

**SUPPLEMENTAL DISCLOSURE DOCUMENT FOR ISSUE OF NON-CONVERTIBLE DEBENTURES
ON A PRIVATE PLACEMENT BASIS**

Offer document Serial No.: -----

Addressed to: _____

Date: April 20, 2020



CENTRUM FINANCIAL SERVICES LIMITED
(CIN: U65910MH1993PLC192085)

A Public Limited Company Incorporated on 27th January 1993 under the Companies Act, 1956, as amended and registered as a Non-Banking Financial Company within the meaning of the Reserve Bank of India Act, 1934 (2 of 1934)

Registered Office: 2nd Floor, Bombay Mutual Building, Dr. D.N. Road, Fort, Mumbai-400001

Corporate Office: Centrum House, CST Road, Vidyanagari Marg, Kalina, Santacruz East, Mumbai-400098

Tel: +91 22 42159000, **Website:** www.centrum.co.in

Contact Person: Ms. Archana Goyal, Compliance Officer **Email:** cs@centrum.co.in

SUPPLEMENTAL DISCLOSURE DOCUMENT FOR PRIVATE PLACEMENT OF UPTO 1000 SECURED, RATED, LISTED, REDEEMABLE, NON-CUMULATIVE, MARKET LINKED, NON-CONVERTIBLE DEBENTURES OF THE FACE VALUE RS. 1,00,000 (RS. ONE LAKH) EACH ("DEBENTURES" or "NCDs") FOR CASH, AGGREGATING UPTO RS. 10 CRORE (RS. TEN CRORE) (THE "ISSUE") UNDER THE SHELF DISCLOSURE DOCUMENT DATED DECEMBER 20, 2019, ("SHELF DISCLOSURE DOCUMENT" OR "SHELF DD") AS AMENDED / SUPPLEMENTED FROM TIME TO TIME FOR PRIVATE PLACEMENT OF SECURED, RATED, LISTED, REDEEMABLE, NON-CUMULATIVE MARKET-LINKED NON-CONVERTIBLE DEBENTURES AGGREGATING UPTO RS. 50 CRORE (RUPEES FIFTY CRORE), TO BE ISSUED IN ONE OR MORE SERIES

This supplemental disclosure document ("**Supplemental Disclosure Document/Supplemental DD**") is issued in terms of and pursuant to the Shelf Disclosure Document dated December 20, 2019. All the terms, conditions, information and stipulations contained in the Shelf Disclosure Document are incorporated herein by reference as if the same were set out herein. Investors are advised to refer to the same to the extent applicable. This Supplemental Disclosure Document must be read in conjunction with the Shelf Disclosure Document and the Private Placement Offer Letter.

This Supplemental DD contains details of this Tranche / Series and any material changes in the information provided in the Shelf Disclosure Document, as set out herein. Accordingly set out below are the updated particulars / changes in the particulars set out in the Shelf Disclosure Document, which additional / updated information / particulars shall be read in conjunction with other information / particulars appearing in the Shelf Disclosure Document. All other particulars appearing in the Shelf Disclosure Document shall remain unchanged.

All capitalised terms used but not defined herein shall have the meaning ascribed to them in the Shelf Disclosure Document.

This Supplemental Disclosure Document is dated April 20, 2020

IMPORTANT UPDATES TO SHELF DISCLOSURE DOCUMENT DATED DECEMBER 20, 2019:

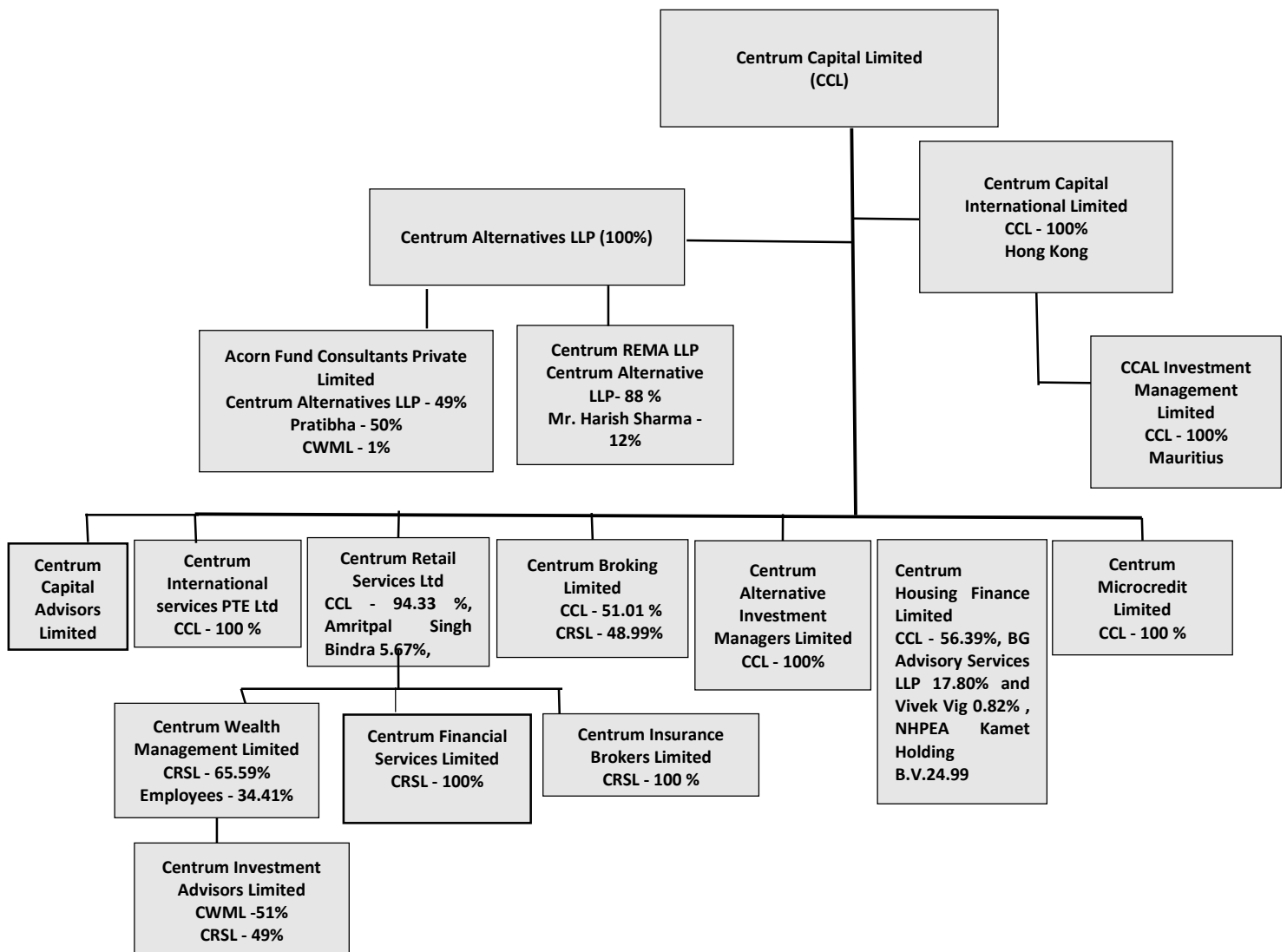
1. CREDIT RATING BY CARE RATINGS LIMITED:

CARE PP-MLD A-; Negative outlook by Care Ratings Limited

CARE Ratings Limited vide its letters dated October 01, 2019 and December 12, 2019 has provided the rating of "CARE PP-MLD A- with Negative Outlook" for total rated amount of Rs. 450 Crore and Rs. 50 Crore, respectively

2. ARRANGERS TO THE ISSUE – Centrum Investment Advisors Limited, Centrum House, C.S.T Road Vidyanagari Marg, Kalina Santacruz East Mumbai - 400098

3. GROUP STRUCTURE AS ON THE DATE OF THIS DOCUMENT:



4. DIRECTORS OF THE COMPANY:

The following table sets out the details regarding the Board of Directors as on the date of this Disclosure Document:

Name, Designation, Nationality, DIN and Address	Age (years)	Address	Date of Appointment	Other Directorships
Name: Ranjan Ghosh Designation: MD & CEO DIN: 07592235 Nationality: Indian Occupation: Services	56	Address: C-1701/2 Plot 63/7-4, Ashok Tower, Dr. S.S.Rao Road, Opp Mahatma Gandhi Hospital, Parel Mumbai-400012	Appointed as Director on 17/08/2016	1. Centrum Microcredit Limited
Name: Shailendra Apte Designation: Director DIN: 00017814 Nationality: Indian Occupation: Service	50	Address: 10, Dhavalgiri CHS, Plot 31, Sec 2, Vashi Navi Mumbai-400703	Appointed as Director on 29/09/2015	1. Centrum Microcredit Limited 2. Centrum Insurance Brokers Limited 3. Acorn Fund Consultants Private Limited 4. Pyxis Finvest Limited 5. Geometric Mercantile Company Private Limited 6. Softchip Technologies Limited 7. Shaan Agro And Realty India Private Limited 8. Centrum Infrastructure And Realty Limited 9. Essel-Centrum Holdings Limited 10. Breakfast App Private Limited 11. Centrum Holdings Limited
Name: GS Sundararajan Designation: Independent Director DIN: 00361030 Nationality: Indian Occupation: Service	59	Address: Flat 1002, The Summit, No.6, 1st Avenue, Shastri Nagar, Chennai- 600020	Appointed as Director on 12/10/2017	1. Paytm Payments Bank Limited 2. Hinduja Housing Finance Limited 3. Hinduja Leyland Finance Limited 4. Shriram Seva Sankalp Foundation 5. Utkarsh Coreinvest Limited
Name: Rishad Byramjee Designation: Director DIN: 00164123 Nationality: Indian Occupation: Service	39	Address: Shahnazeen, 6 th floor, Babulnath Road, Near Babulnath Temple, Babulnath, Mumbai-400007	Appointed as Director on 24/12/2002	1. Lion Estates Private Limited 2. Aquarius Estates Private Limited 3. Nightingale Estates Private Limited 4. Casby Logistics and Solutions Private Limited 5. Casby Global Air Private Limited 6. Sea Freight Pvt Ltd 7. Machado And Sons Agents And Stevedores Private Limited

Name, Designation, Nationality, DIN and Address	Age (years)	Address	Date of Appointment	Other Directorships
				8. Dinshaw and Sons Private Limited 9. M Dinshaw and Company Private Limited 10. Kavita Stockbrokers Private Limited 11. Sika Properties Private Limited 12. Jakari Developers Private Limited 13. Kaikobad Byramjee and Sons (Agency) Private Limited 14. Casby Logistics Private Limited 15. Centrum Microcredit Limited 16. Centrum Capital Limited 17. Centrum Holdings Limited
Name: Dipali Sheth Designation: Independent Director DIN: 07556685 Nationality: Indian Occupation: Service	54	Address: Lodha Bellissimo, A Wing, Apt 2002, N.M. Joshi Marg, Apollo Mills Compound, Mahalaxmi, Mumbai-400011	Appointed as Director on 16/05/2018	1. DFM Foods Limited 2. Uti Asset Management Company Limited
Name: Rajasekhara Reddy Designation: Additional Director DIN: 02339668 Nationality: Indian Occupation: Service	69	Address: 12 & 13, 5th Main, Siddivinayaka Layout, Kodigehalli, Virupakshapura, Bangalore ,Karnataka 560097	Appointed as Director on 04/09/2018	1. Vikram Hospital (Bengaluru) Private Limited 2. GVPR Engineers Limited 3. Centrum Capital Limited 4. Hetero Labs Limited 5. Andhra Pradesh Urban Infrastructure Asset Management Limited 6. Bliss City Home Private Limited 7. Centrum Broking Limited 8. Centrum Wealth Management Limited

Note: None of the above directors appear in the RBI defaulter list and/or ECGC default list.

