



Leveraging Strengths  
and Opportunities for a  
**Bigger Tomorrow.**

C-NTRUM

ANNUAL REPORT  
2016-2017



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# Chairman's Message

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Dear Shareholders,

It has been over a year since I took over as Executive Chairman of the Centrum Group and I am happy to share that with the collective efforts of our entire team, FY 2016-17, has been a year of action and growth for the Group. A multi-pronged strategy of growing existing businesses through innovative offerings and greater use of research & technology, venturing into new verticals, strengthening the team with proven industry talent and entering into new strategic tie-ups with organisations of repute, all contributed in making it a year of achievements and significant growth. I believe that the vibrancy and growth momentum being experienced in the Indian economy today, the new opportunities for businesses like ours, coupled with our ideas, expertise, offerings, and strong relationships, will take us faster and further on our growth trajectory. Our focus in FY 2017-18 will continue to be **Growth** through leveraging our internal strengths and the huge external opportunities that the economy offers.

In recent months, the economy has witnessed many positive developments. Multiple policy actions geared towards bringing about a positive economic change have been initiated by the Government. GST implementation would streamline the tax structure levied on consumers and businesses. This broad based wave of change extends to other aspects of the economy as well. The proposed amendments to the Banking Regulation Act are designed towards easing the credit jam in the public sector banking space. The non-performing assets problem has been acknowledged and once this is addressed, it will send a further positive signal to all stakeholders. Real Estate as an asset class has dominated mindshare for several years, but it too has seen several ups and downs. The Real Estate Regulation Act is clearly a stellar example of bringing accountability in a sector which has legacy issues. Manufacturing, access to information and services, housing and job creation are core elements of nation building. Focused initiatives like 'Make in India', 'Digital

India', 'Housing for all' and 'Skill India' can be considered as building blocks which will shape the next phase of positive changes.

Looking back at FY 2016-17, I am pleased to share that all our existing businesses have demonstrated steady growth. We have ventured into several new ones as well. On a consolidated basis, the Group's profit (EBITDA) for FYE March 31, 2017 was ₹ 130.19 crore as compared to ₹ 75.19 crore in the previous year. The net profit on a consolidated basis was ₹ 30.01 crore as compared to ₹ 26.16 crore in the previous year. *(Previous financial year was a nine month period)*

CentrumDirect Ltd. (CDL) specializes in travel related foreign exchange services and is our largest revenue generator. In FY 2016-17, the Company had significant achievements. It bagged exclusive rights to operate money exchange counters at Pune, Gaya, Ahmedabad and Jaipur Airports. This makes us **'The Largest Foreign Exchange Provider'** at Airports with money exchange counters at 18 airports in India. We were also the first money exchange company in India to launch an innovative Mobile Wallet backed by a Physical Card – Centrum Pay, which was introduced to efficiently meet the cash crunch faced during demonetization. It was well appreciated by international visitors. Our online forex portal – [www.centrumforex.com](http://www.centrumforex.com) successfully handled over 1 million transactions.

Centrum Wealth Management Ltd. (CWML) had a year of profitable growth, enlarging its client roster. It was voted as **'The Best Domestic Private Bank'** in India by Asiamoney. This recognition validates our commitment of providing excellent service to clients. Additionally, CWML entered into strategic tie-ups with Doha Bank, Qatar and Lakshmi Vilas Bank to offer their clients the basket of Centrum's Wealth Management Services. These partnerships will significantly expand our reach, not only in India but also in the Middle East.

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Centrum Broking Ltd. (CBL) grew by empanelling new franchisees and strengthening its sales and research teams. Taking advantage of the bullish sentiment in the primary markets, our Broking and Investment Banking teams have successfully structured a number of QIPs & IPOs. In the IPO space, we were lead managers to S.P Apparels IPO that was significantly oversubscribed and listed at a substantial premium. Additionally, we were the sole book running lead managers to the QIPs of FIEM Industries and Lakshmi Vilas Bank. Our dedicated debt team has been quite active in the stressed asset resolution area by assisting a number of corporates through CDR, OTS, JLF and Bilateral restructuring etc.

FY2016-17 saw the launch of several new businesses Our Insurance Business, which commenced operations during the year, has grown steadily and works as a distributor with companies like Bajaj Allianz, Cigna TTK, HDFC Life etc.

In November 2016, we received the Certificate of Registration from the National Housing Bank to commence operations in the lucrative low to mid income housing finance business in India. Within a short span, Centrum Housing Finance Ltd (CHFL) has opened nine offices across Madhya Pradesh & Gujarat. CHFL will focus on servicing tier 2 and 3 cities initially. We have also commenced operations in SME Financing, which provides term loans, working capital and loans against shares to Small and Medium Enterprises pan India under Centrum Financial Services Ltd. These two new businesses are based on a lending model, which supplement our fee based revenue model in place for many years. FY 2016-17 also saw the launch of our maiden Private Equity Fund

– Kalpavriksh, which will invest in mid-sized, unlisted companies with a growth potential in Fintech, Education, Technology, Healthcare and FMCG sectors.

The combination of the new lending businesses and our existing fee based businesses has strengthened our basket of offerings. I am happy to share that large foreign investors – New York Life, Jacob Ballas and Evolvece have acquired a minority stake in our foreign exchange business. These funds will be channelized into the new lending businesses and generate further growth.

The economy is currently at a stage where a slight pickup in demand can lead to a significant improvement in growth. As I mentioned earlier, the opportunity is out there for us to grab. As an organisation, we have aspirational plans for each of our businesses and I am optimistic that we will achieve all our goals.

I would like to end by expressing my gratitude to all our clients, employees, investors, bankers, regulators and shareholders – for the trust they have reposed in us. My special thanks also go to our Board members for their guidance. We look forward to your continued support in our growth trajectory as we create long term value for all our stakeholders.

Yours sincerely,



**Jaspal Singh Bindra**

## Board of Directors



**Chandir Gidwani**  
Chairman Emeritus



**Jaspal Singh Bindra**  
Executive Chairman



**K. R. Kamath**  
Non-Executive Director



**Mahakurshid Byramjee**  
Non-Executive Director



**Rishad Byramjee**  
Non-Executive Director



**Ibrahim Belseleh**  
Non-Executive  
Independent Director



**Manish Kumar Verma**  
Non-Executive  
Independent Director



**Manmohan Shetty**  
Non-Executive  
Independent Director



**Rajesh Nanavaty**  
Non-Executive  
Independent Director



**R. S. Reddy**  
Non-Executive  
Independent Director



**Subhash Kutte**  
Non-Executive  
Independent Director



## An Exciting Year of Action With All Round Growth!

2016-17 was a year of multi - pronged initiatives and action at Centrum. From the launch of new businesses to expansion and growth of existing businesses, to getting exceptionally capable talent to join our teams, from introducing a slew of innovations to stepping up client connect, a lot was done to bring overall growth with a focus on customer delight. The following pages capture a glimpse of the significant happenings!

## Big Wins for Investment Banking & Asset Management

### PE Investors led by Jacob Ballas Invest in CentrumDirect

In February 2017, a group of PE Investors led by Jacob Ballas and New York Life acquired a minority stake in our Forex Business – CentrumDirect Ltd. The investment received will fund our newly formed lending businesses of Housing & SME Finance.

### Maiden PE Fund – Kalpavriksh Launched

We launched our maiden Private Equity Fund Kalpavriksh in November 2016. The fund, which has a corpus of Rs. 500 crores will invest in Fintech, Healthcare and Consumer Technology companies. Two senior industry experts will lead our growth in this business. Shujaat Khan joined us as MD & Head of Asset Management and Giri Krishnaswamy as the CIO for the Kalpavriksh Fund.



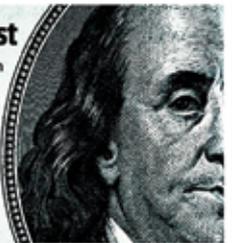
TO PAY \$50 MILLION

## New York Life-led Group to Take 30% in Centrum Direct

### Ballas' India Interest

- It's an India-focussed private equity fund
- Has investments in Adlabs, Karaikkal Ports and Vivimed Labs
- Manages close to \$600 million across three separate funds

**CENTRUM DIRECT**  
CAGR: 30% over 5 years  
EBITDA (2015-16) ₹70 crore



### Indulal PM & Saikat Das

**Mumbai:** A group of private equity investors, led by New York Life Insurance and India-focussed Jacob Ballas, have agreed to invest \$50 million in Centrum Direct, the foreign exchange business of Centrum Group, as the company gears up for expansion after ex-Standard Chartered banker Jaspal Bindra became the chairman of the firm.

The private equity investors will pick up a little more than 30% stake, valuing the foreign exchange business of the group at ₹1,000 crore.

The promoters will channelise the funds into the new lending businesses of Housing and SME Finance, multiple sources close to the deal told ET. The deal is expected to be announced on Wednesday.

When contacted, Centrum declined to comment, while a mail sent to Jacob Ballas remained unanswered till the time of going to press. New York Life has invested \$20 million while other investors contributed the rest.

Jacob Ballas is an India-focussed private equity fund and manages close to \$600 million across three separate funds. The company has investments in Adlabs, Karaikkal Ports and Vivimed Labs.

In addition to forex, Centrum is an established player in investment

banking, wealth management, institutional broking and has recently forayed into retail lending businesses of Housing and SME Finance. Centrum's forex business is one of the largest in the market, with presence at 18 airports.

In FY 2015-16, Centrum Direct reported a gross turnover of over ₹5,000 crore and an EBITDA of approximately ₹70 crore. Centrum Direct registered a standalone CAGR of over

30% over the past 5 years. In April last year, Jaspal Bindra, former executive director and head of Standard Chartered's Asian operations, joined as executive chairman of Centrum group.

Under Bindra, the group has undergone a series of new initiatives including the tweaking of its business strategy and expansion of its core businesses. In November, it launched a ₹500-crore private equity fund aimed at investing in small and mid-sized companies. The new fund will be the first of such funds from Centrum. Last week, the company hired Shujaat Khan, former partner at ChrysCapital and co-founder of domestic private equity firm, Blue River Capital, as head of its asset management business.



## Grabbing The Opportunity with Both Hands !!

### Housing Finance Business Takes Off!

We obtained the Certificate of Registration from the National Housing Bank (NHB) to commence our Housing Finance business in November 2016. Sanjay Shukla came on board as MD & CEO of Centrum Housing Finance Ltd. The company focuses on servicing the low and mid income group, with a family income of between Rs. 20,000 & 40,000 per month in tier 2 & 3 cities, offering them home loans. The typical ticket size for loans is Rs. 3 - 15 lakhs. Our first Housing Finance office opened in Indore and today we have 9 offices across Madhya Pradesh and Gujarat.



### Launch of SME Finance Business

We launched our SME Finance business in August 2016, with a focus on providing structured credit and commercial finance to small and medium enterprises in metros and tier 2 cities. Ranjan Ghosh, MD & CEO heads this business.



### Launch of Family Office Services

Our Wealth Management team launched its Family Office Services to provide large businesses and families with customized solutions to manage their wealth better and aid in succession planning. The Family Office Practice is led by Arpita Vinay and offers services such as Tax Planning & Wealth Management, Philanthropy, Will Executions and Estate Planning amongst others.





# CentrumDirect - Industry by Innovative Firsts

## Bagged Exclusive Rights to Operate Forex Counters at Ahmedabad, Jaipur, Pune & Gaya Airports

CentrumDirect - our Forex arm, bagged exclusive rights to operate Money Exchange counters at Ahmedabad, Jaipur, Pune and Gaya Airports in FY 2016-17. With this, Centrum now has a presence at 18 airports in the country. It reinforces our position as the No. 1 Airport Forex provider in India and the only company in India, to have money exchange counters at International airports in 4 metros - Mumbai, Kolkata, Chennai and Bangalore.



## Forex Branches Now in Tirupati and Thiruvalla

We expanded our presence in Andhra Pradesh and Kerala with the launch of our branches in Tirupati and Thiruvalla, to service growing business opportunities in these cities. Thiruvalla is home to a large NRI population and Tirupati being a major tourist destination will help us reach out to a larger audience, offering them our basket of forex services.



# Leadership Backed

## Centrum Pay – An Innovative Payment Solution Launched

Post demonetisation, to help ease the liquidity crunch in the market, we launched Centrum Pay, a first of its kind mobile wallet and physical card rolled into a single digital payments solution. The digital wallet which is linked to a physical card can be downloaded on any smartphone. It can be used for ecommerce shopping or swiped at any merchant POS machine/ATM which accepts MasterCard. CentrumDirect is the first Money Exchange company to introduce such an innovative product in India.



## Tie up with SBI for Distribution of Multi-Currency Prepaid Cards

CentrumDirect has tied up with the country's largest bank, State Bank of India to distribute the Bank's multi-currency prepaid Travel cards. This is the first time that SBI has partnered with any third party organization for distribution of its Travel card.

## CentrumDirect Gets 'Best Forex Company' Award

For the third consecutive year, CentrumDirect was given the 'Best Forex Company Award' for Western India, at the India Travel Awards held in August 2016. The India Travel Awards acknowledges the contributions made by key players in the travel & tourism markets and is endorsed by the Ministry of Tourism, Government of India. CDL bagged the award basis a rigorous evaluation procedure where the voting was done online by industry and travellers from all over the Western region.





## Strategic Partnerships To Drive Growth

### Strategic Tie up with Doha Bank

In August 2016, the Group signed a Memorandum of Understanding (MoU) with Doha Bank to leverage each other's network and scale up operations in India and the GCC countries, in the areas of Banking, Wealth Management and Forex. The alliance with Doha Bank enables us to offer our services to the Bank's international corporate clients as well as NRIs based in the GCC countries. Doha Bank can leverage our extensive HNI and Corporate client base to expand their operations here.



### Alliance with Lakshmi Vilas Bank

Centrum Wealth - Our Wealth Management arm, signed a Memorandum of Understanding (MOU) with Lakshmi Vilas Bank, in February 2017 through which the Bank's interested HNI Clients will be referred to Centrum Wealth for professional Wealth Management and Family Office Services. The Bank's clients can avail of Centrum's Investment Advisory across asset classes, Portfolio Management Services and Family Office Services encompassing Estate Planning, Tax Planning and Philanthropy Services.

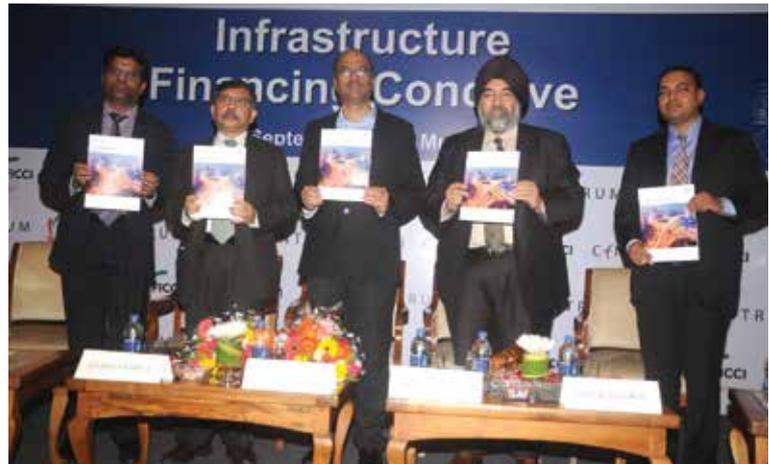




## Playing The Catalyst

### Centrum - FICCI Infrastructure Conclave

In September 2016, we hosted our first Infrastructure Financing Conclave in Mumbai in association with FICCI. Two interesting panel discussions - on Equity & Debt Financing in Indian Infrastructure, were the highlight of the event. Ashish Singh, Principal Secretary, Public Works Department, Government of Maharashtra was the Chief Guest at the conclave that saw wide participation from Corporates and Banks.



### Corporate Connect - Our Institutional Broking Conference

We hosted our Annual Institutional Broking Conference - Centrum Corporate Connect in May 2016. The conference saw participation from over 50 corporates who met with many institutional investors. CNBC TV 18, our media partner for the event carried promos and live interviews with Centrum's senior management and participating company CEOs.





## A Desire to Give Back

### Launch of Centrum Foundation

We kicked off the activities of the newly formed Centrum Foundation with our first contribution of Rs 25 lacs to an old age home - Sant Baba Moni Saheb Vriddha Anand Ashram, Akurdi in Pune. The Ashram provides lodging and boarding facilities free of cost to senior citizens, who have no family support or relatives to look after them, besides regular medical check-ups and necessary treatments. Currently the ashram houses 80 senior citizens and 25 staff members. There is a crying need for more senior citizens to be accommodated and hence the decision to build a larger facility.

Centrum identifies with the cause of helping senior citizens in need and moving forward will continue to support such initiatives.



### Centrumites Run the Mumbai Marathon for NGO - Life Trust

Over 25 Centrumites participated in the Mumbai Marathon on 15th January 2017 in support of the NGO - Life Trust, that works closely with under privileged children, to support their basic education. The NGO appreciated our support in their endeavor to raise awareness for the cause.



# Corporate Information

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## BOARD OF DIRECTORS

Mr. Chandir Gidwani  
Chairman Emeritus

Mr. Jaspal Singh Bindra  
Executive Chairman

Mrs. Mahakhurshid Byramjee  
Non-Executive Director

Mr. Rishad Byramjee  
Non-Executive Director

Mr. Pankaj Thapar (*Resigned w.e.f. May 29, 2017*)  
Non-Executive Director

Mr. K. R. Kamath  
Non-Executive Director

Mr. Vivek Vig (*Resigned w.e.f. May 29, 2017*)  
Non-Executive Director

Mr. Ibrahim Belselah  
Independent Director

Mr. Rajesh Nanavaty  
Independent Director

Mr. R. S. Reddy  
Independent Director

Mr. Subhash Kutte  
Independent Director

Mr. Manish Kumar Verma  
Independent Director

Mr. Manmohan Shetty  
Independent Director

## CHIEF FINANCIAL OFFICER

Mr. Shailendra Apte

## COMPANY SECRETARY

Mr. Alpesh Shah

## REGISTERED OFFICE

Bombay Mutual Building,  
2<sup>nd</sup> Floor, Dr. D.N. Road, Fort,  
Mumbai-400001  
Tel: 022-2266 2434  
Fax: 022-2261 1105  
Website : [www.centrum.co.in](http://www.centrum.co.in)  
E-Mail : [cs@centrum.co.in](mailto:cs@centrum.co.in)

## CORPORATE OFFICE

Centrum House, CST Road,  
Vidyanagari Marg, Kalina,  
Santacruz (East),  
Mumbai-400098  
Tel.:022-4215 9000  
Fax: 022-4215 9940

## REGISTRAR AND SHARE TRANSFER AGENTS

Link Intime India Private Limited  
C-101 , 247 park L B Marg,  
Vikhroli West, Mumbai 400 083  
Tel. No. 022 – 49186000  
Fax No.: 022 – 49186060  
Website : [www.linkintime.co.in](http://www.linkintime.co.in)  
E-Mail : [mumbai@linkintime.co.in](mailto:mumbai@linkintime.co.in)

## BANKERS

Axis Bank Limited  
HDFC Bank Limited  
The Federal Bank Limited  
Bank of Baroda Limited  
City Union Bank Limited

## STATUTORY AUDITORS

M/s. Haribhakti & Co. LLP  
Chartered Accountants  
701, Leela Business Park, Andheri Kurla Road,  
Andheri (East), Mumbai - 400059  
Tel.: 022-6672 9999 Dir.: 022-6672 9803  
Fax: 022-6672 9777 Mob : 091 98203 81822  
Website : [www.dhc.co.in](http://www.dhc.co.in)  
E-Mail : [info@dhc.co.in](mailto:info@dhc.co.in)

# Directors' Report

## Dear Members,

Your Directors have pleasure in presenting the 39<sup>th</sup> Annual Report and Audited Accounts of your Company for the financial year ended March 31, 2017.

## Financial Highlights

The summarized performance of the Company for the financial year 2016-17 and 2015-16 is given below:

(₹ In lakh)

Particulars	Centrum Capital Limited (Standalone)		Centrum Capital Limited (Consolidated)	
	2016-17	2015-16	2016-17	2015-16
Net revenue from operations	2,680.64	4,519.85	686,312.27	399,472.54
Add: Other income	14,250.35	592.86	13,189.56	1,184.42
Total Income	16,930.99	5,112.71	699,501.83	400,656.96
Total expenditure before finance cost, depreciation & Exceptional items and taxes	8,780.32	2,897.95	685,280.72	393,087.55
<b>Profit before finance cost, depreciation, exceptional items and taxes</b>	<b>8,150.67</b>	<b>2,214.76</b>	<b>14,221.10</b>	<b>7,569.41</b>
Less: Finance costs	3,782.77	1,784.35	5,967.60	2,842.15
Profit before depreciation, exceptional items and taxes	4,367.90	430.41	8,253.39	4,727.26
Less: Depreciation	258.91	246.70	664.64	459.19
Profit before exceptional items and taxes	4,108.99	183.71	7,588.75	4,268.07
Add/(Less): Exceptional items	-	665.93	-	665.93
Profit before taxes	4,108.99	849.64	7,588.75	4,934.00
Less: Provision for current taxation	630.00	292.00	3,303.42	2,133.20
Less : Provision for MAT credit	(630.00)	-	(668.10)	(224.49)
Less: Provision for deferred taxation	356.87	(52.78)	386.63	(97.89)
Profit/ (Loss) after taxes available for appropriation	<b>3,752.12</b>	<b>610.43</b>	<b>4,566.81</b>	<b>3,123.18</b>
Less: Minority Interest	-	-	1,565.40	507.26
<b>Balance to be carried forward</b>	<b>3,752.12</b>	<b>610.43</b>	<b>3,001.41</b>	<b>2,615.92</b>

Financial Year 2015-16 was of nine months from July 01, 2015 to March 31, 2016, and therefore the figures are not comparable

## Financial Performance and State of Company Affairs

Information on the operational and financial performance of the Company is given in the Management Discussion

and Analysis Report, which is annexed to the Report, and is in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

## Consolidated Financial Statements

As per Regulation 33 of the Listing Regulations and applicable provisions of the Companies Act, 2013 read with the Rules issued thereunder, the Consolidated Financial Statements of the Company for the financial year 2016-17 have been prepared in compliances of the applicable Accounting Standards and on the basis of audited financial statements of the Company, its subsidiaries and associated companies, as approved by the respective Board of Directors.

## Share Capital

During the period under review, there has been no change in the authorized as well as paid up share capital of the Company.

## Debentures

During the period under review, your Company has redeemed 4,998 Non-Convertible Debentures of ₹ 100,000/- (Rupees One Lakh) amounting to ₹ 499,800,000 (Rupees Forty Nine Crore Ninety Eight Lakh Only) which were issued through private placement.

Further, during the period under review, your Company has raised an amount of ₹ 930/- lakh through private placement by way of issue of secured, unlisted, unrated, redeemable debentures non-convertible principle protected market linked debentures bearing a face value of ₹ 100,000 /- each.

## Management Discussion and Analysis

The Management Discussion and Analysis forms an integral part of this Report and gives details of the overall industry structure, economic developments, performance

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and state of affairs of your Company's various businesses, internal controls and their adequacy, risk management systems and other material developments during the financial year 2016-17.

#### **Transfer to Reserves**

No transfers were made to the General Reserve. An amount of ₹ 23,250,000 has been transferred to Debenture Redemption Reserve .

#### **Dividend**

Your Directors recommend a dividend for the financial year ended March 31, 2017 of ₹ 0.05 per equity share of ₹ 1 each to the equity shareholders of the Company. The dividend payment is subject to approval of the shareholders at the ensuing Annual General Meeting.

#### **Material Changes and Commitments**

There are no material changes and or commitments affecting the financial position of the Company between the end of the financial year i.e. March 31, 2017 and the date of the Report.

#### **Corporate Governance Report**

The Company evolve and follow the corporate governance guidelines and best practices sincerely to not just boost long-term shareholder value, but also to respect minority interest. We consider it our inherent responsibility to disclose timely and accurate information regarding financials and performance as well as leadership and governance of the Company.

In compliance with Regulation 34 of the Listing Regulations, a separate report on Corporate Governance along with a certificate from the Auditors on its compliance forms an integral part of this Report.

#### **Listing Fees**

At present the Company's Equity shares are listed on BSE Limited and the Company has paid listing fees upto the financial year 2017-18.

#### **Number of meetings of the Board and its Committees**

The details of the meetings of the Board of Directors and its Committees, convened during the financial year 2016-17 are given in the Corporate Governance Report which forms a part of this Report.

#### **Selection of New Directors and Board Membership Criteria**

The Nomination and Remuneration Committee works with the Board to determine the appropriate characteristic skills and experience for the Board as a whole, and its individual members with the objective of having a Board with a diverse background and experience in business. Characteristic expected of all Directors include independence, integrity, high personal and professional ethics, sound business judgment, ability to participate constructively in deliberation and willingness to exercise authority in a collective manner. The Policy regarding the same is provided in **Annexure A** to this Report.

#### **Nomination and Remuneration Policy**

The Company has in place a Nomination and Remuneration Policy for the Directors, KMP and other employees pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations which is set out in **Annexure B** which forms part of the this Report.

#### **Familiarisation Programme for Independent Directors**

In terms of Listing Regulations, the Company is required to familiarize its Independent Directors (IDs) with their roles, rights and responsibilities in the Company etc., through interactions and various programmes.

The Independent Directors are also required to undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company in terms of Schedule IV of the Companies Act, 2013.

The Policy on the Company's Familiarisation Programme for IDs is available at [www.centrum.co.in](http://www.centrum.co.in)

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## **Board Evaluation**

Pursuant to the provisions of the Companies Act, 2013 read with the Rules issued there under and the Listing Regulations (including any statutory modification(s) or re-enactment(s) for the time being in force), the process for evaluation of the annual performance of the Directors/ Board/ Committees was carried out.

The criteria applied in the evaluation process are detailed in the Corporate Governance Report which forms part of this Report. In a separate meeting of Independent Directors, evaluation of the performance of Non-Independent Directors, performance of Board as a whole and performance of the Chairman was done after taking into account views of Executive and Non-Executive Directors.

## **Declaration by Independent Directors**

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the provisions of the Companies Act, 2013 read with the Schedules and Rules issued thereunder as well as Regulation 16(1)(b) of Listing Regulations (including any statutory modification(s) or re-enactment(s) for the time being in force).

## **Independent Directors' Meeting**

A meeting of Independent Directors was held on February 09, 2017, as per schedule IV of the Companies Act, 2013.

## **Directors and Key Managerial Personnel**

### ***Induction***

During the financial year, Mr. Jaspal Singh Bindra was appointed as an Executive Chairman with effect from (w.e.f.) April 21, 2016.

Mr. Manmohan Shetty was designated as Independent Director w.e.f. August 05, 2016.

Mr. K. R. Kamath and Mr. Vivek Vig were regularized as Non- Executive Directors w.e.f. September 30, 2016.

### ***Resignation***

There was no instance for resignation of Director during the financial year under review.

### ***Key Managerial Personnel***

Mr. Shailendra Apte is the Chief Financial Officer (CFO) of the Company and Mr. Alpesh Shah is the Company Secretary of the Company.

### **Directors' Responsibility Statement**

Pursuant to Section 134 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force), the Directors of your Company confirm that:

- (a) in the preparation of the annual accounts for the financial year ended March 31, 2017, the applicable Accounting Standards and Schedule III of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force), have been followed and there are no material departures from the same;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company as at March 31, 2017 and of the profit and loss account of the Company for the financial year ended March 31, 2017;
- (c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies

Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force) for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- (d) the annual accounts have been prepared on a 'going concern' basis;
- (e) proper internal financial controls laid down by the Directors were followed by your Company and that such internal financial controls are adequate and operating effectively; and
- (f) proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

#### **Audit Committee**

The primary objective of the Audit Committee is to monitor and provide effective supervision of the Management's financial reporting process, to ensure accurate and timely disclosures with the highest levels of transparency, integrity and quality of financial reporting.

The Committee met 4 (four) times during the period under review, the details of which are given in the Corporate Governance Report that forms part of this Annual Report. As on March 31, 2017, the composition of the Audit Committee was as follows:

<b>Sr. No.</b>	<b>Name</b>	<b>Category</b>	<b>Designation in Committee</b>
1	Mr. Rajesh Nanavaty	Independent Director	Chairman
2	Mr. Subhash Kutte	Independent Director	Member
3	Mr. Rishad Byramjee	Non-Executive Director	Member
4	Mr. R.S Reddy	Non-Executive Director	Member

The recommendation of Audit Committee given from time to time were considered and accepted by the Board.

#### **Related Party Transactions**

All related party transactions that were entered during the financial year under review were on an arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

Accordingly, particulars of contracts or arrangements with related party referred to in Section 188(1) of the Companies Act, 2013 along with the justification for entering into such contract or arrangement in Form AOC-2 does not form part of the Report.

#### **Disclosure of Internal Financial Controls**

The internal financial controls with reference to financial statements as designed and implemented by the Company are adequate. During the financial year under review, no material or serious observations have been received from the Internal Auditors of the Company for inefficiency or inadequacy of such controls.

#### **Risk Management Policy**

The Company has Risk Management Policy and Guidelines in place which identify all material risks faced by the Company.

With ups and downs, volatility and fluctuations in the financial business in which the Company operates, Company is exposed to various risks and uncertainties in the normal course of business. Since such variations can cause deviations in the results from operations and affect the financials of the Company, the focus on risk management continues to be high.

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Centrum's risk management strategy has product neutrality, speed of trade execution, reliability of access and delivery of service at its core. Multiple products and diverse revenue streams enable the Company to ensure continued offering of customized solutions to suit clients needs at all times.

### **Energy Conservation Measures, Technology Absorption and R & D Efforts and Foreign Exchange Earnings and Outgo**

In view of the nature of activities being carried out by the Company, the disclosure concerning energy conservation measures, technology absorption and R & D efforts are not applicable to the Company.

The details of foreign exchange earnings and outgo during the period under review are provided at Item No. 33 (Notes forming part of financial statements) of the Audited Accounts. The members are requested to refer to the said Note for details in this regard.

### **Subsidiaries, Joint Ventures and Associates**

A separate statement containing the salient features of financial statements of all subsidiaries of your Company forms part of consolidated financial statements in compliance with Section 129 and other applicable provisions, if any, of the Companies Act, 2013.

Company has Eighteen (18) Subsidiaries (including step down Subsidiaries), three (3) Joint Ventures and two (2) Associate Companies as on March 31, 2017. Further the Report on the performance and financial position of each of the subsidiary, associate and joint venture and salient features of the financial statements in the prescribed form AOC-1 is annexed to this Report **(Annexure C)**

The Company's step-down subsidiary company, Centrum Financial Services Limited (CFSL) has acquired 99% stake in Agrata Mercantile Private Ltd. on April 21, 2016.

Consequently, Shree Srinivas Realtors Private Limited, a 100% subsidiary company of Agrata Mercantile Private Ltd. has also become step-down subsidiary of Centrum Financial Services Limited.

During the financial year under review following changes can be noted with respect to subsidiaries, Joint Ventures & Associates.

The Company divested its 32.5% equity stake in Buyforex India Limited to CentrumDirect Limited, a step-down subsidiary company.

Centrum Wealth Management Limited, a step-down subsidiary company of the Company, increased its equity stake from 12.5% to 25% in Indian Property Advisors LLP w.e.f. March 24, 2017.

Buyforex India Limited, a subsidiary company has purchased 100% equity stake in Krish & Ram Forex Private Limited, thus Krish & Ram Forex Private Limited has become the step-down subsidiary of the Company w.e.f. January 27, 2017.

Centrum Retail Services Limited, a subsidiary of the company has purchased 100% equity stake in Centrum Microcredit Private Limited (CMPL), formerly known as Nobita Trading Private Limited and thus Centrum Microcredit Private Limited (CMPL) has become a step-down subsidiary company w.e.f. March 22, 2017. CMPL has applied to RBI for NBFC MFI License after the financial year ended March 31, 2017.

Centrum Retail Services Limited has divested its 14.89 % stake in CentrumDirect Limited to NYLIM Jacob Ballas India Holdings IV and Jacob Ballas Capital India Private Limited during the financial year ended March 31, 2017.

CentrumDirect Limited, a step down subsidiary Company,

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purchased an additional 4.97% equity stake in Pyxis Finvest Limited (NBFC). Thus the equity stake in Pyxis Finvest Limited (NBFC) has increase to 57.13% from 52.16%.

## **Auditors and Auditors Report**

### **i. Statutory Auditors**

The members of the Company at the 36<sup>th</sup> Annual General Meeting of the Company held on December 31, 2014, had reappointed M/s. Haribhakti & Co. LLP, Chartered Accountants as Statutory Auditors till the conclusion of the 41<sup>st</sup> Annual General Meeting of the Company to be held in the year 2019 subject to ratification of their appointment at every Annual General Meeting.

A resolution for the ratification of the appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants as Statutory Auditors is being proposed for the approval of the members at the forthcoming Annual General Meeting.

With regards to the Emphasis of Matter in the Auditors' Report, we wish to submit as under:

- a) Based on the financial estimates and business rationale provided by the management for its exposure in Centrum Infrastructure Advisory Limited (CIAL), Centrum Defence Systems Limited (CDSL) and Centrum Capital holding LLC (CCH LLC) confirming fair valuation higher than the cost of investment of ₹ 5 Lakh in CIAL, ₹ 5 Lakh in CDSL and ₹ 194.28 lakh in CCHLLC the management believes that there is no impairment in the above investments along with loans advanced amounting to ₹ 289.64 Lakh to CIAL, ₹ 183.13 Lakh to CDSL and ₹ 63.91 Lakh to CCH LLC.

- b) Company has paid a managerial remuneration in excess of the limits as laid down in Section 197 of the Companies Act, 2013 read with Schedule V to the Act during the financial year 2016-17 to its Executive Chairman. The Company has made an application to the Central Government in Form No MR-2 pursuant to the provisions of Section 196, 197 and Schedule V to the Companies Act, 2013 seeking its approval for the same. The Central Government has partially allowed excess remuneration and the Company has made a representation for the balance amount.

### **ii. Secretarial Audit**

The Board had appointed Mr. Umesh P. Maskeri, Company Secretary in Practice, as Secretarial Auditor, to conduct secretarial audit for the financial year ended March 31, 2017. In pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rules 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The report of the Secretarial Auditor is provided as **Annexure D** to this Report. In connection with the Auditor's observation in the report, it is clarified as under:

- a) Company is planning to spend the CSR expenditure through Trust and in this process the Company has identified the Trust and the CSR expenditure will be spend in near future
- b) During the financial year under review, efforts were made by the Company to find independent directors with relevant experience commensurate with the business and size of the Company. During the financial year, Mr. Manmohan Shetty was designated as Independent Director. Considering resignations submitted by Mr. Vivek Vig and Mr. Pankaj

Thapar both Non-Executive Directors on May 29, 2017. The Company now fulfills the criteria of composition of Directors under Regulation 25 of the Listing Regulations.

- c) Company has paid a managerial remuneration in excess of the limits as laid down in Section 197 of the Companies Act, 2013 read with Schedule V to the Act during the financial year 2016-17 to its Executive Chairman. The Company has made an application to the Central Government in Form No MR-2 pursuant to the provisions of Section 196, 197 and Schedule V to the Companies Act, 2013 seeking its approval for the same. The Central Government has partially allowed excess remuneration and the Company has made a representation for the balance amount.

#### **Vigil Mechanism/ Whistle Blower Policy**

The Company has a Whistle Blower Policy/Vigil Mechanism for employees to report genuine concerns/grievances, if any. The Policy is uploaded on the Company's website www.centrum.co.in. The Policy provides for adequate safeguards against the victimisation of the employees who use the vigil mechanism. The vigil mechanism is overseen by the Audit Committee.

#### **Particulars of Employees and Remuneration**

The information required pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 with respect of the employees of the Company is enclosed herewith as **Annexure E**.

#### **Extract of Annual Return**

The details forming part of the extract of the Annual Return as on March 31, 2017 in Form MGT – 9 in accordance with Section 92(3) of the Companies Act, 2013 read with

Companies (Management and Administration) Rules, 2014, are set out as **Annexure F** to this Report.

#### **Particulars of Loans, Guarantees and Investments**

Details of loans, guarantees and investments under the provisions of Sections 134(3)(g) and 186(4) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, as on March 31, 2017, are set out in Note 43 to the Standalone Financial Statements.

#### **Disclosure as per Sexual Harassment of women at work place (Prevention, Prohibition and Redressal) Act, 2013**

The Company is committed to provide a healthy environment to all its employees and has zero tolerance for sexual harassment at workplace. In order to prohibit, prevent and redress complaints of sexual harassment at workplace, the Company has constituted a Complaint Committee in line with the provision of Section 4(1) of the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013.

#### **Details as per SEBI (Share Based Employee Benefits) Regulations, 2014**

The following are the details relating to Trust as per SEBI (Share Based Employee Benefits) Regulation, 2014:

<b>Sr. No</b>	<b>Particulars</b>	<b>Details</b>
<b>1</b>	Name of the Trust	<b>Centrum ESPS Trust</b>
<b>2</b>	Details of the Trustee(s)	1) Mr. Rajendra Naik and 2) Mr. Ajay Sharma.
<b>3</b>	Amount of loan disbursed by the Company/any company in the group, during the year	<b>NIL</b>
<b>4</b>	Amount of loan outstanding (repayable to Company/any company in the group) as at the end of the year.	<b>NIL</b>

<b>5</b>	Amount of the loan, if any, taken from any other source for which company/any company in the group has provided any security or guarantee.	<b>NIL</b>
<b>6</b>	Any other contribution made to the Trust during the year.	<b>NIL</b>

ii) Brief Details of transactions held by the Trust:

<b>Sr. No</b>	<b>Particulars</b>	<b>Details</b>
<b>1</b>	Number of shares held at the beginning the year	<b>24,581,160</b>
<b>2</b>	Number of shares acquired during the year through (i) primary issuance (ii) secondary issuance, also as a percentage of paid up equity capital as at the end of the previous financial year , along with information or weighted average cost of acquisition per share.	<b>NIL</b>
<b>3</b>	Number of shares transferred to the employees/sold along with the purpose thereof.	<b>NIL</b>
<b>4</b>	Number of the share held at the end of the year.	<b>24,581,160</b>

There was no secondary acquisition of shares by Trust.

The scheme is in the process of implementation.

Company has not issued any employee stock option and hence no information has been furnished under Rule 12(9) of Companies (Share Capital and Debentures) Rules, 2014 and Regulation 14 of Securities and Exchange Board of India (Share Based Employee Benefit) Regulations, 2014.

There were no instance of non-exercising of voting rights in respect of shares purchased directly by the employees under a scheme pursuant to Section 67(3) of the Companies Act, 2013 read with Rule 16(4) of Companies (Share Capital and Debenture) Rules, 2014 and hence no information has been furnished.

## **Corporate Social Responsibility (CSR)**

The Annual Report on CSR activities as required under Section 134(3)(O) of the Companies Act, 2013 read with Rule 8 of the Companies (CSR Policy) Rules, 2014 is set out in **Annexure G** to this Report and is also accessible on Company website at <http://www.centrum.co.in>.

## **Public Deposits**

During the year under review, your Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

## **Significant/material orders passed by the Regulators**

There are no significant material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of your Company and its operations in future.

## **General**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions pertaining to these items during the period under review.

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. There was no revision in financial statements.
3. Company has not issued any sweat equity shares.
4. There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status of the Company's operations in future.

## **Human Resource and Employee Relationship**

There is an ongoing emphasis on building a progressive human resources culture within the organization. Structured initiatives that foster motivation, team work and result-orientation continue to be addressed.

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**Disclosures with respect to demat suspense account/  
unclaimed suspense account**

The Company has no shares lying in demat suspense account or unclaimed suspense account.

**Weblink**

All the Policies including the following policies framed by the Company as per the Companies Act, 2013 and Listing Regulations are uploaded on the Company's website and are available at <http://www.centrum.co.in/investor-relation/#1465210010845-d7050339-33a6>.

- Nomination and Remuneration Policy
- Remuneration criteria for Non-Executive Directors
- Related Party Transaction Policy
- Familiarisation Programme for Independent Directors
- Policy on determining Material Subsidiaries

**Cautionary Statement**

Statements in the Directors' Report and the Management Discussion & Analysis describing the Company's objectives, expectations or forecasts may be forward-looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include global and domestic demand and supply conditions, changes in government regulations, tax laws, economic developments within the country and such other factors that may affect the markets/industry in which the company operates.

**Acknowledgement**

Your Directors wish to convey their gratitude and place on record their appreciation for all the employees at all levels for their hard work, solidarity, cooperation and dedication during the year.

Your Directors sincerely convey their appreciation to customers, shareholders, vendors, bankers, business associates, regulatory and government authorities for their continued support.

**For and on Behalf of the Board of Directors  
For Centrum Capital Limited**

**Jaspal Singh Bindra**  
**Executive Chairman**  
**DIN: 07496596**

**Chandir Gidwani**  
**Non- Executive Director**  
**DIN: 00011916**

**Place: Mumbai**

**Date: May 29, 2017**

# Annexure A

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## BOARD DIVERSITY POLICY

### PURPOSE

The need for diversity in the Board has come into focus post the changes in the provisions of the Companies Act, 2013 (“Act”) and the corporate governance requirements as prescribed by Securities and Exchange Board of India (“SEBI”) under Listing Agreement.

The NRC has framed this Policy to set out the approach to diversity on the Board of the Company (“Policy”).

### SCOPE

This Policy is applicable to the Board of the Company.

### POLICY STATEMENT

The Company recognizes the importance of diversity in its success. Considering the diverse business of the Company, it is essential that the Company has as diverse a Board as possible.

A diverse Board will bring in different set of expertise and perspectives. The combination of Board having different skill set, industry experience, varied cultural and geographical background and gender diversity will bring a variety of experience and viewpoints which will add to the strength of the Company.

While all appointments to the Board are made on merit, the diversity of Board in aggregate will be of immense strength to the Board in guiding the Company successfully through various geographies.

The Committee reviews and recommends appointments of new Directors to the Board. In reviewing and Determining the Board composition, the Committee will consider the merit, skill, experience, gender and other diversity of the Board.

To meet the objectives of driving diversity and an optimum skill mix, the Committee may seek the support of Tata Group Human Resources.

### REVIEW OF THE POLICY

This Policy will be reviewed and reassessed by the Committee as and when required and appropriate recommendations shall be made to the Board to update this Policy based on changes that may be brought about due to any regulatory amendments or otherwise.

### APPLICABILITY TO SUBSIDIARIES

This Policy may be adopted by the Company’s subsidiaries subject to suitable modifications and approval of the Board of Directors of the respective subsidiary companies.

### COMPLIANCE RESPONSIBILITY

Compliance of this Policy shall be the responsibility of the Chief Financial Officer of the Company who shall have the power to ask for any information or clarifications from the management in this regard.

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## CRITERIA FOR DETERMINING INDEPENDENCE OF DIRECTORS

### 1. PURPOSE

The purpose of this Policy is to define guidelines that will be used by the Nomination and Remuneration Committee/ Board to assess the independence of Directors of the Company.

### 2. INDEPENDENCE GUIDELINES

A Director is considered independent if the Board makes an affirmative determination after a review of all relevant information. The Board has established the categorical standards set forth below to assist it in making such determinations.

- a) He is not a promoter nor related to the promoters or directors in the Company or its holding, subsidiary or associate company or persons occupying the management positions at the Board level or at one level below the Board of the Company;
- b) Neither him nor his relative –  
has or had any pecuniary relationship or transaction with the company or its holding or its subsidiary or its associate companies during the current FY or two preceding FYs, except to the extent of profit related commission and fees for participation in the board meeting (For relatives- pecuniary relationship or transactions of 2 percent or more of its gross turnover or total income of ₹ 50 lakh whichever is lower);
- c) had held the position of key management personnel or was or has been employee of the Company, its holding, subsidiary or associate company, in any of the preceding three financial years;
- d) was an employee or proprietor or a partner, in any of the following: (i) a firm of auditors or company secretaries in practice or cost auditors or the internal audit firm of the Company or its holding, subsidiary or associate company; or (ii) any legal or consulting firm that has or had any transaction with the Company or its holding, subsidiary or associate company, amounting to 10 percent or more of the gross turnover of such firm, during the three immediately preceding financial years or during the current financial year;
- e) is holding 2 percent or more of the total voting power of the Company;
- f) He was not a:
  - a material supplier, service provider or customer or a lessor or lessee of the Company, which may affect my independence; and
  - a Chief Executive or a director, of any non-profit organisation that receives 25% or more of its receipts from the Company, any of its promoters, directors or its holding, subsidiary or associate company or such organisation 2% or more of the total voting power of the Company.

# Annexure B

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## NOMINATION AND REMUNERATION POLICY OF THE COMPANY

The Board of Directors of Centrum Capital Limited (“the Company”) constituted the “Nomination and Remuneration Committee” at the Meeting held on August 28, 2014 with immediate effect, consisting of three (3) Non-Executive Directors of which not less than one half shall be Independent Directors.

### 1. OBJECTIVE & APPLICABILITY

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 under the Listing Agreement. The Key Objectives of the Committee would be:

- 1.1. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- 1.2. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- 1.3. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- 1.4. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company’s operations.
- 1.5. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- 1.6. To devise a policy on Board diversity
- 1.7. To develop a succession plan for the Board and to regularly review the plan;
- 1.8. Applicability:
  - a) Directors (Executive and Non-Executive)
  - b) Key Managerial Personnel
  - c) Senior Management Personnel

### 2. DEFINITIONS

- 2.1. **Act** means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.
- 2.2. **Board** means Board of Directors of the Company.
- 2.3. **Directors** mean Directors of the Company.
- 2.4. **Key Managerial Personnel** means
  - 2.4.1. Chief Executive Officer or the Managing Director or the Manager;
  - 2.4.2. Whole-time director;
  - 2.4.3. Chief Financial Officer;
  - 2.4.4. Company Secretary; and
  - 2.4.5. such other officer as may be prescribed.

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**2.5. Senior Management** means Senior Management means one level below the Executive Directors on the Board.

### **3. ROLE OF COMMITTEE**

#### **3.1. Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee**

The Committee shall:

- 3.1.1.** Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- 3.1.2.** Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- 3.1.3.** Recommend to the Board, appointment including the terms and removal of Director, KMP and Senior Management Personnel.

#### **3.2. Policy for appointment and removal of Director, KMP and Senior Management**

##### **3.2.1. Appointment criteria and qualifications**

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level with the objective of having a Board with diverse backgrounds and experience in business, education and public service and recommend to the Board his / her appointment.

Characteristics expected of all Directors include independence, high personal and professional ethics, sound business judgment, ability to participate constructively in deliberations and willingness to exercise authority in a collective manner.

- b) A person should possess adequate qualification, expertise and experience for the position he/ she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position. In evaluating the suitability of individual Board members, the Committee considers many factors, including general understanding of marketing, finance, operations, management, public policy, legal, governance and other disciplines. The Board evaluates each individual in the context of the Board as a whole, with the objective of having a group that can best perpetuate the success of the Company's business and represent stakeholders' interests through the exercise of sound judgment, using its diversity of experience.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

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In determining whether to recommend a Director for re-election, the Committee also considers the Director's past attendance at meetings, participation in meetings and contributions to the activities of the Board.

### **3.2.2. Term / Tenure**

- a) **Managing Director/Whole-time Director:**  
The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding three/Five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
- b) **Independent Director:**  
An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on October 1, 2014 or such other date as may be determined by the Committee as per regulatory requirement; he/ she shall be eligible for appointment for one more term of 5 years only.
  - At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

### **3.2.3. Evaluation**

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (Yearly).

### **3.2.4. Removal**

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, Rules and Regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, Rules and Regulations.

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### **3.2.5. Retirement**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

### **3.3. Policy relating to the Remuneration for the KMP and Senior Management Personnel**

#### **3.3.1. General:**

- a) The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration/compensation/commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- b) The remuneration and commission to be paid to the Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Act.
- c) Increment to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director and Managing Director.
- d) Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

#### **3.3.2. Remuneration to KMP and Senior Management Personnel:**

**a) Fixed pay:**

The Whole-time Director/ KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board/the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

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**b) Minimum Remuneration:**

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

**c) Provisions for excess remuneration:**

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

**3.3.3. Remuneration to Non- Executive / Independent Director:**

**Remuneration for Independent Directors and Non-Independent Non-Executive Directors**

Overall remuneration should be reflective of the size of the Company, complexity of the sector/industry/ company's operations and the company's capacity to pay the remuneration.

Independent Directors ("ID") and Non-Independent Non- Executive Directors ("NED") may be paid sitting fees (for attending the meetings of the Board and of committees of which they may be members) and commission within regulatory limits. Quantum of sitting fees may be subject to review on a periodic basis, as required.

Within the parameters prescribed by law, the payment of sitting fees and commission will be recommended by the Nomination & Remuneration Committee and approved by the Board.

Overall remuneration (sitting fees and commission) should be reasonable and sufficient to attract, retain and motivate Directors aligned to the requirements of the Company (taking into consideration the challenges faced by the Company and its future growth imperatives). Provided that the amount of such fees shall be subject to ceiling/limits as provided under Companies Act, 2013 and rules thereunder or any other enactment for the time being in force.

Overall remuneration practices should be consistent with recognised best practices.

**Following are the criteria for making payments to Non – Executive directors:**

1. Number of the Board/ Committee meetings attended
2. Contribution during the Meeting.
3. Informal Interaction with the Management

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4. Active Participation in strategic decision making

In addition to the sitting fees and commission, the Company may pay to any Director such fair and reasonable expenditure, as may have been incurred by the Director while performing his/her role as a Director of the Company. This could include reasonable expenditure incurred by the Director for attending Board/Board committee meetings, general meetings, court convened meetings, meetings with shareholders/creditors/ management, site visits, Client Visit, induction and training (organised by the Company for Directors) and in obtaining professional advice from independent advisors in the furtherance of his/her duties as a director.

**4. CONSTITUTION OF COMMITTEE:**

The Board of Directors of the Company (the Board) constituted the committee to be known as the Nomination and Remuneration Committee (NRC) consisting of three or more non-executive directors out of which not less than one-half are independent directors. The Chairman of the committee is an Independent Director. However the chairperson of the company (whether executive or non-executive) may be appointed as a member of the NRC but shall not chair such committee. The meetings of the Committee shall be held at such regular intervals as may be required. The Company Secretary of the Company shall act as the Secretary of the Committee.

**5. NOMINATION DUTIES**

The duties of the Committee in relation to nomination matters include:

- 5.1 Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
- 5.2 Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
- 5.3 Identifying and recommending Directors who are to be put forward for retirement by rotation;
- 5.4 Determining the appropriate size, diversity and composition of the Board;
- 5.5 Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- 5.6 Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- 5.7 Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- 5.8 Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract;
- 5.9 Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- 5.10 Recommend any necessary changes to the Board; and
- 5.11 Considering any other matters, as may be requested by the Board.

