

February 21, 2019

To, National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, Sandra- Kurla Complex, Bandra (East) Mumbai – 400 051	To, BSE Limited Corporate Relationship Department 1 st Floor, New Trading Ring, P.J. Towers, Dalal Street, Mumbai – 400 001
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Sub: Intimation of Postal Ballot/Calendar of Events
Ref: BSE Scrip Code – 501150 and NSE Scrip Code - CENTRUM

Dear Sir/Madam,

We wish to inform you that pursuant Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules 2014, the Company seek the approval of the Members by way of Postal Ballot for the following matters:

1. Re-appointment of Mr. Ibrahim Belselah (DIN: 01639624) as an Independent Director of the Company;
2. Re-appointment of Mr. Rajasekhara Reddy (DIN: 02339668) as an Independent Director of the Company;
3. Re-appointment of Mr. Jaspal Singh Bindra (DIN: 00128320) as an Executive Chairman of the Company;
4. To Consider and approve sale of undertakings under Section 180(1(a) of the Companies Act, 2013; and
5. Approval of Related Party Transaction with Centrum Retail Services Limited, Subsidiary Company under Section 188 of the Companies Act, 2013.

The Board of Directors of the Company has appointed Mr. Umesh P Maskeri, Practicing Company Secretary, as a Scrutinizer for conducting the Postal ballot process in fair and transparent manner.

The details of the Calendar of Events for the Postal Ballot (including e-voting) proposed to be conducted are as follows:

Sr. Nos.	Particulars	Date of Event
1	Date on which consent given by the Scrutinizer to act as such for conducting Postal Ballot	January 28, 2019 (Monday)
2	Date of Board Meeting for appointing the Scrutinizer for conducting Postal Ballot	February 11, 2019 (Monday)
3	Date of Board Meeting for approving the Postal Ballot Notice and Explanatory Statement	February 11, 2019 (Monday)


4	Cut-off date for ascertaining the Members to whom the Postal Ballot Notice shall be sent and also for reckoning voting rights	February 08, 2019 (Friday)
5	Date of completion of dispatch of Postal Ballot Notice	February 19, 2019 (Tuesday)
6	Date of publication of Notice in the Newspapers regarding dispatch of the Postal Ballot Notice	February 19, 2019 (Tuesday)
7	Date of commencement of the voting (including e-voting)	February 20, 2019 (Wednesday)
8	Date of conclusion of the voting (including e-voting) and last date for receiving Postal Ballot forms by the Scrutinizer	March 21, 2019 (Thursday)
9	Date of submission of Report by the Scrutinizer to the Chairman & Managing Director	March 22, 2019 (Friday)
10	Date of declaration of results by the Chairman & Managing Director or any person authorized by him in writing	March 22, 2019 (Friday)
11	Date of intimation of the results to the Stock Exchanges and Central Depository Services (India) Limited (CDSL) and uploading the same on the website of the Company i.e. www.centrum.co.in	March 22, 2019 (Friday)
12	Date of recording of the Minutes with respect to the Resolution(s) passed through Postal Ballot	March 22, 2019 (Friday)
13	Date of returning the Postal Ballot forms, Registers and other related documents by the Scrutinizer to the Company for safe keeping	March 23, 2019 (Saturday)

Notice of Postal Ballot along with the Postal Ballot Form is enclosed herewith for your information.

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 : L65990MH1977PLC019986

Registered Office: 2nd Floor, Bombay Mutual Building, Dr. D.N. Road, Fort, Mumbai- 400 001
Corporate office: "Centrum House", C.S.T. Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai - 400 098
Phone: 022 4215 9000; Fax: 022 4215 9833; Email: cs@centrum.co.in; Website: www.centrum.co.in

POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014

Notice is hereby given to the Members of Centrum Capital Limited ("the Company"), that pursuant to the provisions of Section 110 and all other applicable provisions of the Companies Act, 2013("the Act"), read with the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment thereof), it is proposed to transact the Special Business as set out hereunder by passing Special and ordinary Resolutions through Postal Ballot (including e-voting). The proposed Special and ordinary Resolutions and the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out all the material facts with respect to each item of the Special Business are annexed hereto along with a Postal Ballot Form for seeking consent of the Members.

The Board of Directors, at its Meeting held on February 11, 2019, has appointed Mr. Umesh P. 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.

Members are requested to carefully read the instructions printed on the Postal Ballot Notice/Ballot Form and return the duly completed Ballot Form in the enclosed self-addressed Business Reply Envelope (postage whereof shall be borne and paid by the Company) so as to reach the Scrutinizer on or before 05:00 p.m. on Thursday, March 21, 2019. Ballot Forms, if sent by courier or by registered/speed post or hand delivered at the Corporate Office of the Company (at the expense of the Members) shall also be accepted. Please note that the Ballot Forms received after the said date shall be treated as if reply from the Members have not been received. Members who have not received the Ballot Forms may apply to the Company and obtain a duplicate thereof.

E-voting

The Company, in compliance with Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and pursuant to Section 108 of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Act, read with the Companies (Management and Administration) Rules, 2014, has also provided the Members with an alternative facility of casting their votes on the Special Business as set out hereunder through electronic voting (e-voting) system of Central Depository Services (India) Limited (CDSL).

Members desiring to opt for e-voting are requested to read the information and other instructions relating to e-voting as contained at Sr. No. 10 under 'Notes'. The e-voting period shall commence from Wednesday, February 20, 2019, at 09:00 a.m. and conclude on Thursday, March 21, 2019, at 05:00 p.m. The e-voting facility shall be disabled by CDSL thereafter. Members can opt for only one mode of voting i.e. either voting by Ballot Forms or by e-voting. In case, Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Forms shall be treated as invalid.