5. INDEBTEDNESS**1. Details of borrowings of the Company as on March 31, 2020:****a. Details of Secured Loan Facilities as on March 31, 2020:**

Lenders Name	Type of facility	Amount Sanctioned	Principal Amount Outstanding	Repayment Date/Schedule	Security
L & T Financial Services Ltd	Term Loan	2,00,00,00,000	1,11,11,11,112	Monthly Installment from Jul-19 onwards	Receivables & CG
Yes Bank	Term Loan	1,00,00,00,000	20,74,13,034	Monthly	Receivables & CG
RBL Bank Ltd	Term Loan	20,00,00,000	19,46,76,736	Quarterly	Receivables & CG
RBL Bank Ltd	CC Limit	5,00,00,000	5,00,47,441	31-Dec-21	Receivables & CG
AU Small Finance Bank Ltd	Term Loan	25,00,00,000	9,37,50,000	Quarterly	Receivables
AU Small Finance Bank Ltd	Bank Overdraft	9,00,00,000	5,98,81,073	On Call	FD
Union Bank of India Ltd	Bank Overdraft	15,00,00,000	14,41,47,384	On Call	Mortgage 7th Floor and CCL Corporate Guarantee
State Bank of India	Term Loan	75,00,00,00,000	8,66,00,000	Quarterly	Receivables & CG
HDFC Bank Ltd	Vehicle Loan	22,00,000	8,02,869	Monthly	Vehicle
Daimler Financial Services India Pvt Ltd	Vehicle Loan	58,29,865	57,69,685	Monthly	Vehicle
Commercial Paper Issued	Commercial Paper	1,00,00,00,000	20,00,00,000	On Maturity	Receivables

b. Details of Unsecured Loan Facilities as on March 31, 2020:

Lenders Name	Type of facility	Amount Sanctioned	Principal Amount Outstanding	Repayment Date/Schedule
Meenakshi Exports	ICD	1,00,00,000	1,00,00,000	On call
Sardesai Finance Pvt Ltd	ICD	25,00,000	25,00,000	21-Apr-20
Sardesai Irrigation Pvt Ltd	ICD	75,00,000	75,00,000	21-Apr-20
Siva Extrusions	ICD	30,00,000	-	
Centrum Retail Services Limited - Debenture	Compulsory Convertible Debentures	50,00,00,000	15,09,14,300	

C. Details of Secured Non-Convertible Debentures outstanding as of March 31, 2020:

Debenture Series	Tenor / Period of Maturity (Days)	Coupon	Amount	Date of Allotment	Redemption Date/ Schedule	Credit Rating	Secured / Unsecured
MLD29/Type 1	1225	Market Linked	4,50,00,000	01-Dec-16	09-Apr-20	NA	Secured
MLD29/Type 3	1225	Market Linked	6,00,00,000	01-Dec-16	09-Apr-20	NA	Secured
MLD29/Type 4	1229	Market Linked	3,00,00,000	01-Dec-16	13-Apr-20	NA	Secured

MLD30/Type 2	1230	Market Linked	1,00,00,000	02-Dec-16	15-Apr-20	NA	Secured
MLD31/Type 3	1225	Market Linked	1,00,00,000	08-Dec-16	16-Apr-20	NA	Secured
MLD33/Type 3	1225	Market Linked	4,00,00,000	20-Dec-16	28-Apr-20	NA	Secured
MLD33/Type 4	1230	Market Linked	1,25,00,000	20-Dec-16	03-May-20	NA	Secured
MLD34/Type 1	1225	Market Linked	4,50,00,000	27-Dec-16	05-May-20	NA	Secured
MLD34/Type 2	1225	Market Linked	1,50,00,000	27-Dec-16	05-May-20	NA	Secured
MLD34/Type 3	1230	Market Linked	3,00,00,000	27-Dec-16	10-May-20	NA	Secured
MLD35/Type 1	1231	Market Linked	2,50,00,000	30-Dec-16	14-May-20	NA	Secured
MLD35/Type 3	1225	Market Linked	1,50,00,000	30-Dec-16	08-May-20	NA	Secured
MLD35/Type 4	1225	Market Linked	1,00,00,000	30-Dec-16	08-May-20	NA	Secured
MLD35/Type 5	1225	Market Linked	3,00,00,000	30-Dec-16	08-May-20	NA	Secured
MLD36/Type 1	1228	Market Linked	1,00,00,000	02-Jan-17	14-May-20	NA	Secured
MLD36/Type 2	1260	Market Linked	1,50,00,000	02-Jan-17	15-Jun-20	NA	Secured
MLD37	760	Market Linked	23,50,00,000	08-Oct-18	06-Nov-20	NA	Secured
MLD38	762	Market Linked	5,05,00,000	23-Oct-18	23-Nov-20	NA	Secured
MLD39	1287	Market Linked	19,55,00,000	02-Nov-18	12-May-22	NA	Secured
MLD 38A	732	Market Linked	4,58,00,300	22-Nov-18	23-Nov-20	NA	Secured
MLD40	1287	Market Linked	13,15,00,000	05-Dec-18	14-Jun-22	NA	Secured
MLD39A	1247	Market Linked	2,57,01,450	12-Dec-18	12-May-22	NA	Secured
MLD 38B	705	Market Linked	4,78,80,840	19-Dec-18	23-Nov-20	NA	Secured
MLD 38C	696	Market Linked	8,74,08,900	28-Dec-18	23-Nov-20	NA	Secured
MLD 38D	685	Market Linked	2,01,48,000	08-Jan-19	23-Nov-20	NA	Secured
MLD 38E	678	Market Linked	1,39,26,960	15-Jan-19	23-Nov-20	NA	Secured
MLD 41	1287	Market Linked	18,93,00,000	25-Jan-19	04-Aug-22	NA	Secured
MLD 41A	1281	Market Linked	23,42,67,600	31-Jan-19	04-Aug-22	NA	Secured
MLD 41B	1275	Market Linked	5,36,92,600	06-Feb-19	04-Aug-22	NA	Secured
MLD 38F	650	Market Linked	2,33,74,900	12-Feb-19	23-Nov-20	NA	Secured
MLD 42	481	Market Linked	22,82,00,000	22-Feb-19	17-Jun-20	NA	Secured
MLD 41C	1253	Market Linked	14,83,81,800	28-Feb-19	04-Aug-22	NA	Secured
MLD 42A	463	Market Linked	5,63,58,060	12-Mar-19	17-Jun-20	NA	Secured
MLD 41D	1238	Market Linked	2,07,72,650	15-Mar-19	04-Aug-22	NA	Secured

MLD 42B	456	Market Linked	8,00,08,800	19-Mar-19	17-Jun-20	NA	Secured
MLD 41E	1227	Market Linked	11,35,20,710	26-Mar-19	04-Aug-22	NA	Secured
MLD 42C	446	Market Linked	1,00,90,000	29-Mar-19	17-Jun-20	NA	Secured
MLD 42D	395	Market Linked	3,99,02,900	05-Apr-19	17-Jun-20	NA	Secured
MLD 41F	546	Market Linked	5,60,74,200	12-Apr-19	04-Aug-22	NA	Secured
MLD 42E	200	Market Linked	2,01,74,000	16-Apr-19	17-Jun-20	NA	Secured
MLD 43	1594	Market Linked	15,94,00,000	24-Apr-19	01-Nov-22	NA	Secured
MLD 42F	565	Market Linked	5,74,15,300	26-Apr-19	17-Jun-20	NA	Secured
MLD 41G	250	Market Linked	2,57,92,500	30-Apr-19	04-Aug-22	NA	Secured
MLD 41H	200	Market Linked	2,06,44,000	02-May-19	04-Aug-22	NA	Secured
MLD 42G	200	Market Linked	2,03,86,000	08-May-19	17-Jun-20	NA	Secured
MLD 42H	450	Market Linked	4,59,63,000	17-May-19	17-Jun-20	NA	Secured
MLD 41I	847	Market Linked	8,79,27,070	24-May-19	04-Aug-22	NA	Secured
MLD 42I	171	Market Linked	1,75,15,530	27-May-19	17-Jun-20	NA	Secured
MLD 43A	568	Market Linked	5,68,00,000	30-May-19	01-Nov-22	NA	Secured
MLD 41J	600	Market Linked	6,25,08,000	07-Jun-19	04-Aug-22	NA	Secured
MLD 41K	255	Market Linked	2,65,99,050	12-Jun-19	04-Aug-22	NA	Secured
MLD 44	270	Market Linked	2,70,00,000	14-Jun-19	15-Dec-20	NA	Secured
MLD 45	755	Market Linked	7,55,00,000	21-Jun-19	28-Oct-21	NA	Secured
MLD 43B	205	Market Linked	2,05,00,000	26-Jun-19	01-Nov-22	NA	Secured
MLD 41L	602	Market Linked	6,30,35,420	27-Jun-19	04-Aug-22	NA	Secured
MLD 44A	480	Market Linked	4,82,54,400	04-Jul-19	15-Dec-20	NA	Secured
MLD 41M	200	Market Linked	2,10,24,000	12-Jul-19	04-Aug-22	NA	Secured
MLD 43C	177	Market Linked	1,77,26,550	17-Jul-19	01-Nov-22	NA	Secured
MLD 44B	Cancelled						
MLD 44C	650	Market Linked	6,55,98,000	19-Jul-19	15-Dec-20	NA	Secured
MLD 44D	500	Market Linked	5,01,95,000	23-Jul-19	15-Dec-20	NA	Secured
MLD 41N	396	Market Linked	4,17,66,120	25-Jul-19	04-Aug-22	NA	Secured
MLD 44E	460	Market Linked	4,65,47,400	29-Jul-19	15-Dec-20	NA	Secured
MLD 44F	252	Market Linked	2,53,46,160	30-Jul-19	15-Dec-20	NA	Secured
MLD 41O	664	Market Linked	7,01,38,320	31-Jul-19	04-Aug-22	NA	Secured
MLD 44G	200	Market	2,02,54,000	01-Aug-19	15-Dec-20	NA	Secured

		Linked					
MLD 41P	300	Market Linked	3,15,33,000	02-Aug-19	04-Aug-22	NA	Secured
MLD 44H	464	Market Linked	4,70,72,800	08-Aug-19	15-Dec-20	NA	Secured
MLD 43D	275	Market Linked	2,75,00,000	16-Aug-19	01-Nov-22	NA	Secured
MLD 44I	438	Market Linked	4,45,75,260	20-Aug-19	15-Dec-20	NA	Secured
MLD 41Q	657	Market Linked	6,97,86,540	22-Aug-19	04-Aug-22	NA	Secured
MLD 44J	575	Market Linked	5,86,27,000	27-Aug-19	15-Dec-20	NA	Secured
MLD 41R	538	Market Linked	5,72,48,580	29-Aug-19	04-Aug-22	NA	Secured
MLD 44K	248	Market Linked	2,53,50,560	06-Sep-19	15-Dec-20	NA	Secured
MLD 44L	300	Market Linked	3,07,80,000	09-Sep-19	15-Dec-20	NA	Secured
MLD 41S	593	Market Linked	6,33,26,470	12-Sep-19	04-Aug-22	NA	Secured
MLD 44M	400	Market Linked	4,09,64,000	13-Sep-19	15-Dec-20	NA	Secured
MLD 44N	155	Market Linked	1,59,38,650	18-Sep-19	15-Dec-20	NA	Secured
MLD 44O	196	Market Linked	1,99,95,920	20-Sep-19	15-Dec-20	NA	Secured
MLD 46	1310	Market Linked	5,97,00,000	26-Sep-19	28-Apr-23	NA	Secured
MLD 44P	445	Market Linked	1,85,00,400	27-Sep-19	15-Dec-20	NA	Secured
MLD 41T	1038	Market Linked	93,36,840	1-Oct-19	4-Aug-22	NA	Secured
MLD 41U	1021	Market Linked	1,74,60,360	18-Oct-19	4-Aug-22	NA	Secured
MLD 44Q	419	Market Linked	9,62,36,400	23-Oct-19	15-Dec-20	NA	Secured
MLD 41V	1014	Market Linked	1,07,98,000	25-Oct-19	4-Aug-22	NA	Secured
MLD 46A	1276	Market Linked	2,00,40,000	30-Oct-19	28-Apr-23	NA	Secured
MLD 44R	411	Market Linked	3,35,98,800	31-Oct-19	15-Dec-20	NA	Secured
MLD 47	551	Market Linked	6,85,00,000	8-Oct-19	12-May-21	NA	Secured
MLD 48	1286	Market Linked	3,70,00,000	15-Nov-19	24-May-23	NA	Secured
MLD 46B	1255	Market Linked	2,62,96,400	20-Nov-19	28-Apr-23	NA	Secured
MLD 47A	537	Market Linked	3,31,28,700	22-Nov-19	12-May-21	NA	Secured
MLD 48A	1276	Market Linked	2,69,67,250	25-Nov-19	24-May-23	NA	Secured
MLD 48B	1273	Market Linked	4,01,32,000	28-Nov-19	24-May-23	NA	Secured
MLD 47B	530	Market Linked	3,92,22,300	29-Nov-19	12-May-21	NA	Secured
MLD 41W	958	Market Linked	3,43,38,720	20-Dec-19	4-Aug-22	NA	Secured
MLD 41X	954	Market Linked	3,38,00,700	24-Dec-19	4-Aug-22	NA	Secured
MLD 47C	475	Market	2,04,06,000	23-Jan-20	12-May-21	NA	Secured

		Linked					
MLD 47D	456	Market Linked	2,05,06,000	11-Feb-20	12-May-21	NA	Secured
Total Amount Outstanding			4,88,24,88,140				

Note: 1. These Market Linked Debentures are secured against first pari passu charge over present and future receivables and identified immovable property with minimum security cover of 100 percent of the issued amount.

