CENTRUM FINANCIAL SERVICES LIMITED CIN: U65910MH1993PLC192085



Registered Office: Centrum House, CST Road, Vidyanagari Marg, Kalina, Mumbai 400098 Phone: 02242159000, Fax: 02242159833;

Email: cs@centrum.co.in; Website: www.centrum.co.in

NOTICE

NOTICE IS HEREBY GIVEN THAT ANNUAL GENERAL MEETING OF CENTRUM FINANCIAL SERVICES LIMITED WILL BE HELD ON FRIDAY, JULY 25, 2025, AT 2:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT CENTRUM HOUSE, C.S.T. ROAD, VIDYANAGARI MARG, KALINA, SANTACRUZ (EAST), MUMBAI – 400 098, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

- TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON.
- 2. TO APPOINT A DIRECTOR IN PLACE OF MR. JASPAL SINGH BINDRA (DIN: 00128320), WHO RETIRES BY ROTATION AT THIS MEETING AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

SPECIAL BUSINESS:

3. TO APPROVE ISSUANCE OF SECURITIES IN ONE OR MORE TRANCHES

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

"RESOLVED THAT pursuant to Section 42, 71, and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, any other applicable provisions under the Act, Securities and Exchange Board of India Act, 1992, Securities Contract Regulation Act, 1956 (including any statutory modification(s) thereto or re- enactment(s) thereof for the time being in force), as may be amended from time to time, SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), as may be amended from time to time, the Depositories Act, 1996, Indian Stamp Act 1899, and/or the Rules, Regulations, Guidelines and Circulars issued thereunder and subject to the Reserve Bank of India regulations/ guidelines/ circulars, the Memorandum and Articles of Association of the Company, and subject to any other regulations, consents, permissible approvals and sanctions, if any, as may be laid down by any other authority, approval of the members be and is hereby accorded to create, offer, issue, allot, list, redeem, pay interest, etc., by issue of secured/unsecured/ rated/ unrated/ listed/ unlisted/redeemable securities, which may be convertible/ nonconvertible ("Securities"), on such terms and conditions as may be decided by the Board of Directors of the Company or any Committee thereof which may be constituted or in existence (herein after together referred to as the "Board"), to the below mentioned selected group of persons as identified persons provided however that the aggregate amount of funds from any such offering(s), whether in one or more tranches, shall not exceed Rs. 500 Crore (Rupees Five Hundred Crore Only):

- a. Banks;
- b. Financial Institutions:
- c. Non-Banking Financial Companies;
- d. Company, Bodies Corporate, Statutory Corporation;
- e. Mutual Funds;
- f. Insurance Companies;

- g. Provident Funds, Gratuity, Superannuation and Pension Funds, subject to their investment guidelines;
- h. Individuals;
- i. Hindu Undivided Family (HUF);
- j. Partnership firms including Limited Liability Partnership firms;
- k. Registered Society;
- I. Private Trust / Public charitable trust;
- m. Any other entity who is eligible to invest

RESOLVED FURTHER THAT the Board be and are hereby severally authorized to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient to give effect to the above Resolution, including determining the final terms and conditions of the Securities and any matters incidental or ancillary thereto.

RESOLVED FURTHER THAT a copy of the resolution duly certified to be true by any one of the Directors or the Company Secretary, if any, be forwarded for submission to various Authorities."

4. TO APPOINT MR. RAJEEV UBEROI (DIN: 01731829) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 161(1), schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with rules made thereunder (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), such other rules, circulars and guidelines issued by the Reserve Bank of India ('RBI') in this regard from time to time, the Articles of Association of the Company, and basis the recommendation of Nomination and Remuneration Committee and the approval of the Board of Directors the Company, the appointment of Mr. Rajeev Uberoi (DIN: 01731829), who has given his consent and submitted a declaration that he meets the criteria of Independence under section 149(6) of the Act and who is eligible for appointment as an Independent Director of the Company, to hold office for a term of 5 years with effect from May 05, 2025 and whose office shall not liable to retire by rotation ,be and is hereby approved;

RESOLVED FURTHER THAT Mr. Rajeev Uberoi be paid the same sitting fees as is paid to the other Independent Directors of the Company.