The Executive Chairman or any person authorized by him in writing, after receipt of the Report on the scrutiny of the Postal Ballot (physical and e-voting) from the Scrutinizer, shall announce the results of the Postal Ballot on Friday, March 22, 2019. The results so declared along with the Scrutinizer's Report shall be placed on the website of the Company i.e. www.centrum.co.in and CDSL i.e. www.evotingindia.com and shall also be forwarded to the Stock Exchange on which shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited.

SPECIAL BUSINESS:**Item No. 1 – Re-appointment of Mr. Ibrahim Belselah (DIN: 01639624) as an Independent Director of the Company**

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Ibrahim Belselah (DIN: 01639624), Independent Director of the Company, whose term is expiring on March 31, 2019 and who has submitted a declaration that he meets the criteria of Independence specified under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5(Five) consecutive years commencing from April 01, 2019 and expiring on March 31, 2024;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution and also to settle any question, difficulty or doubt that may arise in this regard without requiring to secure any further consent or approval of the Members of the Company.”

Item No. 2 – Re-appointment of Mr. Rajasekhara Reddy (DIN: 02339668) as an Independent Director of the Company

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Rajasekhara Reddy (DIN: 02339668), Independent Director of the Company, whose term is expiring on March 31, 2019 and who has submitted a declaration that he meets the criteria of Independence specified under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5(Five) consecutive years commencing from April 01, 2019 and expiring on March 31, 2024;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution and also to settle any question, difficulty or doubt that may arise in this regard without requiring to secure any further consent or approval of the Members of the Company.”

Item No. 3 –Re-appointment of Mr. Jaspal Singh Bindra (DIN: 00128320) as an Executive Chairman of the Company

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and on the basis of the recommendations made by the Nomination and Remuneration Committee and approval granted by the Board of Directors (hereinafter referred to as ‘the Board’ which term shall be deemed to include any committee which the Board may constitute to exercise its powers conferred by

this resolution) at their respective Meetings held on February 11, 2019, consent be and is hereby accorded for the re-appointment of Mr. Jaspal Singh Bindra (DIN: 00128320) as the Executive Chairman of the Company for a period of 3 (three) years commencing from April 21, 2019 and ending on April 20, 2022 upon such terms and conditions including remuneration as contained in the draft agreement, material terms of which are set out in the Explanatory Statement annexed hereto with liberty to the Board to alter and vary the terms and conditions of the said agreement in such manner as may be agreed between the Board and Mr. Jaspal Singh Bindra;

RESOLVED FURTHER THAT in the absence or inadequacy of profits in any financial year during the tenure of Mr. Jaspal Singh Bindra as the Executive Chairman, he shall be paid the remuneration as set out in the Explanatory Statement referred to above as the Minimum Remuneration in accordance with the provisions of Schedule V of the Companies Act, 2013;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution and also to settle any question, difficulty or doubt that may arise in this regard without requiring to secure any further consent or approval of the Members of the Company.”

Item No. 4 – To Consider and approve sale of undertakings under Section 180(1(a) of the Companies Act, 2013

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 (the “Act”) read with Companies (Management and Administration) Rules, 2014 (the “Rules”) (including any statutory modification(s) or amendment or re-enactment thereof for the time being in force) and subject to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to requisite approvals including the approval of lenders, if any and all concerned statutory and regulatory authorities and departments, to the extent necessary, and such other approvals, permissions and sanctions as may be required including that of concerned stakeholders as the case may be and subject to the Memorandum and Articles of Association of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall include a duly authorised Committee of Directors) to sell, transfer or otherwise dispose-off in one or more tranches in aggregate the 100% equity stake in Centrum Financial Services Limited (“CFSL”), a wholly owned subsidiary of the Company together with outstanding Compulsorily Convertible Debentures (CCDs) as at the date of the transfer for a consideration, at a book value derived under the provisions of Income Tax Act, 1961, of CFSL to Centrum Retail Services Limited (“CRSL”) or its designated nominees in whole or in tranches and on such terms and conditions as may be agreed between the Company and CRSL in terms of the agreement or understanding to be entered into between the Company and CRSL for this purpose;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to deciding the time when the divestment of shares and the outstanding CCDs held by the Company in CFSL shall be done by the Company, the manner of divestment, extent of divestment, determining terms and conditions relevant to the divestment, negotiating and finalizing the terms of sale (including but not limited to determination of final consideration), finalizing and execution of necessary agreements / deeds by whatever name called, such other agreements, contracts, declarations, deeds, documents, forms, indemnities, letters, undertakings, and such other papers as may be necessary, desirable and expedient to be agreed, signed and executed, make all such filings and applications for the statutory / regulatory and other approvals as may be required and to complete the aforesaid transaction and also to take necessary steps in the matter as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to the aforesaid resolution, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors or to any Director or Officer(s) or Authorized Representative(s) of the Company/Group in order to give effect to this resolution;

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.”

Item No. 5 – Approval of Related Party Transaction with Centrum Retail Services Limited, Subsidiary Company under Section 188 of the Companies Act, 2013

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (the “Act”) read with Companies (Meetings of Board and its Powers) Rules, 2014 (the “Rules”) (including any statutory modification(s) or amendment or re-enactment thereof for the time being in force) and subject to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to requisite approvals including the approval of lenders, if any and all concerned statutory and regulatory authorities and departments, to the extent necessary, and such other approvals, permissions and sanctions as may be required including that of concerned stakeholders as the case may be and subject to the Memorandum and Articles of Association of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall include a duly authorised Committee of Directors) to enter into contract(s)/arrangement(s)/transaction(s) with Centrum Retail Services Limited (“CRSL”), subsidiary company, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulation for selling, transferring or otherwise disposing-off in one or more tranches in aggregate the 100% equity stake in Centrum Financial Services Limited (“CFSL”), a wholly owned subsidiary of the Company together with outstanding Compulsorily Convertible Debentures (CCDs) as at the date of the transfer for a consideration, at a book value derived under the provisions of Income Tax Act, 1961, in whole or in tranches and on such terms and conditions as may be agreed between the Company and CRSL in terms of the agreement or understanding to be entered into between the Company and CRSL for this purpose;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution and also to settle any question, difficulty or doubt that may arise in this regard without requiring to secure any further consent or approval of the Members of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors or to any Director or Officer(s) or Authorized Representative(s) of the Company/Group in order to give effect to this resolution;

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.”

