

December 06, 2018

To, National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, Bandra - Kurla Complex, Bandra (East), Mumbai - 400 051.	To, BSE Limited Corporate Relations Department, 1st Floor, New Trading Ring, P. J. Towers, Dalal Street, Mumbai - 400 001.
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Sub: Minutes of the Proceedings with respect to Declaration of Voting Results of Postal Ballot (including e-voting)

Ref: Scrip Code – 501150 and NSE 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 December 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 October 17, 2018:

- i) waiver of recovery of excess remuneration paid to Mr. Jaspal Singh Bindra, Executive Chairman of the Company, during the period between April 21, 2016 and September 11, 2018 (both days inclusive); and
- ii) ratification/approval of remuneration paid/payable to Mr. Jaspal Singh Bindra, Executive Chairman of the Company for the period April 21, 2016 to April 20, 2019 in terms of members approval by postal ballot on June 10, 2016, but without central government approval

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 WEDNESDAY, DECEMBER 05, 2018, AT "CENTRUM HOUSE", CST ROAD, VIDYANAGARI MARG, KALINA, SANTACRUZ (EAST), MUMBAI-400098 AT 04.00 P.M.

The Company had, November 03, 2018, completed the dispatch of the Postal Ballot Notice dated October 17, 2018, through email and physical mode to the Members of the Company as on October 12, 2018, ("the cut-off date") for seeking their approval by way of Special Resolution for the following Special Business contained in the said Notice:

- i) waiver of recovery of excess remuneration paid to Mr. Jaspal Singh Bindra, Executive Chairman of the Company, during the period between April 21, 2016 and September 11, 2018 (both days inclusive); and
- ii) ratification/approval of remuneration paid/payable to Mr. Jaspal Singh Bindra, Executive Chairman of the Company for the period April 21, 2016 to April 20, 2019 in terms of members approval by postal ballot on June 10, 2016, but without central government approval.

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 October 12, 2018. Public Notice regarding the completion of dispatch of Postal Ballot Notice was published in The Free Press Journal and Navshakti on November 04, 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 Monday, November 05, 2018, at 10:00 a.m. and conclude on Tuesday, December 04, 2018, at 05:00 p.m. The last date for receipt of the Ballot Forms by the Scrutinizer was Tuesday, December 04, 2018, up to 5:00 p.m.

The Board of Directors, vide circular resolution passed on October 12, 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 December 04, 2018 and had submitted his Report dated December 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

WAIVER OF RECOVERY OF EXCESS REMUNERATION PAID TO MR. JASPAL SINGH BINDRA, EXECUTIVE CHAIRMAN OF THE COMPANY, DURING THE PERIOD BETWEEN APRIL 21, 2016 AND SEPTEMBER 11, 2018 (BOTH DAYS INCLUSIVE)

CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

"RESOLVED THAT pursuant to the provisions of sub-section (10) of Section 197 of the Companies Act, 2013, ("the Act") read with Schedule V and any other applicable provisions under the Act (including any statutory modifications or reenactments thereof for the time being in force), approval of the Company be and is hereby accorded for waiver of the recovery of a sum of Rs. 7,04,58,344 (Rupees Seven Crore Four Lacs Fifty Eight Thousand Three Hundred and Forty Four only) paid by the Company to Mr. Jaspal Singh Bindra, the Executive Chairman of the Company, from April 21, 2016 to September 11, 2018 (both days inclusive) by way of remuneration being in excess of the remuneration approved by the Central Government on February 28, 2017 and November 09, 2017 under Section 197 of the Companies Act, 2013, as in force prior to its amendment vide Section 67 of the Companies (Amendment) Act, 2017;

RESOLVED FURTHER THAT for the purpose of implementation of and giving full effect to this resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee(s) of the Board, including Nomination and Remuneration Committee, which the Board has constituted to exercise its powers including the powers conferred on the Board by this resolution) be and is hereby authorized to do all such acts, deeds, matters and things including any approvals, permissions, 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, 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 the same are hereby noted, ratified and approved."

