

<b>General information about company</b>	
Scrip code	501150
NSE Symbol	CENTRUM
MSEI Symbol	Not Listed
ISIN	INE660C01019
Name of the entity	Centrum Capital Limited
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Not Applicable

## Annexure I

## Annexure I to be submitted by listed entity on quarterly basis

## I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Wether the listed entity has a Regular Chairperson

Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Jaspal Singh Bindra	AEWPB7762G	00128320	Executive Director	Chairperson		21-04-2018			1	1	0		
2	Mr	Chandir Gidwani	AFXPG0158D	00011916	Non-Executive - Non Independent Director	Not Applicable		07-09-1996			2	1	1		
3	Mr	Ibrahim Belselah	ZZZZZ9999Z	01639624	Non-Executive - Independent Director	Not Applicable		01-04-2015		48	1	0	0	Textual Information(2)	
4	Mr	Manmohan Shetty	AAIPS2569L	00013961	Non-Executive - Independent Director	Not Applicable		05-08-2016		60	3	2	0		

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

**Disclosure of notes on composition of board of directors explanatory**

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	Rajesh Nanavaty	AAAPN7514J	00005076	Non-Executive - Non Independent Director	Not Applicable		13-08-2018			1	1	0		
6	Mr	Rishad Byramjee	AEVPB1157Q	00164123	Non-Executive - Non Independent Director	Not Applicable		11-03-2003			2	1	1		
7	Mr	Subhash Kutte	ABDPK3695F	00233322	Non-Executive - Independent Director	Not Applicable		06-07-2015		60	2	2	0		
8	Mrs	Mahakhurshid Byramjee	AAKPB1517B	00164191	Non-Executive - Non Independent Director	Not Applicable		18-04-2001			1	0	0		

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

**Disclosure of notes on composition of board of directors explanatory**

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
9	Mr	K R Kamath	AESPK8250N	01715073	Non-Executive - Non Independent Director	Not Applicable		14-11-2005			3	1	0		
10	Mr	R S Reddy	ABTPR1652B	02339668	Non-Executive - Independent Director	Not Applicable		01-04-2015		48	2	2	1		
11	Mr	Narayan Vasudeo Prabhutendulkar	AHGPP3859B	00869913	Non-Executive - Independent Director	Not Applicable		01-10-2018		60	1	1	0		
12	Ms	Anjali Seth	AAIPS7378B	05234352	Non-Executive - Independent Director	Not Applicable		12-11-2018		60	6	2	2		

<b>Text Block</b>	
Textual Information(1)	Ibrahim Belseleh is NRI

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes	Date of Cessation	Remarks
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment		
1	02339668	R S Reddy	Non-Executive - Independent Director	Chairperson	16-05-2016		
2	00164123	Rishad Byramjee	Non-Executive - Non Independent Director	Member	16-07-2008		
3	00233322	Subhash Kutte	Non-Executive - Independent Director	Member	14-11-2015		
4	00869913	Narayan Vasudeo Prabhutendulkar	Non-Executive - Independent Director	Member	05-11-2018		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes	Date of Cessation	Remarks
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment		
1	00233322	Subhash Kutte	Non-Executive - Independent Director	Chairperson	14-11-2015		
2	02339668	R S Reddy	Non-Executive - Independent Director	Member	14-11-2015		
3	00005076	Rajesh Nanavaty	Non-Executive - Non Independent Director	Member	30-04-2013		
4	00011916	Chandir Gidwani	Non-Executive - Non Independent Director	Member	31-03-2015		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes	Date of Cessation	Remarks
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment		
1	00164123	Rishad Byramjee	Non-Executive - Non Independent Director	Chairperson	19-04-2001		
2	00011916	Chandir Gidwani	Non-Executive - Non Independent Director	Member	19-04-2001		
3	00128320	Jaspal Singh Bindra	Executive Director	Member	08-11-2016		
4	00005076	Rajesh Nanavaty	Non-Executive - Non Independent Director	Member	19-04-2001		



Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					No		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00011916	Chandir Gidwani	Non-Executive - Non Independent Director	Chairperson	31-03-2015		
2	00005076	Rajesh Nanavaty	Non-Executive - Non Independent Director	Member	31-03-2015		
3	00233322	Subhash Kutte	Non-Executive - Independent Director	Member	06-07-2015		

<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

<b>Annexure 1</b>				
<b>Annexure 1</b>				
<b>III. Meeting of Board of Directors</b>				
Disclosure of notes on meeting of board of directors explanatory				
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date
1	12-11-2018			
2		11-02-2019	90	

Annexure 1								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date
1	Audit Committee	11-02-2019	Yes	4	12-11-2018	90		
2	Nomination and remuneration committee	11-02-2019	Yes	4	12-11-2018	90		

<b>Annexure 1</b>			
<b>V. Related Party Transactions</b>			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			Textual Information(1)
Disclosure of notes of material transaction with related party			Textual Information(2)

<b>Text Block</b>	
Textual Information(1)	PURCHASE OF 500,000 EQUITY SHARES OF ESSEL-CENTRUM HOLDING LIMITED FROM MR.MANMOHAN SHETTY, DIRECTOR OF THE COMPANY AT A CONSIDERATION OF RS 50,00,000
Textual Information(2)	sell, transfer or otherwise dispose-off in one or more tranches in aggregate the 100% equity stake in Centrum Financial Services Limited(CFSL), a wholly owned subsidiary of the Company together with outstanding Compulsorily Convertible Debentures (CCDs) as at the date of the transfer for a consideration, at a book value derived under the provisions of Income Tax Act, 1961, of CFSL to Centrum Retail Services Limited (CRSL) or its designated nominees in whole or in tranches and on such terms and conditions as may be agreed between the Company and CRSL

<b>Annexure 1</b>		
<b>VI. Affirmations</b>		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes



<b>Annexure 1</b>		
Sr	Subject	Compliance status
1	Name of signatory	Alpesh Shah
2	Designation	Company Secretary

**Text Block**

<b>Annexure II</b>				
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of Listing Regulations</b>				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.centrum.co.in
2	Terms and conditions of appointment of independent directors	Yes		www.centrum.co.in
3	Composition of various committees of board of directors	Yes		www.centrum.co.in
4	Code of conduct of board of directors and senior management personnel	Yes		www.centrum.co.in
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.centrum.co.in
6	Criteria of making payments to non-executive directors	Yes		www.centrum.co.in
7	Policy on dealing with related party transactions	Yes		www.centrum.co.in
8	Policy for determining 'material' subsidiaries	Yes		www.centrum.co.in
9	Details of familiarization programmes imparted to independent directors	Yes		www.centrum.co.in

<b>Annexure II</b>				
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of Listing Regulations</b>				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.centrum.co.in
11	email address for grievance redressal and other relevant details	Yes		www.centrum.co.in
12	Financial results	Yes		www.centrum.co.in
13	Shareholding pattern	Yes		www.centrum.co.in
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3), (4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	Yes	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	Yes	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

<b>Annexure II</b>		
1	Name of signatory	Alpesh Shah
2	Designation	Company Secretary



<b>Annexure II</b>		
<b>III. Affirmations</b>		
<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

<b>Annexure II</b>		
1	Name of signatory	Alpesh Shah
2	Designation	Company Secretary

<b>Signatory Details</b>	
Name of signatory	Alpesh Shah
Designation of person	Company Secretary
Place	Mumbai
Date	04-04-2019

