

**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 MONDAY, JULY 20, 2026, AT 04:00 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:**

- 1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS (STANDALONE AND CONSOLIDATED) OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON.**
- 2. TO APPOINT A DIRECTOR IN PLACE OF MR. SRIRAM VENKATASUBRAMANIAN (DIN: 00169087), WHO RETIRES BY ROTATION AT THIS MEETING AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.**

**SPECIAL BUSINESS:**

- 3. TO APPROVE THE APPOINTMENT OF MR. SHAAN CHANDIR GIDWANI (DIN: 09561919) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY**

**To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with relevant rules framed thereunder as amended from time to time and Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Shaan Chandir Gidwani (DIN: 09561919), who was appointed as an Additional Director in the capacity of 'Non-Executive (Non-Independent) Director' of Company with effect from July 28, 2025, in terms of section 161 of the Act and in respect of whom the Company has received a notice in writing under section 160 of the Act, proposing his candidature for the office of Director of the Company and who has given his consent and submitted a declaration that he is not disqualified from being appointed as Director under Section 164 of the Act and who is eligible for appointment as an 'Non-Executive (Non-Independent) Director' of the Company be and is hereby appointed as a 'Non-Executive (Non-Independent) Director' of the Company, with effect from July 28, 2025 and whose office shall be liable to retirement by rotation;

**RESOLVED FURTHER THAT** any one of the Director, the Company Secretary or Chief Financial Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for furtherance of the above, on behalf of the Company, and to furnish a certified true copy of the aforesaid resolution to all such parties, agencies and authorities, as may be deemed necessary from time to time."

**4. TO APPROVE THE APPOINTMENT OF DR. TEJENDRA MOHAN BHASIN (DIN: 03091429) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161(1), Schedule IV and other applicable provisions, of the Companies Act, 2013 ('Act') read with relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the rules, guidelines and circulars issued by the Reserve Bank of India ('RBI') in this regard, from time to time, the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Dr. Tejendra Mohan Bhasin (DIN: 03091429), who was appointed as an Additional Director in the capacity of Independent Director of the Company with effect from November 04, 2025, and who in terms of Section 161 of the Act holds office upto the date of general meeting of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director and 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 be and is hereby appointed as an Independent Director of the Company not liable to retirement by rotation, for period of five years commencing from November 04, 2025 upto November 03, 2030;

**RESOLVED FURTHER THAT** Dr. Tejendra Mohan Bhasin be paid the same sitting fees as is paid to the other Independent Directors of the Company.

**RESOLVED FURTHER THAT** any one of the Director, Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary or desirable for furtherance of the above, and to execute any such documents and writings as may be required on behalf of the Company, with power to settle all questions, difficulties or doubts that may arise in regard to the said appointment."

**5. TO APPROVE THE APPOINTMENT OF MR. PAVAN PAL KAUSHAL (DIN: 07117387) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161(1), Schedule IV and other applicable provisions, of the Companies Act, 2013 ('Act') read with relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the rules, guidelines and circulars issued by the Reserve Bank of India ('RBI') in this regard, from time to time, the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Pavan Pal Kaushal (DIN: 07117387), who was appointed as an Additional Director in the capacity of Independent Director of the Company with effect from May 26, 2026, and who in terms of Section 161 of the Act holds office upto the date of general meeting of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director and 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 be and is hereby appointed as an Independent Director of the Company not liable to retirement by rotation, for period of five years commencing from May 26, 2026 upto May 25, 2031;

**RESOLVED FURTHER THAT** Mr. Pavan Pal Kaushal be paid the same sitting fees as is paid to the other Independent Directors of the Company.

**RESOLVED FURTHER THAT** any one of the Director, Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may,

in their absolute discretion, deem necessary or desirable for furtherance of the above, and to execute any such documents and writings as may be required on behalf of the Company, with power to settle all questions, difficulties or doubts that may arise in regard to the said appointment."

**6. TO APPROVE CHANGE IN DESIGNATION OF MR. RISHAD BYRAMJEE (DIN: 00164123) FROM EXECUTIVE DIRECTOR TO NON-EXECUTIVE DIRECTOR (NON-INDEPENDENT) OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 161, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder, as amended from time to time, and Articles of Association of the Company and such other rules, circulars and guidelines issued by the Reserve Bank of India ("RBI") in this regard from time to time and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Rishad Byramjee (DIN: 00164123), who was redesignated from Executive Director to Non-Executive (Non-Independent) Director in the capacity of an Additional Director of the Company with effect from September 16, 2025, in terms of section 161 of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act, proposing his candidature for the office of Director of the Company and who has given his consent and submitted a declaration that he is not disqualified from being appointed as Director under Section 164 of the Act and who is eligible for appointment as a 'Non-Executive (Non-Independent) Director' of the Company be and is hereby appointed as a 'Non-Executive (Non-Independent) Director' of the Company, with effect from September 16, 2025 and whose office shall be liable to retirement by rotation.

**RESOLVED FURTHER THAT** any one of the Director, Company Secretary or the Chief Financial Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for furtherance of the above, on behalf of the Company, and to furnish a certified true copy of the aforesaid resolution to all such parties, agencies and authorities, as may be deemed necessary from time to time."

**7. TO APPROVE THE APPOINTMENT OF MR. SHAILENDRA KISHOR APTE (DIN: 00017814) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY**

**To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with relevant rules framed thereunder as amended from time to time and Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Shailendra Kishor Apte (DIN: 00017814), who was appointed as an Additional Director in the capacity of 'Non-Executive (Non-Independent) Director' of Company with effect from May 20, 2026 in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act, proposing his candidature for the office of Director of the Company and who has given his consent and submitted a declaration that he is not disqualified from being appointed as Director under Section 164 of the Act and who is eligible for appointment as an 'Non-Executive (Non-Independent) Director' of the Company be and is hereby appointed as a 'Non-Executive (Non-Independent) Director' of the Company, with effect from May 20, 2026 and whose office shall be liable to retirement by rotation;

**RESOLVED FURTHER THAT** any one of the Director, Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for furtherance of the above, on behalf of the Company, and to furnish a certified true copy of the aforesaid resolution to all such parties, agencies and authorities, as may be deemed necessary from time to time."