RESOLVED FURTHER THAT any one of the Directors of the Company, the Chief Financial Officer or the Company Secretary of the Company, be and are hereby severally authorized to do all necessary acts, deeds and things as may be required to give effect to this resolution."

BY ORDER OF THE BOARD OF DIRECTORS CENTRUM FINANCIAL SERVICES LIMITED

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JAY MISTRY

Company Secretary & Chief Compliance Officer ICSI Membership No. ACS-34264

PLACE: MUMBAI DATE: July, 01, 2025

NOTES:

- 1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act"), in regard to the special business No. 3 are set out on above Items which are annexed hereto.
- 2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organization.
- 3. Members are requested to note that pursuant to Section 105 of the Act, a person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- 4. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting (AGM) are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote in their behalf at the Meeting.
- 5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 6. The Register of Director's Shareholding, Register of Contracts are available for inspection by the members at the registered office of the Company.
- 7. All documents referred to in the accompanying Notice and Explanatory statement are open and available for inspection at the Registered Office of the Company on all working days during the working hours i.e. between 9.30 a.m. to 6.00 p.m., till the date of this Meeting.
- 8. Route map of the venue of the meeting (including prominent landmark) is annexed hereto and forms a part of this notice.

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the businesses mentioned under the accompanying Notice of Annual General Meeting.

Item No. 3

The members be informed that in order to convert the Company into Non — Operating Financial Holding Company (NOFHC), it will be necessary to acquire the regulated entities of the Group. To finance these acquisitions, making investments in group companies and for general corporate purposes, the Company may raise funds through issuance of different securities i.e. by way of issuance of Non-Convertible Debentures (NCDs) / Market Linked Debentures (MLDs), etc.

As per the provisions of Section 42 of the Companies Act, 2013 ("Act") read with Rules framed thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, a company offering or making an invitation to subscribe to NCDs on a private placement basis, is required to obtain prior approval of the Members by way of a Special Resolution, which can be obtained once a year for all the offers and invitations for such NCDs/MLDs during the year.

Accordingly, the approval of the Members is being sought by way of a Special Resolution under Section 42 and other applicable provisions, if any, of the Act and the Rules framed thereunder to create, invite, offer, issue and allot up to such number of securities ,including but not limited NCDs or MLDs, whether secured or unsecured, on a private placement basis, in one or more tranches aggregating to Rs. 500 Crore (Rupees Five Hundred Crore), during a period of one year from the date of passing resolution set out at item No. 3 of this Notice.

The Board recommends the Resolution as set out in item no. 3 to the Members for their consideration and approval, by way of Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are interested in the proposed Resolution.

Statement of disclosures as required under the Companies (Share Capital and Debentures) Rules 2014 and Companies (Prospectus and Allotment of Securities) Rules, 2014 are as under:

Particulars of the offer including date of passing of Board resolution	Create, offer, issue and allot, by issue of securities, may be decided by the Board/ any Committee of t Board in one or more tranches not exceeding Rs. 5 Crore (Rupees Five Hundred Crore Only). Date of Passing Board Resolution- May 15, 2025	
Kinds of securities offered and the price at which security is being offered:	Any securities as may be decided by the Board/ any Committee of the Board	
Basis or justification for the price (including premium, if any) at which the offer or invitation	report will be obtained at the time issuance/allotment	
Name and address of valuer who performed valuation, basis on which the price has been arrived at along with report of the registered valuer and relevant date with reference to which the price has been arrived at		
Amount which the company intends to raise by way of such securities		

Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities	Terms and conditions —As may be decided by the Board/ any Committee of the Board, Object of the offer being- making investments in group companies, repayment of debt, On-lending as permitted under applicable regulations issued by RBI, working capital, general corporate purposes, and such other purpose as may be determined by the Board or Finance Committee from time to time. contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects to be decided at the time of offer, principle terms of assets charged as securities- As may be decided by the Board/ any Committee of the Board.
The price or price band at/within which the allotment is proposed;	As may be decided by the Board/ any Committee of the Board.
The class or classes of persons to whom the allotment is proposed to be made	To such persons or entities, including companies, financial institutions, insurance companies, mutual funds, pension/ provident funds and individuals, whether in India or outside India, as the case may be or such other entities as the Board/ any Committee may decide from time to time.
Intention of promoters, directors or key managerial personnel to subscribe to the offer	As may be decided by the Board/ any Committee of the Board
The proposed time within which the allotment shall be completed	As may be decided by the Board/ any Committee of the Board
The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	As may be decided by the Board/ any Committee of the Board
The change in control, if any, in the company that would occur consequent to the preferential offer	Since the issue is proposed to be made in tranches the shareholding will differ with every issue.
The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price.	Nil
The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.	Allotment will be made in cash. Further, valuation report will be obtained at the time of issuance/allotment, if required.
The pre issue and post issue shareholding pattern of the company in the following format	Since the issue is proposed to be made in tranches the shareholding will differ with every issue.

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Item No. 4

To appoint Mr. Rajeev Uberoi (DIN: 01731829) as an Independent Director of the Company

Basis on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on May 15, 2025 appointed Mr. Rajeev Uberoi (DIN: 01731829) as an Additional Director in the capacity of 'Independent Director' of the Company, for a period of five years with effect from May 13, 2025, subject to the approval of members of the Company.

Dr. Rajeev Uberoi is a distinguished lawyer and Canadian Commonwealth Scholar, holding a Master's degree from McMaster University and a Ph.D. in Economics. Additionally, he has earned a Post Graduate Diploma in Business Administration from the Management Development Institute (MDI).

Dr. Rajeev Uberoi is a career Banker with more than 35 years of experience in both public and private sector and foreign banks. As a Lawyer and a Banker, he has been instrumental in number of mergers and acquisitions namely, ANZ-Grindlays and Standard Chartered Bank, Standard Chartered Bank and American Express Bank, IDFC demerger into Bank, Reserve Bank of India as Asst. General Manager, Dept. of Banking Supervision.

Dr. Uberoi is also a profound writer and has a lot of publications to his credit. He is also a member of various Committees.

Brief profile of Mr. Uberoi along with the information as required to be furnished under Secretarial Standards-2 is annexed as Annexure B with the notice.

The Company has received declaration from Mr. Uberoi as per the provisions of section 149(6) of the Companies Act, 2013 that he meets the criteria of independence under the Companies Act, 2013. Further, the Company has also received consent of Mr. Rajeev Uberoi 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. He has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

The Bank has received Notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director.

Draft letter of appointment setting out the terms and conditions of her appointment is available for inspection by the members without any fees at the Registered Office and Corporate Office of the Company between 11:00 a.m. and 01:00 p.m. on all working days except Saturdays.

The Board recommends the Ordinary Resolution set forth in Item No.4 above for approval of the members.

Except Mr. Rajeev Uberoi, none of the other Directors or Key Managerial Personnel of the Company and / or their relatives are concerned or interested, financially or otherwise, in passing of the resolution.