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## **6. REMUNERATION DUTIES**

The duties of the Committee in relation to remuneration matters include:

- 6.1 to consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board;
- 6.2 to approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company;
- 6.3 to delegate any of its powers to one or more of its members or the Secretary of the Committee;
- 6.4 to consider any other matters as may be requested by the Board;
- 6.5 Professional indemnity and liability insurance for Directors and senior management.

## **7. MINUTES OF COMMITTEE MEETING**

Proceedings of all meetings must be minuted and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

## **8. APPLICABILITY TO SUBSIDIARIES**

This policy may be adopted by the Company's subsidiaries subject to suitable modifications and approval of the Board of Directors of the respective subsidiary companies.

## **9. REVIEW AND AMMENDMENT**

1. The NRC or the Board may review the Policy as and when it deems necessary
2. The NRC may issue the guidelines, procedures, formats, reporting mechanism and manual in supplement and better implementation to this policy, if it thinks necessary
3. This Policy may be amended or substituted by the NRC or by the Board as and when required and also by the Compliance officer where there is any statutory changes necessitating the change in this policy.

## **10. COMPLIANCE RESPONSIBILITY**

Compliance of this policy shall be the responsibility of the CFO of the Company who shall have the power to ask for any information or clarification from the management in this regard.

# Annexure C

**FORM AOC-1**  
(Pursuant to Section 129(3) of the Companies Act 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014.)

## PART A - Statement containing salient features of the Financial statements of Subsidiary Companies

Sl. No	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17
Name of the subsidiary Company	Centrum Retail Services Limited	Centrum Broking Limited	Centrum Defence Systems Limited	Centrum Infrastructure Advisory Limited	Buyforex India Limited	Centrum Wealth Management Limited	Centrum Investment Advisors Limited	Centrum Direct Limited	Pvix Finvest Limited	Centrum Financial Services Limited	Centrum Housing Finance Limited	Centrum Insurance Brokers Limited	Agrala Mercantile Private Limited	Shree Srinivas Realtors Private Limited	Centrum MicroCredit Private Limited	Krish and Ram Forex Private Limited	Centrum Capital Holdings LLC (Console)
Reporting Period for the subsidiary concerned, if different from the holding company's reporting period	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Reporting Currency	INR	INR	INR	INR	INR	INR	INR	INR	INR	INR	INR	INR	INR	INR	INR	INR	US\$
Exchange Rate as on the last date of the relevant financial year in case of foreign subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Paid up Equity Share Capital	363,362,700	194,340,020	500,000	500,000	500,000	200,000,000	67,894,340	15,025,980	366,834,200	254,999,968	12,500,000	100,000	100,000	21,039,700	100,000	2,500,000	(68,282)
Paid up Preference Share Capital	-	25,000,000	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Reserves & surplus	2,346,860,708	93,914,100	(19,033,064)	(42,188,338)	(14,468,092)	(183,903,805)	16,73,194	2,528,138,913	13,128,981	736,811,902	(1,377,418)	(10,106,217)	(3,663,281)	15,716,893	(17,250)	798,016	-
Total Assets	3,210,657,646	1,132,486,597	2,702,838	5,450,304	30,581,950	621,202,804	7,795,551	3,827,344,024	505,052,755	4,293,179,412	259,165,986	3,070,008	25,067,248	220,046,169	100,000	3,507,661	30,468
Total Liabilities	3,210,657,646	1,132,486,597	2,702,838	5,450,304	30,581,950	621,202,804	7,795,551	3,827,344,024	505,052,755	4,293,179,412	259,165,986	3,070,008	25,067,248	220,046,169	100,000	3,507,661	30,468
Investments	2,915,518,058	19,901,641	-	3,493,250	20,512,500	20,512,500	-	600,843,397	2,813,411	417,381,004	-	-	25,062,500	98,620,000	-	10,000,000	-
Turnover	305,865,300	408,384,269	684,312	8,810,446	2,175,697	599,982,870	4,022,843	67,461,281,983	46,071,127	386,035,110	14,759,769	-	2,500	26,163,298	-	(11,075)	-
Profit/(Loss) before Taxation	145,103,608	16,550,225	(9,555,769)	(30,098,196)	(14,468,092)	2,615,382,202	2,342,276	548,720,892	29,236,936	84,926,030	320,637	(9,936,990)	(3,364,712)	4,344,767	(17,250)	(319,483)	(287)
Provision for taxation	27,872,258	-	-	(38,288)	-	(682,607)	711,919	200,295,566	712,1509	30,131,912	113,780	84,789	-	1,066,105	-	354	-
Profit/(Loss) after taxation	117,231,350	16,550,225	(9,555,769)	(30,059,908)	(14,468,092)	(25,855,595)	1,630,357	348,425,326	22,109,427	54,794,118	206,857	(10,021,779)	(3,364,712)	3,278,662	(17,250)	(319,837)	(287)
Proposed Dividend	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
% of Shareholding (Note 1)	78.24%	100%	100%	100%	67.50%	100%	100%	85.11%	57.13%	100%	100%	100%	99%	100%	100%	100%	100%

**Note 1** %age of holding is of Immediate Holding Company.

**For and on behalf of the Board of Directors**

**Jaspal Singh Bindra**  
Executive Chairman  
DIN: 07496596

**Chandir Gidwani**  
Non-Executive Director  
DIN : 00011916

**Place: Mumbai**  
**Date: May 29, 2017**

**PART B - Statement containing salient features of the Financial statements of Associate Companies and Joint Venture**

Name of Associates/Joint Ventures	Centrum Securities Private Limited	Esse Centrum Holdings Limited	CommonWealth Centrum Limited	Acorn Fund Consultants Private Limited
	1	2	3	4
1. Latest audited Balance Sheet Date	31.03.2017	31.03.2017	31.03.2017	31.03.2017
2. Shares of Associate/Joint Ventures held by the company on the year end	Associate	Associate	Joint Venture	Joint Venture
No of Shares	100,000	500,000	3,305,282	755,000
Amount of Investment in Associates/Joint Venture	1,000,000	1,000,000	19,809,794	7,550,000
Extend of Holding %	47.62%	33.33%	50%	50%
3. Description of how there is significant influence	Significant influence is by way of shareholding in the company	Significant influence is by way of shareholding in the company	Significant influence is by way of shareholding in the company	Significant influence is by way of shareholding in the company
4. Reason why the associate/joint venture is not consolidated	The accumulated losses accounted in the previous financial years consolidated financial statements based on equity method under AS 23 "Accounting for Investment in Associates in Consolidated Financial Statement" have resulted in complete erosion of carrying amount of company's Investment in Associate company. Accordingly no further provision for losses have been made in the current year's consolidated financial statements	The accumulated losses accounted in the previous financial years consolidated financial statements based on equity method under AS 23 "Accounting for Investment in Associates in Consolidated Financial Statement" have resulted in complete erosion of carrying amount of company's Investment in Associate company. Accordingly no further provision for losses have been made in the current year's consolidated financial statements	NA	NA
5. Networth attributable to Shareholding as per latest audited Balance Sheet	(134,172,850)	1,088,853	50,502,469	(19,130,936)
6. Profit / (Loss) for the year	(46,939,747)	36,580	12,598,217	(19,975,257)
i. Considered in Consolidation	NA	NA	NA	NA
ii. Not Considered in Consolidation	(46,939,747)	36,580	12,598,217	(19,975,257)

**For and on behalf of the Board of Directors**

**Jaspal Singh Bindra**  
Executive Chairman  
DIN: 07496596

**Chandir Gidwani**  
Non-Executive Director  
DIN : 00011916

**Place: Mumbai**  
**Date: May 29, 2017**

# Annexure D

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## FORM NO. MR-3

### SECRETARIAL AUDIT REPORT

For the Financial Year ended March 31, 2017

Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

To  
The Members,  
Centrum Capital Limited  
Bombay Mutual Building  
2<sup>nd</sup> Floor, D. N. Road. Fort  
Mumbai-400001

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Centrum Capital Limited** (hereinafter called “the Company”) incorporated on November 18, 1977, having CIN L65990MH1977PLC019986 and Registered Office at Bombay Mutual Building, 2nd Floor, D. N. Road. Fort, Mumbai- 400001 the Financial Year ended on March 31, 2017. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (“the Act”) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’);
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

- 
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (e) The Securities and Exchange Board of India (Registrars to Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
  - (g) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
  - (h) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with effect from December 1, 2015

We have relied on the representation made by the Company and its officers for the systems and the mechanism formed by the Company for the compliances under the applicable Acts/laws and regulations to the Company. The list of major head/groups of Acts/laws and regulations applicable to the Company is enclosed and marked as **Annexure I**.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India: Applicable with effect from July 1, 2015
- (ii) The Listing Agreement entered into by the Company with BSE Limited and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

During the under review:

- i) The Shareholders of the Company, through postal ballot on June 10 2016, approved the appointment and remuneration of Mr Jaspal Bindra as the Executive chairman for a period of 3 years with effect from April 21, 2016 and also his remuneration, pursuant to the provisions of Section 196, 197 and Schedule V to the Companies Act, 2013.
- ii) Company has made an application to the Central Government in Form No MR-2 pursuant to the provisions of Section 196, 197 and Schedule V to the Companies Act, 2013 seeking approval for appointment and payment of remuneration in excess of the limits prescribed to its Executive Chairman on August 2, 2016. The Central Government has partially allowed excess remuneration vide its letter dated February 28, 2017 and the Company has made a representation for the balance amount.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, subject to the following:

- a) *Company has not spent the amount of Rs 17,26,940 towards corporate social responsibility required to be spent during the financial year under section 135 of the Companies Act 2013.*

- 
- b) *The Company was not in compliant with Regulation 17(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as the Company had only 6 Independent Directors from a total Board composition of 13 Directors. Thus the Company was not fulfilling the criteria of having at least half of the board of directors consisting of independent directors. However, at the Board meeting held on May 29, 2017, Mr Pankaj Thapar and Mr Vivek Vig has tendered their resignation as Non Executive Directors, as a result of which the total number of Directors was reduced to 11 and hence the number of independent directors (6) became more than 50 % of the total strength of the Board (11) as on May 29, 2017 i.e. after the closure of the Financial Year 2016-17. Consequently, the Company has now become compliant with the provisions of Regulation 17(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*
- c) *Company has paid a managerial remuneration in excess of the limits as laid down in Section 197 of the Companies Act, 2013 read with Schedule V to the Act during the financial year 2016-17 to its Executive Chairman. The Company has made an application to the Central Government in Form No MR-2 pursuant to the provisions of Section 196, 197 and Schedule V to the Companies Act, 2013 seeking its approval for the same. The Central Government has partially allowed excess remuneration and the Company has made a representation for the balance amount.*

**I further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors and Independent Directors including the woman director, except as mentioned above. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance as per the requirement of the regulations, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decisions are carried through recorded as part of the minutes-All the resolutions were passed unanimously.

I further report that based on review of compliance mechanism established by the Company, we are of the opinion that the Company has adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**UMESH P MASKERI**  
**PRACTICING COMPANY SECRETARY**  
**FCS No 4831; COP No. 12704**

**Place: Mumbai**

**Date: May 29, 2017**

Note: This report is to be read with our letter of even date which is annexed as **ANNEXURE II** and forms an integral part of this report.

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## **ANNEXURE I**

### **OTHER LAWS APPLICABLE TO COMPANY**

1	The Income-tax Act, 1961
2	Service Tax Act, 1994
3	The Employees Provident Fund Act, 1952
4	The Payment of Gratuity Act, 1972
5	The Maharashtra Stamp Act (Bombay . Act LX 1958)
6	Micro, Small and Medium Enterprises Development Act, 2006
7	Negotiable Instruments Act, 1881
8	Indian Registration Act, 1908
9	Information Technology Act, 1996
10	The Sexual Haressment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013
11	The Minimum Wages Act, 1948
12	Weekly Holidays Act, 1942
13	Maharashtra Shops and Establishment Act, 1948
14	The Employees State Insurance Act, 1948
15	Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975
16	Prevention of Money Laundering Act, 2002
17	The Maternity Benefit Act, 1961
18	The Environment (Protection) Act, 1986 (Amended 1991)
19	The Contract Labour (Regulation & Abolition) Act, 1971
20	The Equal Remuneration Act,1976 and Rules 1976
21	The Trade Marks Act, 1999

**UMESH P MASKERI**

**PRACTICING COMPANY SECRETARY**

**FCS No 4831; COP No. 12704**

**Place: Mumbai**

**Date: May 29, 2017**

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## **ANNEXURE II**

To  
The Members  
Centrum Capital Limited  
Bombay Mutual Building, 2<sup>nd</sup> Floor,  
D N Road, Fort  
Mumbai-400001

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

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

**UMESH P MASKERI**  
**PRACTICING COMPANY SECRETARY**  
**FCS No 4831; COP No. 12704**

**Place: Mumbai**

**Date: May 29, 2017**

# Annexure E

## **REMUNERATION DETAILS PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

### **i. RATIO OF REMUNERATION OF EACH DIRECTOR TO THE MEDIAN REMUNERATION OF ALL EMPLOYEES:**

The information required under Section 197 (12) of the Companies Act, 2013 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of ratio of remuneration of each director to the median remuneration of the employees of the Company for the financial year are as follows:

Median remuneration of all the employees of the Company for the Financial Year 2016-17	₹ 9,45,000/-
The percentage increase in the median remuneration of employees in the Financial Year 2016-17	18.13%
The number of permanent employees on the rolls of Company as on March 31 , 2017	71

Name of Director	Designation	Ratio of remuneration to median remuneration of all employees
Mr. Jaspal Singh Bindra	Executive Chairman	52.91:1

#### **Notes:**

*The ratio of remuneration to median remuneration is based on annualized remuneration of employees.*

### **ii. AVERAGE PERCENTILE INCREASE ALREADY MADE IN THE SALARIES OF EMPLOYEES OTHER THAN THE MANAGERIAL PERSONNEL IN THE LAST FINANCIAL YEAR AND ITS COMPARISON WITH THE PERCENTILE INCREASE IN THE MANAGERIAL REMUNERATION AND JUSTIFICATION THEREOF AND POINT OUT IF THERE ARE ANY EXCEPTIONAL CIRCUMSTANCES FOR INCREASE IN MANAGERIAL REMUNERATION:**

- The average increase in remuneration of employees other than managerial personnel during the financial year 2016-17 is 14.52%.
- Increase in managerial remuneration is 333%.
- Justification/ exceptional circumstances

The Company appointed Mr. Jaspal Singh Bindra as the Executive Chairman with a view to successfully tackling the competition and enhancing its competitive edge in terms of quality and value proposition. The Company had envisaged to reap significant benefits from Mr. Jaspal Singh Bindra's rich experience and wide knowledge. In order to face emerging challenges and tap upcoming opportunities, it was deemed necessary to ensure that highly experienced financial professionals like Mr. Jaspal Singh Bindra contribute productively to the business of the Company. It was also expected that under the guidance and leadership of Mr. Jaspal Singh Bindra the company would flourish and thereby the future growth of the Company would be adequately secured.

iii. **REMUNERATION DETAILS PURSUANT TO SECTION 197(14) OF THE COMPANIES ACT, 2013**

Details of Top ten employees in terms of remuneration drawn and employees employed throughout the financial year and were in receipt of remuneration for that year which, in the aggregate, was not less than ₹ 1,02,00,000/-

Name	Designation	Remuneration received	Nature of employment	Qualification/ experience	Date of commencement	Age	Last employment	Total Experience	No of equity Shares held	Whether relative of any director/ manager
Mr. Jaspal Singh Bindra	Executive Chairman	3,71,31,115	Contract	ACA, MBA	21/04/2016	57	Standard Chartered Bank	33	NIL	No

Remuneration shown above includes Salary, Performance Reward / Special Allowance, House Rent Allowance / Perquisite for Accommodation, Leave Travel Allowance, Medical Reimbursement, Perquisite for Car, Bonus, Variable Pay, Commission, monetary value of perquisites as per income tax rules and Company's Contribution to Provident Fund. But does not include Leave Encashment, Companies Contribution to Gratuity Fund.

iv. **PERCENTAGE INCREASE IN REMUNERATION OF EACH DIRECTOR, CFO, CEO, CS, IF ANY IN THE FINANCIAL YEAR**

Sr. No.	Name of the Director	Designation	2016-17 ₹ In Lacs	2015-16 ₹ In Lacs	% of increase in remuneration
1	Mr. Jaspal Singh Bindra	Executive Chairman	246.01	-	N.A.
2	Mr. Sanjiv Bhasin	Managing Director	-	83.17	N.A.
3	Mr. Shailendra Apte	CFO	46.30	46.30*	-
4	Mr. Alpesh Shah	Company Secretary	22.64	18.19*	24.46%

**Note:**

- Mr. Jaspal Singh Bindra was appointed in April 21, 2016.
- Mr. Sanjiv Bhasin was Managing Director from July 2015 to October 2015.
- Mr. Shailendra Apte was appointed as CFO w.e.f. August 2015.
- \*Figures are annualized.

v. **AFFIRMATION**

It is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and other employees is as per the Remuneration Policy of the Company.

**For and on behalf of the Board of Directors**

**Jaspal Singh Bindra**  
Executive Chairman  
DIN: 07496596

**Chandir Gidwani**  
Non-Executive Director  
DIN : 00011916

Place: Mumbai

Date: May 29, 2017

# Annexure F

## FORM NO. MGT-9

### Extract of Annual Return as on the financial year ended on March 31, 2017

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

#### I. REGISTRATION AND OTHER DETAILS:

i.	CIN	L65990MH1977PLC019986
ii.	Registration Date	November 18, 1977
iii.	Name of the Company	Centrum Capital Limited
iv.	Category / Sub-Category of the Company	Public Company/ Limited by shares
v.	Address of the Registered office & Corporate Office and Contact details	<b>Registered Office :</b> Bombay Mutual Building, 2 <sup>nd</sup> Floor, Dr. D N Road, Fort, Mumbai 400001. <b>Corporate Office :</b> Centrum House, Vidyanagari Marg, Kalina , Santacruz (East), Mumbai 400098. Contact : 022 -4215 9000
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Private Limited, C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400 083 Tel. No. 022 – 49186000 Fax No.: 022 – 49186060

#### II. Principal Business activities of the Company

All the business activities contributing 10 % or more of the total turnover of the Company is stated:-

Sr. No.	Name and Description of main products / Services	NIC Code of the Product/ service	% to total turnover of the Company
1	Merchant / Investment Banking Services	99712000	11.55%

#### III. Particulars of Holding, Subsidiary and Associate Companies as on March 31, 2017

Sr No	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	%age of shares held (Please see note 1)	Applicable section
1	<b>Centrum Retail Services Limited</b> Centrum House, CST Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai-400098	U74999MH2014PLC256774	Subsidiary	78.24	2(87)(ii)
2	<b>CentrumDirect Limited</b> Centrum House, CST Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai-400098	U67190MH1999PLC119009	Step down Subsidiary	85.11	2(87)(ii)

Sr No	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	%age of shares held (Please see note 1)	Applicable section
3	<b>Centrum Financial Services Limited</b> 2 <sup>nd</sup> Floor, Bombay Mutual Building, Dr. D.N Road, Fort, Mumbai-400001	U65910MH1993PLC192085	Step down Subsidiary	100	2(87)(ii)
4	<b>Centrum Wealth Management Limited</b> 2 <sup>nd</sup> Floor, Bombay Mutual Building, Dr. D.N Road, Fort, Mumbai-400001	U65993MH2008PLC178252	Step down Subsidiary	100	2(87)(ii)
5	<b>Centrum Broking Limited</b> 2 <sup>nd</sup> Floor, Bombay Mutual Building, Dr. D.N Road, Fort, Mumbai-400001	U67120MH1994PLC078125	Subsidiary	99.26	2(87)(ii)
6	<b>Centrum Capital Holdings LLC * USA</b>	-	Subsidiary	100	-
7	<b>Centrum Securities LLC * USA</b>	-	Step down Subsidiary	100	-
8	<b>Centrum Defence Systems Limited.</b> Centrum House, CST Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai-400098.	U74999MH2015PLC260560	Subsidiary	100	2(87)(ii)
9	<b>Centrum Infrastructure Advisory Limited.</b> Centrum House, CST Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai-400098.	U74999MH2014PLC260328	Subsidiary	100	2(87)(ii)
10	<b>Pyxis Finvest Limited (Formerly, BCB Finance Limited)</b> Centrum House, Level 9, Unit 8 , CST Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai-400098.	L65990MH2005PLC157586	Step down Subsidiary	57.13	2(87)(ii)
11	<b>Centrum Securities Private Limited</b> 2 <sup>nd</sup> Floor, Bombay Mutual Building, Dr. D.N Road, Fort, Mumbai-400001	U67190MH1997PTC109007	Associate	47.26	2(6)
12	<b>Essel- Centrum Holding Limited</b> 2 <sup>nd</sup> Floor, Bombay Mutual Building, Dr. D.N Road, Fort, Mumbai-400001	U65993MH2006PLC162533	Associate	33.33	2(6)
13	<b>Buyforex India Limited</b> Centrum House, CST Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai-400098	U74999MH2016PLC273638	Subsidiary	67.5	2(87)(ii)
14	<b>Centrum Housing Finance Limited</b> Centrum House, CST Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai-400098	U65922MH2016PLC273826	Step down Subsidiary	100	2(87)(ii)

Sr No	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	%age of shares held (Please see note 1)	Applicable section
15	<b>Centrum Insurance Brokers Limited</b> Unit 801, Centrum House, CST Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai-400098	U66000MH2016PLC273496	Step down Subsidiary	100	2(87)(ii)
16	<b>Centrum Investment Advisors Limited</b> Unit 801, Centrum House, CST Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai-400098	U74999MH2015PLC268712	Step down Subsidiary	100	2(87)(ii)
17	<b>Common Wealth Centrum Advisors Limited</b> * Hongkong	-	Joint Venture	50	-
18	<b>CCAL Investment Management Limited</b> * Republic of Mauritius	-	Joint Venture	100	-
19	<b>Acorn Fund Consultants Pvt. Ltd.</b> 6 <sup>th</sup> Floor, Centrum House, CST Road, Near Mumbai University, Santacruz (East), Mumbai -400098	U74999MH2015PTC267696	Joint Venture	50	2(6)
20	<b>Agrata Mercantile Private Limited</b> Unit 701, Level 8, Centrum House, CST Road, Vidya Nagari Marg, Kalina, Santacruz (East) Mumbai- 400098	U51109MH2008PTC184900	Step down Subsidiary	99	2(87)(ii)
21	<b>Shree Srinivas Realtors Private Limited</b> Unit 701, Level 8, Centrum House, CST Road, Vidya Nagari Marg, Kalina, Santacruz (East) Mumbai- 400098	U70100MH1995PTC094538	Step down Subsidiary	100	2(87)(ii)
22	<b>Centrum Microcredit Private Limited</b> (Formerly, Nobita Trading Private Limited) Centrum House, CST Road, Vidya Nagari Marg, Kalina, Santacruz (East) Mumbai- 400098	U67100MH2016PTC285378	Step down Subsidiary	100	2(87)(ii)
23	<b>Krish &amp; Ram Forex Private Limited</b> No. 34, Renuka Complex, New Thippasandra Main Road, Bangalore, Karnataka - 560075	U67120KA2003PTC031589	Step down Subsidiary	100	2(87)(ii)

Note 1 : %age of holding is of immediate Holding Company

Note 2 : \*Foreign Company

#### IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS A PERCENTAGE OF TOTAL EQUITY)

##### i) Category-wise Shareholding:

Category of Shareholders	No. of Shares held at the beginning of the year April 01, 2016				No. of Shares held at the end of the year March 31, 2017				% change during the year
	Demat	Physical	Total	% of Total share capital	Demat	Physical	Total	% of Total share capital	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
(a) Individuals/ HUF	0	0	0	0	0	0	0	0	0
(b) Central Govt	0	0	0	0	0	0	0	0	0
(c) State Govt(s)	0	0	0	0	0	0	0	0	0
(d) Bodies Corp.	138,189,000	0	138,189,000	33.22	153,725,284	0	153,725,284	36.95	3.73
(e) Banks / FI	0	0	0	0	0	0	0	0	0
(f) Any Other....	0	0	0	0	0	0	0	0	0
<b>Sub Total (A)(1):-</b>	<b>138,189,000</b>	<b>0</b>	<b>138,189,000</b>	<b>33.22</b>	<b>153,725,284</b>	<b>0</b>	<b>153,725,284</b>	<b>36.95</b>	<b>3.73</b>
<b>(2) Foreign</b>									
(a) NRI Individuals	0	0	0	0	0	0	0	0	0
(b) Other Individuals	0	0	0	0	0	0	0	0	0
(c) Bodies Corp.	0	0	0	0	0	0	0	0	0
(d) Banks / FI	0	0	0	0	0	0	0	0	0
(e) Any Other....	0	0	0	0	0	0	0	0	0
<b>Sub Total (A)(2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>138,189,000</b>	<b>0</b>	<b>138,189,000</b>	<b>33.22</b>	<b>153,725,284</b>	<b>0</b>	<b>153,725,284</b>	<b>36.95</b>	<b>3.73</b>
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>									
(a) Mutual Funds	0	0	0	0	0	0	0	0	0
(b) Banks FI	0	0	0	0	0	0	0	0	0
(c) Central Govt	0	0	0	0	0	0	0	0	0
(d) State Govt(s)	0	0	0	0	0	0	0	0	0
(e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
(f) Insurance Companies	0	0	0	0	0	0	0	0	0
(g) FIs	0	0	0	0	0	0	0	0	0
(h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
(i) Others (specify)									
* Financial Institutions	0	0	0	0	277,409	0	277,409	0.07	0.07
* Government Companies	0	0	0	0	0	0	0	0	0
* State Financial Corporation	0	0	0	0	0	0	0	0	0
* Market Makers	0	0	0	0	0	0	0	0	0
* Any Other	0	0	0	0	1,292,924	0	1,292,924	0.31	0.31
* Otc Dealers (Bodies Corporate)	0	0	0	0	0	0	0	0	0
* Private Sector Banks	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>1,570,333</b>	<b>0</b>	<b>1,570,333</b>	<b>0.38</b>	<b>0.38</b>
<b>(2) Non-Institutions</b>									
<b>(a) Bodies Corp.</b>									

(i) Indian	166,491,512	11,272,740	177,764,252	42.73	139,850,386	195,000	140,045,386	33.66	9.07
(ii) Overseas	60,084,140	0	60,084,140	14.44	5,704,126	0	5,704,126	1.37	13.07
<b>(b) Individuals</b>									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1,766,051	705,520	2,471,571	0.59	18,435,713	696,520	19,132,233	4.60	4.00
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1,888,780	558,000	2,446,780	0.59	51,389,289.0	558,000	51,947,289	12.49	11.90
(c) Others (specify)									
* N.R.I. (Non-Repatriation)	600	0	600.00	0	1,091,142	0	1,091,142	0.26	0.26
* N.R.I. (Repatriation)	20,044	0	20,044.00	0	4,466,923	0	4,466,923	1.07	1.07
* Trust	0	24,581,160	24,581,160.00	5.91	0	24,581,160	24,581,160	5.91	0
* Hindu Undivided Family	162,996	0	162,996	0.04	1,668,600	0	1,668,600	0.40	0.36
* Clearing Members	34,977	0	34,977	0.01	1,765,544	0	1,765,544	0.42	0.42
Directors or Director's Relatives	6,773,220	3,504,000	10,277,220	2.47	6,830,720	3,504,000	10,334,720	2.48	0.01
<b>Sub-total (B)(2):-</b>	<b>237,222,320</b>	<b>40,621,420</b>	<b>277,843,740</b>	<b>66.78</b>	<b>231,202,443</b>	<b>29,534,680</b>	<b>260,737,123</b>	<b>62.67</b>	<b>4.11</b>
<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>237,222,320</b>	<b>40,621,420</b>	<b>277,843,740</b>	<b>66.78</b>	<b>232,772,776</b>	<b>29,534,680</b>	<b>262,307,456</b>	<b>62.67</b>	<b>4.11</b>
C. Total shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
<b>GrandTotal(A + B + C)</b>	<b>375,411,320</b>	<b>40,621,420</b>	<b>416,032,740</b>	<b>100.00</b>	<b>386,498,060</b>	<b>29,534,680</b>	<b>416,032,740</b>	<b>100.00</b>	<b>0.00</b>

## ii) Shareholding of Promoters:

Sr No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share-holding during the year
		April 01, 2016			March 31, 2017			
		No. of Shares	% of Total Shares of the company	% of Shares Pledged / Encumbered to total shares	No. of Shares	% of Total Shares of the company	% of Shares Pledged / Encumbered to total shares #	
1	BusinessMatch Services (India) Private Limited	138,189,000	33.22	11.02	134,189,000	32.25	18.90	(0.96)
2	JBCG Advisory Services Private Limited	-	-	-	19,536,284	4.70	-	4.70
	<b>Total</b>	<b>138,189,000</b>	<b>33.22</b>	<b>11.02</b>	<b>1,53,725,284</b>	<b>36.95</b>	<b>18.90</b>	<b>3.73</b>

**(iii) Change in Promoters Shareholding:**

Sr No.	Shareholder's Name		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			April 01, 2016		March 31, 2017	
			No. of Shares	% of Total Shares of the company	No. of Shares	% of Total Shares of the company
1	BusinessMatch Services (India) Private Limited	At the beginning of the year	13,81,89,000	33.22	13,81,89,000	33.22
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g., allotment/ transfer/bonus/ sweat equity, etc):	28 June, 2016	(4,000,000)	(0.96)	134,189,000	32.25
		<b>At the end of the year</b>	<b>134,189,000</b>	<b>32.25</b>	<b>134,189,000</b>	<b>32.25</b>
2	JBCG Advisory Services Private Limited	At the beginning of the year	-	-	-	-
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g., allotment/ transfer/bonus/ sweat equity, etc):	30 December, 2016	19,536,284	4.70	19,536,284	4.70
		<b>At the end of the year</b>	<b>19,536,284</b>	<b>4.70</b>	<b>19,536,284</b>	<b>4.70</b>

**iv) Shareholding Pattern of Top 10 Shareholders (Other than Directors, Promoters and Holders of GDRS and ADRs):**

Sr No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year		
		April 01, 2016		March 31, 2017		
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company	
<b>1</b>	<b>KAIKOBAD BYRAMJEE &amp; SON AGENCY PRIVATE LIMITED</b>					
	At the Beginning of the Year	54,018,000	12.98	54,018,000	12.98	
	Date wise Increase/ Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g., allotment/ transfer/bonus/ sweat equity, etc):					
	Transfer	19 Aug 2016	(27,018,000)	(6.49)	27,000,000	6.49
	Transfer	02 Sep 2016	27,018,000	6.49	54,018,000	12.98
	<b>At the end of the Year</b>	<b>54,018,000</b>	<b>12.98</b>	<b>54,018,000</b>	<b>12.98</b>	
<b>2</b>	<b>ISHBHOO MI FABTRADERS PRIVATE LIMITED</b>					
	At the Beginning of the Year	-	-	-	-	
	Date wise Increase/ Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g., allotment/ transfer/bonus/ sweat equity, etc):					

	Transfer	30 Sep 2016	53,181,000	12.78	53,181,000	12.78
	Transfer	20 Jan 2017	(467,759)	(0.11)	52,713,241	12.67
	Transfer	27 Jan 2017	(731,471)	(0.18)	51,981,770	12.49
	Transfer	03 Feb 2017	(555,190)	(0.13)	51,426,580	12.36
	Transfer	10 Feb 2017	(931,475)	(0.22)	50,495,105	12.14
	Transfer	17 Feb 2017	(133,253)	(0.03)	50,361,852	12.11
	Transfer	24 Feb 2017	(397,000)	(0.10)	49,964,852	12.01
	Transfer	03 Mar 2017	(656,915)	(0.16)	49,307,937	11.85
	Transfer	17 Mar 2017	(33,301)	(0.01)	49,274,636	11.84
	Transfer	31 Mar 2017	(584,524)	(0.14)	48,690,112	11.70
	<b>At the end of the Year</b>		<b>48,690,112</b>	<b>11.70</b>	<b>48,690,112</b>	<b>11.70</b>
<b>3</b>	<b>NIRMAL ARORA</b>					
	At the Beginning of the Year		-	-	-	-
	Date wise Increase/ Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g., allotment/ transfer/bonus/ sweat equity, etc):					
	Transfer	08 Apr 2016	41,000,000	9.86	41,000,000	9.86
	<b>At the end of the Year</b>		<b>41,000,000</b>	<b>9.86</b>	<b>41,000,000</b>	<b>9.86</b>
<b>4</b>	<b>CENTRUM ESPS TRUST</b>					
	At the Beginning of the Year		24,581,160	5.91	24,581,160	5.91
	Date wise Increase/ Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g., allotment/ transfer/bonus/ sweat equity, etc):					
	<b>At the end of the Year</b>		<b>24,581,160</b>	<b>5.91</b>	<b>24,581,160</b>	<b>5.91</b>
<b>5</b>	<b>M. DINSHAW &amp; CO. PVT LTD.</b>					
	At the Beginning of the Year		15,155,820	3.64	15,155,820	3.64
	Date wise Increase/ Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g., allotment/ transfer/bonus/ sweat equity, etc):					
	<b>At the end of the Year</b>		<b>15,155,820</b>	<b>3.64</b>	<b>15,155,820</b>	<b>3.64</b>
<b>6</b>	<b>CASBY LOGISTICS PVT LIMITED</b>					
	At the Beginning of the Year		11,077,740	2.66	11,077,740	2.66
	Date wise Increase/ Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g., allotment/ transfer/bonus/ sweat equity, etc):					
	<b>At the end of the Year</b>		<b>11,077,740</b>	<b>2.66</b>	<b>11,077,740</b>	<b>2.66</b>
<b>7</b>	<b>MAHAKHURSHID KHUSHROOH BYRAMJEE</b>					
	At the Beginning of the Year		6,321,120	1.52	6,321,120	1.52
	Date wise Increase/ Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g., allotment/ transfer/bonus/ sweat equity, etc):					
	<b>At the end of the Year</b>		<b>6,321,120</b>	<b>1.52</b>	<b>6,321,120</b>	<b>1.52</b>

<b>8 INDIVISION INDIA PARTNERS</b>					
At the Beginning of the Year		60,084,140	14.44	60,084,140	14.44
Date wise Increase/ Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g., allotment/ transfer/bonus/ sweat equity, etc):					
Transfer	22 Apr 2016	(215,575)	(0.05)	59,868,565	14.39
Transfer	24 Jun 2016	(550,000)	(0.13)	59,318,565	14.26
Transfer	08 Jul 2016	(834,087)	(0.20)	58,484,478	14.06
Transfer	15 Jul 2016	(159,979)	(0.04)	58,324,499	14.02
Transfer	22 Jul 2016	(21,912)	(0.01)	58,302,587	14.01
Transfer	29 Jul 2016	(674,983)	(0.16)	57,627,604	13.85
Transfer	05 Aug 2016	(721,644)	(0.17)	56,905,960	13.68
Transfer	12 Aug 2016	(335,696)	(0.08)	56,570,264	13.60
Transfer	19 Aug 2016	(126,562)	(0.03)	56,443,702	13.57
Transfer	26 Aug 2016	(259,495)	(0.06)	56,184,207	13.50
Transfer	09 Sep 2016	(4,000,000)	(0.96)	52,184,207	12.54
Transfer	23 Sep 2016	(1,500,000)	(0.36)	50,684,207	12.18
Transfer	30 Sep 2016	(350,000)	(0.08)	50,334,207	12.10
Transfer	21 Oct 2016	(825,000)	(0.20)	49,509,207	11.90
Transfer	28 Oct 2016	(1,375,247)	(0.33)	48,133,960	11.57
Transfer	04 Nov 2016	(300,000)	(0.07)	47,833,960	11.50
Transfer	11 Nov 2016	(1,291,641)	(0.31)	46,542,319	11.19
Transfer	23 Dec 2016	(20,500,000)	(4.93)	26,042,319	6.26
Transfer	30 Dec 2016	(365,000)	(0.09)	25,677,319	6.17
Transfer	06 Jan 2017	(2,300,000)	(0.55)	23,377,319	5.62
Transfer	13 Jan 2017	(1,400,000)	(0.34)	21,977,319	5.28
Transfer	20 Jan 2017	(500,000)	(0.12)	21,477,319	5.16
Transfer	27 Jan 2017	(1,000,000)	(0.24)	20,477,319	4.92
Transfer	03 Feb 2017	(4,833,102)	(1.16)	15,644,217	3.76
Transfer	10 Feb 2017	(1,467,970)	(0.35)	14,176,247	3.41
Transfer	17 Feb 2017	(5,722,203)	(1.38)	8,454,044	2.03
Transfer	24 Feb 2017	(951,765)	(0.23)	7,502,279	1.80
Transfer	03 Mar 2017	(200,029)	(0.05)	7,302,250	1.76
Transfer	17 Mar 2017	(428,264)	(0.10)	6,873,986	1.65
Transfer	24 Mar 2017	(449,989)	(0.11)	6,423,997	1.54
Transfer	31 Mar 2017	(719,871)	(0.17)	5,704,126	1.37
<b>At the end of the Year</b>		<b>5,704,126</b>	<b>1.37</b>	<b>5,704,126</b>	<b>1.37</b>
<b>9 HARSHIL KANTILAL KOTHARI</b>					
At the Beginning of the Year		-	-	-	-
Date wise Increase/ Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g., allotment/ transfer/bonus/ sweat equity, etc):					
Transfer	02 Sep 2016	2,415,993	0.58	2,415,993	0.58
Transfer	16 Sep 2016	1,250,000	0.30	3,665,993	0.88
<b>At the end of the Year</b>		<b>3,665,993</b>	<b>0.88</b>	<b>3,665,993</b>	<b>0.88</b>

10 RAMBO TRADING LLP					
At the Beginning of the Year		-	-	-	-
Date wise Increase/ Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g., allotment/ transfer/bonus/ sweat equity, etc):					
Transfer	09 Sep 2016	1,806,029	0.43	1,806,029	0.43
Transfer	16 Sep 2016	5	0.00	1,806,034	0.43
Transfer	11 Nov 2016	193,958	0.05	1,999,992	0.48
Transfer	06 Jan 2017	947,051	0.23	2,947,043	0.71
Transfer	13 Jan 2017	305	0.00	2,947,348	0.71
Transfer	20 Jan 2017	180	0.00	2,947,528	0.71
Transfer	03 Feb 2017	5,130	0.00	2,952,658	0.71
Transfer	03 Mar 2017	2,850	0.00	2,955,508	0.71
<b>At the end of the Year</b>		<b>2,955,508</b>	<b>0.71</b>	<b>2,955,508</b>	<b>0.71</b>

**v) Shareholding of Directors and Key Managerial Personnel:**

Sr. No.	Name of the Shareholder	Shareholding at the beginning of the year April 01, 2016		Date wise Increase/ Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g., allotment/ transfer/bonus/ sweat equity, etc)	Shareholding at the end of the year March 31, 2017	
		No. of Shares	% of Total Shares of the company		No. of Shares	% of Total Shares of the company
1	Mr. Chandir Gidwani	90,000	0.02	0	90,000	0.02
2	Mr. Jaspal Singh Bindra	0	0.00	0	0	0.00
3	Mr. R.S. Reddy	0	0.00	0	0	0.00
4	Mr. Rishad Byramjee	743,100	0.18	0	743,100	0.18
5	Mr. Ibrahim Belselah	0	0.00	0	0	0.00
6	Mr. Manmohan Shetty	0	0.00	0	0	0.00
7	Mrs. M.K Byramjee	6,861,120	1.65	0	6,861,120	1.65
8	Mr. Rajesh Nanavaty	3,000	0.00	Nov 11, 2016 - (3,000) Nov 18, 2016 - 5,000 Dec 09, 2016 - 5,000 Dec 30, 2016 - 5,000 Jan 01, 2017 - 4,500 Jan 27, 2017 - 5,500 Feb 17, 2017 - 2,000	27,000	0.01
9	Mr. Manish Verma	0	0.00	0	0	0.00
10	Mr. Vivek Vig	0	0.00	0	0	0.00
11	Mr. K.R Kamath	0	0.00	0	0	0.00
12	Mr. Pankaj Thapar	0	0.00	0	0	0.00
13	Mr. Subhash Kutte	0	0.00	0	0	0.00
14	Mr. Shailendra Apte	18,000	0.00	0	0	0.00
15	Mr. Alpesh Shah	0	0.00	0	0	0.00

## V. INDEBTEDNESS

Particulars	Secured loans excluding deposits	Unsecured loans	Deposits	Total Indebtedness
	(₹)	(₹)	(₹)	(₹)
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	914,546,729	643,727,966	-	1,558,274,695
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	15,152,375	93,965,625	-	109,118,000
<b>Total (i+ii+iii)</b>	<b>929,699,105</b>	<b>737,693,591</b>	<b>-</b>	<b>1,667,392,695</b>
<b>Change in indebtedness during the financial year</b>				
Addition (net)	393,798,211	879,428,966	-	1,273,227,177
Reduction	(906,054,037)	(257,220,984)	-	(1,163,275,021)
Exchange difference	-	-	-	-
<b>Net change</b>	<b>(512,255,826)</b>	<b>622,207,982</b>	<b>-</b>	<b>109,952,156</b>
<b>Indebtedness at the end of financial year</b>				
i) Principal Amount	402,290,904	1,265,935,948	-	1,668,226,852
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	1,802,621	7,748,917	-	9,551,538
<b>Total (i+ii+iii)</b>	<b>404,093,525</b>	<b>1,273,684,865</b>	<b>-</b>	<b>1,677,778,390</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration of Managing Director/ Whole Time Director/Manager - Nil

### B. Remuneration to other directors:

Sr. No	Name	Commission	Fees for Attending Board/ Committee Meetings
<b>I</b>	<b>Non Executive Directors</b>		
1	Mr. Chandir Gidwani	NIL	220,000
2	Mr. Rishad Byramjee	NIL	360,000
3	Mrs. Mahakhurshid Byramjee	NIL	40,000
4	Mr. Vivek Vig	NIL	160,000
5	Mr. Manmohan Shetty	NIL	160,000
6	Mr. K. R. Kamath	NIL	200,000
7	Mr. Pankaj Thapar	NIL	120,000
	<b>Total I</b>		<b>1,226,000</b>
<b>II</b>	<b>Independent Directors</b>		
1	Mr. Rajesh Nanavaty	NIL	360,000
2	Mr. Ibrahim Belseh	NIL	NIL
3	Mr. R S Reddy	NIL	200,000
4	Mr. Subhash Kutte	NIL	360,000
5	Mr. Manish Verma	NIL	160,000
	<b>Total II</b>		<b>1,080,000</b>
	<b>Total B = I + II</b>		<b>2,306,000</b>

**C. Remuneration to Key Managerial Personnel other than MD/ Manager/ WTD**

<b>Sr. No.</b>	<b>Particulars of Remuneration</b>	<b>Mr. Alpesh Shah (Company Secretary)</b>	<b>Mr. Shailendra Apte (CFO)</b>
1	Gross Salary Per Annum	2,264,008	4,630,416
	a) Salary as per provisions contained in section 17(1) of the Income Tax Act,1961	Nil	Nil
	b) Value of perquisites u/s 17(2) Income Tax Act, 1961	Nil	Nil
	c) Profits in lieu of salary u/s 17(3) of the Income Tax Act,1961	Nil	Nil
	Stock option	Nil	Nil
	Sweat Equity	Nil	Nil
	Commission	Nil	Nil
	>as a % of profit	Nil	Nil
	>others	Nil	Nil
	Others (please specify)		
	<b>Total</b>	<b>2,264,008</b>	<b>4,630,416</b>

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

There were no penalties/punishments/compounding of offences for the year ended March 31, 2017

**For and on behalf of the Board of Directors**

**Jaspal Singh Bindra**  
**Executive Chairman**  
**DIN: 07496596**

**Chandir Gidwani**  
**Non-Executive Director**  
**DIN : 00011916**

**Place: Mumbai**

**Date: May 29, 2017**

# Annexure G

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## Annual Report on Corporate Social Responsibility (CSR) Activities

[Pursuant to Section 134(3)(O) of the Companies Act, 2013 read with Rule 8(1) of the Companies (Corporate Social Responsibility Policy) Rules, 2014]

### 1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs:

In accordance with the CSR Policy of the Company, the CSR initiatives were focussed on the following pre-identified areas:

- a. The CSR activities shall be undertaken by the Company as per CSR policy of the Company by way of projects or programs or activities (either new or ongoing) in India, excluding the activities undertaken in pursuance of the normal course of business. The Company shall give preference to the local area and areas around it where it operates, for spending the amount earmarked for CSR activities.
- b. The Board may decide to undertake CSR activities approved by the CSR Committee directly through employees of the Company or through a registered trust or a registered society or a company established by the Company or subsidiary or associate company under Section 8 of the Companies Act, 2013 or otherwise and subject to conditions as specified in the CSR Rules.
- c. The Company may also collaborate with other companies for undertaking projects or programs or CSR activities in such a manner that the CSR Committee of respective companies are in a position to report separately on such projects or programs in accordance with the CSR Rules.
- d. CSR expenditure shall include all expenditure including contribution to corpus, or on projects or programs relating to CSR activities, approved by the Board on the recommendation of CSR Committee, but shall not include:
  - i) any expenditure on an item not in conformity or not in line with activities which fall within the purview of Schedule VII of the Act.
  - ii) CSR projects or programs or activities that benefit only the employees and their families.
  - iii) Contribution of any amount directly or indirectly to any political party under section 182 of the Act.
- e. The Company may fulfill the CSR obligation by way of a donation to a fund established / approved by the Government or any other appropriate authority on the recommendation of the CSR Committee.
- f. CSR activities include:-
  - i) Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation and making available safe drinking water;

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- ii) Promoting education, including special education and employment enhancing vocational skills especially among children, women, elderly and the differently abled and livelihood enhancement projects;
  - iv) Promoting gender equality, empowering women, setting up homes and hostels for women and orphans, setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
  - v) Ensuring environmental sustainability, ecological balances, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water;
  - vi) Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of arts, setting up of public libraries, promotion and development of traditional arts and handicrafts;
  - vii) Measures for the benefit of armed forces veterans, war widows and their dependents,
  - viii) Training to promote rural sports, nationally recognized sports, Paraolympic sports and Olympic sports;
  - ix) Contribution to the Prime Minister’s National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Schedule Castes, the Scheduled Tribes, other backward classes, minorities and women;
  - x) Contribution or funds provided to technology incubators located within academic institutions which are approved by the Central Government;
  - xi) Rural development projects.

The CSR Policy of the Company can be accessed at the Weblink: [http://www.centrum.co.in/wp-content/uploads/2016/06/CSR\\_Policy.pdf](http://www.centrum.co.in/wp-content/uploads/2016/06/CSR_Policy.pdf).

## 2. The Composition of the CSR Committee:

In accordance with the provisions of Section 135 of the Companies Act, 2013 (the “Act”), the Board of Directors of the Company has constituted a Corporate Social Responsibility Committee (CSR Committee). As on March 31, 2017, the composition of the CSR Committee was as follows:

Sr. No.	Name	Category	Designation in Committee
1	Mr. Chandir Gidwani	Non-Executive Director	Chairman
2	Mr. Rajesh Nanavaty	Independent Director	Member
3	Mr. Subhash Kutte	Independent Director	Member

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3. **Average net profit of the Company for last three financial years:** ₹ 86,346,985
4. **Prescribed CSR Expenditure [Rounded off] (two percent of the amount as in item 3 above):** ₹ 1,726,940
5. **Details of CSR spent during the financial year 2016-17 and previous years.**
- a. **Total amount to be spent for the financial year :** ₹ 1,726,940 ( FY 16-17) and ₹ 1,393,285 (FY 15-16)
  - b. **Total Aggregate Amount to be spent :** ₹ 3,120,225
  - b. **Amount unspent, if any :** ₹ 2,220,225
  - c. **Manner in which the amount spent during the financial year :**

During the Financial Year 2016-17, the Company has spent ₹ 900,000 by contributing to Ananta Aspen Centre, a Trust which is qualified to receive CSR Funds under Section 135 of the Companies Act, 2013 read with rules.

6. **In case the Company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the company shall provide the reason for not spending the amount in its Board Report:**

Company is planning to spend the CSR expenditure through Trust and in this process the Company has identified the Trust and the CSR expenditure will be spend in near future

7. **A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with the CSR objectives and Policy of the Company:**

The CSR Committee confirms that the implementation and monitoring of the CSR Policy of the Company is in compliance with the CSR objectives and CSR Policy of the Company.

**For and on behalf of the Board of Directors**

**For and on behalf of the CSR Committee**

**Jaspal Singh Bindra**  
**Executive Chairman**

**Chandir Gidwani**  
**Chairman – CSR Committee**

**Place: Mumbai**

**Date : May 29, 2017**

# Management Discussion and Analysis Report

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## 1. Economic scenario:

Each new year brings its own challenges. However 2016-17, would probably be considered as one of our more challenging years. Challenges in the past had origins in reasonable expectation but the challenges one saw last year were rather unexpected or against consensus. On the domestic front, they included the sudden demonetization move of the Government of India and on the global front, a similarly unexpected “Brexit” vote. These were followed by the surprise win of Mr. Donald J. Trump as the President of the United States, marking a complete change in its global policy. All the economies in the world are trying to adjust to the new challenges and so is India. Despite all this, India’s GDP grew by 7.1% in 2016-17 (as per the provisional estimates of the Central Statistics Office) compared to a growth of 7.6% in 2015-16. In gross value addition terms, the number stood at about 6.7% for financial 2016-17 versus 7.8% for the previous year. This number continues to impress especially when viewed in the context of demonetisation. Further, GDP growth is expected to be in the range of 6.75-7.5% for 2017-18 (as per the economic survey). This is in line with the International Monetary Fund’s (IMF) view as well, which pegs India’s growth forecast for FY2018 at 7.2%. Clearly, emerging economies have become increasingly important in driving global growth, accounting for more than 75% of global expansion as per the IMF. It also means that India should retain its fastest growing economy tag for this year.

The economic growth was supported by a significant improvement in other macro-economic factors as well.

In the budget for FY2018, the Finance Ministry pegged the fiscal deficit for 2017-18 at 3.2% of GDP and further committed to get it to 3% in the

following year i.e. 2018-19. Current account deficit (CAD) was at levels of 1.3% and 1.1% of GDP in 2014-15 and 2015-16, respectively. CAD for the financial year 2016-17 is ~1% of GDP. In addition, to ensure adherence to the path of consolidation, a revenue and expenditure framework is proposed, which is based on forecasts of revenue and outlines sector-wise expenditure allocation for three years.

