

**Centrum Capital Limited**

CIN: L65990MH1977PLC019986

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

**Phone:** 022 4215 9000, **Email:** [secretarial@centrum.co.in](mailto:secretarial@centrum.co.in); **Website:** [www.centrum.co.in](http://www.centrum.co.in)

**CORRIGENDUM TO THE NOTICE OF POSTAL BALLOT DATED MAY 26, 2025**

**Pursuant to Section 108 and 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars (as defined below) read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time**

Dear Members,

This is with reference to the Notice of Postal Ballot dated May 26, 2025 issued to the Members of Centrum Capital Limited (“the Company”) and ongoing e-voting available from Tuesday, May 27, 2025 at 9:00 a.m. (IST) to Wednesday, June 25, 2025 at 5:00 p.m. (IST).

The Notice of Postal Ballot dated May 26, 2025 (“Postal Ballot Notice”) was dispatched via email to the Members of the Company on May 26, 2025, in due compliance with the provisions of the Companies Act, 2013, and Rules made thereunder, read with the Circulars issued by the Ministry of Corporate Affairs and Securities Exchange Board of India, respectively. We draw attention of all the Members of the Company towards the said Postal Ballot Notice.

This Corrigendum is being issued in continuation of the postal ballot notice dated May 26, 2025, to the Members of the Company to incorporate the following changes in the explanatory statement w.r.t. Item No. 1 of the said Postal Ballot Notice.

Pursuant to the requirements of Regulation 28(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company had filed applications for obtaining in- principle approval of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited for the proposed issuance of Warrants convertible into Equity Shares on preferential basis to be issued to JBCG Advisory Services Private Limited, an entity forming part of the Promoter Group of the Company. This Corrigendum is being issued to inform the Members about certain alterations and provide clarifications in the Explanatory Statement forming part of the Postal Ballot Notice for resolution proposed in Item No. 1 therein, as provided hereunder:

1. Clause (o) of Item No. 1 of the Explanatory statement on Page no. 15 titled “Shareholding Pattern before and after the Issue” of the Postal Ballot Notice stands amended, substituted and be read as under:

Sr. No.	Category	Pre-issue (as on May 23, 2025)		Post-issue*	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding
<b>A</b>	<b>Promoters and Promoter Group holding</b>				
1	Indian	0	0	0	0
	Individual	0	0	0	0
	Bodies Corporate	16,01,33,578	38.49	23,02,59,803	47.36
	Sub-Total	16,01,33,578	38.49	23,02,59,803	47.36
2	Foreign Promoters	0	0	0	0
	<b>Total (A)</b>	<b>16,01,33,578</b>	<b>38.49</b>	<b>23,02,59,803</b>	<b>47.36</b>

<b>B</b>	<b>Non-promoters' holding</b>				
1	Institutional Investors	18,30,817	0.44	18,30,817	0.38
2	Non-institution				
(a)	Private Bodies Corporate (including Clearing members & LLP)	0	0	0	0
(b)	Directors and Relatives (excluding Promoter Directors and entities forming part of Promoter Group)	1,16,61,820	2.80	1,16,61,820	2.40
(c)	Key Managerial Personnel	2,70,000	0.06	2,70,000	0.06
(d)	Indian public (Individuals)	11,24,55,806	27.03	11,24,55,806	23.13
3	Others:				
(a)	NRIs and Foreign Nationals	1,04,15,504	2.50	1,04,15,504	2.14
(b)	Bodies Corporate	9,73,50,476	23.40	9,73,50,476	20.02
(c)	LLP	34,21,221	0.82	34,21,221	0.70
(d)	HUF	54,45,551	1.31	54,45,551	1.12
(e)	Clearing Member	255	0.00	255	0.00
(f)	Trust	35,100	0.01	35,100	0.01
(g)	IEPF	1,00,378	0.02	1,00,378	0.02
	<b>Total (B)</b>	<b>24,29,86,928</b>	<b>58.41</b>	<b>24,29,76,928</b>	<b>49.98</b>
<b>C</b>	<b>Shares held by Employee Trusts (C)</b>	<b>1,29,12,234</b>	<b>3.10</b>	<b>1,29,22,234</b>	<b>2.66</b>
	Total (A+B+C)	<b>41,60,32,740</b>	<b>100.00</b>	<b>48,61,58,965</b>	<b>100.00</b>

*\*The Shareholding details are assuming the full conversion of outstanding warrants.*

2. Clause. (b) of Item No. 1 of the Explanatory statement on Page no. 12 titled "Objects of the preferential issue" of the Postal Ballot Notice stands amended, substituted and be read as under:

The Company and its subsidiaries (collectively referred to as 'Group') are engaged in multiple businesses viz. Investment Banking & Broking, Wealth Management, Affordable Housing Finance, Asset Management, etc. The Company needs to raise equity capital for fund expansion of existing businesses and exploration of new business opportunities. Raising equity capital may also support the Company to de-leverage to bring down finance costs and also provide headroom for debt funds at an opportune time.

