

January 30, 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 January 30, 2018 with respect to the Postal Ballot (including e-voting) conducted by the Company for seeking approval of the Members by way of Ordinary Resolution for the following Special Business contained in the Postal Ballot Notice dated December 11, 2017:

1. Acquisition of the Step-Down Subsidiary Companies from the immediate Subsidiary Company i.e. Centrum Retail Services Limited.

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

**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	30-Jan-18
Total number of shareholders as on Record Date i.e. As on cut off date for determining eligibility	22183
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:	ACQUISITION OF THE STEP-DOWN SUBSIDIARY COMPANIES FROM THE IMMEDIATE SUBSIDIARY COMPANY I.E. CENTRUM RETAIL SERVICES LIMITED							
Resolution required	Ordinary							
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		23851537	15.4597	23851537	Nil	100	Nil
	Total		23851537	15.4597	23851537	Nil	100	Nil
Public Institutions	Evoting	13181160	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	248570043	43582351	17.5332	43582297	54	99.9999	0.0001
	Postal Ballot		1314744	0.5289	1309540	5204	99.6042	0.3958
	Total		44897095	18.0622	44891837	5258	99.9883	0.0117
Total		416032740	68748632	16.5248	68743374	5258	99.9924	0.0076

FOR CENTRUM CAPITAL LIMITED

Alpesh
Alpesh Shah
Company Secretary

PLACE : MUMBAI
DATE: 30-01-2018





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 -27716918/19; 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 Monday, December 11, 2017.
- 2) The Company has on December 27, 2017:
 - (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 December 15, 2017, and who has 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 December 15, 2017, 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 December 28, 2017 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").



Umesh P. Maskeri

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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, December 28, 2017 to 5:00 P.M. (IST) on Friday, January 26, 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. Friday, December 15, 2017 were entitled to vote on the resolution set out in the Notice of Postal Ballot.
- 6) The e-voting module of Central Depository Services Limited (CDSL) was disabled by CDSL on January 26, 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) The Postal Ballot Forms received upto 5 P.M. on Saturday, January 27, 2018, were considered valid for scrutiny since the closing date of January 26, 2018 was a National Holiday,. There were no Postal Ballot Forms which were incomplete and/or which were otherwise found defective.
- 10) The Summary of votes cast by Remote E-Voting and by Postal Ballot Forms is given below:

Resolution:

Ordinary Resolution for ACQUISITION OF THE STEP-DOWN SUBSIDIARY COMPANIES FROM THE IMMEDIATE SUBSIDIARY COMPANY i.e. CENTRUM RETAIL SERVICES LIMITED

	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	56	25161077	74	43582297	130	68743374	99.99	Passed with requisite majority
Votes Against the Resolution	5	5204	2	54	7	5258	0.01	
Total	61	25166281	76	43582351	137	68748632	100.00	



Umesh P. Maskeri

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

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

Number of Ballots	Number of Votes
13	3,75,500

- 12) 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

- 13) 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

UMESH P MASKERI
PRACTICING COMPANY SECRETARY
Certificate of Practice No 12704



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

Place : Mumbai
Date : January 29, 2018

Countersigned by
For Centrum Capital Limited

Alpesh Shah

Alpesh Shah
Company Secretary



Place: Mumbai
Date : January 30, 2018

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