d. Details of Unsecured NCDs as of March 31, 2020 : Nil

e. List of Top 10 Debenture holders as on March 31, 2020:

Listed MLDs

Sr No.	Name of Debenture Holders	Amount (Rs. In Lakhs)
1	APURVA GOSWAMY .	1560
2	VIREET INVESTMENTS PRIVATE LIMITED	1100
3	ALEFIYA SAMEER JAVERI	900
4	SURESH PAHWA .	600
5	JAI BEVERAGES PRIVATE LIMITED	500
6	UDAY PARTAP SINGH KAIRON .	450
7	IMPACT CORPORATE INVESTMENTS PRIVATE LIMITED	420
8	HIRALAL NARANBHAI PATEL	400
9	K P SINGH	399
10	PRITI YOGINDER SACHDEV .	350

Unlisted MLDs

Sr No.	Name of Debenture Holders	Amount (Rs. In Lakhs)
1	DEBASISH BHATTACHARYA .	745
2	APURVA GOSWAMY .	729
3	NAREN CHANDRAKANT BHATT .	715
4	NANDINI VERMA .	425
5	SEMINARY TIE UP PRIVATE LIMITED	400
6	SHEKHAR H KIRANI .	388
7	UDAY PARTAP SINGH KAIRON .	300
8	DEVENDRA MOTILAL KOTHARI	300
9	UMESH RAJNIKANT THAKORE .	300
10	NAGARAJAN SUNDARESAN	300

f. Details of Commercial Paper Outstanding as on March 31, 2020: Nil

6. TERM SHEET

1.	Security Name	Centrum Financial Services Limited Market Linked Non-Convertible Debentures Series
2.	Issuer / Company	Centrum Financial Services Limited
3.	Type of Instrument / Kind of Security	Secured, Redeemable, Non-Cumulative, Listed, Rated, Non-Convertible, Principal Protected Market Linked Debentures (" Debentures ")
4.	Series Number ISIN	CFSL/MLD/49 The ISIN no. obtained for this issuance shall be used for further issuances (Further issuances may be made under the same ISIN).
5.	Board Resolution Dated and Finance Committee resolution	Board Resolution dated: May 13, 2019 Finance Committee Resolution dated: November 15, 2019
6.	Shareholders' General Resolution Dated	August 6, 2019
7.	Nature of instrument	Secured
8.	Mode of Issue	Listed Private Placement
9.	Eligible Investor(s)	<p>Only following types of persons to whom an offer is specifically made under this Private Placement Offer Letter ("Offer Letter") will be eligible to apply for the Debentures of the Company under the Offer letter:</p> <ol style="list-style-type: none"> 1. Companies and Bodies Corporate (incorporated in India) / Companies / Financial institutions / NBFCs / Statutory Corporations including Public Sector Undertakings 2. Commercial Banks 3. Resident Individuals (including Partnership Firms, and HUF) 4. Regional Rural Banks 5. Insurance Companies 6. Mutual Funds/ Alternative Investment Fund (AIF) 7. Any other investors authorized/ permitted to invest in these Debentures <p>All investors are required to comply with the relevant regulations/guidelines applicable to them for investing in this Issue and the Company is not in any way, directly or indirectly responsible for any statutory or regulatory breaches by any investor, neither is the Company required to check or confirm the same.</p> <p>No foreign investor is allowed to invest in these debentures.</p>
10.	Listing	The Issuer proposes to submit the listing document relating to the Debentures issued under the Information Memorandum to BSE Limited ("BSE") within 15 (fifteen) days of the Deemed Date of Allotment.
11.	Rating of the Instrument	CARE PP-MLD A-; Negative outlook by Care Ratings Limited CARE Ratings Limited vide its letters dated October 01, 2019 and December 12, 2020 has provided the rating of "CARE PP-MLD A- with Negative Outlook" for total rated amount of Rs. 450 crore and Rs. 50 Crore, respectively.
12.	Seniority	Senior
13.	Principal Amount / Face Value per Debenture	INR 1,00,000/- (Rupees One Lakh Only)

14.	Minimum Application and in multiples of thereafter	Investor Category I - Minimum application shall be for 25 (Twenty-Five) Debenture(s) and in multiples of 1 (One) thereafter Investor Category II - Minimum application shall be for 100 (One Hundred) Debenture(s) and in multiples of 1 (One) thereafter
15.	Issue size / Amount which the Company intends to raise	INR 10,00,00,000 (Rupees Ten Crore Only)
16.	Investor Category I	Subscription amount less than Rs. 1,00,00,000 (Rupees One Crore) after considering discount or premium, if any.
17.	Investor Category II	Subscription amount equal to or greater than Rs. 1,00,00,000 (Rupees One Crore) after considering discount or premium, if any.
18.	Option to retain oversubscription (amount)	Not Applicable
19.	Objects of the Issue	(1) Long term augmentation of funds; OR (2) Onward lending and General Corporate purpose.
20.	Details of utilization of the issue proceeds	The funds raised through this Issue, after meeting the expenditures of and related to the Issue, will be used for various financing activities including onward lending and for the business operations and general corporate purposes.
21.	Interest on Application Money	Not Applicable
22.	Default Interest Rate	In case of default in payment of Interest and/or principal redemption on the due dates, additional interest of atleast @ 2% p.a. over the coupon rate shall be payable by the Company for the defaulting period.
23.	Call Option (Redemption at the Option of the Company)	Not Applicable
24.	Put Option (Redemption at the Option of Debenture holders)	Not Applicable, but see point 50 below
25.	Issue Timing/ Proposed Time Schedule 1. Issue Open Date 2. Issue Close Date 3. Pay-in Date 4. Deemed Date of Allotment	20 th April, 2020 28 th April, 2020 28 th April, 2020 28 th April, 2020 The Issue Close Date / Pay-in Date / Deemed Date of Allotment may be rescheduled at the sole discretion of the Issuer, to a date falling not later than 07 (seven) working days from the date mentioned herein. The actual Issue Close Date / Pay-in Date / Deemed Date of Allotment shall be communicated to each investor in the Allotment Advice.

26.	Issuance mode of the Instrument	Dematerialized form (Demat) through authorized DP (for private placement)
27.	Trading mode of the Instrument	Dematerialized form (Demat) mode (for private placement)
28.	Settlement mode of the Instrument	RTGS / NEFT / Fund Transfer to the bank details as per NSDL record (in case of dematerialised Debentures)
29.	Depository(ies)	NSDL and CDSL
30.	Business Day / Holiday Convention	<p>All days except Sunday and any public holiday on which banks in Mumbai are open for business shall be considered as "Business Days".</p> <p>If any of the date(s), including the Record Date, as defined in the Private Placement Offer Letter fall on a Sunday or a public holiday or on a date on which no high value clearing/RTGS/Banking facility is available for any reason whatsoever at a place where the Registered/Corporate Office is situated, the next working day shall be considered as the effective date.</p> <p>However in case Redemption Date (for payment of Principal and Coupon, if any) falls on Sunday or a public holiday or on a date on which no high value clearing/RTGS/Banking facility is available for any reason whatsoever at a place where the Registered/Corporate Office is situated, the previous working day shall be considered as the effective date.</p>
31.	Record Date	3 days prior to the Coupon Payment/Final Redemption Date/Early Redemption Date.
32.	Shut period	3 days prior to the Record Date
33.	Security	<p>The Debentures shall be secured by way of:</p> <ol style="list-style-type: none"> I. A first <i>pari passu</i> charge over the Issuer's specific immovable property details of which will be set out in the Debenture Trust Deed; and II. First <i>pari passu</i> floating charge on present and future book debts, investments and receivables of the Issuer (collectively, the securities mentioned in I and II hereinabove, are referred to as "Secured Assets"). For this purpose, receivables of the Issuer shall include receivables arising out of or in relation to Issuer's investment in subsidiaries and other group companies, but shall exclude the receivables of the Company arising from supply chain lending business portfolio being acquired by the Company and, post-acquisition, any receivables arising from the supply chain lending business being undertaken by the Company from time to time. <p>With regards securities I and II mentioned above, the value shall be equivalent to 100% of the face value and coupon of Debentures in compliance with Rule 18 of Companies (Share Capital and Debentures) Rules, 2014.</p> <p><u>Time for security creation:</u> The security shall be created within the time period as stipulated under applicable laws.</p> <p><u>Ranking.</u> The first ranking charge to be created on the Secured Assets shall rank <i>pari passu</i> with the present and future lenders and debenture holders of the Company having first charge over the Secured Assets. The Company reserves the right to create further <i>pari passu</i> charge or encumbrances on the Secured Assets without seeking the consent of the Debenture Trustee or the Debenture Holders so long as the security cover of 1.00 times of the face value and coupon of Debentures is maintained. Further, the Company reserves the right to substitute the Secured Assets with the other assets or properties of the Issuer or its holding company or subsidiaries or associate companies, with the prior written consent of the Debenture Trustee, so long as the security cover of 1.00 times of the face value and coupon of Debentures is maintained.</p> <p>The Security provided in relation to this Issue shall be shared <i>pari passu</i> with other</p>

		issuances and lenders of the Company at the discretion of the Company.
34.	Security Cover	The Company shall maintain a minimum asset cover of 100% at all times.
35.	Variation of Terms of Debentures.	<p>Other than the security to be created to secure the Debentures, the Tenor (except in case of Prepayment or Early Redemption or Premature Exit as mentioned herein) and the manner of calculation of Coupon Amount, all the other rights, privileges and conditions attached to the Debentures may be varied, modified, altered and/or abrogated with the consent in writing of the Majority Debenture Holders. The security to be created to secure the Debentures, the Tenor (except in case of Prepayment or Early Redemption or Premature Exit as mentioned herein) and the manner of calculation of Coupon Amount may be varied by the Company with the consent in writing of the Super Majority Debenture Holders.</p> <p>“Majority Debenture Holders” for the purposes of this Issue shall mean the Debenture Holders holding atleast 51% of the outstanding amounts of Debentures.</p> <p>“Super Majority Debenture Holders” for the purposes of this Issue shall mean the Debenture Holders holding atleast 75% of the outstanding amounts of Debentures.</p>
36.	Transaction Documents	<ul style="list-style-type: none"> (i) Information Memorandum (ii) Debenture Trust Deed (iii) Private Placement Offer Letter (iv) Debenture Trustee Agreement (v) Deed of Hypothecation (vi) Consent letter of the Debenture Trustee and Registrar & Transfer Agent for the proposed issue; (vii) Tripartite agreement between the Company, NSDL/CDSL and the Registrar and Transfer Agent; (viii) Application form (ix) Rating letter by Care Ratings Limited (x) Board Resolution / Shareholder’s Resolution/ Resolution of the Fund Raising Committee
37.	Conditions Precedent to Disbursement	Customary Conditions precedent required under applicable law will be applied
38.	Condition Subsequent to Disbursement	<p>The Company shall:</p> <ul style="list-style-type: none"> (i) Execute the Debenture Trust Deed within the timelines as stipulated under Companies Act 2013; (ii) Obtain Consent from Income tax authorities for creation of security under Section 281 of Income Tax Act, 1961 prior to security creation or a chartered accountant certificate in relation to no dues under Income Tax Act, 1961; (iii) register and perfect the Security as contemplated above and file Form CHG-9 with the ROC no later than 30 (thirty) days from the execution of the Debenture Trust Deed; (iv) ensure that the Debentures are credited into the demat accounts of the Debenture Holders of each series of Debentures within 10 (ten) Business Days from the Deemed Date of Allotment;

		(v) ROC filings as required by applicable laws will be made
39.	Events of Default	<p>Customary for a transaction of such nature, including but not limited to:</p> <ul style="list-style-type: none"> ▪ Non-payment of any amount when due; ▪ Breach of representations, warranties, covenants and undertakings under any of the Transaction Documents; ▪ Failure on part of the Issuer to comply with the terms of the Transaction Documents; ▪ Repudiation of any Transaction Documents; ▪ Illegality for the Issuer to perform any of its obligations under the Transaction Documents; ▪ Material adverse change; ▪ Ceasing to carry on business and ▪ Commencement of insolvency proceedings ▪ As provided in the Debenture Trust Deed
40.	Delay in listing	In case of delay in listing of the Debentures beyond 20 days from the deemed date of allotment, the Company shall pay penal interest of atleast @ 1 % p.a. over the coupon rate from the expiry of 30 days from the deemed date of allotment till the listing of such debentures to the investors.
41.	Delay in security creation	In case of delay in execution of Trust Deed and Charge documents, the Company will refund the subscription with agreed rate of interest or will pay penal interest of atleast 2% p.a. over the coupon rate till these conditions are complied with at the option of the investor.
42.	Role and Responsibilities of Debenture Trustee	To be detailed in the Debenture Trust Deed
43.	Governing Law and Jurisdiction	Indian law, courts of Mumbai to have jurisdiction to settle disputes
44.	Payment Details	<p>Settlement Bank: HDFC</p> <p>Branch: FORT, MUMBAI</p> <p>Account Number: 00600350143687</p> <p>Account Name: Centrum Financial Services Limited Debenture Issue Account</p> <p>IFSC Code : HDFC0000060</p>
45.	Registrar and Transfer Agents	NSDL Database Management Limited
46.	Trustees	Beacon Trusteeship Ltd.
47.	Distribution Fee	A placement Fee of up to 2.00% of the Issue Price may be payable to the distributor (if any) by the Investor over and above the Issue Price.
48.	Prepayment	The Issuer may by giving a notice of not less than 30 days to the Debenture Trustee prepay the Debenture Holders in full. The prepayment shall happen provided the Issuer/Trustee has got the consent of the Majority Debenture Holders. The Issuer shall give notice in writing of such prepayment atleast 30 days in advance of Proposed Prepayment Date and the Debenture Holders shall respond to such notice within 15 working days of receipt of the same. In case a debenture holder fails to respond within the stipulated time period after having received the notice, he shall be deemed to have given his consent to such Prepayment. However, the prepayment can be initiated by the

