

## **ADDENDUM TO THE NOTICE OF THE 43<sup>RD</sup> ANNUAL GENERAL MEETING OF CENTRUM CAPITAL LIMITED**

Centrum Capital Limited (“the Company”) has issued a Notice (Original Notice), dated June 22, 2021, of the 43<sup>rd</sup> Annual General Meeting (“AGM”) to be held on Thursday, August 26, 2021, at 03:00 P.M. through Electronic Mode video conference (“VC”) or Other Audio Visual Means (“OAVM”), to transact the business items as specified in the Original Notice.

Pursuant to the reasons specified in the Annexure-1 attached hereto, the Company intends to consider the Item as specified herein in this addendum in lieu of the Item No. 2 in the aforesaid original Notice dated June 22, 2021.

The following business shall be transacted as Item No. 2 in the Original Notice dated June 22, 2021, as an Ordinary Business:

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

**2. TO APPOINT A DIRECTOR IN PLACE OF MR. RAMACHANDRA KASARGOD KAMATH (DIN: 01715073), WHO RETIRES BY ROTATION AT THIS MEETING AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT**

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

**Place: Mumbai  
Date: August 03, 2021**

**Alpesh Shah  
Company Secretary & Compliance Officer**

### **NOTES:**

- a. Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to the Directors seeking Re-appointment as in the 43<sup>rd</sup> Annual General Meeting as specified in the Addendum is annexed hereto in Annexure – 1;
- b. The Addendum to the Notice of the 43<sup>rd</sup> Annual General Meeting has been uploaded on the website of the Company at [www.centrum.co.in](http://www.centrum.co.in). This Addendum can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The Addendum is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com)
- c. Save and except the change in Item No. 2 in the Original Notice dated June 22, 2021 and consequential amendment in Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with respect to the Directors seeking Appointment/Re-appointment in

the 43rd Annual General Meeting forming part of the Original Notice, entire contents of the Original Notice, including the date, time and business to be transacted at the AGM, explanatory statement, relevant disclosures, manner to participate and vote, etc. shall remain the same with no change in the contents in any manner whatsoever.

d. This Addendum forms integral part of the Original Notice and the Original Notice should be read in conjunction with this Addendum.

## Annexure - 1

With deep regret and profound grief, the shareholders of the Company are apprised of the sudden and unfortunate demise of our respected Non-executive Director, Mr. Rajesh Nanavaty on August 3, 2021. Mr. Nanavaty has been on the Board of Directors of Centrum Capital Limited since April 19, 2011. He was also a Director on the Board of several other subsidiary Companies of the Centrum Group. At Centrum, he played a key role in shaping, structuring and mentoring many of our businesses. His strong business acumen and ability to foresee opportunities, helped many of our verticals scale greater heights.

in the Original Notice dated June 22, 2021, the Company had included a business item No 2 “ To appoint a Director in place of Mr. Rajesh Nanavaty (DIN: 00005076), who retires by rotation at this meeting and being eligible, offers himself for re-appointment.”. However, on account of his untimely demise it is proposed to transact the business as specified in the Addendum as item No 2 of the original Notice.

Provisions of Section 152(6) and other applicable provisions of the Companies Act 2013, read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, Mr. K R Kamath, having served the longest term in the office, and being eligible for re-appointment, has offered himself for re-appointment as the director liable to retire by rotation at the forthcoming Annual General Meeting of the Company on August 26, 2021. The Nomination and Remuneration Committee and the Board of Directors of your Company recommend the re-appointment of Mr. Ramchandra Kasargod Kamath as Non-executive Director.

Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to the Directors seeking Re-appointment in the 43rd Annual General Meeting is as below:

Name of the Director	Mr. Ramchandra Kasargod Kamath
Date of Birth/(Age)	19/11/1955
Qualifications	The Certified Associate of India Institute of Bankers (CAIIB)
Date of first appointment on the Board	14/11/2015
Remuneration	Rs. 5,00,000/- ( Sitting Fees)
Experience/Brief Profile	Mr. Ramchandra Kasargod Kamath started his career in Corporation Bank as an Officer Trainee in 1977. He has been the Chairman of Indian Banks' Association (IBA) and Governing Board of Institute of Banking Personnel Selection (IBPS). He has also been the President of Indian Institute of Banking & Finance (IIBF) and Bankers' Club, Delhi. He has been the member of Governing Board of National Institute of Bank Management (NIBM), Pune and Governing Council of Institute for Development & Research in Banking Technology (IDRBT), Hyderabad. During his career Mr. Kamath is known for his conceptual clarity, insight, communication skills and ability to build result oriented teams. Mr. Kamath has led initiatives for promoting sound and efficient corporate governance practices where ever he worked. Mr. Kamath has been the

	<p>Chairman and Managing Director (CMD) of Punjab National Bank (PNB) and has been successful in changing the public perception about PNB and improving rankings of the Bank on various prestigious platforms is evidence to the fact. Under the leadership of Mr. Kamath, PNB's rank improved from 186th to 175th in The Banker's Top 1000 Banks of the World. Prior to moving to PNB, Mr. Kamath was CMD of Allahabad Bank and Executive Director of Bank of India. Mr. Kamath was also the Chairman of PNB Housing Finance where he played a key role in divestment of PNB's stake and making PNBHF the first successful PPP in the financial services space during his tenure growing 6x in 4.5 years to become the largest unlisted housing finance company in the country.</p>
Terms and conditions of appointment / re-appointment	Appointed as a Director liable to retire by rotation.
Directorships held in other companies (excluding foreign companies) as on date	<ol style="list-style-type: none"> <li>1. Spandana Sphoorty Financial Limited</li> <li>2. Manipal Technologies Limited</li> <li>3. Aavas Financiers Limited</li> <li>4. New Opportunity Consultancy Private Limited</li> <li>5. Conatus Finserve Private Limited</li> <li>6. Ashimara Housing Private Limited</li> </ol>
Memberships / Chairpersonship of committees across companies (only Statutory Committees as required to be constituted under the Act considered)	<p>A. Audit Committee</p> <ol style="list-style-type: none"> <li>1. New Opportunity Consultancy Private Limited</li> <li>2. Manipal Technologies Limited</li> <li>3. Aavas Financiers Limited</li> </ol> <p>B. Nomination and Remuneration Committee</p> <ol style="list-style-type: none"> <li>1. New Opportunity Consultancy Private Limited</li> <li>2. Manipal Technologies Limited</li> </ol> <p>C. Corporate Social Responsibility Committee</p> <ol style="list-style-type: none"> <li>1. Manipal Technologies Limited</li> <li>2. Spandana Sphoorty Financial Limited</li> </ol> <p>D. Stakeholders Relationship Committee</p> <ol style="list-style-type: none"> <li>1. Spandana Sphoorty Financial Limited</li> </ol>
Shareholding in the Company (Equity) as on March 31, 2021	NA
Relationship with other Directors / Manager	NA

/ Key Managerial Personnel	
Number of Board Meetings attended during FY 2020-21	5 out of 5