Notes:

1. In terms of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members in respect of the Special Resolutions contained in the Postal Ballot Notice is sought through Postal Ballot (including e-voting).
2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out all the material facts relating to the Special Business is annexed hereto.

3. The Board of Directors, at its Meeting held on February 11, 2019, has appointed Mr. Umesh P. 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.
4. The Postal Ballot Notice is being dispatched/e-mailed to all the Members whose names appear on the Register of Members/statement of beneficial ownership furnished by National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as at the close of business hours on Friday, February 08, 2019. The Postal Ballot Notice is being sent by e-mail to the Members who have registered their email addresses for receipt of documents in electronic form with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Transfer Agent (in case of physical shareholding). For Members whose e-mail addresses are not registered, physical copies of the Postal Ballot Notice and the Ballot Form are being sent by permitted mode along with postage prepaid self-addressed Business Reply Envelope. The Postal Ballot Notice may also be accessed on Company's website i.e. www.centrum.co.in
5. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Ballot Forms can seek duplicate Ballot Forms by writing to the Company at its Corporate Office or by sending e-mail at cs@centrum.co.in. Duly completed Ballot Forms should, however, reach the Scrutinizer not later than 05:00 p.m. on Thursday, March 21, 2019.
6. Members are requested to carefully read the instructions printed on the Postal Ballot Notice/Ballot Form and return the duly completed and signed Ballot Forms in the enclosed Business Reply Envelope (postage whereof shall be borne and paid by the Company) so as to reach the Scrutinizer at the Corporate Office of the Company on or before 05:00 p.m. on Thursday, March 21, 2019. Ballot Forms, if sent by courier or by registered/speed post or hand delivered at the Corporate Office of the Company (at the expense of the Members) shall also be accepted. Please note that the Ballot Forms received after the said date shall be treated as if reply from the Members have not been received. Unsigned/blank/ incomplete/defaced/mutilated/incorrectly ticked Ballot Forms will be rejected. Members cannot exercise their vote by proxy on Postal Ballot. Members desiring to exercise their vote through e-voting are requested to read the information and other instructions relating to e-voting as contained at Sr. No. 10 below.
7. Members are requested not to send any other paper along with the Ballot Forms in the enclosed postage pre-paid self-addressed Business Reply Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
8. The voting rights shall be reckoned in proportion to the paid-up value of the equity shares of the Company registered in the name of the Members as on Friday, February 08, 2019.
9. The Company, 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, (including any statutory modification(s) or re-enactment thereof), has also provided the Members with an alternative facility of casting their votes on the Special Business as set out hereunder through electronic voting (e-voting) system of Central Depository Services (India) Limited (CDSL).
10. **Information and other instructions relating to remote e-voting are as under:**
 - (i) The voting period begins on Wednesday, February 20, 2019, (09:00 a.m.) and ends on Thursday, March 21, 2019, (05:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, February 08, 2019, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The Shareholders should logon to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID

- a. For CDSL:16 digits Beneficiary ID,
 - b. For NSDL: 8 Character DPID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
<p>Dividend Bank Details</p> <p>OR</p> <p>Date of Birth (DOB)</p>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id/ folio number in the Dividend Bank Details field as mentioned in instruction(iv)

- (viii) After entering the details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <CENTRUMCAPITALLIMITED>on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF form at in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help Section or write an email to helpdesk.evoting@cdslindia.com.

11. Members can opt for only one mode of voting i.e. either voting by Ballot Forms or by e-voting. In case, Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Forms shall be treated as invalid.
12. The Executive Chairman or any person authorized by him in writing, after receipt of the Report on the scrutiny of the Postal Ballot (physical and e-voting) from the Scrutinizer, shall announce the results of the Postal Ballot on Friday, March 22, 2019 at the Corporate Office of the Company. The results so declared along with the Scrutinizer’s Report shall be placed on the website of the Company i.e. www.centrum.co.in and CDSL i.e. www.evotingindia.com and shall also be forwarded to the Stock Exchange on which shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited.
13. The Scrutinizer’s decision on the validity of the Postal Ballot will be final and binding.
14. The Special Resolutions as set out in the Postal Ballot Notice, if passed by requisite majority, shall be deemed to have been passed on the last date for receipt of duly completed Ballot Forms or e-voting i.e. Thursday, March 21, 2019.
15. All documents referred to in the accompanying Notice and the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 are available for inspection by the Members at the Corporate Office of the Company i.e. “Centrum House”, C.S.T. Road, Vidyanageri Marg, Kalina, Santacruz (East), Mumbai – 400 098 as well as its Registered Office i.e. Bombay Mutual Building, 2nd Floor, Dr. D.N. Road, Fort, Mumbai-400001 during working hours on any working day from Wednesday, February 20, 2019, to Thursday, March 21, 2019, in accordance with the provisions of Section 190 of the Companies Act, 2013.

Registered Office:

2nd Floor, Bombay Mutual Building,
Dr. D. N. Road, Fort,
Mumbai – 400 001.

