

August 14, 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: Outcome and Voting Results of the 40th Annual General Meeting held on August 13, 2018
Ref: Scrip Code :- CENTRUM

Dear Sir/Madam,

With reference to the above captioned subject, we wish to inform you that the 40th Annual General Meeting ("AGM") of the Company was held on Monday, August 13, 2018 at M. I. G. Cricket Club, M. I. G. Colony, Ramakrishna Paramahansa Marg, Bandra East, Mumbai – 400051 and based on the Scrutinizer's Report dated August 13, 2018 for voting at AGM venue through poll process and Remote e-voting, following resolutions have been declared passed with requisite majority:

- i) Adoption of the audited financial statements (standalone and consolidated) for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors (Ordinary Resolution);
- ii) Appointment of Mr. Ramachandra Kasargod Kamath, (DIN: 01715073) as a Director liable to retire by rotation (Ordinary Resolution);
- iii) Approval for Raising of Funds upto Rs. 500 crore by way of issue of Non-Convertible Debentures (Special Resolution); and
- iv) Approval for Increase in the limits applicable for making Investments extending Loans and giving Guarantees or providing Securities in connection with the loans to Persons/Bodies Corporate. (Special Resolution).

Pursuant to the provisions of Regulation 44(3) of the SEBI (LODR) Regulations, 2015, please find enclosed herewith the details of voting results in the prescribed format along with the Scrutinizer's Report.

The above results may be accessed on the website of the Company i.e. www.centrum.co.in and CDSL website i.e. www.cdslindia.com

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

Thanking you,

Yours faithfully,

For Centrum Capital Limited


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

CENTRUM CAPITAL LIMITED-40TH ANNUAL GENERAL MEETING VOTING RESULTS
Disclosure as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of AGM : August 13, 2018 at 03.00 P.M.

Total Number of Shareholders on record date :
(i.e. August 06, 2018)

No. of shareholders present in the meeting either in person or through proxy: 88

Promoters and Promoter Group: 3
Public: 85

No. of Shareholders attended the meeting through Video Conferencing: Nil

Promoters and Promoter Group: No Video Conferencing facility was made available
Public: No Video Conferencing facility was made available

Centrum Capital Limited

Resolution Required : (Ordinary)			1 - Ordinary Resolution for adoption of the audited financial statements (standalone and consolidated) for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors						
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 on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	156288537	0	0.0000	0	0	0.0000	0.0000	0
	Poll		156288537	100.0000	156288537	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		156288537	100.0000	156288537	0	100.0000	0.0000	0
Public Institutions	E-Voting	3682241	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	256061962	12193	0.0048	12193	0	100.0000	0.0000	0
	Poll		91243740	35.6335	91243740	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		91255933	35.6383	91255933	0	100.0000	0.0000	0
Total		416032740	247544470	59.5012	247544470	0	100.0000	0.0000	0

Centrum Capital Limited									
Resolution Required : (Ordinary)			2 - Ordinary Resolution for appointment of Mr. Ramachandra Kasargod Kamath (DIN: 01715073) as a Director liable to retire by rotation						
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 on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	156288537	0	0.0000	0	0	0.0000	0.0000	0
	Poll		156288537	100.0000	156288537	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		156288537	100.0000	156288537	0	100.0000	0.0000	0
Public Institutions	E-Voting	3682241	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	256061962	12193	0.0048	4993	7200	40.9497	59.0503	0
	Poll		91243740	35.6335	91243740	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		91255933	35.6383	91248733	7200	99.9921	0.0079	0
Total		416032740	247544470	59.5012	247537270	7200	99.9971	0.0029	0

Centrum Capital Limited

Centrum Capital Limited									
Resolution Required : (Special)			3 - Special Resolution for approval for raising of funds upto Rs. 500 crore by way of issue of Non-Convertible Debentures						
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 on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	156288537	0	0.0000	0	0	0.0000	0.0000	0
	Poll		156288537	100.0000	156288537	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		156288537	100.0000	156288537	0	100.0000	0.0000	0
Public Institutions	E-Voting	3682241	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	256061962	12093	0.0047	12093	0	100.0000	0.0000	0
	Poll		91243740	35.6335	91243740	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		91255833	35.6382	91255833	0	100.0000	0.0000	0
Total		416032740	247544370	59.5012	247544370	0	100.0000	0.0000	0

