

March 22, 2019

To, National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, Mumbai K400 051 Complex, Bandra (East), Mumbai - 400 051.	To, BSE Limited Corporate Relations Department, 1st Floor, New Trading Ring, P. J. Towers, Dalal Street, Mumbai - 400 001.
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Sub.: Declaration of Voting Results of Postal Ballot (including e-voting)

Ref: Scrip Code – 501150 and NSE Scrip Code: - CENTRUM

Dear Sir/Madam,

Pursuant to Regulation 44(3) of the SEBI(LODR) Regulations, 2015, we are enclosing herewith the Report submitted by the Scrutinizer i.e. Mr. Umesh P. Maskeri, Practicing Company Secretary(COP No 12704) along with the voting results declared on March 22, 2019 with respect to the Postal Ballot (including e-voting) conducted by the Company for seeking approval of the Members by way of Special Resolution and Ordinary Resolution for the following Special Business contained in the Postal Ballot Notice dated February 11, 2019:

- i. Re-appointment of Mr. Ibrahim Belselah (DIN: 01639624) as an Independent Director of the Company (Special Resolution);
- ii. Re-appointment of Mr. Rajasekhara Reddy (DIN: 02339668) as an Independent Director of the Company (Special Resolution);
- iii. Re-appointment of Mr. Jaspal Singh Bindra (DIN: 00128320) as an Executive Chairman of the Company (Special Resolution);
- iv. To Consider and approve sale of undertakings under Section 180(1(a) of the Companies Act, 2013 (Special Resolution); and
- v. Approval of Related Party Transaction with Centrum Retail Services Limited, Subsidiary Company under Section 188 of the Companies Act, 2013 (Ordinary Resolution)

Kindly acknowledge the receipt and take the same on your record.

Thanking you,

Yours faithfully,

For Centrum Capital Limited

Akshay
Alpesh shah
Company Secretary

Encl: a/a



CENTRUM CAPITAL LIMITED
VOTING RESULTS OF POSTAL BALLOT INCLUDING REMOTE EVOTING PURSUANT TO THE PROVISIONS OF REGULATION 44 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Date of AGM/EGM	21-Mar-19
Total number of shareholders as on Record Date i.e. As on cut off date for determining eligibility for	
Total number of shareholders present in the meeting either in person or proxy :	
Promoters and promoter group	Not applicable since resolution is passed through postal ballot
Public	Not applicable since resolution is passed through postal ballot
Number of shareholders attended the meeting through video conferencing :	
Promoters and promoter group	Not applicable since resolution was passed through postal ballot
Public	Not applicable since resolution was passed through postal ballot

Agenda item: 1		Re-appointment of Mr. Ibrahim Belseleh (DIN: 01639624) as an Independent Director of the Company						
Resolution required		Special Resolution						
Whether promoter/promoter group are interested in the agenda/resolution		No						
Category	Mode of Voting	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes against	% of votes in favour on votes polled	% of votes against one votes polled
		1	2	$(3)=[(2)/(1)]*100$	4	5	$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
Promoter and Promoter Group	Evoting	158043537	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Institutions	Evoting	2993154	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non-Institutions	Evoting	254996049	41466805	16.26	41464898	1907	100.00	0.00
	Postal Ballot		91181120	35.76	91181070	50	100.00	0.00
	Total		132647925	52.02	132645968	1957	100.00	0.00
Total		416032740	132647925	31.88	132645968	1957	100.00	0.00

FOR CENTRUM CAPITAL LIMITED

Alpesh
 Alpesh Shah
 Company Secretary

PLACE : MUMBAI
 DATE: 22-03-2019



CENTRUM CAPITAL LIMITED
VOTING RESULTS OF POSTAL BALLOT INCLUDING REMOTE EVOTING PURSUANT TO THE PROVISIONS OF REGULATION 44 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

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Total number of shareholders present in the meeting either in person or proxy :	
Promoters and promoter group	Not applicable since resolution is passed through postal ballot
Public	Not applicable since resolution is passed through postal ballot
Number of shareholders attended the meeting through video conferencing :	
Promoters and promoter group	Not applicable since resolution was passed through postal ballot
Public	Not applicable since resolution was passed through postal ballot

