

April 05, 2022

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.: Declaration of Voting Results of Postal Ballot (e-voting)

Ref: Scrip Code – 501150 and NSE Scrip Code: - CENTRUM

Madam/Dear Sir,

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 April 02, 2022, with respect to the Postal Ballot (e-voting) conducted by the Company for seeking approval of the Members by way of Special/Ordinary Resolution for the following Special Business contained in the Postal Ballot Notice dated February 11, 2022:

- 1. SPECIAL RESOLUTION – RE-APPOINTMENT OF MR. JASPAL SINGH BINDRA (DIN: 00128320) AS AN EXECUTIVE CHAIRMAN OF THE COMPANY**
- 2. ORDINARY RESOLUTION – APPROVAL FOR RELATED PARTY TRANSACTIONS PROPOSED TO BE ENTERED WITH SUBSIDIARIES/STEP-DOWN SUBSIDIARIES/ASSOCIATE COMPANIES OF THE COMPANY**

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

Thanking you,

Yours faithfully,

For Centrum Capital Limited



Sriram Venkatasubramanian
Chief Financial Officer

Encl: a/a

Centrum Capital Limited (CIN: 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

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	April 02, 2022
Total number of shareholders as on Record Date i.e. As on cut off date for determining eligibility	47,460
Total number of shareholders present in the meeting either in person or proxy : NA	
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	Re-appointment of Mr. Jaspal Singh Bindra (DIN: 00128320) as an Executive Chairman 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	158755578	148755578	93.7010	148755578	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		148755578	93.7010	148755578	0	100.0000	0.0000
Public Institutions	Evoting	2316358	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	Evoting	254960804	66050904	25.9063	66045498	5406	99.9918	0.0082
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		66050904	25.9063	66045498	5406	99.9918	0.0082
Total		416032740	214806482	51.6321	214801076	5406	99.9975	0.0025

FOR CENTRUM CAPITAL LIMITED



Sriram Venkatasubramanian
Chief Financial Officer



PLACE : MUMBAI
DATE: 05-04-2022

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	April 02, 2022
Total number of shareholders as on Record Date i.e. As	47,460
Total number of shareholders present in the meeting either in person or proxy : NA	
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:	2	Approval for Related Party Transactions proposed to be entered with subsidiaries/step-down subsidiaries/associate companies of the Company						
Resolution required	Ordinary 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	158755578	14356537	9.0432	14356537	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		14356537	9.0432	14356537	0	100.0000	0.0000
Public Institutions	Evoting	2316358	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	Evoting	254960804	66051804	25.9067	66045451	6353	99.9904	0.0096
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		66051804	25.9067	66045451	6353	99.9904	0.0096
Total		416032740	80408341	19.3274	80401988	6353	99.9921	0.0079

FOR CENTRUM CAPITAL LIMITED



Sriram Venkatasubramanian
Chief Financial Officer



PLACE : MUMBAI
DATE: 05-04-2022



Umesh P. Maskeri
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

SCRUTINIZER'S REPORT
[Pursuant to Section 108 of the Companies Act, 2013
read with Rule 20 of the Companies
(Management and Administration) Rules, 2014]

April 04, 2022

To
The Chairman
Centrum Capital Limited
Registered Office, 2nd Floor, Bombay Mutual Building,
Dr. D. N. Road, Fort
Mumbai – 400 001

Dear Sir,

SCRUTINIZER'S REPORT IN RESPECT OF POSTAL BALLOT Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014			
Name of the company	Centrum Capital Limited		
Nature of Meeting/Event	Postal Ballot		
Mode of voting	Only electronic voting		
Electronic Voting Sequence Number	EVSN 220228002		
Programme of postal ballot			
Opened	At 09:00 A.M.	Friday	04-03-2022
Closed	At 05:00 P.M.	Saturday	02-04-2022

1. Appointment of Scrutinizer:

I, Umesh P. Maskeri, Practicing Company Secretary, was appointed as a Scrutinizer by the Board of Directors of Centrum Capital Limited ("The Company") at the Board Meeting held on February 11, 2022, 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 the votes cast electronically i.e. through Postal Ballot on the items of business set out in the Notice of Postal Ballot dated February 11, 2022, issued by the Company.

2. Relaxations granted by Ministry of Corporate Affairs in view of the situation arising out of COVID-19 pandemic

In terms of the MCA Circulars, in view of the current extraordinary situation due to COVID -9 pandemic requiring social distancing, companies were advised to take all



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Umesh P. Maskeri
Practicing Company Secretary

decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/e-voting in accordance with the provisions of the Companies Act and rules made thereunder, has clarified that for companies that are required to provide e-voting facility under the Companies Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. The MCA has clarified that for companies that are required to provide e-voting facility under the Companies Act, while they are transacting any business(es) only by postal ballot up to June 30, 2022, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA circulars will be applicable mutatis mutandis. Further the Company will send postal ballot notice only by email to all its shareholders who have registered their email addresses with the Company or depository/Depository participants and the communication of assent / dissent of the members will take place through the remote e-voting system. This postal ballot was accordingly being initiated in compliance with the MCA circulars.

3. Dispatch of Notice of Postal Ballot

Pursuant to the Circulars issued by the MCA, company has informed that it has sent out the notice of postal ballot by email to the shareholders, on March 02, 2022 through Link Intime Private Limited, the Registrar and Transfer Agent ("RTA"), whose names appeared in the Register of Members as on February 25, 2022, the cutoff date for this purpose, and who had registered their email address with the Company or Depositories or depository participants.