**8. 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, 179 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 Debt Securities) Regulations, 2008 (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, the provisions of listing agreement entered into/ to be entered into with any stock exchange/s, and subject to any other regulations, consents, permissible approvals and sanctions, if any, as may be necessary and subject to such conditions, if any, as may be laid down by any other authority and subject to approval of members of the Company, approval of the Board be and is hereby accorded to create, offer, issue, allot, list, redeem, pay interest, etc., by issue of secured/ unrated/ listed/ unlisted/redeemable securities, which may be secured/ unsecured, convertible/ non-convertible ("Securities"), on such terms and conditions as may be decided by the Finance Committee, to the below mentioned select 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. 250 Crore (Rupees Two Hundred Fifty 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;
- l. Private Trust / Public charitable trust;
- m. Any other entity who is eligible to invest

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) and the Company Secretary 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** any one of the Directors or the Company Secretary or the Chief Financial Officer or Ms. Vijay Laxmi, the authorised person of the Company be and are hereby severally authorised to execute the pledge agreement / deeds creating security, power of attorney pertaining to the pledge, and any other deeds, indemnities and undertakings as required by the Trustee and do all such acts, deeds and undertakings required to give effect to the foregoing resolutions;

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

**9. TO CONSIDER AND APPROVE LIMITS OF LOANS AND INVESTMENTS IN BODY CORPORATES INCLUDING SUBSIDIARY (IES)/ STEP-DOWN SUBSIDIARY (IES)/ JOINT VENTURE(S)/ ASSOCIATE COMPANY (IES)/BODY CORPORATE(S).**

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

**"RESOLVED THAT** in supercession of the earlier resolutions passed by the shareholders in this regard and pursuant to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, any amendments/ enactments/ re-enactments thereof as are applicable and such approvals, consents, sanctions and permission as may be necessary and provisions of other applicable laws, consent of the members be and is hereby accorded to the Board of Directors of the Company referred to as "The Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the board or any other person(s) authorised by the board to exercise the powers conferred on the board under this resolution to do the following transactions upto a limit as mentioned in the following table for such investments/ loans/ guarantees/securities, on such terms and conditions as the Board may deem fit and proper notwithstanding that the aggregate of investments and loans so far made or to be made and the guarantees so far given or to be given by the Company and securities so far provided and to be provided, to all persons or bodies corporates along with additional investments, loans, guarantees or securities proposed to made or given or provided by the Company as set out below exceeds the limits specified under Section 186(2) of the Act read with the Rules thereunder.

Sr No	Particulars	Upto a Limit outstanding at any point of time
1	To give loans to any person or any other body corporate	Rs. 500 Crores
2	To give guarantees or provide security in connection with a loan(s) given by any other person to any Body Corporate or person.	Rs. 500 Crores
3	To acquire by way of subscription, purchase or otherwise in the securities of any other body corporate	Rs 1,000 Crores
<ul style="list-style-type: none"> <li>Excluding the loans/guarantees/securities given or provided to wholly owned subsidiaries or joint ventures companies (as the case may be), whether situated in India or abroad and investments made in wholly owned subsidiary, whether situated in India or abroad.</li> </ul>		

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned transactions including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer, sale, recall, renewal, divestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits, take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution;

**RESOLVED FURTHER THAT** a copy of this resolution duly certified as true copy by anyone of the Directors, Company Secretary or Chief Financial Officer of the Company, be furnished to the concerned authority including to the Registrar of Companies and they be requested to act thereon."

**10. TO APPROVE LIMITS FOR RELATED PARTY TRANSACTIONS FOR GIVING LOAN / GUARANTEE / SECURITY / INVESTMENT WITH GROUP COMPANIES**

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 177, 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any applicable, and the rules prescribed thereunder and any amendments/ enactments/ re-enactments thereof as are applicable (“the Act”) and the Company’s Policy on Related Party Transaction(s), as per the recommendation of the Audit committee and the Board at its meeting held on May 20, 2026, consent of the members be and is hereby accorded to the Company to enter into contract(s)/arrangement(s)/ transaction(s) or make any modifications to such contracts/ arrangements/ transactions as stated herein below with any of the existing, future and/or proposed holding/ subsidiaries/Associates/fellow subsidiaries/joint ventures/ Centrum group entities/ promoters entities and its associates, etc., for each financial year commencing from FY 2026-27, upto the aggregate monetary limits stated below:

Particulars	Approval Sought for F.Y. 2026-27 onwards ( in crores)
<b>RPT with Subsidiary / Associates/Fellow Subsidiary/ Centrum Group entities</b>	
Lending/borrowing/ Investment/ Disinvestment, providing and receiving corporate guarantees, providing securities for existing/new credit facility (ies) whether availed by the Company or its Group Companies	2,000.00

RESOLVED FURTHER THAT the Board of Directors of the Company or the CFO or the Company Secretary be and are hereby severally authorised to take from time to time, all decisions and steps necessary, expedient or proper, in respect of the above mentioned transactions, including delegation of authority, as may be necessary on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution;

RESOLVED THAT the pricing criterion for transactions be as per the contract or agreement between the parties, written or otherwise, if any;

RESOLVED FURTHER THAT any one of the Directors of the Company, the CFO or Company Secretary be and are hereby severally authorised to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned transactions including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer, sale, recall, renewal, divestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits, take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution;

RESOLVED FURTHER THAT a copy of the foregoing resolutions be furnished to the concerned authorities, duly certified by any of the Director/CFO/Company Secretary of the Company and the concerned authorities be requested to act thereon”

**BY ORDER OF THE BOARD OF DIRECTORS  
CENTRUM FINANCIAL SERVICES LIMITED**

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

**PLACE: MUMBAI  
DATE: JUNE 25, 2026**

**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 to 10 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 dated June 25, 2026.

### Item No. 3

#### **TO APPROVE THE APPOINTMENT OF MR. SHAAN CHANDIR GIDWANI (DIN: 09561919) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY**

The Board of Directors at its Meeting held on July 28, 2025 appointed Mr. Shaan Chandir Gidwani as an Additional Director in capacity of 'Non-Executive (Non Independent) Director' of the Company w.e.f. July 28, 2025, whose office shall be liable to retirement by rotation.