Agenda item:	2	Re-appointment of Mr. Rajasekhara Reddy (DIN: 02339668) as an Independent Director of the Company						
Resolution required	Special Resolution							
Whether promoter/promoter group are interested in the agenda/resolution	No							
Category	Mode of Voting	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes against	% of votes in favour on votes polled	% of votes against one votes polled
		1		2 (3)=[(2)/(1)]*100	4		5 (6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Evoting		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	158043537	0	0.00	0	0	0.00	0.00
Public Institutions	Evoting		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	2993154	0	0.00	0	0	0.00	0.00
Public Non-Institutions	Evoting		0	0.00	0	0	0.00	0.00
	Postal Ballot		41466805	16.26	41464898	1907	100.00	0.00
	Total	254996049	91181120	35.76	91181070	50	100.00	0.00
Total		416032740	132647925	52.02	132645968	1957	100.00	0.00
			132647925	31.88	132645968	1957	100.00	0.00

FOR CENTRUM CAPITAL LIMITED

Alpesh Shah
 Alpesh Shah
 Company Secretary

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Public	Not applicable since resolution is passed through postal ballot
Number of shareholders attended the meeting through video conferencing :	
Promoters and promoter group	Not applicable since resolution was passed through postal ballot
Public	Not applicable since resolution was passed through postal ballot

Agenda item: 3		Re-appointment of Mr. Jaspal Singh Bindra (DIN: 00128320) as an Executive Chairman of the Company						
Resolution required		Special Resolution						
Whether promoter/promoter group are interested in the agenda/resolution		No						
Category	Mode of Voting	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes against	% of votes in favour on votes polled	% of votes against one votes polled
		1		2 $(3)=[(2)/(1)]*100$	4		5 $(6)=[(4)/(2)]*100$	7 $(7)=[(5)/(2)]*100$
Promoter and Promoter Group	Evoting	158043537	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Institutions	Evoting	2993154	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non-Institutions	Evoting	254996049	41466805	16.26	41464898	1907	100.00	0.00
	Postal Ballot		91181120	35.76	91181113	7	100.00	0.00
	Total		132647925	52.02	132646011	1914	100.00	0.00
Total		416032740	132647925	31.88	132646011	1914	100.00	0.00

FOR CENTRUM CAPITAL LIMITED

Alpesh
 Alpesh Shah
 Company Secretary

PLACE : MUMBAI
 DATE: 22-03-2019



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Promoters and promoter group	Not applicable since resolution is passed through postal ballot
Public	Not applicable since resolution is passed through postal ballot
Number of shareholders attended the meeting through video conferencing :	
Promoters and promoter group	Not applicable since resolution was passed through postal ballot
Public	Not applicable since resolution was passed through postal ballot

Agenda item:	4	To Consider and approve sale of undertakings under Section 180(1(a) of the Companies Act, 2013						
Resolution required	Special Resolution							
Whether promoter/promoter group are interested in the agenda/resolution	No							
Category	Mode of Voting	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes against	% of votes in favour on votes polled	% of votes against one votes polled
		1	2	$(3)=[(2)/(1)]*100$	4	5	$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
Promoter and Promoter Group	Evoting	158043537	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Institutions	Evoting	2993154	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non-Institutions	Evoting	254996049	41466605	16.26	41463598	3007	99.99	0.01
	Postal Ballot		91181120	35.76	91181113	7	100.00	0.00
	Total		132647725	52.02	132644711	3014	100.00	0.00
Total		416032740	132647725	31.88	132644711	3014	100.00	0.00

FOR CENTRUM CAPITAL LIMITED

Alpesh
Alpesh Shah
Company Secretary

PLACE : MUMBAI
DATE: 22-03-2019



CENTRUM CAPITAL LIMITED

VOTING RESULTS OF POSTAL BALLOT INCLUDING REMOTE EVOTING PURSUANT TO THE PROVISIONS OF REGULATION 44 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

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Total number of shareholders present in the meeting either in person or proxy :	
Promoters and promoter group	Not applicable since resolution is passed through postal ballot
Public	Not applicable since resolution is passed through postal ballot
Number of shareholders attended the meeting through video conferencing :	
Promoters and promoter group	Not applicable since resolution was passed through postal ballot
Public	Not applicable since resolution was passed through postal ballot