**By order of the Board
Centrum Capital Limited**

Place: Mumbai

Date: February 11, 2019

**Alpesh Shah
Company Secretary**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 SETTING OUT ALL THE MATERIAL FACTS RELATING TO SPECIAL BUSINESS:**ITEM NO. 1**

Mr. Ibrahim Belselah (DIN: 01639624) was appointed as an Independent Director of the Company to hold office for a term of 4(Four) consecutive years commencing from April 01, 2015 and expiring on March 31, 2019, vide resolution passed by the Members of the Company through Postal Ballot.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term up to 5(Five) consecutive years on the Board of Directors and shall be eligible for reappointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Directors' Report.

Accordingly, it is proposed to seek approval of the Members by way of Special Resolution for re-appointment of Mr. Ibrahim Belselah, who has given his consent pursuant to Section 160 of the Companies Act, 2013, as an Independent Director of the Company, not liable to retire by rotation for a second term of 5(Five) consecutive years commencing from April 01, 2019 and expiring on March 31, 2024.

The Company has received a declaration from Mr. Ibrahim Belselah confirming that he meets the criteria of independences specified under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 alongwith consent to act as a Director in terms of Section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Copy of the draft letter of appointment of Mr. Ibrahim Belselah setting out the terms and conditions of re-appointment is available for inspection by the Members of the Company, without any fees, at the Registered Office and Corporate Office of the Company between 11.00 a.m. and 01.00 p.m. on all working days except Saturday up to the date of the Meeting and has also been uploaded on the Company's Website i.e. www.centrum.co.in.

Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India with respect to re-appointment of Mr. Ibrahim Belselah is annexed to this Notice.

In the opinion of the Board of Directors, Mr. Ibrahim Belselah fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder, for his re-appointment as an Independent Director of the Company and is independent of the Management.

After taking into consideration, the recommendation made by the Nomination and Remuneration Committee alongwith skills, experience, knowledge and performance evaluation report of Mr. Ibrahim Belselah, the Board of Directors recommends the Special Resolution set out at Item No. 1 for the approval of the Members.

Except Mr. Ibrahim Belselah, being the proposed appointee, none of the Directors and Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 1.

ITEM NO. 2

Mr. Rajasekhara Reddy (DIN: 02339668) was appointed as an Independent Director of the Company to hold office for a term of 4(Four) consecutive years commencing from April 01, 2015 and expiring on March 31, 2019, vide resolution passed by the Members of the Company through Postal Ballot.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term up to 5(Five) consecutive years on the Board of Directors and shall be eligible for

reappointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Directors' Report.

Accordingly, it is proposed to seek approval of the Members by way of Special Resolution for re-appointment of Mr. Rajasekhara Reddy, who has given his consent pursuant to Section 160 of the Companies Act, 2013, as an Independent Director of the Company, not liable to retire by rotation for a second term of 5(Five) consecutive years commencing from April 01, 2019 and expiring on March 31, 2024.

The Company has received a declaration from Mr. Rajasekhara Reddy confirming that he meets the criteria of independences specified under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 alongwith consent to act as a Director in terms of Section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Copy of the draft letter of appointment of Mr. Rajasekhara Reddy setting out the terms and conditions of re-appointment is available for inspection by the Members of the Company, without any fees, at the Registered Office and Corporate Office of the Company between 11.00 a.m. and 01.00 p.m. on all working days except Saturday up to the date of the Meeting and has also been uploaded on the Company's Website i.e. www.centrum.co.in.

Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India with respect to re-appointment of Mr. Rajasekhara Reddy is annexed to this Notice.

In the opinion of the Board of Directors, Mr. Rajasekhara Reddy fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder, for his re-appointment as an Independent Director of the Company and is independent of the Management.

After taking into consideration, the recommendation made by the Nomination and Remuneration Committee alongwith skills, experience, knowledge and performance evaluation report of Mr. Rajasekhara Reddy, the Board of Directors recommends the Special Resolution set out at Item No. 1 for the approval of the Members.

Except Mr. Rajasekhara Reddy, being the proposed appointee, none of the Directors and Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 2.

ITEM NO. 3

Mr. Jaspal Singh Bindra (DIN: 00128320) was re-appointed as Executive Chairman of the Company vide Postal Ballot for a period of 3 (three) years with effect from April 21, 2016 and his tenure is expiring on April 20, 2019. Mr. Jaspal Singh Bindra is a veteran Banker with over 30 years of experience in MNC organization such as Standard Chartered Bank, UBS and Bank of America. He is the former Asia Pacific CEO of Standard Chartered Bank. He has vast experience spanning Treasury, Capital Market, Investment Banking and Consumer Banking. Mr. Jaspal Singh Bindra is not disqualified to be re-appointed in terms of Section 196(3) of the Companies Act, 2013 and also fulfills the eligibility criteria set out under Part I of Schedule V of the Companies Act, 2013. The Nomination and Remuneration Committee, after considering that the remuneration proposed to be paid to Mr. Jaspal Singh Bindra is justified and commensurate with the remuneration paid to similar senior-level appointees in other companies and thus comparable to the industry standards, has recommended the re-appointment of Mr. Jaspal Singh Bindra as Executive Chairman of the Company. On the basis of the recommendations made by the Nomination and Remuneration Committee, the Board of Directors ("the Board") at its Meeting held on February 11, 2019, after evaluating, has approved the re-appointment of Mr. Jaspal Singh Bindra as Executive Chairman of the Company for a period of 3 (Three) years commencing from April 21, 2019 and ending on April 20, 2022 upon such terms and conditions including remuneration as contained in the draft agreement to be entered into between the Company and Mr. Jaspal Singh Bindra, material terms of which are set out herein below, subject to the approval of the Members of the Company by way of Special Resolution:

a) **Remuneration** : The detailed break up is provided below:

Pay Heads	Amount (Rs in Crore) per annum
Salary & Allowances	3,80,00,000
Perquisites (excluding exempted)	1,20,00,000
Total	5,00,00,000

b) **Retirals:** Gratuity payable in accordance with the rules governing such payment.

c) **Minimum Remuneration:** In the event of loss or inadequacy of profits in any year during the tenure of the Executive Chairman, he shall be paid remuneration as above as minimum remuneration.

d) **Other Benefits:** The car and the driver provided by the Company for use of company's business, telephone and other communication facilities at residence, will not be considered as perquisites. Benefits of gratuity, earned leave and encashment of earned leave at the end of the tenure shall not be included in the computation of perquisites. The Company shall reimburse the Executive Chairman, entertainment, traveling and all other expenses incurred by him for the business of the Company.

e) **Sitting fees:** He shall not be paid sitting fees for attending the Board meetings and meetings of the Committee in which he may be nominated as a member.

f) The Office of the Executive Chairman will not be liable to retire by rotation.

