

February 06, 2018

To,  
Corporate Relationship Department  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001

**Sub.: Declaration of Voting Results of Postal Ballot (including e-voting)**

**Ref: Scrip Code: 501150**

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 February 05, 2018 with respect to the Postal Ballot (including e-voting) conducted by the Company for seeking approval of the Members by way of Special Resolution for the following Special Business contained in the Postal Ballot Notice dated January 03, 2018:

- i) Issue of convertible warrants on preferential basis; and
- ii) To raise funds through issue of securities

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

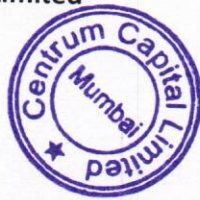
Thanking you,

Yours faithfully,

For Centrum Capital Limited

*Alpesh*

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	6-Feb-18
Total number of shareholders as on Record Date i.e. As on cut off date for determining eligibility	22572
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	Issue of convertible warrants on preferential basis						
Resolution required	Special Resolution							
Whether promoter/promoter group are interested in the agenda/resolution	Yes							
Category	Mode of Voting	No of shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3)	No of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)	% of votes against one votes polled (7)
Promoter and Promoter Group	Evoting	154281537	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot		Nil	Nil	Nil	Nil	Nil	Nil
	Total		Nil	Nil	Nil	Nil	Nil	Nil
Public Institutions	Evoting	5452634	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot		Nil	Nil	Nil	Nil	Nil	Nil
	Total		Nil	Nil	Nil	Nil	Nil	Nil
Public Non-Institutions	Evoting	256298569	43948967	17.1476	43948255	712	99.9984	0.0016
	Postal Ballot		82453655	32.1709	82453651	4	100.0000	0.0000
	Total		126402622	49.3185	126401906	716	99.9994	0.0006
<b>Total</b>		<b>416032740</b>	<b>126402622</b>	<b>30.3829</b>	<b>126401906</b>	<b>716</b>	<b>99.9994</b>	<b>0.0006</b>

FOR CENTRUM CAPITAL LIMITED

*Alpesh Shah*  
Alpesh Shah  
Company Secretary

PLACE : MUMBAI  
DATE: 06-02-2018





**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	<b>TO RAISE FUNDS THROUGH ISSUE OF SECURITIES</b>						
Resolution required	<b>Special Resolution</b>							
Whether promoter/promoter group are interested in the agenda/resolution	No							
Category	Mode of Voting	No of shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3)	No of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)	% of votes against one votes polled (7)
Promoter and Promoter Group	Evoting	154281537	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot		Nil	Nil	Nil	Nil	Nil	Nil
	Total		Nil	Nil	Nil	Nil	Nil	Nil
Public Institutions	Evoting	5452634	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot		Nil	Nil	Nil	Nil	Nil	Nil
	Total		Nil	Nil	Nil	Nil	Nil	Nil
Public Non-Institutions	Evoting	256298569	43948967	17.1476	43940854	8113	99.9815	0.0185
	Postal Ballot		82474855	32.1792	82474851	4	100.0000	0.0000
	Total		126423822	49.3268	126415705	8117	99.9936	0.0064
<b>Total</b>		<b>416032740</b>	<b>126423822</b>	<b>30.3880</b>	<b>126415705</b>	<b>8117</b>	<b>99.9936</b>	<b>0.0064</b>

FOR CENTRUM CAPITAL LIMITED

*Alpesh*  
Alpesh Shah  
Company Secretary

PLACE : MUMBAI  
DATE: 06-02-2018







**Umesh P. Maskeri** B.Sc., CAIIB, L.Lb, FCS, PGDSL  
**Practising 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](mailto: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**

**Dear Sir,**

- 1) I, Umesh P. Maskeri, Practising 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 Wednesday, January 3, 2018.
- 2) The Company has informed that it has on January 5 2018:
  - (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 Wednesday, the January 3, 2018, 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 Wednesday, the January 3, 2018, 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 January 7, 2018 and having circulation in Mumbai.
- 4) In compliance 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 Saturday, January 6, 2018 to 5:00 P.M. (IST) on Sunday, February 4, 2018. During this period, Members of the Company, holding shares in physical and/or in dematerialized form, as on the cut-off date i.e. Wednesday, January 3, 2018



*Umesh P. Maskeri*





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

were entitled to vote on the resolution set out in the Notice of Postal Ballot covered under the EVSN 180101002.

- 6) The e-voting module of Central Depository Services Limited ("CDSL") for the said EVSN was disabled by CDSL on February 4, 2018 at 5.00 P.M. and was unblocked thereafter by me in the presence of 2 witnesses, Mrs. Purnima Shetty and Mrs. Arpita Dhakane, who are not in employment of the 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) No Postal Ballot Forms were received upto 1 P.M. on Monday, February 5, 2018 (since the closing date of February 4, 2018 was Sunday and the post offices were closed).
- 10) There were no postal ballot forms which were incomplete in respect of resolution No 1 and hence there were no invalid votes. There was one Postal Ballot Form which was incomplete and the votes cast therein were treated as invalid in respect of resolution No 2.
- 11) The Summary of votes cast by Remote E-Voting and by Postal Ballot Forms is given below:

**A) Resolution No 1 :**

**Special Resolution : ISSUE OF CONVERTIBLE WARRANT ON PREFERENTIAL BASIS:**

	Postal Ballot		Remote E-voting		Total		% of Total Votes	Result
	No. of Ballots	No. of Votes	No. of Ballots	No. of Votes	No. of Ballots	No. of Votes		
Votes in favour of the Resolution	75	82453651	57	43948255	132	126401906	99.9994	Passed with requisite majority
Votes Against the Resolution	3	4	5	712	8	716	0.0006	
<b>Total</b>	<b>78</b>	<b>82453655</b>	<b>62</b>	<b>43948967</b>	<b>140</b>	<b>126402622</b>	<b>100.00</b>	

Votes cast by the related party through postal ballot have not been taken into account and such postal ballots have been kept separately:

Number of Ballots	Number of Votes
1	21500

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

Number of invalid Ballots	Number of invalid Votes
Nil	Nil



*Umesh P. Maskeri*





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

**B) Resolution No 2 :**

**Special Resolution : TO RAISE FUNDS THROUGH ISSUE OF SECURITIES**

	Postal Ballot		Remote E-voting		Total		% of Total Votes	Result
	No. of Ballots	No. of Votes	No. of Ballots	No. of Votes	No. of Ballots	No. of Votes		
Votes in favour of the Resolution	75	82474851	57	43940854	132	126415705	99.9936	Passed with requisite majority
Votes Against the Resolution	3	4	5	8113	8	8117	0.0064	
<b>Total</b>	<b>78</b>	<b>82474855</b>	<b>62</b>	<b>43948967</b>	<b>140</b>	<b>126423822</b>	<b>100.00</b>	

There was one postal ballot form which was incomplete and hence treated as invalid.

Number of invalid Ballots	Number of invalid Votes
1	300

- 12) 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 : February 5, 2018

Countersigned by  
For Centrum Capital Limited

**Alpesh Shah**  
**Company Secretary**



Place: Mumbai  
Date : February 5, 2018