

CENTRUM FINANCIAL SERVICES LIMITED

CIN: U65910MH1993PLC192085

Registered Office: 2nd Floor, Bombay Mutual Building, Dr. D.N Road, Fort,

Mumbai – 400001 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 August 08 2022, at 04:00 pm at the Corporate office of the Company situated at Centrum House, C.S.T.Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai–400098, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2022 including the statement of Profit and Loss for the year ended on that date and the Reports of the Directors and the Auditors thereon.
2. To reappoint Mr. Ranjan Ghosh (DIN: 07592235), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To Consider and approve Re-appointment of Mr. Ranjan Ghosh (DIN: 07592235) as Managing Director & CEO of the Company.

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

"RESOLVED THAT pursuant to Section 196, 197, 203, 188, Schedule V and other applicable provisions of the Companies Act, 2013 including rules framed thereunder (the "Act") and subject to such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities in granting such approvals, permissions and sanctions, and subject to the provisions of the Articles of Association of the Company, Mr. Ranjan Ghosh, be and is hereby reappointed as a Managing Director & CEO of the Company for a period of three years with from August 23, 2022 till August 22, 2025 on such terms and conditions as mentioned in the draft of the letter of reappointment as placed before the Board and initialled by the Chairman for the purpose of identification,;

RESOLVED FURTHER THAT any one of the Director of the Company and Ms. Deepa Poncha, Director-HR, Centrum group be and are hereby severally authorized to execute the said letter of reappointment as approved by the Board for reappointment of Ranjan Ghosh and to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, agreements, applications, returns and writings as may be necessary, proper, desirable or expedient;

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution;

NOTES:

The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act"), in regard to the special business as set out in Item No. 3 are annexed hereto. Additional information in pursuance to Secretarial Standards on General Meetings [SS-2], in respect of Director seeking appointment/re-appointment at the Annual General Meeting is furnished as Annexure A to the Notice.

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.

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.

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.

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.

The Register of Director's Shareholding, Register of Contracts are available for inspection by the members at the registered office of the Company.

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

**SD/-
CHAIRMAN**

**PLACE: MUMABI
DATE: MAY 30, 2022**

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 business mentioned under Item No. 3 of the accompanying Notice dated May 30, 2022:

Item No. 3

Mr. Ranjan Ghosh was appointed as a Managing Director of the Company w.e.f August 17, 2016. He was reappointed as MD of the Company on August 23, 2019 for a period of 3 years, his tenure as MD of the Company has thus expiring on August 22, 2022.

The Company has shown significant progress during the tenure of Mr. Ranjan Ghosh, Managing Director of the Company. Ranjan Ghosh with his core competency, capabilities, contacts and professional expertise in the Industry, is keen to contribute in the growth of the Company. It is a matter of pride that, after a gap of nearly 6 years, the Reserve Bank of India chose to issue the final license to Unity Small Finance Bank Limited ("Unity Bank"), the subsidiary of the Company to commence and conduct the business of a Small Finance Bank ("SFB"). Mr. Ghosh played a key role in this process and will continue to guide the SFB with his immense banking expertise to greater heights.

The Member be apprised that pursuant to the slumps sale and transfer of business undertakings of the Company all employees, including Mr. Ghosh, were transferred to Unity Bank as on November 01, 2021. Thus he is drawing his remuneration from Unity Bank since Nov 1, 2021. It was proposed that the same arrangement be continued even after renewal of his tenure.

Nomination and Remuneration Committee vide Circular Resolution No. Q1/1/2022-23 dated May 23, 2022 and the Board of directors of the Company at their meeting held on May 30, 2022, consider and recommend the said reappointment to the members. Thus it is proposed to reappoint him for a period of 3 years, ie. from August 23, 2022 till August 22, 2025 without any remuneration. He will continue to represent the Company in Unity Bank during this period.

Details of Mr. Ranjan Ghosh are provided in Annexure A to the notice pursuant Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.

In view of excellent leadership qualities, vast experience and entrepreneurial skills of Mr. Ranjan Ghosh, the Board considered that his continued association shall be of immense benefit to the Company and hence it is desirable to continue to avail his services as Managing Director & CEO.

Except Mr. Ranjan Ghosh, none of the Promoters, Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the said Resolution.

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

**SD/-
CHAIRMAN**

**PLACE:Mumbai
DATE: May 30,2022**

ANNEXURE A

Name of Director	Ranjan Ghosh
Director Identification Number	07592235
Category and date on first appointment on Board	17/08/2016
Date of Birth	14/06/1963
Age	59
Qualification	Mr. Ranjan Ghosh has done his Masters of Business Administration from The University of Northern Iowa - USA and Bachelor of Electrical Engineering from Jadavpur University, Kolkata.
Experience/Expertise	He has held several Senior Management roles in Standard Chartered in India and Singapore. He was also associated with HSBC and CRISIL.
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	As per the draft appointment letter.
Number of Meetings of the Board attended during the year and Membership/Chairmanship of Committees of other Boards	7
Shareholding in the company, relationship with other Directors, Manager and other Key Managerial Personnel of the company.	Nil
Disclosure of relationship with other Directors and Key Managerial Personnel	Nil

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**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	
Registered Address	
Email ID	
DP ID Client id/Folio	

I/We _____ of _____ above named Company,
hereby appoint

1. Name: _____

Address: _____

Email ID: _____

Signature: _____, or failing him/or

2. Name: _____

Address: _____

Email ID: _____

Signature: _____, or failing him/or

3. Name: _____

Address: _____

Email ID: _____

Signature: _____, or failing him/or

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 _____, 2022, at _____ 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 of the Company for the year ended 31st March 2022 including the statement of Profit and Loss for the year ended on that date and the Reports of the Directors and the Auditors thereon.		
2	To appoint Mr. Ranjan Ghosh, (DIN: 07592235), who retires by rotation and being eligible, offers himself for re-appointment		
Special Business:			
3	To approve Re-appointment of Mr. Ranjan Ghosh(DIN: 0759235) as a Managing Director & CEO of the company.		

Signed this _____ day of _____ 2022.
 Signature of the Shareholder:
 Signature of the Proxy holder(s):



Notes:

This Form of the proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

For the resolution, explanatory statement and notes please refer to the Notice of the Annual General Meeting. A proxy need not be a member of the Company.

A person can act as a proxy on behalf of the members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carry voting rights.

If a member holding more than 10% of the total share capital carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other member.

In case of Joint holder, the vote of the senior who tender as vote , whether in person or by proxy, shall be accepted to the exclusion to the vote of other joint holders .Seniority shall be determined by the order in which the name stand in the register of members.

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

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ATTENDANCE SLIP

ANNUAL GENERAL MEETING

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

Joint shareholders may obtain additional Attendance Slip at the venue of the Meeting.

Reference Folio No. /DP ID & Client ID: _____

Number of Shares: _____

Name and Address: _____

I certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the Annual General Meeting of the Company held on _____ 2022 at _____ 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–400098,