Centrum Capital Limited									
Resolution Required : (Special)			4 - Special Resolution for approval for increase in the limits applicable for making investments extending loans and giving guarantees or providing securities in connection with the loans to persons/bodies corporate						
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 on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	156288537	0	0.0000	0	0	0.0000	0.0000	0
	Poll		156288537	100.0000	156288537	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		156288537	100.0000	156288537	0	100.0000	0.0000	0
Public Institutions	E-Voting	3682241	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	256061962	12193	0.0048	12193	0	100.0000	0.0000	0
	Poll		91243740	35.6335	91243740	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		91255933	35.6383	91255933	0	100.0000	0.0000	0
Total		416032740	247544470	59.5012	247544470	0	100.0000	0.0000	0



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

**[Pursuant to section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21
of the Companies (Management and Administration) Rules, 2014]**

To
The Chairman of 40th Annual General Meeting
Centrum Capital Limited
Corporate Office, Centrum House, CST Road
Vidyanagari Marg, Kalina, Santacruz East
Mumbai-400098

August 13, 2018

Dear Sir,

1. I, Umesh P Maskeri, Practicing Company Secretary, have been appointed as a scrutinizer by the Board of Directors of Centrum Capital Limited ("the company") for the purpose of ensuring that the voting process is conducted in a fair and transparent manner, on the resolutions contained in the notice of the AGM of the Company held on Monday, the August 13, 2018 at 3.00 p.m. at M. I. G. Cricket Club, M. I. G. Colony, Ramakrishna Paramahansa Marg, Bandra East, Mumbai - 400051, Maharashtra in respect of the following matters:

- (i) Poll through ballot papers under the provisions of Section 109 of the Act read with Rule 21 of the Rules,
- (ii) Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("Rules").

2. Notice of 40th Annual General Meeting ("AGM") :

As required under Section 101 and 108 of the Act and the Companies (Management and Administration) Rules, 2014, the Notice of the AGM dated May 26, 2018 along with the Explanatory Statement under Section 102 of the Act was sent to the Members of the Company, whose names appeared on the Register of Members/Register of Beneficial Owners as on August 06, 2018 containing instructions on voting electronically through the electronic system of the Central Depository Services (India) Limited ("CDSL") and also procedure for poll.

3. Poll:

3.1 The Company has provided me the Register of Members as on the cut off date i.e. August 06, 2018, Attendance Register and the Register of Proxies. As per the information provided by the Company, no proxy form was received from any member.

3.2 After declaration of the poll by the Chairman, ballot boxes kept for polling were marked by identification mark placed on them.





- 3.3 There was no polling paper, which was incomplete and/or which were otherwise found defective and hence all the votes cast have been found to be valid. There were no invalid ballot papers and hence there were no invalid votes.
- 3.4 The Company has obtained the assistance of Link InTime India Private Limited, the Registrar and Transfer Agents, to verify the specimen signatures of the shareholders who cast their votes.
- 3.5 A summary of the voting results through poll has been included in the consolidated report furnished in the attachment.

4. Remote evoting: EVSN 180718004

- 4.1 The remote e-voting period commenced at 09.00 a.m. on Friday, August 10, 2018 and concluded at 5.00 p.m. on Sunday, August 12, 2018. Accordingly, the electronic votes cast during this period have been taken into account for ascertaining the votes cast in favour and against the resolutions, set out in the notice convening the AGM. and the CDSL remote e-voting portal was blocked thereafter.
- 4.2 After the votes cast by polling papers by the shareholders at the venue of the AGM were counted, I have unblocked the remote evoting at 4-05 PM today in the presence of two persons, who are not the employees of the company.
5. A summary of the voting results through remote evoting has been included in the consolidated report furnished in the attachment.
6. Based on the voting scrutinised by me, it is observed that 70 members have cast their votes on poll and 25 members have cast their votes through remote evoting platform. The consolidated result of Evoting and Poll for each of the agenda items contained in the notice of AGM is furnished below:

Resolution 1: Ordinary Resolution

Adoption of the audited financial statement (standalone and consolidated) for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors

Particulars of votes	Poll		Remote voting		E- Total		% of Total Votes cast	Result
	No. of Ballots	No. of Votes	No. of Ballots	No. of Votes	No. of Ballots	No. of Votes		
in favour of the Resolution	70	247532277	25	12193	95	247544470	100	Passed with requisite majority
Against the Resolution	Nil	Nil	Nil	Nil	Nil	Nil	Nil	
Total	70	247532277	25	12193	95	247544470	100	



Umesh P. Maskeri



Resolution No 2: Ordinary resolution:

Appointment of Mr Ramachandra Kasargod Kamath (DIN 01715073) as a Director subject to retirement by rotation:

Particulars of votes	Poll		Remote voting		Total		% of Total Votes	Result
	No. of Ballots	No. of Votes	No. of Ballots	No. of Votes	No. of Ballots	No. of Votes		
In favour of the Resolution	70	247532277	24	4993	94	247537270	100	Passed with requisite majority
Against the Resolution	Nil	Nil	1	7200	1	7200	0	
Total	70	247532277	225	12193	95	247544470	100	

Resolution No 3: special Resolution:

Approval for raising of funds upto Rs 500 crore by way of Issue of Non-convertible Debentures

Particulars of votes	Poll		Remote voting		Total		% of Total Votes	Result
	No. of Ballots	No. of Votes	No. of Ballots	No. of Votes	No. of Ballots	No. of Votes		
In favour of the Resolution	70	247532277	24	12093	95	247544370	100	Passed with requisite majority
Votes Against the Resolution	Nil	Nil	Nil	Nil	Nil	Nil	0	
Total	70	247532277	24	12093	95	247544370	100	

Resolution No 4: Special Resolution:

Approval for increase in the limits applicable for making investments extending loans and giving guarantees or providing securities in connection with the loans to Persons/Bodies Corporate :

Particulars of Votes	Poll		Remote voting		Total		% of Total Votes	Result
	No. of Ballots	No. of Votes	No. of Ballots	No. of Votes	No. of Ballots	No. of Votes		
In favour of the Resolution	70	247532277	25	12193	95	247544470	100	Passed with requisite majority
Against the Resolution	Nil	Nil	Nil	Nil	Nil	Nil	0	
Total	70	247532277	25	12193	95	247544470	100	



Umesh P. Maskeri



7. Based on the aforesaid report, it may be seen that resolutions No (1), (2), (3) and (4) of the AGM Notice have been passed with requisite majority.
8. The consolidated voting results of the aforesaid voting may accordingly be declared by the Chairman of the Company.
9. The Register maintained in electronic form recording the assent or dissent received alongwith all the relevant records of e-voting will remain in my safe custody until the Chairman considers, approves and signs the minutes of the AGM and the same will be handed over to the Company Secretary for safe keeping.
10. The particulars containing a list of equity shareholders who voted "FOR", "AGAINST" through the mechanism of poll through ballot papers and those whose votes were declared invalid for each resolution was submitted to the Company Secretary. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you,
Yours faithfully,

Umesh P. Maskeri

Umesh P Maskeri
Practicing Company Secretary and Scrutinizer
Certificate of Practice No 12704



Place: Mumbai
Date: August 13, 2018

Countersigned by
For Centrum Capital Limited

.....
Alpesh Shah
Company Secretary

CENTRUM CAPITAL LIMITED

CONSOLIDATED VOTING RESULTS OF THE 40TH ANNUAL GENERAL MEETING HELD ON AUGUST 13, 2018

Item No of Notice	Brief text of resolution	Mode of voting	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	
			Number of shareholders	Number of votes	% of valid votes cast	Number of shareholders	Number of votes	% of valid votes cast	Number of votes	% of valid votes cast
1	Ordinary Resolution: Adoption of the Audited Financial Statements (standalone and consolidated) for the financial year ended March 31, 2018 and the reports of the Directors and Auditors	Poll	70	247532277	99.99	0	0	0	0	0
		e-voting	25	12193	0.01	0	0	0	0	0
		Total	95	247544470	100	0	0	0	0	0
2	Ordinary Resolution: Appointment of a Director in place of Mr. Ramachandra Kasargod Kamath (01715073), who retires by rotation and being eligible, offers himself for re-appointment	Poll	70	247532277	100	0	0	0	0	0
		E-voting	24	4993	0	1	7200	0	0	0
		Total	94	247537270	100	1	7200	0	0	0
3	Special Resolution: Approval for raising Funds upto Rs 500 crore by way of issue of Non-Convertible Debentures	Poll	70	247532277	99.99	0	0	0	0	0
		e-voting	25	12093	0.01	0	0	0	0	0
		Total	95	247544370	100	0	0	0	0	0
4	Approval for increase in the limits applicable for making investments extending loans and giving guarantees or providing securities in connection with the loans to Persons/Bodies Corporate	Poll	70	247532277	99.99	0	0	0	0	0
		e-voting	25	12193	0.01	0	0	0	0	0
		Total	95	247544470	100	0	0	0	0	0

