

May 23, 2023

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| To, National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, Bandra - Kurla Complex, Bandra (East), Mumbai - 400 051. | To, BSE Limited Corporate Relations Department, 1st Floor, New Trading Ring, P. J. Towers, Dalal Street, Mumbai - 400 001. |
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Sub.: Annual Secretarial Compliance Report from Practicing Company Secretary in terms of Regulation 24A of the SEBI LODR Regulations, 2015 for the Financial Year ended March 31, 2023

Ref: Scrip Code – 501150 and NSE Scrip Code: - CENTRUM

Dear Sir/Madam,

In compliance with the Regulation 24A of SEBI LODR Regulations, 2015, please find enclosed herewith the Annual Secretarial Compliance Report issued by Mr. Umesh P Maskeri, Practising Company Secretary (COP No. 12704, FCS No 4831), for the Financial Year ended March 31, 2023.

This is for your information and record.

Yours faithfully,

For Centrum Capital Limited

Parthasarathy Iyengar
Company Secretary
Membership No. A21472

Encl.: As above



Umesh Parameshwar Maskeri
Practicing Company Secretary

No 304, Geetanjali Heights, Plot No.77, Sector 27
Near Presentation Convent School, Nerul East, Navi Mumbai-400 706
Mobile: 09930178352; Email: umeshmaskeri@gmail.com

ANNUAL SECRETARIAL COMPLIANCE REPORT
Of Centrum Capital Limited
For the Financial Year ended March 31, 2023
Pursuant to the provisions of Regulation 24 (A)(2) of the
Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2022
and Circular No CIR/CFD/CMD1/27/2019 dated February 8, 2019
Issued by the Securities and Exchange Board of India
And Circulars Issued by the National Stock Exchange of India Limited ("NSE")
and BSE Limited dated March 16, 2023 and April 10, 2023

To
The Members of
Centrum Capital Limited
Registered Office
Level -9, Centrum House, C.S.T. Road, Vidyanagari Marg,
Kalina, Santacruz (East)
Mumbai -400098

Dear Sir,

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Centrum Capital Limited (herein after referred to as the "listed entity" having Corporate Identification Number as L65990MH1977PLC019986 and having its Registered Office at Level -9, Centrum House, C.S.T. Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai - 400098. Secretarial review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and return filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorised representatives during the conduct of Secretarial Review, I hereby report that in my opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject o the reporting made hereinafter :



I, have examined :

- a) All the documents and records made available to me and explanation provided by Centrum Capital Limited (“the listed entity”),
- b) the filings/submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year Financial Year ended March 31, 2023 (“Review Period”) in respect of compliance with the provisions of :

- a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued there under; and
- b) the Securities Contract (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, Circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specified regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employees Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Merchant Bankers) Regulations, 2013
- (j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

And circulars/guidelines issued thereunder;



Umesh Parameshwar Maskeri
Practicing Company Secretary

I hereby report that, during the Review Period the compliance status of the listed entity is appended as below :

| Sr No | Particulars | Compliance Status (Yes/No/NA) | Observations / Remarks by PCS |
|-------|--|-------------------------------|-------------------------------|
| 1 | <u>Secretarial standard :</u> The compliances of listed entity are in accordance with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI), as notified by the Central Government under section 118(10) of the companies Act, 203 and mandatorily applicable | Yes | |
| 2 | <u>Adoption and timely updation of policies :</u> <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entityAll the policies are in conformity with the SEBI Regulations and has been reviewed and timely updated as pr the regulations / circulars/ guidelines issued by SEBI | Yes | |
| 3 | <u>Maintenance and disclosures on website :</u> <ul style="list-style-type: none">The Listed entity is maintaining a functional websiteTimely dissemination of the documents / information under a separate section on the websiteWeblinks provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s) / section of the website | Yes | |
| 4 | <u>Disqualification of Director :</u> None of the Directors of the Company are disqualified under Section 164 of the Companies Act, 2013 | Yes | |
| 5 | <u>Details related to Subsidiaries of listed entities have been examined wrt :</u> <ul style="list-style-type: none">(a) Identification of material subsidiary companies(b) Disclosure Requirement of material as well as other subsidiaries | Yes | |
| 6 | <u>Preservation of Documents :</u> The listed entity is preserving and maintaining records as prescribed under SEBI regulations and disposal of records as per Policy of preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015 | Yes | |
| 7 | <u>Performance Evaluation</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations | Yes | |
| | | | |