Mr. Shaan Chandir Gidwani is currently the Director of Acapella Foods & Restaurants Pvt. Ltd. ("Acapella"), a rapidly growing multi-brand food services company with 10 locations across India. With a degree in Economics from Santa Clara University, he brings strong financial discipline, strategic execution, and stakeholder management to the table. He has led Acapella's expansion through robust systems, scalable operations, and AI-driven customer strategies. His experience in governance, risk management, and sustainable growth makes him well-suited for a banking role, especially in areas involving credit, consumer strategy, or innovation-led transformation.

The Company has received consent of Mr. Shaan Chandir Gidwani 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. The Company has also receive necessary disclosures from him as per Companies Act, 2013 and applicable RBI Regulatuions. In the opinion of the Board, Mr. Gidwani fulfils the criteria for being appointment as a Non-Executive (Non-Independent) Director.

The Company has received Notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of 'Non-Executive (Non-Independent) Director'. Information as required to be furnished under Secretarial Standards-2 in relation to Mr. Shaan Chandir Gidwani is annexed as Annexure - B to the notice.

Except Mr. Shaan Chandir Gidwani none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, In passing of the resolution. The Board recommends the Ordinary Resolution set forth in Item No. 3 above for approval of the shareholders.

### Item No. 4

#### **TO APPROVE THE APPOINTMENT OF DR. TEJENDRA MOHAN BHASIN (DIN: 03091429) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

Basis the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on November 04, 2025 appointed Dr. Tejendra Mohan Bhasin (DIN: 03091429) as an Additional Director in the capacity of 'Independent Director' of the Company, for a period of five years with effect from November 04, 2025, subject to the approval of members of the Company.

Dr. T.M. Bhasin holds an MBA (Finance), LL.B, CAIIB and M.Sc. Gold Medalist. A Delhi University topper in its one-year flagship programme in 'Criminology and Forensic Science, he is a fellow of the Indian Institute of Banking and Finance. He also completed the Advanced Financial Enterprises Management Programme at Harvard Kennedy School (US).

Dr. T.M. Bhasin has been a career Banker for 37 years. Dr. Bhasin joined Oriental bank of Commerce (now Punjab National Bank) as a Probationary Officer in June, 1978 and rose to the rank of General Manager in September, 2003. Govt. of India appointed Dr. Bhasin as Executive Director in United Bank of India (now Punjab National Bank) in November, 2007. He was elevated as the Chairman and Managing Director (C&MD) of Indian Bank in April, 2010 where he served till June 2015.

During his incumbency as CMD, Indian Bank, Dr. Bhasin received many coveted National and State Level awards in the fields of Banking and Finance.

Dr. Bhasin was also the Chairman of Governing Board, Institute of Banking Personnel Selection (IBPS); President, Indian Institute of Banking and Finance (IIBF); Chairperson, SWIFT User Group India during 2014-15 and served as a Director on the Board of United India Insurance Co. Ltd. during 2010-2015.

He was appointed as the Vigilance Commissioner of India by Hon'ble President of India in CVC (in June 2015 to 2019) and has also chaired Advisory Board for Banking and Financial Frauds (constituted by CVC and RBI) from August 2019 to August 2023.

His Doctoral Research findings and recommendations formed the basis of Pradhan Mantri Jan Dhan Yojana. He is a prolific author with a book on 'Ecommerce in Indian Banking' and has numerous research papers to his credit.

Information as required to be furnished under Secretarial Standards - 2 in relation to Dr. Tejendra Mohan Bhasin is annexed as Annexure C to the notice.

The Company has received declaration from Dr. Bhasin 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 Dr. Bhasin 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 Company has also received the necessary disclosures from the Dr. Bhasin as per applicable RBI Regulations / Directions.

In the opinion of the Board, Mr. Kaushal fulfils the criteria for being appointment as an Independent Director of the Company.

The Company 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 his 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 Dr. Tejendra Mohan Bhasin, 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.



**Item No. 5**

**TO APPROVE THE APPOINTMENT OF MR. PAVAN PAL KAUSHAL (DIN: 07117387) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

Basis the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company by way of circular resolution passed on May 26, 2026 approved appointment of Mr. Pavan Pal Kaushal (DIN: 07117387) as an Additional Director in the capacity of 'Independent Director' of the Company, for a period of five years with effect from May 26, 2026, subject to the approval of members of the Company.

Mr. Pavan Pal Kaushal is a seasoned banking and financial services professional with over 38 years of experience, including more than 20 years in senior leadership roles across global and Indian financial institutions such as Citibank, ANZ, IDFC Bank, Fullerton India, and BNY Mellon.

He possesses extensive executive and board-level experience across the BFSI sector, spanning Banking and NBFCs, with expertise in Risk Management, Banking Operations, Business Strategy, Consumer Banking, Credit Cards, SME and Microfinance, Digital Transformation, M&A, and Regulated Financial Services.

Mr. Kaushal has a proven track record in managing complex risk environments, regulatory engagement, large-scale transformations, and successful strategic exits. He has worked across India, Australia, the United Kingdom, Poland, Russia, Hong Kong, and Latin America in senior regional and country leadership roles. He was also associated with the IDFC Group, where he represented the NOFHC on the Boards of Group Companies.

Information as required to be furnished under Secretarial Standards-2 in relation to Mr. Pavan Pal Kaushal is annexed as Annexure – D to the notice.

The Company has received declaration from Mr. Kaushal 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. Kaushal 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 Company has also received the necessary disclosures from the Mr. Kaushal as per applicable RBI Regulations / Directions.

In the opinion of the Board, Mr. Kaushal fulfils the criteria for being appointment as an Independent Director of the Company.

The Company 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 his 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.5 above for approval of the members.

Except Mr. Pavan Pal Kaushal, 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.