Inflation continued to remain moderate and one of the triggers for inflation easing was the normal monsoon that we had last year. This was an important catalyst towards softening inflation as we had a series of failed monsoons in the previous years. The annual rate of inflation, based on monthly WPI, stood at 5.70% (provisional) for the month of March 2017 (over -0.45% in March 2016) as compared to 6.55% for the previous month. The Consumer Price Index (CPI) based inflation for March 2017 stood at 3.81%. This should help to keep policy rates unchanged, at least in the foreseeable future. Between FY2015 and FY2017, CPI inflation has averaged 5.1%, with the momentum continuing to slow over the last three years. In FY2017, CPI inflation averaged 4.5%, which was the lowest in a decade. If this year’s monsoon is normal, as is being forecast by the weather office and various international sources, it is likely to help keep inflation under control and stoke rural demand. On the policy front, the Government released a new Wholesale Price Index (WPI) series, with an updated base year (2011-12 instead of 2004-05). The new series also has an updated basket and weighting structure.

The year also saw the constitution of the Monetary Policy Committee structure for setting interest rates, putting an end to the era of the RBI governor being the sole deciding authority. This is in line with the practice prevailing in some of the larger

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global economies. The global and domestic events post November 2016 made the RBI change its policy stance from “accommodative” to “neutral”. The policy path chosen by the RBI is to focus on strengthening financial stability along with enabling structural reforms. This is likely to yield dividends in the medium term. Supporting growth remains an important objective for the RBI, along with policies geared towards strengthening the basics of macro stability. The Central Bank’s conservative stance and the Government continuing on the path of fiscal consolidation, are currently paying off with India continuing to attract a large amount of foreign investment inflows.

The improvement in India’s external sector outlook has been equally impressive. India has sufficient foreign exchange reserves (-USD370 Billion), which makes the economy fairly resilient to potential external shocks. Given the excess amount of liquidity in the money market, the RBI has shown greater comfort with the rupee strengthening in the current phase, as compared to the past. The Central Bank has balanced its objectives fairly, achieving an ambitious inflation target (4% CPI inflation on a sustained basis), while ensuring that reserves are adequate. Currency strength remains intact through steady accumulation of foreign exchange and prudent demand management strategies.

The Foreign Direct Investment (FDI) equity inflow received during the FY2017 stood at USD43.48 billion, an increase of 9% compared to the previous fiscal (USD40 billion). This is the highest ever in a financial year. The FDI equity inflow received through approval route during FY2017 was USD5.90 billion, 65% higher than the previous year (USD3.57 billion). The manufacturing sector witnessed a robust growth of 52% compared to the previous fiscal (i.e. from USD13.35 billion to USD20.26 billion). The

total FDI inflow grew by 8% to USD60.08 billion in FY2017 versus USD55.56 billion in the previous year, also the highest ever in a financial year. India jumped one spot to eighth rank in the 2017 A.T.Kearney Foreign Direct Investment (FDI) Confidence Index with 31% of respondents being more optimistic on the economic outlook for the next three years.

Growth in capital expenditure for infrastructure oriented projects tapered towards the end of the year. While the overall growth in infra projects was in double-digits for most of the year, it dropped to single digit (8.8%) towards the end of the fiscal, as per Centre for Monitoring Indian Economy (CMIE) data. Infra spending includes spending on transport, electricity, communication, irrigation, storage and distribution (water, gas). The slowdown in infra spending comes amid a boom in public spending on infra projects. The Government now accounts for two out of every three rupees spent on infrastructure in India. The rolling four-quarter average of overall Government share in infra projects (under implementation) touched 68% in March 2017, the highest in a decade. This means that the private sector’s share in infrastructure spending has witnessed a proportionate decline.

Commodity prices have moved up in the past year. Oil, which is India’s largest import, saw lows of USD32 per barrel at the start of the year. Oil gained strength on the back of production cuts by key oil producers, moving up to a high of USD57 in the latter half of the fiscal. Crude prices have since moderated and registered an average price of USD49 per barrel in FY2017. Corporate earnings saw a supportive effect when prices were trending lower last year. This effect has since worn off. However, since prices have remained in a reasonable range, there has not been any significant negative impact either.

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The “Brexit” vote happened in June 2017. However, nearly a year down the line the terms of the split have not been agreed upon. The impact on the United Kingdom’s economy is yet to unfold. Surveys have shown that four out of five consumers are concerned about the price rises on household essentials such as food, drink and clothing and 68% are worried about the economy as the uncertainty takes its toll. The slump in the pound following the “Brexit” vote has pushed up the prices of imports in the UK. As it stands, without an extension, there are about 21 months to go until the UK leaves Europe.

The U.S. election victory for Donald Trump was an initial surprise when viewed against the contrary opinion polls which hogged the headlines in the week prior to the actual event. The “Trump trade” captivated Wall Street after the surprise of the election outcome faded. After years of stagnant economic growth in the wake of the global financial crisis, the prospect of Mr Trump’s pro-business agenda, combined with Republican control of both executive and legislative branches of the U.S. Government, ignited a developed market equity rally, sent the US dollar to its highest levels in 14 years and threatened to finally end a multi-year bull market in bonds. On the ground, the new President’s plans have proven harder to enact than he had hoped.

## 2. Industry overview:

The Index of Industrial Production (IIP) grew by 5.0% in 2016-17, as per the new base year (2011-12), versus 3.4% growth in the previous financial year. The Eight Core Industries comprise nearly 38% of the weight of items included in the IIP. The combined Index of Eight Core Industries showed cumulative growth of 4.5% in 2016-17. The highest increase was seen in the sub segment of Steel (Alloy + Non-Alloy) at 9.3 %.

The top three growing segments were rounded off by refinery products and coal which grew 5.3% and 5.1% respectively.

India’s exports grew at their fastest pace in five years by 4.7% to USD274.65 billion in 2016-17, despite the demonetisation drive that slowed domestic economic activity since November. Imports in the same period remained flat (-0.17%) at USD380 billion leaving a trade balance of USD -105.72 billion. Taking merchandise and services together, the overall trade deficit for 2016-17 is estimated at USD40.98 billion, which is 17% lower compared to USD49.30 billion during 2015-16.

Fund raising through initial public offerings (IPOs) nearly doubled in 2016-17. IPOs mobilised ₹ 29,018 crore in 2016-17, the highest number raised in six years. 25 main exchange IPOs collectively raised ₹ 28,211 crore during the year. 15 IPOs received subscription of more than 10 times. Retail investors returned to the IPO market in a big way in 2016-17. This was seen in several issues having more than 10 lakh applications. The average issue size rose to ₹ 1,100 crore.

A notable fact was that several companies that came into the market earlier had PE/VC (private equity/venture capital) investment. This was applicable for 11 out of the 25 IPOs. Offers for sale (OFS) by such PE/VC investors (₹ 4,200 crore) accounted for 15% of the total IPO amount. OFS by promoters (₹ 10,900 crore), accounted for a further 39% of the IPO amount.

The year also witnessed heightened activity on the SME (small and medium enterprises) platform. There were 78 SME IPOs which raised a total of ₹ 800 crore as compared to ₹ 300 crore raised in

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2015-16 from 50 IPOs. 2017-18 looks promising for IPOs. There are several companies already having the regulators' approval and seeking to raise over ₹ 9,000 crore.

The equity market witnessed some volatility in FY2017. However it ended the year with a return of nearly 19% for the Nifty 50 and 17% for the BSE Sensex. The small and mid-cap companies outperformed as seen by the BSE Mid-cap index which was up -34% and the BSE Small cap index, up -37% for the fiscal year. There has been sustained participation from domestic retail investors. The mutual fund industry raked in over ₹ 1 lakh crore in new equity inflows in FY2017, topping off ₹ 94,000 crore in FY2016 and ₹ 80,000 crore in FY15. Nearly half of the inflows now come from systematic investment plans. The Provident fund office (EPFO) has leeway to deploy over 15% of flows in equities each year. The National Pension System received ₹ 1.3 lakh crore in contributions in FY2017, with about 20% of this corpus allocated for equities. If one adds up the above it is likely that around ₹ 1 lakh crore of equity purchases annually are possible purely just from domestic investors. On the supply side, quality IPOs and Public sector disinvestment offers may find takers.

### 3. Outlook:

India has continued its growth despite many natural and man-made challenges. Demonetization was expected to have created a big dent in India's growth. However, it is to the credit of citizens that they have taken it in their stride and growth is back on track after an initial hiccup. Demonetization is being followed by another big change - GST which is expected to create disruption in the very short term. However, this is one step which is expected to be highly positive for the Indian economy over

the longer term. Implementation of GST is likely to bring down the cost of doing business resulting in big savings for the economy. It is also likely to bring a large part of parallel economic activities into the mainstream, resulting into sharp growth for the economy.

A significant amount of tax avoidance will start getting captured, leaving higher resources for fresh investments which, in turn, will have a derived effect in terms of contribution to higher growth. If the monsoon is normal as predicted in the initial estimates that will give another big boost to our agrarian economy and consumption growth in rural areas is likely to pick up.

Supportive policies of the Government will be another catalyst for better growth. The Government has been trying to boost consumption, while simultaneously investing into infrastructure. Roads and highways segment has been a big beneficiary of the Government's investment programs. Along with this, the renewable energy sector has seen a similar emphasis. Focus on other areas such as Railways, DFC (dedicated freight corridor) development, Defence procurement and ports continue. The Asian Development Bank estimates that India needs additional funding of USD112 billion a year to meet its infrastructure targets (or 4.1% of GDP). This means that the gap in India's infrastructure spending and requirement is too large for the Government to fill alone. Facilitating the ease of investment by foreign investors, has resulted in improved foreign direct investment inflows and this is likely to continue.

Capital expenditure spending by the private sector has been lacklustre, but that has more to do with the availability of surplus capacities and less with the lack of intention or resources. Even this is likely to see an improvement with RBI's resolve to tackle

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the NPA problem of banks which will free up plenty of resources of banks for purpose of lending.

To ensure that the positive undertone continues, policy actions are expected to focus on reducing supply bottlenecks, boosting financial stability by dealing with Non-Performing Assets (NPAs) and raising Public Sector Banks' capital buffers.

If India gets a country level rating upgrade, which is much desired and is being lobbied for by the Government, it is likely to open the flood gates for a whole new set of fresh investments into the country.

**Debt and Equity:** Corporate India is also witnessing initiation of new projects in areas like renewable energy segment, apart from road and power projects which is a top priority for the present Government. GOI has set up an ambitious target of adding 20 GW of solar power in the next few years. It is envisaged that there will be good opportunities for fund raising, both debt and equity, in these segments.

The Government's proactive approach has seen growth rate accelerate. A number of projects have been awarded in transport, power and other rural and urban infrastructure projects, digital India initiative etc. which has set the ball rolling. Further, it has also taken a number of steps and formed various committees to look at stalled projects and devise ways to restart them. These initiatives have built an environment of confidence for businesses, which will give a fillip to new investments and lead to increase in demand for fund raising, both debt and equity, in the near future, especially post monsoons. The Government has taken several measures i.e allocation of new road project, funding in stalled projects, single window clearance for various projects, allocation of mines to foster the revival of economy and achieve the desired growth rate.

**Forex:** Opportunities for this business arise from exchange of foreign currency notes, travelers' cheques, inward and outward remittances, travel cards, travel insurance, visas etc. Business in this segment witnessed a significant push as out-bound tourism, both at retail and corporate (business travel and Meetings Incentives Conferences Exhibitions - MICE) levels, increased. Affordable air fares and competitive tour packages have made foreign travel cheaper enticing individuals, groups and corporate clients to opt for overseas venues for their holidays and events. The number of students opting to study in universities overseas is on the rise, and the entertainment industry continues to explore overseas locations for shootings, to provide an edge to their movies and tap overseas markets with glamorous entertainment shows. However, these two segments would get adversely impacted if the Rupee depreciates, leading to spiraling costs of foreign education and travel.

**Wealth Management:** The wealth management industry is witnessing robust growth with the trend of fresh investments from household savings going into financial assets High Net Worth Individuals (HNWI) are moving away from traditional investments such as real estate and gold and making higher allocations into financial assets such as equity, bonds and alternate investments.

The wealth management industry is constantly introducing innovative products to supplement the vanilla suite of debt and equity. Innovation is important in staying relevant to the HNWIs ensuring that the value proposition is compelling for investors to stay with their private wealth managers. With growth of technology, the expectations of clients for digital services and automated advisory is gaining momentum. The investment model has moved

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from a transaction model to goal-based financial planning. The fee structures are also evolving from pure fee based to investment performance oriented structures. Transparency in dealings and increased regulatory oversight has contributed to the maturity of this industry in India.

**NBFC Activity:** NBFCs' contribution to Non-Food credit has grown rapidly from 8.4% in 2006 to above 14% in March 2015 and is expected to be around 18% by 2018-19. NBFCs have recorded a healthy growth in assets – CAGR of 19% over the past few years. With the ongoing NPA related stress in the public sector banks, their credit growth is expected to slow down, providing NBFCs an opportunity to increase their presence. Going forward, the latent credit demand of an emerging India will allow NBFCs to complement banks, especially in segments where traditional banks have been wary to serve. Additionally, improving macroeconomic conditions, higher credit growth facilitated by the easing of the interest rate cycle, higher credit penetration, increased consumption and disruptive digital trends will allow NBFC's credit to grow at a healthy rate of 15-20% over the next five years.

The RBI has conducted a comprehensive review of the NBFC regulations in 2014 and tightened norms around capital adequacy, provisioning and securitization. The decision of the Government to bring Systematically Important NBFCs under SARFAESI bodes well for enforcement of security and such risk mitigation may improve lending opportunities.

#### 4. Business overview :

Incorporated in 1997, Centrum is one of the leading financial services Groups in the country, offering innovative, customized and integrated financial solutions. Centrum Capital Limited ('the Company'),

the Group's flagship Company along with its subsidiaries and associate companies mainly Centrum Retail Services Limited, Centrum Broking Limited, Centrum Wealth Management Limited, CentrumDirect Limited, Centrum Defence Systems Limited, Centrum Investment Advisory Limited, Centrum Financial Services Limited, Centrum Housing Finance Limited, BuyForex India Limited, Acorn Fund Consultant Private Limited, Centrum Insurance Brokers Limited and Pyxis Finvest Limited form a well-diversified, yet integrated financial services Group known as 'Centrum'.

Within India, Centrum's distribution reach extends across 92 locations and the Company enjoys relationships with over one million High Net Worth Individuals and retail investors. Our global footprint extends to Dubai and Hong Kong.

#### CENTRUM GROUP COMPANIES

##### Centrum Capital Limited

Centrum Capital Limited (CCL), the flagship Company of the Centrum Group, is a Category I Merchant Banker registered with the Securities & Exchange Board of India (SEBI) and listed on the BSE Limited (BSE). The Company is one of the leading merchant bankers in the country. The activities of Centrum Capital Limited cover the entire gamut of investing banking services such as Lead Managing of Public Issues, Private Placements, Loan Syndication, Corporate Debt Restructuring, Mergers and Acquisitions, Corporate Advisory Services, Infrastructure Solutions, Private Equity Investments etc., besides dealing in the Primary and Secondary markets of securities.

In the Investment banking space FY 2017 has been a comparatively better period than the last couple of years put together. Based on the promising

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initiatives of the Government, there is surge in Investment interest by both domestic and foreign investors in the capital markets. Though the capital market route is still smaller than bank finance, it has again picked up after a gap of 3 years. It has also given confidence to corporates to take bets on promising sectors for both organic and inorganic growth through Mergers & Acquisitions.

CCL through a dedicated team has been quite active in the stressed asset resolution area assisting a number of stressed corporates through CDR, OTS, 5/25, Bilateral restructuring etc. in last couple of years. This year also, the team continued providing advisory services to clients in this segment.

Stringent restructuring provisioning policies introduced by the Reserve Bank of India from April 2016 have forced change in the ways lenders have taken to restructuring. This further enhances the importance of comprehensive and value added services that our team has been providing to corporates. These also include innovative structures such as S4A, 5:25 funding for both existing and new projects.

CCL has been active in the fund raising for financial services space especially for MFI and Gold loan companies. Fresh debt syndication, both in Rupee and ECB funds has also picked up.

In the fixed income segment, the Company has a strong core team of professionals with several years of experience in Debt Instruments and Mutual Fund sales. Positive market developments in the bond market and strategic structured deals helped the business to perform well.

In the last year, CCL witnessed increased opportunities in the loan syndication segment.

This can be attributed to the increasing capital investment by companies in various sectors, owing to the Make in India initiative and overall reform push by the Government. Also innovation in policy to find out practical solutions to issues faced by industry, while not burdening government resources, will see renewed interest in certain sectors. For example, for years, road projects were being bid and won by contractors on sub economic levels, some time to achieve scale / or other objectives not purely economic. This led to road projects, PPP in particular, falling out of favour with investors / lenders. The new policies such as hybrid model for financing road projects are expected to renew investor / lenders confidence and help in distribution of risk without government having to provide budgetary support.

Several new policy initiatives by the Regulator / Government in terms of Strategic Debt Restructuring, Bankruptcy and Insolvency Code etc have created an environment of removing inefficiency from businesses. CCL is at the forefront as a value added advisory service provider, actively working with lenders, management, funding agencies etc. We help to create and sustain economic values in many enterprises and see this as a thrust area going forward.

## **GROUP RETAIL FINANCIAL SERVICES**

### **Centrum Retail Services limited**

Centrum Retail Services Limited (CRSL) is a subsidiary of Centrum Capital Limited. The Company is into the business of IT and HR Management Services.

**Income:** The total income of the Company on standalone basis stood at ₹ 305.87 million during FY2017 as compared to ₹ 42.86 million during the previous year.

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**PBT:** For the year under review, the Profit before Tax (PBT) on a standalone basis stood at ₹ 145.10 million as against ₹ 0.46 million in previous year

**PAT:** For the year under review, the Profit after Tax (PAT) on a standalone basis stood at ₹ 117.23 million as against loss of ₹ 2.54 million in the previous year. Centrum Retail Services Limited has following direct subsidiaries;

- 1) Centrum Wealth Management Limited - Wealth Management
- 2) CentrumDirect Limited – Money Changing
- 3) Centrum Financial Services Limited - NBFC
- 4) Centrum Housing Finance Limited - Housing Finance
- 5) Centrum Insurance Brokers Limited – applied for Corporate Insurance Broker Licences with IRDA
- 6) Centrum Microcredit Private Limited—applied for NBFC license.

In FY 2016-17, business of these subsidiary specially money exchange and wealth management has been robust growth.

#### **CentrumDirect Limited**

CentrumDirect Limited (CDL), a step down subsidiary of Centrum Capital Limited, is one of the leading Authorized Dealers – Category II foreign exchange service providers in India. CDL provides a wide spectrum of travel related foreign exchange services ranging from prepaid travel cards, travelers cheques, foreign currency cash, demand drafts, inward and outward remittances for permitted purposes, travel insurance and global calling cards to its retail and institutional customers.

CDL through its wide network of 130 outlets including 76 branches and 54 airport counters in 49 cities services leading multinationals, large corporate entities, public sector undertakings, banks, large tour operators and retail clients.

CDL has the largest presence in operating foreign exchange counters at international airports in India including Mumbai, Bangalore, Chennai, Kolkata, Trivandrum, Trichy, Coimbatore, Madurai, Calicut, Goa, Ahmedabad, Pune, Nagpur, Jaipur, Lucknow, Vizag and Patna.

CDL deals in all major destination currencies and is one of the leading aggregators of physical foreign currency notes and preferred buyers of foreign currency notes from more than 40 banks across India. It has franchisee tie-ups with over 200 hotels and is empanelled with over 2,500 corporates for their foreign currency requirements. CDL also imports foreign currency notes to meet domestic demand.

CDL is one of the largest sellers of prepaid travel cards in the country offering white label “Centrum Travel Card” and also other Travel Cards issued by leading banks, which international travelers use at overseas ATMs and merchant establishments. It also offers foreign currency Demand Drafts and Telegraphic Transfers for various purposes such as private visits, business travel, overseas education, medical treatment, tour arrangements for travel agents, film shooting, etc. CDL has in the recent past forayed into the visa issuance business segment providing visa services to more than 200 countries. CDL has also entered the e-commerce space by providing an online portal under the brand name “centrumforex.com”. It has also launched a unique mobile wallet along with a physical rupee card under the label “CentrumPay”.

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**Income:** The total income for the Company on standalone basis stood at ₹ 67,461.28 million as compared to ₹ 38,930.63 million during the previous financial year.

**PBT:** For the year under review, the Profit before Tax (PBT) on standalone basis stood at ₹ 548.72 million as against ₹ 351.11 million in the previous year.

**PAT:** For the year under review, the Profit after Tax (PAT) on standalone basis stood at ₹ 348.43 million as against ₹ 224.81 million in the previous year.

**Note:** The above figures are not comparable as the previous financial year was for a period of nine months.

CDL has one subsidiary named Pyxis Finvest Limited which is into NBFC Business.

#### **Pyxis Finvest Limited.**

**Income:** The total income of the Company stood at ₹ 46.01 million as compared to ₹ 29.04 million during the previous year.

**PBT:** For the year under review, the Profit before Tax (PBT) stood at ₹ 29.24 million as against ₹ 23.62 million in the previous year.

**PAT:** For the year under review, Profit after Tax (PAT) stood at ₹ 22.12 million as against ₹ 14.82 million in the previous year.

#### **Centrum Wealth Management Limited**

Centrum Wealth Management Limited (CWML) is now amongst the top private wealth management firms in India, with demonstrated proficiency across asset classes. Centrum Wealth has built a strong track-record of structuring, managing and distributing products.

**Income:** The total income of the Company on standalone basis stood at ₹ 599.98 million as compared to ₹ 392 million during the previous year.

**PBT:** For the year under review, the loss on standalone basis stood at ₹ 26.53 million as against Profit of ₹ 7.23 million in the previous year.

**PAT:** For the year under review, the loss on standalone basis stood at ₹ 25.86 million as against Profit of ₹ 4.89 million in the previous year.

**Note :** The above figures are not comparable as the previous financial year was for a period of nine months.

The assets under service stood at ₹ 1025.5 million as at March 31, 2017. The company added senior talent in the private wealth space across the top 10 wealth markets across the country and is poised to grow at a robust pace in the financial year 2017-18.

Centrum Wealth Management Limited has one associated Company named Acorn Fund Consultants Pvt Limited and one Subsidiary named Centrum Investment Advisors Limited.

#### **Centrum Investment Advisors Limited (CIAL)**

We understand there is never a 'one-size-fits-all' strategy for investment and no particular investment strategy is best at all times. CIAL's Investment Advisory Service is based on time-tested principles of Asset Allocation and Diversification and well-supported by a comprehensive basket of solutions across asset classes, befitting the client investment objectives and risk-return profiles. CIAL maintain an open architecture approach to product recommendations ensuring the best breed of partners and products.

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It has just been over a year since CIAL launched our Family Office Platform. In this one year, CIAL has enhanced its proposition to match the best in the industry. The Family Office Platform strives to centralize the focus and management over not only a client's finances, but also on any taxation, legal structuring and administration issues. The Family Office services involve going beyond the asset management advisory and providing solutions in areas of business succession and legacy planning, transfer of wealth to the next generation, consolidation and reporting of all family assets across advisors and family members, and also providing Tax and Legal advisory, through team of in-house experts and associations with industry leading experts.

**Income:** The total income for the Company stood at ₹ 4.02 million in 2016-17 as against ₹ 1.13 million in 2015-16

**PBT:** For the year under review, Profit before Tax (PBT) stood at ₹ 2.34 million in 2016-17 as against ₹ 0.079 million in 2015-16.

**PAT:** For the year under review, Profit after Tax (PAT) stood at ₹ 1.63 million as against ₹ 0.043 million in 2015-16.

#### **Acorn Fund Consultants Private Limited**

Acorn Fund was incorporated on August 24, 2015 with the objective of carrying on the business of acting as Manager, Advisor, Consultant, Trustee, Administrator of venture capital funds, investment funds, private investment funds or any other funds in India or outside India.

During Financial Year 2015-2016, Acorn Fund associated with "Kalpavriksh Trust" as an Investment

Manager. The Trust is organized as a contributory trust under the Indian Trusts Act, 1882 and is registered with the Securities and Exchange Board of India (SEBI) as a Category II Alternate Investment Fund under the SEBI (Alternate Investment Fund) Regulations, 2012. SEBI granted its approval vide certificate dated February 01, 2016 under registration number "IN/AIF2/15-16/0202".

Kalpavriksh Trust has launched a scheme as the "Kalpavriksh Fund". The Fund's investment objective is to generate superior and consistent risk-adjusted returns and long-term capital appreciation for its investors by primarily investing into equity, equity linked instruments, debt, convertible/non-convertible debt instruments and other instruments such as preference shares, conditional/convertible / non-convertible debentures of enterprises engaged in consumer products & services, tech-enabled businesses, healthcare and wellness and support services. The Kalpavriksh Fund intends to invest in organizations that are change makers and future industry leaders, in order to create enduring value for investors and the larger ecosystem. The fundamental principle underpinning the Fund, is a desire to support entrepreneurship, and create an ecosystem in which investee companies, other entrepreneurs, advisors and investors can contribute to and benefit from synergies.

**Income:** For the period under review the total income for the Company stood was NIL.

**PBT:** For the year under review, loss stood at ₹ 19.98 million in 2016-17 as against ₹ 14.26 million in 2015-16.

#### **Centrum Financial Services Limited (CFSL)**

Centrum Financial Services limited is a wholly owned subsidiary of Centrum Retail Services Limited. The

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company has a stable and scalable platform for Loan against Securities with robust risk controls and refinance lines. The company proposes to raise capital and offer structured finance solutions to corporate clients & small businesses through Structured Debt/Mezzanine/High Yield products for various requirements such as growth financing, sponsor financing, recapitalization, asset financing, bridge funding, acquisition financing, pre-IPO financing and project funding amongst others. The company also proposes to down sell securitized credit through the Wealth Management arm of the group to enhance RoE. It is expected that an optimal mix of corporate credit, SME credit and Capital Market exposure will result in a balanced basket of assets that can weather economic cycles. During the financial Year Centrum Retail Services Limited has infused ₹ 96.61 Crore in the form of equity in the Company.

**Income:** The total income of the Company on standalone basis stood at ₹ 386.03 million as compared to ₹ 172.88 million during the previous year.

**PBT:** For the year under review, the Profit before Tax on standalone basis stood at ₹ 84.93 million as against ₹ 65.91 million in previous year.

**PAT:** For the year under review, the profit after Tax on standalone basis stood at ₹ 54.79 million as against ₹ 46.97 million in the previous year.

**Note :** The above figures are not comparable as the previous financial year was for a period of nine months.

Centrum Financial Services Limited has a subsidiary named Agrata Mercantile Private Limited and a step

down subsidiary named Shree Srinivas Realtors Private Limited.

#### **Agrata Mercantile Private Limited ( AMPL)**

**Income:** The total income of the Company stood at ₹ 0.0025 million as compared to NIL income during the previous year.

**PBT & PAT:** For the year under review, the loss stood at ₹ 3.36 million as against loss of ₹ 0.30 million in the previous year.

#### **Shree Srinivas Realtors Private Limited (SSPL )**

**Income:** The total income of the Company stood at ₹ 26.16 million as compared to ₹ 22.93 million during the previous year.

**PBT:** For the year under review, the profit before stood at ₹ 4.34 million as against ₹ 12.09 million in previous year.

**PAT:** For the year under review, the Profit after Tax stood at ₹ 3.28 million as against ₹ 9.62 million in previous year.

#### **Centrum Housing Finance Limited (CHFL)**

CHFL was incorporated on March 3, 2016 as a subsidiary of Centrum Retail Services Limited (CRSL). The company has received Certificate of Registration under Section 29A of the National Housing Bank (NHB) Act, 1987 on November 10, 2016 to carry on the business of housing finance without accepting public deposits.

CHFL commenced operations on December 10, 2016 with an aim to be the first choice financier for 'middle class' India by providing access to hassle free long term housing finance. CHFL has already opened three hubs in Indore, Bhopal, and Vadodara

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and shall further expand its reach in the states of Madhya Pradesh and Gujarat in the current year.

**Income:** The total income of the Company stood at ₹ 14.76 million as against ₹ 0.12 million during the previous year.

**PBT:** For the year under review, the Profit before Tax stood at ₹ 0.32 million as against loss of ₹ 1.55 million in the previous year.

**PAT:** For the year under review, the Profit after Tax stood at ₹ 0.21 million as against loss of ₹ 1.58 million in the previous year.

#### **Centrum Insurance Brokers Limited (CIBL)**

Centrum Insurance Brokers Limited is a 100% subsidiary of Centrum Retail Services Limited.

CIBL has applied to IRDAI for insurance broking license and plans to offer complete range of Insurance services and products i.e. Life Insurance, General Insurance and Health Insurance under one roof.

CIBL aims to deliver complete end to end solution while maintaining client focus and cater to the requirements of Corporates and individuals with a focus on retail business. CIBL also plans to provide various ancillary Insurance services like Risk Inspection and Claim Consultancy.

CIBL's mission is to deliver value to the customers, in particular society at large.

**Income:** The total income of the Company is Nil during the period 2016-17

**PBT:** For the year under review, loss stood at ₹ 10.02 million as against loss of ₹ 0.08 million in the previous year.

#### **Centrum Microcredit Private Limited (CMPL) (formally known as Nobita Trading Private Limited)**

CMPL is a subsidiary of Centrum Retail Services Limited.

The Company plans to undertake microfinance business and has applied for a license with RBI for doing NBFC finance. The Company is awaiting approval from RBI.

**Income:** The total income of the Company is Nil during the period 2016-17.

**PBT & PAT:** For the year under review the loss stood at ₹ 0.017 million

#### **Centrum Defence Systems Limited (CDSL)**

CDSL is a subsidiary of Centrum Capital Limited and is the exclusive advisory platform in the defence space for the group. The aerospace and defence industry continues to receive the highest priority of the Government of India in the context of the Make In India initiative, aiming to promote India as the most preferred global manufacturing destination. Defence Budget for the year 2017-2018 is ₹ 262,390 Cr (approx USD 39 Billion) and in the next 7-8 years, more than USD 130 Billion is likely to be invested in modernization of our armed forces.

CDSL is fully geared to exploit this emerging opportunity. Apart from offering transaction advisory services including raising Private Equity, Structured Debt, Project Finance, M&A, CDSL also engages in advising defence sector clients on Corporate Finance Activities, Strategic Business Plan, India Entry Strategy, JV/Partnership formation etc.

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CDSL is supported by Centrum Infrastructure Advisory Limited (CIAL) for execution of the defence sector mandate.

**Income:** The total income of the Company stood at ₹ 0.68 million during 2016-17 as against ₹ 0.3 million in the previous year.

**PBT:** For the year under review, the loss stood at ₹ 9.56 million as against ₹ 7.28 million in the previous year.

#### **Centrum Broking Limited (CBL)**

Centrum Broking Limited is a Subsidiary of Centrum Capital Limited.

CBL saw a significant turnaround on the institutional broking side both in terms of revenue and client addition. CBL continue to dominate in the mid cap side of the market where it is able to create a niche. CBL analysts got accolades from leading domestic funds for their winning ideas. CBL has able to successfully close two QIPs during the year. The year was remarkable in terms of profitability with institutional broking clocking highest ever profit since the inception. CBL continues to focus on improving the quality of our research and expanding our reach in the Asia Pacific region.

**Income:** The total income for the Company stood at ₹ 408.58 million during the FY2016-17 as against ₹ 229.77 million in the previous year.

**PBT:** For the year under review, the Profit before Tax (PBT) stood at ₹ 16.55 million as against ₹ 24.56 million in previous year.

**PAT:** For the year under review, the Profit after Tax (PAT) stood at ₹ 16.55 million as against ₹ 24.56 million in 2015-16 in the previous year.

**Note :** The above figures are not comparable as the previous financial year was for a period of nine months.

#### **Centrum Infrastructure Advisory Limited (CIAL)**

CIAL is a subsidiary of Centrum Capital Limited and is the exclusive financial advisory platform in Infrastructure for Centrum Group. Apart from offering transaction advisory services including raising Private Equity, Structured Debt, Mezzanine Funding, Project Finance, Securitisation, M&A the Company is also engage in advising clients on Corporate Finance activities, Strategic Business Plan, Entry Strategy, Pre- Bid Advisory, JV/ Partnership formation etc. The Company focuses on key business areas such as Transportation (Roads, Ports, Airports, and Railways), Power (Generation, Transmission and Distribution) including Renewable Energy (Solar, Small Hydro, Wind, MSW), Urban Infrastructure (Water Infrastructure, Solid Waste Management and Urban Transportation, Logistics (Warehousing, ICD, CFS, Cold storage, 3PL, Freight Forwarding) etc.

**Income:** The total income of the Company stood at ₹ 8.81 million during 2016-17 as against ₹ 7.75 million in the previous year.

For the year under review, the loss stood at ₹ 30.09 million as against ₹ 12.08 million in previous year.

**Note:** The above figures are not comparable as the previous financial year was for the period of nine months.

#### **BuyForex India Limited**

BuyForex India Limited is a subsidiary of Centrum Capital Limited. BuyForex is engaged in the business of creating technology and developing software for facilitating online sale and purchase

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of any merchandise including. Foreign Exchange Instruments such as cash, travelers cheques, prepaid Forex cards, remittances journals and to engage in B2B e-commerce in the nature of cash and providing services incidental thereto through various channels and mediums.

**Income:** The total income for the Company stood at ₹ 2.18 million during the financial year under review.

**PBT:** Loss stood at ₹ 14.47 million during the financial year under review.

#### **Commonwealth Centrum Advisors Ltd (CCAL)**

The 50:50 joint venture between Commonwealth Finance Corporation Ltd. (CFCL) and Centrum Capital Ltd. (CCL) continues to do well. It has marquee investors from across the globe and is now more than 6 years old. The Fund has consistently outperformed since its inception. The fund follows a mid-cap orientation.

The Company has a wholly owned subsidiary, CCAL Investment Management Ltd (CCALIM). CCALIM is a private company incorporated in Republic of Mauritius and duly licensed by the Financial Services Commission of Republic of Mauritius as an Investment Manager.

The total comprehensive income during the year stood at HK\$ 1,21,26,957.

#### **Centrum Capital Holding LLC (CCHLLC)**

Centrum Capital Holdings LLC, a Limited Liability Company is a wholly owned subsidiary of Centrum Capital Limited and further is 99% owner of Centrum Securities LLC.

It used to provide marketing, research, corporate finance services to institutional investors in Unites

States investing in securities of companies principally headquartered in India. The Company has ceased operations by withdrawing its registrations except for settlement of obligations.

The Net loss (consolidated) during the year stood at US\$ 287

#### **5. Opportunities:**

Any growing economy offers a host of opportunities. With continuous growth, India is likely to offer multiple opportunities. Increased economic activity is offering avenues to help corporates raise money which is the core activity of the Centrum Group. The Governments focus on debt restructuring and NPA resolution does throw open opportunities in the areas of corporate advisory services. This also extends opportunities to directly lend to corporates for their ongoing business requirements. Looking at this scenario, Centrum has started its lending business by way of setting up a NBFC. Till sometime back, the focus of Centrum Group was towards service oriented activities. From there, we are gradually moving towards asset based businesses. Besides setting up of the NBFC, housing finance is another segment Centrum has forayed into. This is clearly in view of the long growth runway that is visible space in this area. The tailwinds in our opinion are structural, with house ownership levels being very low in the country and the programs announced by the Government with Housing for all and Smart cities at the core.

The increased wealth in the economy offers multiple growth areas for wealth management of individual clients. This is not limited to the domestic space; today the scope extends to encompass global investment options. These have been made available for investors with increasing globalization and

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relaxation of regulations by RBI. Centrum Wealth is at the forefront in advising its clients in all these areas. Centrum already has presence in the offshore markets by way of a joint venture set up in Hong Kong. Asset management is another focus area that offers multiple levers for growth. Within this segment, Centrum has launched a Private Equity Fund and has plans to significantly scale up asset management activity by launching multiple new products. These are likely to attract keen interest from domestic as well as global investors given the good returns likely to be available from a growing economy. Current focus on public market asset management continues with a focus to capture this big business opportunity.

With increasing travel both inward and outward, the foreign exchange business continues to have multiple opportunities to capitalize on, which it has been successfully doing. The investment by a marquee Private Equity investor in this business is proof of the robust business model. The real estate market has been going through a slightly difficult time post demonetization however, is likely to continue to offer good business opportunities. The company is well positioned to continue to capture these across the range of advisory, fund raising and investments.

Post demonetization, a trend of movement from physical assets (Real Estate and Gold) to financial assets is likely to catch up. This will lead to more scope for the financial services business.

## **6. Threats:**

As mentioned at the start, any growing economy offers a host of opportunities. The challenge comes from the fact that competition also keeps increasing alongside and this is becoming all the

more prominent with the continuous arrival of newer entrepreneurs in the market. While this is good for the larger population and the economy, it does put pressure on profitability of businesses. Not only newer entrepreneurs, technological advancement and the onset of on-line services have made it much easier to conduct businesses without too much need for supporting brick and mortar infrastructure. Not to mention that there is support from conducive government policies to anybody wanting to start a new business.

Keeping these in mind, your company has been continuously beefing up its technological capability and stands at par or is probably better positioned in any other competitors.

In addition to technological and competitive challenges, the isolationist policies being adopted by global leaders can lead to reduction in international trade which, in turn, will lead to reduced business opportunities for cross border transactions.

The monsoon has been predicted to be normal but any adverse outcome might lead to some hiccups in the growth. Though global commodity prices have risen in the last one year, they are still well within a manageable range. Any sharp violation of this range for crude prices, on which India is highly import dependent would be a cause for macro concern. Although the interest in gold has been receding, India continues to be a major importer. Any rise in global gold prices would be a negative. If due to any reason, the supportive policy stand of government undergoes any change, this could result in reduced business opportunities across infrastructure and housing related businesses. A sustained rise in the Indian currency can be a threat to India's exports which picked up in FY 17 after a de-growth in FY 16.

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## 7. Risk management:

For Centrum, an effective risk management policy lies at the core of our business philosophy, which is centered on delivering higher and better returns to all our stakeholders.

With ups and downs, volatility and fluctuations in the financial business in which the Company operates, Centrum is exposed to various risks and uncertainties in the normal course of business. Since such variations can cause deviations in the results from operations and affect our financial state, the focus on risk management continues to be high.

Centrum's risk management strategy has product neutrality, speed of trade execution, reliability of access and delivery of service at its core. Multiple products and diverse revenue streams enable the Company to ensure continued offering of customized solutions to suit client needs at all times – good and bad.

State-of-the-art technology, experienced professionals, a highly qualified IT team for in-house software development, coupled with adequate back-up systems and compliance with regulatory norms insulate Centrum from the vagaries of the financial business.

## 8. Internal controls and their adequacy:

Centrum has always focused on maintaining a strong internal control system which is commensurate with our size and nature of operations. The Company's internal controls are structured in a manner that ensure reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use or losses, executing transactions with proper

authorization and ensuring compliance of corporate policies, laws and accounting standards.

With a strong monitoring system in place, the Company has an Audit Committee, the details of which have been provided in the Corporate Governance Report. Internally we have also set up Investment Committee comprising Compliance Officer, Chief Operating Officer apart from the core team which manages the investment products to effectively monitor both the process and returns to clients. Centrum has also appointed an independent Internal Audit Firm. The Audit Committee regularly reviews the Internal Audit Reports as well as the findings and recommendations of the Internal Auditors. Suggestions for improvement are considered and the Audit Committee follows up on the implementation of corrective actions. The Committee also meets the Company's Statutory Auditors to ascertain, inter alia, their views on the adequacy of internal control systems and keeps the Board of Directors posted with its observations.

## 9. Human Resources (HR):

HR supports and upholds Centrum's goals by fostering a positive and engaging work environment, while identifying and responding to the changing needs of our diverse business verticals and dynamic environment. HR at Centrum serves as a steward for excellence and leadership through:

- Organizational effectiveness by ensuring good governance and adopting best practices,
- Innovative HR solutions,
- Recruitment, Retention and Enrichment,
- Employee Engagement,
- Training and Development,
- Building Collaborative partnerships.

During 2016 - 17, HR Goals and objectives moved ahead from Operational to Strategic HRM. Efforts were focused on providing pro-active HR Service deliverables through systems and processes, aligned with business objectives. HR reviewed and developed new processes, policies and procedures which are competitive and balanced. HR has targeted its operational initiatives by identifying ways to leverage and develop technology as a means to improve internal efficiencies, time and cost. HR successfully created and implemented an internal social media platform for all employees, thereby leveraging technology to improve internal communication.

Employee engagement at Centrum does not end with hiring of an employee; in fact it begins with the employee's appointment and continues through his career span in the organization. The Company has a robust system for employee development and enhancement, which the top leadership leverages on a regular basis to ensure growth from one level to the next as the individual progresses through Centrum's hierarchy.

Centrum is always committed towards its people's growth by managing successful Talent Pool Management and Leadership Development Programs. The HR team has implemented robust PMS and employee development programs across all levels. It has revamped and launched a new induction program, on-boarding process and training and development programs across the group.

As on March 31, 2017, there were 1343 employees working with Centrum group.

#### 10. Financial overview:

Income: The total consolidated income for the Company during the year under review stood at

₹ 69,950.18 million as compared to ₹ 40,065.70 million the previous year.

**PBT:** The consolidated Profit before Tax (PBT) stood at ₹ 758.87 million as against ₹ 493.40 million in the previous year.

**PAT:** The Consolidated Profit after Tax (PAT) stood at ₹ 300.14 million as against ₹ 261.59 million in the previous year.

#### 11. Cautionary Statement:

This report contains several forward-looking statements that involve risks and uncertainties, including, but not limited to, risks inherent in Centrum's growth strategy, acquisition plans, dependence on certain businesses, dependence on availability of qualified and trained manpower, economic conditions, government policies and other factors. Actual results, performances or achievements could differ materially from those expressed or implied in such forward-looking statements. This report should be read in conjunction with the financial statements included herein and the notes thereto. The Company does not undertake to update these statement.

#### For and on behalf of the Board of Directors

**Jaspal Singh Bindra**  
**Executive Chairman**  
**DIN: 07496596**

**Chandir Gidwani**  
**Non-Executive Director**  
**DIN : 00011916**

**Place: Mumbai**

**Date: May 29, 2017**

# Corporate Governance Report

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**The Directors of the Company present the Company's Report on Corporate Governance for the financial year ended March 31, 2017, pursuant to Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

## **I. PHILOSOPHY OF CORPORATE GOVERNANCE:**

The Company believes that sound ethical practices, transparency in operations and timely disclosures go a long way in enhancing shareholders' value while safeguarding the interest of all stakeholders. Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last.

The Company is committed to adhere to the Code of Corporate Governance as it means adoption of best business practices aimed at growth of the Company coupled with bringing benefits to investors, customers, creditors, employees and the society at large. The objective of the Company is not just to meet the statutory requirements of the Code of Corporate Governance as prescribed under Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI (LODR) Regulations") but to develop such systems and follow such practices and procedures to satisfy the spirit of law.

Over the years, we have been strengthening our governance practices. These practices define the way business is conducted and value is generated. Stakeholders' interests are taken into account, before making any business decision.

In accordance with Regulation 34(3) read with Schedule V of the SEBI (LODR) Regulations and best practices followed in Corporate Governance, the details of compliance by the Company are as under:

## **II. BOARD OF DIRECTORS:**

In terms of the Company's Corporate Governance Policy, all statutory and other significant and material information are placed before the Board to enable it to discharge its responsibility of strategic supervision of the Company as trustees of the Shareholders. The Board reviews and approves the strategy and oversees the actions and results of Management to ensure that the long term objectives are achieved.

### **Composition of the Board:**

The Board comprises of Executive and Non-Executive Directors. The Non-Executive Directors include independent professionals.

The strength of the Board of the Company as on March 31, 2017 is of 13 (Thirteen) Directors. The Board comprises of 1 (one) Executive Chairman, 6 (Six) Non-Executive Non Independent Directors, 6 (Six) Non Executive- Independent Directors.

During the financial year, Mr. Jaspal Singh Bindra was appointed as the Executive Chairman w.e.f. April 21, 2016.

Mr. Manmohan Shetty was designated as Independent Director with effect from August 05, 2016.

The names and categories of the Directors on the Board, their attendance at Board Meetings during the year and at the last Annual General Meeting, as also the details of the Directorships (excluding Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013), Chairmanship and the Committee Memberships held by Directors as on March 31, 2017 are given below:

Name of Director	Category	Attendance Particulars			*No. of outside Directorships	No. of Committee positions held (including in the Company)*	
		No. of Board Meetings held during the tenure of Director	No. of Board Meetings attended by the Director	Attended the Last AGM held on 30.09.2016		Chairman	Member
Mr. Chandir Gidwani.	Chairman Emeritus	5	3	No	5	1	1
Mr. Jaspal Singh Bindra	Executive Chairman	5	5	Yes	-	-	1
Mr. Ibrahim Belseleh.	Independent Director	5	1	No	-	-	-
Mr. Rajesh Nanavaty	Independent Director	5	4	Yes	4	2	2
Mr. Rajasekhara Reddy	Independent Director	5	3	No	4	-	1
Mr. Manmohan Shetty	Independent Director	5	4	No	6	-	1
Mrs. Mahakurshid Byramjee**	Non-Executive Director	5	1	No	-	-	-
Mr. Rishad Byramjee**	Non-Executive Director	5	5	Yes	2	1	2
Mr. Pankaj Thapar	Non-Executive Director	5	3	No	2	-	-
Mr. Subhash Kutte	Independent Director	5	4	No	5	1	3
Mr. Manish Verma	Independent Director	5	4	No	4	-	-
Mr. K. R. Kamath ##	Non-Executive Director	5	5	Yes	3	-	-
Mr. Vivek Vig ##	Non-Executive Director	5	4	No	2	-	-

**Notes:**

\*Other Directorship does not include Directorship of Private Limited Companies, Foreign Companies, Section 8 Companies and Alternate Directorship. Chairman includes Member. Only Membership and Chairmanship of Audit Committee and Stakeholders' Relationship Committee are considered.

\*\*Mr. Rishad Byramjee is the son of Mrs. Mahakurshid Byramjee and hence, they are related to each other. There are no inter-se relationships between the other Directors.

## Mr. K. R. Kamath and Mr. Vivek Vig were regularized as Directors in the capacity of Non Executive Directors with effect from September 30, 2016.

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**No of Board Meetings held and their dates:**

5 (Five) Board Meetings were held during the Financial Year ended March 31, 2017 and the gap between any two consecutive meetings did not exceed 120 days at any point of time, as prescribed under Regulation 27 of the SEBI (LODR) Regulations.

The dates on which Board Meetings were held during the Financial Year ended March 31, 2017 are April 21, 2016, May 30, 2016, August 05, 2016, November 08, 2016, and February 09, 2017.

**III. COMMITTEES OF THE BOARD:****A. AUDIT COMMITTEE:**

The Audit Committee of the Company is constituted in line with the provisions of Regulation 18 of the SEBI (LODR) Regulations read with Section 177 of the Companies Act, 2013.

**The Audit Committee has powers, which includes the following:**

1. To investigate any activity within its terms of reference;
2. To seek information from any employee;
3. To obtain outside legal or other professional advice;and
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

**The role of the Audit Committee includes the following:**

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to Statutory Auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - a. Matters required to be reported in the Director's Responsibility Statement to be included in the Board's report in terms of Clause (c) of Sub-Section 3 of Section 134 of the Companies Act, 2013.
  - b. Changes, if any, in accounting policies and practices and reasons for the same.
  - c. Major accounting entries involving estimates based on the exercise of judgment by management.
  - d. Significant adjustments made in the financial statements arising out of audit findings.
  - e. Compliance with listing and other legal requirements relating to financial statements.
  - f. Disclosure of any related party transactions.
  - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;

6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency, monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of Statutory and Internal Auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism; and
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.

**Composition of the Audit Committee:**

The Audit Committee of the Company comprises of following directors as on March 31, 2017;

Sr. No.	Name	Category	Designation in Committee
1	Mr. Rajesh Nanavaty	Independent Director	Chairman
2	Mr. Subhash Kutte	Independent Director	Member

3	Mr. Rishad Byramjee	Non-Executive Director	Member
4	Mr. Rajasekhara Reddy	Independent Director	Member

The Auditors, Internal Auditors, Executive Chairman, Chief Financial Officer, Senior Vice President – Accounts are invited to attend the meeting of the committee. The Company Secretary of the Company acts as a Secretary of the Committee.

#### **Meetings and attendance during the year:**

During the year the Audit Committee met four times and required members were present in the meetings held on May 30, 2016, August 05, 2016, November 08, 2016, and February 09, 2017.

#### **B. NOMINATION & REMUNERATION COMMITTEE:**

The Nomination & Remuneration Committee is constituted in terms of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations.

#### **The Nomination & Remuneration Committee inter alia performs the following role:**

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed

in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal; and

5. Whether to extend or continue the term of appointment of the Independent Directors, on the basis of the report of performance evaluation of Independent Directors.

#### **Composition of the Committee as on March 31, 2017:**

The Nomination & Remuneration Committee comprises of following directors:

Sr. No.	Name	Category	Designation in Committee
1	Mr. Rajesh Nanavaty	Independent Director	Chairman
2	Mr. Chandir Gidwani	Non-Executive Director	Member
3	Mr. Subhash Kutte	Independent Director	Member
4	Mr. Rajasekhara Reddy	Independent Director	Member

#### **Meetings and attendance during the year:**

During the year the Nomination & Remuneration Committee met three times and required members were present in the meetings held on April 20, 2016, August 05, 2016, and February 09, 2017.

#### **Remuneration Policy:**

The Company's remuneration policy aims at attracting and retaining high caliber talent. The remuneration policy, therefore, is market-led and takes into account the competitive circumstance of each business so as to attract and retain quality talent and leverage performance significantly. Individual performance pay is determined by business performance and the performance of individuals measured through the annual appraisal process. The Company pays remuneration by way

of salary, benefits, perquisites, allowances (fixed component) and commission/ incentives (variable component).

The Company has framed a Remuneration Policy pursuant to Section 178 of the Companies Act, 2013. The Policy is provided as an Annexure to the Directors' report.

### **Details of remuneration of Directors (for the year ended March 31, 2017):**

#### **Executive Directors' Remuneration:**

Remuneration to Executive Directors is determined by the Board on the recommendation of the Nomination and Remuneration Committee and subject to Shareholders' approval.

The Gross salary and perquisites including commission paid during the financial year ended March 31, 2017 to Mr. Jaspal Singh Bindra is as follows:

<b>Particulars</b>	<b>Mr. Jaspal Singh Bindra</b>
Basic Salary	₹ 15,155,552/-
Allowances and Perquisites (Perquisite as per IT Act)	₹ 27,582,699/-
<b>Total Fixed Salary (CTC basis)</b>	<b>₹ 42,738,251/-</b>
Commission	NIL
Notice Period	3 months
Service Contract*	3 years

The Company has not granted any stock options to any of the Directors. Further, no severance fees is payable on termination of appointment.

\* Mr. Jaspal Singh Bindra has been appointed as Executive Chairman with effect from April 21, 2016 for a period of three years .