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|----|---|----------------|--|
| 8 | <u>Related party Transactions :</u> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions | Yes | |
| | (b) In case no prior approval obtained, the listed entity shall provide detailed reasons alongwith confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit Committee | Not applicable | Not applicable |
| 9 | <u>Disclosure of events or information :</u> The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder | Yes | |
| 10 | <u>Prohibition of Insider Trading :</u> The listed entity is in compliance with Regulation 3(5) and 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015 | Yes | |
| 11 | <u>Actions taken by SEBI or Stock Exchanges (s) if any :</u> No Actions taken against the listed entity / its promoters / directors / subsidiaries either SEBI or by Stock Exchanges (including the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars / guidelines issued thereunder except as provided under separate Annexure I | Yes | Fines imposed by Stock Exchanges for certain delays in compliance with SEBI LODR are furnished in Annexure I |
| 12 | <u>Additional Non-compliances, if any :</u> No any addition non-compliance observed for all Sebi regulations / circular / guidance note etc. | | |

Compliances related to resignation of statutory auditor from listed entities and their material subsidiaries as per SEBI Circular No CIR/CFD/CMD1/114/2019 dated 18th October, 2019 :

| Sr No | Particulars | Compliance Status (Yes/No/NA) | Observations / Remarks by PCS |
|-------|--|-------------------------------|-------------------------------|
| 1 | Compliances with the following conditions while appointing or reappointing an auditor | | |
| i | if the auditor has resigned within 45 days from the end of the quarter of a financial year, the auditor before such resignation has issued the limited review or audit report for such quarter; or | Not applicable | Not applicable |
| ii | if the auditor has resigned after 45 days from the end of the quarter of a financial year, the auditor before such resignation, has issued the limited review or audit report for such quarter as well as the next quarter or; | Not applicable | Not applicable |
| iii | If the auditor has signed limited review or audit report for | Not | Not |



| | | | |
|---|--|----------------|----------------|
| | the first three quarters of a financial year, the auditor before such resignation, has issued limited review or audit report for the last quarter of such financial year as well as the audit report for such financial year | applicable | applicable |
| 2 | Other conditions relating to resignation of statutory auditor | Not applicable | Not applicable |
| i | Reporting of concerns by auditor with respect to the listed entity or its material subsidiary to the audit committee | Not applicable | Not applicable |

| Sr No | Particulars | Compliance Status (Yes/No/NA) | Observations / Remarks by PCS |
|-------|--|-------------------------------|-------------------------------|
| a | in case of any concern with the management of the listed entity or material subsidiary such as non-availability of information or non cooperation by the management which has hampered the audit process, the auditor has approached the chairman of the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly audit committee meetings | Not applicable | Not applicable |
| b | in case the auditor proposed to resign, all concerns with respect to the proposed resignation, alongwith relevant documents has been brought to the notice of the audit committee. In case where the proposed resignation is due to non-receipt of information or explanation from the company, the auditor has informed the audit committee the details of information or explanation sought and not provided by the management, as applicable. | Not applicable | Not applicable |
| c | the Audit Committee or the Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor | Not applicable | Not applicable |
| ii | Disclaimer in case of non-receipt of information : The Auditor has provided appropriate disclaimer in his audit report, which is in accordance with the standards of auditing as specified by the ICAI or NFRA, in case where the listed entity or its material subsidiary has not provided information as required by the auditor | Not applicable | Not applicable |
| 3 | The listed entity or its material subsidiary has obtained information from the auditor upon resignation, in the format as specified in annexure -A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 th October, 2019 | Not applicable | Not applicable |



Umesh Parameshwar Maskeri
Practicing Company Secretary

- a) The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder, except in respect of the matters specified below as per Part A of Annexure :
- b) The listed entity has taken the following actions to comply with the observations made in the previous reports : as per part B of Annexure

| Sr. No | Compliance Requirement (Regulations/ circulars / guidelines including specific clause) | Deviations | Observations / Remarks of the Practicing Company Secretary |
|--------|--|------------|--|
| NIL | | | |

- (a) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (b) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

| Sr. No. | Action taken by | Details of violation | Details of action taken E.g. fines, warning letter, debarment, etc. | Observations/ remarks of the Practicing Company Secretary, if any. |
|---------|-----------------|----------------------|---|--|
| NIL | | | | No such instance |

- (c) **The listed entity has taken the following actions to comply with the observations made in previous reports:**

| Sr. No. | Observations of the Practicing Company Secretary in the previous reports | Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned) | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|---|--|---|--|--|
| No such adverse observations in the previous reports. Hence not applicable. | | | | |

Assumptions & Limitation of scop and Review :

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.



