

Centrum Capital Limited

CIN : L65990MH1977PLC019986

Registered Office: Bombay Mutual Building, 2nd Floor, Dr D.N. Road, Fort, Mumbai-400001.

Corporate office: "Centrum House", C.S.T. Road, Vidyanagri 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

Notice

NOTICE is hereby given that THIRTY SEVENTH ANNUAL GENERAL MEETING of CENTRUM CAPITAL LIMITED will be held on Thursday, 29th October, 2015 at 5.00 P.M. at the Corporate office of the Company situated at "Centrum House", C.S.T. Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400 098, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited financial Statements of the Company for the year ended 30th June 2015 including the statement of Profit and Loss for the year ended on that date and the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Rishad Byramjee (DIN: 00164123), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Manmohan Shetty (DIN: 00013961), who retires by rotation and being eligible, offers himself for re-appointment.
4. Ratification of appointment of Statutory Auditors:

To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

"RESOLVED that pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, as amended from time to time, the Company hereby ratifies the appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants, (ICAI Firm Registration No. 103523W), as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 38th Annual General Meeting of the Company to be held in the year 2016, to examine and audit the accounts of the Company for the financial year 2015-2016 at such remuneration plus service tax, travelling and out-of pocket expenses etc., as may be determined by the Audit Committee and as may be mutually agreed upon between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

5. **APPOINTMENT OF MR. MANISH KUMAR VERMA (DIN: 01804936) AS AN INDEPENDENT DIRECTOR**

To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Manish Kumar Verma (DIN 01804936) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 29th August 2015 , in terms of Section 161(1) of the Companies Act, 2013 ("Act") and the Articles of Association of the Company, and in respect of whom the Company has received the notice in writing from a member pursuant to Section 160 of the Act proposing his candidature to the Office of Director be and is hereby appointed as a Non-Executive Director of the Company.

"RESOLVED FURTHER THAT pursuant to Sections 149 & 152 read with Schedule IV and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory

modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, as amended from time to time, Mr. Manish Kumar Verma (DIN 01804936), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five consecutive years with effect from 29th August, 2015 upto 28th August, 2020, and whose office shall not be liable to retire by rotation.

“RESOLVED FURTHER THAT the Board of Directors and/ or the Company Secretary, be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

6. FURTHER ISSUE OF SECURITIES

To consider, and if thought fit, to pass, with or without modification(s), the following as a **Special Resolution:**

“RESOLVED THAT in accordance with the provisions of Section 62(1) (c) and other applicable provisions if any, of the Companies Act, 2013 and the Rules made there under including any statutory modifications or re-enactment thereof, for the time being in force, to the extent notified and in effect, the relevant provisions of the the Securities Contracts (Regulation) Act, 1956, as amended (“SCRA”), and the rules framed thereunder, the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and the applicable statutes, policies, schemes, rules, regulations, guidelines, notifications, press notes and circulars, if any, issued by the Government of India (‘GOI’), the Reserve Bank of India (“RBI”), the Foreign Investment Promotion Board (“FIPB”), the Securities and Exchange Board of India (“SEBI”), the Registrar of Companies (“ROC”) or any other competent authority (collectively, the “Regulatory Authorities”), from time to time, to the extent applicable including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“SEBI ICDR Regulations”) and other applicable SEBI regulations and guidelines, or any other competent authority, whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the listing agreements entered into by the Company with the stock exchanges on which its equity shares are listed (the “Listing Agreements”), the provisions of the Memorandum and Articles of Association of the Company, and subject to receipt of approvals, consents, permissions and sanctions as might be required of SEBI, the RBI, Registrar of Companies (“ROC”), stock exchanges or other relevant statutory, regulatory, governmental authorities, (including any court, tribunal or any other judicial and/or quasi-judicial authority) (“Concerned Authorities”) in this regard, as may be required and applicable and further subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company or any duly constituted Committee of the Board (herein after referred to as the “Board”), approval of the Members of the Company be and is hereby accorded to create, offer, issue and allot (including with provisions for reservation on firm and / or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted), in one or more tranches, equity shares and or preference shares whether cumulative or non-cumulative / redeemable / optionally convertible into equity shares and or fully convertible debentures / partly convertible debentures / optionally convertible debentures or any other securities which are convertible into or exchangeable with equity shares / preference shares, at a later date, with or without detachable warrants with a right exercisable by the warrant holder to exchange the said warrants with equity shares at a later date (hereinafter referred to as “Securities”) in the course of one or more offering(s) with or without a green shoe option by way of a Further Public Offering (“FPO”) and/or Qualified Institutional Placement (“QIP”) and/or such other form pursuant to the SEBI Regulations, to such Indian person(s) or Non Resident Persons whether or not such persons are Members of the Company, including eligible Qualified Institutional Buyers (“QIBs”) and other eligible investors (whether residents or not and /or institutions / incorporated bodies and/ or individuals and /or trustees and /or banks or otherwise or any other category of investors including to the