Agenda item:	5	Approval of Related Party Transaction with Centrum Retail Services Limited, Subsidiary Company under Section 188 of the Companies Act, 2013						
Resolution required	Special Resolution							
Whether promoter/promoter group are interested in the agenda/resolution	No							
Category	Mode of Voting	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes against	% of votes in favour on votes polled	% of votes against one votes polled
		1	2	$(3)=[(2)/(1)]*100$	4	5	$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
Promoter and Promoter Group	Evoting	158043537	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Institutions	Evoting	2993154	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non-Institutions	Evoting	254996049	41466605	16.26	41463378	3227	99.99	0.01
	Postal Ballot		91181120	35.76	91181113	7	100.00	0.00
	Total		132647725	52.02	132644491	3234	100.00	0.00
Total		416032740	132647725	31.88	132644491	3234	100.00	0.00

FOR CENTRUM CAPITAL LIMITED

Alpesh Shah
Company Secretary

PLACE : MUMBAI
DATE: 22-03-2019





Umesh P. Maskeri B.Sc., CAIIB, L.Lb, FCS, PGDSL
Practicing Company Secretary

No 304, Geetanjali Heights, Plot No.77, Sector 27
Near Presentation Convent School, Nerul East, Navi Mumbai-400 706
Tele 022 -27716919; Mobile: 09930178352; Email: umeshmaskeri@gmail.com

CONSOLIDATED SCRUTINIZER'S REPORT FOR POSTAL BALLOT

To
The Chairman
Centrum Capital Limited
Corporate Office, Centrum House
CST Road, Vidyanagari Marg, Kalina, Santacruz East
Mumbai-400098

March 22, 2019

Dear Sir,

- 1) I, Umesh P. Maskeri, Practicing Company Secretary, was appointed as a Scrutinizer by the Board of Directors of Centrum Capital Limited ("The Company"), pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014 to scrutinize votes cast electronically i.e. through Remote E-voting as well as through Postal Ballot on the item of business set out in the Notice of Postal Ballot issued by the Company on Monday, February 11, 2019.
- 2) The Company has informed that it has on February 19, 2019 :
 - (i) Completed dispatch by Registered Post/Courier, of the Postal Ballot Notice and Ballot Form along with postage prepaid business reply envelope to its Members, whose names appeared in the Register of Members as on Friday, the February 08, 2019, and who had registered their email ID with the Company/ Depositories;
 - (ii) Sent electronic mail, of Postal Ballot Notice and ballot forms to its Members, whose names appeared in the Register of Members as on Friday, the February 08, 2019, and who had registered their email ID with the Company/ Depositories.
- 3) In terms of Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014, the Company had duly released an advertisement intimating the voting through Postal Ballot and Remote E-voting and dispatch of Notice, in English Newspaper viz. 'Free Press Journal' and in Marathi Newspaper viz. "Navshakti" both dated February 19, 2019 and having circulation in Mumbai.
- 4) In compliance with the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Company had provided Remote E-Voting facility to cast vote on the resolution through the electronic voting platform of Central Depository Services Limited ("CDSL").
- 5) The Remote E-Voting facility remained open during the period from 9 A.M. on Wednesday, February 20, 2019 to 5:00 P.M. (IST) on Thursday, March 21, 2019. During this period, Members of the Company, holding shares in physical and/or in dematerialized form, as on the cut-off date i.e. Friday, February 08, 2019 were entitled to vote on the resolution set out in the Notice of Postal Ballot covered under the EVSN 190212006.

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Umesh P. Maskeri
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Umesh P. Maskeri B.Sc., CAIIB, L.Lb, FCS, PGDSL
Practicing Company Secretary

- 6) The e-voting module of Central Depository Services Limited ("CDSL") for the said EVSN was disabled by CDSL on March 21, 2019 at 5.00 P.M. and was unblocked thereafter by me in the presence of 2 witnesses, Mrs. Purnima Shetty and Mrs. Sanju Jaiswal, who are not in employment of Centrum Capital Limited.
- 7) The Postal Ballot Forms were kept under my safe custody before commencing the scrutiny of such Postal Ballot forms.
- 8) The Company has informed that it has verified the specimen signatures on the postal ballot forms received from the Members and further that the specimen signatures tallied with the specimen signatures as per the records maintained by the Company/ Registrar and Transfer Agents appointed by the Company.
- 9) There were no postal ballot forms which were incomplete in respect of all the three resolutions.
- 10) The Summary of votes cast by Remote E-Voting and by Postal Ballot Forms is given below:

A) Resolution No 1 :

Special Resolution :

Re-appointment of Mr. Ibrahim Belselah (DIN: 01639624) as an Independent Director of the Company:

Particulars	Postal Ballot		Remote E-voting		Total		% of Total Votes
	No. of Ballots	No. of Votes	No. of Ballots	No. of Votes	No. of Ballots	No. of Votes	
Votes in favour of Resolution	70	91181070	53	41664898	123	132845968	100
Votes Against the Resolution	1	50	4	1907	5	1957	0
Total	71	91181120	57	41466805	128	132847925	100

Result: Passed with requisite majority

There were no postal ballots which were invalid and hence there were no Invalid Votes.

