



CIN: U67110MH1929GOI001484

94th Annual Report: 2022-23

Centbank Financial Services Limited

Registered Office:

Central Bank of India- MMO Building, 3rd Floor (East Wing)

55, Mahatma Gandhi Road, Fort,

Mumbai 400001

Phone: 022 - 2261 6217; Fax: 022 - 2261 6208

e-mail: dts@cfsl.in, website: www.cfsl.in

Board of Directors

Shri M V Murali Krishna (Chairman w. e. f. 26 December, 2022)

Shri Vasti Venkatesh (from 31 October, 2022)

Shri Rajesh Kumar (from 27 September, 2022)

Shri Sunil Kumar Naik (Managing Director w.e.f 19 July, 2022)

Company Secretary

Ms Aarti Sharma (Company Secretary)

Statutory Auditors

M/s J R Jain & Co, Chartered Accountants

Contents:

Sr	Description	Page Nos.
1	Notice calling 94 th Annual General Meeting	1-6
2	Directors' Report	7-14
3	Independent Auditors' Report	15-29
4	CAG's Supplementary Report	30
5	Audited Financial Statements	31-47
6	Proxy Form	48-49
7	Attendance Slip	50



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NOTICE

NOTICE is hereby given that the 94th Annual General Meeting of the Members of Centbank Financial Services Limited will be held on Saturday, 30 September 2023 at 3.30 p.m. at Conference Room, 9th Floor, Chandermukhi Nariman Point, Mumbai 400021 at shorter notice to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the financial statements for the financial year ended 31st March 2023 together with the Reports of the Auditors and Directors thereon.
2. To declare a dividend on equity shares.
3. To appoint Shri Rajesh Kumar (DIN: 09747672), who retires by rotation under Section 152(6) of the Companies Act, 2013 (read with Article 155 of the Company's Articles of Association) and being eligible, offers himself for re-appointment
4. To apprise the Members about the appointment of the Auditors of the Company as per Section 139(5) of the Companies Act, 2013 and authorise Chairman to fix their remuneration as per Section 142(1) of the said Act by passing following Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 142(1) of the Companies Act, 2013, the Chairman of the Company be and is hereby authorised to fix remuneration of Statutory Auditors of the Company appointed by the Comptroller & Auditor General of India under Section 139(5) of the said Act in respect of the financial year 2023-24."

Special Business:

5. To consider and if thought fit, to pass with or without modification/s, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT Shri Vasti Venkatesh (DIN: 09782983), who was appointed by the Board of Directors as Directors to fill casual vacancy caused due to resignation of Shri VV Murar with effect from 31 October, 2022, and who holds office up to the date of this Annual General Meeting under Section 161(4) of the Companies Act, but who is eligible for appointment and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) the said Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Non-Executive Director liable to retire by rotation."

6. To consider and if thought fit, to pass with or without modification/s, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT Shri M V Murali Krishna (DIN: 09021111), who was appointed by the Board of Directors as an Additional Director with effect from 26 December 2022, and who holds office up to the date of this Annual General Meeting under Section 161(4) of the Companies Act, but who is eligible for appointment and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) the said Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Non-Executive Director liable to retire by rotation."

By Order of the Board of Directors

Place: Mumbai
Date: 30 September, 2023

Sd/-
Aarti Sharma
Company Secretary

Registered Office:

Central Bank of India- MMO Building, 3rd Floor (East Wing)
55, Mahatma Gandhi Road, Fort
Mumbai 400001

NOTES:

- (1) Register of Members and Share Transfer Books of the Company would remain closed on 30 September 2023.
- (2) Dividend on Equity Shares, if declared at the Meeting, would be paid to those Members whose names appear on the Register of Members on 30 September 2023 within 15 days of declaration.

(4) Particulars of Directors who are proposed to be reappointed at the Meeting:

Name of Director	Shri Rajesh Kumar	Shri Vasti Venkatesh	Shri M V Murali Krishna
DIN	09747672	09782983	09021111
Age (years)	59	57	56
Nationality	Indian	Indian	Indian
Date of appointment	27 September, 2022	31 October, 2022	26 December, 2022
Number of Board Meetings attended during the FY 2022-23 during his tenure	Held:4 Attended : 4	Held:2 Attended : 2	Held:2 Attended :2
Relationship with other Director	Not related to any Director	Not related to any Director	Not related to any Director
Qualifications	M SC, MBA (Finance) CAIIB	B.Sc., CAIIB, MBA in Banking and Finance	CAIIB, MBA in Banking and Finance
Exposure in specific functional areas	Banking and Finance	Banking and Finance	Banking and Finance
Member of Committees of the Board of Directors	1. CSR Committee 2. Investment Committee	1. Audit Committee 2. CSR Committee 3. Investment Committee	1. Investment Committee (Chairman)
Directorship held in other companies	- Nil -	- Nil -	- Nil -
Member of Committees of the Directors of other companies	- Nil -	- Nil -	- Nil -
Shareholding in the Company	1 Equity Share	1 Equity Share	1 Equity Share

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**Item No. 4**

The Statutory Auditors of the Company are appointed every year by the Comptroller & Auditor General of India and in terms of the provisions of Section 142(1) of the Companies Act, 2013, the remuneration of the Auditors is to be fixed by the Company in General Meeting or in such manner as the Company in General Meeting may determine. For administrative convenience, it is proposed that the members may authorise the Chairman to fix the remuneration of Auditors.

Comptroller and Auditor General of India have appointed M/s J R Jain & Co, Chartered Accountants, Mumbai, as the Statutory Auditors of your Company for the financial year 2023-24.

The Directors recommend the resolution as set out at item No. 4 of the Notice for your approval.

None of the Directors, Key Managerial Personnel of your Company or relatives of Directors/Key Managerial Personnel are concerned or interested in the said Resolution at Item No.4 of the accompanying Notice.

Item No. 5

Pursuant to the provisions of Section 161(4) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, the Board of Directors, appointed Shri Vasti Venaktesh (DIN: 09782983) as Director to fill casual vacancy caused due to resignation of Shri V V Murar, and he holds the office of Director up to the date of this Annual General Meeting. Effective date of his appointment is 31 October, 2022.

The Company has received a notice along with requisite deposit under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director.

Shri Vasti Venkatesh is holding 1 Equity Share as nominee of Central Bank of India. He is General Manager in Central Bank of India. His particulars have been summarized in a table at No. (4) of the above Notes to Notice. Looking at the business of Security Trusteeship and Debenture Trusteeship, his appointment is considered important for the Company.

The Directors recommend the Ordinary Resolution for approval of members. Shri Vasti Venkatesh may be deemed to be concerned or interested in Item No.5 as it relates to his appointment as a Director of the Company. Other than him, none of the other Directors, Key Managerial Personnel of your Company and relatives of Directors / Key Managerial Personnel is in anyway concerned or interested in the said Resolution at Item No.5 of the accompanying Notice.

Item No. 6

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, the Board of Directors, in its meeting held on 13 December, 2022, had appointed Shri M V Murali Krishna (DIN: 09021111) as an Additional Director and he holds the office of Director up to the date of this Annual General Meeting. Effective date of his appointment is 26 December, 2022.

The Company has also received a notice along with requisite deposit under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director. Hence, your Board recommends his appointment as Director of the Company.

Shri M V Murali Krishna is holding 1 Equity Share as nominee of Central Bank of India. He is Executive Director in Central Bank of India. His particulars have been summarized in a table at No. (4) of the above Notes to Notice. Looking at the business of Security Trusteeship and Debenture Trusteeship, his appointment is considered important for the Company.

The Directors recommend the Ordinary Resolution for approval of members. Shri M V Murali Krishna may be deemed to be concerned or interested in Item No.6 as it relates to his appointment as a Director of the Company. Other than him, none of the other Directors, Key Managerial Personnel of your Company and relatives of Directors / Key

Managerial Personnel is in anyway concerned or interested in the said Resolution at Item No. 6 of the accompanying Notice.

By Order of the Board of Directors

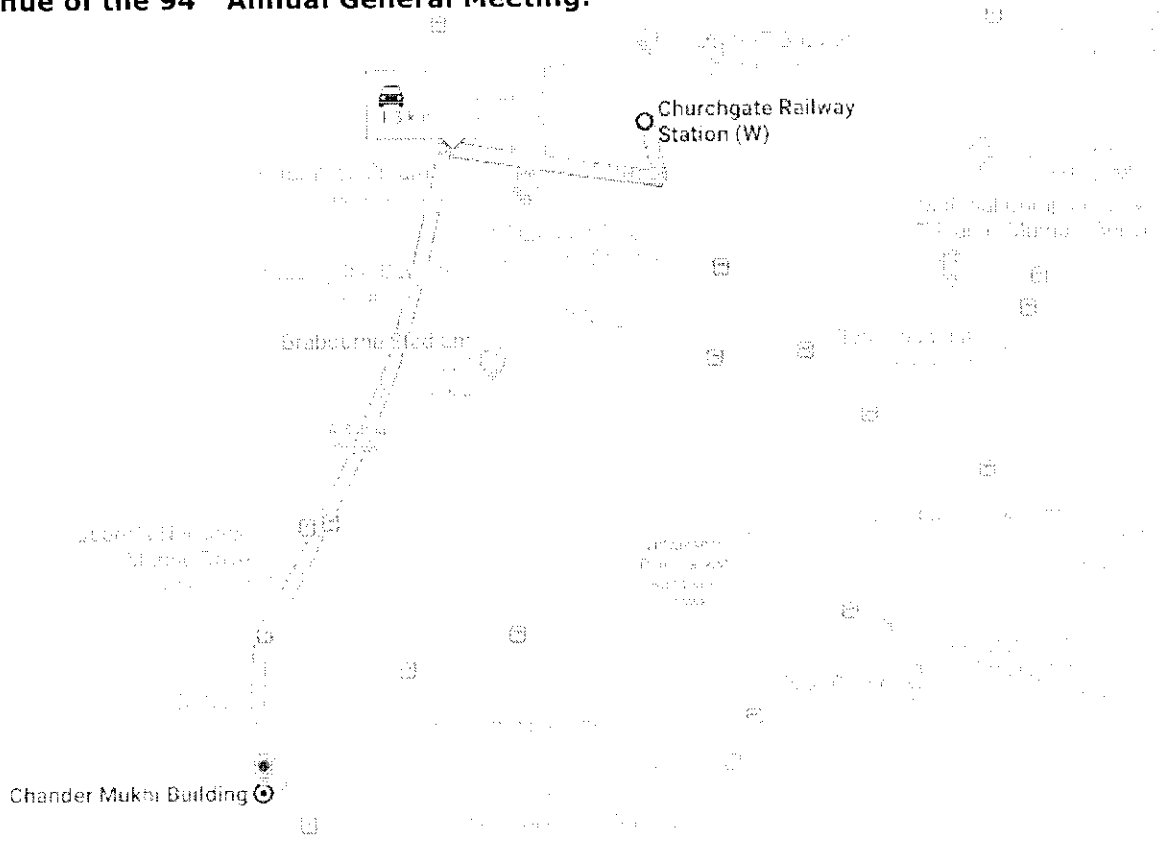
Place: Mumbai
Date: 30 September, 2023

Sd/-
Aarti Sharma
Company Secretary

Registered Office:

Central Bank of India- MMO Building, 3rd Floor (East Wing)
55, Mahatma Gandhi Road, Fort,
Mumbai 400001

Route Map from Churchgate Railway Station to the Chandermukhi Building,
venue of the 94th Annual General Meeting:





DIRECTORS' REPORT

To,
The Members of
Centbank Financial Services Ltd

Your Directors feel great pleasure in presenting 94th Annual Report of your Company comprising the Audited Financial Statements for the year ended 31st March 2023.