#### **Non - Executive Directors' Remuneration:**

Non-Executive Directors of the Company are entitled only to sitting fees for the meetings of Board of Directors and/or Committee meetings attended by them. No other remuneration is being paid to them. The Company pays sitting fees of ₹ 40,000/- per meeting to Non-Executive Directors for attending meetings of the Board and ₹ 20,000/- per meeting for attending Committee meetings.

Details of Equity Shares held and sitting fees paid to the Non-Executive Directors during the year ended on March 31, 2017:

<b>Sr. No.</b>	<b>Name of the Director</b>	<b># Equity Shares held</b>	<b>* Sitting Fees (Rs.)</b>
1	Mr. Chandir Gidwani	90,000	220,000
2	Mr. Jaspal Singh Bindra	NIL	NIL
3	Mrs. Mahakurshid Byramjee	6,861,120	40,000
4	Mr. Rishad Byramjee	743,100	360,000
5	Mr. Rajesh Nanavaty	27,000	360,000
6	Mr. Ibrahim Belsalah	Nil	NIL
8	Mr. Rajasekhara Reddy	Nil	200,000
9	Mr. Manmohan Shetty	Nil	160,000
10	Mr. Pankaj Thapar	Nil	120,000
11	Mr. Subhash Kutte	Nil	360,000
12	Mr. Manish Verma	Nil	160,000
13	Mr. Vivek Vig	Nil	160,000
14	Mr. K. R. Kamath	Nil	200,000

# The Company has not issued any convertible instruments.

\* Sitting fees include payments for the Board appointed Committee meetings also.

#### **C. STAKEHOLDERS' RELATIONSHIP COMMITTEE:**

The Committee functions with the objective of looking into redressal of Shareholders'/ Investors' grievances relating to non-receipt of dividend, non-receipt of Annual Report, delay in transfer or transmission of shares, and cases of refusal of transfer or transmission of shares etc.

This Committee comprises of following Directors as on March 31, 2017.

Sr. No.	Name	Category	Designation in Committee
1	Mr. Rishad Byramjee	Non-Executive Director	Chairman
2	Mr. Chandir Gidwani	Non-Executive Director	Member
3	Mr. Rajesh Nanavaty	Independent Director	Member
4	Mr. Jaspal Singh Bindra	Executive Chairman	Member

Mr. Alpesh Shah, Company Secretary of the Company, acts as the Compliance Officer.

The Company has appointed M/s. Link Intime India Private Limited as the Registrar and Share Transfer Agent. The Committee also oversees the performance of the Registrar and Share Transfer Agent and recommends measures for overall improvement in the quality of investor services.

The Company and Registrars have not received any complaint during the Financial Year ended March 31, 2017.

No meeting of Stakeholders' Relationship Committee was held during the year.

The Company has designated the email id 'cs@centrum.co.in' for registering the Complaints of the investors, in compliance with Clause 47(f) of the erstwhile Listing Agreement which also meets the requirements of the "SEBI (LODR) Regulations".

#### D. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

The role of Corporate Social Responsibility Committee in terms of Section 135 of the Companies Act, 2013, inter alia is to monitor and provide

strategic direction for fulfilling the Company's Corporate Social Responsibility Policy.

The Board, on July 06, 2015 reconstituted the CSR Committee.

The terms of reference of CSR Committee is as follows:

- Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company;
- Recommend the amount of expenditure to be incurred on the activities referred to in clause(a); and
- Monitor the implementation of Corporate Social Responsibility Policy of the company from time to time.

This Committee comprises of following three Directors as on March 31, 2017:

Sr. No.	Name	Category	Designation in Committee
1	Mr. Chandir Gidwani	Non-Executive Director	Chairman
2	Mr. Rajesh Nanavaty	Independent Director	Member
3	Mr. Subhash Kutte	Independent Director	Member

During the year, there was one meeting held on August 05, 2016 of the CSR Committee.

#### E. FUND RAISING COMMITTEE:

The Scope of Fund Raising Committee is to explore fund raising options available to the Company for raising of funds for the Company through further issue of Securities.

This Committee comprises of following three Directors as on March 31, 2017:

Sr. No.	Name	Category	Designation in Committee
1	Mr. Chandir Gidwani	Non-Executive Director	Chairman
2	Mr. Rajesh Nanavaty	Independent Director	Member
3	Mr. Rishad Byramjee	Non-Executive Director	Member

During the Financial Year ended March 31, 2017, two meetings of the Fund Raising Committee were held.

#### IV. GENERAL BODY MEETINGS:

Particulars of Annual General Meeting held during the last three years and details of the special resolutions passed thereat:

Financial Year	Day, Date and Time	Venue	No. of Special Resolutions passed
2015-2016	Friday, September 30, 2016 at 4.00 P.M	2 <sup>nd</sup> Level, Centrum House, C.S.T. Road, Vidyanagari Marg, Kalina, Santacruz (E), Mumbai - 400098	3
2014-2015	Thursday, October 29, 2015 at 5.00 P. M.	2 <sup>nd</sup> Level, Centrum House, C.S.T. Road, Vidyanagari Marg, Kalina, Santacruz (E), Mumbai - 400098	3
2013-2014	Wednesday, December 31, 2014 at 11.00 A.M.	2 <sup>nd</sup> Level, Centrum House, C.S.T. Road, Vidyanagari Marg, Kalina, Santacruz (E), Mumbai - 400098	4

There was no Extra Ordinary General Meeting held during the financial year 2016-17.

The following Special Resolution was passed through postal ballot, the results of which was declared on wednesday, June 08, 2016:

1. Appointment of Mr. Jaspal Singh Bindra DIN-07496596 as Executive Chairman of the Company and approve the terms and conditions of his appointment.

The Notice dated April 21, 2016 was sent to members and the last date for receipt of the Postal Ballot Form was on Thursday, June 2, 2016. The Company had offered an e-voting facility, through Central Depository Services (India) Limited ("CDSL"), as an alternative, to enable the shareholders to cast their votes electronically instead of dispatching Postal Ballot Forms. The Company had appointed Mr. R. S. Bajaj of M/s. R. S. Bajaj & Co., Company Secretaries (Membership No. 3370 COP No. 7058) as a Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. Shareholders were allowed to cast their vote from Wednesday, May 04, 2016 at 9.00 AM to Thursday, June 02, 2016 at 5.00 PM.

Company has not declared dividend during last 3 years.

#### V. DISCLOSURES:

##### Related Party Transactions

The Company has no materially significant transactions with its related parties that may have a potential conflict with the interest of the Company. The details of transactions with related parties are given for information under notes to the attached to accounts of the Balance Sheet as March 31, 2017. The Company has adopted a policy on dealing with Related Party Transactions and the same may be accessed on the Company's website at <http://www.centrum.co.in/wp-content/uploads/2016/06/RELATEDPARTYTRANSACTIONPOLICY.pdf>.

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### **Penalty or Strictures**

During the last three years/periods, there were no strictures or penalties imposed by SEBI or Stock Exchanges or any Statutory Authority for non-compliance of any matter related to the capital markets.

Company has made application with SEBI on October 18, 2013 for consent in the matter of Madhusudan Securities Limited against show cause notice received from SEBI and SEBI has made a settlement order in terms of Regulation 15(2) of SEBI (Settlement of Administrative and Civil Proceedings) Regulations, 2014 and disposed of the enquiry and a consent order was passed on July 15, 2015 pursuant to which an amount of Rs. 19,76,250/- was paid on settlement.

### **Whistleblower Policy**

The Company has a Whistle Blower Policy/Vigil Mechanism for the employee to report genuine concerns/grievances. The Policy is uploaded on the Company's website at the link: [www.centrum.co.in](http://www.centrum.co.in). During the year, there were no instances reported to the Audit Committee.

### **Disclosure of Accounting Treatment**

In the preparation of financial statements, the Company has followed all the applicable Accounting Standards laid down by the Institute of Chartered Accountants of India.

### **Disclosures on Risk Management**

The Company has laid down procedures to inform the members of the Board about the risk assessment and minimisation procedures. These procedures have been periodically reviewed to ensure that the executive management controls the risk through properly defined framework. The risk management

issues are discussed in the Management Discussion & Analysis Report.

### **Management Discussion and Analysis Report**

The Management Discussion and Analysis Report forms part of the Annual Report and includes discussions on various matters specified under Regulation 34(3) of the SEBI (LODR) Regulations.

### **Information to Shareholders**

The information as required under Regulation 34(3) of the SEBI (LODR) Regulations, relating to the Directors proposed to be appointed / re-appointed, is furnished as a part of the Notice convening the Annual General Meeting.

Pursuant to Regulation 17 of the SEBI (LODR) Regulations, the Company did not fulfill the criteria of Board composition pertaining to optimum number of Independent Directors on the Board for the year.

### **CEO/CFO Certification**

In accordance with the Regulation 17(8) of the SEBI (LODR) Regulations, a certificate from the CFO was placed before the Board.

### **Compliance**

Certificate from the Statutory Auditors confirming compliance with the conditions of Corporate Governance as stipulated in Regulation 34(3) of the SEBI (LODR) Regulations is annexed to the Directors' Report and forms part of the Annual Report.

Pursuant to the said SEBI (LODR) Regulations the Company has executed fresh Listing Agreement with BSE Limited.

The Company is in compliance with the requirements

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stipulated under Regulation 17 to 27 read with Schedule V and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI (LODR) Regulations, as applicable, with regard to Corporate Governance, except as mentioned in this report.

#### **Training of Board Members**

The Board is equipped to perform its role of business assessment through inputs from time to time. Directors are fully briefed on all business related matters, risk assessment & minimisation procedures, and new initiatives proposed by the Company. Directors are also updated on changes / developments in the domestic / global corporate and industry scenario including those pertaining to statutes / legislation and economic environment.

Periodic presentations are made at the Board and Committee meetings, on business and performance updates of the Company, business environment, business strategy and risks involved.

#### **Familiarisation Programme for Directors**

The Company believes, a Board which is well informed or familiarised with the Company, can contribute effectively and significantly to discharge its role of trusteeship to fulfil the shareholder's aspirations and societal expectations.

The details of familiarisation programme for Independent Directors may be accessed on the Company's website at [www.centrum.co.in](http://www.centrum.co.in)

#### **Policy for determining 'material' subsidiaries**

The Company has formulated and adopted a policy for determining material subsidiary companies and the same may be accessed on the Company's website at <http://www.centrum.co.in/wp-content/uploads/2016/08/PolicyondeterminingMaterialSubsidiaries.pdf>

#### **VI. MEANS OF COMMUNICATION:**

The quarterly/annual financial results are regularly submitted to the BSE Limited in accordance with the SEBI (LODR) Regulations and published in English newspaper namely "Free Press Journal" and in regional language newspaper namely "Navshakti". The quarterly/annual financial results are also regularly posted by the Company on its website [www.centrum.co.in](http://www.centrum.co.in).

#### **VII. GENERAL SHAREHOLDER INFORMATION:**

##### **a. Annual General Meeting**

Thursday, August 31, 2017 at 03.00 p.m. at M. I. G. Cricket Club, M. I. G. Colony, Ramakrishnan Parabramahans Marg, Bandra (E), Mumbai - 400051

##### **b. Financial year**

April 01, 2016 to March 31, 2017

##### **c. Date of Book Closure**

August 25, 2017 to August 31, 2017 (both days inclusive)

##### **d. Dividend Payment Date**

On or before September 30, 2017  
(subject to approval of the shareholders)

##### **e. Listing on Stock Exchanges**

BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai 400001.

The Company has paid the annual listing fees for the financial year 2017-18 to BSE Limited within the prescribed timelines.

##### **f. Stock code : 501150**

**g. Market Price Data**

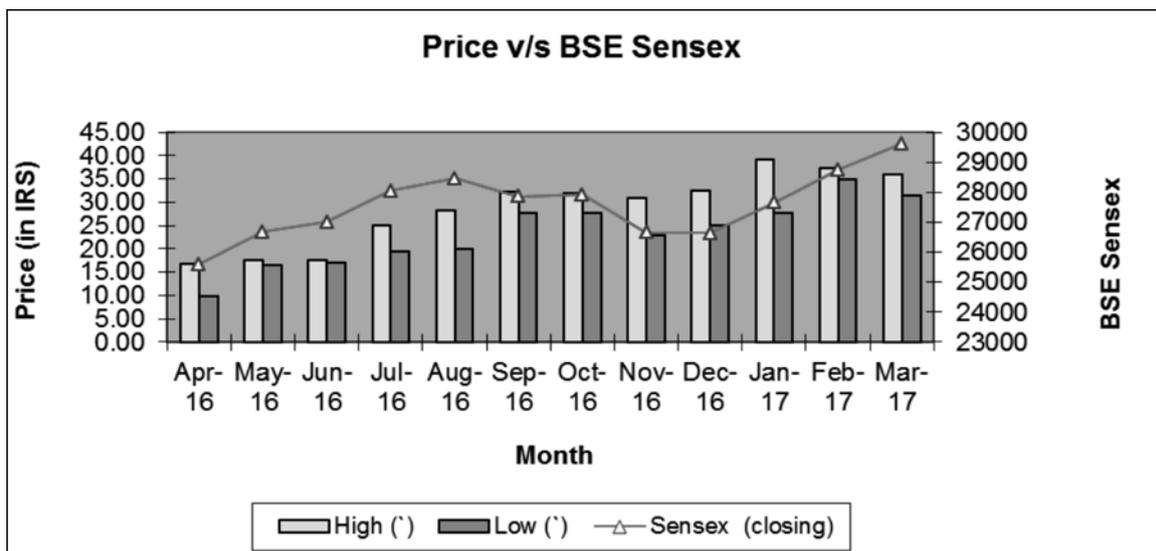
Share prices of the Company for the period of twelve months from April 2017 to March 2017

Bombay Stock Exchange Limited			
Month	High (₹)	Low (₹)	Sensex
			(closing)
Apr-16	16.79	9.75	25606.62
May-16	17.65	16.50	26667.96
Jun-16	17.65	17.00	26999.72
Jul-16	25.15	19.40	28051.86
Aug-16	28.15	20.10	28452.17
Sep-16	32.30	27.75	27865.96
Oct-16	31.85	27.70	27930.21
Nov-16	30.80	23.00	26652.81
Dec-16	32.60	25.00	26626.46
Jan-17	39.20	27.65	27655.96
Feb-17	37.40	35.00	28743.32
Mar-17	36.00	31.50	29620.50

**h. Registrar and Transfer Agents**

Link Intime India Private Limited  
 C-101 , 247 park L B Marg,  
 Vikhroli West, Mumbai 400 083  
 Tel. No. 022 - 49186000  
 Fax No.: 022 - 49186060  
 Email: [mumbai@linkintime.co.in](mailto:mumbai@linkintime.co.in)

**Performance of share price in comparison with broad based index, viz; BSE Sensex:**



## I. Share Transfer System

Shares lodged for transfer at the Registrar's address are normally processed within 15 days from the date of lodgement, and requests for dematerialization of shares are processed and the confirmation is given to the depositories within 15 days from the date of lodgement, if the documents are clear in all respect.

The Company Secretary who is also the Compliance Officer verifies the Transfer Register sent by the Registrar. Investors' grievances, if any, are resolved by the Compliance Officer, failing which, they would be referred to the Stakeholders' Relationship Committee.

## I. Categories of Shareholding as on March 31, 2017

Sl. No.	Category	No of Shareholders	No. of fully paid up Equity Shares Held	Percentage of Shareholding
A	Promoter and Promoter's Group	2	153,725,284	36.95
B	Public	4,714	237,726,296	57.15
C	Non Promoter – Non Public			
C1	Shares Underlying DRs	-	-	-
C2	Shares held by Employee Trusts	1	24,581,160	5.90
	<b>GRAND TOTAL</b>	<b>4,717</b>	<b>416,032,740</b>	<b>100.00</b>

## j. Distribution of Shareholding as on March 31, 2017

Sl. No.	Category (Shares)	No. of Shareholders	% of Total Shareholders	No. of Shares held	% of Total Shares
1	1 - 500	1903	40.32	463,913	0.11
2	501 - 1000	767	16.25	699,818	0.17
3	1001 - 2000	505	10.70	854,171	0.20
4	2001 - 3000	300	6.35	813,447	0.19
5	3001 - 4000	123	2.60	453,333	0.11
6	4001 - 5000	227	4.81	1,108,579	0.26
7	5001 - 10000	326	6.90	2,648,393	0.64
8	10001 - Above	566	12.00	408,991,086	98.31
	<b>TOTAL</b>	<b>4717</b>	<b>100.00</b>	<b>416,032,740</b>	<b>100.00</b>

## k. Dematerialization of shares

The shares of the Company are available for dematerialization and Agreements have been signed with National Securities Depository Ltd. (NSDL) & Central Depository Services (India) Ltd. (CDSL). Around 90% of the Company's shares are held in dematerialized mode. Trading in dematerialized form is compulsory for all investors. The Company (through its Registrar and Share Transfer Agents) provides the facility of simultaneous transfer and dematerialization of shares and has confirmed the same to NSDL and CDSL.

There are no shares lying in the demat suspense account and unclaimed suspense account.

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**I. Address of Correspondence**

**1. To the Company:**

**Registered Office:**

Bombay Mutual Building,  
2<sup>nd</sup> Floor, Dr. D.N. Road,  
Fort, Mumbai - 400001  
Tel No.: 022 2266 2434; Fax No.: 022 2261 1105  
Email: [info@centrum.co.in](mailto:info@centrum.co.in);  
[cs@centrum.co.in](mailto:cs@centrum.co.in)

**Corporate Office:**

Centrum House, C.S.T. Road,  
Vidyanagari Marg, Kalina,  
Santacruz (East),  
Mumbai - 400098  
Tel No.: 022 4215 9000; Fax No.: 022 4215 9940  
Email: [info@centrum.co.in](mailto:info@centrum.co.in);  
[cs@centrum.co.in](mailto:cs@centrum.co.in)

**2. Registrar and Share Transfer Agent:**

Link Intime India Private Limited  
Unit: Centrum Capital Limited  
C-101 , 247 park L B Marg,  
Vikhroli West, Mumbai 400 083  
Tel. No. 022 – 49186000  
Fax No.: 022 – 49186060

**For and on behalf of the Board of Directors**

**Jaspal Bindra**  
**Executive Chairman**  
**DIN: 07496596**

**Chandir Gidwani**  
**Non-Executive Director**  
**DIN: 00011916**

**Place: Mumbai**  
**Date: May 29, 2017**

# Certificate by CFO

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To,  
**The Board of Directors**  
**Centrum Capital Limited**  
**Mumbai**

Dear Sirs,

1. I have reviewed the financial statements, read with the cash flow statement of Centrum Capital Limited for the year ended March 31, 2017 and to the best of my knowledge and belief, I state that;
  - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;
  - (ii) These statements present a true and fair view of the Company's affairs and are in compliance with current accounting standards, applicable laws and regulations.
2. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.
3. I accept the responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of Company's internal control system pertaining for financial reporting. I have not come across any reportable deficiencies in the design or operation of such internal controls.
4. I have indicated to the Auditors and the Audit Committee:
  - (i) that there are no significant changes in internal controls over financial reporting during the year;
  - (ii) that there are no significant changes in accounting policies during the year; and
  - (ii) that there were no instances of significant fraud of which I have become aware.

**For Centrum Capital Limited**

**Shailendra Apte**  
**Chief Financial Officer**

**Place: Mumbai**

**Date: May 29, 2017**

# AUDITORS' CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

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## Independent Auditor's Certificate on Compliance with the Corporate Governance requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To  
The Members of  
Centrum Capital Limited

1. This Certificate is issued in accordance with the terms of our engagement letter dated October 23, 2016.
2. We have examined the compliance of conditions of Corporate Governance by Centrum Capital Limited ('the Company'), for the year ended on March 31, 2017, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

### Management's Responsibility

3. The Management is responsible for ensuring that the Company complies with the conditions of Corporate Governance. This responsibility also includes the design, implementation and maintenance of internal controls and procedures to ensure compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

### Auditor's Responsibility

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance.
5. We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
6. We conducted our examination in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India ("ICAI"), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI. We have not performed an audit, the objective of which would be the expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this Certificate.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements issued by ICAI.

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**Opinion**

8. Based on our examination, as above, and to the best of the information and explanations given to us and representations provided by the management, except that the Company did not have requisite number of independent directors in terms of Regulation 17(1)(b) of the Listing Regulations, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and Clauses (b) to (i) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the Listing Regulations during the year ended March 31, 2017.
9. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Restriction on Use**

10. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

**For Haribhakti & Co. LLP****Chartered Accountants****ICAI Firm Registration No.103523W/W100048****Sumant Sakhardande****Partner****Membership No.034828****Mumbai****May 29, 2017**

# Independent Auditor's Report

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## To the Members of Centrum Capital Limited

### Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Centrum Capital Limited (“the Company”), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls and ensuring their operating effectiveness and the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditors' Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the standalone financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone financial statements.

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We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017, its profit and its cash flows for the year ended on that date.

### **Emphasis of Matter**

We draw attention to the following matter in the notes to the standalone financial statements:

1. Note No. 37, wherein for the reason stated in the note the Company has not made provision for diminution in the carrying amount of Investments of ₹ 1,94,28,125 (P.Y: ₹ 1,94,28,125) in Centrum Capital Holding LLC (CCH LLC), ₹ 5,00,000 (P.Y: ₹ 5,00,000) in Centrum Infrastructure Advisory Limited (CIAL) and ₹ 5,00,000 (P.Y: ₹ 5,00,000) in Centrum Defence Systems Limited (CDSL) and non recoverability of loans and advances amounting to ₹ 63,91,455 (P.Y: ₹ 65,27,267) to CCH LLC; ₹ 2,89,64,263 (P.Y: ₹ 67,14,263) to CIAL and ₹ 183,12,831 (P.Y: ₹ 89,12,831) to CDSL.
2. Note No. 40 which describes that the company has paid a managerial remuneration in excess of the limits as laid down in the Section 197 read with Schedule V to the Act during the financial year 2016-17 to its Executive Chairman. Since the payment of the remuneration is in excess of the limits, the Company made an application to the Central Government. The Central Government has partially allowed the excess remuneration and the Company has made a representation for the balance.

Our opinion is not modified in respect of these matters.

### **Report on Other Legal and Regulatory Requirements**

- (1) As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in "Annexure 1", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- (2) As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;

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- d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e. On the basis of written representations received from the directors as on March 31, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act;
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, we give our separate Report in “Annexure 2”.
- g. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (i) The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 28 on Contingent Liabilities;
  - (ii) The Company did not have any long-term contracts including derivative contracts. Hence, the question of any material foreseeable losses does not arise;
  - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - (iv) The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from November 8, 2016 to December 30, 2016. Based on audit procedures and relying on the management representation, we report that the disclosures are in accordance with the books of account maintained by the company and as produced to us by the Management (Refer Note No. 44 to the financial statements);

**For Haribhakti & Co. LLP**  
**Chartered Accountants**  
**ICAI Firm Registration No.103523W/W100048**

**Sumant Sakhardande**  
**Partner**  
**Membership No. 034828**  
**Place : Mumbai**  
**Date : May 29, 2017**

# Annexure 1 to The Independent Auditor's Report

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[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of Centrum Capital Limited on the standalone financial statements for the year ended March 31, 2017

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) During the year, the fixed assets of the Company have been physically verified by the management and as informed, no material discrepancies were noticed on such verification. In our opinion, the frequency of verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) The title deeds of immovable properties recorded as fixed assets in the books of account of the Company are held in the name of the Company.
- (ii) (a) The inventory comprising of securities & bonds which are held in dematerialized form have been verified by the management during the period. In our opinion, the frequency of verification is reasonable.
- (b) The procedures of verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory. As informed no material discrepancies were noticed on verification carried out during the period.
- (iii) The Company has granted loans, unsecured, to companies, covered in the register maintained under Section 189 of the Act.
  - (a) According to the information and explanations given to us and based on the audit procedures conducted by us, we are of the opinion that, the terms and conditions of the aforesaid loans granted by the Company are not prejudicial to the interest of the Company.
  - (b) The aforesaid loans are repayable on demand. Accordingly, provision of Clause 3(iii) (b) and (c) of the Order are not applicable to the Company.
- (iv) Based on information and explanation given to us in respect of loans, investments, guarantees and securities, the Company has complied with the provisions of Section 185 and 186 of the Act.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the provisions of Sections 73 to 76 of the Act and the rules framed there under.

(vi) The Central Government has not prescribed the maintenance of cost records for any of the products of the Company under sub-section (1) of Section 148 of the Act and the rules framed there under.

(vii) (a) The Company is generally regular in depositing with appropriate authorities, undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, value added tax, customs duty, excise duty, cess and any other material statutory dues applicable to it, however, there have been slight delay in few cases / delays in deposit have not been serious.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, sales tax, service tax, value added tax, customs duty, excise duty, cess and any other material statutory dues applicable to it, were outstanding, at the year end, for a period of more than six months from the date they became payable.

(b) According to the information and explanation given to us, the dues outstanding with respect to, income tax, sales tax, service tax, value added tax, customs duty, excise duty on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount (₹)	Period to which the amount relates	Forum where dispute is pending
The Finance Act, 1994(Service Tax provision)	Service Tax	14,77,923	FY 2002-06	Additional Commissioner of Service Tax

(viii) According to the information and explanations given to us, the Company has not defaulted in repayment of dues to banks and debenture holders. Also, according to the information and explanation given to us, the Company has not borrowed money from any financial institution or government.

(ix) In our opinion and according to the information and explanations given to us, the Company has utilized the money raised by way of the term loans during the year for the purposes for which they were raised.

(x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the Company or any fraud on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such instance by the management.

(xi) Except for managerial remuneration aggregating to ₹ 2,46,01,055, the managerial remuneration paid/ provided for its executive chairman by the Company is in accordance with the requisite approvals as mandated by the provisions of Section 197 read with Schedule V to the Act. Since the payment of the remuneration is in excess of the limits, the Company made an application to the Central Government. The Central Government has partially allowed the excess remuneration and the Company has made a representation for the balance. The outcome of the same is awaited, pending which the balance amount is held in trust by the executive chairman.

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- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Therefore, paragraph 3(xii) of the Order is not applicable to the Company.
- (xiii) According to the information and explanation given to us, all transactions entered into by the Company with the related parties are in compliance with Sections 177 and 188 of Act, where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Therefore, paragraph 3(xiv) of the Order is not applicable to the Company.
- (xv) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him during the year.
- (xvi) According to the information and explanation given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

**For Haribhakti & Co. LLP**  
**Chartered Accountants**  
**ICAI Firm Registration No.103523W/W100048**

**Sumant Sakhardande**  
**Partner**  
**Membership No. 034828**

**Place : Mumbai**  
**Date : May 29, 2017**

# Annexure 2 to The Independent Auditor's Report

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[Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of Centrum Capital Limited on the standalone financial statements for the year ended March 31, 2017]

## **Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Centrum Capital Limited ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing specified under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

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### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

**For Haribhakti & Co. LLP**

**Chartered Accountants**

**ICAI Firm Registration No.103523W/W100048**

**Sumant Sakhardande**

**Partner**

**Membership No. 034828**

**Place : Mumbai**

**Date : May 29, 2017**

# Balance Sheet as at March 31, 2017

(₹)			
Particulars	Note	As at March 31, 2017	As at March 31, 2016
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
Share Capital	3	41,60,32,740	41,60,32,740
Reserves and surplus	4	2,59,21,04,766	2,21,89,63,379
		<b>3,00,81,37,506</b>	<b>2,63,49,96,119</b>
<b>Non-current liabilities</b>			
Long-term borrowings	5	10,22,90,903	52,22,15,337
Other Long-term Liabilities	6	9,60,315	90,00,00,000
Long-term provisions	7	26,15,856	29,62,037
		<b>10,58,67,074</b>	<b>1,42,51,77,374</b>
<b>Current liabilities</b>			
Short-term borrowings	8	1,56,59,35,948	1,03,60,59,357
Other current liabilities	9	71,37,81,889	38,88,15,767
Short-term provisions	10	49,07,740	56,25,887
		<b>2,28,46,25,577</b>	<b>1,43,05,01,011</b>
<b>TOTAL</b>		<b>5,39,86,30,157</b>	<b>5,49,06,74,504</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
<b>Fixed assets</b>			
Property plant & equipment	11	5,15,03,024	6,30,49,819
Intangible assets		12,12,283	7,09,456
		<b>5,27,15,307</b>	<b>6,37,59,275</b>
Non-current investments	12	2,62,47,65,995	2,63,14,46,376
Deferred tax assets (net)	32	2,77,10,253	6,33,96,891
Long-term loans and advances	13	26,47,39,600	25,44,71,994
		<b>2,96,99,31,155</b>	<b>3,01,30,74,536</b>
<b>Current assets</b>			
Current Investments	14	-	2,68,02,801
Inventories	15	17,08,27,079	26,74,41,747
Trade receivables	16	38,64,19,303	79,95,81,947
Cash and bank balances	17	49,27,65,414	1,56,78,147
Short-term loans and advances	18	1,20,23,44,532	1,25,09,46,450
Other current assets	19	17,63,42,674	11,71,48,876
		<b>2,42,86,99,002</b>	<b>2,47,75,99,968</b>
<b>TOTAL</b>		<b>5,39,86,30,157</b>	<b>5,49,06,74,504</b>

The accompanying notes 1 to 45 are an integral part of the Financial Statements.

## As per our report of even date

For Haribhakti & Co. LLP  
Chartered Accountants  
ICAI Firm registration No.103523W/W100048

For and on behalf of Board of Directors  
Centrum Capital Limited

Sumant Sakhardande  
Partner  
Membership No. 034828

Jaspal Singh Bindra  
Executive Chairman  
DIN : 07496596

Chandir Gidwani  
Non-Executive Director  
DIN : 00011916

Place : Mumbai  
Date : May 29, 2017

Shailendra Apte  
Chief Financial Officer

Alpesh Shah  
Company Secretary

# Statement of Profit and Loss for the year ended March 31, 2017

(₹)

Particulars	Note	Year Ended March 31, 2017	Period Ended March 31, 2016
<b>Revenue</b>			
Revenue from Operation	20	26,80,64,118	45,19,85,032
Other Income	21	1,42,50,34,598	5,92,85,798
<b>Total Revenue</b>		<b>1,69,30,98,716</b>	<b>51,12,70,830</b>
<b>Expenses</b>			
Employee benefits expense	22	18,08,81,590	11,78,50,346
Finance Costs	23	37,82,76,667	17,84,34,822
Depreciation and amortization expense	11	2,58,91,113	2,46,70,240
Other expenses	24	69,71,50,593	17,19,44,219
<b>Total Expenses</b>		<b>1,28,21,99,963</b>	<b>49,28,99,627</b>
<b>Profit before exceptional items and tax</b>		<b>41,08,98,753</b>	<b>1,83,71,203</b>
<b>Exceptional items</b>	41	-	6,65,93,096
<b>Profit before tax</b>		<b>41,08,98,753</b>	<b>8,49,64,299</b>
<u>Tax expense :</u>			
- Current tax		6,30,00,000	2,92,00,000
- Deferred tax		3,56,86,638	(52,78,234)
- MAT Credit Entitlement		(6,30,00,000)	-
<b>Profit for the year</b>		<b>37,52,12,115</b>	<b>6,10,42,533</b>
Earning per share			
Basic & Diluted earnings per share (Nominal Value of Shares ₹ 1 [Previous Year : ₹ 1])	34	0.90	0.15

The accompanying notes 1 to 45 are an integral part of the Financial Statements.

## As per our report of even date

**For Haribhakti & Co. LLP**  
Chartered Accountants  
ICAI Firm registration No.103523W/W100048

**For and on behalf of Board of Directors**  
Centrum Capital Limited

**Sumant Sakhardande**  
Partner  
Membership No. 034828

**Jaspal Singh Bindra**  
Executive Chairman  
DIN : 07496596

**Chandir Gidwani**  
Non-Executive Director  
DIN : 00011916

**Place : Mumbai**  
**Date : May 29, 2017**

**Shailendra Apte**  
Chief Financial Officer

**Alpesh Shah**  
Company Secretary

# Cash Flow Statement for the year ended 31<sup>st</sup> March, 2017

(₹)

Particulars	March 31, 2017		March 31, 2016	
<b>Cash Flow from Operating Activities:</b>				
<b>Net Profit before taxation</b>		41,08,98,753		8,49,64,299
Adjustments for:				
Depreciation and amortisation expenses	2,58,91,113		2,46,70,240	
Profit on sale of fixed assets	(8,78,618)		(1,17,929)	
Profit on sale of investments	(38,60,56,335)		-	
Profit on sale of shares	(90,12,55,879)		-	
Interest on income tax refund	-		(12,09,277)	
Interest income	(12,08,80,635)		(5,58,84,778)	
Dividend income from non current investments	(1,00,000)		(1,74,750)	
Advances and others written off	1,00,53,540		-	
Bad debts written off	41,24,67,067		-	
Provision for dimution in value of investments	65,17,881		-	
Finance costs (excl. bank charges)	37,37,42,585	(58,04,99,281)	17,48,04,566	14,20,88,072
<b>Operating profit before working capital changes</b>		(16,96,00,528)		22,70,52,371
Adjustments for :				
Decrease/(Increase) in trade receivables	6,95,578		(19,67,95,175)	
Decrease/(Increase) in inventories	9,66,14,667		(22,42,30,619)	
Decrease/(Increase) in loans & advances	5,24,34,906		(53,66,52,041)	
Decrease/(Increase) in other current assets	(1,66,18,973)		6,71,71,863	
Decrease/(Increase) in other liabilities	(3,25,41,427)		(1,67,34,500)	
Decrease/(Increase) in provisions	(10,38,945)	9,95,45,806	(14,68,039)	(90,87,08,511)
<b>Cash Generated from operations before exceptional items</b>		(7,00,54,722)		(68,16,56,140)
Direct taxes paid (including tax deducted at source)		(2,41,54,135)		(2,78,75,453)
<b>Net Cash generated from/(used in) operating activities</b>		(9,42,08,857)		(70,95,31,593)
<b>Cash flow from investing activities:</b>				
Purchase of fixed assets	(1,56,71,277)		(1,92,30,038)	
Sale of fixed assets	17,02,750		3,37,078	
Repayments of non current loans and advances	-		(78,37,398)	
Investment made in subsidiaries during the year	-		(5,00,000)	
Current investments during the year	(3,45,00,000)		(2,68,02,801)	
Proceeds from sale of current investments	6,26,53,215		16,44,19,034	
Proceeds from sale of non current investmnets	-		5,00,000	
Profit on sale of shares	90,12,55,879		-	
Interest received	7,83,05,809		81,75,231	
Dividend income received from non current investments	1,00,000		1,74,750	
<b>Net cash generated from investing activities</b>		99,38,46,376		11,92,35,856
<b>Cash flows from financing activities:</b>				
Proceeds from long-term borrowings	81,01,26,539		51,33,30,000	
Repayment of long-term borrowings	(1,38,91,93,572)		(50,53,69,362)	
Proceeds from short-term borrowings	19,26,40,03,071		75,11,19,317	

(₹)

Particulars	March 31, 2017		March 31, 2016	
Repayment of short-term borrowings	(18,63,41,26,481)		-	
Dividend paid	(25,383)		-	
Interest received on income tax refunds	-		12,09,277	
Interest paid	(47,33,09,046)		(16,42,70,448)	
<b>Net cash generated from financing activity</b>		<b>(42,25,24,872)</b>		<b>59,60,18,784</b>
<b>Net increase in cash and cash equivalents</b>		<b>47,71,12,649</b>		<b>57,23,047</b>
<b>As at the beginning of the year (refer note 17)</b>				
Cash in hand including foreign currencies	1,35,24,169		13,70,201	
Balance with scheduled banks-current accounts	16,17,114		85,57,908	
Fixed deposits with bank	5,09,873		-	
<b>Opening cash and cash equivalents</b>		<b>1,56,51,156</b>		<b>99,28,109</b>
<b>As at the end of the year (refer note 17)</b>				
Cash in hand including foreign currencies	49,18,12,486		1,35,24,169	
Balance with scheduled banks-current accounts	4,10,552		16,17,114	
Fixed deposits with bank	5,40,767		5,09,873	
<b>Closing cash and cash equivalents</b>		<b>49,27,63,805</b>		<b>1,56,51,156</b>

The above cash flow statements have been prepared under the indirect method set out in Accounting Standard (AS)-3, 'Cash Flow Statement' notified pursuant to the Companies (Accounting Standards) Rules, 2006 .

- 1) Direct Tax paid is treated as arising from operating activities and are not bifurcated between investment and financing activities
- 2) During the previous year, company has invested ₹ 5,00,000 in shares of BuyForex India Limited, a wholly owned subsidiary. Entire amount has been discharged by means of cash and cash equivalent
- 3) During the current year, Company has disposed share in Buyforex India Limited, a subsidiary by selling 16,250 shares for consideration of ₹ 38,48,68,422. The Said consideration has been adjusted against advance received in the previous year.

#### As per our report of even date

**For Haribhakti & Co. LLP**  
Chartered Accountants  
ICAI Firm registration No.103523W/W100048

**For and on behalf of Board of Directors**  
Centrum Capital Limited

**Sumant Sakhardande**  
Partner  
Membership No. 034828

**Jaspal Singh Bindra**  
Executive Chairman  
DIN : 07496596

**Chandir Gidwani**  
Non-Executive Director  
DIN : 00011916

**Place : Mumbai**  
**Date : May 29, 2017**

**Shailendra Apte**  
Chief Financial Officer

**Alpesh Shah**  
Company Secretary

# Notes forming part of the financial statements

## 1. Nature of Operations

Centrum Capital Limited (the 'Company') is a Public Company engaged in Investment Banking and a SEBI Registered Category-I Merchant Banker. Its shares are listed on Bombay Stock Exchange ('BSE') in India. The Company offers a complete gamut of financial services in the areas of equity capital market, private equity, corporate finance, project finance, stressed asset resolution. The Company is also engaged in trading of bonds.

## 2. Statement of Significant Accounting Policies

### a) Basis of preparation

The financial statements of the Company have been prepared in accordance with the accounting standard notified under Section 133 of the Companies Act, 2013 ('the Act') read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016. The financial statements have been prepared under the historical cost convention on an accrual basis except in case of assets for which provision for impairment is made and revaluation is carried out. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

### b) Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and the disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

### c) Property, Plant & Equipment

Properties, Plant & Equipment's are stated at cost less accumulated depreciation, amortization and impairment losses if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of property, plant and equipment which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

### d) Depreciation on Property, Plant & Equipment

Depreciation on property, plant and equipment is provided on straight line method over the useful lives of assets as prescribed in Schedule II of the Companies Act, 2013 except for leasehold improvements. Leasehold improvements are amortized over a period of lease or useful life whichever is less.

Particulars	Estimated useful life specified under Schedule II of the Companies Act 2013
Building	60 years
Computer Hardware	3 years
Air Conditioners and Office equipments	5 years
Vehicles	8 years
Furnitures and Fixtures	10 years

# Notes forming part of the financial statements

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## e) Impairment

- (i) The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal / external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.
- (ii) After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

## f) Intangible Assets

### Goodwill

Goodwill is amortized using the straight-line method over a period of ten years.

### Computer Software's

The Company capitalizes software and related implementation cost where it is reasonably estimated that the software has an enduring useful life. Software's including operating system licenses are amortized over their estimated useful life of 6 years.

## g) Leases

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term, are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

## h) Investments

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline, other than temporary, in the value of the investments.

## i) Inventories

Inventories are valued as lower of cost and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business.

## j) Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

### (i) Syndication fees and brokerage income

Syndication fees and brokerage income are accounted on achievements of the milestones as per the mandates / agreements with the clients, where there are no mandates / agreements, as per the terms

# Notes forming part of the financial statements

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confirmed and agreed by clients. Non refundable upfront fees received from the clients are accounted as income immediately. In the event of project stipulates performance measures, revenue is considered earned when such performance measures have been completed.

**(ii) Income from trading in bonds**

Income from trading in bonds is accounted when the risk and rewards of ownership of the bonds are passed to the customer, which is generally on sale of bonds.

**(iii) Interest income**

Revenue is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

**(iv) Dividends**

Revenue is recognized when the shareholders' right to receive payment is established by the balance sheet date.

**(v) Profit / Loss on sale of investments**

Profit or loss on sale of investments is determined on the basis of the weighted average cost method.

**k) Foreign currency transactions**

**(i) Initial Recognition**

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

**(ii) Conversion**

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

**(iii) Exchange Differences**

Exchange differences arising on the settlement of monetary items or on reporting Company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expenses in the year in which they arise.

**(iv) Accounting of foreign branch**

- a) Currents assets and liabilities are converted at the appropriate rates of exchange prevailing on the date of the balance sheet.
- b) Fixed assets are converted at the exchange rates prevailing on the date of the transaction.
- c) Revenue Items except depreciation are converted at monthly average rates of exchange.
- d) Depreciation has been translated at the exchange rate used for the conversion of respective fixed assets.

# Notes forming part of the financial statements

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## **l) Retirement and other employee benefits**

Retirement benefits in the form of Provident Fund are a defined contribution scheme and the contributions are charged to the Statement of Profit and Loss of the year when the contributions to the fund is due. There are no other obligations other than the contribution payable to the fund.

- (i) Under Payment of Gratuity Act, 1972 'Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation on Projected Unit Credit Method made at the end of the financial year'. The Company makes contribution to a scheme administered by the Life Insurance Corporation of India ("LIC") to discharge the gratuity liability to employees. The Company records its gratuity liability based on an actuarial valuation made by an independent actuary as at year end. Contribution made to the LIC fund and provision made for the funded amounts are expensed in the books of accounts.
- (ii) Long term compensated absences are provided for based on actuarial valuation. The actuarial valuation is done as per Projected Unit Credit Method.
- (iii) All actuarial gains / losses are immediately taken to the Statement of Profit and Loss and are not deferred.

## **m) Income taxes**

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by same governing taxation laws. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each balance sheet date the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each balance sheet date. The Company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

In case the Company is liable to pay income tax u/s 115JB of Income Tax Act, 1961 (i.e. MAT), the amount of tax paid in excess of normal income tax is recognised as an asset (MAT Credit Entitlement) only if there

# Notes forming part of the financial statements

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is convincing evidence for realisation of such asset during the specified period. MAT credit entitlement is reviewed at each Balance Sheet date.

## n) Segment Reporting Policies

### Identification of segments:

The Company's operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the Company operate.

### Allocation of common costs:

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

### Unallocated items:

Includes general corporate income and expense items which are not allocated to any business segment.

### Segment Policies:

The company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the company as a whole.

## o) Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

## p) Provisions, Contingent Liabilities & Contingent Assets

A provision is recognized when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent Liabilities are not recognized but are disclosed in the Financial Statements.

Contingent Assets are neither recognized nor disclosed in the Financial Statements.

## q) Cash and cash equivalents

Cash and cash equivalents in the Cash Flow Statement comprise cash at bank and in hand and short term investments with an original maturity of three months or less.

# Notes forming part of the financial statements

## r) Borrowing costs

Borrowing costs are recognized as an expense in the period in which these are incurred. Borrowing Costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets.

## s) Change in Accounting Policy

As per the requirements of pre-revised AS-4, the company used to create a liability for dividend proposed/ declared after the balance sheet date if dividend related to periods covered by the financial statements. Going forward, as per AS 4, the company cannot create provision for dividend proposed/ declared after the balance sheet date unless a statute requires otherwise. Rather, company will need to disclose the same in notes to the financial statements.

Accordingly, the company has disclosed dividend proposed by board of directors after the balance sheet date in the notes.

Had the company continued with creation of provision for proposed dividend, its surplus in the statement of profit and loss account would have been lower by ₹ 2,08,01,637 and current provision would have been higher by ₹ 43,52,708 being dividend distribution tax.

(₹)

Particulars	As at March 31, 2017	As at March 31, 2016
<b>NOTE 3 : SHARE CAPITAL</b>		
<b>AUTHORISED:</b>		
75,00,00,000 (Previous year 75,00,00,000) equity shares of ₹ 1/- each	75,00,00,000	75,00,00,000
<b>TOTAL</b>	75,00,00,000	75,00,00,000
<b>ISSUED:</b>		
41,60,32,740 Equity Shares (Previous year: 41,60,32,740) of ₹ 1/- each fully paid up	41,60,32,740	41,60,32,740
<b>SUBSCRIBED &amp; FULLY PAID UP:</b>		
41,60,32,740 Equity Shares (Previous year: 41,60,32,740) of ₹ 1/- each fully paid up	41,60,32,740	41,60,32,740
<b>TOTAL</b>	41,60,32,740	41,60,32,740

## Equity Shares

The company has one class of equity shares having a par value of ₹ 1/- each. Each holder of equity shares is entitled to one vote per share.

# Notes forming part of the financial statements

## Reconciliation of Number of Shares Outstanding

(₹)

	As at March 31, 2017		As at March 31, 2016	
	No of Shares	Amount	No of Shares	Amount
Number of shares Outstanding at beginning of the year	41,60,32,740	41,60,32,740	41,60,32,740	41,60,32,740
Number of shares Outstanding at the end of the year	41,60,32,740	41,60,32,740	41,60,32,740	41,60,32,740

## Share holders having more than 5% equity share holding in the Company

Share Holder	As at March 31, 2017		As at March 31, 2016	
	No of Shares	(% of Holdings)	No of Shares	(% of Holdings)
Businessmatch Services (India) Private Limited	13,41,89,000	32.25	13,81,89,000	33.22
Indivision India Partners	-	-	6,00,84,140	14.44
Kaikobad Byramjee & Son Agency Private Limited	5,40,18,000	12.98	5,40,18,000	12.98
Ishbhoomi Fabtraders Private Limited	4,86,90,112	11.70	-	-
Nirmal Arora	4,10,00,000	9.86	-	-
Centrum ESPS Trust	2,45,81,160	5.91	2,45,81,160	5.91
Future Retail Limited	-	-	9,62,02,539	23.12
<b>TOTAL</b>	<b>30,24,78,272</b>	<b>72.70</b>	<b>37,30,74,839</b>	<b>89.67</b>

## Share allotted as fully paid up pursuant to contract(s) without payment being received in cash(during 5 years immediately preceding March 31, 2017.)

In the year ended June 30, 2014, Company has allotted Bonus Shares in the proportion of 5 (Five) Equity Share of ₹ 1/- each for every 1 (One) Equity Share of ₹ 1/- each by capitalizing ₹ 34,66,93,950/- out of its Securities Premium Reserve. In the year ended June 30, 2012 1,05,783 equity shares (further subdivided during the year 2014 into FV ₹ 1 per share and bonus issuance in the ratio of 5:1,pursuant to which the equity shares as at the year ends stands at 63,46,980) were allotted to Capital First Limited (formerly known as Future Capital Holdings Limited) for consideration other than cash pursuant to Share Transfer agreement dated March 29, 2011.

