

MSEI Symbol	
Scrip code	501150
NSE Symbol	CENTRUM
MSEI Symbol	
ISIN	INE660C01027
Name of the entity	Centrum Capital Limited
Date of start of financial year	01-04-2017
Date of end of financial year	31-03-2018
Reporting Quarter	Yearly
Date of Report	31-03-2018
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															
Is there any change in information of board of directors compare to previous quarter												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	07496596	Executive Director	Chairperson		21-04-2016			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 Belseleh	ZZZZZ9999Z	01639624	Non-Executive - Independent Director	Not Applicable		01-04-2015		48	1	1	0	Textual Information (2)	
4	Mr	Manmohan Shetty	AAIPS2569L	00013961	Non-Executive - Independent Director	Not Applicable		05-08-2016		60	3	1	0		

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

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 - Independent Director	Not Applicable		01-04-2015		48	1	1	1		
6	Mr	Rishad Byramjee	AEVPB1157Q	00164123	Non-Executive - Non Independent Director	Not Applicable		11-03-2003			1	1	1		
7	Mr	Subhash Kutte	ABDPK3695F	00233322	Non-Executive - Independent Director	Not Applicable		06-07-2015		60	1	1	0		
8	Mrs	Mahakhurshid Byramjee	AAKPB1517B	00164191	Non-Executive - Non Independent Director	Not Applicable		18-04-2001			1	0	0		

Annexure I															
Annexure I to be submitted by listed entity on quarterly basis															
I. Composition of Board of Directors															
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		14-11-2015			1	0	0		
10	Mr	Manish Verma	ACIPV4480H	01804936	Non-Executive - Independent Director	Not Applicable		29-08-2015		60	1	0	0		
11	Mr	R S Reddy	ABTPR1652B	02339668	Non-Executive - Independent Director	Not Applicable		01-04-2015		48	1	1	0		

Text Block	
Textual Information(1)	dummy PAN

Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	
Is there any change in information of committees compare to previous quarter	No

Audit Committee Details					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks

Nomination and remuneration committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks

Stakeholders Relationship Committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks

Risk Management Committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks

Corporate Social Responsibility Committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1			
Annexure 1			
III. Meeting of Board of Directors			
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)
1	11-12-2017		
2		09-02-2018	59

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
1	Audit Committee	09-02-2018	Yes		11-12-2017	59	
2	Nomination and remuneration committee	09-02-2018	Yes				

Annexure 1			
V. Related Party Transactions			
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 of material transaction with related party			Textual Information(1)

Text Block	
Textual Information(1)	The Company has purchases the equity shares of the step-down subsidiary Companies viz. Centrum Financial Services Limited, Centrum Housing Finance Limited and Centrum Microcredit Private Limited from Centrum Retail Services Limited, immediate subsidiary of the Company. The above transaction was at arms length, but since it was not in ordinary course of business, the consent of the Members was obtained by way of Ordinary Resolution through Postal Ballot.

Annexure 1		
VI. Affirmations		
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

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Mr. Alpesh Shah
2	Designation	Company Secretary

Text Block

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
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

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
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		

Annexure II				
II. Annual Affirmations				
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	

Annexure II				
II. Annual Affirmations				
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)	Yes	
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	

Annexure II				
II. Annual Affirmations				
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)	No	On December 14, 2017, Independent Director representing the Company on its material subsidiary i.e. Centrum Financial Services Limited, had resigned and thus for the residual period between December 14, 2017 till the end of the financial year i.e. March 31, 2018, Company was not in compliance of Regulation 24(1) of SEBI (LODR) Regulations, 2015. Company is taking necessary steps to comply with the said regulation shortly during the financial year 2018-19
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		Textual Information(1)	

Text Block	
Textual Information(1)	<p>We are submitting the revised Corporate Governance Report for the quarter ended March 31, 2018. The following revision is done:</p> <p>Annexure II - Annual Affirmations - Composition of Board of Directors of unlisted material Subsidiary</p> <p>We have wrongly mentioned it as complied (i.e. YES). Now we want to mention it as NO with the reason as - On December 14, 2017, Independent Director representing the Company on its material subsidiary i.e. Centrum Financial Services Limited, had resigned and thus for the residual period between December 14, 2017 till the end of the financial year i.e. March 31, 2018, Company was not in compliance of Regulation 24(1) of SEBI (LODR) Regulations, 2015. The Company is taking necessary steps to comply with the said regulation shortly during the financial year 2018-19.</p> <p>Annexure II - Annual Affirmations - Performance Evaluation of Independent Directors</p> <p>We have wrongly mentioned it as not complied (i.e. NO). Now we want to mention it as YES with the reason as It was erroneously mentioned as NO.</p> <p>Annexure II - Annual Affirmations - Meeting of independent directors</p> <p>We have wrongly mentioned it as not complied (i.e. NO). Now we want to mention it as YES with the reason as It was erroneously mentioned as NO.</p> <p>We wish to bring to your kind attention that the said inclusion was un-intentional.</p> <p>We regret the inconvenience caused due to unintentional and inadvertent mistake and request you to kindly take the above submission on record.</p>

Annexure II		
1	Name of signatory	
2	Designation	

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
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	

Annexure II		
1	Name of signatory	Mr. Alpesh Shah
2	Designation	Company Secretary

Signatory Details	
Name of signatory	Mr. Alpesh Shah
Designation of person	Company Secretary
Place	Mumbai
Date	11-07-2018

