

May 05, 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.: Declaration of Voting Results of Postal Ballot (including e-voting)

Ref: 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 May 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 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
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	5-May-18
Total number of shareholders as on Record Date i.e. As on cut off date for determining eligibility	23215
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	Sale of shares held by the Company through Centrum Retail Services Limited (Subsidiary) in CentrumDirect Limited (a step-down subsidiary 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	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

FOR CENTRUM CAPITAL LIMITED

Alpesh
Alpesh Shah
Company Secretary

PLACE : MUMBAI
DATE: 05-05-2018





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

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 Friday, February 09, 2018.
- 2) The Company has informed that it has on April 4, 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 Saturday, the March 31, 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 Saturday, the March 31, 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 April 5, 2018 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").



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

- 5) The Remote E-Voting facility remained open during the period from 9 A.M. on Thursday, April 5, 2018 to 5:00 P.M. (IST) on Friday, May 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. Saturday, March 31, 2018 were entitled to vote on the resolution set out in the Notice of Postal Ballot covered under the EVSN 180402004.
- 6) The e-voting module of Central Depository Services Limited ("CDSL") for the said EVSN was disabled by CDSL on Friday, May 4, 2018 at 5.00 P.M. and was unblocked thereafter by me in the presence of two witnesses, Mrs. Purnima Shetty and Mrs. Arpita Dhakane, who are not in employment of the Centrum Capital Limited or any of its subsidiaries.
- 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:

Resolution No 1 :

Special Resolution :

SALE OF SHARES HELD BY COMPANY THROUGH CENTRUM RETAIL SERVICES LIMITED (SUBSIDIARY) IN CENTRUM DIRECT LIMITED (STEP DOWN SUBSIDIARY):

Particulars	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 Resolution	75	245283134	50	42932844	125	288215978	99.99	Passed with requisite majority
Votes Against the Resolution	1	5000	3	511	4	5511	0.01	
Total	76	2245288134	53	42933355	129	288221489	100.00	

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



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

- 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 : May 5, 2018

Countersigned by
For Centrum Capital Limited

Alpesh Shah
Company Secretary



Place: Mumbai
Date : May 5, 2018