In the absence or inadequacy of profits in any financial year during the tenure of Mr. Jaspal Singh Bindra as the Executive Chairman, he shall be paid the remuneration set out above as the Minimum Remuneration in accordance with the provisions of Schedule V of the Companies Act, 2013.

The draft agreement to be entered into between the Company and Mr. Jaspal Singh Bindra is available for inspection by the Members at the Registered Office and Corporate Office of the Company between 11.00 a.m. and 01.00 p.m. on all working days except Saturday up to the date of the Meeting in accordance with the provisions of Section 190 of the Companies Act, 2013

During the proposed tenure of Mr. Jaspal Singh Bindra i.e. April 21, 2019 to April 20, 2022, the Company may have inadequate profits or no profits which may result in payment of the managerial remuneration to him for said years to fall within the purview of Section II of Part II of Schedule V of the Companies Act, 2013.

The Statement as required under sub clause (iv) of the second proviso to Clause (B) of Section II of Part II of Schedule V of the Companies Act, 2013 is given herein below:

GENERAL INFORMATION				
Nature of industry	Category I, Merchant Banker registered with SEBI			
Date or expected date of commencement of commercial production	As the Company is not a manufacturing Company , the same is not applicable			
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable			
Financial performance based on given indicators	Year	FY 2017-18	FY 2016-17	FY 2015-16
	Income	1,46,24,30,532	1,69,30,98,716	51,12,70,830
	Net Profit(loss)	63,32,63,512	37,52,12,115	6,10,42,533

Foreign investments or collaborators, if any	Centrum Capital Holdings LLC CCAL Investment Management Limited Centrum Capital International Limited Centrum Securities LLC US Centrum International Services Pte Ltd								
INFORMATION ABOUT THE APPOINTEE:									
Background details	<p>Mr. Jaspal Singh Bindra is a Chartered Accountant (member of the Institute of Chartered Accountants of India) and MBA from XLRI Business School. He completed B.Com (Hons.) degree from St. Xaviers College, Mumbai.</p> <p>Mr. Jaspal Singh Bindra has an experience of more than 30 years in Indian & International financial markets by having worked with various multinational companies such as Standard Chartered Bank, UBS Group, Bank of America.</p> <p>Prior to joining the Centrum as an Executive Chairman, he was associated with Standard Chartered Bank for a period of 18 years, where due to a combination of talent, skills and experience he was elevated to top management level and occupy a position on the Board of Directors of the parent Company. Standard Chartered was almost 100th in size in terms of market capitalization at the time when Mr. Jaspal Singh Bindra joined the Bank. During his time span of 18 years, Standard Chartered grew substantially and was ranked amongst top 25 across all markets, with a full-fledged consumer bank and a strong presence in 70 markets with India being the single largest employer across the bank globally.</p> <p>Mr. Jaspal Singh Bindra in the later stage of his career was appointed to spearhead the business and activities of the Bank across several cities of South East Asia including Mumbai. His last position was as Chief Executive Officer of Asia Pacific region of Standard Chartered Bank, based in Hong Kong.</p> <p>With the help of his extensive experience and capabilities, Mr. Bindra has set the goals of transforming Centrum Capital Limited into a financial services powerhouse engaged in a host of business verticals, thereby unlocking tremendous value for the investors including himself as a strategic investor.</p> <p>As a result of being associated with the multi-national banks and organizations, Mr. Jaspal Singh Bindra has gained extensive knowledge and experience in core finance sectors like Treasury, Capital Markets, Investment Banking, Consumer Banking, Insurance etc. Considering his deep and varied experience and knowledge, Mr. Bindra serves on the Boards of several companies like Reckitt Benckiser and is on the Board of Governors of XLRI Business School. His early career years were with UBS Investment Banking and Bank of America.</p>								
Past remuneration:	<table border="1" data-bbox="651 1803 1444 1892"> <thead> <tr> <th data-bbox="651 1803 849 1848">Year</th> <th data-bbox="849 1803 1046 1848">FY 2017-18</th> <th data-bbox="1046 1803 1244 1848">FY 2016-17</th> <th data-bbox="1244 1803 1444 1848">FY 2015-16</th> </tr> </thead> <tbody> <tr> <td data-bbox="651 1848 849 1892"></td> <td data-bbox="849 1848 1046 1892" style="text-align: center;">3,92,00,004</td> <td data-bbox="1046 1848 1244 1892" style="text-align: center;">3,71,31,115</td> <td data-bbox="1244 1848 1444 1892" style="text-align: center;">NA</td> </tr> </tbody> </table>	Year	FY 2017-18	FY 2016-17	FY 2015-16		3,92,00,004	3,71,31,115	NA
Year	FY 2017-18	FY 2016-17	FY 2015-16						
	3,92,00,004	3,71,31,115	NA						
Recognition or Awards	<p>Mr. Jaspal Singh Bindra is a Global Financial Services Industry executive with a consistent track record of driving profitable growth and increasing brand and shareholders' value in a broad range of leadership roles with major banking groups (Standard Chartered Bank, UBS, Bank of America).</p>								