FINANCIAL HIGHLIGHTS & PERFORMANCE

(Rs in Thousand)

Sr.	Particulars	Current Year ended 31 March 2023 (Audited)	Previous Year ended 31 March 2022 (Audited)
1	Revenue from Operations		
	Fees from Executor & Trusteeship	4,991	3,522
	Fees from Debenture, Security Trusteeship & Safe Custody of Documents	6,332	8,152
	Other Income	23,923	17,816
	Total Income	35,246	29,490
2	Expenses		
	Employee Benefit Expense	7,363	8,065
	Depreciation & Amortization Expense	68	158
	Operating & Administrative Expenses	7,664	6,968
	Total Expenses	15,095	15,191
3	Profit Before Tax	20,150	14,299
4	Tax Expenses		
	Current Tax	4,100	3,657
	Deferred Tax	(157)	23
	Tax adjustment for earlier years	(17)	(12)
5	Profit After Tax	16,225	10,631

DIVIDEND

Your Directors have pleasure in recommending payment of dividend of ₹ 200/- (20.00%) per share on the Company's Share Capital [previous year ₹300/- (30.00%) per share]. This will absorb total cash outflow of ₹ 1, 00, 00, 000/- (previous year ₹ 1, 50, 00,000/-) subject to the approval of the Members at the ensuing Annual General Meeting and shall be subject to deduction of income tax at source.

The Register of Members and Share Transfer Books of the Company will remain close on 30 September, 2023 for the purpose of payment of dividend for the financial year ended 31 March, 2023.

SHARE CAPITAL OF THE COMPANY

The paid up equity share capital of your Company is ₹ 5,00,00,000/- (Rupees Five Crore only) divided into 50,000 Equity shares of the face value of ₹ 1,000/- (Rupee One Thousand Only) each fully paid up.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Your Company is a subsidiary of Central Bank of India. Your Company did not have any subsidiary or associate company during the financial year.

PUBLIC DEPOSITS:

During the year under review, the Company has not accepted any deposits within the meaning of Section 73 and 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

EXTRACT OF ANNUAL RETURN:

The Annual Return would be available on the Company's website: https://www.cfsl.in/annual_report.php

DIRECTORS AND KMP

In accordance with the provisions of Section 152 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and Articles of Association of the Company, Shri Rajesh Kumar (DIN: 09747672), Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment and your Board recommends his re-appointment.

Shri S Venkataraman (DIN: 09080799), Managing Director of the Company tendered his resignation from the Company with effect from 16 June, 2022. Shri Himanshu Joshi (DIN: 07214254), Independent Director of the Company resigned from the Company with effect from 29 July, 2022. Shri Mayank Shah (DIN: 08492618) and Shri Vijay V. Murar (DIN: 08474945), Directors of the Company resigned from the Company with effect from 27 September, 2022 and 31 October, 2022 respectively. Shri Vivek Wahi, Chairman of the Company resigned from the Company with effect from 13 December, 2022. The Board places on record its sincere appreciation for the contribution made by them during their tenure on the Board of the Company.

Shri Sunil Kumar Naik (DIN: 09675568) was appointed as Managing Director, with effect from 19 July, 2022 subject to the approval of shareholders and was liable to retirement by rotation at the previous Annual General Meeting. Subsequently he was appointed as Managing Director w.e.f 19 July, 2022 for a period of 3 years, at the annual general meeting held on 27 September, 2022.

Shri Rajesh Kumar (DIN: 09747672), who was appointed in Board Meeting held on 27 September, 2022 as Director was liable to retirement by rotation at the previous Annual

General Meeting. Subsequently he was appointed as Director with effect from 27 September, 2022 at the annual general meeting held on 27 September, 2022.

Shri Vasti Venkatesh (DIN: 09782983) was appointed as Director to fill casual vacancy caused due to resignation of Shri Vijay V. Murar (DIN: 08474945) with effect from 31 October, 2022 and Shri M V Murali Krishna (DIN: 09021111) was appointed as Additional Director with effect from 26 December, 2022 and who holds office up to the date of ensuing Annual General Meeting under Section 161(1) of the Companies Act, 2013. The Company has received notices along with requisite deposit under Section 160 of the Companies Act 2013 proposing their candidature for the office of Director; and accordingly, your Board recommends their appointment as Directors of the Company.

SECRETARIAL STANDARDS:

The Company has followed the applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meeting' respectively.

DIRECTORS' RESPONSIBILITY STATEMENT:

Your Directors, to the best of their knowledge and belief and according to the information and explanations obtained by them and as required under Section 134(3)(c) of the Companies Act, 2013 state that:

- a. that in the preparation of the annual accounts for the year ended 31 March 2023, the applicable accounting standards have been followed;
- b. that such accounting policies have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31 March 2023 and of the profit for the year ended on that date;
- c. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. that the annual accounts have been prepared on a going concern basis;
- e. that the internal financial controls to be followed by the Company have been laid down and that such internal financial controls are adequate and are operating effectively; and
- f. the systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

INTERNAL FINANCIAL CONTROLS AND ITS ADEQUACY

Your Company has devised an internal control across various functions and the same is reviewed by the Statutory Auditors and Internal Auditors. 'Maker-Checker' concept is incorporated in each transaction entered in the system. All payments are subject to pre-authorisation.

RISKS AND AREAS OF CONCERN

The Company has laid down a well-defined Risk Management Policy covering the risk mapping, trend analysis, risk exposure, potential impact and risk mitigation process. A detailed exercise is being carried out to identify, evaluate, manage and monitoring of both business and non-business risk. The Board reviews the risks and suggests steps to be taken to control and mitigate the same through a properly defined framework.

CORPORATE SOCIAL RESPONSIBILITY

The Company has constituted Corporate Social Responsibility Committee, which framed Corporate Social Responsibility Policy, and the same has been approved by the Board.

The provisions governing the Corporate Social Responsibility are not applicable to your Company for the current year. The Corporate Social Responsibility Policy of the Company has been displayed on the Company's website (www.cfsl.in/CSR_Policy). Annual Report and the Annual Return will also be displayed on the said website: https://www.cfsl.in/annual_report.php

SECRETARIAL AUDIT

Provisions regarding Secretarial Audit are not applicable to your Company.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188(1) OF THE COMPANIES ACT 2013

All Related Party Transactions entered during the year were in Ordinary Course of the Business and not on Arm's Length basis, as specified in the audited statement of accounts. No Material Related Party Transactions, i.e. transactions exceeding ten percent of the annual consolidated turnover or of net worth as per the last audited financial statements, were entered during the year by your Company. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3) of the Companies Act, 2013 in Form AOC-2 is not applicable.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

Your Company has not given Loan or Guarantee during the year; and details of Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There was no significant or material order passed by any regulator or court or tribunal, which impacts the going concern status of the Company or will have bearing on company's operations in future.

MEETINGS OF THE BOARD:

The Board meets at regular intervals to discuss and decide on Company / business policy and strategy apart from other businesses.

The notice of Board meeting is given well in advance to all the Directors of the Company 7 days prior to the date of the meeting. The agenda for the Board and Committee meetings are also circulated in advance, that include detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

The Board met seven times during the year on 25 April, 2022, 16 June, 2022, 19 July, 2022, 27 September, 2022, 18 October, 2022, 13 December, 2022 and 16 January, 2023.

Particulars of Directors' attendance at Board Meetings are appended to this Report in **Annexure A**.

COMMITTEES OF THE BOARD

As on 31 March 2023, the Company had three Committees, the details of which are as under:

(i) AUDIT COMMITTEE

As per the provisions of the Section 177 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, the Company is not required to constitute an Audit Committee. However, the Company has an Audit Committee. The Audit Committee of the Company reviews the reports to be submitted with the Board of Directors with respect to auditing and accounting matters.

The Audit Committee met twice during the year on 25 April, 2022 and 19 July 2022.

Audit Committee should be chaired by an independent director. Shri Himanshu Joshi (Chairman), Independent Director of the Company tendered his resignation with effect from 29 July, 2022. There is no independent director at present. The Company couldn't convene regular Audit Committee Meetings due to want of quorum.

As on 31 March 2023, the Audit Committee comprised of Shri Vasti Venkatesh and Shri Rajesh Kumar, Directors.

Ms Aarti Sharma, Company Secretary of the Company, acts as Secretary of the Audit Committee.

(ii) INVESTMENT COMMITTEE

Investment Committee formalises the framework for Company's investment activities to be exercised to ensure effective and judicious fiscal and investment management of the funds.

The Investment Committee met two times during the year on 25 April, 2022 and 13 December, 2022.

As on 31 March 2023, the Investment Committee comprised of Shri M V Murali Krishna (Chairman), Shri Vasti Venkatesh, Shri Rajesh Kumar and Shri Sunil Kumar Naik as Members.