		<p>Issuer only after 6 (six) months from the Deemed Date of Allotment.</p> <p>The value of such prepayment shall be based on following methodology</p> <p>(a) which shall take into consideration the market value of the Debentures, all costs incurred by the Company (including costs of unwinding any hedge); and</p> <p>(b) the price computed under (a) above shall be further reduced by such amount not exceeding 10.00% of the face value of the Debentures/NCDs to be determined by the Company at its sole discretion.</p>
49.	Early Redemption	<p>If, for reasons beyond the control of the Company, the performance of the Company's obligations under this Issue is prevented by reason of force majeure including but not limited to an act of state or situations beyond the reasonable control of the Company, occurring after such obligation is entered into, or has become illegal or impossible in whole or in part or in the exercising of its rights, the Company may at its discretion and without obligation to do so, redeem and/or arrange for the purchase of all but not some of the Debentures/NCDs, by giving notice of not less than 5 (five) Business Days to the Debenture Holders which notice shall be irrevocable and shall specify the date upon which The Debentures/NCDs shall be redeemed (such date on which The Debentures/NCDs become immediately due and payable, the "Early Redemption Date") subject to applicable law</p> <p>Provided however if the Company believes or is advised that it is necessary to only redeem and/or arrange for the purchase of the Debentures/NCDs held by only certain class of Debenture Holders to overcome or mitigate any such force majeure, then the Company may without obligation to do so, redeem and/or arrange for the purchase of only such number of The Debentures/NCDs actually held by such class of Debenture Holders at the relevant time.</p> <p>If the Debentures/NCDs are bought by the Company, the Company will, if and to the extent permitted by applicable law, pay to each Debenture Holder in respect of each of the Debentures/NCDs held by such Debenture Holder an amount equal to the Early Redemption Amount of a Debenture notwithstanding the illegality or impracticability, as determined by the Company in its sole and absolute discretion.</p> <p>Early Redemption Amount means fair market value minus associated costs.</p> <p>Early Redemption will be subject to applicable law.</p>
50.	Premature Exit	<p>At the request of an Investor, the Company shall at its discretion and without being obliged to do so, arrange for the buyback ("Premature Exit") of such number of Debentures as the Investor shall request.</p> <p>Such Premature Exit shall occur at a price:</p> <p>(c) which shall take into consideration the market value of the Debentures, all costs incurred by the Company (including costs of unwinding any hedge); and</p> <p>(d) the price computed under (a) above shall be further reduced by such amount not exceeding 10.00% of the face value of the Debentures/NCDs to be determined by the Company at its sole discretion.</p> <p>A request for Premature Exit by an Investor shall not be considered if made within 06 (six) months from the Deemed Date of Allotment.</p> <p>Premature exit will be subject to applicable law.</p>
51.	Valuation Agency	CARE Ratings Limited

52.	Valuation Agency Fees	Fees paid to Valuation Agent by the Issuer shall be in the range of 6 bps p.a. on the face value of the outstanding Debentures
53.	Disclosures	The latest and historical valuation for such securities shall be made available on the websites of the Issuer and of the valuer appointed for the purpose (CARE Ratings Limited)
54.	Risk Factors associated with Market Linked Debentures	<p>The securities are created based on complex mathematical models involving multiple derivative exposures which may or may not be hedged and the actual behaviour of the securities selected for hedging may significantly differ from the returns predicted by the mathematical models.</p> <p>The principal amount is subject to the credit risk of the issuer whereby the investor may or may not recover all or part of the funds in case of default by the Issuer.</p>

PROVISIONS RELATING TO COUPON (IF ANY) AND REDEMPTION AMOUNT PAYABLE FOR DEBENTURE

1	Issue Price per Bond/ Price of the Security & Justification	<p>100.00% of Principal Amount (Face Value)</p> <p>(The security is being issued at par, with the Coupon Rate and Coupon Payment Frequency as already mentioned herein which is in accordance with the prevailing market conditions at the time of issue)</p>
2	Discount at which security is issued and the effective yield as a result of such discount	Not Applicable
3	Issue Close Date / Pay-in Date	<p>28th April, 2020</p> <p>The Issue Close Date / Pay-in Date may be rescheduled, at the sole discretion of the Issuer, to a date falling not later than 07 (seven) working days from the date mentioned herein. The actual Issue Close Date / Pay-in Date shall be communicated to each investor in the Allotment Advice.</p>
4	Initial Valuation Date/ Fixing Date	<p>28th April, 2020</p> <p>The Initial Valuation Date/ Fixing Date may be rescheduled at the sole discretion of the Issuer, to a date falling not later than 07 (seven) working days from the date mentioned herein. The actual Initial Valuation Date/ Fixing Date shall be communicated to each investor in the Allotment Advice.</p>
5	Final Valuation Date	<p>The Nifty 50 Index futures expiry date in the month of December, 2020.</p> <p>(i.e. 31st December, 2020, provided that, if such date is not a scheduled Nifty 50 Index futures expiry date, then the Nifty 50 Index futures expiry date as notified by the National Stock Exchange for that month will be considered as the Final Valuation Date)</p>
6	Redemption Date / Final Maturity Date	<p>10th September, 2021</p> <p>Since the Deemed Date of Allotment , Initial Valuation Date/ Fixing Date may be rescheduled at the sole discretion of the Issuer, to a date falling not later than 07 (seven) working days from the respective dates mentioned herein, this could result in change in the Final Redemption Date / Final Maturity Date.</p>
7	Tenor	500 (Five Hundred) Days from the Deemed Date of Allotment

8	Redemption Amount	On the Redemption Date / Final Maturity Date, each Debenture/NCD Holder will receive per Debenture/NCD held an amount equal to 100% of Principal Amount + Coupon Amount (if any)
9	Redemption Premium / Discount	Not Applicable
10	Coupon Rate	Market Linked
11	Coupon Type / Basis (a) Reference Index (b) Index Sponsor	Reference Index Linked Nifty 50 India Index Services & Products Limited (IISL)
12	Change of Coupon Basis/Step Up/Step Down Coupon Rate/Coupon Reset	Not Applicable
13	Coupon Payment Dates/ Frequency	On Redemption Date / Final Maturity Date only
14	Observation Dates	Each Initial Performance Observation Date and Subsequent Performance Observation Date as under: <u>Initial Performance Observation Dates*</u> : 1. The Initial Valuation Date; 2. 28 th May, 2020. <u>Subsequent Performance Observation Dates*</u> : 1. 26 th November, 2020; 2. 31 th December, 2020. * Provided that, if any such date, except for The Initial Valuation Date, is not a scheduled Nifty 50 Index futures expiry date, then the Nifty 50 Index futures expiry date as notified by the National Stock Exchange for that month will be considered as the observation date.
15	Coupon Amount	A) If Final >= 105% * Initial Principal Amount * 20.00% Or B) If Final < 105% * Initial Principal Amount * Performance Where, "Performance " = MAX (0%, 20.00% + 1.60*((Final/Initial - 1) - 5.00%)) "Initial" = $\left(\frac{1}{2}\right) \times \sum_{i=1}^2 Level(i)$ "Level (i)" = Official Closing Level of the Reference Index on each Initial Performance Observation Dates, rounded to next hundred.

		<p>“Final” = $\left(\frac{1}{2}\right) \times \sum_{j=1}^2 Level(j)$</p> <p>“Level (j)” = Official Closing Level of the Reference Index on each Subsequent Performance Observation Dates.</p>
16	Day Count Basis	Actual / 365

Illustration of Cash Flows

Company	Centrum Financial Services Ltd.
Face Value (per security)	Rs.1,00,000/- (Rupees One Lakh only)
Date of Allotment	28 th April, 2020
Date of Redemption	10 th September, 2021
Coupon Rate	Market Linked
Frequency of the Interest Payment with specified dates	At Maturity Only
Day Count Convention	Not Applicable

Cash Flows	Date (of actual payment)	No. of Days in Coupon Period	Amount in Rupees
Coupon	10 th September, 2021	500	Market Linked
Principal Redemption	10 th September, 2021	500	INR 1,00,000
Total			INR 1,00,000 + Market Linked Coupon

Note: Payment dates are subject to change as per holidays declared in that particular year. Payment convention as specified in SEBI Circular CIR/IMD/DF/18/2013 dated October 29, 2013 shall be followed.

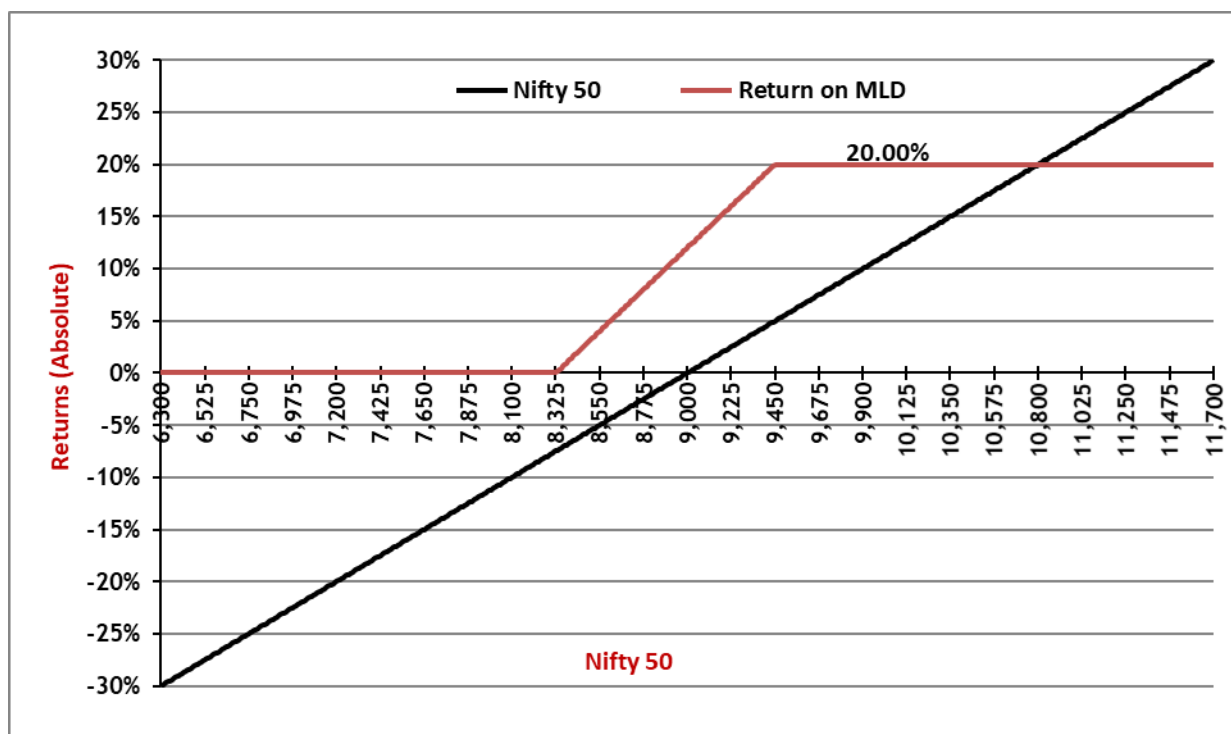
Scenario Analysis

The scenario analysis set out below is an illustrative representation of the returns on the Debentures in the following scenarios. (Assuming Initial level of the Reference Index is 9,000).