(₹)

Particulars	As at March 31, 2017	As at March 31, 2016
<b>NOTE 4 : RESERVES &amp; SURPLUS</b>		
<b>Capital Reserve (Gift of 525,000 equity shares of Rap Media Limited)</b>		
Balances at the beginning and at the end of the year	1	1
<b>Securities Premium Reserve</b>		
Opening balance	1,44,98,44,942	1,47,30,53,934
Less : Securities Premium utilised for adjusting premium on redemption of NCD's	10,70,728	98,13,048
Less : Securities Premium Utilised for NCD's Issues	10,00,000	1,33,95,944
Balance as at end of the year	1,44,77,74,214	1,44,98,44,942
<b>Debenture Redemption Reserve</b>		
Opening balance	16,31,87,500	15,78,50,000

# Notes forming part of the financial statements

(₹)

Particulars	As at March 31, 2017	As at March 31, 2016
Less: Written back during the year	(16,31,87,500)	(11,96,12,500)
Add: Additions during the year	2,32,50,000	12,49,50,000
Balance as at end of the year	2,32,50,000	16,31,87,500
<b>General Reserve</b>		
Balances at the beginning and at the end of the year	27,70,000	27,70,000
<b>Surplus in Statement of Profit &amp; Loss</b>		
Opening balance	60,31,60,936	54,74,55,903
Add : Transferred from Debenture Redemption Reserves	16,31,87,500	11,96,12,500
Less: Transferred to Debenture Redemption Reserves	2,32,50,000	12,49,50,000
Add : Net Profit for the year	37,52,12,115	6,10,42,533
Balance as at end of the year	1,11,83,10,551	60,31,60,936
<b>TOTAL</b>	<b>2,59,21,04,766</b>	<b>2,21,89,63,379</b>
<b>NOTE 5 : LONG TERM BORROWINGS</b>		
<b>Secured Loans</b>		
<b>Debentures</b>		
16.0105% Non-Convertible Debentures (Secured by hypothecation over the loans and advances of the company and pledge of equity shares of CentrumDirect Limited) (These prepaid during the year, was repayable within 30 months ending on August 2018 from date of allotment being February 2016 and carry an interest payable quarterly from date of allotment @ 16.0105% p.a. coupon on the outstanding principal )	-	49,98,00,000
<u>Market Linked Debentures</u>		
MLD - Type 1 (Secured by first pari passu floating charge to be created on present and future business receivables and investments upto 100% of the value of debenture as will be set out in the Debenture Trust Deed proposed to be signed for the issue) (These are repayable within 42 months ending on August 2020 from date of allotment being February 2017 to be redeemed on maturity with principal alongwith coupon being nifty 50 linked on maturity date with min cap being 43% and max cap being 48% Interest rate for entire life of debenture)	8,30,00,000	-
MLD - Type 3 (Secured by first pari passu floating charge to be created on present and future business receivables and investments upto 100% of the value of debenture as will be set out in the Debenture Trust Deed proposed to be signed for the issue) (These are repayable within 16 months ending on June 2018 from date of allotment being February 2017 to be redeemed on maturity with principal alongwith coupon being nifty 50 linked on maturity date with min cap being 14.30% and max cap being 15.30% Interest rate for entire life of debenture )	1,00,00,000	-

# Notes forming part of the financial statements

(₹)

Particulars	As at March 31, 2017	As at March 31, 2016
<b>Term Loans</b>		
<b>a) From Banks</b>		
Vehicle Loan from HDFC Bank (Vehicle loans are secured against hypothecation of vehicles purchased there against) (These are repayable in equated periodic installments up to a 3 years period from the date of loans commencing from March 2015 upto February 2018 and carry an interest of 11.87% p.a.)	-	3,44,325
Vehicle Loan from Axis Bank (Vehicle loans are secured against hypothecation of vehicles purchased there against) (These are repayable in equated periodic installments up to a 3 years period from the date of loans commencing from January 2016 upto January 2019 and carry an interest of 9.75% p.a.)	3,15,104	6,63,103
Vehicle Loan from Kotak Mahindra Bank (Vehicle loans are secured against hypothecation of vehicles purchased there against) (These are repayable in equated periodic installments up to a 3 years period from the date of loans commencing from October 2016 upto August 2019 and carry an interest of 10.00% p.a.)	7,98,211	-
Term Loan from City Union Bank (Secured by corporate guarantee and hypothecation of assets [proportionate] of Businessmatch Services (India) Private Limited) (Term loan prepaid during the year, was repayable in equated periodic installments up to a 3 years period from Sept 2015 upto Aug 2018 and carry an interest of 13.50% p.a.)	-	1,00,00,000
<b>b) From Others</b>		
Vehicle Loan from Daimler Financial Services India Private Limited (Vehicle loans are secured against hypothecation of vehicles purchased there against) (These are repayable in equated periodic installments up to a 5 years period from the date of loans commencing from April 2013 upto March 2018 and carry an interest of 9.79% p.a.)	-	9,69,613
Vehicle Loan from BMW Financial Services Limited (Vehicle loans are secured against hypothecation of vehicles purchased there against) (These are repayable in equated periodic installments up to a 5 years period from the date of loans commencing from April 2016 upto March 2021 and carry an interest of 9.25% p.a.)	81,77,588	1,04,38,296
<b>TOTAL</b>	<b>10,22,90,903</b>	<b>52,22,15,337</b>
<b>NOTE 6 : OTHER LONG-TERM LIABILITIES</b>		
Advance towards sale of shares (Refer note 38 )	-	90,00,00,000
Other Non current Liabilities	9,60,315	-
<b>TOTAL</b>	<b>9,60,315</b>	<b>90,00,00,000</b>
<b>NOTE 7 : LONG-TERM PROVISIONS</b>		
<b>Provision for Employee Benefits</b>		
Compensated Absences	26,15,856	29,62,037
<b>TOTAL</b>	<b>26,15,856</b>	<b>29,62,037</b>

# Notes forming part of the financial statements

(₹)

Particulars	As at March 31, 2017	As at March 31, 2016
<b>NOTE 8 : SHORT-TERM BORROWINGS</b>		
<b><u>Secured Loans</u></b>		
<b>Repayable on Demand From Banks</b>		
City Union Bank Limited (Secured by corporate guarantee and hypothecation of assets [proportionate] of Businessmatch Services (India) Private Limited)	-	10,00,00,000
Bank of Baroda (Secured by pledge of bonds)	-	20,46,13,794
The Federal Bank Limited (Secured by pledge of bonds)	-	3,77,17,597
<b>From Other parties</b>		
Reliance Capital Limited (Secured by pledge of shares by Businessmatch Services (India) Private Limited)	-	5,00,00,000
Reliance Ventures Asset Management Private Limited (Secured by pledge of shares by Businessmatch Services (India) Private Limited)	5,00,00,000	-
Visu Leasing & Finance Private Limited (Secured by pledge of shares by Centrum Retail Services Limited and hypothecation of current assets of the company)	25,00,00,000	-
	<b>30,00,00,000</b>	39,23,31,391
<b><u>Unsecured Loans</u></b>		
<b>From Related parties</b>		
CentrumDirect Limited	-	16,52,20,984
Centrum Financial Services Limited	75,34,35,948	37,50,06,982
Shree Srinivas Realtors Private Limited	11,00,00,000	-
	<b>86,34,35,948</b>	54,02,27,966
<b>Intercorporate Deposits</b>	<b>40,25,00,000</b>	10,35,00,000
<b>TOTAL</b>	<b>1,56,59,35,948</b>	1,03,60,59,357
<b>NOTE 9 : OTHER CURRENT LIABILITIES</b>		
Current maturities of Long term debts	1,44,19,278	16,67,16,706
Interest accrued but not due	95,51,538	10,91,18,000
Unpaid Dividend (Refer Note (a) below)	1,608	26,991
Premium on Redemption of Debentures	-	69,74,442
<b>Other Payables</b>		
For Expenses	2,06,61,954	4,65,19,338
Statutory Dues Payable	3,12,42,494	2,63,38,556
Rent Deposits	49,69,000	49,69,000
Advance towards sale of shares (Refer note 38)	51,51,31,578	-

# Notes forming part of the financial statements

(₹)

Particulars	As at March 31, 2017	As at March 31, 2016
Advance from customers	5,42,277	6,90,527
Application money on debenture issue	10,22,00,000	-
Others	1,50,62,162	2,74,62,207
<b>TOTAL</b>	<b>71,37,81,889</b>	<b>38,88,15,767</b>
<b>Included in Other Payables for Expenses are:</b>		
Dues to Enterprise controlled by Key Management Personnel :		
Businessmatch Services (India) Private Limited	-	5,92,515
[(Maximum amount outstanding during the year ₹ Nil (Previous year ₹ 5,92,515)]		
(a) There are no amounts due for payment to the Investor Education and Protection Fund under Section 125 of the Companies Act, 2013 as at the year end.		
<b>NOTE 10 : SHORT TERM PROVISIONS</b>		
<b>Provision for Employee Benefits</b>		
Gratuity	45,40,491	32,86,683
Compensated Absences	3,67,249	10,78,864
Provision for wealth tax	-	12,60,340
(Net of advance tax : ₹ Nil [Previous Year : ₹ 4,95,200] )		
<b>TOTAL</b>	<b>49,07,740</b>	<b>56,25,887</b>

# Notes forming part of the financial statements

Description of Assets	GROSSBLOCK			DEPRECIATION			NETBLOCK			
	As at April 01, 2016	Additions	Deductions	As at March 31, 2017	Upto April 01, 2016	For the year	Deductions	Upto March 31, 2017	As at March 31, 2017	As at March 31, 2016
<b>Property plant &amp; equipment</b>	<b>18,30,88,472</b>	-	-	<b>18,30,88,472</b>	<b>16,57,79,645</b>	<b>1,46,11,032</b>	-	<b>18,03,90,677</b>	<b>26,97,795</b>	<b>1,73,08,827</b>
Leasehold Improvement	18,06,12,157	24,76,315	-	18,30,88,472	14,98,39,886	1,59,39,759	-	16,57,79,645	1,73,08,827	3,07,72,271
Building	12,97,850	-	1,52,800	11,45,050	3,66,272	18,093	41,964	3,42,401	8,02,649	9,31,578
Plant & Equipment	12,97,850	-	-	12,97,850	3,50,965	15,307	-	3,66,272	9,31,578	9,46,885
	2,36,01,042	-	-	2,36,01,042	2,36,01,042	-	-	2,36,01,042	-	-
	2,36,01,042	-	-	2,36,01,042	2,36,01,042	-	-	2,36,01,042	-	-
Furniture & Fixtures	2,24,17,312	47,39,866	50,175	2,71,07,003	1,38,84,887	26,11,757	2,610	1,64,94,034	1,06,12,969	85,32,425
	2,04,43,934	19,73,378	-	2,24,17,312	1,20,11,119	18,73,768	-	1,38,84,887	85,32,425	84,32,815
Vehicles	6,97,72,086	25,09,011	44,17,346	6,78,63,751	3,95,99,090	62,37,000	37,51,615	4,20,84,475	2,57,79,276	3,01,72,996
	5,46,36,403	1,58,75,647	7,39,964	6,97,72,086	3,54,96,788	48,05,268	7,02,966	3,95,99,090	3,01,72,996	1,91,39,615
Office Equipments	1,68,32,571	58,60,131	-	2,26,92,702	1,43,34,017	5,50,843	-	1,48,84,860	78,07,842	24,98,554
	1,57,82,075	10,50,496	-	1,68,32,571	1,39,93,882	3,40,135	-	1,43,34,017	24,98,554	17,88,193
Computers - Hardware	5,46,55,479	11,17,982	-	5,57,73,461	5,19,72,558	12,97,619	-	5,32,70,177	25,03,284	26,82,921
	5,42,41,451	6,26,628	2,12,600	5,46,55,479	5,10,91,024	9,11,983	30,449	5,19,72,558	26,82,921	31,50,427
Air Conditioners	1,16,68,521	5,84,816	-	1,22,53,337	1,07,46,003	2,08,125	-	1,09,54,128	12,99,209	9,22,518
	1,14,90,289	1,78,232	-	1,16,68,521	1,06,62,422	83,581	-	1,07,46,003	9,22,518	8,27,867
<b>Total</b>	<b>38,33,33,333</b>	<b>1,48,11,806</b>	<b>46,20,321</b>	<b>39,35,24,818</b>	<b>32,02,83,514</b>	<b>2,55,34,469</b>	<b>37,96,189</b>	<b>34,20,21,794</b>	<b>5,15,03,024</b>	<b>6,30,49,819</b>
Previous Year	36,21,05,201	2,21,80,696	9,52,564	38,33,33,333	29,70,47,128	2,39,69,801	7,33,415	32,02,83,514	6,30,49,819	
<b>Intangible Assets</b> <b>(Other than internally generated)</b>										
Goodwill	1,01,80,000	-	-	1,01,80,000	1,01,80,000	-	-	1,01,80,000	-	-
	1,01,80,000	-	-	1,01,80,000	1,01,80,000	-	-	1,01,80,000	-	-
Computer Software	1,16,08,592	8,59,471	-	1,24,68,063	1,08,99,136	3,56,644	-	1,12,55,780	12,12,283	7,09,456
	1,50,89,616	1,01,87,916	1,36,68,940	1,16,08,592	1,07,29,063	7,00,439	5,30,366	1,08,99,136	7,09,456	43,60,553
<b>Total</b>	<b>2,17,88,592</b>	<b>8,59,471</b>	-	<b>2,26,48,063</b>	<b>2,10,79,136</b>	<b>3,56,644</b>	-	<b>2,14,35,780</b>	<b>12,12,283</b>	<b>7,09,456</b>
Previous Year	2,52,69,616	1,01,87,916	1,36,68,940	2,17,88,592	2,09,09,063	7,00,439	5,30,366	2,10,79,136	7,09,456	
<b>Grand Total</b>	<b>40,51,21,925</b>	<b>1,56,71,277</b>	<b>46,20,321</b>	<b>41,61,72,881</b>	<b>34,13,62,650</b>	<b>2,58,91,113</b>	<b>37,96,189</b>	<b>36,34,57,574</b>	<b>5,27,15,307</b>	<b>6,37,59,275</b>
Previous Year	38,73,74,817	3,23,68,612	1,46,21,504	40,51,21,925	31,79,56,191	2,46,70,240	12,63,781	34,13,62,650	6,37,59,275	

Note : Current year figures are in bold.

**Note 12 : Non-Current Investments - (At cost unless stated otherwise)**

Sr. No.	Name of the Body Corporate	Subsidiary / Associate / JV/ Controlled Entity / Others	No. of Shares / Units		Partly Paid / Fully paid	Face value per share/unit			In Rupees		
			As At			As At			As At		
			March 31, 2017	March 31, 2016		March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016	March 31, 2016	
<b>(a)</b>	<b>Investment in Equity Instruments</b>										
	Centrum Retail Services Limited (formerly known as Centrum Retail Financial Services Limited)	Subsidiary	2,84,30,492	2,84,30,492	Fully paid	10	10	1,65,97,67,456	1,65,97,67,456	5,00,000	5,00,000
	Centrum Infrastructure Advisory Limited	Subsidiary	50,000	50,000	Fully paid	10	10	5,00,000	5,00,000	5,00,000	5,00,000
	Centrum Defence Systems Limited	Subsidiary	50,000	50,000	Fully paid	10	10	5,00,000	5,00,000	5,00,000	5,00,000
	Buyforex India Limited	Subsidiary	33,750	50,000	Fully paid	10	10	3,37,500	3,37,500	5,00,000	5,00,000
	Centrum Broking Limited	Subsidiary	1,92,90,669	1,92,90,669	Fully paid	10	10	81,55,23,945	81,55,23,945	81,55,23,945	81,55,23,945
	Commonwealth Centrum Advisors Limited	Joint Venture	33,05,282	33,05,282	Fully paid	-	-	1,98,09,794	1,98,09,794	1,98,09,794	1,98,09,794
	Centrum Securities Private Limited	Associate	1,00,000	1,00,000	Fully paid	10	10	10,00,000	10,00,000	10,00,000	10,00,000
	Essel Centrum Holdings Limited	Associate	5,00,000	5,00,000	Partly paid	10	10	10,00,000	10,00,000	10,00,000	10,00,000
	Centrum Capital Holdings LLC	100% Interest in LLC	-	-	Fully paid	-	-	1,94,28,125	1,94,28,125	1,94,28,125	1,94,28,125
	Nikumbh Dairy Products Limited	Others	4,000	4,000	Fully paid	10	10	1,09,500	1,09,500	1,09,500	1,09,500
	Birla Transasia Carpets Limited	Others	9,100	9,100	Fully paid	10	10	1,53,159	1,53,159	1,53,159	1,53,159
	Kaiser Corporation Limited (formerly known as Kaiser Press Limited)	Others	500	500	Fully paid	10	10	5,000	5,000	5,000	5,000
	Dynamic Products Limited	Others	10,000	10,000	Fully paid	10	10	3,50,000	3,50,000	3,50,000	3,50,000
	Lumax Auto Technologies Limited	Others	5,000	5,000	Fully paid	10	10	2,25,000	2,25,000	2,25,000	2,25,000
	Jagjainani Textiles Limited	Others	10,000	10,000	Fully paid	10	10	2,50,000	2,50,000	2,50,000	2,50,000
	Hilton Metal Forging Limited	Others	5,000	5,000	Fully paid	10	10	3,50,000	3,50,000	3,50,000	3,50,000
	Rap Media Limited	Others	6,08,550	6,08,550	Fully paid	10	10	1,21,04,675	1,21,04,675	1,21,04,675	1,21,04,675
	Softchip Technologies Limited	Others	9,07,200	9,07,200	Fully paid	10	10	90,72,000	90,72,000	90,72,000	90,72,000
	Pan India Motors Private Limited	Others	1,18,00,000	1,18,00,000	Fully paid	10	10	4,30,00,000	4,30,00,000	4,30,00,000	4,30,00,000
								<b>Total (a)</b>	<b>2,58,34,86,154</b>	<b>2,58,34,86,154</b>	<b>2,58,34,86,154</b>
<b>(b)</b>	<b>Investment in Preference shares</b>										
	Centrum Broking Limited	Subsidiary	25,00,000	25,00,000	Fully paid	10	10	2,50,00,000	2,50,00,000	2,50,00,000	2,50,00,000
	Indra Investments Advisory Private Limited	Others	1,00,000	1,00,000	Fully paid	100	100	1,00,00,000	1,00,00,000	1,00,00,000	1,00,00,000
	SRR Consultants Private Limited	Others	10,00,000	10,00,000	Fully paid	10	10	1,00,00,000	1,00,00,000	1,00,00,000	1,00,00,000
	Ray Realtors Private Limited	Others	20,000	20,000	Fully paid	10	10	50,00,000	50,00,000	50,00,000	50,00,000
								<b>Total (b)</b>	<b>5,00,00,000</b>	<b>5,00,00,000</b>	<b>5,00,00,000</b>
								<b>Grand Total (a+b)</b>	<b>2,63,34,86,154</b>	<b>2,63,34,86,154</b>	<b>2,63,34,86,154</b>
								<b>Less : Provision for diminution in value of investments</b>	<b>87,20,159</b>	<b>87,20,159</b>	<b>22,02,278</b>
								<b>Net Total</b>	<b>2,62,47,65,995</b>	<b>2,62,47,65,995</b>	<b>2,63,14,46,376</b>

Particulars	As at March 31, 2017	As at March 31, 2016
Aggregate Value of Quoted Investments [Market value of ₹ 81,44,176/- (Previous year ₹ 74,58,388/-)]	1,34,37,834	1,34,37,834
Aggregate Value of Unquoted Investments (in ₹)	2,62,00,48,320	2,62,02,10,820
Aggregate Provision for diminution in value of investments (in ₹)	87,20,159	22,02,278

# Notes forming part of the financial statements

(₹)

Particulars	As at March 31, 2017	As at March 31, 2016
<b>Note 13 : LONG TERM LOANS AND ADVANCES (UNSECURED, CONSIDERED GOOD)</b>		
<b>Deposits</b>	5,46,95,685	6,84,46,402
	5,46,95,685	6,84,46,402
<b>Included in Deposits are:</b>		
Dues from Enterprise controlled by Key Management Personnel Businessmatch Services (India) Private Limited [Maximum amount outstanding during the year ₹ 30,00,000/- (Previous Year ₹ 30,00,000/-)]	30,00,000	30,00,000
Dues from Key Management Personnel Chandir Gidwani [Maximum amount outstanding during the year ₹ 30,00,000/- (Previous Year ₹ 30,00,000/-)]	30,00,000	30,00,000
<b>Loan &amp; advances to related parties</b>		
Centrum Capital Holding LLC [Maximum amount outstanding during the year ₹ 66,96,040 /- (Previous Year ₹ 65,29,953/-)]	63,91,455	65,27,267
	63,91,455	65,27,267
<b>Advance for purchase of shares</b>		
Advance for purchase of shares pending transfer	1,00,00,000	1,00,00,000
	1,00,00,000	1,00,00,000
<b>Other Loans and Advances</b>		
Advance Tax & Tax Deducted at Source [Net of provision for tax ₹ 47,85,36,511/- (Previous Year ₹ 41,55,36,511/- )]	12,99,42,497	16,87,88,362
MAT Credit Entitlement	6,30,00,000	-
Pre-Paid Expenses	7,09,963	7,09,963
	19,36,52,460	16,94,98,325
<b>TOTAL</b>	<b>26,47,39,600</b>	<b>25,44,71,994</b>

**Note 14 : Current Investments**

Sr. No.	Name of the Body Corporate	Subsidiary / Associate / JV/ Controlled Entity / Others	No. of Shares / Units		Quoted / Unquoted/ Trade / Non Trade	Partly Paid / Fully paid	Face value per share / unit		In Rupees	
			As At				As At		As At	
			March 31, 2017	March 31, 2016			March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016
1	7.72% Government of India 2025 Bonds	Others	-	1,32,000	Quoted- Trade	Fully paid	100	100	-	1,33,04,757
2	8.12% Government of India 2020 Bonds	Others	-	1,30,000	Quoted- Trade	Fully paid	100	100	-	1,34,98,044
<b>Grand Total</b>										
<b>Less : Provision for diminution in value of investments</b>										
<b>Net Total</b>										
<b>2,68,02,801</b>										

Particulars	As at March 31, 2017	As at March 31, 2016
Aggregate Value of Quoted Investments( Nil) [Market value (Previous year ₹ 2,65,12,400/-)]	-	2,68,02,801
Aggregate Value of Unquoted Investments (In ₹)	-	-
Aggregate Provision for diminution in value of investments (In ₹)	-	-

# Notes forming part of the financial statements

	As at March 31, 2017		As at March 31, 2016	
	Quantity No of Bonds	Amount (₹)	Quantity No of Bonds	Amount (₹)
<b>Note 15 : INVENTORIES</b>				
<b><u>Inventories (at lower of cost and net realisable value)</u></b>				
7.40% IIFCL Tax free 2033	-	-	1,00,000	10,15,26,180
8.46% REC Taxfree 2028	-	-	60,000	6,84,88,131
09.15% Punjab National Bank Perpetual	-	-	25	2,41,23,750
08.41% Rajasthan SDL SPL 2028	-	-	1,55,000	1,63,53,198
09.55% Canara Bank Perpetual	-	-	14	1,39,68,375
7.64% NABARD Taxfree 2031	-	-	11,220	1,15,83,127
8.89% IDFC Ltd 2020	-	-	11	1,13,33,823
8.27% Chhatisgarh SDL SPL 2026	-	-	1,00,000	99,77,594
10.03% RAJASTHAN SPL SDL 2028	-	-	40,000	47,35,426
7.72% GOI 2025	-	-	29,100	29,33,094
11% Cholamandalam DBS Finance Ltd. 2020	-	-	2	21,45,989
8.60% GOI 2028	-	-	2,500	2,73,060
6.97% Govt of India 2026	10,00,000	10,22,74,667	-	-
9.15% Reliance Home Fin Ltd. 2027	24,583	2,45,28,314	-	-
9.42% West Bengal 2023	90,000	1,00,35,495	-	-
9.61% PFC 2021	8	87,87,233	-	-
8.35% National Insurance Co Ltd. 2027	6	60,58,118	-	-
11.50% Bank of India Perpetual	5	52,15,399	-	-
9.72% West Bengal SDL 2023	38,000	41,93,680	-	-
8.07% Telangana SDL Uday 2029	33,000	34,00,298	-	-
9.47% IRFC 2031	1	10,91,608	-	-
9.70% PFC 2018	1	10,32,170	-	-
8.55% IRFC 2019	1	9,87,486	-	-
9.33% Rajasthan SDL 2023	7,000	7,74,970	-	-
9.25% Deewan Housing Fin 2023	708	7,36,479	-	-
9.45% SBI 2026	50	5,18,371	-	-
9.30% Deewan Housing Fin 2026	465	4,85,852	-	-
9.50% SBI 2025	39	4,04,227	-	-
8% IDBI Bank 2018	3	3,02,712	-	-
<b>TOTAL</b>	<b>11,93,870</b>	<b>17,08,27,079</b>	<b>4,97,872</b>	<b>26,74,41,747</b>

# Notes forming part of the financial statements

(₹)

Particulars	As at March 31, 2017	As at March 31, 2016
<b>Note 16 : TRADE RECEIVABLES</b>		
<b>(UNSECURED, CONSIDERED GOOD, UNLESS OTHERWISE SPECIFIED)</b>		
<b>Trade Receivables outstanding for a period exceeding six months from the date they are due for payment</b>		
Considered good	33,62,51,447	62,01,77,874
Considered doubtful	-	11,32,14,254
	<b>33,62,51,447</b>	<b>73,33,92,128</b>
<b>Others</b>		
Considered good	5,01,67,856	17,94,04,073
	<b>38,64,19,303</b>	<b>91,27,96,201</b>
Less : Provision for doubtful debts	-	11,32,14,254
<b>TOTAL</b>	<b>38,64,19,303</b>	<b>79,95,81,947</b>
<b>Note 17 : CASH AND BANK BALANCES</b>		
<b>Cash and Cash equivalents</b>		
Balances with Banks	49,18,12,486	1,35,24,169
Cash on Hand including foreign currencies	4,10,552	16,17,114
Fixed Deposit with Axis Bank with original maturity less than 3 months	5,40,767	5,09,873
	<b>49,27,63,805</b>	<b>1,56,51,156</b>
<b>Other Bank Balances</b>		
<b>Earmarked Balances With Banks</b>		
Unpaid dividend accounts	1,609	26,991
<b>TOTAL</b>	<b>49,27,65,414</b>	<b>1,56,78,147</b>
<b>Note 18 : SHORT-TERM LOANS AND ADVANCES</b>		
<b>(UNSECURED, CONSIDERED GOOD, UNLESS OTHERWISE SPECIFIED)</b>		
<b>Loans and Advances to related parties</b>		
Centrum Wealth Management Limited [(Maximum amount outstanding during the year ₹ 37,72,23,579 (Previous year ₹ 29,48,23,579)]	32,41,66,995	29,48,23,579
Centrum Defence Systems Limited [(Maximum amount outstanding during the year ₹ 1,83,12,831 (Previous year ₹ 89,82,831)]	1,83,12,831	89,12,831
Centrum ESPS Trust [(Maximum amount outstanding during the year ₹ 30,62,25,000 (Previous year ₹ 30,62,25,000)]	-	30,62,25,000
Centrum Infrastructure Advisory Limited [(Maximum amount outstanding during the year ₹ 2,89,64,263 (Previous year ₹ 67,14,263)]	2,89,64,263	67,14,263

# Notes forming part of the financial statements

(₹)

Particulars	As at March 31, 2017	As at March 31, 2016
Centrum Broking Limited [(Maximum amount outstanding during the year ₹ 33,15,60,167 (Previous year ₹ 19,20,21,682)]	22,01,56,907	7,36,60,168
CentrumDirect Limited [(Maximum amount outstanding during the year ₹ 4,76,79,088 (Previous year ₹ Nil)]	1,44,00,796	-
Centrum Retail Services Limited [(Maximum amount outstanding during the year ₹ 39,08,07,119 (Previous year ₹ 31,68,01,000)]	39,08,07,119	31,68,01,000
	<b>99,68,08,911</b>	1,00,71,36,841
<b>Loans to employees and others</b>		
Considered good, unless otherwise specified	1,31,37,500	1,31,62,500
Considered doubtful	-	30,00,000
	<b>1,31,37,500</b>	1,61,62,500
Less: Provision for doubtful advances	-	30,00,000
	<b>1,31,37,500</b>	1,31,62,500
Pre-Paid Expenses	19,45,395	18,21,339
<b>Other Loans and advances</b>		
Considered good, unless otherwise specified	19,04,52,726	22,88,25,770
Considered doubtful	4,53,488	4,53,488
	<b>19,09,06,214</b>	22,92,79,258
Less: Provision for doubtful advances	4,53,488	4,53,488
	<b>19,04,52,726</b>	22,88,25,770
<b>TOTAL</b>	<b>1,20,23,44,532</b>	1,25,09,46,450
<b>Note 19- OTHER CURRENT ASSETS</b>		
Rent Receivable	7,02,74,139	5,36,55,167
Interest Receivable	10,60,68,535	6,34,93,709
<b>TOTAL</b>	<b>17,63,42,674</b>	11,71,48,876

# Notes forming part of the financial statements

(₹)

Particulars	For the year ended March 31, 2017	For the period ended March 31, 2016
<b>NOTE 20 : REVENUE FROM OPERATIONS:</b>		
Syndication, Commission & Brokerage	19,56,05,919	42,18,39,308
Trading in Bonds (net)	7,24,58,199	3,01,45,724
<b>TOTAL</b>	<b>26,80,64,118</b>	<b>45,19,85,032</b>
<b>NOTE 21 : OTHER INCOME</b>		
Interest		
Others	12,08,80,635	5,58,84,778
Dividend income		
Dividend on Equity Shares - Non-trade	-	74,750
Dividend on Preference Shares - Non-trade	1,00,000	1,00,000
Other Income (Refer note no. 38)	1,30,40,53,963	21,64,230
Foreign exchange gain	-	10,62,040
<b>TOTAL</b>	<b>1,42,50,34,598</b>	<b>5,92,85,798</b>
<b>NOTE 22 : EMPLOYEE BENEFITS EXPENSE</b>		
Salaries wages and bonus	17,06,34,860	11,08,66,787
Contribution to provident & other funds		
E.S.I.C.	15,788	8,188
Provident Fund	53,22,010	45,69,972
Gratuity Expenses (Refer note no. 29)	12,53,808	6,35,681
Staff welfare expenses	36,55,124	17,69,718
<b>TOTAL</b>	<b>18,08,81,590</b>	<b>11,78,50,346</b>
<b>NOTE 23 : FINANCE COSTS</b>		
<b>Interest expense</b>		
on banks	4,97,52,471	2,06,74,348
on others	32,39,90,114	15,41,30,218
Bank charges	45,34,082	36,30,256
<b>TOTAL</b>	<b>37,82,76,667</b>	<b>17,84,34,822</b>

# Notes forming part of the financial statements

(₹)

Particulars	For the year ended March 31, 2017	For the period ended March 31, 2016
<b>NOTE 24 : OTHER EXPENSES</b>		
Rent (Refer Note 26)	7,08,13,826	4,91,45,334
Rates & taxes	53,137	66,933
Electricity	61,26,009	54,54,564
Foreign exchange loss (net)	10,79,704	-
Repair and maintenance	8,05,292	7,23,751
Insurance	9,08,690	6,17,068
Advertising	3,64,858	8,53,984
Business promotion	84,83,242	71,06,532
Meeting and seminars	29,904	17,820
Subscription and membership fees	43,74,315	7,23,498
Commission and brokerage	1,68,24,037	16,42,312
Sponsorship fees	3,03,400	1,15,650
Travelling and conveyance	2,22,51,805	1,09,28,787
Provision for Diminution in value of investments	65,17,881	-
Vehicle Expenses	80,08,448	51,51,780
Communication costs	33,33,754	24,29,037
Printing and stationery	11,43,322	6,15,790
Legal & professional fees	9,74,47,221	6,51,19,111
Office expenses	1,66,40,981	1,18,08,591
Bad Debts Written Off	41,24,67,067	-
Advances and Others Written Off	1,00,53,540	-
Provision for doubtful debts	-	21,71,965
Director's sitting fees	24,24,900	17,60,980
Loss on sale of Property plant and equipment	2,16,150	-
Audit Fees (Refer Note 31)	22,08,924	15,20,485
Donation and contributions to charitable institutions	45,000	5,00,000
CSR expenditure (Refer note no. 42)	9,00,000	-
Stamp Duty	2,77,000	-
Miscellaneous expenses	30,48,186	34,70,247
<b>TOTAL</b>	<b>69,71,50,593</b>	<b>17,19,44,219</b>

# Notes forming part of the financial statements

## 25. Related Party Disclosures

### (i) Names of Related Parties:

In terms of Accounting Standard 18 (AS-18) 'Related Party Disclosures', notified in the Companies (Accounting Standards) Rules, 2014, the disclosures of transactions with the related parties as defined in AS-18 are given below :

Subsidiary Companies	<ul style="list-style-type: none"> <li>- Centrum Retail Services Limited</li> <li>- Centrum Broking Limited</li> <li>- Centrum Capital Holdings LLC</li> <li>- Centrum Defence Systems Limited</li> <li>- Centrum Infrastructure Advisory Limited</li> <li>- BuyForex India Limited ( w.e.f February 29, 2016)</li> </ul>
Stepdown Subsidiaries	<ul style="list-style-type: none"> <li>- CentrumDirect Limited</li> <li>- Centrum Financial Services Limited</li> <li>- Centrum Wealth Management Limited</li> <li>- Club 7 Holidays Limited (Subsidiary of CentrumDirect Limited upto August 31,2015)</li> <li>- Centrum Securities LLC (Subsidiary of Centrum Capital Holdings LLC)</li> <li>- Centrum Investment Advisors Limited (Subsidiary of Centrum Wealth management Limited) (w.e.f September 24, 2015)</li> <li>- Centrum Housing Finance Limited (Subsidiary of Centrum Retail Services Limited) (w.e.f March 03,2016)</li> <li>- Centrum Insurance Brokers Limited (Subsidiary of Centrum Retail Services Limited) (w.e.f February 26,2016)</li> <li>- Pyxis Finvest Limited (Formerly Known as BCB Finance Limited) (Subsidiary of CentrumDirect Limited) (w.e.f August,05,2015)</li> <li>- Agrata Mercantile Private Limited (Subsidiary of Centrum Financial Services Limited) (w.e.f. April 21, 2016)</li> <li>- Shree Srinivas Realtors Private Limited (Subsidiary of Agrata Mercantile Private Limited) ( w.e.f April 21, 2016)</li> <li>- Centrum Microcredit Private Limited (formally known as Nobita Trading Private Limited) (w.e.f March 22, 2017)</li> <li>- Krish &amp; Ram Forex Private Limited (Subsidiary of BuyForex India Limited) (w.e.f. January 27, 2017)</li> </ul>

# Notes forming part of the financial statements

Joint Ventures	<ul style="list-style-type: none"> <li>- Commonwealth Centrum Advisors Limited</li> <li>- Accorn Fund Consultants Private Limited (Joint venture of Centrum Wealth Management Limited) (w.e.f December 09, 2015)</li> </ul>
Names of other related parties with whom transactions have taken place during the year	
Enterprise controlled by Key Managerial Personnel	<ul style="list-style-type: none"> <li>- Businessmatch Services (India) Private Limited</li> <li>- Sonchajyo Investments &amp; Finance Private Limited</li> </ul>
Associates / entities where company has significant influence	<ul style="list-style-type: none"> <li>- Centrum Securities Private Limited</li> <li>- Essel Centrum Holdings Limited</li> <li>- Pyxis Finvest Limited (Formerly known as BCB Finance Limited (Associate of CentrumDirect Ltd) w.e.f February 03, 2015 and upto August 04,2015)</li> </ul>
Key Managerial Personnel and their relatives	<ul style="list-style-type: none"> <li>- Mr. Sanjiv Bhasin, Managing Director and CEO (w.e.f July 06,2015 upto October 31,2015)</li> <li>- Mr. Shailendra Apte, Chief Financial Officer(w.e.f August 01,2015)</li> <li>- Mr. Alpesh Shah, Company Secretary</li> <li>- Mr. Chandir Gidwani, Non- Executive Director</li> <li>- Ms. Sonia Gidwani, Sister of Mr. Chandir Gidwani</li> <li>- Mr. Jaspal Singh Bindra, Executive Chairman (w.e.f April 21,2016)</li> <li>- Mr. P. R. Kalyanaraman, Managing Director (till July 06,2015)</li> </ul>

**25 Related Party Transactions (Contd.)**

(ii) Transactions carried out with the related parties in (i) above.

Nature of transaction	Subsidiary Companies		Associates / Entities where company has significant influence		Joint Ventures		Fellow Subsidiary Companies		Enterprise controlled by Key Management Personnel		Key Management Personnel		Relative of Key Management Personnel		Total	
	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16
<b>Inter-Corporate Deposits Given</b>																
Centrum Infrastructure Advisory Limited	2,47,00,000	88,14,263	-	-	-	-	-	-	-	-	-	-	-	-	2,47,00,000	88,14,263
Centrum Defence Systems Limited	94,00,000	65,32,831	-	-	-	-	-	-	-	-	-	-	-	-	94,00,000	65,32,831
Centrum Wealth Management Limited	17,29,00,000	35,91,00,000	-	-	-	-	-	-	-	-	-	-	-	-	17,29,00,000	35,91,00,000
Centrum Broking Limited	62,71,02,882	50,69,21,683	-	-	-	-	-	-	-	-	-	-	-	-	62,71,02,882	50,69,21,683
Centrum Retail Services Limited	8,05,00,000	42,19,01,000	-	-	-	-	-	-	-	-	-	-	-	-	8,05,00,000	42,19,01,000
Centrum Financial Services Limited	-	91,57,85,000	-	-	-	-	-	-	-	-	-	-	-	-	-	91,57,85,000
Buyforex India Limited	2,30,00,000	-	-	-	-	-	-	-	-	-	-	-	-	-	2,30,00,000	-
CentrumDirect Limited	1,44,00,796	-	-	-	-	-	-	-	-	-	-	-	-	-	1,44,00,796	-
<b>Total</b>	<b>95,20,03,678</b>	<b>2,21,90,54,777</b>	-	-	-	-	-	-	-	-	-	-	-	-	<b>95,20,03,678</b>	<b>2,21,90,54,777</b>
<b>Inter-Corporate Deposits received back</b>																
Centrum Infrastructure Advisory Limited	24,50,000	21,00,000	-	-	-	-	-	-	-	-	-	-	-	-	24,50,000	21,00,000
Centrum Wealth Management Limited	14,35,56,584	28,56,20,000	-	-	-	-	-	-	-	-	-	-	-	-	14,35,56,584	28,56,20,000
Centrum Broking Limited	48,06,06,143	43,32,61,515	-	-	-	-	-	-	-	-	-	-	-	-	48,06,06,143	43,32,61,515
Centrum Financial Services Limited	-	98,77,97,814	-	-	-	-	-	-	-	-	-	-	-	-	-	98,77,97,814
Centrum Defence Systems Limited	-	2,70,000	-	-	-	-	-	-	-	-	-	-	-	-	-	2,70,000
Centrum Retail Services Limited	64,93,881	10,51,00,000	-	-	-	-	-	-	-	-	-	-	-	-	64,93,881	10,51,00,000
Buyforex India Limited	2,30,00,000	-	-	-	-	-	-	-	-	-	-	-	-	-	2,30,00,000	-
<b>Total</b>	<b>65,61,06,608</b>	<b>1,81,41,49,329</b>	-	-	-	-	-	-	-	-	-	-	-	-	<b>65,61,06,608</b>	<b>1,81,41,49,329</b>
<b>Inter-Corporate Deposits taken</b>																
CentrumDirect Limited	1,57,27,67,682	3,28,31,50,000	-	-	-	-	-	-	-	-	-	-	-	-	1,57,27,67,682	3,28,31,50,000
Shree Srinivas Realtors Private Limited	11,00,00,000	-	-	-	-	-	-	-	-	-	-	-	-	-	11,00,00,000	-
Centrum Financial Services Limited	1,15,31,00,000	76,28,02,186	-	-	-	-	-	-	-	-	-	-	-	-	1,15,31,00,000	76,28,02,186
<b>Total</b>	<b>2,83,58,67,682</b>	<b>4,04,59,52,186</b>	-	-	-	-	-	-	-	-	-	-	-	-	<b>2,83,58,67,682</b>	<b>4,04,59,52,186</b>
<b>Inter-Corporate Deposits repaid</b>																
CentrumDirect Limited	1,73,79,88,666	3,72,55,00,000	-	-	-	-	-	-	-	-	-	-	-	-	1,73,79,88,666	3,72,55,00,000
Centrum Financial Services Limited	84,05,00,000	38,28,15,480	-	-	-	-	-	-	-	-	-	-	-	-	84,05,00,000	38,28,15,480
<b>Total</b>	<b>2,57,84,88,666</b>	<b>4,10,83,15,480</b>	-	-	-	-	-	-	-	-	-	-	-	-	<b>2,57,84,88,666</b>	<b>4,10,83,15,480</b>

Nature of transaction	Subsidiary Companies		Associates / Entities where company has significant influence		Joint Ventures		Fellow Subsidiary Companies		Enterprise controlled by Key Management Personnel		Key Management Personnel		Relative of Key Management Personnel		Total	
	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16
<b>Advance towards sale of shares</b>																
CentrumDirect Limited	-	90,00,00,000	-	-	-	-	-	-	-	-	-	-	-	-	-	90,00,00,000
<b>Total</b>	-	90,00,00,000	-	-	-	-	-	-	-	-	-	-	-	-	-	90,00,00,000
<b>Commission &amp; Brokerage Paid</b>																
Centrum Broking Limited	14,04,095	-	-	-	-	-	-	-	-	-	-	-	-	-	14,04,095	-
Centrum Wealth Management Limited	1,35,45,221	1,43,29,204	-	-	-	-	-	-	-	-	-	-	-	-	1,35,45,221	1,43,29,204
<b>Total</b>	1,49,49,316	1,43,29,204	-	-	-	-	-	-	-	-	-	-	-	-	1,49,49,316	1,43,29,204
<b>Commission &amp; Brokerage Received</b>																
Centrum Wealth Management Limited	15,87,152	-	-	-	-	-	-	-	-	-	-	-	-	-	15,87,152	-
<b>Total</b>	15,87,152	-	-	-	-	-	-	-	-	-	-	-	-	-	15,87,152	-
<b>Sale of Intangible</b>																
BuyForex Limited	-	1,31,38,574	-	-	-	-	-	-	-	-	-	-	-	-	-	1,31,38,574
<b>Total</b>	-	1,31,38,574	-	-	-	-	-	-	-	-	-	-	-	-	-	1,31,38,574
<b>Sale of Shares</b>																
CentrumDirect Ltd	38,48,68,422	-	-	-	-	-	-	-	-	-	-	-	-	-	38,48,68,422	-
<b>Total</b>	38,48,68,422	-	-	-	-	-	-	-	-	-	-	-	-	-	38,48,68,422	-
<b>Share in Profit from Sale of Share of Step-down Subsidiaries</b>																
Centrum Retail Services Limited	90,12,55,879	-	-	-	-	-	-	-	-	-	-	-	-	-	90,12,55,879	-
<b>Total</b>	90,12,55,879	-	-	-	-	-	-	-	-	-	-	-	-	-	90,12,55,879	-
<b>Travelling Expenses</b>																
Club 7 Holidays Limited	-	9,79,521	-	-	-	-	-	-	-	-	-	-	-	-	-	9,79,521
<b>Total</b>	-	9,79,521	-	-	-	-	-	-	-	-	-	-	-	-	-	9,79,521
<b>Purchase of Foreign currency/ Travel Bills</b>																
CentrumDirect Limited	21,42,226	16,34,854	-	-	-	-	-	-	-	-	-	-	-	-	21,42,226	16,34,854
<b>Total</b>	21,42,226	16,34,854	-	-	-	-	-	-	-	-	-	-	-	-	21,42,226	16,34,854

Nature of transaction	Subsidiary Companies		Associates / Entities where company has significant influence		Joint Ventures		Fellow Subsidiary Companies		Enterprise controlled by Key Management Personnel		Key Management Personnel		Relative of Key Management Personnel		Total	
	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16
<b>Brokerage Expenses</b>																
Centrum Broking Limited	1,75,223	47,745	-	-	-	-	-	-	-	-	-	-	-	-	1,75,223	47,745
<b>Total</b>	<b>1,75,223</b>	<b>47,745</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,75,223</b>	<b>47,745</b>
<b>Investment made during the year</b>																
Centrum Broking Limited	-	2,50,00,000	-	-	-	-	-	-	-	-	-	-	-	-	-	2,50,00,000
<b>Total</b>	<b>-</b>	<b>2,50,00,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,50,00,000</b>
<b>Rent Reimbursement</b>																
Centrum Wealth Management Limited	1,71,75,129	1,12,60,578	-	-	-	-	-	-	-	-	-	-	-	-	1,71,75,129	1,12,60,578
CentrumDirect Limited	56,35,432	14,08,858	-	-	-	-	-	-	-	-	-	-	-	-	56,35,432	14,08,858
Centrum Infrastructure Advisory Limited	64,29,806	43,89,097	-	-	-	-	-	-	-	-	-	-	-	-	64,29,806	43,89,097
Centrum Financial Services Limited	-	4,69,742	-	-	-	-	-	-	-	-	-	-	-	-	-	4,69,742
Accorn Consultants Private Limited	-	-	-	-	27,87,460	-	-	-	-	-	-	-	-	-	27,87,460	-
Centrum Broking Limited	1,54,92,744	1,33,44,438	-	-	-	-	-	-	-	-	-	-	-	-	1,54,92,744	1,33,44,438
<b>Total</b>	<b>4,47,33,111</b>	<b>3,08,72,713</b>	<b>-</b>	<b>-</b>	<b>27,87,460</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>4,75,20,571</b>	<b>3,08,72,713</b>
<b>Rent Expenses</b>																
Businessmatch Services (India) Private Limited	-	-	-	-	-	-	-	-	6,15,592	5,85,711	-	-	-	-	6,15,592	5,85,711
Shree Srinivas Realtors Private Limited	2,42,51,344	-	-	-	-	-	-	-	-	-	-	-	-	-	2,42,51,344	-
CentrumDirect Limited	15,30,676	29,41,912	-	-	-	-	-	-	-	-	-	-	-	-	15,30,676	29,41,912
Centrum Wealth Management Limited	5,87,520	-	-	-	-	-	-	-	-	-	-	-	-	-	5,87,520	-
<b>Total</b>	<b>2,63,69,540</b>	<b>29,41,912</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>6,15,592</b>	<b>5,85,711</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>6,15,592</b>	<b>2,69,85,132</b>	<b>35,27,623</b>
<b>Advisory Services rendered</b>																
Centrum Financial Services Limited	-	9,00,000	-	-	-	-	-	-	-	-	-	-	-	-	-	9,00,000
<b>Total</b>	<b>-</b>	<b>9,00,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>9,00,000</b>
<b>Share of Support Staff and Shared Resources Expenses</b>																
Centrum Retail Services Limited	1,43,31,361	15,65,033	-	-	-	-	-	-	-	-	-	-	-	-	1,43,31,361	15,65,033
CentrumDirect Limited	15,23,699	8,89,930	-	-	-	-	-	-	-	-	-	-	-	-	15,23,699	8,89,930
<b>Total</b>	<b>1,58,55,060</b>	<b>24,54,963</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,58,55,060</b>	<b>24,54,963</b>

Nature of transaction	Subsidiary Companies		Associates / Entities where company has significant influence		Joint Ventures		Fellow Subsidiary Companies		Enterprise controlled by Key Management Personnel		Key Management Personnel		Relative of Key Management Personnel		Total	
	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16
<b>Interest Income</b>																
Centrum Financial Services Limited	7,46,959	74,19,362	-	-	-	-	-	-	-	-	-	-	-	-	7,46,959	74,19,362
Centrum Defence Systems Limited	19,18,185	5,98,817	-	-	-	-	-	-	-	-	-	-	-	-	19,18,185	5,98,817
Centrum Infrastructure Advisory Limited	24,16,594	2,82,567	-	-	-	-	-	-	-	-	-	-	-	-	24,16,594	2,82,567
Buyforex india Limited	23,22,296	-	-	-	-	-	-	-	-	-	-	-	-	-	23,22,296	-
Centrum Wealth Management Limited	4,43,87,614	2,18,10,153	-	-	-	-	-	-	-	-	-	-	-	-	4,43,87,614	2,18,10,153
Centrum Broking Limited	1,99,65,425	95,46,833	-	-	-	-	-	-	-	-	-	-	-	-	1,99,65,425	95,46,833
Centrum Retail Services Limited	4,70,39,586	1,50,06,799	-	-	-	-	-	-	-	-	-	-	-	-	4,70,39,586	1,50,06,799
<b>Total</b>	<b>11,87,96,659</b>	<b>5,46,64,531</b>	-	-	-	-	-	-	-	-	-	-	-	-	<b>11,87,96,659</b>	<b>5,46,64,531</b>
<b>Interest Expenses</b>																
CentrumDirect Limited	12,98,54,876	7,61,14,678	-	-	-	-	-	-	-	-	-	-	-	-	12,98,54,876	7,61,14,678
Shree Srinivas Realtors Private Limited	24,95,342	-	-	-	-	-	-	-	-	-	-	-	-	-	24,95,342	-
Centrum Financial Services Limited	7,84,00,353	49,95,671	-	-	-	-	-	-	-	-	-	-	-	-	7,84,00,353	49,95,671
<b>Total</b>	<b>21,07,50,572</b>	<b>8,11,10,349</b>	-	-	-	-	-	-	-	-	-	-	-	-	<b>21,07,50,572</b>	<b>8,11,10,349</b>
<b>Directors sitting Fees</b>																
Mr. Chandir Gidwani	-	-	-	-	-	-	-	-	-	-	-	-	-	-	2,20,000	3,50,000
<b>Total</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	<b>2,20,000</b>	<b>3,50,000</b>
<b>Professional Fees Expenses</b>																
Sonchajyo Investment and Finance Private Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	12,00,000
Centrum Defence Systems Limited	6,84,312	3,00,000	-	-	-	-	-	-	-	-	-	-	-	-	6,84,312	3,00,000
<b>Total</b>	<b>6,84,312</b>	<b>3,00,000</b>	-	-	-	-	-	-	-	-	-	-	-	-	<b>12,00,000</b>	<b>9,00,000</b>
<b>Managerial Remuneration*</b>																
Mr. Sanjiv Bhasin	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	83,17,206
Mr. Jaspal Bindra	-	-	-	-	-	-	-	-	-	-	-	-	-	-	3,71,31,115	-
<b>Total</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	<b>3,71,31,115</b>	<b>83,17,206</b>

Nature of transaction	Subsidiary Companies		Associates / Entities where company has significant influence		Joint Ventures		Fellow Subsidiary Companies		Enterprise controlled by Key Management Personnel		Key Management Personnel		Relative of Key Management Personnel		Total	
	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16
<b>Other Remuneration</b>																
Mr. Alpesh Shah	-	-	-	-	-	-	-	-	-	-	22,64,008	14,16,704	-	-	22,64,008	14,16,704
Mr. Shalindra Apte	-	-	-	-	-	-	-	-	-	-	46,30,416	34,71,812	-	-	46,30,416	34,71,812
Ms. Sonia Gidwani	-	-	-	-	-	-	-	-	-	-	-	-	69,99,469	51,76,640	69,99,469	51,76,640
<b>Total</b>	-	-	-	-	-	-	-	-	-	-	<b>68,94,424</b>	<b>48,88,516</b>	<b>69,99,469</b>	<b>51,76,640</b>	<b>1,38,93,893</b>	<b>1,00,65,156</b>
<b>Amount Receivable as at the March 31, 2017</b>																
<b>Rent Receivable</b>																
CentrumDirect Limited	-	14,72,256	-	-	-	-	-	-	-	-	-	-	-	-	-	14,72,256
Centrum Infrastructure Advisory Limited	1,13,37,903	45,86,607	-	-	-	-	-	-	-	-	-	-	-	-	1,13,37,903	45,86,607
Centrum Wealth Management Limited	1,59,33,885	4,09,98,203	-	-	-	-	-	-	-	-	-	-	-	-	1,59,33,885	4,09,98,203
Centrum Financial Services Limited	7,23,990	7,23,990	-	-	-	-	-	-	-	-	-	-	-	-	7,23,990	7,23,990
Centrum Broking Limited	2,42,67,382	1,88,46,310	-	-	-	-	-	-	-	-	-	-	-	-	2,42,67,382	1,88,46,310
<b>Total</b>	<b>5,22,63,160</b>	<b>6,66,27,366</b>	-	-	-	-	-	-	-	-	-	-	-	-	<b>5,22,63,160</b>	<b>6,66,27,366</b>
<b>Others Receivable</b>																
BuyForex India Limited	-	1,50,43,667	-	-	-	-	-	-	-	-	-	-	-	-	-	1,50,43,667
<b>Total</b>	-	<b>1,50,43,667</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	<b>1,50,43,667</b>
<b>Expenses Receivable</b>																
Centrum Wealth Management Limited	24,99,431	8,75,790	-	-	-	-	-	-	-	-	-	-	-	-	24,99,431	8,75,790
Centrum Financial Services Limited	9,40,500	9,40,500	-	-	-	-	-	-	-	-	-	-	-	-	9,40,500	9,40,500
Centrum Retail Services Limited	2,97,88,807	-	-	-	-	-	-	-	-	-	-	-	-	-	2,97,88,807	-
<b>Total</b>	<b>3,32,28,738</b>	<b>18,16,290</b>	-	-	-	-	-	-	-	-	-	-	-	-	<b>3,32,28,738</b>	<b>18,16,290</b>
<b>Interest Receivable</b>																
Centrum Financial Services Limited	-	85,50,033	-	-	-	-	-	-	-	-	-	-	-	-	-	85,50,033
Centrum Retail Services Limited	4,23,35,430	1,34,89,647	-	-	-	-	-	-	-	-	-	-	-	-	4,23,35,430	1,34,89,647
Centrum Infrastructure Advisory Limited	24,29,245	2,54,310	-	-	-	-	-	-	-	-	-	-	-	-	24,29,245	2,54,310
Centrum Defence Systems Limited	23,32,220	6,05,853	-	-	-	-	-	-	-	-	-	-	-	-	23,32,220	6,05,853
Centrum Wealth Management Limited	3,99,48,852	2,59,43,416	-	-	-	-	-	-	-	-	-	-	-	-	3,99,48,852	2,59,43,416
Centrum Broking Limited	1,79,68,883	1,35,96,739	-	-	-	-	-	-	-	-	-	-	-	-	1,79,68,883	1,35,96,739
<b>Total</b>	<b>10,50,14,630</b>	<b>6,24,40,000</b>	-	-	-	-	-	-	-	-	-	-	-	-	<b>10,50,14,630</b>	<b>6,24,40,000</b>