**Item No. 6**

**TO APPROVE CHANGE IN DESIGNATION OF MR. RISHAD BYRAMJEE (DIN: 00164123) FROM EXECUTIVE DIRECTOR TO NON-EXECUTIVE DIRECTOR (NON-INDEPENDENT) OF THE COMPANY**

Mr. Rishad Byramjee (DIN: 00164123) was appointed by the shareholders at the Extra Ordinary General Meeting of the Company held on September 26, 2022 as an Executive Director for a period of three years with effect from September 16, 2022 till September 15, 2025.

The Board of Directors at its Meeting held on August 28, 2025 approved change in designation of Mr. Rishad Byramjee from Executive Director to Non-Executive (Non Independent) Director in the capacity of Additional Director of the Company w.e.f. September 16, 2025, whose office shall be liable to retirement by rotation.

Mr. Rishad Byramjee is serving on the Company's Board since almost two decades. Mr. Byramjee has been associated with the Centrum Group since 2002 and has played a vital role in its growth and expansion.

The Company has received consent of Mr. Rishad Byramjee to change his designation from Executive Director to Non-Executive 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. In the opinion of the Board, Mr. Byramjee fulfils the criteria for appointment as a Non-Executive (Non-Independent Director) of the Company.

The Company has received Notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of 'Non-Executive (Non-Independent) Director'.

Information as required to be furnished under Secretarial Standards-2 in relation to Mr. Rishad Byramjee is annexed as Annexure – E to the notice.

Except Mr. Rishad Byramjee none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in passing of the resolution. The Board recommends the Ordinary Resolution set forth in Item No. 5 above for approval of the shareholders.

**Item No. 7**

**TO APPROVE THE APPOINTMENT OF MR. SHAILENDRA KISHOR APTE (DIN: 00017814) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY**

The Board of Directors at its Meeting held on May 20, 2026 appointed Mr. Shailendra Kishor Apte (DIN: 00017814) as an Additional Director in capacity of 'Non-Executive (Non-Independent) Director' of the Company w.e.f. May 20, 2026, whose office shall be liable to retirement by rotation.

Mr. Shailendra Apte is associated with Centrum Group since inception and has played a vital role in its growth and expansion. As part of Senior Management, over the years he has been directly associated with most of businesses of Centrum Group and also has an understanding of the nuances of each. He has successfully handled multiple roles spanning business, strategy, finance, legal and secretarial during his tenure with Centrum. Currently, Mr. Shailendra Apte is the Chief Financial Officer of Centrum Capital Limited.

Mr. Apte graduated in Commerce from H.R. College in 1991 and earned a Master's degree in Management Studies (MMS) in 1993 from the Principal L.N. Welingkar Institute of Management, Mumbai University.

The Company has received consent of Mr. Shailendra Kishor Apte 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. In the opinion of the Board, Mr. Apte fulfils the criteria for being appointment as a Non-Executive (Non-Independent) Director.

The Company has received Notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of 'Non-Executive (Non-Independent) Director'. Information as required to be furnished under Secretarial Standards-2 in relation to Mr. Shailendra Kishor Apte is annexed with the notice.

Except Mr. Shailendra Kishor Apte none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in passing of the resolution. The Board recommends the Ordinary Resolution set forth in Item No. 7 above for approval of the shareholders.

**Item No. 8**

**TO APPROVE ISSUANCE OF SECURITIES IN ONE OR MORE TRANCHES**

The Company proposes to raise funds by issuance of Non-Convertible Debentures ("NCDs") upto an amount not exceeding Rs. 250 Crores during the year in compliance with the RBI Regulations and provisions of Companies Act, 2013. The purpose of raising funds through NCD is to refinance Company's existing debt.

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. 250 Crore (Rupees Two Hundred and Fifty Crores Only), during a period of one year from the date of passing resolution set out at item No. 8 of this Notice.

The Board recommends the Resolution as set out in item no. 8 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, as may be decided by the Board/ any Committee of the Board in one or more tranches not exceeding Rs. 250 Crore (Rupees Two Hundred and Fifty Crores Only).  Date of Passing Board Resolution - May 20, 2026
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 is being made	As may be decided by the Board/ any Committee of the Board on the basis of valuation obtained from a professional, if any.
Name and address of valuer who performed valuation, basis on which the price has been arrived at along with report of the registered	Will depend at the time of issuance since valuation report will be obtained at the time of issuance/allotment

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	Upto Rs.250 Crore (Rupees Two Hundred and Fifty Crores Only).
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	<ul style="list-style-type: none"> <li>i. Terms and conditions –As may be decided by the Board/ any Committee of the Board,</li> <li>ii. 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.</li> <li>iii. 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,</li> <li>iv. principle terms of assets charged as securities- As may be decided by the Board/ any Committee of the Board.</li> </ul>
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.

**Item No. 9**

**TO CONSIDER AND APPROVE LIMITS OF LOANS AND INVESTMENTS IN BODY CORPORATES INCLUDING SUBSIDIARY (IES)/ STEP-DOWN SUBSIDIARY (IES)/ JOINT VENTURE(S)/ ASSOCIATE COMPANY (IES)/BODY CORPORATE.(S).**

As per Section 186 of the Act read with the Rules framed thereunder, the Company is required to obtain the prior approval of its Members by way of a Special Resolution for loans, guarantee and acquisition by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding 60% (sixty percent) of its paid-up share capital, free reserves and securities premium account or 100% (hundred percent) of its free reserves and securities premium account, whichever is more.

Shareholders of the Company had at their Extra-Ordinary General Meeting held on March 30, 2015 approved the following limits for giving loans / guarantee/ security / investments:

Sr No	Particulars	Upto a Limit outstanding at any point of time
1	To give loans to any person or any other body corporate	Rs 500 Crores
2	To give guarantees or provide security in connection with a loan(s) given by any other person to any Body Corporate or person.	Rs 500 Crores
3	To acquire by way of subscription, purchase or otherwise in the securities of any other body corporate	Rs 500 Crores
<ul style="list-style-type: none"> <li>Excluding the loans/guarantees/securities given or provided to wholly owned subsidiaries or joint ventures companies (as the case may be), whether situated in India or abroad and investments made in wholly owned subsidiary, whether situated in India or abroad.</li> </ul>		

Company is presently an investment and holding Company hence it is proposed to seek shareholders' approval to increase limit from upto Rs. 500 Crores to upto Rs. 1000 Crores for making investments

The approval of the members is being sought by way of a Special Resolution under Section 186 of the Act read with the Rules made thereunder, to enable the Company to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, or giving loans, or guarantees or providing securities (as specified in the special resolution) exceeding 60% (sixty percent) of its paid-up share capital, free reserves and securities premium account or 100% (hundred) of its free reserves and securities premium account, whichever is more.