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

Total No. of Shareholders	22538		
Total No. of Shares	416032740		
Receipt of Postal Ballot Forms	From Monday, November 05, 2018, at 10:00 a.m. to Tuesday, December 04, 2018, at 05:00 p.m		
		Number of Votes	Number of Shares
Total votes cast through e-voting	A	37	41125591
Total Votes Cast through Postal Ballot Forms Received	B	60	91172118
Grand Total of e-voting/Postal Ballot Form (A+B)	C	97	132297709
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	97	132297709

HELD AT _____ ON _____ 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 on votes polled
		1	2	$(3)=[(2)/(1)]*100$	4	5	$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
Promoter and Promoter Group	Evoting	156859626	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Institutions	Evoting	3062023	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non-Institutions	Evoting	256111091	41125591	16.06	41051228	74363	99.82	0.18
	Postal Ballot		91172118	35.60	91170858	1260	100.00	0.00
	Total		132297709	51.66	132222086	75623	99.94	0.06
Total		416032740	132297709	51.66	132222086	75623	99.94	0.06

As the number of votes casted in favour of the Resolution i.e. 99.94% were more than the number of votes casted against i.e. 0.06% . Hence, the abovementioned Special Resolution had been passed by the Members with requisite majority on December 04, 2018 i.e. the last date of receipt of the duly completed Ballot Forms and e-voting.

Item No. 2 – SPECIAL RESOLUTION

RATIFICATION/APPROVAL OF REMUNERATION PAID/PAYABLE TO MR. JASPAL SINGH BINDRA, EXECUTIVE CHAIRMAN OF THE COMPANY FOR THE PERIOD APRIL 21, 2016 TO APRIL 20, 2019 IN TERMS OF MEMBERS APPROVAL BY POSTAL BALLOT ON JUNE 10, 2016, BUT WITHOUT CENTRAL GOVERNMENT APPROVAL

“RESOLVED THAT pursuant to the provisions of Section 197 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), approval of the Company be and is hereby accorded to ratify the approval given by the members of the Company by postal ballot on June 10, 2016, to the payment of remuneration of Rs 5,00,00,000(Rupees Five Crore) per annum to Mr. Jaspal Singh Bindra as the Executive Chairman of the Company for a period of 3 years with effect from April 21, 2016 to April 20, 2019;

RESOLVED FURTHER THAT for the purpose of implementation of and giving full effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee(s) of the Board, including Nomination and Remuneration Committee, which the Board has constituted to exercise its powers including the powers conferred on the Board by this resolution) be and is hereby authorized to do all such acts, deeds, matters and things including any approvals, permissions, 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

HELD AT _____ ON _____ TIME _____

Committee(s), or individual Director(s), or other officers or executives or such other persons like advisors, advocates, attorneys, lawyers, 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 the same are hereby noted, ratified and approved."

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

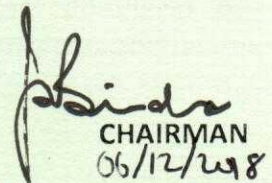
Total No. of Shareholders	22538		
Total No. of Shares	416032740		
Receipt of Postal Ballot Forms	From Monday, November 05, 2018, at 10:00 a.m. to Tuesday, December 04, 2018, at 05:00 p.m		
		Number of Votes	Number of Shares
Total votes cast through e-voting	A	39	41053403
Total Votes Cast through Postal Ballot Forms Received	B	60	91172118
Grand Total of e-voting/Postal Ballot Form (A+B)	C	99	132297800
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	99	132297800

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	E-voting	156859626	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Institutions	E-voting	3062023	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non-Institutions	E-voting	256111091	41125682	16.06	41053403	72279	99.82	0.18
	Postal Ballot		91172118	35.60	91170108	2010	99.998	0.00
	Total		132297800	51.66	132223511	74289	99.94	0.06
Total		416032740	132297800	51.66	132223511	74289	99.94	0.06

As the number of votes casted in favour of the Resolution i.e. 99.94% were more than the number of votes casted against i.e. 0.06% . Hence, the abovementioned Special Resolution had been passed by the Members with requisite majority on December 04, 2018 i.e. the last date of receipt of the duly completed Ballot Forms and e-voting.

Place : Mumbai
Date of Entry : 06/12/2018


CHAIRMAN
06/12/2018


CHAIRMAN'S INITIALS