Nature of transaction	Subsidiary Companies		Associates / Entities where company has significant influence		Joint Ventures		Fellow Subsidiary Companies		Enterprise controlled by Key Management Personnel		Key Management Personnel		Relative of Key Management Personnel		Total	
	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16
<b>Sundry Debtors</b>																
Centrum Broking Limited	-	5,58,378	-	-	-	-	-	-	-	-	-	-	-	-	-	5,58,378
	-	5,58,378	-	-	-	-	-	-	-	-	-	-	-	-	-	5,58,378
<b>Security Deposits</b>																
Businessmatch Services (India) Private Limited	-	-	-	-	-	-	-	-	30,00,000	30,00,000	-	-	-	-	30,00,000	30,00,000
Mr. Chandir Gidwani	-	-	-	-	-	-	-	-	-	30,00,000	30,00,000	-	-	-	30,00,000	30,00,000
<b>Total</b>	-	-	-	-	-	-	-	-	30,00,000	30,00,000	30,00,000	-	-	-	60,00,000	60,00,000
<b>Loan/Advances receivable</b>																
Centrum Wealth Management Limited	32,41,66,995	29,48,23,579	-	-	-	-	-	-	-	-	-	-	-	-	32,41,66,995	29,48,23,579
Centrum Broking Limited	22,01,56,907	7,36,60,168	-	-	-	-	-	-	-	-	-	-	-	22,01,56,907	7,36,60,168	
Centrum Infrastructure Advisory Limited	2,89,64,263	6,74,263	-	-	-	-	-	-	-	-	-	-	-	2,89,64,263	6,74,263	
CentrumDirect Limited	1,44,00,796	-	-	-	-	-	-	-	-	-	-	-	-	1,44,00,796	-	
Centrum Defence Systems Limited	1,83,12,831	89,12,831	-	-	-	-	-	-	-	-	-	-	-	1,83,12,831	89,12,831	
Centrum Retail Services Limited	39,08,07,119	31,68,01,000	-	-	-	-	-	-	-	-	-	-	-	39,08,07,119	31,68,01,000	
Centrum ESPS Trust	-	-	-	30,62,25,000	-	-	-	-	-	-	-	-	-	-	-	30,62,25,000
Centrum Capital Holdings - LLC	63,91,455	65,27,267	-	-	-	-	-	-	-	-	-	-	-	63,91,455	65,27,267	
<b>Total</b>	1,00,32,00,366	70,74,39,108	-	30,62,25,000	-	-	-	-	-	-	-	-	-	1,00,32,00,366	1,01,36,64,108	
<b>Amount payable as at the March 31, 2017</b>																
<b>Rent Payable</b>																
Shree Srinivas Realtors Private Limited	10,10,621	-	-	-	-	-	-	-	-	-	-	-	-	10,10,621	-	-
Businessmatch Services (India) Private Limited	-	-	-	-	-	-	-	-	5,92,515	5,92,515	-	-	-	-	-	5,92,515
<b>Total</b>	10,10,621	-	-	-	-	-	-	-	5,92,515	5,92,515	-	-	-	10,10,621	-	5,92,515
<b>Interest Payable</b>																
CentrumDirect Limited	-	8,72,88,020	-	-	-	-	-	-	-	-	-	-	-	-	-	8,72,88,020
Shree Srinivas Realtors Private Limited	22,45,808	-	-	-	-	-	-	-	-	-	-	-	-	22,45,808	-	-
Centrum Financial Services Limited	-	44,96,104	-	-	-	-	-	-	-	-	-	-	-	-	-	44,96,104
<b>Total</b>	22,45,808	9,17,84,124	-	-	-	-	-	-	-	-	-	-	-	22,45,808	9,17,84,124	

Nature of transaction	Subsidiary Companies		Associates / Entities where company has significant influence		Joint Ventures		Fellow Subsidiary Companies		Enterprise controlled by Key Management Personnel		Key Management Personnel		Relative of Key Management Personnel		Total	
	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16
<b>Expenses Payable</b>																
Centrum Retail Services Limited	2,97,88,807	16,35,460	-	-	-	-	-	-	-	-	-	-	-	-	2,97,88,807	16,35,460
Centrum Defence Systems Limited	7,18,528	-	-	-	-	-	-	-	-	-	-	-	-	-	7,18,528	-
CentrumDirect Limited	-	1,73,11,908	-	-	-	-	-	-	-	-	-	-	-	-	-	1,73,11,908
Centrum Wealth Management Limited	29,20,496	1,52,28,310	-	-	-	-	-	-	-	-	-	-	-	-	29,20,496	1,52,28,310
<b>Total</b>	<b>3,34,27,831</b>	<b>3,41,75,678</b>	-	-	-	-	-	-	-	-	-	-	-	-	<b>3,34,27,831</b>	<b>3,41,75,678</b>
<b>Loan/Advances payable</b>																
CentrumDirect Limited	-	16,52,20,984	-	-	-	-	-	-	-	-	-	-	-	-	-	16,52,20,984
Shree Srinivas Realtors Private Limited	11,00,00,000	-	-	-	-	-	-	-	-	-	-	-	-	-	11,00,00,000	-
Centrum Financial Services Limited	75,34,35,948	37,50,06,982	-	-	-	-	-	-	-	-	-	-	-	-	75,34,35,948	37,50,06,982
<b>Total</b>	<b>86,34,35,948</b>	<b>54,02,27,966</b>	-	-	-	-	-	-	-	-	-	-	-	-	<b>86,34,35,948</b>	<b>54,02,27,966</b>
<b>Advance towards sale of shares</b>																
CentrumDirect Limited	51,51,31,578	90,00,00,000	-	-	-	-	-	-	-	-	-	-	-	-	51,51,31,578	90,00,00,000
<b>Total</b>	<b>51,51,31,578</b>	<b>90,00,00,000</b>	-	-	-	-	-	-	-	-	-	-	-	-	<b>51,51,31,578</b>	<b>90,00,00,000</b>
<b>Corporate Guarantees given/ (takenback) during the year</b>																
Centrum Financial Services Limited	(6,00,00,000)	40,00,00,000	-	-	-	-	-	-	-	-	-	-	-	-	(6,00,00,000)	40,00,00,000
Centrum Broking Limited	-	40,00,00,000	-	-	-	-	-	-	-	-	-	-	-	-	-	40,00,00,000
Shree Srinivas Realtors Private Limited	20,00,00,000	-	-	-	-	-	-	-	-	-	-	-	-	-	20,00,00,000	-
CentrumDirect Limited	(5,00,00,000)	25,00,00,000	-	-	-	-	-	-	-	-	-	-	-	-	(5,00,00,000)	25,00,00,000
<b>Total</b>	<b>9,00,00,000</b>	<b>1,05,00,00,000</b>	-	-	-	-	-	-	-	-	-	-	-	-	<b>9,00,00,000</b>	<b>1,05,00,00,000</b>
<b>Guarantees outstanding as on March 31, 2017</b>																
<b>Corporate Guarantee given</b>																
Centrum Broking Limited	70,75,00,000	70,75,00,000	-	-	-	-	-	-	-	-	-	-	-	-	70,75,00,000	70,75,00,000
CentrumDirect Limited	1,19,10,00,000	1,24,10,00,000	-	-	-	-	-	-	-	-	-	-	-	-	1,19,10,00,000	1,24,10,00,000
Centrum Financial Services Limited	44,00,00,000	50,00,00,000	-	-	-	-	-	-	-	-	-	-	-	-	44,00,00,000	50,00,00,000
Shree Srinivas Realtors Private Limited	20,00,00,000	-	-	-	-	-	-	-	-	-	-	-	-	-	20,00,00,000	-
<b>Total</b>	<b>2,53,85,00,000</b>	<b>2,44,85,00,000</b>	-	-	-	-	-	-	-	-	-	-	-	-	<b>2,53,85,00,000</b>	<b>2,44,85,00,000</b>

Nature of transaction	Subsidiary Companies		Associates / Entities where company has significant influence		Joint Ventures		Fellow Subsidiary Companies		Enterprise controlled by Key Management Personnel		Key Management Personnel		Relative of Key Management Personnel		Total		
	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	
<b>Investments in Preference Shares as on March 31, 2017</b>																	
Centrum Broking Limited	2,50,00,000	2,50,00,000	-	-	-	-	-	-	-	-	-	-	-	-	-	-	2,50,00,000
<b>Total</b>	<b>2,50,00,000</b>	<b>2,50,00,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,50,00,000</b>

Note: \* Expenses towards gratuity and leave encashment provisions are determined actuarially on an overall Company basis at end of each year and accordingly have not been considered in the above information

# Notes forming part of the financial statements

## 26. Operating lease

- i) The Company has entered into cancellable leasing arrangements for corporate and branch offices and residential premises. The lease rentals of ₹ 2,98,28,441/-\* (previous year ₹ 4,91,45,334/-) have been included under the head Rent under Note 24 of Statement of Profit and Loss.
- ii) The Company has also entered into non-cancellable leasing arrangement for corporate office and other offices.

Particulars	March 31, 2017	March 31, 2016
Lease rental paid during the year ended March 31, 2017	4,09,85,385	NIL

\*Net of Rent amounting to ₹ 5,67,81,571/- (P.Y ₹ 3,80,44,474/-) which company has inturn recovered from its group companies.

### General description of Company's significant leasing arrangement:

Corporate Office premises in Mumbai are obtained on operating lease. The lease rent payable is ₹77,60,400/- (P.Y. ₹ 74,87,375/- period July 1, 2015 to March 31, 2016) per month for the period April 1, 2016 to March 31, 2017

## 27. Interest in joint venture

The Company have 50% interest in Commonwealth Centrum Advisors Limited Accordingly, the following disclosures include Balance Sheet as well as Statement of Profit and Loss numbers of Commonwealth Centrum Advisors Limited.

Particulars	March 31, 2017	March 31, 2016
Assets	5,11,08,831	4,65,71,290
Liabilities	(6,06,362)	(14,01,376)
Revenue	1,84,79,462	88,79,435
Other expenses	(1,19,03,676)	(1,20,21,000)
Profit/(Loss) before tax	65,75,786	(31,41,565)
Tax expenses	(2,76,678)	(2,11,567)
Other comprehensive income (net of tax)	(9,66,554)	18,89,789
Profit after tax	53,32,555	(14,63,343)

(₹)

# Notes forming part of the financial statements

## 28. Contingent Liabilities and commitments

(₹)

Particulars	As at March 31, 2017	As at March 31, 2016
Corporate Guarantees given by the company :		
- Subsidiary	70,75,00,000	70,75,00,000
- Step down Subsidiary	1,83,10,00,000	1,74,10,00,000
Partly paid equity shares of Essel-Centrum Holdings Limited	40,00,000	40,00,000
Income Tax Demands disputed in Appeal	3,65,51,506	3,65,51,506

## 29. Gratuity and Post employment benefit plans

### Short Term Employee Benefits

Liability in respect of short term compensated absences is accounted for at undiscounted amount likely to be paid as per entitlement.

### Defined Contribution Plan

Retirement benefits in the nature of Provident Fund, Superannuation Scheme and others which are defined contribution schemes, are charged to the Statement of Profit and Loss of the year when contributions accrue.

### Defined Benefit Plan

The liability for Gratuity, a defined benefit obligation, is accrued and provided for on the basis of actuarial valuation using the Projected Unit Credit method as at the Balance Sheet date

### Other Long Term Benefits

Long term compensated absences are provided on the basis of an actuarial valuation using the Projected Unit Credit method as at the Balance Sheet date. Actuarial gains and losses comprising of experience adjustments and the effects of changes in actuarial assumptions are recognised in the Statement of Profit and Loss for the year as income or expense.

Disclosure Under AS – 15 (Revised 2005)

Company has adopted the Accounting Standard (AS – 15) (Revised 2005) “Employee Benefits” effective April 01, 2007.

### **I. Defined Contribution Plans**

The Company has classified the various benefits provided to employees as under:

- a. Provident Fund
- b. Employers' Contribution to Employees' State Insurance

# Notes forming part of the financial statements

The provident fund and the state defined contribution plan are operated by the Regional Provident Fund Commissioner and the Superannuation Fund is administered by the Trustee of the Life Insurance Corporation. Under the schemes, the Company is required to contribute a specified percentage of payroll cost to the retirement benefit schemes to fund the benefits. These funds are recognized by the Income Tax authorities.

The Company has recognised the following amounts in the statement of Profit and Loss.

(₹)

Particulars	Year ended March 31, 2017	Period ended March 31, 2016
Employer's contribution to Provident Fund	53,22,010	45,69,972
Employer's contribution to Employees' State Insurance	15,788	8,188

## II. Defined Benefit Plans

### (a) Contribution to Gratuity Fund (Funded Scheme):

In accordance with the Accounting Standard (AS - 15) (Revised 2005), actuarial valuation was performed by independent actuaries in respect of the aforesaid defined benefit plan based on the following assumptions:

Particulars	As at March 31, 2017	As at March 31, 2016
Discount rate (per annum)	7.27%	7.99%
Rate of increase in compensation levels (p.a)	5.00%	5.00%
Expected rate of return	7.27%	7.99%
Attrition Rate	5.00%	5.00%

### (b) Changes in the present value of defined benefit obligation are as follows:

(₹)

Particulars	As at March 31, 2017	As at March 31, 2016
Opening defined benefit obligation	1,10,07,391	1,07,74,088
Interest cost	8,79,491	6,73,919
Current service cost	9,72,674	7,39,188
Past service cost (non vested benefit)	-	-
Past service cost (vested benefit)	-	-
Settlement	-	-
Liability transfer in	-	-
Liability transfer out	-	-
Benefit paid	(20,18,845)	(8,87,690)
Actuarial (gain)/loss on obligation- Due to Change in Financial Assumption	6,53,061	(2,92,114)
Actuarial (gain)/loss on obligation- Due to Change in Experience	(7,46,639)	-
Closing defined benefit obligation	1,07,47,133	1,10,07,391

# Notes forming part of the financial statements

**(c) Changes in the fair value of plan assets are as follows:**

(₹)

Particulars	As at March 31, 2017	As at March 31, 2016
Opening fair value of plan assets	77,20,709	63,63,251
Expected Return on Plan Assets	6,16,885	3,98,021
Contributions by employer	-	17,59,836
Benefit paid	(20,18,845)	(8,87,690)
Actuarial gain/(loss) on Plan Assets	(1,12,107)	87,291
Closing fair value of plan assets	62,06,642	77,20,709

**(d) Disclosure as per Para 120 (n) of AS-15**

(₹)

Particulars	Funded Scheme Gratuity				
	For the year ended March 31, 2017	For the period ended March 31, 2016	For the year ended June 30, 2015	For the year ended June 30, 2014	For the year ended June 30, 2013
Defined benefit obligation	(1,07,47,133)	(1,10,07,391)	(1,07,74,088)	(1,04,44,286)	(1,10,56,509)
Plan assets	62,06,642	77,20,709	63,63,251	57,68,714	68,26,157
Surplus / (deficit)	(45,40,491)	(32,86,682)	(44,10,837)	(46,75,572)	(42,30,352)
Experience adjustments on plan liabilities	(7,46,639)	(5,50,759)	2,95,634	(5,11,414)	12,51,610
Experience adjustments on plan assets	(1,12,107)	87,291	(11,784)	(58,168)	(4,648)

**(e) Reconciliation of Present Value of Defined Benefit Obligation and the Fair Value of Assets.**

(₹)

Particulars	As at March 31, 2017	As at March 31, 2016
Present Value of Funded Obligation as at end of the year	(1,07,47,133)	(1,10,07,391)
Fair Value of Plan Assets as at end of the year	62,06,642	77,20,709
Funded (Liability) as at the Balance Sheet date	(45,40,491)	(32,86,682)

**(f) Amount recognised in the Balance Sheet**

(₹)

Particulars	As at March 31, 2017	As at March 31, 2016
Liability at the end of the year	(1,07,47,133)	(1,10,07,391)
Fair Value of Plan Assets at the end of the year	62,06,642	77,20,709
Net liability recognized in the Balance Sheet	(45,40,491)	(32,86,682)

# Notes forming part of the financial statements

## (g) Expenses recognised in Statement of Profit and Loss

(₹)		
Particulars	As at March 31, 2017	As at March 31, 2016
Current service cost	9,72,674	7,39,188
Interest cost on benefit obligation	2,62,606	2,75,898
Expected return on plan assets	6,16,885	3,98,021
Past Service Cost( non vested Benefit) Recognised	-	-
Past Service Cost (vested Benefit) Recognised	-	-
Recognition of transition liability	-	-
Net actuarial (gain) / loss recognised in the year	18,529	(3,79,405)
Net benefit expense	12,53,808	6,35,681

## (h) Actual Return on Plan Assets

(₹)		
Particulars	As at March 31, 2017	As at March 31, 2016
Expected Return on Plan Assets	6,16,885	3,98,021
Actuarial gains / (losses) on Plan Assets	(1,12,107)	87,291
Actual Return on Plan Assets	5,04,778	4,85,312

## 30. Derivative Instruments and Un-hedged Foreign Currency Exposure

- There were no contracts outstanding as at balance sheet date.
- Particulars of Unhedged Foreign Currency Exposure are detailed below at the exchange rate prevailing as at balance sheet date

(₹)		
Particulars	As at March 31, 2017	As at March 31, 2016
Bank balance of Dubai Branch	1,15,564 (AED 6,559.67 @ Closing rate of 1AED = ₹ 17.62)	63,71,000 (AED 354,117.53 @ Closing rate of 1AED = ₹ 17.99)
Cash balance of Dubai Branch	1,57,627 (AED 8,947.25 @ Closing rate of 1AED = ₹ 17.62)	2,02,065 (AED 11,231.35 @ Closing rate of 1AED = ₹ 17.99)
Loan & advances to related parties	63,91,456 (USD 98,750 @ Closing rate of 1USD = ₹ 64.75)	65,27,267 (USD 98,750 @ Closing rate of 1USD = ₹ 66.09)
Trade Receivable	3,00,71,533 (USD 461,852 @ Closing rate of 1USD = ₹ 64.75)	3,60,32,730 (USD 544,740 @ Closing rate of 1USD = ₹ 66.09)

## 31. Auditors' remuneration

(₹)		
Particulars	As at March 31, 2017	As at March 31, 2016
For Statutory Audit	1,300,000	1,000,000
For Limited Review	550,000	300,000
For Certification and Other Matters	3,58,924	2,20,485
<b>Total</b>	<b>2,208,924</b>	<b>1,520,485</b>

# Notes forming part of the financial statements

## 32. Deferred Tax Asset / Liability

In accordance with the Accounting Standard 22 on Accounting for Taxes on Income, the Company has made adjustments in its accounts for deferred tax liabilities / assets.

The tax effects of significant temporary differences that resulted in deferred tax assets and liabilities are:

( ₹ )

Particulars	As at March 31, 2017	As at March 31, 2016
<b>Deferred tax liabilities:</b>		
Difference between book and tax depreciation On a/c of leasehold expenses claimed in IT	-	24,56,160
<b>Total (A)</b>	-	24,56,160
<b>Deferred tax (assets):</b>		
Difference between book and tax depreciation On A/c of Provision for Retirement Benefits	(2,47,54,755)	(2,27,80,604)
On A/c of Provision for Bonus	(26,03,766)	(28,53,018)
On A/c of Provision for Bad debts and advances	(3,51,732)	-
	-	(4,02,19,429)
<b>Total (B)</b>	(2,77,10,253)	(6,58,53,051)
<b>Net deferred tax liability / (assets) (A - B)</b>	(2,77,10,253)	(6,33,96,891)

## 33. (a). Earnings in foreign currency (Accrual basis)

( ₹ )

Particulars	As at March 31, 2017	As at March 31, 2016
Commission / Syndication fees	78,43,218	10,445,804
Branch Income	10,92,783	565,489
<b>Total</b>	89,36,001	1,10,11,293

## (b). Expenditure in foreign currency (Accrual basis)

( ₹ )

Particulars	As at March 31, 2017	As at March 31, 2016
Travelling	23,50,589	16,34,854
Branch Expenses	2,56,18,009	2,02,48,732
<b>Total</b>	2,79,68,598	2,18,83,586

# Notes forming part of the financial statements

## 34. Earnings Per Share

(₹)

Particulars	As at March 31, 2017	As at March 31, 2016
Profit after taxes (net of prior period items) after Exceptional Items attributable to equity Shareholders (In ₹)	37,52,12,115	6,10,42,533
Weighted average number of equity shares issued and outstanding (In Nos.)	41,60,32,740	41,60,32,740
Basic and Diluted Earnings Per Share before Extraordinary Items (In ₹)	0.90	0.15
Basic and Diluted Earnings Per Share after Extraordinary Items (In ₹)	0.90	0.15
Nominal Value of Equity Shares (In ₹)	1/-	1/-

- 35.** The Company has a process of identification of 'suppliers' registered under the Micro, Small and Medium Enterprises Development ('MSMED') Act, 2006, by obtaining confirmations from all suppliers. The Company has not received intimation from all the 'suppliers' regarding their status under MSMED Act, 2006 and hence disclosures if any, relating to amounts unpaid as at the year end together with interest paid/payable as required have not been furnished.
- 36.** In accordance with Accounting Standard-17 'Segment Reporting', segment information has been given in the consolidated financial statements of Centrum Capital Limited, and therefore, no separate disclosure on segment information is given in these financial statements
- 37.** Based on the financial estimates and business rationale provided by the management for its exposure in Centrum Infrastructure Advisory Limited (CIAL), Centrum Defence Systems Limited (CDSL) and Centrum Capital Holdings LLC (CCH LLC) confirming fair valuation higher than the cost of Investments of ₹ 5,00,000 (P.Y. ₹ 5,00,000) in CIAL, ₹ 5,00,000 (P.Y. ₹ 5,00,000) in CDSL and ₹ 1,94,28,125 (P.Y. ₹ 1,94,28,125) in CCH LLC the management believes that no impairment provision is required in respect of said Investments along with loans advanced amounting to ₹ 2,89,64,263 (P.Y. ₹ 67,14,263) to CIAL ₹ 1,83,12,831 (P.Y. ₹ 89,12,831) to CDSL and ₹ 63,91,455 (P.Y. ₹ 65,27,267) to CCH LLC.
- 38. Other Income**
- (a) During the previous year, the Company had entered into an arrangement for sale of 76% stake in its wholly owned subsidiary Buyforex India Limited (BIL) to its step-down subsidiary CentrumDirect Limited (CDL) in a staggered manner over a period of 5 years and received ₹ 90,00,00,000 as advance purchase consideration from CDL for the same which was reflected under the head "Other non-current liabilities". During the current year company divested 32.50% of its stake in its subsidiary BIL, pursuant to receipt of a notice from CentrumDirect Limited exercising its option to buy equity share to the tune of 32.50% of BIL, in accordance with clause 4.1 of the share purchase agreement. To date, the company earned a profit of ₹ 38,47,05,922 from this sale.

# Notes forming part of the financial statements

(b) During the year the Company's subsidiary, Centrum Retail Services Limited (CRSL) has sold a minority stake in its wholly owned subsidiary viz. CentrumDirect Limited (CDL) to NYLIM Jacob Ballas India Holdings IV and Jacob Ballas Capital India Private Limited. The Company has received ₹ 90,12,55,879 towards its share of gain/profit on sale of said shares held by CRSL as per terms of agreement dated October 29th, 2014.

**39.** During the year, the Company has issued and allotted ₹ 9,30,00,000 worth of secured, unlisted, unrated, redeemable, non-convertible, Principal Protected Market Linked Debentures by way of private placement. During the year, the Company had redeemed its existing secured, unlisted, unrated, redeemable NCDs of amount aggregating ₹ 50,74,97,876 during the financial period ended.

## **40. Managerial Remuneration**

The company has paid a managerial remuneration in excess of the limits as laid down in the Section 197 read with Schedule V to the Act of ₹ 2,46,01,055 during the financial year 2016-17 to its Executive Chairman. Since the payment of the remuneration is in excess of the limits, the Company made an application to the Central Government. The Central Government has partially allowed the excess remuneration and the Company has made a representation for the balance. The outcome of the same is awaited, pending which the balance amount is held in trust by the executive chairman and hence no adjustment has been made in the accounts.

**41.** During the previous year, the company had made provision for interest payable of ₹ 6,65,93,096 on certain loans availed in earlier years. These provisions were determined to be in excess and hence the Company has reversed these excess provisions in the previous year. This amount is shown as exceptional item.

## **42. Disclosure relating to CSR expenditure**

Gross amount required to be spent by company towards Corporate Social responsibility during the year is ₹ 17,26,940.

Amount spent during the year on :

<b>S. No.</b>	<b>Particulars</b>	<b>Amount paid</b>	<b>Amount yet to be paid</b>	<b>Total</b>
(i)	Construction /acquisition of any asset	<b>Nil</b> Nil	<b>Nil</b> Nil	<b>Nil</b> Nil
(ii)	On purpose other than (i) above	<b>9,00,000</b> Nil	<b>Nil</b> Nil	<b>9,00,000</b> Nil
Note:- Current year figures are in bold				

# Notes forming part of the financial statements

## 43. Disclosure pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and Section 186 of the Companies Act 2013

(₹)

Particulars	As at March 31, 2017	As at March 31, 2016
Loans Given	1,00,32,00,366	70,09,11,841
Guarantees Given	2,53,85,00,000	2,44,85,00,000
Investments Made	2,62,47,65,995	2,63,14,46,376

### Loans, Guarantees given or Investments made during the Financial Year 2015-16

(₹)

Name of the entity	Relation	(₹)(Net)	Particulars for which the loans, guarantees given or investments are proposed to be utilized
<b>Loans and Advances in the Nature of Loans to Subsidiaries</b>			
Centrum Wealth Management Limited	Step Down Subsidiary	2,93,43,416	General Corporate purpose
Centrum Defence Systems Limited	Subsidiary	94,00,000	General Corporate purpose
Centrum Infrastructure Advisory Limited	Subsidiary	2,22,50,000	General Corporate purpose
Centrum Broking Limited	Subsidiary	14,64,96,739	General Corporate purpose
Centrum Retail Services Limited	Subsidiary	7,40,06,119	General Corporate purpose
Buyforex India Limited	Subsidiary	2,30,00,000	General Corporate purpose
CentrumDirect Limited	Step Down Subsidiary	1,44,00,796	General Corporate purpose
<b>Guarantee given</b>			
Shree Srinivas Realtors Private Limited	Step Down Subsidiary	20,00,00,000	General Corporate purpose

## 44. Details of Specified bank notes (SBNs held and transacted during the period from 8th November 2016 to 30th December 2016 as provided in table in below

Particulars	SBNs*	Other Denomination Notes	Total
Closing cash in hand as on 08.11.2016	14,27,500	262,027	16,89,527
(+) Permitted receipts	-	-	-
(-) Permitted payments	-	-	-
(-) Amount deposited in Banks	14,27,500	-	-
Closing cash in hand as on 30.12.2016	-	-	-

\* For the purpose of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated November 8, 2016.

The disclosures with respects to 'Permitted Receipts', 'Permitted Payments', 'Amount deposited in Banks' and 'Closing cash in hand as on 30.12.2016' is understood to be applicable in case of SBNs only.

# Notes forming part of the financial statements

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## 45. Prior Year Comparatives

During the previous period, the Company has changed its financial year from June 30 to March 31 to comply with the provision of Section 2(41) of the Companies act, 2013. Accordingly, the figures for the previous period are for the nine month's period from July 1, 2015 to March 31, 2016 and are therefore not comparable with those of the current year.

The figures for the previous year have been regrouped/ rearranged wherever necessary to conform to current year's classification.

**As per our report of even date**

**For Haribhakti & Co. LLP**  
**Chartered Accountants**  
**ICAI Firm registration No.103523W/W100048**

**For and on behalf of Board of Directors**  
**Centrum Capital Limited**

**Sumant Sakhardande**  
**Partner**  
**Membership No. 034828**

**Jaspal Singh Bindra**  
**Executive Chairman**  
**DIN : 07496596**

**Chandir Gidwani**  
**Non-Executive Director**  
**DIN : 00011916**

**Place : Mumbai**  
**Date : May 29, 2017**

**Shailendra Apte**  
**Chief Financial Officer**

**Alpesh Shah**  
**Company Secretary**

# Auditors' Report on Consolidated Financial Statements

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## To the Members of Centrum Capital Limited Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Centrum Capital Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and jointly controlled entities comprising of the Consolidated Balance Sheet as at March 31, 2017, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

### Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these Consolidated Financial Statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its jointly controlled entities in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group and jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

### Auditors' Responsibility

Our responsibility is to express an opinion on these Consolidated Financial Statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Consolidated Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Consolidated Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the

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Consolidated Financial Statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the Consolidated Financial Statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their report referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the Group and jointly controlled entities, the aforesaid Consolidated Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and jointly controlled entities as at March 31, 2017, their consolidated profit and their consolidated cash flows for the year ended on that date.

### **Emphasis of Matter**

We draw attention to Note No. 52 which describes that the company has paid a managerial remuneration in excess of the limits as laid down in the Section 197 read with Schedule V to the Act during the financial year 2016-17 to its Executive Chairman. Since the payment of the remuneration is in excess of the limits, the Company made an application to the Central Government. The Central Government has partially allowed the excess remuneration and the Company has made a representation for the balance.

Our opinion is not modified in respect of this matter.

### **Other Matter**

We did not audit the financial statements/financial information of 6 subsidiaries, 10 step down subsidiaries and a jointly controlled entity, whose financial statements/financial information reflects total assets of ₹ 10,11,38,82,593 and net assets of ₹ 4,45,95,21,698 as at March 31, 2017, total revenues of ₹ 1,80,07,88,686 and net cash inflows amounting to ₹ 41,60,49,144 for the year ended on that date, as considered in the Consolidated Financial Statements. These financial statements/financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and a jointly controlled entity, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and jointly controlled entity, is based solely on the reports of the other auditors.

Two of these subsidiaries and a jointly controlled entity are located outside India whose financial statements/financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in

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their respective countries. The Company's management has converted the financial statements of such subsidiaries and a jointly controlled entity located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiaries and a jointly controlled entity located outside India is based on the report of other auditors and the conversion adjustments prepared by the management of the Company and audited by us.

Our opinion on the Consolidated Financial Statements and our report on the Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

### **Report on Other Legal and Regulatory Requirements**

As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements;
- b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept by the Company so far as it appears from our examination of those books and the reports of the other auditors;
- c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements;
- d. In our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e. On the basis of written representations received from the directors of the Holding Company as on March 31, 2017 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies and a jointly controlled entity incorporated in India, none of the directors of the Group companies and jointly controlled entity incorporated in India is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act;
- f. With respect to the adequacy of the internal financial controls over financial reporting of the the Group and a jointly controlled entity and the operating effectiveness of such controls, we give our separate Report in the "Annexure".
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

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- (i) The Consolidated Financial Statements disclose the impact of pending litigations on the consolidated financial position of the Group and jointly controlled entities– Refer Note 34 to the Consolidated Financial Statements;
  - (ii) The Group and jointly controlled entities did not have any material foreseeable losses on long term contracts including derivative contracts;
  - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies and a jointly controlled entity incorporated in India;
  - (iv) The Holding Company and its subsidiary companies and a jointly controlled entity incorporated in India have provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from November 8, 2016 to December 30, 2016. Based on audit procedures performed by us and based on the reports of other auditors, we report that the disclosures are in accordance with the books of account maintained by the Holding Company and its subsidiary companies and a jointly controlled entity (Refer Note No. 45 to the consolidated financial statements);

**For Haribhakti & Co. LLP**  
**Chartered Accountants**  
**ICAI Firm Registration No.103523W/W100048**

**Sumant Sakhardande**  
**Partner**  
**Membership No. 034828**

**Place : Mumbai**  
**Date : May 29, 2017**

# Annexure to Independent Auditor's Report

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[Referred to under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of Centrum Capital Limited on the consolidated financial statements for the year ended March 31, 2017]

## **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2017, We have audited the internal financial controls over financial reporting of the Group and a jointly controlled entity, which are companies incorporated in India, as of that date.

### **Management's Responsibility for Internal Financial Controls**

The respective Board of Directors of the of the Group, and a jointly controlled entity, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

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### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Group and a jointly controlled entity, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

### **Other Matters**

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to 7 subsidiaries, 9 step down subsidiaries and a jointly controlled entity, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

**For Haribhakti & Co. LLP**

**Chartered Accountants**

**ICAI Firm Registration No.103523W/W100048**

**Sumant Sakhardande**

**Partner**

**Membership No. 034828**

**Place : Mumbai**

**Date : May 29, 2017**

# Consolidated Balance Sheet as at March 31, 2017

(₹)			
Particulars	Note	As at March 31, 2017	As at March 31, 2016
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
Share Capital	5	41,60,32,740	41,60,32,740
Reserves and surplus	6	2,92,44,08,738	2,77,44,77,511
		<b>3,34,04,41,478</b>	<b>3,19,05,10,251</b>
<b>Minority Interest</b>			
	33	1,46,94,60,089	99,01,21,759
<b>Non-current liabilities</b>			
Long-term borrowings	7	1,88,52,00,485	1,06,34,80,089
Other long-term liabilities	8	12,89,96,626	69,15,142
Long-term provisions	9	3,40,93,734	4,14,62,123
		<b>2,04,82,90,845</b>	<b>1,11,18,57,354</b>
<b>Current liabilities</b>			
Short-term borrowings	10	2,00,27,95,494	1,98,99,85,435
Trade Payables	11	-	-
Total outstanding dues of Micro and Small Enterprises		-	-
Total outstanding dues of creditors other than Micro and Small Enterprises		94,06,51,321	1,32,36,17,756
Other current liabilities	12	1,40,94,53,419	74,36,11,573
Short-term provisions	13	2,30,96,171	99,36,927
		<b>4,37,59,96,405</b>	<b>4,06,71,51,691</b>
<b>TOTAL</b>		<b>11,23,41,88,817</b>	<b>9,35,96,41,055</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Fixed assets	14		
Property, plant & equipment		21,46,87,668	26,18,41,341
Intangible assets		11,16,89,820	9,01,56,947
		<b>32,63,77,488</b>	<b>35,19,98,288</b>
Goodwill on consolidation		77,60,07,319	49,34,47,978
Non-current investments	15	44,65,20,112	30,62,05,199
Deferred tax assets (net)	37	30,05,95,447	33,92,51,998
Long-term loans and advances	16	1,22,64,81,435	67,47,57,422
Other non current assets	17	1,76,452	-
		<b>3,07,61,58,253</b>	<b>2,16,56,60,885</b>
<b>Current assets</b>			
Current investments	18	5,90,35,432	6,40,23,484
Inventories	19	17,08,27,079	26,74,41,747
Trade receivables	20	1,74,28,80,339	2,44,72,32,553
Cash and Bank Balances	21	2,49,58,53,789	1,25,42,13,098
Short-term loans and advances	22	2,82,09,47,898	2,46,18,98,705
Other current assets	23	86,84,86,027	69,91,70,583
		<b>8,15,80,30,564</b>	<b>7,19,39,80,170</b>
<b>TOTAL</b>		<b>11,23,41,88,817</b>	<b>9,35,96,41,055</b>

The accompanying notes 1 to 55 are an integral part of the Financial Statements.

## As per our report of even date

**For Haribhakti & Co. LLP**  
Chartered Accountants  
ICAI Firm registration No.103523W/W100048

**For and on behalf of Board of Directors**  
Centrum Capital Limited

**Sumant Sakhardande**  
Partner  
Membership No.034828

**Jaspal Singh Bindra**  
Executive Chairman  
DIN : 07496596

**Chandir Gidwani**  
Non-Executive Director  
DIN : 00011916

Place : Mumbai  
Date : May 29, 2017

**Shailendra Apte**  
Chief Financial Officer

**Alpesh Shah**  
Company Secretary

# Consolidated Statement of Profit and Loss

for the year ended March 31, 2017

(₹)			
Particulars	Note	Year Ended March 31, 2017	Period Ended March 31, 2016
<b>Revenue</b>			
Revenue from Operations	24	68,63,12,26,989	39,94,72,54,386
Other Income	25	1,31,89,55,630	11,84,41,164
<b>Total Revenue</b>		<b>69,95,01,82,619</b>	<b>40,06,56,95,550</b>
<b>Expenses</b>			
Cost of Forex Sold		65,18,11,76,992	37,60,41,81,433
Employee benefits expense	26	1,34,49,22,828	75,43,60,533
Finance Costs	27	59,67,60,096	28,42,14,735
Depreciation/amortization	14	6,64,75,228	4,59,19,142
Other expenses	28	2,00,19,72,528	95,02,12,633
<b>Total Expenses</b>		<b>69,19,13,07,672</b>	<b>39,63,88,88,476</b>
<b>Profit before exceptional items and tax</b>		<b>75,88,74,947</b>	<b>42,68,07,074</b>
<b>Exceptional items</b>	53	-	6,65,93,096
<b>Profit before tax</b>		<b>75,88,74,947</b>	<b>49,34,00,170</b>
<u>Tax Expenses</u>			
- Current tax		33,03,42,340	21,33,20,576
- MAT Credit Entitlement		(6,68,10,349)	(2,24,49,456)
- Deferred tax		3,86,62,511	(97,88,688)
Total Tax Expenses		30,21,94,502	18,10,82,432
<b>Profit after tax, and before share in associates loss, minority interest</b>		<b>45,66,80,445</b>	<b>31,23,17,738</b>
Minority interest		15,65,40,051	5,07,25,889
<b>Profit for the year</b>		<b>30,01,40,394</b>	<b>26,15,91,849</b>
<b>Earning per share</b>			
Basic & Diluted earnings per share before Extra ordinary items (Refer Note 39) (Nominal Value of Shares ₹ 1 [Previous Year : ₹ 1] )		0.72	0.63
Basic & Diluted earnings per share after Extra ordinary items (Refer Note 39) (Nominal Value of Shares ₹ 1 [Previous Year : ₹ 1] )		0.72	0.63

The accompanying notes 1 to 55 are an integral part of the Financial Statements.

As per our report of even date

For Haribhakti & Co. LLP  
Chartered Accountants  
ICAI Firm registration No.103523W/W100048

For and on behalf of Board of Directors  
Centrum Capital Limited

Sumant Sakhardande  
Partner  
Membership No.034828

Jaspal Singh Bindra  
Executive Chairman  
DIN : 07496596

Chandir Gidwani  
Non-Executive Director  
DIN : 00011916

Place : Mumbai  
Date : May 29, 2017

Shailendra Apte  
Chief Financial Officer

Alpesh Shah  
Company Secretary

# Consolidated Cash Flow Statement for the year ended March 31, 2017

(₹)

Particulars	As at March 31, 2017		As at March 31, 2016	
<b>Cash Flow from Operating Activities:</b>				
<b>Net Profit before taxation</b>		75,88,74,947		49,34,00,170
Adjustments for:				
Depreciation and amortisation Expense	6,64,75,228		4,59,19,142	
Loss/(Profit) on sale of fixed assets	(3,11,46,574)		16,001	
Interest Income	(8,68,80,559)		(10,42,64,775)	
Dividend Income	(22,94,973)		(22,32,084)	
Profit on sale of Investments	(1,14,89,39,448)		(57,76,000)	
Bad Debts written off	41,31,83,405		28,54,513	
Preliminary Expenses Written Off	-		1,98,705	
Provision for diminution in value of investments	2,65,16,970		15,07,411	
Provision for Standard Assets	36,24,328		51,84,985	
Finance Costs (Excl. Bank Charges)	55,62,61,740		26,32,95,633	
		(20,31,99,883)		20,67,03,532
<b>Operating profit before working capital changes</b>		55,56,75,064		70,01,03,703
Adjustments for movement in working capital changes				
Trade Receivables	36,80,56,319		(77,02,58,370)	
Inventories	9,66,14,669		(22,42,30,621)	
Loans, advances and other current assets	(1,69,47,14,729)		(2,35,74,07,376)	
Trade Payable	(16,87,28,318)		52,15,49,807	
Other Liabilities and Provisions	62,55,78,831	(77,31,93,227)	36,25,80,483	(2,46,77,66,076)
<b>Cash Generated from operations</b>		(21,75,18,163)		(1,76,76,62,373)
Direct taxes paid (including tax deducted at source)		(46,46,83,703)		(29,75,92,745)
<b>Net Cash generated from/(used in) Operating Activities</b>		(68,22,01,868)		(2,06,52,55,120)
<b>Cash Flow from Investing Activities:</b>				
Purchase of Fixed Assets	(13,20,10,748)		(11,55,12,988)	
Sale of Fixed Assets	10,22,04,077		3,99,909	
Investment of Fixed Deposits	(2,27,34,617)		(6,28,74,933)	
Proceeds from Fixed Deposits	1,16,00,958		-	
Purchase of Investments	(65,84,17,890)		(1,10,87,69,733)	
Proceeds from Sale of Investments	1,57,57,41,660		16,44,19,034	
Investment made in subsidiaries during the year	(1,49,08,594)		(5,00,000)	
Proceeds from Sale of Investment in Subsidiary	-		4,75,00,000	
Purchase of Investment in Associate	-		(7,49,51,925)	
Interest received	19,49,42,410		16,72,45,081	
Dividend received	22,94,973		22,06,926	
<b>Net Cash generated from/(used in) Investing Activities</b>		1,05,87,12,230		(98,08,38,629)
<b>Cash Flows from Financing Activities:</b>				
Proceeds from issuance of share capital	-		1,26,12,23,892	
Repayment of Long-Term Borrowings (Net)	(1,45,64,62,814)		(50,53,69,362)	
Proceeds from Long-Term Borrowings (Net)	2,24,43,92,140		1,07,59,71,122	

(₹)

Particulars	As at March 31, 2017		As at March 31, 2016	
Proceeds/(Repayment) from Short-Term Borrowings (Net)	54,95,55,516		1,32,57,75,217	
Dividend paid	(25,383)		-	
Interest paid	(47,82,35,853)		(33,79,42,482)	
<b>Net cash generated from/(used in) financial activity</b>		<b>85,92,23,607</b>		<b>2,81,96,58,387</b>
<b>Net Increase in cash and cash equivalents</b>		<b>1,23,57,33,973</b>		<b>(22,64,35,361)</b>
<b>OPENING CASH AND CASH EQUIVALENTS (Refer Note 21)</b>				
Cash in Hand including foreign currencies	48,45,83,838		38,27,24,125	
Balance with Scheduled Banks-Current Accounts	39,32,24,813		91,91,98,532	
Fixed Deposits with Bank	37,63,77,456		17,86,98,810	
Add: Upon addition of Subsidiary	59,32,098		-	
Opening Cash and Cash Equivalents		<b>1,26,01,18,206</b>		<b>1,48,06,21,467</b>
<b>OUTFLOW OF CASH AND CASH EQUIVALENTS ON DISPOSAL OF SUBSIDIARY</b>				
		-		-
<b>CLOSING CASH AND CASH EQUIVALENTS (Refer Note 21)</b>				
Cash in Hand including foreign currencies	48,33,47,203		48,45,83,838	
Balance with Scheduled Banks-Current Accounts	1,24,52,33,475		39,32,24,813	
Fixed deposits with Bank	76,72,71,501		37,63,77,456	
<b>Closing Cash and Cash Equivalents</b>		<b>2,49,58,52,179</b>		<b>1,25,41,86,107</b>

The above cash flow statements have been prepared under the indirect method set out in Accounting Standard (AS)-3, 'Cash Flow Statement' notified pursuant to the Companies (Accounting Standards) Rules, 2006.

Direct Tax paid is treated as arising from operating activities and are not bifurcated between investment and financing activities

#### As per our report of even date

**For Haribhakti & Co. LLP**  
Chartered Accountants  
ICAI Firm registration No.103523W/W100048

**For and on behalf of Board of Directors**  
Centrum Capital Limited

**Sumant Sakhardande**  
Partner  
Membership No.034828

**Jaspal Singh Bindra**  
Executive Chairman  
DIN : 07496596

**Chandir Gidwani**  
Non-Executive Director  
DIN : 00011916

**Place : Mumbai**  
**Date : May 29, 2017**

**Shailendra Apte**  
Chief Financial Officer

**Alpesh Shah**  
Company Secretary

# Consolidated Notes forming part of the financial statements

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## 1. Basis of preparation

The Consolidated Financial Statements have been prepared in accordance with Accounting Standard 21 “Consolidated Financial Statements”, Accounting Standard 23 “Accounting for Investments in Associates in Consolidated Financial Statements and Accounting Standard 27 ”Financial Reporting of Interest in Joint Ventures” notified in the Companies (Accounting Standards) Rules, 2006. The Consolidated Financial Statements comprises the financial statements of Centrum Capital Limited (CCL) (Holding Company), its subsidiaries being Centrum Retail Services Limited {Including Centrum Financial Services Limited (CFSL) (including Agrata Mercantile Private Limited) [including Shree Srinivas Realtors Private Limited], Centrum Wealth Management Limited (CWML) (including Centrum Investment Advisors Limited(CIADVL), Accorn Fund Consultants Private Limited [Joint Venture]], CentrumDirect Limited (CDL) (including Pyxis Finvest Limited (formerly known as BCB Finance Limited), Centrum Housing Finance Limited (CHFL), Centrum Insurance Brokers Limited (CIBL), Centrum Microcredit Private Limited (formerly Nobita Trading Private Limited)},Centrum Broking Limited (CBL) , Centrum Defence Systems Limited (CDSL), Buyforex India Limited {including Krish & Ram Forex Private Limited}, Centrum Infrastructure Advisory Limited (CIAL), Centrum Capital Holdings LLC (CCH LLC) (including Centrum Securities LLC), its joint venture being Commonwealth Centrum Advisors Limited (CCAL) and its associates being Centrum Securities Private Limited (CSPL) and Essel Centrum Holdings Limited (ECHL) here in after collectively referred as “the Group/the Company”.

In case of company’s associate Companies Centrum Securities Private Limited and Essel Centrum Holdings Limited; accumulated losses accounted in previous financial year’s consolidated financial statements based on the equity method under AS-23 ‘Accounting for Investments in Associates’ in Consolidated Financial Statements have resulted in complete erosion of carrying values of company’s investments in associate Companies. Accordingly, no further provisions for losses have been made in current year’s consolidated financial statements. Accordingly these entities have not been consolidated in the Consolidated Financial Statements.

The Consolidated Financial Statements has been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

The notes and significant accounting policies to the Consolidated Financial Statements are intended to serve as a guide for better understanding of the Company’s position. In this respect, the Holding Company has disclosed such notes which represent the required disclosure.

## 2. Principles of consolidation

- a. The Consolidated Financial Statements of Centrum Capital Limited and its subsidiaries are combined on a line-by-line basis by adding together like items of assets, liabilities, income and expenses. Intra company balances, intra company transactions and unrealized profits / losses have been fully eliminated.
- b. Interests in joint ventures are accounted by using proportionate consolidation method.
- c. Interest in associates is accounted by using equity method.
- d. The subsidiary companies, joint ventures and associates considered in the presentation of the Consolidated Financial Statements are :

# Consolidated Notes forming part of the financial statements

Particulars	Country of Incorporation	Proportion of ownership / interest as at March 31, 2017	Proportion of ownership / interest as at March 31, 2016	Financial years ends on
<b>a) Subsidiaries</b>				
Centrum Infrastructure Advisory Limited	India	100%	100%	March 31, 2017
Centrum Defence Systems Limited	India	100%	100%	March 31, 2017
Centrum Broking Limited	India	99.26%	99.26%	March 31, 2017
Centrum Retail Services Limited(formerly Centrum Retail Financial Services Limited)	India	78.24%	78.24%	March 31, 2017
Buyforex India Limited	India	89.14%	100%	March 31, 2017
Centrum Capital Holdings LLC	USA	100%	100%	March 31, 2017
<b>b) Step down Subsidiaries</b>				
Centrum Financial Services Limited	India	78.24%	78.24%	March 31, 2017
Centrum Wealth Management Limited	India	78.24%	78.24%	March 31, 2017
CentrumDirect Limited	India	66.59%	78.24%	March 31, 2017
Centrum Insurance Brokers Limited	India	78.24%	78.24%	March 31, 2017
Centrum Investment Advisors Limited	India	78.24%	78.24%	March 31, 2017
Pyxis Finvest Limited (formerly BCB Finance Limited)	India	38.04%	40.81%	March 31, 2017
Krish & Ram Forex Private Limited	India	89.14%	Nil	March 31, 2017
Agrata Mercantile Private Limited	India	77.84%	Nil	March 31, 2017
Shree Srinivas Realtors Private Limited	India	77.84%	Nil	March 31, 2017
Centrum Housing Finance Limited	India	78.24%	Nil	March 31, 2017
Centrum Microcredit Private Limited (formerly Nobita Trading Private Limited)	India	78.24%	Nil	March 31, 2017
Centrum Securities LLC	USA	100%	100%	March 31, 2017
<b>c) Joint Ventures</b>				
Commonwealth Centrum Advisors Limited	Hong Kong	50%	50%	March 31, 2017
Acorn Fund Consultants Private Limited	India	50%	50%	March 31, 2017
<b>d) Associates</b>				
Centrum Securities Private Limited	India	47.62%	47.62%	March 31, 2017
Essel-Centrum Holdings Limited	India	33.33%	33.33%	March 31, 2017

For the purpose of Consolidated Financial Statements, the results of the company, its subsidiaries and joint venture for the year ended March 31, 2017 have been derived from the respective company's audited financials of the year ended March 31, 2017.

# Consolidated Notes forming part of the financial statements

## 3. Goodwill / Capital Reserve on consolidation

The difference between the cost of investment in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recognized in the financial statements as Goodwill or Capital Reserve as the case may be.

## 4. Statement of Significant Accounting Policies

### a. Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and the disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

### b. Properties, Plant & Equipments

Properties, Plant & Equipment's are stated at cost less accumulated depreciation, amortization and impairment losses if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of property, plant and equipment which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

### c. Depreciation on Property, Plant & Equipment

Depreciation on property, plant and equipment is provided on straight line method over the useful lives of assets as prescribed in Schedule II of the Companies Act, 2013 except for leasehold improvements. Leasehold improvements are amortized over a period of lease or useful life whichever is less.

Particulars	Estimated useful life specified under Schedule II of the Companies Act, 2013
Building	60 years
Computer Hardware	3 years
Air Conditioners and Office equipments	5 years
Vehicles	8 years
Furnitures and Fixtures	10 years

### d. Impairment

- i. The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal / external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.
- ii. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life

# Consolidated Notes forming part of the financial statements

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## **e. Intangible Assets**

### **Goodwill**

Goodwill is amortized using the straight-line method over a period of ten years.

### **Computer Software's**

The Company capitalizes software and related implementation cost where it is reasonably estimated that the software has an enduring useful life. Software's including operating system licenses are amortized over their estimated useful life of 6 – 9 years.

## **f Leases ( As Lessee)**

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term, are classified as operating leases. Operating lease payments are recognized as an expense in the Profit and Loss account on a straight-line basis over the lease term.