The Board recommends the aforesaid resolution for the approval of the members.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution at out at item no. 9 except to the extent of their directorship and shareholding in the bodies corporates in which investments may be made or loans/guarantees may be given or securities may be provided to this.

**Item No. 10**

**TO APPROVE LIMITS FOR RELATED PARTY TRANSACTIONS FOR GIVING LOAN / GUARANTEE / SECURITY / INVESTMENT WITH GROUP COMPANIES**

The members to note that pursuant to provision of section 177 & 188 of the Companies Act,2013 (Act) read with Rule 6A of Companies (Meetings of Board and its powers) Rules, 2014, and Related Party Transaction Policy of the Company, it is prescribed that a Company has to take approval of the Audit Committee on all the related party transactions and subsequent modifications thereto. It further provides that the Audit Committee may accord



omnibus approval for related party transaction proposed to be entered into by the Company subject to conditions mentioned therein. Further approval of the Board/ members may be required for specific transactions as mentioned in Section 188 of the Act.

The members to note that that as a part of Centrum Group, the Company needs to have transactions with other Companies in the Group, who offer other services in the financial services spectrum including Stock Broking, Corporate Support Services, Wealth Management and Asset Management business. The businesses of many entities in the Centrum Group are cyclical and their capital requirements vary from time to time.

Further, being a material subsidiary company, it is inherent and therefore becomes necessary and incumbent and in the ordinary course, to seek support through investments, divestments, purchase and or sale of assets or securities, entering into leasing arrangements, provision/availing of various management and support services, professional services etc. by the Company and lending/borrowing, taking/ providing corporate guarantees and securities for existing/new credit facility(ies). The Company may also be required to enter into various contracts or arrangements with the Centrum Group entities as may be necessitated from time to time.

Since some of the above contemplated transactions are not fixed for any particular term, it is not possible for the Company to ascribe an explicit monetary value to such transactions. However, Related Party Transaction shall be reported to the Audit Committee and/or Board in terms of the provisions of the Companies Act, 2013. Further some of the material transactions with related parties shall also require approval of the members of the Company pursuant to Section 188 of the Act and / or may not necessarily be on arms' length basis.

Outstanding exposure (in the nature of Lending/Investment/ providing corporate guarantees, providing securities for existing/new credit facility (ies) with to related parties is as follows:

Particulars	<i>INR in Crores</i>		
	As on 31 Mar 26	Incremental - FY 27	As on 31 Mar 27 (projected)
<b>Loans</b>	<b>310</b>	<b>56</b>	<b>366</b>
CCL / CRSL	310		310
Modulus	-	6	6
CFL		50	50
<b>Investment</b>	<b>508</b>	<b>149</b>	<b>657</b>
Unity	361	120	481
Modulus	19	4	23
IGNIS	5	-	5
CBL	44	5	49
CFL	25	20	45
CIAL	41	-	41
CIBL	14	-	14
<b>Guarantees / Collateral for credit facilities</b>	<b>210</b>	<b>205</b>	<b>415</b>
CCL	200	-	200
CBL/CFL	-	200	200
Modulus	10	5	15
<b>Total</b>	<b>1,028</b>	<b>410</b>	<b>1,438</b>

In view of the above, it was proposed to the members to consider and approve the transactions/contracts which may be entered into by the Company with its related parties for an amount not exceeding the limits stated herein below for each financial year commencing from the FY 2026-27, which may not necessarily be on arms' length



basis and may exceed, the threshold for material related party transactions as prescribed under applicable law, from time to time, subject to Board and shareholder's approval being first obtained.

**Aggregate monetary limits for RPT with Subsidiary / Associates/Fellow Subsidiary/ Centrum Group entities for each Financial year commencing from FY 2026-27:**

Particulars	Approval Sought for F.Y 2026-27 onwards (in crores)
<b>RPT with Subsidiary / Associates/Fellow Subsidiary/ Centrum Group entities</b>	
Lending/borrowing/ Investment/ Disinvestment, providing and receiving corporate guarantees, providing securities for existing/new credit facility (ies) whether availed by the company or its group companies	2,000.00

The Board recommends the resolution to the members for their consideration and approval, by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 10 except to the extent of their directorship and shareholding in respective related party(ies).