Ms Aarti Sharma, Company Secretary of the Company, acts as Secretary of the Investment Committee.

(iii) CSR COMMITTEE:

Corporate Social Responsibility Committee formulated and recommended to the Board, a Corporate Social Responsibility Policy which indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act 2013; and recommend the amount of expenditure to be incurred on the CSR activities; and monitor the Corporate Social Responsibility Policy of the Company from time to time.

Corporate Social Responsibility Committee should be chaired by an independent director. Shri Himanshu Joshi (Chairman), Independent Director of the Company tendered his resignation with effect from 29 July, 2022. Since no independent director was there, the Company couldn't convene regular Corporate Social Responsibility Committee Meetings due to want of quorum.

As on 31 March 2023, the Corporate Social Responsibility Committee comprised of Shri Vasti Venkatesh and Shri Sunil Kumar Naik.

Ms Aarti Sharma, Company Secretary of the Company, acts as Secretary of the Corporate Social Responsibility Committee.

Particulars of Members' attendance at the said three Committees' Meetings are appended to this Report in **Annexure A**.

PARTICULARS OF REMUNERATION

During the year under review there were no employees drawing the remuneration in excess of the limit prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Hence, no particulars in this regard are furnished in the Report.

AUDIT and AUDITORS

Notes to Accounts are self-explanatory to the observations made by Auditors in their Report.

Under section 139(5), M/s J R Jain & Co, Chartered Accountants, Mumbai, were appointed as the Statutory Auditors of your Company for the financial year 2022-23 by the Comptroller and Auditor General of India.

Comptroller and Auditor General of India have appointed M/s J R Jain & Co, Chartered Accountants, Mumbai, as the Statutory Auditors of your Company for the financial year 2023-24.

INSURANCE

The insurable interests of the Company are adequately covered.

INFORMATION UNDER THE SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has complied with the provisions relating to the constitution of Internal Complaints Committee under Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year no complaint was filed before the said Committee.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The business operation of your Company is not energy intensive. However, sufficient measures have been taken to minimize the energy consumption. Since your Company is engaged in the service industry, the details regarding Energy Conservation, Technology Absorption are not furnished.

There was no Foreign Exchange earnings and outgo during the financial year under review.

ACKNOWLEDGEMENT

Your Directors wish to thank all the stakeholders of the Company for their continued support and cooperation and employees for their dedication and the excellence they have displayed in conducting the operations. Your Directors wish to place on record their gratitude for the faith reposed in the Company by the Securities and Exchange Board of India and other regulators.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Place: Mumbai
Date: 30 September, 2023

Sd/-
M V Murali Krishna
DIN: 09021111
Chairman



Annexure to Directors' Report

Annexure A

Attendance of Directors at the Board Meetings held on held on 25 April, 2022, 16 June, 2022, 19 July, 2022, 27 September, 2022, 18 October, 2022, 13 December, 2022 and 16 January, 2023; and the last Annual General Meeting:

Name of Director	Number of Board Meetings held during their tenure in 2022-23	Number of Board Meetings attended by Director during 2022-23	Whether attended last (93 rd) Annual General Meeting held on 27 September 2022
Shri Vivek Wahi (Resigned w.e.f. 13 December, 2022)	6	6	Yes
Shri MD Shah (Resigned w.e.f.27 September, 2022)	4	2	Yes
Shri Himanshu Joshi (Resigned w.e.f.29 July, 2022)	3	3	NA
Shri VV Murar (Resigned w.e.f. 31 October, 2022)	5	5	Yes
Shri S Venkataraman (Managing Director, Resigned w.e.f.16 June, 2022)	2	2	NA
Shri Sunil Kumar Naik (Managing Director, Appointed w.e.f.19 July, 2022)	5	5	Yes
Shri Rajesh Kumar (Appointed w.e.f. 27 September, 2022)	4	4	NA
Shri M V Murali Krishna (Appointed w.e.f. 26 December, 2022)	1	1	NA
Shri Vasti Venkatesh (Appointed w.e.f. 31 October, 2022)	2	2	NA

Attendance of Members at the Audit Committee Meeting held on held on 25 April, 2022 and 19 July 2022:

Name of Member	Number of Audit Committee Meetings held during their tenure in 2022-23	Number of Audit Committee Meetings attended by Member during 2022-23
Shri Himanshu Joshi (Chairman) (Resigned w.e.f.29 July, 2022)	2	2
Shri MD Shah (Resigned w.e.f.27 September, 2022)	2	1
Shri VV Murar (Resigned w.e.f. 31 October, 2022)	2	2

Attendance of Members at the Investment Committee Meeting held on 25 April, 2022 and 13 December 2022:

Name of Member	Number of Investment Committee Meetings held during their tenure in 2022-23	Number of Investment Committee Meetings attended by Member during 2022-23
Shri Vivek Wahi (Chairman) (Resigned w.e.f. 13 December, 2022)	2	2
Shri MD Shah (Resigned w.e.f.27 September, 2022)	1	0
Shri VV Murar (Resigned w.e.f. 31 October, 2022)	1	1
Shri S Venkataraman (Managing Director, Resigned w.e.f.16 June, 2022)	1	1
Shri Vasti Venkatesh (Appointed w.e.f. 31 October, 2022)	1	1
Shri Rajesh Kumar (Appointed w.e.f. 27 September, 2022)	1	1

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Place: Mumbai
Date: 30 September, 2023

Sd/-
M V Murali Krishna
DIN: 09021111
Chairman

J.R. JAIN & CO.
CHARTERED ACCOUNTANTS

Independent Auditor's Report

To the Members of Centbank Financial Services Limited,

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Centbank Financial Services Limited ("*the Company*") which comprise the Balance Sheet as at March 31, 2023, and the Statement of Profit and Loss, Statement of Cash Flows for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "*the standalone financial statements*").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 March 31, 2023, the profit and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. Except for the effects of the matters described in Emphasis of Matters paragraph in Independent Audit Report, we believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Head Office -

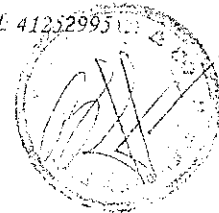
Sheel Chambers, 10, Cawasji Patel Street, Fort, Mumbai - 400 001.

E-mail: - jjain123@rediffmail.com Tel: - 022-22871930/4177.

Branch -

#36, 1st Floor, 2nd Cross, Kumara Park West, Bangalore-560020.

E-mail: - kothariak.1967@gmail.com and kothariak@vsnl.net Tel: 41252995



J.R. JAIN & CO.
CHARTERED ACCOUNTANTS

Sr. No.	Key Audit Matter	Auditor's Remark
1	Revenue recognition (Refer note 20 (C) of Significant Accounting Policies and note 21 (I) of the Financial Statements)	
	Revenue is one of the key profit drivers and is therefore susceptible to misstatement. Cut-off is the key assertion in so far as revenue recognition is concerned, since an inappropriate cut-off can result in material misstatement of results for the year.	Our audit procedures with regard to revenue recognition included testing controls, automated and manual, substantive testing for cut-offs and analytical review procedures.

Emphasis of Matter:

Sr. No.	Particulars	Auditor's Remark
1	Unclaimed Dividend / Interest and Unallocated/Unclaimed Proceeds on Redemption of Securities (Refer Note 21 (B) of the Financial Statements)	
	The amounts received on behalf of unknown beneficiaries, have been accounted in the nominal account "Sundry Party Unclaimed Dividend / Interest" and "Unallocated / Unclaimed Proceeds on Redemption of Securities". As and when the details are received from the payer about the beneficiaries, the amount is transferred to the respective beneficiary account.	The Company has not transferred or allocated dividend, interest and other corporate benefits received over a period of time from various companies/undertakings, amounting to Rs.2,05,72,969.20/- to the trusts/beneficiaries, on whose behalf the investment portfolios are held under trusteeship services. The said amount stood at Rs.1,78,95,552.83/- as on March 31, 2022 and has increased to Rs.2,05,72,969.20/- as at March 31, 2023. Similarly, the Company has not transferred or allocated sales/ redemption proceeds of shares/ debentures amounting to Rs. 17,74,420.02/- to the respective trust/beneficiary, since it pertains to the debentures already sold. The same is outstanding since 2005-06. The company has kept the above funds in current account with its bank since long.
2	Amount(s) distributed by official liquidator for debenture holders of three companies (Refer Note 21(O) of the Financial Statements)	
	Cash and cash equivalents include amount(s) distributed by official liquidator for debenture holders	The Company has separately kept these amount(s) in Current Account(s) with Central

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	<p>of three companies which have been kept in separate bank account(s) and a corresponding liability of same amount(s) have been shown in 'other long term liability'. Details of the same are as follows:</p> <table border="1" data-bbox="438 524 941 766"> <thead> <tr> <th>Name of Company</th> <th>Amount (Rs.)</th> <th>Liquidated on</th> </tr> </thead> <tbody> <tr> <td>Shree Ambica Mills Ltd.</td> <td>16,02,586.60</td> <td>17-01-1997</td> </tr> <tr> <td>Tungabhadra Industries Ltd</td> <td>6,23,154.30</td> <td>09-07-2001</td> </tr> <tr> <td>Ahmedabad Ram Krishna Mill Ltd</td> <td>48,37,701.53</td> <td>17-01-1996</td> </tr> </tbody> </table> <p>This amount will be paid as and when the debenture holders will submit their claims.</p>	Name of Company	Amount (Rs.)	Liquidated on	Shree Ambica Mills Ltd.	16,02,586.60	17-01-1997	Tungabhadra Industries Ltd	6,23,154.30	09-07-2001	Ahmedabad Ram Krishna Mill Ltd	48,37,701.53	17-01-1996	<p>Bank of India. The Company plans to clear such amount(s) as and when the original debenture holder(s) submit their claims.</p>
Name of Company	Amount (Rs.)	Liquidated on												
Shree Ambica Mills Ltd.	16,02,586.60	17-01-1997												
Tungabhadra Industries Ltd	6,23,154.30	09-07-2001												
Ahmedabad Ram Krishna Mill Ltd	48,37,701.53	17-01-1996												
3	<p>Tax Deducted at Source on Dividend received on shares and securities on behalf of its clients in a fiduciary capacity, i.e. Trustee-Beneficiary relationship (Refer Note 21 (D) of the Financial Statements)</p>													
	<p>The dividend on these shares is credited in the designated Bank Account of the Company which is then transferred to beneficiary's account after deducting applicable charges. As per Finance Act 2020, income by way of dividend is chargeable to tax under the amended provisions of Income Tax Act, 1961. Tax totaling to Rs. 55,93,356/- has been deducted on source (TDS) on this dividend income of the beneficiaries in the name of our Company. The said dividend income and corresponding TDS belong to the respective beneficiaries and hence the Company has transferred the dividend (net of TDS) to beneficiaries account.</p>	<p>The Company took opinion regarding this matter from BGSS & ASSOCIATES. According to their Opinion - In the books of CFSL, TDS deducted on dividend income needs to be shown as asset under current assets with corresponding entry be shown as amount payable to the beneficial owner under liabilities. Also CFSL is advised to undertake corrective action as prescribed by Rule 37BA of Income Tax. As per Rule 37BA(2), CFSL should write to each deductor a declaration along with name and proportion of beneficiaries to transfer TDS credit in beneficiary account. Accordingly the Company has appointed Tax-O-Smart LLP on 15th Feb 2022 for communicating with these deductor companies and following up with them for transfer of TDS credit from 26-AS of company to 26-AS of respective trust/beneficiaries. For FY 2020-21 and FY 2021-22 Company send the data of almost 190 companies but Majority of company not given response to transfer the TDS amount to Beneficiary PAN.</p>												

