

October 26, 2021

<p>To National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, Bandra - Kurla Complex, Bandra (East), Mumbai- 400 051</p> <p><b>Scrip Code – 501150</b></p>	<p>To BSE Limited Corporate Relations Department, 1st Floor, New Trading Ring, P. J. Towers, Dalal Street, Mumbai - 400 001.</p> <p><b>NSE Scrip Code: - CENTRUM</b></p>
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**Ref.:** Disclosures under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Dear Sir/Madam,

Further to the earlier disclosures made in this connection, we wish to inform that the following documents have been executed today:

1. Business transfer Agreement (BTA) between Centrum Financial Services Limited (“CFSL”), subsidiary company of the Company and Unity Small Finance Bank Limited (“USFB”), step-down subsidiary company of the Company, for the sale/ transfer of ‘business undertaking’ of CFSL to USFB via a slump sale, on a going concern and ‘as-is-where-is’ basis.
2. Business transfer Agreement (BTA) between Centrum Microcredit Limited (“CML”), subsidiary company of the Company and USFB, step-down subsidiary company of the Company, for the sale/ transfer of ‘business undertaking’ of CML to USFB via a slump sale, on a going concern and ‘as-is-where-is’ basis.
3. Shareholders Agreement (“SHA”) executed between CFSL, Resilient Innovations Private Limited (“RIPL”) and USFB in connection with the shareholding of CFSL and RIPL in USFB.

The aforesaid agreements will become effective from the date Commencement of Business by USFB.

This intimation is being made in compliance with Regulation 30, read with Schedule III of the Listing Regulations. Please find the details of the aforesaid transactions, in Annexure A and Annexure B to this letter.

Kindly take this on record and acknowledge receipt of this intimation.

Thanking you.

Yours faithfully,

For **Centrum Capital Limited**



**Sriram Venkatasubramanian**  
Chief Financial Officer

Encl: a/a



**Annexure A**

**I. Business transfer Agreements between CFSL and USFB & CML and USFB**

Sr. no.	Particulars	Centrum Financial Services Limited ("CFSL")	Centrum Microcredit Limited ("CML")
1	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the Listed Entity during the last Financial Year;	Contribution during the year ended March 31, 2021 by CFSL:  a) Total Income: Rs. 1,494,154,708/- (29.12% of Consolidated Total Income of the Company)  b) Net Worth: Rs. 3,032,497,224/- (39.71% of the Consolidated Net worth of the Company)	Contribution during the year ended March 31, 2021 by CML:  a) Total Income: Rs. 881,739,038/- (17.18% of Consolidated Total Income of the Company)  b) Net Worth: Rs. 783,183,187/- (10.26% of the Consolidated Net worth of the Company)
2	Date on which the agreement for sale has been entered into;	October 26, 2021	October 26, 2021
3	The date/expected date of completion of sale/disposal;	On the date of Commencement of Business by USFB	On the date of Commencement of Business by USFB
4	Consideration received from such sale/disposal;	Consideration amounting to ~ INR 316 Crore	Consideration amounting to ~ INR 110 Crore
5	Brief details of buyers and whether any of the buyers belong to the promoter/promoter group/group companies. If yes, details thereof;	Unity Small Finance Bank ("USFB") is a step down subsidiary of the Company.	Unity Small Finance Bank ("USFB") is a step down subsidiary of the Company.
6	Whether the transaction would fall within related party transactions?	Yes	Yes
7	Additionally, in case of a slump sale, indicative disclosures provided for amalgamation/merger, shall be disclosed by the listed entity with respect to such slump sale.	The transfer is being undertaken through a BTA executed between subsidiaries of the Company.	The transfer is being undertaken through a BTA executed between subsidiaries of the Company.





**Annexure B**

**Disclosure w.r.t the execution of Shareholders Agreement ("SHA")**

Sr. no.	Particulars	Details
1	Name(s) of parties with whom the agreement is entered;	SHA has been executed amongst Centrum Financial Services Limited ("CFSL"), Resilient Innovations Private Limited ("RIPL") and Unity Small Finance Bank Limited ("USFB")
2	Purpose of entering into the agreement;	To record the rights and obligations of shareholders of USFB.
3	Shareholding, if any, in the entity with whom the agreement is executed;	USFB is a subsidiary of CFSL and step down subsidiary of the Company.
4	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.;	The Company is the promoter of CFSL and USFB.  The SHA, inter-alia includes certain terms involving capital structure, shareholder's representation on the board and transfer of securities of USFB.
5	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship;	CFSL is a material subsidiary of the Company and USFB is a step down subsidiary of the Company.
6	Whether the transaction would fall within related party transactions?	Yes
7	In case of issuance of shares to the parties, details of issue price, class of shares issued;	NA
8	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc;	Please refer to para 4 above
9	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a. name of parties to the agreement; b. nature of the agreement; c. date of execution of the agreement; d. details of amendment and impact thereof or reasons of termination and impact thereof.	Not applicable