**By Order of the Board of Directors,  
CENTRUM FINANCIAL SERVICES LIMITED**

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

**PLACE: MUMBAI  
DATE: JUNE 25, 2026**

**ANNEXURE A**

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

<b>Name of Director</b>	<b>Sriram Venkatsubramanian</b>								
<b>Director Identification Number</b>	00169087								
<b>Designation</b>	Managing Director & CEO								
<b>Date of first appointment on Board</b>	June 01, 2024								
<b>Date of Birth</b>	August 13, 1973								
<b>Age</b>	52 years								
<b>Qualification</b>	Engineering degree from BITS, Pilani and a PGDM from IIM, Bangalore.								
<b>Experience/Expertise</b>	<p>Mr. Sriram Venkatasubramanian has about 30 years of experience in Financial Services, Corporate Finance and Technology.</p> <p>He has been with Centrum Group for more than 17 years in multiple roles spanning Business, Strategy, Finance and Operations in Capital Markets, Wealth Management and Lending businesses. During his stint with Centrum, he has run the brokerage and distribution business, been part of the founding team of the Wealth business, led the divestment of the Foreign Exchange business to PE funds and subsequently to a strategic buyer, handled equity fundraise for the Housing business from Morgan Stanley. He played a strategic role in the entry of Centrum Group into Lending business including acquisitions made by CFSL and CML and also the Banking License and PMC acquisition.</p> <p>Prior to Centrum, he has worked as the country manager of Aptuit Informatics, a software product company, Vice President in Esaar Group where he worked on Acquisitions and Financing and NBFC and Brokerage businesses of the Group.</p>								
<b>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</b>	Mr. Sriram Venkatasubramanian was appointed as Managing Director and CEO of the Company for a period of three (3) years effective June 01, 2024 at a remuneration in the scale of Rs. 2,75,00,000/- to Rs. 3,25,00,000/-per annum. He was paid remuneration of Rs. 2,77,89,600 which includes salary, contribution to PF and NPS during FY 2025-26. During FY26, he was granted 54,74,000 stock option at an exercise price of Rs. 36.50 per option under the CFSL Employee Stock Option Plan 2025.								
<b>Number of Meetings of the Board attended during the year and other Directorship/Membership/Chairman ship of Committees of other Boards</b>	<p><b>No. of Meetings attended: 9</b></p> <p><b>Details of Other Directorship:</b></p> <ol style="list-style-type: none"> <li>Centrum Insurance Brokers Limited</li> <li>Centrum Finverse Limited</li> </ol> <p><b>Membership/Chairmanship of Committees of other Boards:</b></p> <table border="1"> <thead> <tr> <th>Sr No.</th> <th>Name of Company</th> <th>Name of the Committee</th> <th>Position (Member/Chairperson)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Centrum Finverse Limited</td> <td>Nomination and Remuneration Committee</td> <td>Member</td> </tr> </tbody> </table>	Sr No.	Name of Company	Name of the Committee	Position (Member/Chairperson)	1.	Centrum Finverse Limited	Nomination and Remuneration Committee	Member
Sr No.	Name of Company	Name of the Committee	Position (Member/Chairperson)						
1.	Centrum Finverse Limited	Nomination and Remuneration Committee	Member						

<b>Shareholding in the company</b>	Nil
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the company.</b>	None



**Annexure – B**

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

<b>Name of Director</b>	<b>Shaan Chandir Gidwani</b>
<b>Director Identification Number</b>	09561919
<b>Designation</b>	Non-Executive Director (Additional)
<b>Date of first appointment on Board</b>	July 28, 2025
<b>Date of Birth</b>	December 06, 1999
<b>Age</b>	26 years
<b>Qualification</b>	Degree in Economics from Santa Clara University.
<b>Experience/Expertise</b>	As mentioned in the explanatory note to the notice of the Annual General Meeting
<b>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</b>	Mr. Shaan Chandir Gidwani is a Non-Executive (Non Independent) Director of the Company and is liable to retirement by rotation.  Mr. Gidwani is not entitled to receive any remuneration from the Company.
<b>Number of Meetings of the Board attended during the year and other Directorship/Membership/Chairmanship of Committees of other Boards</b>	<b>No. of Meetings attended: 4</b>  <b><u>Details of Other Directorship:</u></b>  1. Acapella Foods and Restaurants Private Limited  <b><u>Membership/Chairmanship of Committees of other Boards – Nil</u></b>
<b>Shareholding in the company</b>	Nil
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the company.</b>	None

**Annexure – C**

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

<b>Name of Director</b>	<b>Tejendra Mohan Bhasin</b>																
<b>Director Identification Number</b>	03091429																
<b>Designation</b>	Independent Director (Additional)																
<b>Date of first appointment on Board</b>	November 04, 2025																
<b>Date of Birth</b>	May 23, 1956																
<b>Age</b>	70 years																
<b>Qualification</b>	Dr. T.M. Bhasin holds an MBA (Finance), LL.B, CAIIB and M.Sc. Gold Medalist. A Delhi University topper in its one-year flagship programme in 'Criminology and Forensic Science', he is a fellow of the Indian Institute of Banking and Finance. He also completed the Advanced Financial Enterprises Management Programme at Harvard Kennedy School (US).																
<b>Experience/Expertise</b>	As mentioned in the explanatory note to the notice of the Annual General Meeting																
<b>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</b>	<p>Dr. Tejendra Mohan Bhasin is an Independent Director of the Company.</p> <p>He is entitled to sitting fee(s) for attending Board and Committee Meeting(s) of the Company.</p>																
<b>Number of Meetings of the Board attended during the year and other Directorship/Membership/Chairmanship of Committees of other Boards</b>	<p><b>No. of Meetings attended: 4</b></p> <p><b><u>Details of Other Directorship:</u></b></p> <ol style="list-style-type: none"> <li>1. PNB GILTS Limited</li> <li>2. Patanjali Foods Limited</li> <li>3. PNB Housing Finance Limited</li> <li>4. SBI Life Insurance Company Limited</li> <li>5. SBI Capital Markets Limited</li> </ol> <p><b><u>Membership/Chairmanship of Committees of other Boards:</u></b></p> <table border="1"> <thead> <tr> <th>Sr No.</th> <th>Name of Company</th> <th>Name of the Committee</th> <th>Position (Member/Chairperson)</th> </tr> </thead> <tbody> <tr> <td rowspan="4">1.</td> <td rowspan="4">PNB GILTS Limited</td> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td>Risk Management Committee</td> <td>Member</td> </tr> <tr> <td>Nomination and Remuneration Committee</td> <td>Chairperson</td> </tr> <tr> <td>Corporate Social Responsibility Committee</td> <td>Chairperson</td> </tr> </tbody> </table>			Sr No.	Name of Company	Name of the Committee	Position (Member/Chairperson)	1.	PNB GILTS Limited	Audit Committee	Member	Risk Management Committee	Member	Nomination and Remuneration Committee	Chairperson	Corporate Social Responsibility Committee	Chairperson
Sr No.	Name of Company	Name of the Committee	Position (Member/Chairperson)														
1.	PNB GILTS Limited	Audit Committee	Member														
		Risk Management Committee	Member														
		Nomination and Remuneration Committee	Chairperson														
		Corporate Social Responsibility Committee	Chairperson														