A. Tabular Representation

Scenarios	Initial	Final	Performance of Reference Index	Return on Debenture	Initial Investment in MLD (INR)	Redemption Amount (INR)	Return on Debenture (Annualized)
Rising Market Conditions	9000	13500	50.00%	20.00%	1,00,00,000	1,20,00,000	14.24%
	9000	10800	20.00%	20.00%	1,00,00,000	1,20,00,000	14.24%
Stable Market Conditions	9000	9450	5.00%	20.00%	1,00,00,000	1,20,00,000	14.24%
	9000	9000	0.00%	12.00%	1,00,00,000	1,12,00,000	8.62%
Falling Market Conditions	9000	7200	-20.00%	0.00%	1,00,00,000	1,00,00,000	0.00%
	9000	4500	-50.00%	0.00%	1,00,00,000	1,00,00,000	0.00%

B. Graphical Representation



NOTE: This scenario analysis is being provided for illustrative purposes only. It does not represent all possible outcomes.

7. FORM PAS-4

PART – A

PRIVATE PLACEMENT OFFER CUM APPLICATION LETTER

[Pursuant to Section 42 and Rule 14(3) of the Companies (Prospectus and Allotment of Securities) Rules, 2014]

THIS INFORMATION MEMORANDUM AS AN OFFER LETTER IN RESPECT OF DEBENTURES AGGREGATING TO RS. 10 CRORE (RUPEES TEN CRORE ONLY) NON-CONVERTIBLE DEBENTURES TO BE ISSUED BY THE COMPANY IN FURTHER ISSUANCE OF MARKET LINKED DEBENTURES UNDER THE ISIN AS MENTIONED IN THE TERM SHEET (ATTACHED TO THIS DISCLOSURE DOCUMENT) AND THE COMPANY MAY FURTHER ISSUE UNDER THE ISIN MENTIONED IN THE DOCUMENT

1. GENERAL INFORMATION:

Issuer / Company : Centrum Financial Services Limited

Registered Office : 2nd Floor, Bombay Mutual Bldg., Dr. D.N. Road, Fort, Mumbai-400001

Corporate Office : Centrum House, CST Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai-400098

Telephone No : 022 42159000

Website : www.centrum.co.in

Contact Person : Ms. Archana Goyal

Email : archana.goyal@centrum.co.in

B. Date of Incorporation: 27/01/1993

C. Business carried on by the Company and its subsidiaries – The Company is registered with Reserve Bank of India as a Systemically Important Non-Banking Finance Company- Not Deposit Accepting (NBFC-ND-SI).

The Company does not have any subsidiaries.

D. Brief particulars of the management of the Company:

1. Mr. Ranjan Ghosh

Mr. Ranjan Ghosh is the Managing Director & CEO of the Company. He has close to 25 years of rich experience in the Banking & Financial Service Industry. He brings a wide array of professional and industry contacts, a deep understanding of Risk Management and Financial Markets and international best practices in Governance, Human Resources, etc.

He has held several Senior Management roles in Standard Chartered in India and Singapore. He was also associated with HSBC and CRISIL.

Ranjan has done his Masters of Business Administration from The University of Northern Iowa - USA and Bachelor of Electrical Engineering from Jadavpur University, Kolkata.

2. Mr. Rishad Byramjee

Mr. Byramjee has been actively involved with Casby Logistics Pvt. Ltd. He has also been actively associated with other companies of the Casby group such as Ferrari Express India Pvt. Ltd., Cassinath Truckers Pvt. Ltd., K.B. & Son (Agency) Pvt. Ltd. He also spearheads all new logistics ventures for the organization

3. Mr. Shailendra Apte

Mr. Apte is a post graduate in management studies and has around 22 years of experience in financial services sector. He started his career as part of the Corporate Finance Team in a leading financial services company. He had set up South India operations of the Company and has handled all products in the debt division of the Company. At Centrum, he has been a key member of the lease syndication team specializing in lease pricing.

4. Mr. G S Sundararajan

G S Sundararajan is presently serving on Boards of several reputed companies in the Banking and Financial Service Industry. He is also actively involved in the field of Social Entrepreneurship in an advisory capacity.

G S Sundararajan was the Group Director, Shriram Group. He joined Shriram Group as the Managing Director of Shriram Capital Ltd, the Holding Company of Shriram Group's financial services and Insurance businesses across India and overseas.

In his capacity as Group Director, Mr. Sundararajan was a director on the Board of these subsidiaries to provide oversight in critical areas of strategic growth opportunities for each of these companies. Specifically, Mr. Sundararajan was responsible for the Retail and MSME business housed in Shriram City Union Finance and the life and non-life insurance businesses housed in the two Insurance ventures in collaboration with Sanlam, South Africa.

Earlier to this, he was the Managing Director and Head of Citibank's SME and Asset Based Finance business in India. He had an exceptional stint at Citibank where he built the SME and ABF business of the bank across the country.

Mr. Sundararajan holds a Bachelor of Engineering degree from Coimbatore and a Post Graduate Diploma in Management from the Indian Institute of Management (IIM), Ahmedabad.

5. Ms. Dipali Sheth

Ms. Dipali Sheth was the Country Head of HR in RBS and was overseeing HR function across all businesses and Geographies in India.

She is a seasoned HR professional with previous experience in Standard Chartered Bank where she joined in Learning and Development, moved onto Head Resourcing and Talent, Head HR Wholesale Bank and included experience in the Standard

Chartered acquisition of Grindlays. She then left after twelve years of rich and diverse roles as Head HR South Asia to join ABN Amro/RBS.

Prior to working in Standard Chartered Bank, she has worked in Procter and Gamble India Ltd, where she was the first woman leader to be hired in sales in Procter & Gamble India.

6. Mr. RS Reddy

He has over 35 years of experience in the Banking sector with 28 years in front-line assignments, a challenge by design & preferred by personal choice. He has worked on several committees of RBI and Indian Banks Association. He is presently on the boards of several companies as also advises many companies on finance and management.

E. Other Details of the directors:

Name / Designation / Nationality / DIN / Address/ Occupation
Name: Ranjan Ghosh Designation: MD & CEO DIN: 07592235 Nationality: Indian Occupation: Services Address: C-1701/2 Plot 63/7-4, Ashok Tower, Dr. S.S.Rao Road, Opp Mahatma Gandhi Hospital, Parel Mumbai-400012
Name: Shailendra Apte Designation: Director DIN: 00017814 Nationality: Indian Occupation: Service Address: 10, Dhavalgiri CHS, Plot 31, Sec 2, Vashi, Navi Mumbai-400703
Name: G S Sundararajan Designation: Independent Director DIN: 00361030 Nationality: Indian Occupation: Service Address: Flat 1002, The Summit, No.6, 1st Avenue, Shastri Nagar, Chennai- 600020
Name: Rishad Byramjee Designation: Director DIN: 00164123 Nationality: Indian Occupation: Service Address: Shahnazeen, 6th floor, Babulnath Road, Near Babulnath Temple, Babulnath, Mumbai-400007
Name: Dipali Sheth

Name / Designation / Nationality / DIN / Address/ Occupation
Designation: Independent Director DIN: 07556685 Nationality: Indian Occupation: Service Address: Lodha Bellissimo, A Wing, Apt 2002, N.M. Joshi Marg, Apollo Mills Compound, Mahalaxmi, Mumbai-400011
Name: Rajasekhara Reddy Designation: Additional Director DIN: 02339668 Nationality: Indian Occupation: Service Address: 12 & 13, 5th Main, Siddivinayaka Layout, Kodigehalli, Virupakshapura, Bangalore, Karnataka 560097

F. Management's perception of Risk Factors:

Please refer to the section titled "Risk Factors" of the Shelf Disclosure Document.

G. Details of defaults, if any, including the amounts involved, duration of default, and present status, in repayment of:

1. **Statutory Dues:** Outstanding Tax Dues as at December 31, 2019 is Rs. 2,92,54,918/-
2. **Debentures and interest thereon:** No defaults
3. **Deposits and interest thereon:** NA
4. **Loans from banks or financial institutions and interest thereon:** No default

H. Details of the Compliance officer to the Issue:

Compliance/ Investor Relations Officer:	Ms. Archana Goyal
Designation/Department:	Company Secretary
Address:	Centrum House, CST Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400 098
Tel. Nos.:	022 42159538
Email address(s):	archana.goyal@centrum.co.in

I. Any Default in Annual filing of the company under the Companies Act, 2013 or the rules made thereunder:

Nil

2. PARTICULARS OF THE OFFER:

Financial position of the Company for the last 3 financial years	For information on financial position of the Company, please refer to the Section titled “Brief Summary of the Business / Business Overview” in the Shelf Disclosure Document.
Date of passing of Board Resolution	Board Resolution dated: May 13, 2019 Finance Committee dated: November 15, 2019
Date of passing of resolution in general meeting, authorizing the offer of securities	Shareholders resolution passed under Section 42, 62 and 71 dated August 06, 2019
Kinds of securities offered (i.e. whether share or debentures) and class of security, the total number of shares or other securities to be issued	Secured, listed, rated, redeemable, non-convertible, principal protected, market linked debentures.
Price at which the security is being offered, including premium if any, along with justification of the price	Rs. 1,00,000 Issue price is calculated by discounting the maturity payout by the yield at which the issuance is being made for the remainder tenor of the security.
Name and address of the valuer who performed valuation of the security offered and the basis on which the price has been arrived at along with report of the registered valuer	N.A.
Relevant date with reference to which the price has been arrived at	N.A.
The class or classes of persons to whom the allotment is proposed to be Made	Individuals, Trust, Companies, etc For more details, kindly refer to section – ‘Who can apply’ in the document or the section ‘Eligible Investor(s)’ in the Term Sheet
Intention of promoters, directors or key managerial personnel to subscribe to the offer (applicable in case they intend to subscribe to the offer)	N.A.
The proposed time within which the allotment shall be completed	Issue open date – 20th April, 2020 Issue close date – 28th April, 2020
The names of the proposed allottees and the percentage of post private placement capital that may be held by them	N.A.
The change in control, if any, in the company that would occur consequent to the private placement	N.A.
The number of persons to whom allotment has already been made during the year, in terms of number of securities as well as price	During the year commencing April 01, 2019 to March 31, 2020 allotments have been made as below:

	CP Allotment:					
	Allotment date	No. of units credited	Face value	Price	Amount Outstanding @ discount	
	20-08-2019	80	5,00,000	4,78,987	38318960	
	23-08-2019	186	5,00,000	4,79,317	89152962	
	30-08-2019	34	5,00,000	4,80,089	16323026	
	13-09-2019	122	5,00,000	4,79,097	58449834	
	19-09-2019	78	5,00,000	4,79,758	37421124	
	300 CPs redeemed having maturity date of February 19, 2020 and 200 CPs redeemed having maturity date of March 13, 2020.					
The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	N.A.					
Amount, which the Company intends to raise by way of proposed offer of securities	Rs. 10 Crore/- (Rupees Ten crore Only)					
Terms of raising of securities	As per Term Sheet annexed as Annexure A to the Shelf Disclosure Document					
Proposed time schedule for which the Issue is valid	Issue open date –20th April, 2020 Issue close date – 28th April, 2020					
Purpose and objects of the Issue	(1) Long term augmentation of funds; OR (2) Onward lending and General Corporate purpose.					
Contribution being made by the Promoters or directors either as part of the offer or separately in furtherance of the object	No contribution is being made by the directors or promoters of the issuer					
Principal terms of assets charged as security, if applicable	As per Term Sheet annexed as Annexure A to the Shelf Disclosure Document					
The details of significant and material orders passed by the Regulators, Courts and Tribunals impacting the going concern status of the company and its future operations	Nil					
The pre-issue and post-issue shareholding pattern of the company as on March 31, 2020	Sl. No.	Category	Pre-issue		Post-issue	
			No of shares held	% of Shareholding	No of shares held	% of Shareholding

	A	Promoters holding	98,95,69,42-100%	98,95,69,42-100%
	1	Indian		
		Individual		
		Bodies Corporate		
		Sub-total		
	2	Foreign Promoters		
		Sub-total (A)		
	B	Non-promoters holding		
	1	Institutional Investors		
	2	Non-Institutional Investors		
		Private Corporate Bodies		
		Directors and Relatives		
		Indian Public		
		Others [including Non-Resident Indians(NRIs)]		
		Sub-total (B)		
		GRAND TOTAL	98,95,69,42-100%	98,95,69,42-100%