	He has successfully led businesses ranging from USD 1 to 13 billion in revenue and has a broad experience in leading large complex businesses, turnarounds, M&A and divestitures. He is skilled at developing strategies, building high performance alignment and managing initiatives that deliver customer satisfaction and lasting financial results.
Job profile and his suitability	The Company has envisaged reaping significant benefits from Mr. Jaspal Singh Bindra's rich experience and wide knowledge encompassing the entire spectrum of capital market. In order to face emerging challenges and tap upcoming opportunities, it is deemed necessary to ensure that highly experienced professionals like Mr. Jaspal Singh Bindra contribute productively to the business of the Company. It is also expected that under the guidance and leadership of Mr. Jaspal Singh Bindra, the Company will be able flourish thereby adequately securing the future growth of the Company.
Remuneration proposed	The details of Remuneration to be paid are contained in Explanatory Statement annexed to the Notice.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t the country of his origin)	The proposed remuneration of Mr. Jaspal Singh Bindra is in line with the contemporary trend in the Corporate Sector for managerial remuneration. The Basic Salary, allowances and perquisites represent the various components of remuneration of overall package.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	No pecuniary interest other than by way of salary. Mr. Jaspal Singh Bindra is Director and Member in Businessmatch Services (India) Private Limited and JBCG Advisory Services Private Limited and Partner in BG Advisory Services LLP, Promoter Group Companies.
OTHER INFORMATION	
Reasons of loss or inadequate profits	The volatility in the global and Indian economies created significant challenges for businesses and industries in general, and the Company which offers its services to the overall businesses and industries was also in turn impacted. Uncertain economic conditions, poor economic growth, high inflation, slowdown in industrial growth severely affected the capital market. This had an adverse effect on profitability
Steps taken or proposed to be taken for improvement.	<p>The Company has adequately prepared itself to tackle the volatility in the global and Indian economy, which seems set to create significant challenges for business in general in the coming years.</p> <p>Overall, with its diversified offerings, the Company is optimistic of maneuvering forward confidently in the future. India's long-term growth potential is vast and the multifarious opportunities within the financial services industries augur well for the long- term growth potential of the industry of which Company remains an integral participant.</p> <p>The Company has taken the following steps to improve its financial performance:</p> <ul style="list-style-type: none"> • Rationalizing manpower and administrative costs across all locations • Rationalizing infrastructure costs by use of IT assets and networking efficiently
Expected increase in productivity and profits in measurable terms.	The likelihood of a stable and decisive government at the Centre will certainly boost the future prospects and the management is optimistic of achieving improvement in performance

In view of excellent leadership qualities, vast experience and entrepreneurial skills of Mr. Jaspal Singh Bindra the Board considers that his continued association shall be of immense benefit to the Company and hence, it is desirable to continue to avail his services as Executive Chairman. Accordingly, the Board recommends the Special Resolution set out at Item No.3 for the approval of the Members.

Except Mr. Jaspal Singh Bindra, being the proposed appointee, none of the Directors and Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

ITEM NO. 4

Centrum Financial Services Limited (“**CFSL**”), a wholly owned subsidiary of the Company, is registered with RBI as an NBFC – ND- SI (Loan Company). The current holding of the Company in CFSL is as follows:

Type	Quantity	Face Value
Equity	9,89,56,942	Rs. 10
CCD	1,35,00,000	Rs. 10

The Company (CCL), being the holding company of CFSL, has borrowed monies to infuse capital in its subsidiaries, including CFSL. Currently, the NBFC sector is facing challenges in securing credit lines from banks and may need further capital. CFSL shall need capital on an ongoing basis for its growth as well start lending to MSMEs as part of its strategy. Centrum Retail Services Limited (CRSL), subsidiary company has booked significant profits from the sale of its Forex business and can support the capital requirements of CFSL.

Accordingly, it is proposed to transfer the shareholding of CFSL from the Company to CRSL to reduce debt of the Company and also meet capital requirements of CFSL, at a book value as derived under the provisions of the Income Tax Act, 1961. The Company will seek necessary approvals from the Reserve Bank of India and other requisite approvals as may be required in this regard.

Provisions of Section 180(1)(a) of the Companies Act, 2013, restricts a company from selling, leasing, or otherwise disposing off the whole or substantially the whole of its undertaking without obtaining prior approval of the members by way of a special resolution. In terms of explanation to Section 180(1)(a), ‘undertaking’ means an undertaking in which the investment of the company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of the company during the previous financial year. Further, the expression ‘substantially the whole of the undertaking’ in any financial year shall mean 20% or more of the value of the undertaking as per the audited balance sheet of the preceding financial year. Since the Company’s investment in CFSL exceeds 20% of its consolidated net worth it is proposed to seek approval of the Members in terms of Section 180(1)(a) of the Companies Act, 2013.

Further, Regulation 24 (5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 provides that no company shall dispose of shares in its material subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than 50% or cease the exercise of control over the subsidiary without passing a special resolution in its general meeting, except in certain specified cases. CFSL being a material subsidiary, in terms of the Company’s Policy on Material Subsidiary, as it contributed more than 20% of the consolidated revenue of the Company, it would be required to seek approval of the Members of the Company for divesting from CFSL completely.

In view of the aforesaid, your Directors recommend the said special resolution for your approval, as they feel the same to be in the interest of the Company.

Except Mr. Subhash Kutte, Independent Director, none of the Directors and Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

ITEM NO. 5

As per the provisions of Section 188(1)(b) of the Companies Act, 2013 (the “Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014, a company shall not enter into any contract or arrangement with a related party with respect to selling or otherwise disposing of, or buying, property of any kind amounting to 10% or more of the turnover of the Company or INR 100 crore, whichever is lower, except with the prior approval of the shareholders by way of an ordinary resolution in accordance with the provisions of the Act. The limits apply for transactions individually or taken together with the previous transactions during a financial year.