4. Publication of advertisement in Newspapers:

In terms of Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Company has informed that it has arranged the publication of the advertisement intimating the voting through Remote E-voting and dispatch of Notice by email, in English Newspaper viz. The Free Press Journal and in Marathi Newspaper viz. NavShakti both dated March 03, 2022 and having circulation in Mumbai. The said newspaper advertisements, contained among other things, the information that there will be voting by electronic means only and there is no provision for any voting through physical ballot forms and further the process to register the email addresses, in case of shareholders who had not registered their email address with the Company, depository or depository participant as stipulated in MCA Circular No 17/2020 dated April 13, 2020.

5. Remote e-Voting facility : EVSN 220228002:

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").



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Umesh P. Maskeri

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



Umesh P. Maskeri
Practicing Company Secretary

6. Remote evoting period:

The Remote E-Voting facility opened at 09:00 A.M. on Friday, March 04, 2022 and closed at 05:00 P.M. (IST) on Saturday, the April 02, 2022. 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, the February 25, 2022, were entitled to vote on the resolution set out in the Notice of Postal Ballot covered under the EVSN 220228002.

7. Counting process:

The e-voting module for the said EVSN was disabled by CDSL on Saturday, the April 02, 2022 at 05:00 P.M. and the votes cast were unblocked thereafter by me on April 02, 2022 in the presence of two witnesses who are not in employment of Centrum Capital Limited.

8. Responsibility of Management:

The Management of the Company is responsible for ensuring compliance with the requirements of Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Act and the Rules there under and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") relating to the agenda items placed before the members for their approval, including the eligibility or otherwise of the related parties to vote to approve the items of business including the resolutions of Material Related Party Transaction pursuant to Regulation 23(4) of the SEBI LODR, mentioned in the Notice of Postal Ballot. My responsibility as the Scrutinizer of the voting process (through e-voting), was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Notice, based on votes cast through e-voting placed for approval of the shareholders through Postal Ballot by remote e-voting.

9. Invalid votes(votes cast by related party) :

Resolution No (2) of the postal ballot notice pertains to the seeking the approval of the members by ordinary resolution for a related party transaction for lending/borrowing and providing securities whether availed by group companies, other than its wholly owned subsidiaries for a sum of Rs 1000 crores per financial year. Since the transaction amount exceeds 10 % of the consolidated turnover of Rs. 560 crores as per the audited financial statements of the Company for the Financial Year ended March 31, 2021, this transaction amounts to a material related party transaction as defined under the provisions of regulation 23(1) of the SEBI LODR. Hence all the entities falling under the definition of related parties (including the promoters or promoter group holding 20 % or more of the shareholding in the listed entity (as per definition in Regulation 2(zb) of LODR) shall not vote to approve the relevant transaction irrespective of whether the entity is a party to the particular transaction or not, as provided in Regulation 23 (4) of the SEBI LODR. In this connection, it is observed that the following entity, which is a related party have voted to approve the resolution :



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Umesh P. Maskeri
Practicing Company Secretary

SI No	Name entity	Number of shares held	Number of votes cast to approve the resolution	Number of votes cast against the resolution
1	Business Match Services India Private Limited : Promoter holding more than 20 % of the share holding	13,43,99,041	13,43,99,041	Nil

In view of the aforesaid provisions of Regulation 23(4) of SEBI LODR, these votes cast by the related party has not been taken into consideration and have been treated as invalid in respect of resolution No (2) for the purpose of this report.

10. The Summary of votes cast by Remote E-Voting is given below:

Resolution No 1:
Special Business: Special Resolution

RE-APPOINTMENT OF MR. JASPAL SINGH BINDRA (DIN 00128320) AS AN EXECUTIVE CHAIRMAN OF THE COMPANY:

SI No	Particulars	No of folios who voted	Number of Valid votes	% of total valid votes
1	Votes in favour of the resolution	140	21,48,01,076	99.9975
2	Votes against the resolution	15	5,406	0.0025
3	Total	155	21,48,06,482	100
4	Invalid votes	Nil	Nil	
5	Total number of votes cast	155	21,48,06,482	
6	Result	The Resolution has been passed with requisite majority		

Resolution No 2:
Special Business: Ordinary Resolution

APPROVAL OF RELATED PARTY TRANSACTIONS PROPOSED TO BE ENTERED WITH SUBSIDIARIES/ STEP-DOWN SUBSIDIARIES/ ASSOCIATE COMPANIES OF THE COMPANY



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Umesh P. Maskeri
Practicing Company Secretary

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Neral (East),
Navi Mumbai - 400 706.

SI No	Particulars	No of folios who voted	Number of valid votes	% of total valid votes
1	Votes in favour of the resolution	132	8,04,01,988	99.9921
2	Votes against the resolution	19	6,353	0.0079
3	Total	151	8,04,08,341	100
4	Invalid votes for the reason mentioned in para (9) above	4	13.43,99,041	
5	Total number of votes cast	155	21,48,07,382	
6	Result	The Resolution has been passed with requisite majority		

11. Details of persons including entities who voted for and against the resolutions in electronic mode as downloaded from the CDSL evoting portal have been handed over to the Authorised person.

Thanking you
Yours faithfully,

UMESH P MASKERI
PRACTICING COMPANY SECRETARY
Certificate of Practice No 12704
ICSI UDIN: F004831D000007438



Place: Mumbai
Date: April 04, 2022

Countersigned by
Centrum Capital Limited



Authorised signatory

Place: Mumbai
Date: April 04, 2022