F. MODE OF PAYMENT FOR SUBSCRIPTION:

1. Cheque
2. Demand Draft
3. Other Banking Channels

3. DISCLOSURE WITH REGARD TO INTEREST OF DIRECTORS, LITIGATION, ETC:

Any financial or other material interest of the directors, promoters or key managerial personnel in the Issue and the effect of such interest in so far as it is different from the interests of other persons	Nil
Details of any litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against any Promoters of the Company during the last 3 (three) years immediately preceding the year of the issue	Nil

of this Disclosure Document and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action shall be disclosed					
Remuneration of directors (during the current year and last 3 (three) financial years) (Updated upto 31/3/2020)	Name of Director	As on December 2019	2018-19 (In Rs.)	2017-18 (In Rs.)	2016-17 (In Rs.)
	Ranjan Ghosh	1,58,80,593	3,51, 08,974	2,21,85,096	94,89,664
	Rishad Byramjee	1,90,000	1,40,000	3,42,000	72,000
	Harish Engineer	-	2,60,000	2,56,000	-
	Dipali Sheth	370,000	1,80,000	-	-
	G S Sundararajan	430,000	2,80,000	1,98,000	-
	R S Reddy	280,000	1,00,000	-	-
	Rajesh Nanavaty	-	-	54,000	36,000
	Subhash Kutte	-	-	2,38,500	36,000
	Parag Shah	-	-	-	63,000
	Swati Sahukara	-	-	-	27,000
	P.R Kalyanaraman	-	-	-	13,500
Related party transactions entered during the last 3 (three) financial years immediately preceding the year of issue of this Disclosure Document including with regard to loans made or, guarantees given or securities provided	Appendix attached hereto				
Summary of reservations or qualifications or adverse remarks of auditors in the last 5 (five) financial years immediately preceding the year of issue of this Disclosure Document and of their impact on the financial statements and financial position of the Company and the corrective steps taken and proposed to be taken by the Company for each of the said reservations or qualifications or adverse remark	No adverse remarks by auditors				
Details of any inquiry, inspections or investigations initiated or conducted under the Companies Act or any previous company law in the last 3 (three) years immediately preceding the year of issue of Disclosure Document in the case of the Company	Nil				

and all of its subsidiaries. Also if there were any were any prosecutions filed (whether pending or not), fines imposed, compounding of offences in the last 3 (three) years immediately preceding the year of this Disclosure Document and if so, section-wise details thereof for the Company and all of its subsidiaries	
Details of acts of material frauds committed against the Company in the last 3 (three) years, if any, and if so, the action taken by the company	Nil

4. FINANCIAL POSITION OF THE COMPANY:

The capital structure of the Company in the following manner in a tabular form as on March 31, 2020:

The authorised, issued, subscribed and paid up capital (number of securities, description and aggregate nominal value)	Share Capital		Rs.					
	Authorised 15,00,00,000 equity shares	1,50,00,00,000						
	Issued, Subscribed and Fully Paid- up 98,95,69,42 equity shares	98,95,69,420/-						
Size of the Present Issue	Rs. 10 crore (Debentures)							
Paid-up Capital: After the offer: After the conversion of Convertible Instruments (if applicable):	[Not applicable in case of this Issue]							
Share Premium Account: Before the offer: After the offer:	[Not applicable in case of this Issue]							
Details of the existing share capital of the Issuer as on March 31, 2020: As provided above.								
Date of Allotment	No. of Equity Shares	Face Value (Rs)	Issue Price (Rs)	Consideration (Cash, other than cash, etc)	Nature of Allotment	Cumulative		
						No of equity shares	Equity Share Capital (Rs)	Equity Share Premium (in Rs)
03.10.2015	1,49,62,500	10	28.51	42,65,80,875	Rights issue	1,49,62,500	19,712,5000	18.51
05.10.2015	1,13,47,222	10	28.51	32,35,09,299.2	Rights issue	2,63,09,722	310,597,220	18.51
12.10.2015	58,23,698	10	28.51	16,60,33,629	Rights issue	3,21,33,420	368,834,200	18.51
29.03.2018	1,99,78,522	10	20.02	59,97,55,230	Rights issue	5,21,11,942	568,619,420	20.02
20.06.2018	50,00,000	10	20	15,00,00,000	Conversion of CCD	5,71,11,942	61,86,19,420	20
26.09.2018	70,95,000	10	28.06	2,15,00,000	Conversion of CCD	6,42,06,942	68,95,69,420	18.06
02.11.2018	3,00,00,000	10	30.00	90,00,00,000	Rights issue	9,89,56,942	989,569,420	20

<p>Details of allotments made by the Company in past 1 (one) year along with details of allotment made for consideration other than cash</p>	<p>CP Allotment:</p> <table border="1" data-bbox="592 338 1366 831"> <thead> <tr> <th>Allotment date</th> <th>No. of units credited</th> <th>Face value</th> <th>Price</th> </tr> </thead> <tbody> <tr> <td>20-08-2019</td> <td>80</td> <td>5,00,000</td> <td>4,78,987</td> </tr> <tr> <td>23-08-2019</td> <td>186</td> <td>5,00,000</td> <td>4,79,317</td> </tr> <tr> <td>30-08-2019</td> <td>34</td> <td>5,00,000</td> <td>4,80,089</td> </tr> <tr> <td>13-09-2019</td> <td>122</td> <td>5,00,000</td> <td>4,79,097</td> </tr> <tr> <td>19-09-2019</td> <td>78</td> <td>5,00,000</td> <td>4,79,758</td> </tr> </tbody> </table> <p>300 CPs redeemed having maturity date of February 19, 2020 and 200 CPs redeemed having maturity date of March 13, 2020.</p>	Allotment date	No. of units credited	Face value	Price	20-08-2019	80	5,00,000	4,78,987	23-08-2019	186	5,00,000	4,79,317	30-08-2019	34	5,00,000	4,80,089	13-09-2019	122	5,00,000	4,79,097	19-09-2019	78	5,00,000	4,79,758
Allotment date	No. of units credited	Face value	Price																						
20-08-2019	80	5,00,000	4,78,987																						
23-08-2019	186	5,00,000	4,79,317																						
30-08-2019	34	5,00,000	4,80,089																						
13-09-2019	122	5,00,000	4,79,097																						
19-09-2019	78	5,00,000	4,79,758																						
<p>Profits of the Company, before and after making provision for tax, for the 3 (three) financial years immediately preceding the date of circulation of this Disclosure Document</p>	<table border="1" data-bbox="592 1028 1291 1249"> <thead> <tr> <th></th> <th>2019</th> <th>2018</th> <th>2017</th> </tr> </thead> <tbody> <tr> <td>Profit Before Tax (In Cr)</td> <td>0.20</td> <td>2.82</td> <td>8.49</td> </tr> <tr> <td>Profit After Tax (In Cr)</td> <td>0.48</td> <td>0.39</td> <td>5.48</td> </tr> </tbody> </table>		2019	2018	2017	Profit Before Tax (In Cr)	0.20	2.82	8.49	Profit After Tax (In Cr)	0.48	0.39	5.48												
	2019	2018	2017																						
Profit Before Tax (In Cr)	0.20	2.82	8.49																						
Profit After Tax (In Cr)	0.48	0.39	5.48																						
<p>Dividends declared by the Company in respect of the said 3 (three) financial years; interest coverage ratio (Includes hedging expenses and forex loss) for last three years (cash profit after tax plus interest paid/interest paid)</p>	<table border="1" data-bbox="592 1288 1291 1547"> <thead> <tr> <th></th> <th>2020</th> <th>2019</th> <th>2018</th> </tr> </thead> <tbody> <tr> <td>Dividend (Rs crore)</td> <td>-</td> <td>-</td> <td>-</td> </tr> <tr> <td>Interest Coverage Ratio</td> <td>-</td> <td>-</td> <td>-</td> </tr> </tbody> </table>		2020	2019	2018	Dividend (Rs crore)	-	-	-	Interest Coverage Ratio	-	-	-												
	2020	2019	2018																						
Dividend (Rs crore)	-	-	-																						
Interest Coverage Ratio	-	-	-																						
<p>A summary of the financial position of the Company as in the 3 (three) audited balance sheets immediately preceding the date of issue of this Disclosure Document</p>	<p>Please refer to the Disclosure Documents for details.</p>																								
<p>Audited Cash Flow Statement for the 3 (three) years immediately preceding the date of circulation of this Disclosure Document</p>	<p>Please refer to the Disclosure Documents for details.</p>																								
<p>Any change in accounting policies during the last 3 (three) years and their effect on the profits and the reserves of the Company</p>	<p>Ancillary borrowing cost During the current year, the Company has changed its policy for accounting of ancillary borrowing costs from recording it in the year in which these were incurred to amortizing such costs over the tenure of the underlying borrowings.</p>																								

	<p>Had the Company applied the accounting policy as in the previous year, the profit for the year would have been lower by Rs. 11,843,750.</p> <p><u>Amalgamation</u></p> <p>The Company has amalgamated with two entities namely Shree Srinivas Realtors Private Limited ('SSRPL') and Agrata Mercantile Private Limited ('AMPL') w.e.f. 01 April 2017. The amalgamation was in the nature of purchase accounting for which has been done following the net assets method as per Accounting Standard ("AS") 14 issued by the Institute of Chartered Accountants of India ("ICAI"). The assets and liabilities have been taken over at their fair values which has resulted in Goodwill on amalgamation amounting to Rs. 155,21,982 which has been amortised over a period of 11 years as considered reasonable by the management.</p>
--	---

PART - B

(To be filed by the Applicant)

Name: [●]

Father's name: [●]

Address: [●]

Phone number, if any: [●]

Email ID, if any: [●]

PAN Number: [●]

Bank Account Details: [●]

Signature

Initial of the Officer of the company designated to keep the record

The application form is enclosed separately.

DECLARATION

It is hereby declared that this Disclosure Document contains disclosures in accordance with (i) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended from time to time; (ii) the Companies Act, 2013 and rules made thereunder; (iii) other regulatory requirements.

The Directors of the Issuer declare that:

- (i) the Issuer has complied with the provisions of the Companies Act and the rules made thereunder;
- (ii) the compliance with the Companies Act and the rules does not imply that payment of dividend or interest or repayment of debentures, if applicable, is guaranteed by the Central Government;
- (iii) the monies received under the offer shall be used only for the purposes and objects indicated in the Offer letter/disclosure document.

I am authorized by the resolution of the Board of Directors of the Company dated May 13, 2019 and Finance Committee dated May 14, 2019 to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association.

It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to this form.

The Company accepts no responsibility for the statement made otherwise than in the Disclosure Document or in any other material issued by or at the instance of the Company and that anyone placing reliance on any other source of information would be doing so at his own risk.

For Centrum Financial Services Limited



Ranjan Ghosh
Managing Director & CEO
DIN: 07592235

APPENDIX TO FORM PAS - 4: RELATED PARTY TRANSACTIONS FOR 3 YEARS

1. FY 2016-17

RELATED PARTY DISCLOSURE AS REQUIRED UNDER AS-18 ISSUED BY ICAI

Related party transactions in the ordinary course of business.

A. Nature of Relationship	Name
Holding Company	Centrum Retail Services Limited

Particulars	Current Year	Previous Year
Loan Taken		
Loan Taken	25,00,00,000	18,95,00,000
Loan Repaid	25,00,000,00	24,38,24,169
Balance payable at end of year	NIL	NIL
Interest Payable	NIL	NIL
Legal and Professional Expenses Payable	NIL	NIL
Interest Expenses	NIL	21,86,002
Legal and Professional Expenses	9,50,814	NIL

B. Nature of Relationship	Name	
Ultimate Holding Company	Centrum Capital Limited	
Particulars	Current Year	Previous Year
Loan Taken		
Loan Taken	NIL	91,57,85,000
Loan Repaid	NIL	98,77,97,814
Balance payable at end of year	49,79,724	NIL
Loan Given	122,78,91,599	76,28,02,186
Loan Received Back	84,83,81,267	38,28,15,480
Interest Payable	13,46,267	85,50,033
Balance Receivable at end of year	75,94,97,038	37,50,06,982

Rent Payable	7,23,990	7,23,990
Interest Expenses	7,46,959	74,19,362
Legal and Professional Expenses Payable	9,40,500	9,40,500
Rent Expense	NIL	4,69,742
Legal and Professional Expenses	NIL	9,00,000
Interest Income	7,84,00,353	49,95,671
Interest Receivable	2,64,901	44,96,104
Corporate Guarantees given	41,00,00,000	40,00,00,000

C. Nature of Relationship	Name	
Associate	Centrum Securities Private Limited	
Particulars	Current Year	Previous Year
Advance Given	98,00,000	3,98,00,000
Advance Received Back	NIL	66,00,000
Interest Income	67,09,951	8,04,175
Balance receivable at end of year	4,94,00,000	3,32,00,000
Interest Receivable	61,61,987	1,23,032

D. Nature of Relationship	Name	
Enterprise controlled by Key Management Personnel	Business match Services (I) Private Limited	
Particulars	Current Year	Previous Year
Loan Taken	1,50,00,000	2,80,00,000
Loan Taken Repaid	1,50,00,000	5,31,85,000
Interest Expenses	NIL	9,74,800
Balance Payable at end of year	NIL	NIL
Interest Payable	1,79,05,487	1,79,05,487

E. Nature of Relationship	Name	
Fellow Subsidiary	Centrum Broking Limited	
Particulars	Current Year	Previous Year

Loan Given	4,15,50,000	5,000,000
Loan Received Back	NIL	9,220,000
Balance Receivable at end of year	4,15,50,500	NIL
Commission and Brokerage Expenses	3,09,91,845	NIL
Commission and Brokerage Payable	30,472	NIL
Interest Income	6,25,052	440,330
Interest Receivable	5,62,547	NIL