Since the Company and Centrum Retail Services Limited (“CRSL”), subsidiary company, with which the Company proposes to enter into contract(s)/arrangement(s)/transaction(s) for selling, transferring or otherwise disposing-off in one or more tranches in aggregate the 100% equity stake in Centrum Financial Services Limited (“CFSL”), a wholly owned subsidiary of the Company together with outstanding Compulsorily Convertible Debentures (CCDs) as at the date of the transfer, for a consideration at a Book value derived under the provisions of Income Tax Act, 1961, is a related party transaction in terms of Section 2(76) of the Act, and the value of the overall consideration under such agreements (together with other transactions with related parties during this financial year) may be in excess of limit mentioned above, the proposed transaction with such entities is a related party transaction under Section 188 of the Act requiring the prior approval of the shareholders by way of an ordinary resolution.

Further, pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), approval of the members through ordinary resolution is required for all material related party transactions. Under the Listing Regulations, the definition of “related party” is inter alia as per the Act, and a transaction with a related party is considered “material” if the transaction or transactions to be entered into individually or taken together with previous transactions during a financial year exceed 10% of the annual consolidated turnover of the Company as per its last audited financial statements. Since CRSL with which the Company proposes to enter into the abovementioned transaction is a related party of the Company and the proposed transaction with such entities may exceed the abovementioned threshold, prior approval of the shareholders by way of an ordinary resolution is required under Regulation 23(4) of the Listing Regulations.

The Board at its meeting held on February 11, 2019, has approved the abovementioned transaction for selling, transferring or otherwise disposing-off in one or more tranches in aggregate the 100% equity stake in CFSL, a wholly owned subsidiary of the Company together with outstanding Compulsorily Convertible Debentures (CCDs) proposed to be entered into between the Company and CRSL, subject to the approval of the shareholders of the Company by way of postal ballot.

Additional information as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, is given herein below:

Sr No	Particular	Remarks
1	Name of the related party	Centrum Retail Services Limited or its designated nominees
2	Name of the director or key managerial personnel who is related, if any	Mr. Subhash Kutte, Independent Director
3	Nature of relationship	Holding Company (93.33% of Equity Share Capital)
4	Nature, material terms, monetary value and particulars of the contract or arrangements	Sell, transfer or otherwise dispose-off in one or more tranches in aggregate the 100% equity stake in Centrum Financial Services Limited (“CFSL”), a wholly owned subsidiary of the Company together with outstanding Compulsorily Convertible Debentures (CCDs) as at the date of the transfer for a consideration, at a book value derived under the provisions of Income Tax Act, 1961, of CFSL to Centrum Retail Services Limited (“CRSL”) or its designated nominees in whole or in tranches and on such terms and conditions as may be agreed between the Company and CRSL in terms of the agreement or understanding to be entered into between the Company and CRSL for this purpose

5	Any other information relevant or important for the members to take a decision on the proposed resolution	All important or relevant information have been provided in the foregoing paragraphs of this explanatory statement
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The Board of Directors is of the opinion that the aforesaid proposal is in the best interest of the Company and hence, the Board recommends passing of the ordinary resolution for approval of the members through postal ballot.

Except Mr. Subhash Kutte, Independent Director, none of the Directors and Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard on General Meetings with respect to the Directors seeking re-appointment

Name of the Director	Mr. Ibrahim Belseleh	Mr. Rajasekhara Reddy	Jaspal Singh Bindra
Director Identification Number	01639624	02339668	00128320
Date of Birth	October 31, 1960	August 15, 1950	September 29, 1960
Qualification	B.E, MBA	M.Sc. (Ag.), CAIIB	MBA from XLRI Business School, CA, B.com (Hons) degree from St. Xaviers College
Date of First Appointment on the Board	April 01, 2015	April 01, 2015	April 21, 2016
Experience (including expertise in specific functional area)	Over 22 years	Over 35 years	Over 30 years
Terms and Conditions of Appointment/ reappointment	Mr. Ibrahim Belseleh is proposed, to be re-appointed as Independent Director of the Company, not liable to retire by rotation on the terms & conditions as contained in the draft letter of appointment uploaded on the website of the Company i.e. www.centrum.co.in	Mr. Rajasekhara Reddy is proposed to be re-appointed as Independent Director of the Company, not liable to retire by rotation on the terms & conditions as contained in the draft letter of appointment uploaded on the website of the Company i.e. www.centrum.co.in	Mr. Jaspal Singh Bindra is proposed to be re-appointed as Executive Chairman of the Company, not liable to retire by rotation on the terms & conditions as contained in the draft letter of appointment uploaded on the website of the Company i.e. www.centrum.co.in
Remuneration last drawn (including sitting fees, if any)	Nil	Only Sitting Fees of Rs 2,20,000/- for financial year 2017-18	Gross remuneration of Rs. 5,00,00,000/- p.a for financial year 2017-18