B) Resolution No 2 :

Special Resolution :

Re-appointment of Mr. Rajasekhara Reddy (DIN: 02339668) as an Independent Director of the Company.

Particulars	Postal Ballot		Remote E-voting		Total		% of Total Votes
	No. of Ballots	No. of Votes	No. of Ballots	No. of Votes	No. of Ballots	No. of Votes	
Votes in favour of Resolution	70	91181070	53	41664898	123	132845968	100
Votes Against the Resolution	1	50	4	1907	5	1957	0
Total	71	91181120	57	41466805	128	132847925	100

Result: Passed with requisite majority



Umesh P. Maskeri

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Umesh P. Maskeri B.Sc., CAIIB, L.Lb, FCS, PGDSL
Practicing Company Secretary

There were no postal ballots which were invalid and hence there were no Invalid Votes.

C) Resolution No 3 :

Special Resolution :

Re-appointment of Mr. Jaspal Singh Bindra (DIN: 00128320) as an Executive Chairman of the Company.

Particulars	Postal Ballot		Remote E-voting		Total		% of Total Votes
	No. of Ballots	No. of Votes	No. of Ballots	No. of Votes	No. of Ballots	No. of Votes	
Votes in favour of Resolution	68	91181113	53	41664898	121	132846011	100
Votes Against the Resolution	3	7	4	1907	7	1914	0
Total	71	91181120	57	41466805	128	132847925	100

Result: Passed with requisite majority

There were no postal ballots which were invalid and hence there were no Invalid Votes.

D) Resolution No 4: Special Resolution :

To Consider and approve sale of undertakings under Section 180(1(a) of the Companies Act, 2013.

Particulars	Postal Ballot		Remote E-voting		Total		% of Total Votes
	No. of Ballots	No. of Votes	No. of Ballots	No. of Votes	No. of Ballots	No. of Votes	
Votes in favour of Resolution	68	91181113	51	41463598	119	132644711	100
Votes Against the Resolution	3	7	5	3007	8	3014	0
Total	71	91181120	56	41466605	127	132647725	100

Result: Passed with requisite majority

There were no postal ballots which were invalid and hence there were no Invalid Votes.

E) Resolution No 5 :

Ordinary Resolution :

Approval of Related Party Transaction with Centrum Retail Services Limited, Subsidiary Company under Section 188 of the Companies Act, 2013.

Particulars	Postal Ballot		Remote E-voting		Total		% of Total Votes
	No. of Ballots	No. of Votes	No. of Ballots	No. of Votes	No. of Ballots	No. of Votes	
Votes in favour of Resolution	68	91181113	49	41463378	117	132644491	100
Votes Against the Resolution	3	7	7	3227	10	3234	0
Total	71	91181120	56	41466605	127	132647725	100

Result: Passed with requisite majority



Umesh P. Maskeri



Umesh P. Maskeri B.Sc., CAIIB, L.Lb, FCS, PGDSL
Practicing Company Secretary

There were no postal ballots which were invalid and hence there were no Invalid Votes.

- 11) Register of Postal ballot and all other relevant records of voting process given/ provided/ maintained in electronic mode and the Postal Ballots Forms will remain in my custody until the Chairman considers, approves and signs the Minutes of the Postal Ballot and the same shall be handed over thereafter to the Chairman/ Company Secretary/any other Person Authorized by him.

Thanking you
Yours faithfully,

UMESH P MASKERI
PRACTICING COMPANY SECRETARY
Certificate of Practice No 12704

Place : Mumbai
Date : March 22, 2019

Countersigned by
For **Centrum Capital Limited**

Alpesh Shah
Company Secretary

Place: Mumbai
Date : March 22, 2019



UMESH P. MASKERI
COMPANY SECRETARY
304, Geetanjali Heights,
Plot No. 77, Sector - 27,
Nerul (East),
Navi Mumbai - 400 706.