## **g. Investments**

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline, other than temporary, in the value of the investments.

## **h. Inventories**

Inventories are valued as lower of cost and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business.

## **i. Revenue recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

### **Syndication fees**

Syndication fees and brokerage income are accounted on achievements of the milestones as per the mandates / agreements with the clients, where there are no mandates / agreements, as per the terms confirmed and agreed by clients. Non refundable upfront fees are accounted as income on receipt. In the event of project stipulates performance measures, revenue is considered earned when such performance measure have been completed.

### **Income from trading in bonds**

Income from trading in bonds is accounted when the risk and rewards of ownership of the bonds are passed to the customer, which is generally on sale of bonds.

### **Interest income**

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

# Consolidated Notes forming part of the financial statements

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## **Revenue from services**

Consultancy fees / referral fees and brokerage and commission incomes are accounted on accrual basis.

## **Revenue on foreign exchange**

Revenue on foreign exchange business is recognized at the time of sale and purchase of foreign exchange and equivalents.

## **Income from Inward money transfer**

Commission from money transfer business is recognised as and when the disbursement of money is made to beneficiary.

## **Income from Housing Finance**

**Interest on loans** – Interest income is recognized on accrual basis except in case of Non – Performing Assets (NPAs) where interest is recognized on realization as per NHB guidelines. Repayment of loans is generally by way of Equated Monthly Installments (EMIs) comprising principal and interest. Interest is calculated on monthly rest basis on the principal outstanding at the beginning of the relevant period in the terms of the financing scheme opted by the borrower. EMI commences generally once the entire loan is disbursed. Pending commencement of EMI, pre-EMI interest is charged every month and is accounted on accrual basis.

**Fees and other charges** - Income from fees and other charges, viz., login fee, pre-payment charges etc., is recognized on receipt basis.

**Income from Investments** - Interest income on bank deposits/bonds/ govt. securities are recognized on accrual basis.

## **Income from Commission & Brokerage**

Commission income is accounted on accrual basis.

Revenue from Brokerage activities is accounted for on the trade date of transaction.

## **Income from Portfolio Management Services (PMS)**

Income from Portfolio Management Services (PMS) is accounted for as per the terms of the contract.

## **Incentives**

Incentives on prepaid travel cards and travelers cheques are recognised on the basis of the business transacted during the year as confirmed by the party.

## **Dividend**

Revenue is recognised when the shareholders' right to receive payment is established by the balance sheet date.

## **Profit / Loss on sale of investments**

Profit or loss on investments is determined on the basis of the weighted average cost method.

# Consolidated Notes forming part of the financial statements

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## **Profit / Loss on sale of derivatives**

Profit or loss of derivatives instrument is considered in the financials on maturity date

## **j. Foreign currency transactions**

### **i. Initial Recognition**

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

### **ii. Conversion**

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

### **iii. Exchange Differences**

Exchange differences arising on the settlement of monetary items or on reporting Company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expenses in the year in which they arise.

### **iv. Accounting of foreign branch**

- a) Currents assets and liabilities are converted at the appropriate rates of exchange prevailing on the date of the balance sheet.
- b) Fixed assets are converted at the exchange rates prevailing on the date of the transaction.
- c) Revenue Items except depreciation are converted at monthly average rates of exchange.
- d) Depreciation has been translated at the exchange rate used for the conversion of respective fixed assets.

## **k. Retirement and other employee benefits**

Retirement benefits in the form of Provident Fund are a defined contribution scheme and the contributions are charged to the Profit and Loss Account of the year when the contributions to the fund is due. There are no other obligations other than the contribution payable to the fund.

- (i) Under Payment of Gratuity Act,1972 'Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation on Projected Unit Credit Method made at the end of the financial year'. The Company makes contribution to a scheme administered by the Life Insurance Corporation of India ("LIC") to discharge the gratuity liability to employees. The Company records its gratuity liability based on an actuarial valuation made by an independent actuary as at year end. Contribution made to the LIC fund and provision made for the funded amounts are expensed in the books of accounts.

# Consolidated Notes forming part of the financial statements

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(ii) Long term compensated absences are provided for based on actuarial valuation. The actuarial valuation is done as per Projected Unit Credit Method.

(iii) All actuarial gains / losses are immediately taken to the Profit and Loss account and are not deferred.

## I. Income taxes

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by same governing taxation laws. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each balance sheet date the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each balance sheet date. The Company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

In case the Company is liable to pay income tax u/s 115JB of Income Tax Act, 1961 (i.e. MAT), the amount of tax paid in excess of normal income tax is recognised as an asset (MAT Credit Entitlement) only if there is convincing evidence for realisation of such asset during the specified period. MAT credit entitlement is reviewed at each Balance Sheet date.

## m. Segment Reporting Policies

### Identification of segments :

The Company's operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different

# Consolidated Notes forming part of the financial statements

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products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the Company operate.

## **Allocation of common costs:**

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

## **Unallocated items:**

Includes general corporate income and expense items which are not allocated to any business segment.

## **Segment Policies:**

The company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the company as a whole.

## **n. Earnings Per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

## **o. Provisions**

A provision is recognized when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

## **p. Cash and cash equivalents**

Cash and cash equivalents in the Cash Flow Statement comprise cash at bank and in hand and short term investments with an original maturity of three months or less.

## **q. Borrowing costs**

Borrowing costs are recognized as an expense in the period in which these are incurred. Borrowing Costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets.

## **r. Cost accrual of Financial instruments**

The accrued interest expense on account of secured, redeemable, non-cumulative, unlisted, unrated, non-convertible debentures is considered at the minimum committed coupon value since the final coupon value is indeterminable on balance sheet date. Difference if any will be accounted at the time of maturity.

# Consolidated Notes forming part of the financial statements

(₹)

Particulars	As at March 31, 2017	As at March 31, 2016
<b>NOTE 5 : SHARE CAPITAL</b>		
<b>AUTHORISED:</b>		
75,00,00,000 (Previous year 75,00,00,000) equity shares of ₹ 1/- each	75,00,00,000	75,00,00,000
<b>TOTAL</b>	<b>75,00,00,000</b>	<b>75,00,00,000</b>
<b>ISSUED:</b>		
41,60,32,740 Equity Shares (Previous year: 41,60,32,740) of ₹ 1/- each fully paid up	41,60,32,740	41,60,32,740
<b>SUBSCRIBED &amp; FULLY PAID UP:</b>		
41,60,32,740 Equity Shares (Previous year: 41,60,32,740) of ₹ 1/- each fully paid up	41,60,32,740	41,60,32,740
	41,60,32,740	41,60,32,740
<b>Equity Shares</b>		
The company has one class of equity shares having a par value of ₹ 1/- each. Each holder of equity shares is entitled to one vote per share.		

## Reconciliation of Number of Shares Outstanding

(₹)

Particulars	As at March 31, 2017		As at March 31, 2016	
	No of Shares	Amount	No of Shares	Amount
Number of shares Outstanding at beginning of the year	41,60,32,740	41,60,32,740	41,60,32,740	41,60,32,740
Add: Shares issued during the year	-	-	-	-
Number of shares Outstanding at the end of the year	41,60,32,740	41,60,32,740	41,60,32,740	41,60,32,740

## Share holder having more than 5% equity share holding in the Company

(₹)

Share Holder	As at March 31, 2017		As at March 31, 2016	
	No of Shares	(% of Holdings)	No of Shares	(% of Holdings)
Businessmatch Services (India) Private Limited	13,41,89,000	32.25	13,81,89,000	33.22
Indivision India Partners	-	-	6,00,84,140	14.44
Kaikobad Byramjee & Son Agency Private Limited	5,40,18,000	12.98	5,40,18,000	12.98
Ishbhoomi Fabtraders Private Limited	4,86,90,112	11.70	-	-
Nirmal Arora	4,10,00,000	9.86	-	-
Centrum ESPS Trust	2,45,81,160	5.91	2,45,81,160	5.91
Future Retail Limited	-	-	9,62,02,539	23.12
	<b>30,24,78,272</b>	<b>72.70</b>	<b>37,30,74,839</b>	<b>89.67</b>

## Share allotted as fully paid up pursuant to contract(s) without payment being received in cash(during 5 years immediately preceding March 31, 2017.)

"In the year ended June 30, 2014, Company has allotted Bonus Shares in the proportion of 5 (Five) Equity Share of ₹ 1/- each for every 1 (One) Equity Share of ₹ 1/- each by capitalizing ₹ 34,66,93,950/- out of its Securities Premium Reserve. In the year ended June 30, 2012, 1,05,783 equity shares (further subdivided during the year 2014 into FV ₹ 1 per share and bonus issuance in the ratio of 5:1,pursuant to which the equity shares as at the year end stands at 63,46,980) were allotted to Capital First Limited (formerly known as Future Capital Holdings Limited) for consideration other than cash pursuant to Share Transfer agreement dated March 29, 2011.

# Consolidated Notes forming part of the financial statements

(₹)

Particulars	As at March 31, 2017	As at March 31, 2016
<b>NOTE 6 : RESERVES &amp; SURPLUS</b>		
<b>Capital Reserve (Gift of 525,000 equity shares of Rap Media Limited)</b>		
Balance at the beginning and at the end of the year	1	1
	1	1
<b>Capital Reserve on consolidation</b>		
Opening balance	44,61,82,115	44,61,82,115
Less : Deletions during the year	(4,59,16,250)	-
Balance as at end of the year	40,02,65,865	44,61,82,115
<b>Securities Premium Reserve</b>		
Opening balance	1,63,92,15,372	1,47,30,53,934
Add: Securities Premium credited on Share issue	-	17,75,06,612
Less : Securities Premium utilised for adjusting premium on redemption of NCD's	3,34,48,679	98,13,048
Less : Securities Premium Utilised for NCD's and Bonus related expenses	10,00,000	15,32,126
Balance as at end of the year	1,60,47,66,693	1,63,92,15,372
<b>Debenture Redemption Reserve</b>		
Opening Balance	16,31,87,500	15,78,50,000
Less: Write back during the year	16,31,87,500	11,96,12,500
Add: Additions during the year	2,32,50,000	12,49,50,000
Balance as at end of the year	2,32,50,000	16,31,87,500
<b>Statutory Reserve Fund</b> (created in terms of Section 45 IC of RBI Act, 1934)		
Opening Balance	1,93,62,030	-
Add: Transferred during the year for Earlier Years	-	81,29,342
Add: Transferred during the year for Current Year (Statutory Reserve U/s 45 IC of RBI Act, 1934)	1,53,79,421	1,12,32,688
<b>Special Reserve</b> (created in terms of Section 36(1)(viii) of IT Act, 1961 and as per Section 29C of NHB Act)		
Add: Transferred during the year	80,795	-
<b>Additional Reserve(created in terms of Section 29C of NHB Act 1987)</b>		
Add: Transferred during the year	10,000	-
Balance as at end of the year	3,48,32,246	1,93,62,030
<b>General Reserve</b>		
Balance at the beginning and at the end of the year	27,70,000	27,70,000
<b>Surplus in Statement of Profit &amp; Loss</b>		
Opening Balance	50,37,60,493	30,93,07,900
Add : Transferred from Debenture Redemption Reserves	16,31,87,500	11,96,12,500
Less: Transferred to Debenture Redemption Reserves	2,32,50,000	12,49,50,000
Less: Transferred to Statutory Reserve Account	1,53,82,218	1,93,62,030
Less: Transferred to Special Reserves	90,795	-
Add : Profit for the year	30,01,40,394	26,15,91,849
Less : Adjustments during the year	6,98,41,441	4,24,39,726
Balance as at end of the year	85,85,23,933	50,37,60,493
<b>TOTAL</b>	<b>2,92,44,08,738</b>	<b>2,77,44,77,511</b>

# Consolidated Notes forming part of the financial statements

(₹)

Particulars	As at March 31, 2017	As at March 31, 2016
<b>NOTE 7 : LONG TERM BORROWINGS</b>		
<b>Secured Loans</b>		
<b>Debentures</b>		
Market Linked Non-Convertible Debentures (Secured by Pledge of Property and Floating Charge on Present and Future Business Receivables of Centrum Financial Services Limited)	1,47,11,00,000	31,90,00,000
16.0105% Non-Convertible Debentures (Secured by hypothecation over the loans and advances of the Centrum Capital Limited and pledge of equity shares of CentrumDirect Limited) (These prepaid during the year, was repayable within 30 months ending on August 2018 from date of allotment being February 2016 and carry an interest payable quarterly from date of allotment @ 16.0105% p.a. coupon on the outstanding principal )	-	49,98,00,000
<b>Market Linked Debentures</b>	8,30,00,000	-
Type 1 (Secured by first pari passu floating charge to be created on present and future business receivables and investments upto 100% of the value of debenture as will be set out in the Debenture Trust Deed proposed to be signed for the issue) (These are repayable within 42 months ending on August 2020 from date of allotment being February 2017 to be redeemed on maturity with principal alongwith coupon being fifty 50 linked on maturity date with min cap being 43% and max cap being 48% Interest rate for entire life of debenture)		
Type 3 (Secured by first pari passu floating charge to be created on present and future business receivables and investments upto 100% of the value of debenture as will be set out in the Debenture Trust Deed proposed to be signed for the issue) (These are repayable within 16 months ending on June 2018 from date of allotment being February 2017 to be redeemed on maturity with principal alongwith coupon being fifty 50 linked on maturity date with min cap being 14.30% and max cap being 15.30% Interest rate for entire life of debenture )	1,00,00,000	-
<b>Term Loans</b>		
<b>a) From banks</b>		
Working Capital Term Loan-HDFC Bank (Secured against first pari pasu charge by way of hypothecation of Companies current assets along with Axis bank and mutual fund and collateral by way of pledge of shares of some directors / promoters and their family and corporate guarantee of Centrum Capital Limited) (Term loan from Bank is repayable in ten equated quarterly repayment of Rs. 50,00,000/- commencing from 8 February 2015 and carry an interest rate of 13.5% p.a.)	-	50,00,000
Term Loan- Lakshmi Vilas Bank (Secured by Corporate guarantee of Centrum Capital Limited) (Term loan is repayable in 36 equated periodic installments up to 3 years period from the date of loans commencing from September 2015 upto September 2018 and carry an interest of 12.95% p.a.)	11,00,00,000	13,63,58,926
Term Loan-City Union Bank (Secured against office premises at Centrum House, Kalina, Santacruz, Mumbai) Term loan prepaid during the year, was repayable in 96 equated monthly instalments commencing from Feb 2015 carrying an interest of 14 % p.a.	-	5,42,04,181

# Consolidated Notes forming part of the financial statements

(₹)

Particulars	As at March 31, 2017	As at March 31, 2016
Term Loan-Axis Bank Limited (First hypothecation charge on the rent receivables (present & future) arising from property leased and also secured against office premises at Centrum House, Kalina, Santacruz, Mumbai and corporate guarantee of Centrum Capital Limited) (Term loan is repayable in 131 monthly instalments commencing from Dec 2016 and carry an interest of 10.45 % p.a.)	17,07,82,882	-
Vehicle Loan from HDFC Bank (Vehicle loans are secured against hypothecation of vehicles purchased there against) (These are repayable in equated periodic installments up to a 3 years period from March 2015 upto February 2018 and carry an interest of 11.87% p.a.)	6,59,690	3,44,325
Vehicle Loan from Axis Bank (Vehicle loans are secured against hypothecation of vehicles purchased there against) (These are repayable in equated periodic installments up to a 3 years period from from January 2016 upto January 2019 and carry an interest of 9.75% p.a.)	61,20,376	87,14,748
Vehicle Loan from Kotak Mahindra Bank (Vehicle loans are secured against hypothecation of vehicles purchased there against) (These are repayable in equated periodic installments up to a 3 years period from October 2016 upto August 2019 and carry an interest of 10.00% p.a.)	46,29,376	-
Vehicle loans from HDFC Bank (Vehicle loans are secured against hypothecation of vehicles purchased there against) (These are repayable in equated periodic installments up to a 5 years period from November 2016 upto October 2021 and carry an interest of 8.35% p.a.)	20,80,573	-
Term Loan from City Union Bank (Secured by corporate guarantee and hypothecation of assets [proportionate] of Businessmatch Services (India) Private Limited) (Term loan prepaid during the year, was repayable in equated periodic installments up to a 3 years period from Sept 2015 upto Aug 2018 and carry an interest of 13.50% p.a.)	-	1,00,00,000
<b>b) From Others</b>		
Vehicle Loan from BMW Financial Serices Limited (Vehicle loans are secured against hypothecation of vehicles purchased there against) (These are repayable in equated periodic installments up to a 5 years period from April 2016 upto March 2021 and carry an interest of 9.25% p.a.)	81,77,588	1,04,38,296
Vehicle Loan from Daimler Financial Services (Vehicle loans are secured against hypothecation of vehicles purchased there against) (These are repayable in equated periodic installments up to a 5 years period from April 2013 upto March 2018 and carry an interest of 9.79% p.a.)	-	9,69,613
	<b>1,86,65,50,485</b>	<b>1,04,48,30,089</b>
<b>Unsecured Loans</b>		
Intercompany Deposits	1,86,50,000	1,86,50,000
	<b>1,86,50,000</b>	<b>1,86,50,000</b>
<b>TOTAL</b>	<b>1,88,52,00,485</b>	<b>1,06,34,80,089</b>

# Consolidated Notes forming part of the financial statements

(₹)

Particulars	As at March 31, 2017	As at March 31, 2016
<b>NOTE 8 : OTHER LONG-TERM LIABILITIES</b>		
Provision for Rent Equalisation	24,26,578	17,25,018
Provision for Interest on Debentures	12,53,29,733	50,90,124
Other Non current Liabilities	12,40,315	1,00,000
<b>TOTAL</b>	<b>12,89,96,626</b>	<b>69,15,142</b>
<b>NOTE 9 : LONG TERM PROVISIONS</b>		
Provision for Employee Benefits		
Provision for Gratuity	30,95,151	1,64,05,548
Provision for Compensated Absences	2,20,02,410	1,98,71,590
Provision against Standard asset as per NHB norms	1,86,829	-
Provision for Standard Assets	81,30,806	51,84,985
Share in long term provision of Joint Venture	6,78,538	-
<b>TOTAL</b>	<b>3,40,93,734</b>	<b>4,14,62,123</b>
<b>NOTE 10 : SHORT TERM BORROWINGS</b>		
<b><u>Secured Loans</u></b>		
<b>Loans From Banks</b>		
City Union Bank Limited (Secured by corporate guarantee and hypothecation of assets [proportionate] of Businessmatch Services (India) Private Limited)	-	10,00,00,000
Bank of Baroda (Secured by pledge of bonds)	-	20,46,13,794
The Federal Bank Limited (Secured by pledge of bonds)	-	3,77,17,597
Cash Credit from HDFC Bank Limited (Secured against first pari pasu charge by way of hypothecation of Companies current assets along with Axis bank and mutual fund and collateral by way of pledge of shares of some directors / promoters and their family and corporate guarantee of Centrum Capital Limited)	13,28,33,405	26,46,19,182
Cash Credit from Axis Bank Limited (Secured against first pari passu charge by way of hypothecation of Company's entire current assets and corporate guarantee of Centrum Capital Limited)	19,83,498	39,18,42,148
Demand Loan from Kotak Mahindra Bank Limited (Secured against first pari passu charge by way of hypothecation of Company's entire current assets and corporate guarantee of Centrum Capital Limited)	22,75,00,000	22,75,00,000
Over Draft- Axis Bank Limited (Secured against Third Party Fixed Deposits Receipts)	23,83,45,792	-
<b>Loans from Others</b>		
Reliance Capital Limited. (Secured by pledge of shares by Businessmatch Services (India) Private Limited)	-	5,00,00,000

# Consolidated Notes forming part of the financial statements

(₹)

Particulars	As at March 31, 2017	As at March 31, 2016
Reliance Ventures Asset Management Private Limited (Secured by pledge of shares by Businessmatch Services (India) Private Limited)	5,00,00,000	-
Visu Leasing & Finance Pvt Ltd (Secured by pledge of shares by Centrum Retail Services Limited and hypothecation of current assets of the company)	25,00,00,000	-
Microgenix Specialities Private Limited (Secured by pledge of shares by Businessmatch Services (India) Private Limited)	50,00,000	50,00,000
Globe Fincap Limited (Secured by pledge of shares by Businessmatch Services (India) Private Limited)	-	4,00,00,000
Loans from Financial Institutions (Secured against Clients Collateral)	21,23,55,252	12,84,54,378
	<b>1,11,80,17,947</b>	<b>1,44,97,47,099</b>
<b>Unsecured Loans</b>		
<b>Loans Repayable on Demand From Banks</b>		
Axis Bank Limited	1,90,88,730	-
	<b>1,90,88,730</b>	<b>-</b>
<b>Loans &amp; Advances from Others</b>		
Centrum Commodities Broking Private Limited [(Maximum amount outstanding during the year ₹ 1,40,88,817/-(Previous year ₹ 1,40,88,817/-)]	1,40,88,817	1,40,88,817
Intercompany Deposits	85,16,00,000	52,61,49,519
	<b>86,56,88,817</b>	<b>54,02,38,336</b>
<b>TOTAL</b>	<b>86,56,88,817</b>	<b>54,02,38,336</b>
<b>GRAND TOTAL</b>	<b>2,00,27,95,494</b>	<b>1,98,99,85,435</b>
<b>NOTE 11: TRADE PAYABLES</b>		
Total outstanding dues of Micro and Small Enterprises	-	-
Total outstanding dues of creditors other than Micro and Small Enterprises	93,79,09,720	1,32,36,17,756
Share in trade payable of Joint Venture	27,41,601	-
	<b>94,06,51,321</b>	<b>1,32,36,17,756</b>
<b>NOTE 12 : OTHER CURRENT LIABILITIES</b>		
Current maturities of Long term Borrowings	2,29,35,280	28,55,43,647
Interest accrued but not due on borrowings	8,01,39,976	8,47,15,290
Unpaid Dividend (Refer Note A below)	1,608	26,991
Premium on Redemption of Debentures	-	69,74,442
Provision for Tax (Net of Advance Tax ₹ 1,30,64,112/-[Previous year ₹ 27,11,21,774])	2,22,06,197	11,68,26,739

# Consolidated Notes forming part of the financial statements

(₹)

Particulars	As at March 31, 2017	As at March 31, 2016
Other Payables		
For Expenses	5,82,39,561	13,18,007
Other Statutory Dues Payable	6,88,77,212	6,23,24,903
Book overdraft from Banks	14,34,29,510	-
Debenture Application Money Pending Allotment	65,49,00,000	1,35,00,000
Deposits	49,69,000	49,69,000
Advance towards sale of shares	21,12,621	-
Application money on debenture issue	10,22,00,000	-
Advance from customers	5,42,277	21,82,375
Others	24,89,00,177	16,38,28,802
Share in Other Current Liabilities of joint Venture	-	14,01,377
<b>TOTAL</b>	<b>1,40,94,53,419</b>	<b>74,36,11,573</b>
<b>Included in Other Payables for Expenses are:</b>		
Dues to Enterprise controlled by Key Management Personnel : Businessmatch Services India Pvt Ltd [(Maximum amount outstanding during the year ₹ Nil (Previous year ₹ 592,515)]	-	5,92,515
(a) There are no amounts due for payment to the Investor Education and Protection Fund under Section 125 of the Companies Act, 2013 as at the year end.		
<b>NOTE 13 : SHORT TERM PROVISIONS</b>		
<b>Provision for Employee Benefits</b>		
Gratuity	1,82,83,629	40,97,597
Compensated Absences	37,53,294	40,13,990
Provision for Standard Assets	10,23,649	5,65,000
Provision for Loan Assets	33,029	-
Provision for wealth tax (Net of advance tax - ₹ Nil [Previous Year - ₹ 4,95,200])	-	12,60,340
Share in Short Term provision of Joint Venture	2,570	-
<b>TOTAL</b>	<b>2,30,96,171</b>	<b>99,36,927</b>

**NOTE 14 : FIXED ASSETS**

(₹)

Description of Assets	GROSS BLOCK				DEPRECIATION				NET BLOCK		
	As at March 31, 2016	Additions	Adjustments	Deductions	As at March 31, 2017	Upto April 1, 2016	For the year	Deductions	Upto March 31, 2017	As at March 31, 2017	As at March 31, 2016
<b>Property plant, Equipment</b>											
Leasehold Development	26,93,64,203	2,66,80,539	-	-	29,60,44,742	23,10,59,267	2,06,64,938	-	25,17,24,205	4,43,20,537	3,83,04,936
	26,37,36,931	56,27,272	-	-	26,93,64,203	21,17,74,902	1,92,84,365	-	23,10,59,267	3,83,04,936	5,19,62,029
Building	8,04,09,687	-	-	7,88,12,800	15,96,887	25,34,763	12,26,871	28,06,832	9,54,803	6,42,084	7,78,74,924
	8,33,18,342	-	29,08,655	-	8,04,09,687	15,76,137	12,89,124	3,30,498	25,34,763	7,78,74,924	8,17,42,205
Plant & Equipment	2,37,99,668	-	-	-	2,37,99,668	2,36,68,332	-	-	2,36,68,332	1,31,336	1,31,336
	2,36,40,231	1,59,437	-	-	2,37,99,668	2,36,11,678	56,654	-	2,36,68,332	1,31,336	28,553
Furniture & Fixtures	11,07,39,317	2,37,56,613	48,977	50,175	13,44,94,732	5,07,28,701	1,14,58,825	2,598	6,21,84,928	7,23,09,804	6,00,10,615
	8,48,55,860	2,67,94,429	9,10,972	-	11,07,39,317	4,28,20,841	79,07,860	-	5,07,28,701	6,00,10,615	4,20,35,019
Vehicles	10,20,11,695	1,38,30,221	-	58,86,435	10,99,55,481	5,39,66,880	94,04,413	48,58,394	5,85,12,900	5,14,42,582	4,80,44,815
	7,93,06,658	2,54,67,801	20,22,800	7,39,964	10,20,11,695	4,76,72,014	69,97,832	7,02,966	5,39,66,880	4,80,44,815	3,16,34,644
Office Equipments	7,44,59,120	70,42,082	-	-	8,15,01,202	6,31,12,891	37,51,703	-	6,68,64,594	1,46,36,608	1,13,46,229
	7,20,11,423	35,04,778	10,57,081	-	7,44,59,120	6,11,66,161	19,46,730	-	6,31,12,891	1,13,46,229	1,08,45,262
Computers - Hardware	11,33,41,016	1,53,46,986	33,870	-	12,87,21,871	9,12,60,033	1,05,54,121	(177)	10,18,14,330	2,69,07,541	2,20,80,983
	10,25,74,065	1,17,83,349	6,32,865	3,83,533	11,33,41,016	8,58,53,764	55,67,828	1,61,559	9,12,60,033	2,20,80,983	1,67,20,301
Air Conditioners	1,97,75,009	12,56,996	-	-	2,10,32,005	1,57,27,506	10,07,323	-	1,67,34,828	42,97,176	40,47,503
	1,99,40,029	10,57,416	4,33,284	7,89,153	1,97,75,009	1,60,85,615	3,92,036	7,50,145	1,57,27,506	40,47,503	38,54,414
<b>Total (A)</b>	<b>79,38,99,714</b>	<b>8,79,13,437</b>	<b>82,847</b>	<b>8,47,49,410</b>	<b>79,71,46,587</b>	<b>53,20,58,373</b>	<b>5,80,68,193</b>	<b>76,67,646</b>	<b>58,24,58,920</b>	<b>21,46,87,667</b>	<b>26,18,41,341</b>
<b>Previous Year</b>	72,93,83,539	7,43,94,482	79,65,657	19,12,650	79,38,99,714	49,05,61,113	4,34,42,428	19,45,168	53,20,58,373	26,18,41,341	23,88,22,425
<b>Intangible Assets</b>											
Goodwill	3,71,80,000	40,02,800	-	-	4,11,82,800	1,28,80,000	-	-	1,28,80,000	2,83,02,800	2,43,00,000
	3,71,80,000	-	-	-	3,71,80,000	1,28,80,000	-	-	1,28,80,000	2,43,00,000	2,43,00,000
Computers - Software	9,14,01,597	2,20,92,157	-	-	11,34,93,754	2,55,44,650	84,07,035	-	3,39,51,685	7,95,42,070	6,58,56,947
	3,71,26,836	7,03,82,135	24,38,434	1,36,68,940	9,14,01,597	2,35,98,301	24,76,715	5,30,366	2,55,44,650	6,58,56,947	1,35,28,555
Intangible Asset under development Capitalised	-	38,44,950	-	-	38,44,950	-	-	-	-	38,44,950	-
	1,82,11,833	2,37,05,697	-	4,19,17,530	-	-	-	-	-	-	-
<b>Total (B)</b>	<b>12,85,81,597</b>	<b>2,99,39,907</b>	-	-	<b>15,85,21,504</b>	<b>3,84,24,650</b>	<b>84,07,035</b>	-	<b>4,68,31,685</b>	<b>11,16,89,820</b>	<b>9,01,56,947</b>
<b>Previous Year</b>	9,25,18,669	9,40,87,832	24,38,434	5,55,86,470	12,85,81,597	3,64,78,301	24,76,715	5,30,366	3,84,24,650	9,01,56,947	3,78,28,535
Capital Work In Progress	-	-	-	-	-	-	-	-	-	-	-
	4,13,469	-	4,13,469	-	-	-	-	-	-	-	4,13,469
Intangible Assets under development	-	-	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-	-	-
<b>Total (C)</b>	-	-	-	-	-	-	-	-	-	-	-
<b>Previous Year</b>	4,13,469	-	4,13,469	-	-	-	-	-	-	-	1,86,25,302
<b>Grand Total (A+B+C)</b>	<b>92,24,81,311</b>	<b>11,78,53,344</b>	<b>82,847</b>	<b>8,47,49,410</b>	<b>95,56,68,092</b>	<b>57,04,83,023</b>	<b>6,64,75,228</b>	<b>76,67,646</b>	<b>62,92,90,605</b>	<b>32,63,77,487</b>	<b>35,19,98,288</b>
<b>Previous Year</b>	82,23,15,677	16,84,82,314	1,08,17,560	5,74,99,120	92,24,81,311	52,70,39,414	4,59,19,143	24,75,534	57,04,83,023	35,19,98,288	29,52,76,263

Note : Current years figures are in bold

# Consolidated Notes forming part of the financial statements

## Note 15 : Non-Current Investments - (At cost unless stated otherwise)

Sr. No.	Name of the Body Corporate	Subsidiary / Associate / JV/ Controlled Entity / Others	No. of Shares / Units		Quoted / Unquoted/ Trade / Non Trade	Partly Paid / Fully paid	Face value per share/ unit		In Rupees			
			As At				As At		As At			
			March 31, 2017	March 31, 2016			March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016		
<b>(a)</b>	<b>Investment in Equity Instruments</b> Centrum Securities Private Limited Essel Centrum Holdings Limited Acorn Fund Consultants Pvt Ltd Club 7 Holidays Limited Indian Property Advisors LLP (formerly Indian Property Advisors Private Limited) Nikumbh Dairy Products Limited Birla Transasia Carpets Limited Kaiser Press Limited Dynamic Products Limited Lumax Auto Technologies Limited Jagjanani Textiles Limited Hilton Metal Forging Limited Rap Media Limited Adlabs Entertainment Limited Softchip Technologies Limited Pan India Motors Private Limited Oasis Counsel and Advisory Private Limited Bombay Stock Exchange Limited	Associate	1,00,000	1,00,000	Unquoted - Non-Trade	Fully paid	10	10	10,00,000	10,00,000		
		Associate	5,00,000	5,00,000	Unquoted - Non-Trade	Partly paid	10	10	10,00,000	10,00,000		
		Joint Venture	-	5,000	Unquoted - Non-Trade	Fully paid	10	-	-	50,000		
		Others	14,485	14,485	Unquoted - Non-Trade	Fully paid	10	10	1,14,45,527	1,14,45,527		
		Others	-	2,500	Unquoted - Non-Trade	Fully paid	10	10	79,62,500	33,37,500		
		Others	4,000	4,000	Unquoted - Non-Trade	Fully paid	10	10	1,09,500	1,09,500		
		Others	9,100	9,100	Quoted - Non-Trade	Fully paid	10	10	1,53,159	1,53,159		
		Others	500	500	Quoted - Non-Trade	Fully paid	10	10	5,000	5,000		
		Others	10,000	10,000	Quoted - Non-Trade	Fully paid	10	10	3,50,000	3,50,000		
		Others	5,000	5,000	Quoted - Non-Trade	Fully paid	10	10	2,25,000	2,25,000		
		Others	10,000	10,000	Quoted - Non-Trade	Fully paid	10	10	2,50,000	2,50,000		
		Others	5,000	5,000	Quoted - Non-Trade	Fully paid	10	10	3,50,000	3,50,000		
		Others	6,08,550	6,08,550	Quoted - Non-Trade	Fully paid	10	10	1,21,04,675	1,21,04,675		
		Others	5,55,555	5,55,555	Quoted - Non-Trade	Fully paid	10	10	9,99,99,900	9,99,99,900		
		Others	9,07,200	9,07,200	Unquoted - Non-Trade	Fully paid	10	10	90,72,000	90,72,000		
		Others	1,18,00,000	1,18,00,000	Unquoted - Non-Trade	Fully paid	10	10	4,30,00,000	4,30,00,000		
		Others	1	1	Unquoted - Non-Trade	Fully paid	10	10	10	10		
		Others	-	70,694	Unquoted - Trade	Fully paid	-	10	-	70,74,838		
		<b>(b)</b>	<b>Investment in Mutual funds</b> Nifty 18DEC 7500 Call Option Expiry. Date 27.12.2018 Nifty 18DEC 7600 Call Option Expiry. Date 27.12.2018 ISARC-GPIL/2014-15 Trust ISARC-SIDBI-2/2009-10 Trust Scheme B	Others	-	-	Quoted	Fully paid	-	-	-	31,10,558
				Others	-	-	Quoted	Fully paid	-	-	-	1,45,22,310
Others	16,625			16,625	Unquoted	Fully paid	-	-	3,80,00,000	3,80,00,000		
Others	5,974			5,974	Unquoted	Fully paid	-	-	2,02,47,500	4,02,47,500		
					<b>Total (a+b)</b>					<b>24,52,74,771</b>	<b>28,54,07,477</b>	
<b>(c)</b>	<b>Investment in Preference shares</b> Land and Building	Others	-	-			-	-	20,69,65,500	-		
					<b>Total (c)</b>				<b>20,69,65,500</b>	<b>-</b>		
<b>(d)</b>	<b>Investment in Preference shares</b> Indra Investments Advisory Private Limited SRR Consultants Private Limited Ray Realtors Private Limited	Others	1,00,000	1,00,000	Unquoted - Non-Trade	Fully paid	100	100	1,00,00,000	1,00,00,000		
		Others	10,00,000	10,00,000	Unquoted - Non-Trade	Fully paid	10	10	1,00,00,000	1,00,00,000		
		Others	20,000	20,000	Unquoted - Non-Trade	Fully paid	10	10	50,00,000	50,00,000		
					<b>Total (d)</b>					<b>2,50,00,000</b>	<b>2,50,00,000</b>	
				<b>Grand Total</b>				<b>47,72,40,271</b>	<b>31,04,07,477</b>			
				<b>Less : Provision for diminution in value of investments</b>				<b>3,07,20,159</b>	<b>42,02,278</b>			
				<b>Net Total</b>				<b>44,65,20,112</b>	<b>30,62,05,199</b>			

Particulars	As at	
	March 31, 2017	March 31, 2016
Aggregate Value of Quoted Investments [Market value of Rs. 8,144,176-(Previous year Rs. 72,033,378/-)]	11,34,37,734	13,10,70,602
Aggregate Value of Unquoted Investments (In Rs.)	36,38,02,537	17,93,36,875
Aggregate Provision for diminution in value of investments (In Rs.)	3,07,20,159	42,02,278

# Consolidated Notes forming part of the financial statements

(₹)

Particulars	As at March 31, 2017	As at March 31, 2016
<b>Note 16 : LONG TERM LOANS AND ADVANCES</b>		
<b>Housing Loans and non housing loans (Refer note 47)</b>		
<b>(SECURED BY TANGIBLE ASSETS CONSIDERED GOOD)</b>		
Housing Loan	3,57,15,828	-
Non Housing Loan	1,09,91,472	-
<b>(UNSECURED, CONSIDERED GOOD, UNLESS OTHERWISE SPECIFIED)</b>		
<b>Deposits</b>	12,10,23,254	10,74,05,389
	<b>16,77,30,554</b>	10,74,05,389
<b>Included in Deposits are:</b>		
Dues from Enterprise controlled by Key Management Personnel		
-Businessmatch Services (India) Private Limited	30,00,000	30,00,000
[Maximum amount outstanding during the year ₹ 3,000,000/- (Previous Year ₹ 3,000,000/-)]		
Dues from Key Management Personnel		
-Chandir Gidwani	30,00,000	30,00,000
[Maximum amount outstanding during the year ₹ 3,000,000/- (Previous Year ₹ 3,000,000/-)]		
<b>Advance for purchase of shares</b>		
Advance for purchase of shares pending transfer	1,00,00,000	1,00,00,000
<b>Other Loans and Advances</b>		
Inter-corporate deposits	65,87,39,243	24,89,72,779
Loans to employees	1,91,00,000	1,17,96,081
Advance Tax & Tax Deducted at Source	27,54,63,473	26,33,74,672
[Net of provision for tax ₹ 1,318,513,589/- (Previous Year ₹ 440,449,531/-)]		
MAT Credit Entitlement	8,92,59,805	2,24,49,456
Pre-Paid Expenses	7,14,110	7,09,962
Advances recoverable in cash or in kind or for the value to be received	64,16,952	1,09,91,785
Less:- Provision for doubtful advance	9,45,878	9,45,878
Share in Long Term and advances of Joint Venture	3,176	3,176
	<b>1,04,87,50,888</b>	55,73,52,033
<b>TOTAL</b>	<b>1,22,64,81,435</b>	67,47,57,422
<b>NOTE 17 : OTHER NON CURRENT ASSETS</b>		
Unamortized Loan acquisition cost		
Add: Expenses during the year	2,26,041	-
Less: Amortized during the year	4,381	-
Less: To be Amortized during next year	45,208	-
Closing Balance	<b>1,76,452</b>	-

# Consolidated Notes forming part of the financial statements

## Note 18 : Current Investments

Sr. No.	Name of the Body Corporate	Subsidiary / Associate / JV/ Controlled Entity / Others	No. of Shares / Units		Quoted / Unquoted/ Trade /Non Trade	Partly Paid / Fully paid	Face value per share/ unit		In Rupees		
			As At				As At		As At		
			March 31, 2017	March 31, 2016			March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016	
<b>(a) Investment in Equity Instruments</b>											
	Reliance Money Manager Fund - Institutional Option -Daily Dividend Plan	Others	-	-	Unquoted	Fully paid	-	-	3,91,32,880	3,72,20,683	
	NFTY 50 200417	Others	180	-	Quoted - Trade	Fully paid	1,00,000	-	1,99,01,641	-	
	MAHAREM	Others	10,000	-	Quoted- NonTrade	Fully paid	10	-	15,06,500	15,06,500	
	LIQUIDBEEES	Others	1	-	Quoted- NonTrade	Fully paid	1	-	911	911	
							<b>Total</b>		<b>6,05,41,932</b>	<b>3,87,28,094</b>	
<b>(b) Investment in Bonds</b>											
	7.72% Government of India 2025 bonds	Others	-	1,32,000	Quoted- Trade	Fully paid	-	100	-	1,33,04,757	
	8.12% Government of India 2020 bonds	Others	-	1,30,000	Quoted- Trade	Fully paid	-	100	-	1,34,98,044	
							<b>Total</b>		<b>-</b>	<b>2,68,02,801</b>	
							<b>Less : Provision for diminution in value of investments</b>		<b>15,06,500</b>		<b>15,07,411</b>
							<b>Total</b>		<b>5,90,35,432</b>		<b>6,40,23,484</b>

Particulars	As at Mar 31, 2017	As at Mar 31, 2016
Aggregate Value of Quoted Investments [Market value of ₹ 1,99,02,640-(Previous year ₹ 2,65,12,400/-)]	2,14,09,052	15,07,411
Aggregate Value of Unquoted Investment	3,91,32,880	3,72,20,683
Aggregate Provision for diminution in value of investment	15,06,500	15,07,411

# Consolidated Notes forming part of the financial statements

	As at March 31, 2017		As at March 31, 2016	
	Quantity (No of Bonds)	Amount (₹)	Quantity (No of Bonds)	Amount (₹)
<b>NOTE 19 : INVENTORIES</b> <b>(at lower cost and net realisable value)</b>				
7.40% IIFCL Tax free 2033	-	-	1,00,000	10,15,26,180
8.46% REC Taxfree 2028	-	-	60,000	6,84,88,131
09.15% Punjab National Bank Perpetual	-	-	25	2,41,23,750
08.41% Rajasthan SDL SPL 2028	-	-	1,55,000	1,63,53,198
09.55% Canara Bank Perpetual	-	-	14	1,39,68,375
7.64% NABARD Taxfree 2031	-	-	11,220	1,15,83,127
8.89% IDFC Ltd 2020	-	-	11	1,13,33,823
8.27% Chhatisgarh SDL SPL 2026	-	-	1,00,000	99,77,594
10.03% RAJASTHAN SPL SDL 2028	-	-	40,000	47,35,426
7.72% GOI 2025	-	-	29,100	29,33,094
11% Cholamandalam DBS Finance Ltd. 2020	-	-	2	21,45,989
8.60% GOI 2028	-	-	2,500	2,73,060
6.97% Govt of India 2026	10,00,000	10,22,74,667	-	-
9.15% Reliance Home Fin Ltd. 2027	24,583	2,45,28,314	-	-
9.42% West Bengal 2023	90,000	1,00,35,495	-	-
9.61% PFC 2021	8	87,87,233	-	-
8.35% National Insurance Co Ltd. 2027	6	60,58,118	-	-
11.50% Bank of India Perpetual	5	52,15,399	-	-
9.72% West Bengal SDL 2023	38,000	41,93,680	-	-
8.07% Telangana SDL Uday 2029	33,000	34,00,298	-	-
9.47% IRFC 2031	1	10,91,608	-	-
9.70% PFC 2018	1	10,32,170	-	-
8.55% IRFC 2019	1	9,87,486	-	-
9.33% Rajasthan SDL 2023	7,000	7,74,970	-	-
9.25% Deewan Housing Fin 2023	708	7,36,479	-	-
9.45% SBI 2026	50	5,18,371	-	-
9.30% Deewan Housing Fin 2026	465	4,85,852	-	-
9.50% SBI 2025	39	4,04,227	-	-
8% IDBI Bank 2018	3	3,02,712	-	-
<b>TOTAL</b>	<b>11,93,870</b>	<b>17,08,27,079</b>	<b>4,97,872</b>	<b>26,74,41,747</b>

(₹)

Particulars	As at March 31, 2017	As at March 31, 2016
<b>NOTE 20 : TRADE RECEIVABLES</b> <b>(UNSECURED, CONSIDERED GOOD, UNLESS OTHERWISE SPECIFIED)</b>		
<b>Debtors outstanding for a period exceeding six months from the date they were due for payment</b>		
Considered good	45,01,76,044	1,09,53,07,934
Considered doubtful	2,06,76,916	13,38,91,170
	<b>47,08,52,960</b>	<b>1,22,91,99,104</b>

# Consolidated Notes forming part of the financial statements

(₹)

Particulars	As at March 31, 2017	As at March 31, 2016
<b>Debtors outstanding for a period less than six months from the date they were due for payment</b>		
Considered good	1,29,27,04,295	1,35,19,24,619
	1,76,35,57,255	2,58,11,23,723
Less : Provision for doubtful debts	2,06,76,916	13,38,91,170
<b>TOTAL</b>	<b>1,74,28,80,339</b>	<b>2,44,72,32,553</b>
<b>NOTE 21 : CASH AND BANK BALANCES</b>		
<b><u>Cash and Cash equivalents</u></b>		
Balances with Banks	1,24,52,33,475	39,16,07,699
Cheques on hand	-	16,17,114
Fixed Deposit with Axis Bank with original maturity less than 3 months	5,40,767	-
Cash on Hand including foreign currencies	46,36,05,787	46,41,34,519
	1,70,93,80,029	85,73,59,332
<b>Other Bank Balances</b>		
Deposits with maturity for more than 3 months but less than 12 months	40,92,13,629	34,38,79,390
Deposits with maturity for more than 12 months	35,75,17,106	3,22,18,232
<b>Earmarked Balances With Banks</b>		
Unpaid dividend accounts	1,609	26,991
Share in cash on Hand with Joint Venture	1,97,41,416	2,04,49,319
Share in Deposits with maturity for more than 3 months but less than 12 months of Joint Venture	-	2,79,834
<b>TOTAL</b>	<b>2,49,58,53,789</b>	<b>1,25,42,13,098</b>
<b>Note 22 : SHORT TERM LOANS AND ADVANCES</b>		
<b>(SECURED, CONSIDERED GOOD, UNLESS OTHERWISE SPECIFIED)</b>		
<b>Loans and Advances</b>		
Housing Loan	60,61,958	-
Non Housing Loan	21,95,258	-
<b>Loans and Advances to Others</b>	86,66,08,887	22,69,65,825
	87,48,66,103	22,69,65,825
<b>(UNSECURED, CONSIDERED GOOD, UNLESS OTHERWISE SPECIFIED)</b>		
<b>Loans and Advances to related parties</b>		
Acorn Fund Consultants Private Limited	53,50,000	68,48,776
Centrum Securities Private Limited	20,94,00,000	23,78,46,773
Centrum ESPS Trust	-	30,62,25,000
	21,47,50,000	55,09,20,549

# Consolidated Notes forming part of the financial statements

(₹)

Particulars	As at March 31, 2017	As at March 31, 2016
<b>Loans to employees and others</b>		
Considered good, unless otherwise specified	1,97,19,779	1,31,62,500
Considered doubtful	-	30,00,000
	<b>1,97,19,779</b>	<b>1,61,62,500</b>
Less: Provision for doubtful advances	-	30,00,000
	<b>1,97,19,779</b>	<b>1,31,62,500</b>
<b>Loans to others</b>		
Inter Corporate Deposits	1,55,95,10,162	1,48,02,87,529
	<b>1,57,92,29,941</b>	<b>1,49,34,50,029</b>
<b>Other Loans and Advances</b>		
Pre-Paid Expenses	33,49,393	21,89,471
Considered good, unless otherwise specified.	14,87,52,461	18,83,72,831
Considered doubtful	4,53,488	4,53,488
	<b>14,92,05,949</b>	<b>18,87,05,853</b>
Less: Provision for doubtful advances	4,53,488	4,53,488
	<b>15,21,01,854</b>	<b>19,05,62,302</b>
<b>TOTAL</b>	<b>2,82,09,47,898</b>	<b>2,46,18,98,705</b>
<b>Note 23 : OTHER CURRENT ASSETS</b>		
Rent Receivable	1,80,10,979	1,35,22,132
Advances recoverable in cash or in kind or for the value to be received	31,47,39,528	14,69,18,535
Deposits Others	83,000	-
Interest Receivable	12,03,66,476	27,97,62,667
Unamortized loan acquisition cost	45,208	-
Other Current Assets	38,20,00,899	23,31,49,897
Share in Other current Assets of Joint Venture	3,32,39,937	2,58,17,352
<b>TOTAL</b>	<b>86,84,86,027</b>	<b>69,91,70,583</b>

# Consolidated Notes forming part of the financial statements

(₹)

Particulars	Year Ended March 31, 2017	Period Ended March 31, 2016
<b>Note 24 : REVENUE FROM OPERATIONS:</b>		
Syndication, Commisison & Brokerage	20,26,52,767	42,86,89,308
Forex / Forex equivalents	66,49,18,75,381	38,36,98,69,394
Income From Tours(Net)	-	1,14,45,598
Advisory Services	32,25,093	8,50,000
Business Support Service Fees	2,03,75,137	91,92,088
Brokerage & Commission	1,32,30,64,084	84,45,51,450
Depository Charges	25,52,157	12,60,860
Consultancy Fees	13,92,81,009	7,23,30,674
Interest Income	35,73,73,742	16,87,14,951
Processing Charges	61,37,911	14,52,195
Trading in Bonds (net)	7,24,58,199	3,01,45,724
Share in Income from Operation of Joint Venture	1,22,31,509	87,52,144
<b>TOTAL</b>	<b>68,63,12,26,989</b>	<b>39,94,72,54,386</b>
<b>NOTE 25 : OTHER INCOME</b>		
Interest		
Others	4,22,27,591	9,01,07,314
Banks	4,46,52,969	1,41,57,461
Dividend income		
Dividend on Equity Shares - Non-trade	2,82,776	6,75,649
Dividend on Units of Mutual Fund - Non-trade	19,12,197	14,56,435
Dividend on Preference Shares - Non-trade	1,00,000	1,00,000
Foriegn exchange gain (net)	-	10,62,040
Profit on sale of Investment (Refer note 42)	1,14,89,39,448	57,76,000
Other Income	7,55,59,249	30,89,186
Share in Other Income from Operation of Joint Venture	52,81,400	20,17,080
<b>TOTAL</b>	<b>1,31,89,55,630</b>	<b>11,84,41,164</b>
<b>Note 26 : EMPLOYEE BENEFIT EXPENSE</b>		
Salaries wages and bonus	1,23,86,73,410	68,66,97,157
Contribution to provident & other funds		
- E.S.I.C.	15,788	8,188
- Provident Fund	6,35,09,955	3,70,64,509

# Consolidated Notes forming part of the financial statements

(₹)

Particulars	Year Ended March 31, 2017	Period Ended March 31, 2016
Gratuity Expenses	1,51,62,492	1,31,66,694
Compensated Absences	13,23,485	34,35,444
Staff welfare expenses	2,31,02,504	1,19,94,089
Share in Employee Benefit Expenses of Joint Venture	31,35,194	19,94,452
<b>TOTAL</b>	<b>1,34,49,22,828</b>	<b>75,43,60,533</b>
<b>Note 27 : FINANCE COSTS</b>		
<b>Interest</b>		
- on bank	8,72,38,173	12,83,43,056
- others	46,90,23,567	13,49,52,577
Bank charges	4,04,85,197	2,09,19,102
Share in Finance Cost of Joint Venture	13,159	-
<b>TOTAL</b>	<b>59,67,60,096</b>	<b>28,42,14,735</b>
<b>NOTE 28 : OTHER EXPENSE</b>		
Rent (Refer note 31)	90,50,86,596	54,49,89,280
Rates & Taxes	55,637	69,433
Electricity	2,15,61,352	1,59,21,482
Foreign exchange loss (net)	11,13,055	-
Repair and maintenance - others	2,08,61,472	1,05,28,727
Computer / Software Expenses	47,82,664	26,12,384
Insurance	56,15,457	37,43,231
Advertising	90,18,861	8,53,984
Business promotion	4,96,59,381	2,15,92,091
Meeting and seminars	18,86,141	11,77,902
Subscription and membership fees	59,38,470	13,63,696
Commission and brokerage	7,97,04,274	10,60,41,757
Travelling and conveyance	8,83,87,239	5,29,67,386
Depository, Transaction & PMS Charges	62,35,027	20,79,833
Franking charges	17,31,273	11,10,873
Vehicle expenses	1,23,76,859	70,30,934
Communication costs	3,45,91,167	1,98,99,211
Printing and stationery	2,26,71,977	1,15,81,659
Legal & professional fees	16,39,26,984	5,60,72,037
Processing Charges	7,59,000	18,23,919

# Consolidated Notes forming part of the financial statements

(₹)

Particulars	Year Ended March 31, 2017	Period Ended March 31, 2016
Provisions for Standard Assets	36,24,328	51,84,985
Excess Reversal of Provision for Tax	-	1,75,883
Office expenses	3,67,21,898	3,73,02,652
Bad Debts Written Off	41,31,83,405	28,54,513
Provision for Diminution in Value of Investment	2,65,16,970	15,07,411
Advances and Others Written Off	1,00,53,540	-
Provision for doubtful debts	-	21,71,965
Director's sitting fees	31,22,475	19,44,030
Audit fees ( Refer note 43)	42,04,799	30,57,885
Sundry balance written off	17,96,581	-
Registration and filing fees	46,68,611	-
Donation and contributions to charitable institutions	4,45,870	5,88,000
CSR expenditure (Refer note 44)	14,00,000	-
Loss on securities dealings	16,02,476	5,14,549
Loss on sale of Property plant & Equipment	2,16,150	16,001
Miscellaneous expenses	4,21,87,637	3,09,21,462
Share In Administrative Expenses of Joint Ventures	1,62,64,902	25,13,478
<b>TOTAL</b>	<b>2,00,19,72,528</b>	<b>95,02,12,633</b>

# Consolidated Notes forming part of the financial statements

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## 29. Segment Information

### **Primary Segment:**

As of March 31, 2017, the Company has for the purpose of segment reporting identified the following major business as primary business segment.