Our opinion is not modified in respect of this matter.

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Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises Board's Report, Report on Corporate governance and Business Responsibility report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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 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. 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 implementation and maintenance of 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the company's financial reporting process.

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Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced.

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We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

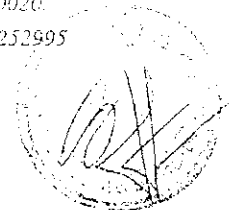
From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit, we report that:
 - a) Except for the effects of the matters described in Emphasis of Matters paragraph above, 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) Except for the effects of the matters described in Emphasis of Matters paragraph above, 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 Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account.
 - d) Except for the effects of the matters described in Emphasis of Matters paragraph above, in our opinion, the aforesaid 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 the written representations received from the directors of the Company as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.

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- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) 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, as amended, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company does not have any pending litigations as at 31st March 2023 which would impact its financial position.;
- ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer Note 21(j) to the financial statements;
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2023.
- iv. (a) The Company has not advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

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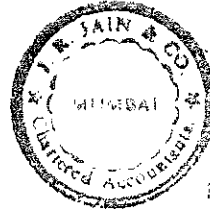


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(C) nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.

- v. The dividend declared or paid during the year by the company is in compliance with section 123 of the Companies Act, 2013
2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of section 143 (11) of the Companies Act, 2013, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.
3. We are enclosing our report in terms of Section 143(5) of the Act, on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, in the "Annexure C" on the directions and sub-directions issued by the Comptroller and Auditor General of India.

Place: Mumbai
 Date: 25.04.2023
 UDIN - 23048084BEXIST9166



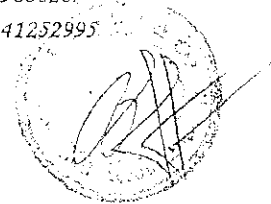
For J.R. JAIN & Co.
 Chartered Accountants

[Signature]
 Bipin Venkraj Jain
 (PARTNER)

Membership No.: 048084
 FRN: 103915W

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Annexure - A to the Independent Auditors' Report

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Centbank Financial Services Limited of even date)

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")

Report on internal financial controls over financial reporting

We have audited the internal financial controls over financial reporting of Centbank Financial Services Limited ("the Company") as of March 31, 2023 in conjunction with our audit of the 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 of the Company 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") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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.

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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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

Except for the effects of the matters described in Emphasis of Matters paragraph in Independent Audit Report, 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.

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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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.

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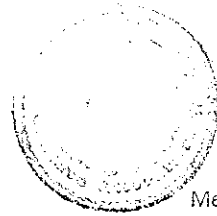


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Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects except for the effects of the matters described in Emphasis of Matters paragraph in Independent Audit Report, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the criteria for internal financial control over financial reporting 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.

Place: Mumbai
 Date: 25.04.2023
 UDIN - 23042084BG-XJST8166



For J.R. JAIN & Co.
 Chartered Accountants

(Signature)
 Bipin Jeeva Jain
 (PARTNER)

Membership No.: 048084
 FRN. 103915W

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Annexure –B to the Independent Auditors' Report

(Referred to in paragraph 2, under 'Report on Other Legal and Regulatory Requirements' section of our Report to the members of Centbank Financial Services Limited of even date)

- i. In respect of its Fixed assets:
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment and intangible assets.
 - b) The Company has a program of verification to cover all the items of property, plant and equipment in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - c) According to the information and explanation given by the management, the Company has not entered into any formal agreement for the property occupied by it.
 - d) The Company has not revalued its Property, Plant and Equipment (including Right to use assets) or intangible assets or both during the year.
 - e) No proceeding have been initiated or pending against the company for holding any benami property under the Benami transaction (Prohibition) Act, 1988 (45 of 1988) and rule made thereunder.

- ii. The Company is a service company, primarily rendering financial services. Accordingly, reporting under clause 3 (ii) is not applicable to the company.

According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not provided any guarantee or security or granted any loans or advances, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties. Accordingly, the provisions of clauses a, b, c, d, e and f of Paragraph 3(iii) of the order are not applicable to the Company

- iii. According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not given loans, made investments, provided guarantees and securities; hence the provisions of section 185 and 186 of the Companies Act, 2013 are not applicable.
- iv. According to the information and explanations given to us, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of

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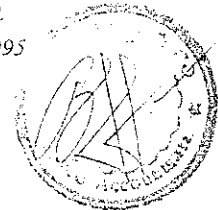


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- a) In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year and hence reporting under this clause is not applicable to the Company.
- b) In our opinion and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or convertible debenture during the year.
- x. In respect of fraud reporting:
- a) To the best of our knowledge and according to the information and explanations given to us, we report that no fraud by the Company or no material fraud on the company by its officers or employees has been noticed or reported during the course of our audit.
- b) No report u/s 143(12) of the companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- c) No whistle-blower complaints received during the year by the Company.
- xi. In our opinion and according to the explanations give to us, the company is not a nidhi Company and therefore, the provisions of this clause are not applicable to the company.
- xii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiii. The company has no internal audit system commensurate with the size and nature of its business.
- xiv. According to the information and explanation given to us, the Company has not entered into any non-cash transaction with directors or persons connected with him and hence provisions this clause of the Order are not applicable to the company.
- xv. In respect of registration with Reserve Bank of India:
- a) In our opinion and according to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.
- b) The company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934;
- c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.

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-
- d) There is no CIC's in the group.
- xvi. According to the information and explanations given to us, the Company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- xvii. Company being subsidiary of a Banking Company, Appointment of an auditor is done on the recommendation of office of the Comptroller & Auditor General of India And based on their recommendation our appointment is done following the provision of companies Act. We have taken into consideration the issues, objections or concerns raised by the outgoing auditors.
- xviii. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- xix. According to the information and explanations given to us, the provisions of sections 135 of the Companies Act are not applicable for the financial year. Accordingly reporting under this clause is not applicable.
- xx. According to the information and explanations given to us, the Company does not require preparing consolidated financial statements, accordingly provisions of this clause is not applicable.

Head Office - Sheel Chambers, 10, Cawasji Patel Street, Fort, Mumbai - 400 001.
 E-mail:- jjain123@rediffmail.com Tel: - 022-22871930/4177.

Branch - # 36, 1st Floor, 2nd Cross, Kumara Park West, Bangalore-560020.
 E-mail:- kothariak.1967@gmail.com and kothariak@vsnl.net Tel: 41252995



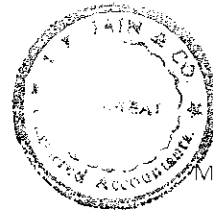
J. R. JAIN & CO.
CHARTERED ACCOUNTANTS

Annexure C to the Independent Auditors' Report

Referred to in paragraph 3 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date to the members of the Company on the Financial Statements for the year ended 31 March 2023

Sr. No	Directions u/s 143(5) of the Companies Act	Auditor's reply on action taken on the directions
1	Whether the company has system in place to process all the accounting transactions through IT system? If yes, the implications of processing of accounting transactions outside IT system on the integrity of the accounts along with the financial implications, if any, may be stated.	Yes, there is no processing of accounting transactions outside IT system.
2	Whether there is any restructuring of an existing loan or cases of waiver/write off of debts /loans/ interest etc. made by a lender to the company due to the company's inability to repay the loan? If yes, the financial impact may be stated. Whether such cases are properly accounted for? (In case, lender is a Government company, then this direction is also applicable for statutory auditor of lender company).	There are no cases of any restructuring of an existing loan or cases of waiver/write off of debts /loans/interest etc.
3	Whether funds (grants/subsidy etc.) received/ receivable for specific schemes from Central/ State Government or its agencies were properly accounted for/ utilized as per its term and conditions? List the cases of deviation.	The Company has not received/ receivable any funds (grants/ subsidy etc.) for specific schemes from Central/ State Government or its agencies and hence this clause is not applicable to the Company

For J.R. JAIN & Co.
 Chartered Accountants



[Signature]
 Bipin Jeevraj Jain
 (PARTNER)
 Membership No.: 048084
 FRN: 103915W

Place: Mumbai
 Date: 25.04.2023
 UDIN - 23049084B6XIST8166

Head Office - Sheel Chambers, 10, Cawasji Patel Street, Fort, Mumbai - 400 001.
 E-mail:- jjain123@rediffmail.com Tel. - 022-22871930/4177.