The Issue Proceeds shall be utilised towards following objects of the Preferential Issue:

<b>Nature of utilization</b>	<b>Amount (In Rs.)*</b>	<b>Tentative timeline for utilization of funds</b>
Prepayment/ repayment of debt of the Company	50,00,00,000	Within 12 months from the date of receipt of funds.
Prepayment/ repayment of debt of the Subsidiaries of the Company	90,00,00,000	Within 12 months from the date of receipt of funds.
Funding Support to Subsidiaries by way of Equity/Debt for their working capital requirements.	10,00,00,000	Within 24 months from the date of receipt of funds.
Other General Corporate Purposes**	49,99,99,937	Within 24 months from the date of receipt of funds.
<b>Total</b>	<b>1,99,99,99,937</b>	

*\* Considering 100% conversion of Warrants into Equity Shares within the stipulated time.*

*\*\* The amount to be utilized towards general corporate purposes does not exceed 25% of the total amount mentioned in the table above.*

The Company along with its Subsidiaries in particular has significant amount of obligations/maturities in the coming Financial Years. The Group meets these obligations through its borrowing programs and operating surpluses. To ensure better cash flow management and reduce reliance on external debt the promoter group proposes to part fund this requirement. The use of proceeds from the Issue will be utilised towards one or more, or in a combination of, for the following: prepayment/repayment of debt of the Company, funding support to subsidiaries and/or associates, working capital, investments and general corporate purposes.

Given that the Preferential Issue is for Convertible Warrants, the Issue Proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilized for the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within the timeframe specified in the table above from the date of receipt of funds, as the case may be.

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% of the amount specified for that object of issue size depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws

If the issue proceeds are not utilized (in full or in part) for the objects during the period stated above due to any such factors, the remaining issue proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws.

The Company would have flexibility in deploying the proceeds received by the Company from the Preferential Issue in accordance with applicable laws. Pending utilization for the purposes described above, the Company intends to temporarily invest funds in money market mutual funds, current account and/or deposits with scheduled banks, subject to compliance with the applicable laws.

As required under the ICDR Regulations and other applicable laws, the Company has appointed Brickwork Ratings India Private Limited, a credit rating agency registered with SEBI, having its office at 3<sup>rd</sup> Floor, Raj Alkaa Park, Kalena Agrahara, Bannerghatta Road, Bangalore - 560076, as the monitoring agency to monitor the use of proceeds by the Company till 100% (hundred percent) of such proceeds have been utilized.

The valuation report received from Mr. Kalyanam Bhaskar, Registered Valuer having Registration No. IBBI/RV/06/2020/12959 in accordance with the requirements of the SEBI ICDR Regulations and Companies Act, 2013 is uploaded on the website of the Company at <https://centrum.co.in/investor-relations/centrum-capital-limited/other-documents>

The certificate received from Makarand M. Joshi & Co, Practicing Company Secretary, certifying that the preferential issue is being made in accordance with the requirements of the ICDR Regulations is also made available on the website of the Company at <https://centrum.co.in/investor-relations/centrum-capital-limited/other-documents>

This Corrigendum to the Postal Ballot Notice shall form an integral part of the Postal Ballot Notice, which has already been circulated to the Members of the Company, and on and from the date hereof, the Postal Ballot Notice shall always be read in conjunction with this Corrigendum.

Accordingly, all concerned Members, Stock Exchanges, Depositories, Registrar and Share Transfer Agent, agencies appointed for e-voting, other Authorities, regulators, and all other concerned persons are requested to take note of the above changes. All other contents of the Postal Ballot Notice, save and except as modified or supplemented by this Corrigendum, shall remain unchanged.

This Corrigendum dated June 20, 2025, will also be available on the website of the Company at [www.centrum.co.in](http://www.centrum.co.in) website of the Stock Exchanges on which the equity shares of the Company are listed i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com)

We would like to inform all those Members, who have already casted their votes in the ongoing postal ballot i.e. after the start of e-Voting towards the postal ballot but prior to receiving this Corrigendum to postal ballot dated June 20, 2025, and if they wish to modify their votes in light of the information provided in the Corrigendum, they can do so by writing an email to the scrutinizer at the following email address [umeshmaskeri@gmail.com](mailto:umeshmaskeri@gmail.com) with a copy marked to [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com) on or before 5.00 P.M. (IST) on June 25, 2025. The scrutinizer will ensure that any modifications to the votes are duly recorded and taken into consideration.

This Corrigendum is being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s) as on the cut-off date i.e. Friday, May 23, 2025.

**Registered Office:**

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

**Place: Mumbai**

**Date: June 20, 2025**

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

Sd/-

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