- i) Advisory and Transactional Services consists of Investment Banking, broking activity, Portfolio Management, Wealth Management and Realty / Infrastructure Advisory services thereby earning transaction based fees.
- ii) Trading in Bonds – Purchase and sale of bonds and government securities in secondary market.
- iii) Forex business mainly comprising of Money changing services.
- iv) Treasury – Treasury operation ensures liquidity for business and manages investment of surplus funds to optimize returns within the approved risk management framework.
- v) Housing Finance Business.

Items that relate to the Company as a whole or at the corporate level not attributable to particular segments are included in “Unallocated”

### **Segment information for secondary segment reporting (by geographical segment).**

Company's operations are mainly conducted in India. The Company has a subsidiary in USA, a Joint Venture in Hong Kong and a representative office at Dubai and the commercial risks and returns involved on the basis of geographic segmentation are relatively insignificant. Thus, secondary segment disclosures based on geographic segments have not been made.

Segment wise details are given in Annexure -1.

## Annexure 1 of Note 29 to Financial Statements Consolidated Segment Information for the year ended March, 2017

### (i) Information about Primary business Segments

Particulars	Advisory & Transactional Services	Trading in Bonds	Forex and Forex Equivalents	Tours & Travels	Treasury	Housing Finance	Total	Elimination	Consolidated Total
<b>Revenue</b>									
Income from operations	1,25,75,67,276	7,24,58,199	67,21,77,90,788	-	55,53,54,556	-	69,10,31,70,819	(40,60,74,798)	68,69,70,96,021
Inter Segment Revenue	1,05,74,16,682	3,01,45,724	38,35,65,49,745	1,53,94,838	65,65,66,741	-	40,11,60,73,730	(25,58,07,533)	39,86,02,66,197
<b>Total revenue</b>	<b>1,25,75,67,276</b>	<b>7,24,58,199</b>	<b>67,21,77,90,788</b>	<b>-</b>	<b>(1,95,13,274)</b>	<b>-</b>	<b>(1,95,13,274)</b>	<b>-</b>	<b>(1,95,13,274)</b>
<b>Result</b>									
Expenditure	1,05,74,16,682	3,01,45,724	38,35,65,49,745	1,53,94,838	65,65,66,741	-	40,11,60,73,730	(25,58,07,533)	39,86,02,66,197
	1,22,84,22,028	4,01,18,178	66,72,69,42,567	-	60,88,05,517	-	68,60,42,88,290	(49,38,53,642)	68,11,04,34,648
	67,06,38,710	3,66,31,555	37,82,77,63,707	1,38,14,918	12,50,62,715	-	38,67,39,11,605	(3,49,62,785)	38,63,89,48,819
<b>Segment result</b>	<b>2,91,45,248</b>	<b>3,23,40,021</b>	<b>49,08,48,221</b>	<b>-</b>	<b>(7,29,64,235)</b>	<b>-</b>	<b>47,93,69,255</b>	<b>8,77,78,844</b>	<b>56,71,48,099</b>
Unallocable Corporate Expenses (net of Income)	38,67,7,972	(64,85,831)	52,87,86,038	15,79,920	53,15,04,026	-	1,44,21,62,126	(22,08,44,748)	1,22,13,17,378
									<b>(33,69,96,213)</b>
<b>Operating Profit</b>									53,03,72,563
Interest expense									<b>90,41,44,312</b>
Interest income									69,09,44,815
Extraordinary Items									<b>18,57,94,164</b>
<b>Profit before taxation</b>									27,91,24,610
(Add)/Less : Income Taxes - Current Tax									<b>4,05,24,802</b>
									1,49,86,871
									-
									6,65,93,096
									<b>75,88,74,947</b>
									49,34,00,170
									<b>(33,03,42,340)</b>
									(21,33,20,576)
- MAT Credit Entitlement									<b>6,68,10,349</b>
- Deferred Tax									2,24,49,456
									<b>(3,86,62,511)</b>
									97,88,688

Particulars	Advisory & Transactional Services	Trading in Bonds	Forex and Forex Equivalents	Tours & Travels	Treasury	Housing Finance	Total	Elimination	Consolidated Total
<b>Profit for the year before Share of Profit/ (loss) of Associates</b>									45,66,80,445
Add/(less) : Share of Profit/ (loss) of Associates for the year							31,23,17,738		31,23,17,738
							-		-
<b>Profit for the year before Minority Interest</b>									45,66,80,445
Minority Interest							31,23,17,738		31,23,17,738
							15,65,40,051		15,65,40,051
							5,07,25,889		5,07,25,889
<b>Net Profit / (Loss)</b>							<b>30,01,40,394</b>		<b>30,01,40,394</b>
							26,15,91,849		26,15,91,849
<b>Other Information</b>									
Segment assets	4,60,33,80,491	31,12,44,667	1,97,05,07,519	-	5,16,42,95,916	25,64,20,212	12,30,58,48,805	(8,94,68,05,496)	3,35,90,43,309
	5,45,90,46,450	20,90,73,793	65,97,62,717	-	27,54,96,677	15,01,73,255	6,75,35,52,892	(7,83,06,84,443)	(1,07,71,31,551)
Unallocable Corporate Assets							7,09,91,38,190	77,60,07,319	7,87,51,45,510
							10,43,67,72,610	-	10,43,67,72,610
<b>Total Assets</b>							<b>19,40,49,86,995</b>	<b>(8,17,07,98,177)</b>	<b>11,23,41,88,817</b>
Segment liabilities	99,09,63,922	19,74,15,278	50,20,01,667	-	4,62,01,66,374	36,86,910	17,19,03,25,502	(7,83,06,84,443)	9,35,96,41,059
	2,82,43,54,707	42,54,70,157	90,00,71,692	-	2,82,95,809	17,57,530	4,17,99,49,895	(1,72,60,27,208)	2,45,39,22,687
Unallocable Corporate Liabilities							4,31,44,25,901	-	4,31,44,25,901
							3,71,52,08,118	-	3,71,52,08,118
<b>Total Liabilities</b>							<b>10,62,86,60,051</b>	<b>(2,73,49,12,717)</b>	<b>7,89,37,47,334</b>
Capital expenditure	5,64,74,177	-	5,09,90,341	-	92,80,883	11,07,943	7,89,51,58,013	(1,72,60,27,208)	6,16,91,30,805
	10,30,31,723	-	6,54,50,591	-	-	-	11,78,53,344	-	11,78,53,344
Depreciation and Amortisation	3,83,67,695	-	2,76,65,833	-	3,84,846	56,855	16,84,82,314	-	16,84,82,314
	2,88,27,928	-	1,69,95,383	-	95,830	-	6,64,75,229	-	6,64,75,229
							4,59,19,141	-	4,59,19,141

# Consolidated Notes forming part of the financial statements

## 30. Related Party Disclosures

### (i) Names of Related Parties

In terms of Accounting Standard 18 (AS-18) 'Related Party Disclosures', notified in the Companies (Accounting Standards) Rules, 2006, the disclosures of transactions with the related parties as defined in AS-18 are given below :

Joint Ventures	<ul style="list-style-type: none"> <li>- Commonwealth Centrum Advisors Limited</li> <li>- Accorn Fund Consultants Private Limited (Joint venture of Centrum Wealth management Limited) (w.e.f December 09,2015)</li> </ul>
Names of other related parties with whom transactions have taken place during the year	
Enterprise controlled by Key Managerial Personnel	<ul style="list-style-type: none"> <li>- Businessmatch Services (India) Private Limited</li> <li>- Sonchajyo Investments &amp; Finance Private Limited</li> </ul>
Associates / entities where company has significant influence	<ul style="list-style-type: none"> <li>- Centrum Securities Private Limited</li> <li>- Essel Centrum Holdings Limited</li> </ul>
Key Managerial Personnel and their relatives	<ul style="list-style-type: none"> <li>- Mr. Sanjiv Bhasin, Managing Director and CEO (w.e.f July 06,2015 upto October 31,2015)</li> <li>- Mr. Shailendra Apte, Chief Financial Officer(w.e.f August 01,2015)</li> <li>- Mr. Alpesh Shah, Company Secretary</li> <li>- Mr. Chandir Gidwani, Non Executive Chairman</li> <li>- Ms. Sonia Gidwani, Sister of Mr.Chandir Gidwani</li> <li>- Mr. Jaspal Singh Bindra, Executive Chairman (w.e.f April 21,2016)</li> <li>- Mr. P.R. Kalyanaraman, Managing Director of CCL till July 06,2015.</li> </ul>

**30 Related Party Transactions (Contd.)**

(ii) Transactions carried out with the related parties in (i) above.

Nature of transaction	Associates / Entities where company has significant influence		Joint Ventures		Enterprise controlled by Key Management Personnel		Key Management Personnel		Relative of Key Management Personnel		Total	
	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16
<b>Inter-Corporate Deposits Given</b>												
Centrum Securities Private Limited	98,00,000	3,98,00,000	-	-	-	-	-	-	-	-	98,00,000	3,98,00,000
<b>Total</b>	<b>98,00,000</b>	<b>3,98,00,000</b>	-	-	-	-	-	-	-	-	<b>98,00,000</b>	<b>3,98,00,000</b>
<b>Inter-Corporate Deposits taken back</b>												
Centrum Securities Private Limited	-	66,00,000	-	-	-	-	-	-	-	-	-	66,00,000
<b>Total</b>	<b>-</b>	<b>66,00,000</b>	-	-	-	-	-	-	-	-	-	<b>66,00,000</b>
<b>Inter-Corporate Deposits taken</b>												
Businessmatch Services (India) Private Limited	-	-	-	-	1,50,00,000	2,80,00,000	-	-	-	-	1,50,00,000	2,80,00,000
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,50,00,000</b>	<b>2,80,00,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,50,00,000</b>	<b>2,80,00,000</b>
<b>Inter-Corporate Deposits repaid</b>												
Businessmatch Services (India) Private Limited	-	-	-	-	1,50,00,000	5,31,85,000	-	-	-	-	1,50,00,000	5,31,85,000
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,50,00,000</b>	<b>5,31,85,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,50,00,000</b>	<b>5,31,85,000</b>
<b>Interest Expenses</b>												
Businessmatch Services (India) Private Limited	-	-	-	-	-	9,74,800	-	-	-	-	-	9,74,800
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>9,74,800</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>9,74,800</b>
<b>Rent Expenses</b>												
Businessmatch Services (India) Private Limited	-	-	-	-	6,15,592	5,85,711	-	-	-	-	6,15,592	5,85,711
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>6,15,592</b>	<b>5,85,711</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>6,15,592</b>	<b>5,85,711</b>
<b>Interest Income</b>												
Centrum Securities Private Limited	67,09,951	8,04,175	-	-	-	-	-	-	-	-	67,09,951	8,04,175
<b>Total</b>	<b>67,09,951</b>	<b>8,04,175</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>67,09,951</b>	<b>8,04,175</b>

Nature of transaction	Associates / Entities where company has significant influence		Joint Ventures		Enterprise controlled by Key Management Personnel		Key Management Personnel		Relative of Key Management Personnel		Total	
	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16
<b>Directors sitting Fees</b>												
Mr. Chandir Gidwani	-	-	-	-	-	2,20,000	3,50,000	-	-	-	2,20,000	3,50,000
<b>Total</b>	-	-	-	-	-	2,20,000	3,50,000	-	-	-	2,20,000	3,50,000
<b>Professional Fees Expenses</b>												
Sonchajyo Investment and Finance Private Limited	-	-	-	-	12,00,000	9,00,000	-	-	-	-	12,00,000	9,00,000
<b>Total</b>	-	-	-	-	12,00,000	9,00,000	-	-	-	-	12,00,000	9,00,000
<b>Managerial Remuneration*</b>												
Mr. Sanjiv Bhasin	-	-	-	-	-	-	83,17,206	-	-	-	-	83,17,206
Mr. Jaspal Singh Bindra	-	-	-	-	-	3,71,31,115	-	-	-	-	3,71,31,115	-
<b>Total</b>	-	-	-	-	-	3,71,31,115	83,17,206	-	-	-	3,71,31,115	83,17,206
<b>Other Remuneration</b>												
Mr. Alpesh Shah	-	-	-	-	-	22,64,008	14,16,704	-	-	-	22,64,008	14,16,704
Mr. Shailendra Apte	-	-	-	-	-	46,30,416	34,71,812	-	-	-	46,30,416	34,71,812
Ms. Sonia Gidwani	-	-	-	-	-	-	-	-	69,99,469	51,76,640	69,99,469	51,76,640
<b>Total</b>	-	-	-	-	-	68,94,424	48,88,516	-	-	69,99,469	1,38,93,893	1,00,65,156
<b>Amount Receivable as at March 31, 2017</b>												
<b>Interest Receivable</b>												
Centrum Securities Private Limited	61,61,987	1,23,032	-	-	-	-	-	-	-	-	61,61,987	1,23,032
<b>Total</b>	61,61,987	1,23,032	-	-	-	-	-	-	-	-	61,61,987	1,23,032
<b>Security Deposits</b>												
Businessmatch Services (India) Private Limited	-	-	-	-	30,00,000	30,00,000	-	-	-	-	30,00,000	30,00,000
Mr. Chandir Gidwani	-	-	-	-	-	30,00,000	30,00,000	-	-	-	30,00,000	30,00,000
<b>Total</b>	-	-	-	-	30,00,000	30,00,000	30,00,000	30,00,000	-	-	60,00,000	60,00,000

Nature of transaction	Associates / Entities where company has significant influence		Joint Ventures		Enterprise controlled by Key Management Personnel		Key Management Personnel		Relative of Key Management Personnel		Total	
	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16
<b>Loan/Advances receivable</b>												
Centrum Securities Private Limited	-	3,32,00,000	-	-	-	-	-	-	-	-	-	3,32,00,000
Centrum ESPS Trust	30,62,25,000	30,62,25,000	-	-	-	-	-	-	-	-	30,62,25,000	30,62,25,000
<b>Total</b>	<b>30,62,25,000</b>	<b>33,94,25,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>30,62,25,000</b>	<b>33,94,25,000</b>
<b>Amount payable as at March 31, 2017</b>												
<b>Rent Payable</b>												
Businessmatch Services (India) Private Limited	-	-	-	-	5,92,515	-	-	-	-	-	-	5,92,515
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>5,92,515</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>5,92,515</b>
<b>Interest Payable</b>												
Businessmatch Services (India) Private Limited	-	-	1,79,05,487	1,79,05,487	1,79,05,487	-	-	-	-	-	1,79,05,487	1,79,05,487
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,79,05,487</b>	<b>1,79,05,487</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,79,05,487</b>	<b>1,79,05,487</b>

Note: \* Expenses towards gratuity and leave encashment provisions are determined actuarially on an overall company basis at end of each year and accordingly have not been considered in the above information

# Consolidated Notes forming part of the financial statements

## 31. Operating lease

- i) The Company has entered into cancellable leasing arrangements for corporate and branch offices and residential premises. The lease rentals of ₹ 86,15,55,784/- (previous year ₹ 49,03,89,138/-) have been included under the head Rent under Note 28 of Statement of Profit and Loss.
- ii) The Company has also entered into non-cancellable leasing arrangement for corporate office.

(₹)

Particulars	April 1, 2016 - March 31, 2017	July 1, 2015 - March 31, 2016
Lease rental paid	4,35,30,812	47,40,626
<b>Future minimum lease payments are as under</b>	<b>As at 31<sup>st</sup> March, 2017</b>	<b>As at 31<sup>st</sup> March, 2016</b>
Payment not later than one year	4,48,25,833	2,41,57,607
Payment later than one year but not later than five Years	12,88,03,443	5,96,23,889
Payment later than 5 years	89,78,400	-

## 32. Interest in joint venture

The Company have 50% interest in Commonwealth Centrum Advisors Limited Accordingly, the following disclosures include Balance Sheet as well as Profit & Loss numbers of Commonwealth Centrum Advisors Limited.

(₹)

Particulars	March 31, 2017	March 31, 2016
Assets	5,11,08,831	4,65,71,290
Liabilities	(6,06,362)	(14,01,376)
Revenue	1,84,79,462	88,79,435
Other Expenses	(1,19,03,676)	(1,22,32,566)
Profit before tax	65,75,786	(33,53,131)
Tax expenses	(2,76,678)	2,11,567
Other comprehensive income (net of tax)	(9,66,554)	18,89,789
Profit after tax	53,32,555	(12,51,775)

33. Minority interest represents that part of the net results of operations and of the net assets of a subsidiary and subsidiary of joint venture entity attributable to interests which are not owned, directly or indirectly through subsidiaries by Centrum Capital Limited / Joint Venture entities as follows:

(₹)

Particulars	As at March 31, 2017	As at March 31, 2016
<b>Subsidiary (A)</b>		
Share Capital	8,04,95,896	8,04,95,896
Share Premium	68,25,56,742	68,25,56,742
Share of opening reserve	11,98,44,564	7,36,65,518

# Consolidated Notes forming part of the financial statements

Share of current year profit/(loss)	9,52,45,181	4,61,79,046
<b>Total (A)</b>	<b>97,81,42,383</b>	<b>88,28,97,202</b>
<b>Step Down Subsidiary (B)</b>		
Share Capital	6,51,28,528	2,51,850
Share of opening reserve	37,65,40,088	1,02,88,493
Share of current year profit/(loss)	6,13,28,519	10,73,74,086
Deduction on account of sale of shares	1,16,79,430	1,06,89,872
<b>Total (B)</b>	<b>49,13,17,705</b>	<b>10,72,24,557</b>
<b>Net Total (A+B)</b>	<b>1,46,94,60,089</b>	<b>99,01,21,759</b>

## 34. Contingent Liabilities and commitments

(₹)

Particulars	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2016
Partly paid equity shares of Essel-Centrum Holdings Limited	40,00,000	40,00,000
Income Tax Demands disputed in Appeal	3,65,51,506	3,65,51,506

## 35. Gratuity and Post employment benefit plans

### Short Term Employee Benefits

Liability in respect of short term compensated absences is accounted for at undiscounted amount likely to be paid as per entitlement.

### Defined Contribution Plan

Retirement benefits in the nature of Provident Fund, Superannuation Scheme and others which are defined contribution schemes, are charged to the Statement of Profit and Loss of the year when contributions accrue.

### Defined Benefit Plan

The liability for Gratuity, a defined benefit obligation, is accrued and provided for on the basis of actuarial valuation using the Projected Unit Credit method as at the Balance Sheet date.

### Other Long Term Benefits

Long term compensated absences are provided on the basis of an actuarial valuation using the Projected Unit Credit method as at the Balance Sheet date. Actuarial gains and losses comprising of experience adjustments and the effects of changes in actuarial assumptions are recognised in the Statement of Profit and Loss for the year as income or expense.

### Disclosure Under AS - 15 (Revised 2005)

Company has adopted the Accounting Standard (AS - 15) (Revised 2005) "Employee Benefits" effective April 01, 2007.

# Consolidated Notes forming part of the financial statements

- I. Defined Contribution Plans:** The Company has classified the various benefits provided to employees as under:
- Provident Fund
  - Employers' Contribution to Employees' State Insurance

The provident fund and the state defined contribution plan are operated by the Regional Provident Fund Commissioner and the Superannuation Fund is administered by the Trustee of the Life Insurance Corporation. Under the schemes, the Company is required to contribute a specified percentage of payroll cost to the retirement benefit schemes to fund the benefits. These funds are recognized by the Income Tax authorities.

The Company has recognised the following amounts in the statement of Profit and Loss.

(₹)

Particulars	For the year ended March 31, 2017	For the period ended March 31, 2016
Employer's contribution to Provident Fund	6,35,09,955	3,70,64,509
Employer's contribution to Employees' State Insurance	15,788	8,188

## II. Defined Benefit Plans

### (a) Contribution to Gratuity Fund (Funded Scheme):

In accordance with the Accounting Standard (AS - 15) (Revised 2005), actuarial valuation was performed by independent actuaries in respect of the aforesaid defined benefit plan based on the following assumptions:

Particulars	As at March 31, 2017	As at March 31, 2016
Discount rate (per annum)	7.75%-8.50%	7.75%-8.50%
Rate of increase in compensation levels (p.a)	4.00%-6.00%	4.00%-6.00%
Expected rate of return	8.60%-8.70%	8.60%-8.70%

### (b) Changes in the present value of defined benefit obligation are as follows:

(₹)

Particulars	As at March 31, 2017	As at March 31, 2016
Opening defined benefit obligation	4,60,63,404	3,44,76,643
Interest cost	36,42,643	21,29,870
Current service cost	92,19,008	50,92,624
Past service cost (non vested benefit)	-	-
Past service cost (vested benefit)	-	-
Settlement	-	-
Liability transfer in	-	-
Liability transfer out	-	-
Benefit paid	(51,78,778)	(15,04,581)
Actuarial (gain)/loss on obligation- Due to Change in Obligation	38,09,409	50,38,571
Actuarial (gain)/loss on obligation- Due to Change in Obligation	(8,03,633)	-
Closing defined benefit obligation	5,67,52,053	4,52,33,127

# Consolidated Notes forming part of the financial statements

## (c) Changes in the fair value of plan assets are as follows:

(₹)

Particulars	As at March 31, 2017	As at March 31, 2016
Opening fair value of plan assets	2,58,99,245	2,12,87,662
Expected Return on Plan Assets	20,17,271	13,06,969
Contributions by employer	1,34,88,667	43,85,887
Benefit paid	(51,78,778)	(15,04,581)
Actuarial gain/(loss) on Plan Assets	(1,35,403)	4,23,308
Closing fair value of plan assets	3,60,91,002	2,58,99,245

## (d) Disclosure as per Para 120 (n) of AS-15

(₹)

Particulars	Funded Scheme Gratuity				
	For the year ended March 31, 2017	For the period ended March 31, 2016	For the year ended June 30, 2015	For the year ended June 30, 2014	For the year ended June 30, 2013
Defined benefit obligation	(5,67,52,053)	(4,52,33,127)	(4,16,53,920)	(3,28,34,500)	(3,33,03,724)
Plan assets	3,60,91,002	2,58,99,245	2,90,40,025	2,46,42,498	2,31,34,211
Surplus / (deficit)	(2,06,61,051)	(1,93,33,882)	(1,26,13,895)	(81,92,002)	(1,01,69,513)
Experience adjustments on plan liabilities	17,36,280	(5,50,759)	14,78,909	42,144	(3,33,03,724)
Experience adjustments on plan assets	(1,59,360)	87,291	15,897	(14,756)	2,31,34,211

## (e) Reconciliation of Present Value of Defined Benefit Obligation and the Fair Value of Assets.

(₹)

Particulars	As at March 31, 2017	As at March 31, 2016
Present Value of Funded Obligation as at end of the year	(5,67,52,053)	(4,52,33,127)
Fair Value of Plan Assets as at end of the year	3,60,91,002	2,58,99,245
Funded Liability as at the Balance Sheet date	(2,06,61,051)	(1,93,33,882)

## (f) Amount recognised in the Balance Sheet

(₹)

Particulars	As at March 31, 2017	As at March 31, 2016
Liability at the end of the year	(5,67,52,053)	(4,52,33,127)
Fair Value of Plan Assets at the end of the year	3,60,91,002	2,58,99,245
Net Liability recognized in the Balance Sheet	(2,06,61,051)	(1,93,33,882)

# Consolidated Notes forming part of the financial statements

## (g) Expenses recognized in Statement of Profit and Loss

(₹)

Particulars	For the year ended March 31, 2017	For the period March 31, 2016
Current service cost	92,19,008	50,92,624
Interest cost on benefit obligation	20,89,751	11,56,209
Expected return on plan assets	(20,17,271)	(3,37,169)
Past Service Cost (non vested Benefit) Recognised	-	-
Past Service Cost (vested Benefit) Recognised	-	-
Recognition of transition liability	-	-
Net actuarial (gain) / loss recognised in the year	31,41,179	46,19,124
Net benefit expense	1,24,32,667	1,05,30,788

## (h) Actual Return on Plan Assets

(₹)

Particulars	For the year ended March 31, 2017	For the period March 31, 2016
Expected Return on Plan Assets	20,17,271	3,37,169
Actuarial gains / (losses) on Plan Assets	(1,35,403)	4,23,308
Actual Return on Plan Assets	18,81,868	7,60,477

## 36. Derivative Instruments and Un-hedged Foreign Currency Exposure

- There were no contracts outstanding as at balance sheet date.
- Particulars of Unhedged Foreign Currency Exposure are detailed below at the exchange rate prevailing as at balance sheet date

Particulars	Current Year			Previous Year		
	Quantity	Rate	Amount (₹)	Quantity	Rate	Amount (₹)
<b>Sundry creditors</b>						
USD	11,71,356	64.85	7,59,62,466	10,41,434	66.25	6,89,92,750
EURO	9,66,974	69.30	6,70,11,298	12,25,175	75.37	9,23,41,456
GBP	2,24,825	80.92	1,81,92,524	1,16,623	95.45	1,11,31,934
CAD	75,609	48.58	36,72,659	1,71,542	51.22	87,86,501
AUD	1,54,281	49.57	76,48,357	1,56,403	50.95	79,68,154
OTHERS			3,49,25,523			2,67,34,728
<b>Total</b>			<b>20,74,12,827</b>			<b>21,59,55,523</b>
<b>Forex and forex equivalents</b>						
USD	19,60,262	64.85	12,71,23,020	24,90,778	66.25	16,50,07,812
EURO	5,38,688	69.30	3,73,31,116	5,92,783	75.37	4,46,78,028
GBP	2,26,097	80.92	1,82,95,470	2,66,183	95.45	2,54,07,746
CAD	2,09,431	48.59	1,01,77,122	1,42,543	51.22	73,01,154

# Consolidated Notes forming part of the financial statements

Particulars	Current Year			Previous Year		
	Quantity	Rate	Amount (₹)	Quantity	Rate	Amount (₹)
JPY	67,90,250	0.58	39,39,022	93,60,396	0.59	55,19,832
AED	16,55,090	17.66	2,92,23,589	12,12,279	18.01	2,18,36,052
AUD	2,00,787	49.57	99,53,854	1,49,176	50.95	75,99,977
SGD	2,22,610	46.42	1,03,32,560	2,53,373	49.24	1,24,76,797
CHF	79,590	64.83	51,59,694	57,110	68.93	39,36,710
SAR	6,38,772	17.29	1,10,47,055	5,30,014	17.64	93,49,704
OTHERS			7,88,38,919			6,89,36,927
<b>Total</b>			<b>34,14,21,421</b>			<b>37,20,50,739</b>

Particulars	As at March 31, 2017	As at March 31, 2016
Bank balance of Dubai Branch	1,15,564 (AED 6,559.67 @ Closing rate of 1AED = ₹ 17.62)	63,71,000 (AED 354,117.53 @ Closing rate of 1AED = ₹ 17.99)
Cash balance of Dubai Branch	157,627 (AED 8,947.25 @ Closing rate of 1AED = ₹ 17.62)	202,065 (AED 11,231.35 @ Closing rate of 1AED = ₹ 17.99)
Loan & advances to related parties	6,391,456 (USD 98,750 @ Closing rate of 1USD = ₹ 64.75)	6,527,267 (USD 98,750 @ Closing rate of 1USD = ₹ 66.099)
Trade Receivable	30,071,533 (USD 461,852 @ Closing rate of 1USD = ₹ 64.75)	36,032,730 (USD 544,740 @ Closing rate of 1USD = ₹ 66.099)

### 37. Deferred Tax Asset / Liability

In accordance with the Accounting Standard 22 on Accounting for Taxes on Income, the Company has made adjustments in its accounts for deferred tax liabilities / assets.

The tax effects of significant temporary differences that resulted in deferred tax assets and liabilities are

(₹)

Particulars	For the year ended March 31, 2017	For the period March 31, 2016
<b>Deferred tax liabilities</b>		
Difference between book and tax depreciation	51,97,622	50,64,841
On a/c of Gratuity	2,46,740	-
On a/c of leasehold expenses claimed in IT	-	24,56,160
<b>Total (A)</b>	<b>54,44,363</b>	<b>75,21,001</b>
<b>Deferred tax (assets):</b>		
Provision for Gratuity & leave encashment	(1,34,74,737)	(1,20,44,978)
Difference between book and tax depreciation	(2,18,63,053)	(1,87,23,514)

# Consolidated Notes forming part of the financial statements

(₹)

Particulars	For the year ended March 31, 2017	For the period March 31, 2016
On a/c of Others	(10,76,546)	(61,16,065)
On a/c of Provision for Bad debts & advances	(7,028,083)	(4,72,47,512)
On a/c of Sch. II of Companies Act, 2013	(56,00,697)	(56,00,697)
On a/c of Carried Forward Losses	(25,69,96,693)	(25,70,40,232)
<b>Total (B)</b>	<b>(30,60,39,809)</b>	<b>(34,67,72,999)</b>
<b>Net deferred tax liability / (assets) (A - B)</b>	<b>(30,05,95,447)</b>	<b>(33,92,51,998)</b>

## 38. (a) Earnings in foreign currency (Accrual basis)

(₹)

Particulars	March 31, 2017	March 31, 2016
Commission / Syndication fees	97,33,398	1,10,22,663
Branch Income	29,82,963	5,65,489
<b>Total</b>	<b>1,27,16,361</b>	<b>1,15,88,152</b>

## (b) Expenditure in foreign currency (Accrual basis)

(₹)

Particulars	March 31, 2017	March 31, 2016
Travelling	28,59,759	20,42,728
Computer Expenses	19,26,118	10,90,004
Branch Expenses	2,56,18,009	2,02,48,732
<b>Total</b>	<b>3,04,03,886</b>	<b>2,33,81,464</b>

## 39. Earnings Per Share

Particulars	For the year ended March 31, 2017	For the period ended March 31, 2016
Profit after taxes (net of prior period items) after Exceptional Items attributable to equity Shareholders (In ₹)	30,01,40,394	26,15,91,849
Weighted average number of equity shares issued and outstanding (In Nos.)	41,60,32,740	41,60,32,740
Basic and Diluted Earnings Per Share before Extraordinary Items (In ₹)	0.72	0.63
Basic and Diluted Earnings Per Share after Extraordinary Items (In ₹)	0.72	0.63
Nominal Value of Equity Shares (In ₹)	1/-	1/-

## 40. Loans and Advances (including interest) includes amounts due from:

Loans and advance granted to companies under same management pursuant to Section 186 of the Companies Act, 2013, associates and companies in which directors are interested pursuant to Schedule V of the Listing Regulation.

# Consolidated Notes forming part of the financial statements

(₹)

Particulars	As at March 31, 2017	Maximum outstanding during the year	As at March 31, 2016	Maximum outstanding during the year
<b>Loans and Advances to parties under the same management</b>				
Centrum ESPS Trust	-	30,62,25,000	30,62,25,000	30,62,25,000
<b>Security Deposits outstanding from parties in which directors are interested</b>				
Businessmatch Services (India) Private Limited	30,00,000	30,00,000	30,00,000	30,00,000
Security Deposits outstanding from Director of Holding Company	30,00,000	30,00,000	30,00,000	30,00,000

41. The Company has a process of identification of 'suppliers' registered under the Micro, Small and Medium Enterprises Development ('MSMED') Act, 2006, by obtaining confirmations from all suppliers. The Company has not received intimation from all the 'suppliers' regarding their status under MSMED Act, 2006 and hence disclosures if any, relating to amounts unpaid as at the year end together with interest paid/payable as required have not been furnished.
42. Other Income includes Rs.1,126,569,849/- on account of sale of minority stake by Centrum Retail Services Limited (CRSL) in its wholly owned subsidiary viz. CentrumDirect Limited (CDL) to NYLIM Jacob Ballas India Holdings IV and Jacob Ballas Capital India Private Limited.

#### 43. Auditors' remuneration

(₹)

Particulars	31 <sup>st</sup> March, 2017	31 <sup>st</sup> March, 2016
For Statutory Audit	32,95,875	25,37,400
For Limited Review	5,50,000	3,00,000
For Certification and Other Matters	3,58,924	2,20,485
<b>Total</b>	<b>42,04,799</b>	30,57,885

#### 44. Disclosure relating to CSR expenditure:

- (a) Gross amount required to be spent by the company during the year C.Y. ₹ 10,146,132/- (P.Y ₹ 6,486,467/-)
- (b) Amount spent during the year on:

(₹)

Sr.No.	Particulars	In cash	Yet to be paid in cash	Total
(i)	Construction/acquisition of any asset	Nil	Nil	Nil
		Nil	Nil	Nil
(ii)	On purposes other than (i) above	14,00,000	Nil	14,00,000
		Nil	Nil	Nil

Note:- Current year figures are in bold

# Consolidated Notes forming part of the financial statements

45. Details of Specified bank notes (SBNs held and transacted during the period from November 8, 2016 to December 30, 2016 as provided in table in below

(₹)

Particulars	SBNs*	Other Denomination Notes	Total
Closing cash in hand as on 08.11.2016	8,09,56,500	94,40,490	9,03,96,990
(+) Permitted receipts	10,11,12,000	-	-
(-) Permitted payments	-	-	-
(-) Amount deposited in Banks	18,20,68,500	-	-
(+) Withdrawn from Banks	-	-	-
Closing cash in hand as on 30.12.2016	-	-	-

\* For the purpose of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated November 8, 2016.

The disclosures with respects to 'Permitted Receipts', 'Permitted Payments', 'Amount deposited in Banks' and 'Closing cash in hand as on 30.12.2016' is understood to be applicable in case of SBNs only.

## 46. Centrum Financial Services Limited

Disclosures of details as required by Revised Para 13 of Non Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 2007, earlier Para 9BB of Non Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998

1.

(₹)

Particulars	As at 31 <sup>st</sup> March, 2017 (₹ In Lakhs)	
	Amount Outstanding	Amount Overdue
Loans and Advances availed by the NBFCs inclusive of Interest accrued thereon but not paid		
a. Debentures		
Secured	21,260.00	-
Unsecured (other than falling within the meaning of Public Deposits)	-	-
b. Deferred Credits	-	-
c. Term Loans (secured)	1,100.00	-
d. Inter-corporate loans and borrowing	4,562.67	-
e. Commercial Paper	-	-
f. Other loans	-	-
<b>Total</b>	<b>26,922.67</b>	<b>-</b>

# Consolidated Notes forming part of the financial statements

## Asset Side

		Amount Outstanding
2	<b>Break up of Loans and Advances including bills receivables (other than those included in [3] below):</b>	(₹ In Lakhs)
	a. Secured	7,089.33
	b. Unsecured	24,283.26
	<b>Total</b>	<b>31,372.59</b>
3	Break up of Leased Assets and stock on hire and other assets counting towards AFC activities	NIL

## 4 Break-up of Investments:

Current Investments: NIL

Long Term Investments

1. Quoted:	
(i) Shares:	
a. Equity	799.99
b. Preference	-
(ii) Debentures and Bonds	-
(iii) Units of Mutual Funds	-
(iv) Government Securities	-
(v) Others	-
<b>Total</b>	<b>799.99</b>
2. Unquoted:	
(i) Shares:	
a. Equity	-
b. Preference	-
(ii) Debentures and Bonds	-
(iii) Units of Mutual Funds	-
(iv) Government Securities	-
(v) Others	3,373.81
<b>Total</b>	<b>3,373.81</b>

5 Borrower group-wise classification of assets financed as in (2) and (3) above:	Amount net of provisions		
	Secured	Unsecured	Total
1. Related Parties			
a. Subsidiaries	-	262.67	262.67
b. Companies in the same group	-	8,443.55	8,443.55
c. Other related parties	-	-	-
2. Other than related parties	7,089.33	15,577.03	22,666.36
<b>Total</b>	<b>7,089.33</b>	<b>24,283.25</b>	<b>31,372.58</b>

# Consolidated Notes forming part of the financial statements

6	Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):	Market Value / Break up of fair value or NAV	Book Value (Net of Provisions)
	Category		
	1. Related Parties		
	a. Subsidiaries	2,791.34	2,791.34
	b. Companies in the same group	-	-
	c. Other related parties	-	-
	2. Other than related parties	1,382.47	1,382.47
	<b>Total</b>	<b>4,173.81</b>	<b>4,173.81</b>
7	Other Information	Amount	
	Gross Non-performing Assets		
	a. Related parties		-
	b. Other than related parties		-
	Net Non-performing Assets		
	a. Related parties		-
	b. Other than related parties		-
	Assets acquired in satisfaction of debt		-

- 47.** Housing loan represent outstanding amount of housing loan disbursed to the customer. Non housing loan includes the payment made by the Centrum Housing Finance Limited (CHFL) towards the premium on behalf of the borrower (wherever applicable). Loans and instalments due from borrowers shown under Loans and Advances are secured wholly or partly by
- i. Equitable mortgage of property and/or
  - ii. Pledge of shares, other securities, assignment of life insurance policies and/or
  - iii. Bank guarantee, corporate guarantees, or personal guarantees and/or
  - iv. Undertaking to create security
- 48.** As per the Housing Finance Companies (NHB) Directions, 2010, non-performing assets are recognised on the basis of ninety days overdue. The total provision carried by the Corporation in terms of paragraph 29 (2) of the Housing Finance Companies (NHB) Directions, 2010, and subsequent NHB Circulars - NHB.HFC. DIR.3/CMD/2011 dated August 5, 2011, NHB.HFC.DIR.4/CMD/2012 dated January 19, 2012 and NHB.HFC. DIR.9/CMD/2013 dated September 6, 2013 in respect of Housing and Non-Housing Loans is as follows.

(₹)

Particulars	As at 31 <sup>st</sup> March, 2017		As at 31 <sup>st</sup> March, 2016	
	Outstanding	Provisions	Outstanding	Provision
<b>Housing Loan:</b>				
To Individuals				
Standard Assets	4,17,77,786	1,67,111	-	-
Sub-Standard Assets	-	-	-	-
Doubtful Assets	-	-	-	-

# Consolidated Notes forming part of the financial statements

Loss Assets	-	-	-	-
To Non-Individuals				
Standard Assets	-	-	-	-
Sub-Standard Assets	-	-	-	-
Doubtful Assets	-	-	-	-
Loss Assets	-	-	-	-
Floating provision	-	-	-	-
<b>Total (A)</b>	<b>4,17,77,786</b>	<b>1,67,111</b>		

(₹)

Particulars	As at 31 <sup>st</sup> March, 2017		As at 31 <sup>st</sup> March, 2016	
	Outstanding	Provisions	Outstanding	Provision
<b>Non Housing Loan:</b>				
To Individuals				
Standard Assets	1,31,86,730	52,747	-	-
Sub-Standard Assets	-	-	-	-
Doubtful Assets	-	-	-	-
Loss Assets	-	-	-	-
To Non-Individuals				
Standard Assets	-	-	-	-
Sub-Standard Assets	-	-	-	-
Doubtful Assets	-	-	-	-
Loss Assets	-	-	-	-
Floating provision	-	-	-	-
<b>Total (B)</b>	<b>1,31,86,730</b>	<b>52,747</b>		
<b>Grand Total (A+B)</b>	<b>5,49,64,516</b>	<b>2,19,858</b>		

## 49. Disclosures Required by the National Housing Bank

The following additional disclosures have been given in terms of the circular no. NHB/ND/DRS/Pol-No.35/2010-11 dated October 11, 2010 issued by the NHB.

### a. Capital to Risk Assets Ratio (CRAR)

Particulars	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2017
i) CRAR (%)	670.07%	-
ii) CRAR-Tier I Capital (%)	0.58%	-
iii) CRAR-Tier II Capital (%)	-	-

### b. Exposure to Real Estate Sector

Sr. No.	Category	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2016
A	Direct Exposure		
i)	Residential Mortgages (including loan against residential property):	5,49,64,516	-
	Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented Out of which Individuals Housing Loans upto ₹ 15 lakhs	1,94,26,162	-

# Consolidated Notes forming part of the financial statements

ii)	Commercial Real Estate: Lending secured by mortgages on commercial real estate (office buildings, retail space, multipurpose commercial premises, multi-family residential buildings, multi-tenanted commercial premises, industrial or warehouse spaces, hotels, land acquisition, development and construction, etc.). Exposure would also include non-fund based (NFB) limits	-	-
iii)	Investment in Mortgage Backed Securities (MBS) and other securitized exposures-		
	a) Residential	-	-
	b) Commercial Real Estate	-	-
B	Indirect Exposure Fund based and non-fund based exposures on NHB and Housing Finance Companies (HFCs)	-	-

## c. Asset Liability Management:

Maturity pattern of certain items assets and liabilities as at March 31, 2017

(₹ In lakhs)

Items/time buckets	Liabilities	Assets
1 to 14 days	0	1,25
Over 14 days to 1 month	5	3,65
Over one month to 2 months	33	4,58
Over 2 month to 3 months	6	4,63
Over 3 month to 6 months	6	6,04
Over 6 month to 1 year	4	77
Over 1 year to 3 years	0	1,20
Over 3 years to 5 years	3	1,50
Over 5 years to 7 years	0	1,50
Over 7 years to 10 years	0	80
Over 10 Years	25,35	0
<b>Total</b>	<b>25,92</b>	<b>25,92</b>

- No Negative mismatches

**50.** As per Section 29 C of National Housing Bank Act, 1987, the Company is required to transfer at least 20% of its net profit every year to a reserve before any dividend is declared. For this purpose any Special Reserve created by the Company under Section 36(1) (vii) of Income Tax Act, 1961 is considered to be an eligible transfer. Accordingly, the Centrum Housing Finance Limited (CHFL) has transferred ₹ 80,795 to Special Reserve U/s 36(1) (viii) of Income Tax Act, 1961 and also ₹ 10,000/- to Reserve Fund (U/s 29C of NHB Act) during the year.

# Consolidated Notes forming part of the financial statements

<b>Statement as per NHB circular No. NHB(ND)/ DRS/ Pol.Circular.61/ 2013 14 Dt. April 07, 2014</b>		
<b>Particulars</b>	<b>Amount (₹)</b>	
<b>Balance at the beginning of the year</b>	<b>2016-17</b>	<b>2015-16</b>
a) Statutory Reserve u/s 29C of the National Housing Bank Act, 1987	-	-
b) Amount of special reserve u/s 36(1)(vii) of Income Tax Act, 1961 taken into account for the purposes of Statutory Reserve under, Section 29C of the NHB Act, 1987.	-	-
c) Total	-	-
<b>Addition/Appropriation/ Withdrawal during the year</b>		
Add: a) Amount transferred u/s 29C of the NHB Act, 1987	<b>10,000</b>	-
b) Amount of special reserve u/s 36(1)(vii) of Income Tax Act, 1961 taken into account for the purposes of Statutory Reserve under Section 29C of the NHB Act, 1987	<b>80,795</b>	-
Less: a) Amount appropriated from the Statutory Reserve u/s 29C of the NHB Act, 1987	-	-
b) Amount withdrawn from the Special Reserve u/s 36(1)(viii) of Income Tax Act, 1961 which has been taken into account for the purpose of provision u/s 29C of the NHB Act, 1987	-	-
<b>Balance at the end of the year</b>		
a) Statutory Reserve u/s 29C of the National Housing Bank Act, 1987	<b>10,000</b>	-
b) Amount of special reserve u/s 36(1)(vii) of Income Tax Act, 1961 taken into account for the purposes of Statutory Reserve under, Section 29C of the NHB Act, 1987	<b>80,795</b>	-
c) <b>Total</b>	<b>90,795</b>	-

**51.** Disclosure regarding penalty or adverse comments as per Housing Finance Companies (NHB) Directions, 2010. During the current year, the Centrum Housing Finance Limited (CHFL) was not imposed any penalty by National Housing Bank. (Note No 47 to 51 pertains to Centrum Housing Finance Limited (CHFL).

**52.** The Holding company has paid a managerial remuneration in excess of the limits as laid down in the Section 197 read with Schedule V to the Act of ₹ 24,60,155/- Lakhs during the financial year 2016-17 to its Executive Chairman. Since the payment of the remuneration is in excess of the limits, the Company made an application to the Central Government. The Central Government has partially allowed the excess remuneration and the Company has made a representation for the balance. The outcome of the same is awaited, pending which the balance amount is held in trust by the executive chairman and hence no adjustment has been made in the accounts.

# Consolidated Notes forming part of the financial statements

53. During the previous year, the company had made provision for interest payable of ₹ 6,65,93,096/- on certain loans availed in earlier years. These provisions were determined to be in excess and hence the holding company has reversed these excess provisions in the previous year. This amount is shown as exceptional item.
54. Statement of Net assets and profit or loss attributable as required under Schedule III to the Companies Act 2013..

Name of the Enterprises	Net Assets i.e. total assets minus total liabilities		Share in profit or loss		
	Particulars	As % of consolidated net assets	Amt (in ₹)	As % of consolidated profit or loss	Amt (in ₹)
<b>Parent</b>					
Centrum Capital Limited	62.54%	3,00,81,37,507	125.01%	37,52,12,116	
<b>Subsidiaries</b>					
<b>Indian</b>					
Centrum Retail Services Limited (formally Centrum Retail Financial Services Limited)	56.35%	2,71,02,23,408	39.06%	11,72,31,350	
Centrum Broking Limited	6.51%	31,32,54,120	5.51%	1,65,50,225	
Centrum Defence Systems Limited	-0.39%	(1,85,33,064)	-3.18%	(95,55,769)	
Centrum Infrastructure Advisory Limited	-0.87%	(4,16,88,338)	-10.02%	(3,00,59,908)	
Buyforex India Limited	-0.29%	(1,39,68,092)	-4.82%	(1,46,07,459)	
<b>Foreign</b>					
Centrum Capital Holdings LLC	-0.09%	(4,419,457)	-0.02%	74,938	
<b>Step Down Subsidiaries</b>					
<b>Indian</b>					
CentrumDirect Limited	53.97%	2,59,60,33,254	116.09%	34,84,25,327	
Centrum Financial Services Limited	22.99%	1,10,56,46,102	18.26%	5,47,94,118	
Agrata Mercantile Private Limited	-0.07%	(35,63,281)	-1.12%	(33,64,712)	
Shree Srinivas Realtors Private Limited	0.76%	3,67,76,593	1.09%	32,78,662	
Centrum Wealth Management Limited	0.33%	1,60,96,195	-8.61%	(2,58,55,595)	
Centrum Investment Advisors Limited	0.14%	66,73,194	0.54%	16,30,357	
Pyxis Finvest Limited (formally BCB Finance Limited)	5.12%	24,62,44,831	7.37%	2,21,19,969	
Centrum Housing Finance Limited	5.27%	25,36,22,540	0.07%	2,06,857	
Centrum Insurance Brokers Limited	0.05%	23,93,783	-3.34%	(1,00,21,779)	
Centrum Microcredit Private Limited (formally Nobita Trading Private Limited)	0.00%	82,750	0.01%	17,250	
Krish & Ram Forex Private Limited	0.07%	32,98,016	-0.07%	(1,95,233)	
<b>Minority Interests</b>	-30.55%	(1,46,94,60,089)	-52.16%	(15,65,40,051)	

# Consolidated Notes forming part of the financial statements

Name of the Enterprises Particulars	Net Assets i.e. total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	Amt ( in ₹)	As % of consolidated profit or loss	Amt ( in ₹)
<b>Joint ventures</b>				
Accorn Fund Consultants Private Limited	-0.40%	(1,91,30,936)	-3.33%	(99,87,629)
<b>Foreign</b>				
Commonwealth Centrum Advisors Limited	1.06%	5,08,32,555	1.78%	53,32,555
Intercompany eliminations	-82.51%	(3,96,86,50,025)	-128.18%	(38,47,05,922)
<b>Total Net Assets/Net Profit of CCL</b>	<b>100%</b>	<b>4,80,99,01,566</b>	<b>100%</b>	<b>30,01,40,394</b>

## 55 Prior Year Comparatives

During the previous period, the Company has changed its financial year from June 30 to March 31 to comply with the provision of Section 2(41) of the Companies act, 2013. Accordingly, the figures for the previous period are for the nine month's period from July 1, 2015 to March 31, 2016 and are therefore not comparable with those of the current year.

The figures for the previous year have been regrouped/ rearranged wherever necessary to conform to current year's classification.

### As per our report of even date

For Haribhakti & Co. LLP  
Chartered Accountants  
ICAI Firm registration No.103523W/W100048

For and on behalf of Board of Directors  
Centrum Capital Limited

Sumant Sakhardande  
Partner  
Membership No.034828

Jaspal Singh Bindra  
Executive Chairman  
DIN : 07496596

Chandir Gidwani  
Non-Executive Director  
DIN : 00011916

Place : Mumbai  
Date : May 29, 2017

Shailendra Apte  
Chief Financial Officer

Alpesh Shah  
Company Secretary

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Investment  
Banking



Wealth  
Management



Forex



Stock  
Broking



Insurance



Housing  
Finance



SME  
Finance



Asset  
Management

**CENTRUM**

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**Corporate Office:** Centrum House, CST Road, Vidyanagari Marg, Kalina, Santacruz (E), Mumbai 400 098. **Tel.:** (022) 4215 9000 | **Fax:** (022) 4215 9940

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