Branch - #36, 1st Floor, 2nd Cross, Kumara Park West, Bangalore-560020.
 E-mail:- kothariak.1967@gmail.com and kothariak@vsnl.net Tel: 41252995

**COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA
UNDER SECTION 143(6)(b) OF THE COMPANIES ACT, 2013 ON THE
FINANCIAL STATEMENTS OF CENTBANK FINANCIAL SERVICES LIMITED
FOR THE YEAR ENDED 31 MARCH 2023**




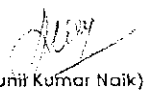
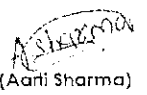
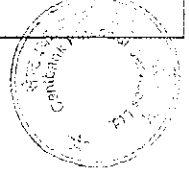
The preparation of financial statements of Centbank Financial Services Limited for the year ended 31 March 2023 in accordance with the financial reporting framework prescribed under the Companies Act, 2013 (Act) is the responsibility of the management of the company. The statutory auditor appointed by the Comptroller and Auditor General of India under section 139(5) of the Act is responsible for expressing opinion on the financial statements under section 143 of the Act based on independent audit in accordance with the standards on auditing prescribed under section 143(10) of the Act. This is stated to have been done by them vide their Audit Report dated 25 April 2023.

I, on behalf of the Comptroller and Auditor General of India, have decided not to conduct the supplementary audit of the financial statements of Centbank Financial Services Limited for the year ended 31 March 2023 under section 143(6)(a) of the Act.

For and on behalf of the
Comptroller & Auditor General of India

Sd/-
(Guljari Lal)
Director General of Audit (Shipping), Mumbai

Place: Mumbai
Date: 15.06.2023

CENTBANK FINANCIAL SERVICES LIMITED CIN: U67110MH1929GOI001484 Registered Office: Central Bank of India- MMO Bldg, 3rd Floor (East Wing), 55 MG Road, Fort, Mumbai - 400 001			
BALANCE SHEET AS AT 31ST MARCH, 2023			
(Rs. in Thousand)			
Particulars	Nota No.	As at 31st March 2023	As at 31st March 2022
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	1	50,000	50,000
(b) Reserves and Surplus	2	3,03,043	3,03,818
(2) Non-Current Liabilities			
(a) Other long term liabilities	3	7,076	7,250
(b) Long-term provisions	4	682	596
(3) Current Liabilities			
(a) Other current liabilities	5	1,10,700	60,072
(b) Short term Provisions	6	68	109
TOTAL		4,73,570	4,21,945
II. ASSETS			
(1) Non-Current Assets			
(a) Property, Plant and Equipment and Intangible assets	7		
(i) Property, Plant and Equipment		399	239
(ii) Intangible Assets		30	40
(iii) Capital work-in-progress		-	-
(b) Non-current Investments	8	59,760	59,763
(c) Deferred tax assets (net)	9	302	145
(d) Other non-current assets	10	2,03,567	1,88,334
(2) Current Assets			
(a) Current investments	11	-	-
(b) Trade Receivables	12	362	881
(c) Cash and cash equivalents	13	2,00,561	1,61,320
(d) Other current assets	14	8,589	11,523
TOTAL		4,73,570	4,21,945
Significant accounting policies and Notes forming part of the financial statements			
As per our report on even date		20 & 21	
For J.R. JAIN & CO.		For and on behalf of the Board of Directors	
Chartered Accountants			
(FRN: 103915W)			
 		 (Malladi Venkat Murali Krishna) Chairman DIN: 09021111	
(Bipin Jeevra) Jain Partner Mem. No. 048084 Place : Mumbai Date : 25th April, 2023		 (Sunil Kumar Naik) Managing Director DIN: 09675568	
		 (Aarti Sharma) Company Secretary Mem. No. 41257	
		Place : Mumbai Date : 25th April, 2023	
			

CENTBANK FINANCIAL SERVICES LIMITED CIN: U67110MH1929GOI001484 Registered Office: Central Bank of India- MMO Bldg, 3rd Floor (East Wing), 55 MG Road, Fort, Mumbai - 400 001			
PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2023			
(Rs. in Thousand)			
Particulars	Note No.	For the year ended 31st March 2023	For the year ended 31st March 2022
Income:			
Revenue from Operations	15	11,323	11,574
Other Income	16	23,923	17,516
I. Total Income		35,246	29,490
Expenses:			
Employee Benefit Expenses	17	7,363	5,065
Depreciation and Amortisation Expenses	18	68	58
Other Expenses	19	7,664	6,968
II. Total Expenses		15,095	15,191
III. Profit / (Loss) before tax	(I-II)	20,151	14,299
IV. Tax expense:			
(1) Current tax		4,100	3,657
(2) Deferred tax		(157)	23
(3) Prior year tax expense		(17)	(12)
		3,926	3,668
V. Profit(Loss) for the period	(III-IV)	16,225	10,631
VI. Earnings per share			
Equity shares of par value of Rs. 1000/- each			
(a) Basic (In Rs.)		325	27
(b) Diluted (In Rs.)		325	27

Significant accounting policies and Notes forming part of the financial statements

20 & 21

As per our report on even date

For and on behalf of the Board of Directors

For J.R. JAIN & CO.

Chartered Accountants

(FRN: 103915W)

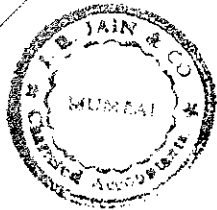
(Bipin Jeevraj Jain)

Partner

Mem. No. 048084

Place: Mumbai

Date: 25th April, 2023



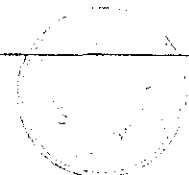
(Malladi Venkat Murali Krishna)
Chairman
DIN: 09021111

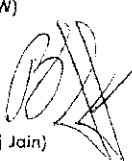
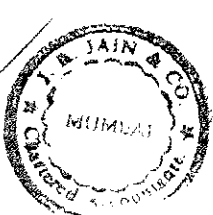

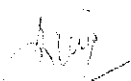
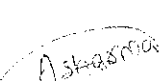
(Sunil Kumar Naik)
Managing Director
DIN: 09675568

(Arif Sharma)
Company Secretary
Mem. No. 41257

Place: Mumbai

Date: 25th April, 2023



CENTBANK FINANCIAL SERVICES LIMITED CIN: U67110MH1929G01001484 Registered Office: Central Bank of India- MMO Bldg, 3rd Floor (East Wing), 55 MG Road, Fort, Mumbai - 400 001		
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2023		
(Amount in Rs.)		
Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
A. Cash Flow From Operating Activities		
Net Profit before Tax & Extraordinary Items	20,151	14,299
Add:		
1) Depreciation	68	153
2) Profit/Loss on Sale of Assets (Net)	(1)	326
3) Dividend Received	(47)	-
4) Interest Received	(18,631)	(18,113)
5) Profit/Loss on Sale of Investment (Net)	(4,870)	-
	(23,481)	(17,629)
Operating Profit before Working Capital Changes	(3,330)	(3,350)
Adjustments for working capital changes:		
(Increase) / Decrease in Trade Receivables	518	6
(Increase) / Decrease in Other Receivables	2,229	12,010
Increase / (Decrease) in Short Term Provisions	(4)	(14)
Increase / (Decrease) in Other Liabilities	50,442	2,666
Increase/Decrease in Working Capital	53,140	14,669
Cash Generated From Operations	49,810	11,320
Direct Taxes Paid	(3,370)	(4,047)
	(A)	7,272
B. Cash Flow From Investing Activities		
Amount invested Long term Fixed Deposit	(15,233)	(1,59,810)
Sale of investments	4,873	-
Amount invested in SDL Securities	-	(59,760)
Amount received on redemption of Mutual Fund	-	14,674
Purchase of Fixed Assets	(237)	(50)
Sale of Fixed Assets	20	-
Interest Received	18,631	18,113
Dividend Received	47	20
	(B)	(1,86,813)
C. Cash Flow From Financing Activities		
Dividend paid	(15,000)	(15,000)
	(C)	(15,000)
Net Increase/ (Decrease) in Cash & Cash equivalents	(A+B+C)	(1,94,541)
Opening Balance	1,61,020	5,55,561
Closing Balance	2,00,561	1,61,020
Net Increase/ (Decrease) in Cash & Cash equivalents	39,541	(1,94,541)
Significant accounting policies and Notes forming part of the financial statements 20 & 21		
Notes:-		
The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard-3 on Cash Flow Statement issued by ICAI.		
As per our report on even date		
For J.R. JAIN & CO. Chartered Accountants (FRN: 103915W)	for and on behalf of the Board of Directors	
  (Bipin Jeevraj Jain) Partner Mem. No. 048084 Place : Mumbai Date : 25th April, 2023	 (Malladi Venkat Murali Krishna) Chairman DIN: 09021111	
	 (Sunil Kumar Naik) Managing Director DIN: 09675568	
 (Aarti Sharma) Company Secretary Mem. No. 41257		
Place : Mumbai Date : 25th April, 2023		

CENTBANK FINANCIAL SERVICES LIMITED CIN: U67110MH1929GOI001484 Registered Office: Central Bank of India- MMO Bldg, 3rd Floor (East Wing), 55 MG Road, Fort, Mumbai - 400 001					
STATEMENT OF AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31ST MARCH 2023					
(Rs. in Thousand)					
Particulars	Note No.	For the quarter ended 31st March 2023	For the quarter ended 31st March 2022	For the year ended 31st March 2023	For the year ended 31st March 2022
Revenue:					
Revenue from Operations	15	2,303.44	3,471.77	11,322.64	11,674.31
Other income	16	2,111.71	3,442.97	23,923.40	17,815.53
I. Total Revenue		14,415.14	6,914.74	35,246.04	29,489.84
Expenses:					
Employee Benefit Expenses	17	1,751.09	394.49	7,363.03	8,064.52
Depreciation and Amortisation Expenses	18	19.16	39.10	68.27	157.74
Other Expenses	19	1,995.36	1,826.53	7,663.55	6,968.31
II. Total Expenses		3,765.62	2,260.12	15,094.85	15,190.58
III. Profit / (Loss) before tax	(I- II)	10,649.53	4,654.62	20,151.20	14,299.26
IV. Tax expense:					
(1) Current tax		1,611.05	1,152.10	4,103.00	3,657.16
(2) Deferred tax		(56.31)	104.88	(157.41)	23.36
(3) Prior year tax expense		1.14	-	(16.64)	(12.40)
		1,555.88	1,256.98	3,929.95	3,668.12
V. Profit/(Loss) for the period	(III-IV)	9,093.65	3,397.64	16,221.24	10,631.14
VI. Earnings per share					
Equity shares of par value of Rs 1000/- each					
(a) Basic (in Rs.)		181.87	67.95	324.59	219.62
(a) Diluted (in Rs.)		181.87	67.95	324.59	219.62

Notes:

(a) The Financial Results of the Company for the Quarter and year ended 31st March 2023 have been reviewed and recommended by the Audit Committee and approved by the Board of Directors of the Company in their meetings held on 25th April 2023. The Statutory Auditors of the Company have carried out Statutory Audit of the results.

