

CENTRUM FINANCIAL SERVICES LIMITED
CIN: U65910MH1993PLC192085

Registered Office: Centrum House, C.S.T Road, Vidyanagari Marg Kalina, Santacruz East, Mumbai – 400098, Phone: 02242159000, Fax: 02242159833; Email: cs@centrum.co.in, Website: <https://www.centrum.co.in/>

Notice

Notice is hereby given that EXTRA-ORDINARY GENERAL MEETING of CENTRUM FINANCIAL SERVICES LIMITED will be held on Monday, March 06, 2023 at 3.00 P.M. at the Corporate office of the Company situated at Centrum House, C.S.T. Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400 098, to transact the following Special business:

SPECIAL BUSINESS:

Item No. 1:

CHANGE OF OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) and subject to approval of Register of Companies, Mumbai, the Object Clause of the Memorandum of Association of the Company be and is hereby altered as under:

1. Existing Clause III (A) to be replaced with the following clause.

- 1. To carry on the business, whether in India or outside, of making investments in the form of shares, bonds, debentures, debt, loans or securities and providing guarantees, other forms of collateral, or taking on other contingent liabilities, on behalf of or for the benefit of, any companies/ body corporates/ etc.*
- 2. To finance companies / body corporates/ etc. and to provide venture capital, seed capital, loan capital or to issue guarantees and assume contingent liabilities on their behalf.*

3. *To carry on financial activities, whether in India or outside, in the nature of investments in bank deposits, money market instruments (including money market mutual funds and liquid mutual funds), government securities, etc. and to carry on such other activities as may be permitted and prescribed by the relevant regulatory/statutory authorities for core investment companies from time to time.*

2. Clause III (B) (2).

The Clause III (B) (2) be amended by deleting the words “*or to receive money on deposit*”

Amended text is given below:

2. To borrow or raise money at interest or otherwise in such manner as the Company may think fit and in particular by issue of debentures or debenture stock perpetual or otherwise including debentures or debenture stock convertible into shares of this Company or perpetual annuities and in security of any such money so borrowed raised or received, to mortgage, pledge or charge the whole or any part of the property, assets, revenue of the Company, present or future, including its uncalled capital by special assignment or otherwise or to transfer to convey the same absolutely or in trust and give the lenders power of sale and other powers as may deem expedient and to purchase, redeem or pay of any such securities provided, however that the company shall not carry on the business of banking or insurance as defined by the Banking Regulation Act, 1949 or the Insurance Act, 1938 respectively.

3. Clause III (B) (8).

The Clause III (B) (8) be amended by adding the words “*However, the Company shall not be contributing capital to any partnership firm. Further, it shall not be partners in partnership firms including Limited Liability Partnerships (LLPs) or any association of person similar in nature to partnership firms.*”

Amended text is given below:

8. To amalgamate, enter into any partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture or reciprocal concession, or for limiting competition, with any person or company carrying on or engaged in or about to carry on or engaged in any business or transaction, which the Company is authorized to carry on or engaged in or which can be carried on in conjunction therewith or which is capable of being conducted or to acquire and carry on any ancillary business and to give or accept by way of consideration for any of the acts, of things, aforesaid, or property acquired, any shares, debentures, debenture-stock or securities that may be agreed upon, and to hold and retain, or sell mortgage and deal with any shares, debentures, debenture-stock or securities so received. ***However, the Company shall not be contributing capital to any partnership firm. Further, it shall not be partners in partnership firms including Limited Liability Partnerships (LLPs) or any association of person similar in nature to partnership firms.***

4. Clause III (B) (15).

The Clause III (B) (15) be amended by deleting the words “d” from “d’invention” and by adding “s” to it.

Amended text is given below:

15. To apply for, purchase, or otherwise acquire, and protect and renew in any part of the world, any patents, patent rights, brevets, **inventions**, trademarks, designs, licences, concessions and the like conferring any, exclusive or non-exclusive or limited rights to their use, or any secret or other information as to any invention which may seem useful for the purposes of the business of the Company, and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired, and to expend money in experimenting upon testing or improving any such patents, inventions or rights.

5. Clause III (B) (23).

The Clause III (B) (23) be amended by replacing the words “**Section 58A of the Companies Act, 1956**” with words “**Section 73 of the Companies Act, 2013**”, and replacing “**directors**” with “**directions**”

Amended text is given below:

23. Subject to **Section 73 of the Companies Act, 2013** and Rules, there under and **directions** of Reserve Bank of India to receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures, or debenture-stock (perpetual or otherwise) and to secure the payment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future) including the uncalled capital and also by a similar mortgage or lien to secure and guarantee the performance by the Company or any other person or company of the obligation undertaken by the Company or any person or company as the case may be subject to the Reserve Bank of India directives.

6. Clause III (C) (23).

The Clause III (C) (23) be amended by adding the word “**other products**”

Amended text is given below:

23. To carry on the business of Merchant bankers, Managers to the issue, underwriters, brokers, sponsors, dealers, O.T.C.E.I. Agents, exchange Dealer Guarantors and advertisers of Stocks, Shares, Debentures, Bonds, Commercial Papers, Units, Deposits, Loans and Securities, **other products** of Companies, body corporates, Corporations, Co-operative Societies, Banks, Insurance Companies, Mutual Funds, Trusts, Government and their Agencies.

RESOLVED FURTHER THAT any of the Directors, the 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 may be deemed necessary, proper and desirable including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

NOTES:

1. The 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. 1 above is 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 Extra-ordinary General Meeting (EGM) 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.

By Order of the Board of Directors
CENTRUM FINANCIAL SERVICES LIMITED

Archana Goyal
Company Secretary

Place: Mumbai
Date: 08/02/2023

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. 1 of the accompanying Notice dated February 08, 2023:

Item No. 1

The members be informed that the Company had applied to the Reserve Bank of India (“RBI”) for conversion from a Systemically Important- Non Deposit Accepting- Non Banking Financial Company - Investment and Credit Company (“ICC”), into a Core Investment Company. Pursuant to the said application, RBI on September 09, 2022 has granted a Certificate of Registration to CFSL of its conversion from NBFC – ICC to NBFC CIC.

In view of the change in business as aforesaid, the existing object clause of the Memorandum of Association of the Company is proposed to be amended.

The Board of Directors of the Company have, at their meeting held on February 08, 2023, approved the proposal to amend the Memorandum of Association (“MOA”) of the Company.

As per Section 13 of the Companies Act, 2013 read with the rules made thereunder, approval of the members of the Company is required in order to alter the provisions of MOA of the Company.

A copy of the MOA of the Company together with the proposed alteration is available for inspection at the Registered Office of the Company during the business hours on any working day.

The Board recommends the Resolution as set out in item no. 1 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.

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

**Archana Goyal
Company Secretary**

Place: Mumbai
Date: 08/02/2023

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

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

being a Member/Member of

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 Extra ordinary General

Meeting of the Company, to be held on Monday, March 06, 2023 at 3.00 P.M and at any adjournment thereof in respect of such resolution as are indicated below:

Sr. No.	Resolution	I/We assent to the resolution (For)*	I/We dissent to the resolution (Against)*
Special Business:			
1.	CONSIDERATION AND APPROVAL FOR CHANGE OF OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY		

Signed this _____ day of _____ 2023.

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 Extra ordinary 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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ATTENDANCE SLIP

EXTRA ORDINARY 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 Extra Ordinary General Meeting of the Company held on March 06, 2023 at Time 3.00 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)

Route Map for EGM Venue

Address: Centrum House”, C.S.T. Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai–400098,