Remuneration proposed to be paid	In addition to the Sitting Fees, Mr. Ibrahim Belselah shall be entitled to remuneration by way of commission that may be determined by the Board based on the performance of the Company and his performance evaluation report	In addition to the Sitting Fees, Mr. Rajasekhara Reddy shall be entitled to remuneration by way of commission that may be determined by the Board based on the performance of the Company and his performance evaluation report.	Gross remuneration of Rs. 5,00,00,000/- p.a
Shareholding in the Company (Equity)	Nil	Nil	Nil
Disclosure of relationship with other Directors and Key Managerial Personnel	Mr. Ibrahim Belselah is not related to any other Director or Key Managerial Personnel of the Company	Mr. Rajasekhara Reddy is not related to any other Director or Key Managerial Personnel of the Company	Mr. Jaspal Singh Bindra is not related to any other Director or Key Managerial Personnel of the Company
Number of Meetings of the Board attended during the financial year 2017-18	1	3	5
Other listed companies in which he / she holds Directorship	Nil	Nil	Nil
Other public companies in which he/she holds Directorship	Nil	<ol style="list-style-type: none"> 1. Milltec Machinery Limited 2. GVPR Engineers Limited 3. Hetero Labs Limited 4. Andhra Pradesh Urban Infrastructure Asset Management Limited 5. Centrum Housing Finance Limited 6. Centrum Financial Services Limited 	<ol style="list-style-type: none"> 1. Acuite rating & Research Limited 2. Centrum Alternative Investment Managers Limited
Chairman/Member of Committee(s) of Board of Directors of the Company	Nil	<ol style="list-style-type: none"> 1. Audit Committee(Chairman) 2. Nomination and Remuneration (Member) 	<ol style="list-style-type: none"> 1. Stakeholder Relationship Committee (Member)
Chairman/Member of the Committee(s) of Board of Directors of other listed companies in which he/she is a Director	Nil	Nil	Nil

Centrum Capital Limited

CIN: L65990MH1977PLC019986

Registered Office: 2nd Floor, Bombay Mutual Building, Dr. D.N. Road, Fort, Mumbai-400 001

Corporate Office: "Centrum House", C.S.T. Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400 098

Phone: 022 4215 9000, Fax: 022 4215 9833

Email: cs@centrum.co.in Website: www.centrum.co.in

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

Serial No.:

1. Name and address of the sole/first named shareholder as registered with the Company :

2. Name(s) of the joint shareholder(s), if any, registered with the Company :

3. Registered Folio No./ DP ID No./Client ID No. (Applicable to investor holding shares in dematerialized form) :

4. Number of Share(s) held :

I/We hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot for the Special Business stated in the Postal Ballot Notice dated February 11, 2019, by recording my/our assent or dissent to the said Resolutions by placing a tick (✓) mark at the appropriate box below:

Item nos.	Description	No. of Shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Re-appointment of Mr. Ibrahim Belseleh (DIN: 01639624) as an Independent Director of the Company			
2.	Re-appointment of Mr. Rajasekhara Reddy (DIN: 02339668) as an Independent Director of the Company			
3.	Re-appointment of Mr. Jaspal Singh Bindra (DIN: 00128320) as an Executive Chairman of the Company			
4	To Consider and approve sale of undertakings under Section 180(1(a) of the Companies Act, 2013			
5	Approval of Related Party Transaction with Centrum Retail Services Limited, Subsidiary Company under Section 188 of the Companies Act, 2013			

Place:

Date:

(Signature of the Member)

(P.T.O for instructions)

Note: Last Date for receipt of duly completed and signed Ballot Form by the Scrutinizer is Thursday, March 21, 2019, up to 05:00 p.m.

INSTRUCTIONS

1. The Company is providing voting through Postal Ballot (including e-voting). Members desiring to exercise their vote by Ballot Forms may complete this Ballot Form (No other Form or photocopy of the Form is permitted) and send it to the Scrutinizer in the enclosed self-addressed Business Reply Envelope, postage whereof shall be borne and paid by the Company. However, Ballot Forms, if sent by courier or by registered/speed post or hand delivered at the Corporate Office of the Company (at the expense of the Members) shall also be accepted. **Members desiring to opt for e-voting are requested to read the information and other instructions relating to e-voting as contained at Sr. No. 10 under 'Notes' to the Postal Ballot Notice.**
2. The Members can opt for only one mode of voting i.e. either voting by Ballot Forms or by e-voting. In case, Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Forms shall be treated as invalid.
3. The self-addressed Business Reply Envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
4. A (v) mark should be placed in the relevant box signifying assent/dissent for the resolution, as the case may be. Tick in both the boxes would render the Ballot Form invalid. Please note that (X) mark or any other mark other than (v) in the box signifying assent or dissent shall be deemed as if no mark has been placed and the box is left blank. Unsigned/blank/incomplete/defaced/ mutilated/incorrectly ticked Ballot Forms will be rejected.
5. The Ballot Form should be completed and signed by the Members (as per the specimen signature registered with the Company/Depository Participant). In case of joint holding, this Form should be completed and signed by the first named Member and in his/her absence, by the next named Member. There shall be one Ballot Form for every Folio/Client ID, irrespective of the number of jointholders.
6. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Ballot Form should be accompanied by a certified true copy of Board Resolution/authorization giving requisite authority to the person voting on Ballot Form, together with the duly attested specimen signature(s) of the authorized signatories.
7. A Member need not use all the votes nor he/she needs to cast all the votes in the same way.
8. The voting rights shall be reckoned in proportion to the paid-up value of the equity shares of the Company registered in the name of the Members as on Friday, February 08, 2019.
9. The Members cannot exercise their vote by proxy on Postal Ballot.
10. Members are requested not to send any other paper along with the Ballot Forms in the enclosed postage pre-paid self-addressed Business Reply Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. **Duly completed Ballot Forms in the enclosed self-addressed Business Reply Envelope (postage whereof shall be borne and paid by the Company) so as to reach the Scrutinizer on or before 05:00 p.m. on Thursday, March 21, 2019.**
12. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Ballot Forms can seek duplicate Ballot Forms by writing to the Company at its Corporate Office or by sending e-mail at cs@centrum.co.in.
13. The Chairman or any person authorized by him in writing, after receipt of the Report on the scrutiny of the Postal Ballot (physical and e-voting) from the Scrutinizer, shall announce the results of the Postal Ballot on Friday, March 22, 2019. The results so declared along with the Scrutinizer's Report shall be placed on the website of the Company i.e. www.centrum.co.in and CDSL i.e. www.evotingindia.com and shall also be forwarded to the Stock Exchange on which shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited.
14. The Scrutinizer's decision on the validity of the Postal Ballot will be final and binding.