

May 07, 2018

To,
The Manager,
National Stock Exchange of India Limited
Exchange Plaza, C- 1, Block G,
Bandra Kurla Complex, Bandra (East)
Mumbai – 400 051

Sub: Minutes of the Proceedings with respect to Declaration of Voting Results of Postal Ballot (including e-voting)

Ref: Scrip Code: CENTRUM

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI(LODR) Regulations, 2015, we are submitting herewith copy of the Minutes of the proceedings with respect to declaration of voting results on May 05, 2018 of 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 April 02, 2018:

1. Sale of shares held by the Company through Centrum Retail Services Limited (Subsidiary) in CentrumDirect Limited (a step-down subsidiary of the Company)

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

Thanking you,

Yours faithfully,

For Centrum Capital Limited

Alpesh Shah
Alpesh Shah
Company Secretary



Encl: a/a

Centrum Capital Limited(CIN No.:L65990MH1977PLC019986)

Corporate Office : Centrum House, CST Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai - 400 098. Tel : +91 22 4215 9000
Registered Office: 2nd Floor, Bombay Mutual Building, Dr. D. N. Road, Fort, Mumbai - 400 001. Tel : +91 22 2266 2434 Email : info@centrum.co.in
Website : www.centrum.co.in

HELD AT _____

ON _____

TIME _____

MINUTES OF ANNOUNCEMENT OF RESULTS OF POSTAL BALLOT BY CENTRUM CAPITAL LIMITED ON SATURDAY, MAY 05, 2018, AT "CENTRUM HOUSE", CST ROAD, VIDYANAGARI MARG, KALINA, SANTACRUZ (EAST), MUMBAI-400098 AT 11.30 A.M.

The Company had, April 04, 2018, completed the dispatch of the Postal Ballot Notice dated April 02, 2018, through email and physical mode to the Members of the Company as on March 31, 2018, ("the cut-off date") for seeking their approval by way of Special Resolution for the following Special Business contained in the said Notice:

1. Sale of shares held by the Company through Centrum Retail Services Limited (Subsidiary) in CentrumDirect Limited (a step-down subsidiary of the Company)

The voting rights were reckoned in proportion to the paid-up value of the equity shares registered in the name of the Members as on March 31, 2018. Public Notice regarding the completion of dispatch of Postal Ballot Notice was published in The Free Press Journal and Navshakti on April 05, 2018.

The Company had, in compliance with Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and pursuant to Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, also offered e-voting facility through Central Depository Services (India) Limited to all the Members of the Company to enable them to cast their votes electronically. The voting period (physical and e- voting) commenced from Thursday, April 05, 2018, at 10:00 a.m. and conclude on Friday, May 04, 2018, at 05:00 p.m.. The last date for receipt of the Ballot Forms by the Scrutinizer was Friday, May 04, 2018, up to 5:00 p.m.

The Board of Directors, at its Meeting held on April 02, 2018, had appointed Mr. Umesh Maskeri, Practicing Company Secretary, (COP No 12704) as Scrutinizer for conducting the Postal Ballot (physical and e-voting) process in a fair and transparent manner.

The Scrutinizer carried out the scrutiny of the Postal Ballot Forms received physically and the votes cast electronically up to 5.00 p.m. on May 04, 2018 and had submitted his Report dated May 05, 2018.

The Report submitted by the Scrutinizer was taken on record and the results given herein below were declared:

SPECIAL BUSINESS:

Item No. 1 – SPECIAL RESOLUTION

Sale of shares held by the Company through Centrum Retail Services Limited (Subsidiary) in CentrumDirect Limited (a step-down subsidiary of the Company)

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the relevant Rules made thereunder (collectively "the Act"), Regulation 24 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999 and Rule and Regulations made there under (including any statutory modifications, amendments or re-enactments of any of them for the time being in force), the Memorandum and Articles of Association of the Company and subject to other requisite approvals including approval of the lenders if necessary, and all concerned statutory and

CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

regulatory approval, if and to the extent necessary, having been first obtained, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board", which term shall include a duly authorized Committee of Directors) to sell/transfer or otherwise dispose-off in one or more tranches, the entire investment i.e. 55,25,845 shares held in CentrumDirect Limited ("CDL"), a step-down and a material subsidiary of the Company, held through a subsidiary company Centrum Retail Services Limited ("CRSL") together with the Investors (NYLIM JACOB BALLAS India Fund IV, Evolvence India Fund II, Jacob Ballas Capital India Private Limited), to Ebix Inc., USA ("Purchaser"), directly or indirectly through its subsidiaries, at a consideration which is expected to be in the range of USD 175,000,000/- to USD 180,000,000/- and on such other terms and conditions as are contained in the share purchase agreement;

RESOLVED FURTHER THAT for the purpose of implementation of this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things, including but not limited to negotiating and finalising the terms of sale, execute the share purchase agreement and the transaction documents and deciding the time, mode, manner, extent and tranches of, if required and other terms and conditions of the sale of the shares of CDL as aforesaid, executing necessary agreement(s), deeds, documents, indemnities, contracts, declarations, undertakings, forms, letters and other papers as may be necessary, desirable and expedient to be agreed, signed and executed and to take all incidental and necessary steps for and on behalf of the Company and to settle all questions or queries that may arise in the course of implementing this resolution including to seek registration of any such documents, deeds, filing intimations, applying for and on behalf of the Company and seeking necessary consents and approvals and to delegate any or all of its powers vested on it by this resolution to any of its Committee(s), or individual Director(s), or other officers or executives or such other persons like advisors, advocates, attorneys, lawyers, bankers, merchant bankers, investment bankers, or any other appropriate agencies or persons;

RESOLVED FURTHER THAT all acts, deeds, matters and things, either verbal or written or otherwise, already done by the Company and/or any of its Directors and/or officers and/or representatives for and in the name of the Company in this regard be and are hereby noted, ratified and approved."

Mode of Voting: E-voting and Postal Ballot Forms:

Total No. of Shareholders		22690	
Total No. of Shares		416032740	
Receipt of Postal Ballot Forms		From Thursday, April 05, 2018, at 10:00 a.m. to Friday, May 04, 2018, at 05:00 p.m	
		Number of Votes	Number of Shares
Total votes cast through e-voting	A		
Total Votes Cast through Postal Ballot Forms Received	B	76	245288134
Grand Total of e-voting/Postal Ballot Form (A+B)	C	53	42933355
Less : Invalid e-voting /Postal Ballot Forms(on account of signature mismatch, for/against option not indicated)	D	0	0
Net e-voting/ Postal Ballot Forms (C-D)	E	129	288221489

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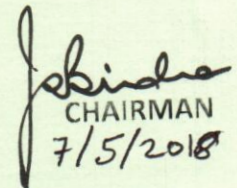
TIME _____

Summary of Postal Ballot (including E-voting):

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	154281537	0	0.000	0	0	0.000	0.000
	Postal Ballot		154281537	100.000	154281537	0	100.000	0.000
	Total		154281537	100.000	154281537	0	100.000	0.000
Public Institutions	Evoting	5940214	1823120	30.691	1823120	0	100.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000
	Total		1823120	30.691	1823120	0	100.000	0.000
Public Non-Institutions	Evoting	255810989	41110235	16.071	41109724	511	99.999	0.001
	Postal Ballot		91006597	35.576	91001597	5000	99.995	0.005
	Total		132116832	51.646	132111321	5511	99.996	0.004
Total		416032740	288221489	69.279	288215978	5511	99.998	0.002

As the number of votes casted in favour of the Resolution i.e. 99.99% were more than the number of votes casted against i.e. 0.01% . Hence, the abovementioned Special Resolution had been passed by the Members with requisite majority on May 04, 2018 i.e. the last date of receipt of the duly completed Ballot Forms and e-voting.

Place : Mumbai
Date of Entry : 5/5/2018


CHAIRMAN
7/5/2018