Umesh Parameshwar Maskeri
Practicing Company Secretary

2. My responsibility is to certify based upon my examination of relevant documents and information
This is neither an audit nor an expression of opinion.
3. I have not verified the correctness an appropriateness of financial records and books of accounts of the listed entity
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A(2) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the effectiveness with which the management has conducted the affairs of the listed entity.

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UMESH PARAMESHWAR MASKERI
PRACTICING COMPANY SECRETARY
COP No. 12704 FCS No 4831
ICSI Peer Review Certificate No 653/2020
ICSI UDIN F004831E000333931 .



Place : Mumbai
Date : May 19, 2023



Umesh Parameshwar Maskeri
Practicing Company Secretary

To
The Members
Centrum Capital Limited
Registered Office
Level -9, Centrum House, C.S.T. Road, Vidyanagari Marg,
Kalina, Santacruz (East), **Mumbai -400098**

Our report of even date is to be read along with this letter:

1. Compliance with the provisions of SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 and the SEBI regulations and Circulars is the responsibility of the management of the Company. My responsibility is to express an opinion on these compliances based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the compliance of SEBI LODR, SEBI regulations and SEBI Circulars. The verification was done on test basis to ensure that correct facts are reflected in the compliance records. I believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis. The Secretarial Compliance Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

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UMESH PARAMESHWAR MASKERI
PRACTICING COMPANY SECRETARY
FCS No 4831 COP No. 12704
Peer Review Certificate No 653/2020
ICSI UDIN F004831E000333931



Place: Mumbai
Date : May 19, 2023

**ANNEXURE TO ANNUAL SECRETARIAL COMPLIANCE REPORT
CENTRUM CAPITAL LIMITED
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023**

PART A

The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder, except in respect of the matters specified below as per Part A of Annexure :

| Sr No | Compliance requirement (Regulations / Circulars / guidelines including specific clause) | Regulation / Circular No | Deviations | Action taken by | Type of Action | Details of violation | fine amount | observations / Remarks of the Practicing Company Secretary | Management Response | Remarks |
|-------|---|--------------------------|--|-----------------|--|--|-------------|---|---------------------|--|
| | | | | | Advisory / Clarification / Show Cause Notice / Warning etc | | | | | |
| 1 | SEBI LODR | 52(4) | Non-disclosure of line items in Financial statements in respect of debt securities | BSE | Imposed fine vide email dated 14/09/2022 | Non-disclosure of line items in Financial statements | 29,000 | Company has submitted the required details to BSE and since complied. Company remitted fine amount on 30/09/2022. Necessary precaution has been taken to ensure that proper disclosure is made in subsequent financial statements | | Closed . Company has informed that it has taken necessary precaution to ensure that proper disclosure is made in subsequent financial statements |
| 2 | SEBI LODR | 60(2) | Delay in intimation of notice of | BSE | Imposed fine vide email | Delay in intimation of notice of | 20,000 | Company has submitted the required details to BSE and since complied. Company | | Closed |

| | | | | | | | | | |
|--|--|--|---------------------------------|--|------------------|---------------------------------|--|-------------------------------------|--|
| | | | Record date for debt securities | | dated 30/11/2022 | Record date for debt securities | | remitted fine amount on 30/09/2022. | |
|--|--|--|---------------------------------|--|------------------|---------------------------------|--|-------------------------------------|--|

PART B

The listed entity has taken the following actions to comply with the observations made in the previous reports :

| Sr No | Compliance requirement (Regulations / Circulars / guidelines including specific clause) | Regulation / Circular No | Deviations | Action taken by | Type of Action | Details of violation | fine amount | observations / Remarks of the Practicing Company Secretary | Management Response | Remarks |
|--|---|--------------------------|------------|-----------------|--|----------------------|-------------|--|---------------------|---------|
| | | | | | Advisory / Clarification / Show Cause Notice / Warning etc | | | | | |
| NIL SINCE THERE WERE NO ADVERSE OBSERVATIONS OR QUALIFICATIONS IN THE REPORTS OF PREVIOUS FINANCIAL YEARS | | | | | | | | | | |

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UMESH PARAMESHWAR MASKERI
PRACTICING COMPANY SECRETARY
COP No. 12704 FCS No 4831
ICSI Peer Review Certificate No 653/2020
ICSI UDIN F004831E000333931



Place: Mumbai
Date: May 19, 2023