(b) The financial statements of the Company have been prepared in accordance with Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the applicable mandatory Accounting Standards notified under the Companies (Accounting Standard) Rules, 2006 (as amended), as notified under Companies (Accounts) Rules, 2014 (SSR No. 239/E), Schedule I and relevant provisions of the Companies Act, 2013.

(c) The AS compliant corresponding figures in the previous year have not been subjected to review, however, the Company's management has exercised necessary due diligence to ensure that such financial results provide a true and fair view of its affairs.

(d) As the Company's business activity falls within a single primary business segment, viz., "Trusteeship", the disclosure requirement of AS-17 Segment Reporting, are not applicable.

(e) Comparative figures have been rearranged/ regrouped wherever necessary.

For and on behalf of the Board of Directors

(Sunil Kumar Naik)
Managing Director
DIN: 09675568

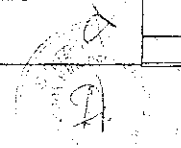
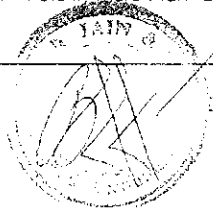
(Aarti Sharma)
Company Secretary
Mem. No. 41257

Place : Mumbai
Date : 25th April, 2023

CENTBANK FINANCIAL SERVICES LIMITED Notes forming part of the financial statements			
Sr. No	Particulars	As at 31st March 2023	As at 31st March 2022
Note 1 : Share Capital			
1	AUTHORISED CAPITAL 1,00,000 Equity Shares of Rs. 1000/- each.	1,00,000	1,00,000
		1,00,000	1,00,000
2	ISSUED, SUBSCRIBED & PAID UP CAPITAL To the Subscribers of the Memorandum 50,000 Equity Shares of Rs. 1000/- each Paid up Share capital by allotment 50,000 Equity Shares of Rs. 1000/- each, Fully Paid up	50,000	50,000
		50,000	50,000
(i) The company has one class of shares referred to as equity shares having a par value of Rs.1000/-. Each holder of equity shares is entitled to one vote per share.			
(ii) Details of shares held by each shareholder holding more than 5% shares:			
	Name of the shareholder	No. of Shares	No. of Shares
	Central Bank of India (Promoter) and its nominees	50,000	50,000
	Percentage of shareholding	100%	100%
(iii) The reconciliation of the number of shares outstanding is set out below:			
	Particulars	As at 31st March 2023	As at 31st March 2022
	Number of shares of the beginning	50,000	50,000
	Add: Allotment of Equity Shares	-	-
	Number of shares of the end	50,000	50,000
Note 2 : Reserves and Surplus			
1	General Reserve Balance brought forward from previous year Add: Transfer from Profit & Loss account	32,500	32,500
		32,500	32,500
2	Surplus in the Statement of Profit and Loss Balance brought forward from previous year Add: Profit for the period Less: Dividends Paid Add: transfer from Depreciation	2,71,318	2,75,667
		16,225	10,631
		(1,000)	(5,000)
		-	-
		2,72,543	2,71,318
		3,05,043	3,03,618

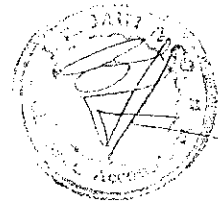


CENTBANK FINANCIAL SERVICES LIMITED			
Notes forming part of the financial statements			
Sr. No	Particulars	As at 31st March 2023	As at 31st March 2022
	Note 3 : Other Long Term Liabilities		
	Others:		
1	Debenture Trust A/c 1787419858 Shree Ambica Mills Ltd	1,603	1,777
2	Debenture Trust A/c 1787419961 Tungabhadra Ind. Ltd.	623	623
3	Debenture Trust A/c 1787421006 Ahmedabad Ram Krishna Mill	4,838	4,838
4	Security Trustee Deposits	12	12
		7,076	7,250
	Note 4 : Long-term Provisions		
1	Provision for Employee Benefits (Leave Encashment)	457	202
2	Provision for Employee Benefits (Gratuity)	225	194
		682	396
	Note 5 : Other Current Liabilities		
1	Trust Account Balances	81,946	37,882
2	Trust Account Balances (TDS)	5,593	2,534
3	TDS Payable	64	67
4	Professional Tax	2	1
5	Unallocated Dividend / Interest	20,573	17,895
6	Unallocated/Unclaimed proceeds on redemption of Securities	1,774	1,763
7	Other Liabilities	743	229
8	Security Deposits	4	-
		1,10,701	60,372
	Note 6 : Short-term Provisions		
1	Audit Fees	65	59
2	Provision for Employee Benefits (Leave Encashment)	-	50
		65	109
	Note 8 : Non-Current Investment (At Cost)		
	Quoted		
1	Investment in Equity Instruments 3000 equity shares of HDFC Bank Ltd of Rs. 1/- each valued at Rs. 1,470,35/- per share, so, a this investment in the month of Jan 2023 for Rs.48,70,435/-)	-	3
2	Investment in Government Securities * 7.14% Karnataka SDI 1,90,000 units valued at Rs. 103,250/- per unit (Market Value as on 01/03/2023 is Rs. 1,89,66,292/-) * 7.20% Himachal Pr SDI 3,86,600 units valued at Rs. 104,1246/- per unit (Market Value as on 31/03/2023 is Rs. 3,85,84,883.62/-)	19,741	19,741
		40,019	40,017
		59,760	59,763
	Note 9 : Deferred Tax Asset		
	Deferred Tax Asset	302	145
		302	145
	Note 10 : Other Non Current Assets		
1	Fixed Deposits with maturity more than 12 months	1,95,227	1,78,762
2	Accrued Interest on Fixed Deposits with maturity more than 12 months	7,421	6,653
3	Accrued Interest on Securities	919	919
		2,03,567	1,88,334

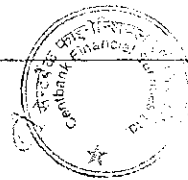


CENTBANK FINANCIAL SERVICES LIMITED
Notes forming of the financial Statements

(Rs. in Thousand)											
Particulars	Gross Block			Gross Carrying Value as on 31st March, 2023	Balance as on 01st April, 2022	Depreciation			Net Block		
	Gross Carrying Value as on 01st April, 2022	Additions	Deletions			Depreciation	Accumulated Depreciation on Deletions	Transfer to retained earning	Balance as on 31st March, 2023	WDV as on 31st March, 2023	WDV as on 31st March, 2022
Property, Plant and Equipment											
End user Devices	589	15	-	603	559	1	-	-	560	43	29
Server & Network	629	-	-	629	489	22	-	-	511	119	141
Furniture and Fixtures	101	7	-	108	77	10	-	-	87	21	24
Office Equipments	551	215	65	701	506	25	45	-	485	216	45
Intangible Asset											
Computer Software	4,586	-	-	4,586	4,586	-	-	-	4,586	-	-
Web-site	50	-	-	50	10	10.00	-	-	20	30	40
Capital work-in-progress											
New Server	-	-	-	-	-	-	-	-	-	-	-
Grand Total	6,506	237	65	6,678	6,226	68	45	-	6,249	429	279
As on 31st Mar, 2022	6,456	187	(137)	6,506	6,069	158	-	-	6,226	279	387



CENTBANK FINANCIAL SERVICES LIMITED			
Notes forming part of the financial statements			
Sr. No	Particulars	As at 31st March 2023	As at 31st March 2022
	Note 11: Current Investments		
	Quoted Investment in Mutual Fund		
	15,00,000 units of UTI FIXED TERM INCOME FUND- SERIES XXVII	-	-
	Note 12: Trade Receivables		
	Unsecured		
1	Undisputed Trade Receivable outstanding for a period 6 months - 1 year		
	Considered good	-	-
	Considered doubtful	-	-
2	Undisputed Trade Receivable outstanding for a period less than 6 months		
	Considered good	797	881
	Considered doubtful	-	-
		797	881
	Less: Provision for Doubtful Debts	435	-
		362	881
	Note 13: Cash & Bank Balances		
1	Cash and Cash Equivalents		
	Cash on hand	1	6
2	Balances with banks		
	- In Current Accounts		
	With Central Bank of India A/c No. 1787420987 Bank A/c 1	82,429	38,285
	With Central Bank of India A/c No. 1787426399 Bank A/c 2	392	850
	With Central Bank of India A/c No. 5211991278 (Unallocated Dividend)	22,347	19,641
	With Central Bank of India A/c No. 1787421006 (Ahmedabad R K Mill)	4,838	4,838
	With Central Bank of India A/c No. 1787419858 (Shree Ambika Mills)	1,603	1,777
	With Central Bank of India A/c No. 1787419961 (Tungabhadra Ind. Ltd.)	623	623
	Sub Total (A)	1,12,233	66,020
3	Other Bank Balances		
	Fixed Deposit with maturity less than 12 months	86,328	78,000
	Sub Total (B)	86,328	78,000
	Total (A + B)	2,00,561	1,61,020
	Note 14: Other Current Assets		
1	Income Tax Refund	1,874	3,687
2	TDS Receivable AY 22-23 (Trust)	2,989	2,534
3	Interest Accrued on FDR	2,081	3,209
4	Other Receivables	19	20
5	Prepaid Expenses	294	65
6	GST Input Tax Credit	1,135	1,252
7	GST Input Tax Credit (Deferred)	13	-
8	GST TDS Receivable	-	1
9	Service Tax Deposit	144	144
10	Pmp(O) Current Account	10	-
		8,589	11,523



