

To,  
General Manager,  
Listing Operation,  
**National Stock Exchange of India Limited,**  
**Address:** "Exchange Plaza", 5th Floor,  
Plot No. C/1, G Block, Bandra- Kurla Complex,  
Bandra (East), Mumbai - 400051.

To,  
The Chief General Manager  
Listing Operation,  
**BSE Limited,**  
**Address:** 20<sup>th</sup> Floor, P. J. Towers,  
Dalal Street,  
Mumbai – 400 001.

**Subject: Application seeking "In-principal approval" prior to issue and allotment of 7,01,26,225 (Seven Crore, One Lakh, Twenty-six Thousand, Two Hundred and Twenty-five) equity share warrants to persons belonging to promoter group category under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Dear Sir/Madam,**

We, Makarand M. Joshi & Co., Practicing Company Secretaries, have verified the relevant records and documents of Centrum Capital Limited(‘**Company/the Company**’) with respect to the proposed preferential issue of equity share warrants by the company as per Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 SEBI (ICDR Regulations) 2018 and certify that:

- a) None of the proposed allottee(s) has/have transferred or sold any equity shares of the Company during the 90 trading days preceding the relevant date i.e. May 26, 2025. Further, where the proposed allottee(s) is/ are promoter/ promoter group entity, then none of entities in the promoter and promoter group entities has/ have sold any equity share of the company during the 90 trading days preceding the relevant date.
- b) M/s. JBCG Advisory Services Private Limited, the proposed allottee, holds equity shares of the Company as on the relevant date (pre-preferential shareholding).
- c) The proposed allottees have following pre-preferential shareholding in the Company and the requirement of lock-in of pre-preferential shareholding of the proposed allottees in accordance with Regulation 167 (6) SEBI (ICDR) Regulations, 2018 is complied with. Further, there is ~~sale/~~pledge of pre-preferential holding for the proposed allottee M/s. JBCG Advisory Services Private Limited from May 26, 2025 (Relevant date) till the date of preferential issue:

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**Head Office**

Ecstasy, 802-805, 8th Floor, Citi Of Joy, JSD, Mulund West, Mumbai - 400080, Maharashtra  
**Board Number:** +91 22 2167 8100 **Nasik Branch:** 0253- 2316533, 2516455 [www.mmjc.in](http://www.mmjc.in)

Name of Proposed Allottee	DP ID / Client ID	Category	Pre-preferential holding	Lock-in details		Shares Pledged	Pledged with	Pledge end date
				From	To			
JBCG Advisory Services Private Limited	12012200 / 00104043	Promoter Group	1,71,34,537	26-05-2025	15-11-2025	50,00,000	Catalyst Trusteeship Limited (on behalf of Debenture Holder i.e. Neo Special Credit Opportunities Fund)	30-07-2028
JBCG Advisory Services Private Limited	IN301670 / 10387474	Promoter Group	85,00,000	26-05-2025	15-11-2025	Nil	NA	NA

The entire pre-preferential holding of the proposed allottee is in dematerialized form.

- d) The proposed allottee, belonging to promoter(s) or the promoter group is not ineligible for allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018
- e) The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the Company has complied with all legal and statutory formalities and no statutory authority has restrained the Company from issuing these proposed securities.
- f) The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association and Article of Association (AoA) of the Company. It is further confirmed that for the proposed preferential issue, the price of the Equity Shares of the Company has been determined in compliance with the valuation requirement as mentioned in SEBI (ICDR) Regulations, 2018.
- g) The issue price of the proposed preferential issue of the share warrant has been determined in accordance with Valuation Report obtained from Independent Registered Valuer.
- h) The highest trading volume of the equity shares of the Company recorded during the preceding 90 trading days prior to the relevant date was on National Stock Exchange Limited.

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- i) The total allotment to the allottee in the present preferential issue is more than 5% of the post issue fully diluted share capital of the Company.

**For Makarand M. Joshi & Co.  
Practicing Company Secretaries**

SAURABH  
SANJAY  
AGARWAL

Digitally signed by  
SAURABH SANJAY  
AGARWAL  
Date: 2025.06.06  
19:44:30 +05'30'

**Saurabh Agarwal**

**Partner**

**FCS No: 9290**

**CP No. 20907**

**UDIN: F009290G000560929**

**Date: 06 June, 2025**

**Place: Mumbai**

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