		IT Strategy Committee	Member
		Special Committee of Board for Monitoring and Follow-up of cases of Frauds	Chairperson
2.	PNB Housing Finance Limited	Audit Committee	Chairperson
		Nomination and Remuneration Committee	Chairperson
		Corporate Social Responsibility Committee	Member
		Risk Management Committee	Member
		IT Strategy Committee	Chairperson
		Special Committee of Board for Monitoring and Follow-up of cases of Frauds	Member
3.	Patanjali Foods Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
		Stakeholders Relationship Committee	Chairperson
4.	SBI Life Insurance Company Limited	Policyholder Protection Committee	Member
		Corporate Social Responsibility Committee	Member
		Stakeholder's Relationship Committee	Chairperson
		Risk Management Committee	Chairperson

			Audit Committee	Member
			Nomination and Remuneration Committee	Member
			Profits Committee	Member
			IT Strategy Committee	Member
	5.	SBI Capital Markets Limited	Audit Committee	Member
			Corporate Social Responsibility Committee	Chairperson
			Committee of Directors	Member
			Risk Management Committee	Chairperson
			Nomination and Remuneration Committee	Member
<b>Shareholding in the company</b>	Nil			
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the company.</b>	None			
<b>Justification for appointment of Independent Director</b>	Mr. Bhasin's appointment as an Independent Director shall be beneficial for the Company in view of his experience, skills and expertise.			

**Annexure – D**

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

<b>Name of Director</b>	<b>Pavan Pal Kaushal</b>																
<b>Director Identification Number</b>	07117387																
<b>Designation</b>	Independent Director (Additional)																
<b>Date of first appointment on Board</b>	May 26, 2026																
<b>Date of Birth</b>	February 24, 1962																
<b>Age</b>	64 years																
<b>Qualification</b>	<ul style="list-style-type: none"> <li>• Bachelor of Commerce (Honours)</li> <li>• Chartered Accountant (Associate member- Indian Institute of Chartered Accountants of India)</li> <li>• Master's in Financial Management, Jamnalal Bajaj Institute of Management Studies (JBIMS)</li> </ul>																
<b>Experience/Expertise</b>	As mentioned in the explanatory note to the notice of the Annual General Meeting																
<b>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</b>	<p>Mr. Pavan Pal Kaushal is an Independent Director of the Company.</p> <p>He is entitled to sitting fee(s) for attending Board and Committee Meeting(s) of the Company.</p>																
<b>Number of Meetings of the Board attended during the year and other Directorship/Membership/Chairmanship of Committees of other Boards</b>	<p><b>No. of Meetings attended:</b> Not Applicable</p> <p><b>Details of Other Directorship:</b></p> <ol style="list-style-type: none"> <li>1. Innoven Capital India Private Limited</li> <li>2. Lendingkart Technologies Private Limited</li> <li>3. Lendingkart Finance Limited</li> </ol> <p><b>Membership/Chairmanship of Committees of other Boards:</b></p> <table border="1"> <thead> <tr> <th>Sr No.</th> <th>Name of Company</th> <th>Name of the Committee</th> <th>Position (Member/Chairperson)</th> </tr> </thead> <tbody> <tr> <td rowspan="5">1.</td> <td rowspan="5">Innoven Capital India Private Limited</td> <td>Audit Committee</td> <td>Chairperson</td> </tr> <tr> <td>Risk Management Committee</td> <td>Chairperson</td> </tr> <tr> <td>Nomination &amp; Remuneration Committee</td> <td>Member</td> </tr> <tr> <td>Corporate Social Responsibility Committee</td> <td>Chairperson</td> </tr> <tr> <td>IT Strategy Committee</td> <td>Chairperson</td> </tr> </tbody> </table>	Sr No.	Name of Company	Name of the Committee	Position (Member/Chairperson)	1.	Innoven Capital India Private Limited	Audit Committee	Chairperson	Risk Management Committee	Chairperson	Nomination & Remuneration Committee	Member	Corporate Social Responsibility Committee	Chairperson	IT Strategy Committee	Chairperson
Sr No.	Name of Company	Name of the Committee	Position (Member/Chairperson)														
1.	Innoven Capital India Private Limited	Audit Committee	Chairperson														
		Risk Management Committee	Chairperson														
		Nomination & Remuneration Committee	Member														
		Corporate Social Responsibility Committee	Chairperson														
		IT Strategy Committee	Chairperson														

	2.	Lendingkart Technologies Private Limited	Corporate Social Responsibility Committee	Member
			Nomination and Remuneration Committee	Member
	3.	Lendingkart Finance Limited	Risk Management Committee	Chairperson
			IT Strategy Committee	Member
			Audit Committee	Member
			CSR Committee	Member
	4.	Care Ratings Limited	External Rating Supervision Committee	Member
<b>Shareholding in the company</b>	Nil			
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the company.</b>	None			
<b>Justification for appointment of Independent Director</b>	Mr. Kaushal's appointment as an Independent Director shall be beneficial for the Company in view of his experience, skills and expertise.			

**Annexure – E**

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

<b>Name of Director</b>	<b>Rishad Byramjee</b>
<b>Director Identification Number</b>	00164123
<b>Designation</b>	Non-Executive Director
<b>Date of first appointment on Board</b>	December 12, 2002
<b>Date of Birth</b>	April 19, 1981
<b>Age</b>	45 years
<b>Qualification</b>	Mr. Rishad Byramjee has a Master of Science degree with a specialization in Logistics and Supply Chain Management from the UK
<b>Experience/Expertise</b>	As mentioned in the explanatory note to the notice of the Annual General Meeting
<b>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</b>	<p>Designation of Mr. Rishad Byramjee has been changed from Executive Director to Non-Executive (Non Independent) Director of the Company with effect from September 16, 2025 and is liable to retirement by rotation.</p> <p>Mr. Byramjee is not entitled to receive any remuneration after change in his designation from Executive Director to Non-Executive (Non Independent) Director.</p> <p>He drew remuneration of 5,50,000/- during FY 2025-26.</p>
<b>Number of Meetings of the Board attended during the year and other Directorship/Membership/Chairmanship of Committees of other Boards</b>	<p><b>No. of Meetings attended: 6</b></p> <p><b><u>Details of Other Directorship:</u></b></p> <ol style="list-style-type: none"> <li>1. Lion Estates Private Limited</li> <li>2. Aquarius Estates Private Limited</li> <li>3. Nightingale Estates Private Limited</li> <li>4. Machado And Sons Agents And Stevedores Private Limited</li> <li>5. M Dinshaw And Company Private Limited</li> <li>6. Kavita Stockbrokers Private Limited</li> <li>7. Risk Financial Consultancy Private Limited</li> <li>8. Jakari Developers Private Limited</li> <li>9. Kaikobad Byramjee And Sons (Agency) Private Limited</li> <li>10. Casby Logistics Private Limited</li> <li>11. Sika Properties Private Limited</li> <li>12. Casby Green Mobility Solutions Private Limited</li> <li>13. Eagle Freight Forwarders P Ltd</li> <li>14. Kaikobad Byramjee And Son Private Limited</li> <li>15. Centrum Capital Limited</li> </ol>