F. Nature of Relationship	Name	
Fellow Subsidiary	Centrum Direct Limited	
Particulars	Current Year	Previous Year
Loan Taken	NIL	10,00,00,000
Loan Repaid	NIL	10,00,00,000
Interest Expenses	NIL	11,09,290
Interest Payable	9,98,361	9,98,361
Reimbursement of Expenses	72,500	NIL

G. Nature of Relationship	Name	
Fellow Subsidiary	Centrum Wealth Management Limited	
Particulars	Current Year	Previous Year
Commission and Brokerage Expenses	NIL	1,24,60,000
Balance Payable at end of year	NIL	1,30,20,700
Loan Given	4,61,84,598	NIL
Loan Received Back	4,61,84,598	NIL
Balance Receivable at end of year	NIL	NIL
Interest Income	24,04,472	NIL
Interest Receivable	NIL	NIL

H. Nature of Relationship	Name
Fellow Subsidiary	Shree Srinivas Realtors Pvt Ltd

Particulars	Current Year	Previous Year
Loan Given	10,17,084	NIL
Interest Income	44,863	NIL
Interest Receivable	40,377	NIL
I. Nature of Relationship	Name	
Fellow Subsidiary	Agrata Mercantile Pvt Ltd	
Particulars	Current Year	Previous Year
Loan Given	2,52,50,000	NIL
Loan Repaid	NIL	NIL
Balance receivable at end of year	2,52,50,000	NIL
Interest Income	33,31,617	NIL
Interest Receivable	29,98,455	NIL

2. FY 2017-18

Related party disclosure

As per the requirement of Accounting Standards 18- On Related Party Disclosures, the name of the related parties with the description of the relationship and transactions between the reporting enterprise and its related parties, as identified by the management are as follows :

Name of related parties

Nature of relationship	Name of the party
Holding company	Centrum Capital Limited
Enterprises in which KMP are able to exercise control or have significant influence	Centrum Retail Services Limited Centrum Microcredit Private Limited Centrum Securities Private Limited Centrum Housing Finance Limited Centrum Wealth Management Limited Business match Services (I) Private Limited Centrum Broking Limited Centrum Direct Limited Centrum Defence System Limited BG Advisory Services LLP Buyforex India Limited Centrum Alternatives LLP Commonwealth Centrum Advisors Limited Centrum International Services PTE Centrum Infrastructure Advisory Limited Centrum Capital Holdings LLC Centrum Securities LLC Centrum Insurance Brokers Limited Centrum Investment Advisors Limited Krish and Ram Forex Private Limited Centrum REMA LLP Pyxis Finvest Limited Agrata Mercantile Private Limited* Shree Srinivas Realtors Private Limited*
Key Management Personnel (KMP)	Mr. Ranjan Ghosh (Managing Director)

*Companies have been amalgamated with CFSL effective from 01 April 2017.

Centrum Financial Services Limited

Summary of significant accounting policies and other explanatory information

Transaction with related parties

(Amount in Rs.)

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
a. Transactions during the year		
-		
Issue of equity shares including securities premium		
Centrum Capital Limited	59,97,55,230	-
Loans given		
Centrum Capital Limited	68,25,00,000	1,22,78,91,599
Centrum Microcredit Private Limited	8,00,00,000	-
Centrum Retail Services Limited	7,50,00,000	-
Centrum Securities Private Limited	-	98,00,000
Centrum Broking Limited	-	4,15,50,000
Centrum Wealth Management Limited	17,24,590	4,61,84,598
Shree Srinivas Realtors Private Limited	-	10,17,084
Agrata Mercantile Private Limited	-	2,52,50,000
Centrum Infrastructure Advisory Limited	-	2,90,00,000
Loan taken		
Centrum Capital Limited	30,00,00,000	-
Centrum Housing Finance Limited	10,00,00,000	-
Centrum Retail Services Limited	3,00,00,000	25,00,00,000
Bussiness match Services (I) Private Limited	-	1,50,00,000

Loan repaid		
Centrum Capital Limited	30,00,00,000	-
Centrum Housing Finance Limited	10,00,00,000	-
Centrum Retail Services Limited	3,00,00,000	25,00,00,000
Bussiness match Services (I) Private Limited	-	1,50,00,000
MLD repaid including accrued interest*		
Centrum Broking Limited	2,00,70,000	-
Centrum Wealth Management Limited	27,98,54,250	-
Loan repayment		
Centrum Capital Limited#	1,38,09,15,672	84,83,81,267
Centrum Securities Private Limited	4,94,00,000	-
Centrum Broking Limited	4,15,50,000	-
Centrum Microcredit Private Limited	8,00,00,000	-
Centrum Retail Services Limited	7,50,00,000	-
Centrum Wealth Management Limited	17,24,590	4,61,84,598
Centrum Infrastructure Advisory Limited	-	17,76,95,503
Rental income		
Centrum Capital Limited	2,58,15,416	-
Referral fee income		
Centrum Capital Limited	69,05,000	-
Processing fees income		
Centrum Microcredit Private Limited	16,20,000	-

Expenses incurred on behalf of the Company		
Centrum Microcredit Private Limited	63,78,975	-
Centrum Direct Limited	-	72,500

*MLDs were directly purchased from the market by the companies due to the which same is not disclosed by the Company. However, at the time of redemption amount is repaid to related party holding the MLD as on that date.

Loan repayment received from the party includes an amount of Rs. 110,000,000 which existed in the opening balance of the subsidiary merged in the Company. Hence, the opening balance is not disclosed in previous year figures. Also, the security deposit repaid includes the amount which is incorporated in the books due to amalgamation due to which opening balance is not disclosed in previous year balances.

Centrum Financial Services Limited

Summary of significant accounting policies and other explanatory information

(Amount in Rs.)

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Interest income		
Centrum Capital Limited	9,41,00,909	7,84,00,353
Centrum Securities Private Limited	28,15,123	67,09,951
Centrum Broking Limited	24,38,359	6,25,052
Centrum Wealth Management Limited	98,278	24,04,472
Shree Srinivas Realtors Private Limited	-	44,863
Agrata Mercantile Private Limited	-	33,31,617
Centrum Microcredit Private limited	8,71,233	-
Centrum Infrastructure Advisory Limited	-	2,09,94,031
Interest expenses		

Centrum Capital Limited	6,72,193	7,46,959
Centrum Housing Finance Limited	4,36,986	-
Interest expense on MLD		
Centrum Broking Limited	1,05,076	-
Centrum Wealth Management Limited	2,87,99,505	-
Reimbursement of expenses		
Centrum Capital Limited	58,90,000	-
Group allocated expenses		
Centrum Retail Services Limited	46,37,513	-
Centrum Capital Limited	-	-
Security deposit received		
Centrum Capital Limited	1,13,55,747	-
Security deposit repaid		
Centrum Capital Limited	1,04,09,435	-
Corporate Guarantee taken		
Centrum Capital Limited	1,42,82,50,000	41,00,00,000
Debit note raised		
Centrum Retail Services Limited	1,00,00,000	-
Legal and professional fees		

Centrum Retail Services Limited	-	9,50,814
Centrum Capital Limited	-	9,40,500
Loans and advances (maximum balance)		
Centrum Capital Limited	94,84,15,672	77,20,81,546
Centrum Microcredit Private Limited	8,00,00,000	-
Centrum Retail Services Limited	7,50,00,000	25,00,00,000
Centrum Securities Private Limited	4,94,00,000	4,94,00,000
Centrum Broking Limited	4,15,50,000	4,15,50,000
Centrum Wealth Management Limited	17,24,590	3,31,63,898
Shree Srinivas Realtors Private Limited	-	10,17,084
Agrata Mercantile Private Limited	-	2,52,50,000
Centrum Infrastructure Advisory limited	-	17,56,95,503
Commission and Brokerage expenses		
Centrum Broking Limited	19,61,574	3,09,91,845
Key Management Personnel		
Managerial remuneration		
Mr. Ranjan Ghosh	2,21,85,096	-

Centrum Financial Services Limited

Summary of significant accounting policies and other explanatory information

(Amount in Rs.)

Particulars	As at 31 March 2018	As at 31 March 2017
-------------	------------------------	------------------------

Interest receivable		
Centrum Capital Limited	-	2,64,901
Centrum Securities Private Limited	35,862	61,61,987
Centrum Broking Limited	-	5,62,547
Shree Srinivas Realtors Private Limited	-	44,377
Agrata Mercantile Private Limited	-	29,98,455
Interest accrued and due		
Centrum Capital Limited	-	13,46,267
Business match Services (I) Private Limited	-	1,79,05,487
Centrum Direct Limited	-	9,98,361
Rent payable		
Centrum Capital Limited	-	7,23,990
Commission and Brokerage Payable		
Centrum Broking Limited	30,472	30,472
Closing balances - Asset		
Centrum Capital Limited	17,09,46,312	75,34,35,948
Centrum Microcredit Private Limited	23,23,181	-
Centrum Broking Limited	9,64,38,566	4,15,50,000
Centrum Securities Private Limited	-	4,94,00,000
Closing balances - Liability		

Shree Srinivas Realtors Private Limited	-	10,17,084
Agrata Mercantile Private Limited	-	2,52,50,000
Centrum Wealth Management Limited	1,79,30,724	-

*MLDs were directly purchased from the market by the companies due to the which same is not disclosed by the Company. However, at the time of redemption amount is repaid to related party holding the MLD as on that date.

Loan repayment received from the party includes an amount of Rs. 110,000,000 which existed in the opening balance of the subsidiary merged in the Company. Hence, the opening balance is not disclosed in previous year figures. Also, the security deposit repaid includes the amount which is incorporated in the books due to amalgamation due to which opening balance is not disclosed in previous year balances

3. FY 2018-19

Related party disclosure

As per the requirement of Accounting Standards 18- On Related Party Disclosures, the name of the related parties with the description of the relationship and transactions between the reporting enterprise and its related parties, as identified by the management are as follows :

Name of related parties

Nature of relationship	Name of the party
Holding company	Centrum Capital Limited
Fellow subsidiaries transacted during the year	Centrum Retail Services Limited Centrum Microcredit Limited Centrum Securities Private Limited Centrum Housing Finance Limited Centrum Wealth Management Limited Centrum Broking Limited Centrum Direct Limited Centrum Defence System Limited Centrum Alternatives LLP Centrum REMA LLP Club 7 Holidays Private Limited Axis Spaces Private Limited
Key management personnel (KMP)	Ranjan Ghosh (Managing Director)

Centrum Financial Services Limited

Significant accounting policies and other explanatory information

Transaction with related parties

(Amount in Rs.)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
a. Transactions during the year		
-		
Issue of equity shares		
Centrum Capital Limited	1,24,90,85,700	59,97,55,230
Loans given		
Centrum Capital Limited	13,00,00,000	68,25,00,000
Centrum Microcredit Limited	28,00,00,000	8,00,00,000
Centrum Retail Services Limited	-	7,50,00,000
Centrum Wealth Management Limited	-	17,24,590
Axis Spaces Private Limited	3,60,00,000	32,77,67,021
Loan repayment		
Centrum Capital Limited#	30,00,00,000	1,38,09,15,672
Centrum Securities Private Limited	-	4,94,00,000
Centrum Broking Limited	-	4,15,50,000
Centrum Microcredit Limited	28,00,00,000	8,00,00,000
Centrum Retail Services Limited	-	7,50,00,000
Centrum Wealth Management Limited	-	17,24,590
Axis Spaces Private Limited	27,89,43,835	21,98,23,186

Loan taken		
Centrum Capital Limited	25,00,00,000	30,00,00,000
Centrum Housing Finance Limited	10,00,00,000	10,00,00,000
Centrum Retail Services Limited	2,12,50,00,000	3,00,00,000
Axis Spaces Private Limited	5,75,00,000	26,35,00,000
Loan repaid during the year		
Centrum Capital Limited	25,00,00,000	30,00,00,000
Centrum Housing Finance Limited	10,00,00,000	10,00,00,000
Centrum Retail Services Limited	2,12,50,00,000	3,00,00,000
Axis Spaces Private Limited	19,75,96,175	16,39,03,826
Subscription to MLD		
Centrum Wealth Management Limited	66,72,23,700	-
MLD repaid including accrued interest*		
Centrum Broking Limited	-	2,00,70,000
Centrum Wealth Management Limited	8,45,20,000	27,98,54,250

*MLDs were directly purchased from the market by the companies due to the which same is not disclosed by the Company. However, at the time of redemption amount is repaid to related party holding the MLDs as on that date.