By Order of the Board of Directors, For Centrum Financial Services Limited Smily

Company Secretary & Chief Compliance Officer

ICSI Membership No. ACS-34264

Place: Mumbai Date: July 01, 2025

ANNEXURE A

Information as required to be furnished pursuant to Secretarial Standards-2

Name of Director	Mr. Jaspal Singh Bindra
Director Identification Number	00128320
Designation	Non-Executive Director
Date on first appointment on Board	March 21, 2023
¥	
Date of Birth	September 29, 1960
Age	64 years
Qualification	
Experience/Expertise	C.A, MBA from XLRI Business School, B. Com (Hons.)
8	Mr. Jaspal Singh Bindra is a veteran Banker with a successful global MNC career spanning over three decades. He has held coveted positions across MNC Banks such as Standard Chartered, UBS and Bank of America and has an impeccable track record of leading large banks, driving profitable growth, Mergers, Acquisitions, Turnarounds and the list goes on. He has played a key role in transitioning the Centrum Group, from a pure play financial advisory business to becoming a diversified financial services group. His present focus is on steering Centrum's Banking venture - Unity Bank into a New Age Digital First Bank.
Terms and conditions of appointment or re-appointment along with details of	Mr. Jaspal Singh Bindra is appointed as Non-Executive Director Non-Independent Director of the Company and is liable to retirement by
remuneration sought to be paid and the remuneration last drawn by such person	rotation.
Number of Meetings of the Board	Mr. Bindra is not entitled to receive any remuneration. No. of Meetings attended: 5/6
attended during the year and other Directorship/Membership/Chairmansh ip of Committees of other Boards	Details of Other Directorship:
	- Centum Capital Limited
	- Gurudaya Estates Private Limited
	- JBCG Advisory Services Private Limited
	- JASUA Advisory Services Private Limited
	- Calculus Travel Ventures Private Limited
	Centrum Holdings Limited
	Centrum Financial Services Limited
	Jas Advisory Services LLP
	BG Advisory Services LLP Centrum Alternatives LLP
	BCG Ventures LLP
	Unity Small Finance Bank Limited
	Membership/Chairmanship of Committees of other Boards: Centrum
	Capital Limited – Stakeholders Relationship Committee, Member and Risk Management Committee – Chairman,
	Fund Raising Committee- Member

Shareholding in the company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the company.	

ANNEXURE B

Information as required to be furnished pursuant to Secretarial Standards-2

Name of Director	Mr. Rajeev Uberoi
Director Identification Number	01731829
Designation	Independent Director
Date on first appointment on Board	May 05, 2025
Date of Birth	January 30, 1957
Age	68 years
Qualification	Dr. Rajeev Uberoi is a distinguished lawyer and Canadian Commonwealth Scholar, holding a Master's degree from McMaster University and a Ph.D. in Economics. Additionally, he has earned a Post Graduate Diploma in Business Administration from the Management Development Institute (MDI).
Experience/Expertise	As mentioned in the explanatory note to the notice of the Annual General Meeting.
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person. Number of Meetings of the Board attended during the year and other Directorship/Membership/Chairmanship of Committees of other Boards.	Mr. Rajeev Uberoi shall be appointed as Independent Director of the Company, not liable to retirement by rotation. He is entitled to sitting fees for attending meetings of the Board / Committee(s). No. of Meetings attended: Not Applicable Details of Other Directorship: Faarms Global Tech Venture Private Limited Aurionpro Payment Solutions Private Limited Roadstar Investment Managers Limited IL&FS Transportation Networks Limited IL&FS Transportation Networks Limited Aurionpro Solutions Limited Jindal Stainless Limited IL&FS AMC Trustee Limited Shalimar Paints Ltd
	Membership/Chairmanship of Committees of other Boards:

Sr.	- 1		14011110 0	Position (Member/Chairman)
No		Ompany		(Member/Chairman) Member
1		O/NDS11111	Audit	Member
	1	102511112111	Committee of	
		17117102110	the Board	Member
	L	IMITED	Risk	Member
			Management	
	1		Committee	
11				
2	. T	HE INVESTMENT	Audit	Member
	1	RUST OF INDIA	Committee	
11	1	IMITED	Nomination	Member
		18	and	
П			Remuneration	· · ·
		1	Committee	
			Stakeholders	Member
			and	
			Relationship	
			Committee	
			Risk	Member
			Management	
			Committee	
34			Internal	Member
-11			Finance	
			Committee	
	1		Management	Member
			Committee	
-	3	IL&FS	Audit	Member
	٦	TRANSPORTATION	Committee	
		NETWORKS		
		LIMITED		
	4	AURIONPRO	Audit	Chairperson
11	7	SOLUTIONS	Committee	
		LIMITED	Nomination	Chairperson
		CHAN LED	and	
11			Remuneration	
			Committee	
			Risk	Member
			Management	
		1941	Committee	
			Corporate	Member
			Social	
			Responsibility	
			Committee	1
11	-		Audit	Member
	5		Committee	
			Nomination	Member
			11	MICHING
		JINDAL STAINLESS	and	
		LIMITED	Remuneration	
		FIIAILER	Committee	Mambar
			Risk	Member
	ŀ		Management	
			Committee	4.