UMESH P MASKERI	DATE: AUGUST 13, 2018						
PRACTICING COMPANY SECRETARY & SCRUTINIZER	PLACE: MUMBAI						



Umesh P. Maskeri

August 13, 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: Proceedings of 40th Annual General Meeting held on August 13, 2018

Ref: Scrip Code :- CENTRUM

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 read with Para A of Part A(13) of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the proceedings of 40th Annual General Meeting held on August 13, 2017.

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

Thanking you,

Yours faithfully,

For Centrum Capital Limited

A handwritten signature in blue ink, appearing to read "Alpesh Shah".

Alpesh Shah
Company Secretary

Encl: a/a

Proceedings of the 40th Annual General Meeting held on August 13, 2018

The 40th Annual General Meeting ("AGM") of the Company was held on August 13, 2018 at 03.00 p.m. at M. I. G. Cricket Club, M. I. G. Colony, Ramakrishna Paramahansa Marg, Bandra East, Mumbai – 400051.

Number of members present in the meeting either in person or through proxy were 88 (Eighty Eight).

Mr. Jaspal Singh Bindra chaired the AGM.

The requisite quorum being present, the Chairman called the meeting to be in order.

The Chairman delivered his speech and gave the overview of the financial performance of the Company for the year ended March 31, 2018.

The following items of business as set out in the Notice of AGM were put for members' approval.

Item No.	Business in brief	Type of resolution
Ordinary Business		
1	Adoption of the audited financial statements (standalone and consolidated) for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors	Ordinary
2	Appointment of Mr. Ramachandra Kasargod Kamath, (DIN: 01715073), as a Director liable to retire by rotation.	Ordinary
Special Business		
3	Approval for Raising of Funds upto Rs. 500 crore by way of issue of Non-Convertible Debentures	Special
4	Approval for Increase in the limits applicable for making Investments extending Loans and giving Guarantees or providing Securities in connection with the loans to Persons/Bodies Corporate	Special

The Chairman informed that, M/s Haribhakti & Co LLP, were re-appointed as Statutory Auditors of the Company for a period of 5 years to hold office from the conclusion of 36th Annual General Meeting (AGM) until the conclusion of the 41st AGM of the Company to be held in the year 2019. This appointment was, however, subject to ratification at every AGM to be held between 2014 and 2019 or adjournment thereof, as per the then prevailing law/rules.. Members may further note that, Ministry of Company Affairs vide its notification on May 7, 2018, has notified that due to the deletion of the proviso to Sec 139(1) of the Companies Act., 2013 ratification of appointment of Statutory Auditors at every annual general meeting, is no longer required. Accordingly we have not proposed any resolution for ratification of the appointment of the said Statutory Auditors in this AGM. Members may kindly note that M/s Haribhakti & Co LLP will continue as Statutory Auditors of the Company till the conclusion of the AGM in 2019 as appointed in the 36th AGM of the Company. Clarifications were provided to the queries raised by the members at the meeting.

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Clarifications were provided to the queries raised by the members at the meeting.

The Chairman informed that pursuant to the provisions of the Companies Act, 2013 and Regulation 44 of LODR, remote e-voting facility had been provided to the members for voting.

For those who had not already voted electronically, facility of voting through poll was provided at the AGM venue.

After the voting through poll was over, the Chairman informed the members that the results of e-voting and the poll shall be declared within 48 hours of the conclusion of AGM and will be published on website of BSE and of the Company.

**FOR AND ON BEHALF OF
CENTRUM CAPITAL LIMITED**

A handwritten signature in blue ink, appearing to read 'Alpesh Shah'.

**ALPESH SHAH
COMPANY SECRETARY**