to this line item is not applicable to CFSL.	Details provided herein below are for CFL. CFSL is an NBFC. Accordingly, disclosure pertaining to this line item is not applicable to CFSL.
		Nature of indebtedness	ICDs / Non-convertible Debentures	ICDs	ICDs
		Total cost of borrowing	13-15%	13-15%	13-15%
		Tenure	up to 5 years	up to 1 year	up to 1 year
		Other details	ICDs are unsecured. NCDs are secured against the assets of the Company.	ICDs are unsecured	ICDs are unsecured

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			Basic details of the related party		
		Parties to the Transaction	**Centrum Financial Services Limited ("CFSL") & Centrum Wealth Limited ("CWL")**	**Centrum Financial Services Limited ("CFSL") & Centrum Broking Limited ("CBL")**	**Centrum Financial Services Limited ("CFSL") & Centrum Finverse Limited ("CFL")**
		Transaction	**Loans/ICDs to CFSL, outstanding limit up to ₹ 200 crore**	**Borrowings to/from, outstanding limit up to ₹ 50 crore**	**Borrowings to/from, outstanding limit up to ₹ 50 crore**
23	3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	CWL borrows at the rate 13-15% p.a. The rates provided are indicative.	CBL borrows at the rate 13-15% p.a. The rates provided are indicative. CFSL is an NBFC. Accordingly, disclosure pertaining to this line item is not applicable to CFSL.	CFL borrows at the rate 13-15% p.a. The rates provided are indicative. CFSL is an NBFC. Accordingly, disclosure pertaining to this line item is not applicable to CFSL.
24	4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	CWL may charge interest at the rate of 13-15% p.a.	CFSL and CBL may charge interest at the rate of 13-15% p.a.	CFSL and CFL may charge interest at the rate of 13-15% p.a.
25	5	Maturity / due date	Loans/ICDs are re-payable within a term of 1 year from the date of disbursement.	within a term of 1-4 years from the date of disbursement	within a term of up to 1-4 years from the date of disbursement
26	6	Repayment schedule & terms	CFSL issues NCDs from time to time for varying tenures of up to 5 years from the date of allotment.		
27	7	Whether secured or unsecured?	Loans/ICDs are unsecured. Secured NCDs issued by CFSL are secured against the assets (investments/receivables) of the Company.	Unsecured	Unsecured
28	8	If secured, the nature of security & security coverage ratio	Debt Instruments are secured against receivables or investments of the issuer entity. The security coverage ratio is at least 1.1 times the principal amount of the security.	Not Applicable	Not Applicable
29	9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	For Debt Repayments, Working Capital, Funding Capex and General Corporate Purpose of CFSL and its Subsidiaries.	CFSL shall utilize the funds for Debt Repayments, Working Capital, Funding Capex and General Corporate Purpose of CFSL and its subsidiaries. CBL shall utilize the funds for furnishing of margins to stock exchanges, working capital and general corporate purpose.	CFSL shall utilize the funds for Debt Repayments, Working Capital, Funding Capex and General Corporate Purpose of CFSL and its subsidiaries. CFL shall utilize the funds for furnishing of margins to stock exchanges, working capital and general corporate purpose.
	B(5)	**Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary**			
30	1	Material covenants of the proposed transaction	Loans/ICDs (Unsecured), repayable within a term of 1 year from the date of disbursement. CFSL issues NCDs, which may be secured or unsecured, from time to time for varying tenures of up to 5 years from the date of allotment.	Loans/ICDs (Unsecured), repayable within a term of 1-4 years from the date of disbursement.	Loans/ICDs (Unsecured), repayable within a term of 1-4 years from the date of disbursement.
31	2	Interest rate (in terms of numerical value or base rate and applicable spread)	CFSL may be levied interest at the rate of 13-15% p.a.	CFSL and CBL may be levied interest at the rate of 13-15% p.a.	CFSL and CBL may be levied interest at the rate of 13-15% p.a.
32	3	Cost of borrowing			
33	4	Maturity / due date	Loans/ICDs (Unsecured), repayable within a term of 1 year from the date of disbursement. CFSL issues NCDs, which may be secured or unsecured, from time to time for varying tenures of up to 5 years from the date of allotment.	within a term of 1-4 years from the date of disbursement	within a term of 1-4 years from the date of disbursement
34	5	Repayment schedule & terms			
35	6	Whether secured or unsecured	Loans/ICDs are unsecured. Secured NCDs issued by CFSL are secured against the assets (investments/receivables) of the Company.	Unsecured	Unsecured
36	7	If secured, the nature of security & security coverage ratio	Debt Instruments are secured against receivables or investments of the issuer entity. The security coverage ratio is at least 1.1 times the principal amount of the security.	Not Applicable	Not Applicable
37	8	The purpose for which the funds will be utilized by the listed entity / subsidiary	For Debt Repayments, Working Capital, Funding Capex and General Corporate Purpose of CFSL and its Subsidiaries.	CFSL shall utilize the funds for Debt Repayments, Working Capital, Funding Capex and General Corporate Purpose of CFSL and its subsidiaries. CBL shall utilize the funds for furnishing of margins to stock exchanges, working capital and general corporate purpose.	CFSL shall utilize the funds for Debt Repayments, Working Capital, Funding Capex and General Corporate Purpose of CFSL and its subsidiaries. CFL shall utilize the funds for furnishing of margins to stock exchanges, working capital and general corporate purpose.