CENTBANK FINANCIAL SERVICES LIMITED			
Notes forming part of the financial statements			
		(Rs. in Thousand)	
Sr. No	Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Note 15 : Revenue from Operations			
1	Fees from Executor Trusteeship	4,991	3,522
2	Fees from Debenture & Security trusteeship	6,298	8,142
3	Fees from Safe Custody of Documents	54	19
		11,343	11,674
Note 16 : Other Income			
1	Interest on Fixed Deposit Receipts	14,452	17,461
2	Other income	52	9
3	Dividend Income	47	20
4	Interest on income tax	32	-
5	Loss on sale of investment	-	(326)
6	Interest on Securities	4,179	652
7	Profit on Sale of investment	4,870	-
8	Profit on Sale of Assets	-	-
		23,923	17,816
Note 17 : Employment Benefit Expenses			
1	Salaries & Allowances	4,302	4,923
2	Compensation Paid to Managing Director	2,241	2,252
3	Compensation Paid to Key Managerial person	820	589
		7,363	8,065
Note 18 : Depreciation & Amortisation Expenses			
Depreciation		68	158
		68	158
Note 19 : Other Expenses			
1	Travel Expenses	74	112
2	Traveling Expenses	14	20
3	Office Maintenance	189	158
4	General Expenses	21	141
5	Donation Expenses	9	17
6	Insurance Expenses	7	5
7	Charges for amenities	300	300
8	Postage & Telegram	11	12
9	Professional Fees	742	70
10	Stationery Expenses	56	45
11	Audit expenses:		
	Statutory Audit Fees	75	65
	GST Audit Fees	-	-
	Limited Review	75	75
12	Compensation for office premises	4,579	4,579
13	Website & Internet Expenses	9	2
14	Professional Tax Expenses	3	3
15	SEBI Registration Fees - Debenture Trustee	300	300
16	Directors Sitting Fees	80	160
17	RDC Filing Charges	8	8
18	Safe Locker charges	8	6
19	Shop and Establishment exp	-	-
20	Trustee Association Fees	80	280
21	Housekeeping Charges	20	162
22	Provision for Doubtful Debts	135	337
23	Advertisement Exp	175	65
		7,664	6,968

CENTBANK FINANCIAL SERVICES LIMITED

Significant Accounting Policies & Notes to Accounts for the year ended 31st March, 2023:

Note 20: Significant Accounting Policies:

A. Basis of Presentation:

The Financial statements of the Company have been prepared in accordance with Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the applicable mandatory Accounting Standards notified under the Companies (Accounting Standard) Rules, 2006 (as amended), as notified under Companies (Accounts) Rules, 2014 (G.S.R. No. 239(E)), Schedule III and relevant provisions of the Companies Act, 2013.

The financial statements have been prepared under the Historical Cost convention using the accrual method of accounting, except for fees in respect of sub(s) filed of Debenture & Security Trusteeship business, which is accounted on receipt basis.

B. Use of estimates:

The preparation of the financial statements in conformity with generally accepted accounting principles (GAAP) in India requires management to make estimates and assumptions that affect the reported amount of assets, liabilities and the disclosure of contingent liabilities on the date of the financial statements. Actual results could differ from those estimates. Any revision to the accounting estimates is recognized prospectively in current and future periods.

C. Revenue Recognition:

In relation to Executor Trusteeship business, revenue is accrued on occurrence of transactions relating to trust account.

Revenue from Debenture and Security Trusteeship services is recognized on periodic basis and accounted on accrual basis, except for fees in respect of sub(s) filed of Debenture & Security Trusteeship business and on NPA accounts, which is accounted on receipt basis.

D. Investments:

Current investments are stated at lower of the cost or fair value. Non-Current investments are stated at cost. Provision for diminution, if any, in the value of the Non-Current investments is made only if the diminution in the value is of permanent nature.

E. Fixed Assets:

Fixed assets are stated at acquisition cost including incidental expenses in connection thereto, less Depreciation.

F. Intangible Assets:

Intangible assets are stated at cost of acquisition less amortization.





 Director

G. Depreciation & Amortization:

- i. Depreciation on Fixed Assets has been provided on Straight-Line Method at the rates and in the manner specified in schedule II to the Companies Act, 2013. The useful life of fixed assets have been adopted as per Schedule II of Companies Act, 2013 and differential amount of asset carrying value as on the first day of the year has been suitably adjusted in accounts.
- ii. Depreciation on assets added/disposed during the year is provided with reference to the date of addition/disposition.
- iii. Intangible assets have been amortized considering the economic life of the asset ascertained to be 5 years by the management and amortized accordingly.

H. Impairment of Assets:

The carrying amount of assets, other than investment properties, deferred tax assets and non-current assets (or disposal groups) held for sale, are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated to determine the amount of impairment loss.

For the purpose of impairment testing of these assets, recoverable amount is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. If this is the case, recoverable amount is determined for the cash-generating unit (CGU) to which the asset belongs to.

An impairment loss is recognized in profit or loss in the period in which it arises.

I. Foreign Currency Transactions

The Company does not have any Foreign Currency Transactions.

J. Expenditure on increase of Authorized Capital:

Stamp Duty paid and Registration fees on issue of Equity Shares as a result of increase in authorize capital is written off over a period of ten years.

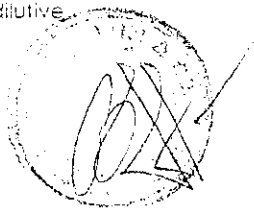
K. Tax Expenses:

Provision for current tax is computed as per 'Total Income' returnable under the Income Tax Act, 1961 taking into account available deductions and exemptions.

Deferred tax is recognized by considering temporary differences in terms of the difference between the carrying values and the tax values of assets and liabilities.

L. Earnings per share ('EPS')

Basic EPS is computed using the weighted average number of equity shares outstanding during the year. Diluted EPS is computed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the year except where the results would be anti-dilutive.



M. Provision & Contingent Liabilities

Provisions are recognized when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle present obligation at the Balance sheet date and are not discounted to it's present value.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not fully within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle a reliable estimate of the amount cannot be made, is termed as a contingent liability.

Note 21: Disclosure Notes to Financial Statements

- A. Two staff members including the Managing Director of the Company out of 7 staff members are on deputation from Central Bank of India. The Company has reimbursed the salaries/ remunerations of these personals to Central Bank of India. The tax to be deducted at source under the respective provisions of Income Tax Act, 1961 have been deducted and deposited by Central Bank of India.
- B. The amounts received on behalf of beneficiaries of whom details about the beneficiaries cannot be ascertained, have been accounted in the nominal account "Sundry Party Unclaimed Dividend / Interest" and "Unallocated / Unclaimed Proceeds on Redemption of Securities". As and when the details are received from the payer about the beneficiaries, the amount is transferred to the respective beneficiary account.
- C. Sundry debit/credit balances and individual Trust account are subject to confirmation.
- D. The Company holds investments in the nature of shares, securities and immovable properties on behalf of its clients in a fiduciary capacity, i.e. Trustee-Beneficiary relationship, which is adequately safeguarded and properly recorded and all duties arising from such fiduciary relationships are adequately fulfilled.

The dividend received on these shares is credited in the designated Bank Account of the Company which is then transferred to beneficiary's account after deducting applicable charges. As per Finance Act 2020, income by way of dividend is chargeable to tax under the amended provisions of Income Tax Act, 1961. Tax totaling to Rs.26,04,889.20/- has been deducted on source (TDS) on this dividend income of the beneficiaries in the name of our Company for FY 2022-23. The said dividend income and corresponding TDS belong to the respective beneficiaries and hence the Company has transferred the dividend (net of TDS) to beneficiaries account. TDS deducted on this dividend has been shown as 'TDS Receivable AY 23-24 (Trust)' under Note 14: Other Current Assets and corresponding liability of same amount has been shown as 'Trust Account Balance (TDS)' under Note 5: Other Current Liabilities.

- E. There are no amounts overdue and remaining unpaid to Small Scale and /or Ancillary Industrial suppliers on account of principal and/or interest as at close of the year. This disclosure is based on the information available with the Company regarding the status

of suppliers as defined under the "The Micro, Small and Medium Enterprises Development Act, 2006."

- F. The Company is primarily engaged in the business of rendering financial services, which are considered by the management to constitute as a single segment, this being the only reportable segment as per Accounting Standard 17 issued by The Institute of Chartered Accountants of India on "Segment results and segment reporting". The Profit and Loss Statement and the Balance Sheet depict the picture of segment result and the segmental assets and liabilities.

G. Accounting Standard 18: Related Party Disclosures:

- Disclosure of Related Parties

Name of the Party where Control Exists	Nature of the Relationship
Central Bank of India	Holding Company

Key Management Personnel	Nature of Relationship
Mr. S Venkataraman	Managing Director (From 01 st April 2022 to 16 th June 2022)
Mr. Sunil Kumar Naik	Managing Director (From 17 th July 2022 onwards)
Ms. Aarti Sharma	Company Secretary

- During the year, the transactions entered with related parties are as under:

Sr. No	Particulars	(RS. IN THOUSAND)	
		2022-23	2021-22
i)	Expenses Reimbursed to Central Bank of India		
	- Salaries of staff on deputation	3,634	4,117
	- Charges for amenities	300	300
	Compensation for Office premises	4,529	4,528
		8,463	8,945
ii)	Income Received by way of interest on Fixed Deposits from Central Bank of India	12,251	15,979
iii)	Income Received from safe custody of Warehouse Receipts from Central Bank of India	31	10
iv)	Dividend Paid to Central Bank of India	15,000	15,000



Handwritten signature and date: 3/9/2022

v)	Deposits with Central Bank of India in	As at 31 st March 2023	As at 31 st March 2022
	- Fixed Deposits	2,64,603	2,54,610
	- Current Accounts		
	* Trust Current A/c No.1787420987	82,129	38,285
	* Company's A/c No.1787426399	391	850
	* Company's A/c No. 5211991278 (Unallocated Dividend)	22,347	19,641
	* Debenture Trust A/c No.1787421006 (ASRM)	4,838	4,838
	* Debenture Trust A/c No.1787419858 (Ambica Mills)	1,604	1,777
	* Debenture Trust A/c No.1787419961 (Tungabhadra)	623	623
	Total Deposits With CBI	3,76,835	3,20,824

vi)	Accrued Interest on Fixed Deposit with Central Bank of India	As at 31 st March 2023	As at 31 st March 2022
	- Accrued Interest	5,753	9,621

vii)	Remuneration to Key Management Personnel	2022-23	2021-22
A	Mr. S Venkataraman (Resigned as MD on 16/06/2022)	484	2,252
B	Mr. Sunil Kumar Naik (appointed as MD on 19th July 2022.)	1,757	-
C	Mr. H V Kamdar (Retired on 30th April 2021)	-	170
D	Ms. Aarti Sharma (became KMP w.e.f. 01st May 2021)	870	719