Centrum Financial Services Limited

Significant accounting policies and other explanatory information

Transaction with related parties

(Amount in Rs.)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018

Advance taken		
Centrum Retail Services Limited	34,560,000	-
Advance repaid		
Centrum Retail Services Limited	34,560,000	-
Rent income		
Centrum Capital Limited	68,70,228	2,58,15,416
Centrum Microcredit Limited	750	-
Centrum Retail Services Limited	18,18,487	-
Referral fee income		
Centrum Capital Limited	-	69,05,000
Processing fees income		
Centrum Microcredit Limited	-	16,20,000
Expenses incurred on behalf of the Company		
Centrum Capital Limited	45,54,000	-
Centrum Microcredit Limited	74,800	63,78,975
Centrum Direct Limited	-	-
Centrum Housing Finance Limited	20,429	-
Advisory fees income		
Centrum Wealth Management Limited	7,00,000	-
Interest income		

Centrum Capital Limited	39,51,509	9,41,00,909
Centrum Securities Private Limited	-	28,15,123
Centrum Broking Limited	-	24,38,359
Centrum Wealth Management Limited	-	98,278
Centrum Microcredit Limited	29,69,316	8,71,233
Centrum Retail Services Limited	3,58,992	-
Axis Spaces Private Limited	2,81,70,009	2,92,12,463
Interest expenses		
Centrum Capital Limited	2,18,65,337	6,72,193
Centrum Housing Finance Limited	19,28,768	4,36,986
Centrum Retail Services Limited	2,79,35,410	-
Axis Spaces Private Limited	1,19,50,032	1,53,90,715
Interest expense on MLD		
Centrum Broking Limited	-	1,05,076
Centrum Wealth Management Limited	-	2,87,99,505

Centrum Financial Services Limited

Significant accounting policies and other explanatory information

Transaction with related parties

(Amount in Rs.)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Interest subsidy		
Centrum Capital Limited	5,88,68,196	-

Investment service fees expenses		
Centrum Wealth Management Limited	95,70,000	-
Expenses		
Rent expenses		
Centrum Capital Limited	20,06,329	-
Centrum Wealth Management Limited	7,60,084	-
Centrum Retail Services Limited	49,31,067	-
Electricity expenses		
Centrum Retail Services Limited	10,51,938	-
Printing and stationery, postage and courier and telephone expense		
Centrum Retail Services Limited	46,345	-
Travelling expense		
Club7 Holidays Private Limited	27,37,705	30,38,780
Arrangers fees		
Centrum Capital Limited	47,00,000	-
Centrum Wealth Management Limited	3,75,000	-
Placement fees income		
Centrum Capital Limited	31,50,000	-
Reimbursement of expenses		
Centrum Capital Limited	-	58,90,000

Centrum Microcredit Limited	-	-
Centrum REMA LLP	3,67,500	-
Centrum Wealth Management Limited	1,83,750	-
Group allocation income		
Centrum Retail Services Limited	1,54,00,000	1,00,00,000
Group allocation expense		
Centrum Retail Services Limited	-	46,37,513
Security deposit received		
Centrum Capital Limited	-	1,13,55,747
Centrum Retail Services Limited	59,46,312	-

Centrum Financial Services Limited

Significant accounting policies and other explanatory information

(Amount in Rs.)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Security deposit repaid		
Centrum Capital Limited	9,46,312	1,04,09,435
Corporate Guarantee received		
Centrum Capital Limited	1,70,55,68,182	1,42,82,50,000
Centrum Capital Limited	20,00,00,000	94,84,15,672
Centrum Microcredit Limited	10,00,00,000	8,00,00,000
Centrum Retail Services Limited	25,00,00,000	7,50,00,000

Centrum Securities Private Limited	-	4,94,00,000
Centrum Broking Limited	-	4,15,50,000
Centrum Wealth Management Limited	-	17,24,590
Axis Spaces Private Limited	13,00,00,000	17,29,43,835
Commission and Brokerage expenses		
Centrum Broking Limited	6,34,58,803	19,61,574
Key Management Personnel		
Managerial remuneration		
Mr. Ranjan Ghosh	3,51,08,974	2,21,85,096
Interest Receivable		
Centrum Securities Private Limited	-	35,862
Commission and Brokerage Payable		
Centrum Broking Limited	-	30,472
Indemnification		
Centrum Capital Limited	25,00,00,000	-
Compulsory Convertible Debentures		
Centrum Capital Limited	15,09,14,300	-
Closing balances -Asset		
Centrum Capital Limited	-	17,09,46,312
Centrum Microcredit Limited	-	23,23,181
Centrum Broking Limited	49,92,482	9,64,38,566

Axis Spaces Private Limited	-	24,29,43,835
Closing balances - Liability		
Centrum Retail Services Limited	59,46,312	-
Centrum Wealth Management Limited	-	1,79,30,724
Axis Spaces Private Limited	-	14,00,96,174
Club7 Holidays Private Limited	9,44,885	6,90,970

Name of related parties

Nature of relationship	Name of the party
Promoter Company	Centrum Capital Limited
Holding company	Centrum Retail Services Limited
Fellow subsidiaries transacted during the year	Centrum Microcredit Limited Centrum Securities Private Limited Centrum Housing Finance Limited Centrum Wealth Management Limited Centrum Broking Limited Centrum Direct Limited Centrum Defence System Limited Centrum Alternatives LLP Centrum REMA LLP Club 7 Holidays Private Limited Centrum Investment Advisors Limited
Key management personnel (KMP)	Ranjan Ghosh (Managing Director and CEO)

Transaction with related parties

(Amount in Rs.)

Particulars	For the year ended 31 December 2019	For the year ended 31 March 2019
a. Transactions during the year		
Issue of equity shares		
Centrum Capital Limited	-	1,24,90,85,700

Loans given		
Centrum Capital Limited	35,85,00,000	13,00,00,000
Centrum Microcredit Limited	-	28,00,00,000
Centrum Retail Services Limited	43,00,00,000	-
Centrum Wealth Management Limited	65,70,00,000	-
Loan repayment		
Centrum Capital Limited	13,85,00,000	30,00,00,000
Centrum Microcredit Limited	-	28,00,00,000
Centrum Retail Services Limited	12,00,00,000	-
Centrum Wealth Management Limited	53,70,00,000	-
Loan taken		
Centrum Capital Limited		25,00,00,000
Centrum Housing Finance Limited	5,00,00,000	10,00,00,000
Centrum Microcredit Limited	8,00,00,000	
Centrum Retail Services Limited		2,12,50,00,000
Loan repaid during the year		
Centrum Capital Limited		25,00,00,000
Centrum Housing Finance Limited	5,00,00,000	10,00,00,000
Centrum Microcredit Limited	8,00,00,000	
Centrum Retail Services Limited		2,12,50,00,000
Investment		
Centrum Microcredit Limited	10,00,00,000	
Portfolio Assigned		
Centrum Microcredit Limited	14,42,41,076	
Portfolio Collection on behalf of Centrum Microcredit Limited	3,09,55,051	
Portfolio Collection paid Centrum Microcredit Limited	1,70,43,622	

Subscription to MLD Centrum Wealth Management Limited		66,70,93,650
MLD repaid including accrued interest* Centrum Wealth Management Limited	83,07,92,630	8,45,20,000

*MLDs were directly purchased from the market by the companies due to the which same is not disclosed by the Company. However, at the time of redemption amount is repaid to related party holding the MLDs as on that date.

(Amount in Rs.)

Particulars	For the year ended 31 December 2029	For the year ended 31 March 2019
Advance taken Centrum Retail Services Limited		34,56,00,000
Advance repaid Centrum Retail Services Limited		34,56,00,000
Sharing of Economic Benefits Centrum Retail Services Limited	6,39,43,393	
Rent income Centrum Capital Limited		68,70,228
Centrum Microcredit Limited	6,750	750
Centrum Retail Services Limited	18,18,486	18,18,487
Service Fee income Centrum Wealth Management Limited	10,87,903	
Centrum Retail Services Limited	2,77,534	
JBCG Advisory Services Private Limited	7,41,098	
Centrum Microcredit Limited	5,00,000	
Expenses incurred on behalf of the Company Centrum REMA LLP	1,22,500	
Centrum Wealth Management Limited	61,250	
Centrum Capital Limited		45,54,000
Centrum Microcredit Limited		74,800
Centrum Housing Finance Limited		20,429
Advisory fees income Centrum Wealth Management Limited		7,00,000
Interest income		

Centrum Capital Limited	44,24,274	39,51,509
Centrum Securities Private Limited	-	-
Centrum Broking Limited	-	-
Centrum Wealth Management Limited	64,46,508	-
Centrum Microcredit Limited	22,13,115	29,69,316
Centrum Retail Services Limited	1,88,95,220	3,58,992
Interest expenses		
Centrum Capital Limited		2,18,65,337
Centrum Housing Finance Limited	7,83,562	19,28,768
Centrum Retail Services Limited	1,13,70,258	2,79,35,410
Centrum Microcredit Limited	6,12,603	

Transaction with related parties

(Amount in Rs.)

Particulars	For the year ended 31 December 2019	For the year ended 31 March 2019
Interest subvention (Refer note 20.1) Centrum Capital Limited		5,88,68,196
Investment service fees expenses Centrum Wealth Management Limited		95,70,000
Expenses		
Rent expenses		
Centrum Capital Limited	3,77,638	20,06,329
Centrum Wealth Management Limited	9,56,578	7,60,084
Centrum Retail Services Limited	19,86,645	49,31,067
Electricity expenses		
Centrum Retail Services Limited	12,65,757	10,51,938
Centrum Wealth Management Limited	84,826	
Centrum Capital Limited	72,885	
Printing and stationery, postage and courier and telephone expense		
Centrum Retail Services Limited	1,91,626	46,345
Centrum Wealth Management Limited	25,485	
Travelling expense		
Club7 Holidays Private Limited	11,41,066	27,37,705
Arrangers fees		
Centrum Capital Limited		47,00,000

Centrum Wealth Management Limited	25,80,000	3,75,000
Placement fees income Centrum Capital Limited		31,50,000
Reimbursement of expenses Centrum Capital Limited	8,49,474	-
Centrum Microcredit Limited	1,89,600	-
Centrum REMA LLP	79,167	3,67,500
Centrum Wealth Management Limited	-	1,83,750
Centrum Retail Services Limited	85,869	
Group allocation income Centrum Retail Services Limited	-	1,54,00,000
Group allocation expense Centrum Retail Services Limited	2,67,30,627	-
Security deposit received Centrum Retail Services Limited	-	59,46,312

(Amount in Rs.)

Particulars	For the year ended 31 December 2019	For the year ended 31 March 2019
Security deposit repaid Centrum Capital Limited	50,00,000	9,46,312
Corporate Guarantees issued on behalf of the Company Centrum Capital Limited	-	1,70,55,68,182
Loans and advances(maximum balance) Centrum Capital Limited	22,00,00,000	20,00,00,000
Centrum Microcredit Limited		10,00,00,000
Centrum Retail Services Limited	31,00,00,000	25,00,00,000
Centrum Securities Private Limited		-
Centrum Broking Limited		-
Centrum Wealth Management Limited	12,00,00,000	-
Axis Spaces Private Limited		13,00,00,000
Commission and Brokerage expenses Centrum Broking Limited	6,39,55,800	6,34,58,803
Centrum Investment Advisors Limited	15,78,700	

Key Management Personnel Managerial remuneration Mr. Ranjan Ghosh	1,58,80,593	3,51,08,974
Indemnification (Refer note 14.1) Centrum Capital Limited		25,00,00,000
Compulsory Convertible Debentures Centrum Retail Services Limited Centrum Capital Limited	15,09,14,300	15,09,14,300

Closing balances with Related Parties

(Amount in Rs.)

Particulars	For the year ended 31 December 2019	For the year ended 31 March 2019
Interest Receivable Centrum Wealth Management Limited	22,16,522	
Other Receivable Centrum Broking Limited	1,17,17,607	
Commission and Brokerage Payable Centrum Broking Limited Centrum Investment Advisors Limited	86,46,924 17,83,931	-
Corporate Guarantee received Centrum Capital Limited	69,37,47,056	1,70,55,68,182
Other Payable Centrum Retail Services Limited	1,44,458	
Closing balances -Asset		
Centrum Capital Limited	22,00,00,000	-
Centrum Microcredit Limited	10,00,00,000	-
Centrum Retail Services Limited	31,00,00,000	
Centrum Wealth Management Limited Centrum Broking Limited	12,22,16,522 -	49,92,482

Closing balances - Liability		
Centrum Capital Limited	1,44,145	
Centrum Microcredit Limited	1,39,12,344	
Centrum Investment Advisors Limited	17,83,931	
Centrum Broking Limited	83,66,463	
Centrum Retail Services Limited	16,34,98,949	59,46,312
Centrum Wealth Management Limited	2,00,00,000	-
Club7 Holidays Private Limited	2,30,826	9,44,885