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			Basic details of the related party		
		Parties to the Transaction	Centrum Financial Services Limited ("CFSL") & Centrum Wealth Limited ("CWL")	Centrum Financial Services Limited ("CFSL") & Centrum Broking Limited ("CBL")	Centrum Financial Services Limited ("CFSL") & Centrum Finverse Limited ("CFL")
		Transaction	Loans/ICDs to CFSL, outstanding limit up to ₹ 200 crore	Borrowings to/from, outstanding limit up to ₹ 50 crore	Borrowings to/from, outstanding limit up to ₹ 50 crore
	C(1)	**Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary**			
38	1	Latest credit rating of the related party	Not Applicable	CFSL and CBL have not obtained any credit ratings.	CFSL and CFL have not obtained any credit ratings.
39	2	Default on borrowings, ***if any***, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	Nil	Nil	Nil
		In addition, state the following:			
		a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No	No	No
		b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No	No	No
		c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No	No	No
		d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. FY 2023-24 FY 2024-25 FY 2025-26	No	No	No
	C(4)	**Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary**			
40	1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements Before Transaction After Transaction	CFSL is an NBFC. Accordingly, disclosure pertaining to this line item is not applicable to CFSL.	CBL's Debt to Equity Ratio as on March 31, 2026, was Nil. The proposed resolution inter alia seeks revalidation of the existing omnibus limit for inter-corporate deposits between CFSL and CBL. Accordingly, the Debt to Equity Ratio after the transaction is not provided. Further, CFSL is an NBFC. Accordingly, disclosure pertaining to this line item is not applicable to CFSL.	CFL's Debt to Equity Ratio as on March 31, 2026, was 0.73 times. The proposed resolution inter alia seeks revalidation of the existing omnibus limit for inter-corporate deposits between CFSL and CFL. Accordingly, the Debt to Equity Ratio after the transaction is not provided. Further, CFSL is an NBFC. Accordingly, disclosure pertaining to this line item is not applicable to CFSL.
41	2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements Before Transaction After Transaction	CFSL is an NBFC. Accordingly, disclosure pertaining to this line item is not applicable to CFSL.	CBL's Debt Service Coverage Ratio as on March 31, 2026, was Nil. The proposed resolution inter alia seeks revalidation of the existing omnibus limit for inter-corporate deposits between CFSL and CBL. Accordingly, the Debt Service Coverage Ratio after the transaction is not provided. Further, CFSL is an NBFC. Accordingly, disclosure pertaining to this line item is not applicable to CFSL.	CFL's Debt Service Coverage Ratio as on March 31, 2026, was Nil. The proposed resolution inter alia seeks revalidation of the existing omnibus limit for inter-corporate deposits between CFSL and CBL. Accordingly, the Debt Service Coverage Ratio after the transaction is not provided. Further, CFSL is an NBFC. Accordingly, disclosure pertaining to this line item is not applicable to CFSL.

Note: Details of Shareholding in related party is as on March 31, 2026.