- H. In compliance of Accounting Standard 22 referred in Section 133 of the Companies Act, 2013 on accounting for Taxes on Income, the Company has created 'Deferred Tax Asset' on account of timing difference :

Sr. No	Particulars	(Rs. in Thousand)	
		As at 31 st March 2023	As at 31 st March 2022
1	Opening Deferred tax (Liability)/ Asset	145	168
2	Add/(Less):- Deferred Tax (Liability)/Asset for the year	157	(23)
3	Closing Deferred tax (Liability)/Asset	302	145

- I. With reference to income on account of fees/ remuneration from Debenture & Security Trusteeship, invoices on following clients have not been raised as these accounts have turned into NPA and necessary legal actions have been initiated on these clients by lenders:

Sr. No.	Name	(Rs. in Thousand)				
		Fees/ Remuneration				
		2022-23	2021-22	2020-21	2019-20	2018-19
1	Shah Group Builders Ltd (Deb Trustee)	50	50	50	50	50
	Shah Group Builders Ltd (Secu Trustee)	135	135	135	135	135
2	Topworth Tollways (Beta) Pvt Ltd	183	183	183	183	183
3	Transstroy Hostake-Dobbaspel Tollways Pvt Ltd	350	350	350	350	350
4	Transstroy Obedullaganj-Betul Tollways Pvt Ltd	350	350	350	350	350
5	VIL Rohtak Jind Hind Highway Pvt Ltd	350	350	350	350	350
6	Kalisma Steels Pvt Ltd	175	175	175	175	175
7	Innoventive Industries Ltd	500	500	500	500	500
8	Shri Lakshmi Cotsyn Ltd (Deb Trustee)	50	50	50	50	--
	Shri Lakshmi Cotsyn Ltd (Secu Trustee)	350	350	350	350	--
9	Seya Industries Ltd	375	375	375	375	--
10	Infrastructure Leasing & Financial Services Ltd	9,954	9,954	9,954	35,256	--
11	IL&FS Financial Services Ltd	5,412	5,412	5,412	22,256	--
12	Future Enterprise Limited	200	--	--	--	--
13	Taquito Lease Operators Private Limited	255	--	--	--	--
	Total	18,689	18,234	18,234	60,380	2,093

- J. Provision for doubtful debt(s) of Rs.4,35,125/- was made on 31st March 2023.
- K. Monthly compensation of Rs. 3,77,400/- (excluding GST)(@ 300/ square feet) is paid to Central Bank of India for using their office premises. Standard charges of Rs. 75,000/- per quarter have been reimbursed to Central Bank of India for sharing amenities like lift maintenance, security and electricity etc. There is no formal lease agreement with Central Bank of India for payment of such compensation/ reimbursement.

L. Provision of Corporate Social Responsibility (CSR) for F.Y. 2022-23 is not applicable to the Company.

M. Additional regulatory information:

Key Financial Ratios are as follows:

(Rs. in Thousands)

SR No.	Financial Ratio	2022-23			2021-22		
		Numerator	Denominator	Ratio	Numerator	Denominator	Ratio
1	Current Ratio#	2,09,513	1,10,769	1.89	1,73,423	60,480	2.87
2	Debt Equity Ratio	NIL	3,55,043	N.A.	NIL	3,53,817	N.A.
3	Debt Service Coverage Ratio	20.2:9	NIL	N.A.	14.457	NIL	N.A.
4	Return on Equity Ratio	16,225	3,55,043	4.57%	10,630	3,53,817	3.00%
5	Inventory Turnover Ratio	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
6	Trade Receivable Turnover Ratio*	6,332	621	10.19	8,152	883	9.23
7	Trade Payable Turnover Ratio	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
8	Net Capital Turnover Ratio#	35,246	98,744	0.36	29,489	1,12,943	0.26
9	Net Profit Ratio ##	16,225	35,246	46.03%	10,530	29,469	36.05%
10	Return on Capital Employed	20,151	3,55,043	5.68%	14,299	3,53,817	4.04%
11	Return on Investment	16,225	3,55,043	4.57%	10,630	3,53,817	3.00%

Current ratio has been decreased and Net capital Turnover Ratio has been increased primarily due to increasing in Current Liability. Trust Account Balance of Rs. 503.30 lakhs has been increased in FY 2022-23 due to not able to open a Fixed Deposit of Trust and further Fixed Deposits with maturity less 12 months of Rs. 950.00 lakhs as on 31st March, 2022 has been reduced to Rs. 883.28 lakhs as on 31st March, 2023 due to placement of Fixed Deposits with maturity more than 12 months.

Net Profit Ratio has been increased due to increase in Profit after tax by Rs. 55.81 lakhs primarily due to increasing in the other income by Rs. 48.70/- lakhs due to profit on sale of HDFC Bank 3000 Equity shares and reduction in employee benefit expenses by Rs. 7.02 lakhs.

* Trade Receivable turnover ratio has been increased due to improvement in recovery. Average Trade Receivable has been decreased from Rs. 8.84 lakhs to 6.22 lakhs.

- N. Cash and cash equivalents include amount(s) distributed by official liquidator for debenture holders of three companies which has been kept in separate bank accounts and the corresponding liability of same amount has been shown in other long term liability. The details of the same are as follows:

(Rs. in Thousand)

Sr.No.	Name of Company	Amount (Rs.)	Liquidated on
1	Shree Ambica Mills Ltd.	1604	17-01-1997
2	Tungabhadra Industries Ltd	623	09-07-2001
3	Ahmedabad Ram Krishna Mill Ltd	4,838	17-01-1996

This amount will be paid as and when the debenture holders will submit their claims.

- O. Accounting Standard 29: Provisions, Contingent Liabilities and Contingent Assets:

(Rs. in Thousand)

Particulars	As at 31 st March 2023	As at 31 st March 2022
Contingent liability and commitments (to the extent not provided for):		
(i) Claim against the company not acknowledged as debt:		
(a) Disputed Service Tax Liability	-	1,927

Note: disputed service tax liability provision reversed during FY 2022-23 due to get order-in-appel No.SM/CGST/A-1/Mum/44/2021-22 dated 27.06.2022 favorable to our side. So, liability not generated against this amount. Only Rs.1,43,790.00/- Security deposit amount yet to be receive from the department. We take follow up from the department for the same.

- P. Previous year's figures have been regrouped and rearranged wherever necessary.

For J.R. JAIN & CO.
Chartered Accountants
(FRN: 103915W)

(Bipin Jeevraj Jain)
Partner
Mem. No. 048084
Place: MUMBAI
Date: 25 April, 2023



(Sunil Kumar Naik)
Managing Director
DIN: 09675568
Place: MUMBAI
Date: 25 April, 2023

For and on behalf of the Board of Directors

(Malladi Venkat Murali Krishna)
Chairman
DIN: 09021111

(Aarti Sharma)
Company Secretary
Mem No: 41257

CENTBANK FINANCIAL SERVICES LTD

CIN: U67110MH1929GOI001484

Registered Office: Central Bank of India MMO Building, 3rd Floor (East Wing)
55 Mahatma Gandhi Road, Fort, Mumbai 400001

☎: 022 - 2261 6217, Fax: 022 - 2261 6208, e-mail: dts@cfsl.in, website: www.cfsl.in

FORM OF PROXY

Form MGT-11

[Sec.105 (6) of the Companies Act 2013 and Rule 19(3) of the Companies (Management and Administration Rules 2014)]

94th Annual General Meeting on Saturday, 30 September 2023

Name(s) of the Member(s): _____

Registered Address: _____

E-mail Id: _____

Folio No.: _____

I/We, the member(s) of _____ shares of the abovenamed Company, hereby appoint:

1. Name _____ e-mail Id: _____

Address _____

Signature _____; or failing him/her

2. Name _____ e-mail Id: _____

Address _____

Signature _____; or failing him/her

3. Name _____ e-mail Id: _____

Address _____

Signature _____

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 94th Annual General Meeting of the Company to be held on Saturday, 30 September 2023 at 3:30 hours at Conference Room, 9th Floor, Chandermukhi, Nariman Point, Mumbai 400021 and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Reso- lution No.	Description	Optional	
		For	Against
	<i>Ordinary Business:</i>		
1	Ordinary Resolution for Adoption of the Audited Financial Statement for the year ended 31 st March 2023, together with the Reports of the Auditors and Directors thereon.		
2	Ordinary Resolution for Declaration of Dividend on Equity Shares for the financial year ended 31 st March 2023.		

3	Ordinary Resolution for appointment of Shri Rajesh Kumar, Director, who retires by rotation and being eligible, offers himself for re-appointment.		
4	Ordinary Resolution for fixation of Remuneration of Statutory Auditors for the financial year 2023-24. <i>Special Business:</i>		
5	Ordinary Resolution for appointment of Shri Vasti Venaktesh as Director of the Company		
6	Ordinary Resolution for appointment of Shri M V Murali Krishna as Director of the Company		

Signed this ____ day of _____ 2023

Signature of Shareholder across Revenue Stamp for 1/-
--

Signature of Proxy holder _____

CENTBANK FINANCIAL SERVICES LTD

CIN: U67110MH1929GOI001484

Registered Office: Central Bank of India MMO Building, 3rd Floor (East Wing)

55 Mahatma Gandhi Road, Fort, Mumbai 400001

☎: 022 - 2261 6217, Fax: 022 - 2261 6208, e-mail: dts@cfsl.in, website: www.cfsl.in

ATTENDANCE SLIP

Folio: _____

No. of Shares held: _____

I hereby record my presence at the 94th Annual General Meeting of the Company at 3.30 p.m. on Saturday, 30 September 2023 at Conference Room, 9th Floor, Chandermukhi, Nariman Point, Mumbai 400021.

Name of the Shareholder/ Proxy-holder : _____

Signature of the Shareholder/
Authorised Representative/ Proxy-holder : _____