		<u>Membership/Chairmanship of Committees of other Boards:</u>		
Sr No.	Name of Company	Name of the Committee	Position (Member/Chairperson)	
1.	Centrum Capital Limited	Audit Committee	Member	
		Stakeholder Relationship Committee	Chairperson	
		Corporate Social Responsibility Committee	Member	
<b>Shareholding in the company</b>		Nil		
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the company.</b>		None		

**Annexure – F**

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

<b>Name of Director</b>	<b>Shailendra Kishor Apte</b>										
<b>Director Identification Number</b>	00017814										
<b>Designation</b>	Non-Executive Director (Additional)										
<b>Date on first appointment on Board</b>	May 20, 2026										
<b>Date of Birth</b>	February 09, 1970										
<b>Age</b>	56 years										
<b>Qualification</b>	He graduated in Commerce from H.R. College in 1991 and earned a Master's degree in Management Studies (MMS) in 1993 from the Principal L.N. Welingkar Institute of Management, Mumbai University.										
<b>Experience/Expertise</b>	As mentioned in the explanatory note to the notice of the Annual General Meeting										
<b>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</b>	<p>Mr. Shailendra Kishor Apte is a Non-Executive (Non Independent) Director of the Company and is liable to retirement by rotation.</p> <p>Mr. Apte is not entitled to receive any remuneration from the Company.</p>										
<b>Number of Meetings of the Board attended during the year and other Directorship/Membership/Chairmanship of Committees of other Boards</b>	<p><b>No. of Meetings attended:</b> Not Applicable</p> <p><b>Details of Other Directorship:</b></p> <ol style="list-style-type: none"> <li>1. Geometric Mercantile Company Private Limited</li> <li>2. Breakfast App Private Limited</li> <li>3. Sportz Ventures Private Limited</li> <li>4. Centrum Capital Advisors Limited</li> <li>5. Centrum Wealth Limited</li> </ol> <p><b>Membership/Chairmanship of Committees of other Boards:</b></p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Sr No.</th> <th style="text-align: center;">Name of Company</th> <th style="text-align: center;">Name of the Committee</th> <th style="text-align: center;">Position (Member/Chairperson)</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1.</td> <td>Centrum Capital Limited</td> <td>Risk Management Committee</td> <td>Member</td> </tr> </tbody> </table>			Sr No.	Name of Company	Name of the Committee	Position (Member/Chairperson)	1.	Centrum Capital Limited	Risk Management Committee	Member
Sr No.	Name of Company	Name of the Committee	Position (Member/Chairperson)								
1.	Centrum Capital Limited	Risk Management Committee	Member								
<b>Shareholding in the company</b>	Nil										
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the company.</b>	None										



**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

**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.

Name of the Member(s)	
Registered Address	
Email ID	
DP ID Client id/Folio No.	

I/We \_\_\_\_\_ holding \_\_\_\_\_ shares of the above named Company, hereby appoint

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him

3. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him

as my/our Proxy to attend and vote (on a Poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Monday, July 20, 2026 at 04:00 p.m. and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No.	Resolution	I/We assent to the resolution (For)*	I/We dissent to the resolution (Against)*
	Ordinary Business		

1	To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2026, together with the reports of the Board of Directors and the Auditors thereon.		
2	To appoint a Director in place of Mr. Sriram Venkatasubramanian (DIN: 00169087), who retires by rotation at this meeting and being eligible, offers himself for re-appointment.		
<b>Special Business:</b>			
3	To approve the appointment of Mr. Shaan Chandir Gidwani (DIN: 09561919) as a Non-Executive Director of the Company		
4	To approve the appointment of Dr. Tejendra Mohan Bhasin (DIN: 03091429) as an Independent Director of the Company		
5	To approve the appointment of Mr. Pavan Pal Kaushal (DIN: 07117387) as an Independent Director of the Company		
6	To approve change in Designation of Mr. Rishad Byramjee (DIN: 00164123) from Executive Director to Non-Executive Director (Non-Independent) of the Company		
7	To approve the appointment of Mr. Shailendra Kishor Apte (DIN: 00017814) as a Non-Executive Director of the Company		
8	To approve issuance of securities in one or more tranches		
9	To consider and approve limits of loans and investments in Body Corporates including Subsidiary (ies)/ Step-Down Subsidiary (ies)/ Joint Venture(s)/ Associate Company (ies)/Body Corporate(s).		
10	To approve limits for Related Party Transactions for giving Loan / Guarantee / Security / Investment with Group Companies		

Signed on \_\_\_\_\_ day of \_\_\_\_\_ 2026.

Signature of the Shareholder: \_\_\_\_\_

Signature of the Proxy holder(s): \_\_\_\_\_

Affix  
Revenue  
Stamp

**Notes:**

1. 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.
2. For the resolution, explanatory statement and notes please refer to the Notice of the Annual General Meeting.
3. A proxy need not be a member of the Company.
4. 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.
5. If a member holding more than 10% of the total share capital carrying voting rights may appoint a single

person as a proxy and such person shall not act as proxy for any other member.

6. In case of Joint holder, the vote of the senior who tender as vote , whether in person or by proxy, shall 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.
7. \*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.



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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

**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 Monday, July 20, 2026 at 04:00 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)**

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,