			ESG Committee	Member
Dr. U	6		Audit Committee	Member
4		SHALIMAR PAINTS	Nomination and Remuneration Committee	Member
		LIMITED	Risk Management Committee	Member
			Corporate Social Responsibility	Chairman
				-
Shareholding in the company	NIL			
Relationship with other Directors, Manager and other Key Managerial Personnel of the company.	None			

CENTRUM FINANCIAL SERVICES LIMITED

CIN: U65910MH1993PLC192085



Registered Office: Centrum House, CST Road, Vidyanagari Marg, Kalina, Mumbai 400098 Phone:022-42159000,Fax:02242159833;Email:cs@centrum.co.in

Website: www.centrum.co.in

FORM NO. MGT - 11 PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014.

Nameofthe Member(s)		
Registered Address		
Email ID		LD CONTRACTOR OF THE CONTRACTO
DP ID Client id/Folio No.		
I/We	of	above named Company,
hereby appoint		
1. Name:		
E-mail Id:	Signature:	or failing him
2. Name:		
Address:	a N	
	Signature:	
3. Name:		
E-mail Id:	Signature:	or failing him
of the Company, to be held	d vote (on a Poll) for me/us and on my/o d on olution as are indicated below:	our behalf at the Annual General Meeting at P.M. and at any adjournment

Resolution No.	Resolution	I/We assent to the resolution (For)*	I/We dissent to the resolution (Against)*
Ordinary Busin	ness		
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, together with the reports of the Board of Directors and the Auditors thereon.		
2	To appoint a Director in place of Mr. Jaspal Singh Bindra (DIN: 00128320), who retires by rotation at this meeting and being eligible, offers himself for re-appointment.		
Special Busines	ss:		
3	To approve issuance of securities in one or more tranches		
4	To appoint Mr. Rajeev Uberoi (DIN: 01731829) as an Independent Director of the Company		

Signed thisday of2025. Signature of the Shareholder: Signature of the Proxyholder(s):	Affix Revenue Stamp

Notes:

- This Form of the proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- For the resolution, explanatory statement and notes please refer to the Notice of the Annual General 2. Meeting.
- A proxy need not be a member of the Company. 3.
- A person can act as a proxy on behalf of the members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carry voting rights.
- If a member holding more than 10% of the total share capital carrying voting rights may appoint a single 5. person as a proxy and such person shall not act as proxy for any other member.
- In case of Joint holder, the vote of the senior who tender as vote, whether in person or by proxy, shall 6.



be accepted to the exclusion to the vote of other joint holders. Seniority shall be determined by the order in which the name stand in the register of members.

*This is optional please put a tick mark (<) in appropriate column against the resolution indicated above. In case of members wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns "For", "Against". In case the members leaves the column(s) blank, the proxy will be entitled to vote in the manner he/she thinks appropriate.

CENTRUM FINANCIAL SERVICES LIMITED



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ATTENDANCE SLIP

ANNUAL GENERAL MEETING

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Joint shareholders may obtain additional Attendance Slip at the venue of the Meeting.
Reference Folio No./DP ID & Client ID:
Number of Shares:
Name and Address:
I certify that I am a member / proxy for the member of the Company.
I hereby record my presence at the Annual General Meeting of the Company held on Friday, July 25, 2025 AT 2:00 P.M. at Centrum House C.S.T. Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400 098.
Signature of Member/Proxy (Name in BLOCK letters)
at the meeting hall Members/prox

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members/proxy are requested to bring a copy of the Annual Report at the meeting.

Route Map for AGM Venue

Address: Centrum House, C.S.T. Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400 098