State Industrial Development Corporations, Insurance Companies, Provident Funds, Pension Funds, Development Financial Institutions, eligible Foreign Institutional Investors (“FIIs”), Foreign Portfolio Investors (“FPIs”), Qualified Foreign Investors, sub accounts of eligible FIIs/FPIs, Foreign Venture Capital Investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, body corporates, companies, private or public or other entities, authorities and employees by way of any employee reservation, and to eligible retail individual Shareholders of the Company by way of a reservation, and to such other categories of eligible investors for whom a reservation category is permissible pursuant to the SEBI ICDR Regulations and to such other person, in one or more combinations thereof, through a public issue / private placement or including the exercise of a green shoe option, if any, at such price as may be determined whether through book building process with a specified price band or through alternate book building method with a specified base floor price or at such price or prices, at market price(s) or at a discount or premium to market price(s) in terms of applicable regulations or otherwise in accordance with the SEBI ICDR Regulations in consultation with advisors or such persons and on such terms and conditions as the Board may in its absolute discretion decide, whether by way of public offering or private placement or conversion of any debt or quasi-debt into any securities and whether through one or more prospectus or letter of offer or by way of circulation of an offering circular or placement document or offer document, at such time or times, for an amount including upon conversion of warrants or other convertible securities into equity shares) not exceeding ₹ 500 crore (Rupees Five Hundred Crore only) on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary at the Board’s discretion including the discretion to determine the category of Investors to whom the offer, issue and allotment of Securities shall be made, in such manner, including allotment to stabilizing agent in terms of green shoe option, if any, exercised by the Company, and where necessary in consultation with the book running lead managers and/or underwriters and/or stabilizing agent and/or financial advisors or legal advisors or other advisors or otherwise on such terms and conditions, including issue of Securities as fully or partly paid, making of calls and manner of appropriation of application money or call money, in respect of different class(es) of investor(s) and/or in respect of different Securities.

RESOLVED FURTHER THAT the Securities to be so allotted shall be subject to the Memorandum of Association and Articles of Association of the Company and shall rank *pari-passu* in all respects with the existing Securities of the same class of the Company including rights in respect of dividend.

RESOLVED FURTHER THAT in case of a qualified institutions placement pursuant to Chapter VIII of the SEBI (ICDR) Regulations, the allotment of Securities (or any combination of the Securities as decided by the Board) shall only be to Qualified Institutional Buyers within the meaning of Chapter VIII of the SEBI (ICDR) Regulations, such Securities shall be fully paid-up and the allotment of such Securities shall be completed within 12 months from the date of this resolution at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI (ICDR) Regulations. The Company may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage to eligible investors as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT in the event the Equity Shares are issued to qualified institutional buyers under Chapter VIII of the ICDR Regulations, the Relevant Date for determination of the price of the Equity Shares to be issued to QIBs shall be the date of the Meeting in which the Board of Directors of the Company or the Committee of Directors duly authorised by the Board of Directors of the Company, decide to open the Issue.

RESOLVED FURTHER THAT the relevant date for the determination of applicable price for the issue of any other securities, in terms of the preceding regulations shall be as per the regulation / guidelines prescribed by SEBI, the Ministry of Finance, RBI, GOI through various departments or any other regulator and subject to and in compliance with the applicable rules and regulations.

RESOLVED FURTHER THAT the issue to the holders of the Securities, which are convertible into or exchangeable with equity shares at a later date shall be, inter alia, subject to the following terms and conditions:

- (a) in the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro rata to;
- (b) in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which they are offered to the existing shareholders;
- (c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and
- (d) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or re-classification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

RESOLVED FURTHER THAT these Equity Shares and/or other Securities shall be listed with the stock exchanges, where the existing Equity Shares of the Company are listed and, at the discretion of the Board, at one or more stock exchanges in and outside India.

RESOLVED FURTHER THAT in the event the Securities are issued by a follow-on public offer (“FPO”), the Board be and is hereby authorized on behalf of the Company to make available for allocation a portion of the FPO to anchor investors or to any category (ies) of persons permitted under applicable law, including without limitation, eligible employees and/or shareholders of listed group companies (the “Reservation”) or to provide a discount to the issue price to retail individual bidders or eligible employees (the “Discount”); and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement and any amendments, supplements, notices or corrigenda thereto, seek any consent or approval required or necessary, give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing.

RESOLVED FURTHER THAT the Board is hereby authorized to make any alteration, addition or variation in relation to the Follow-on Public Offer, in consultation with the lead managers, or SEBI or such other authorities as may be required and without prejudice to the generality of the aforesaid, decide the exact issue structure and the exact component of the issue structure;

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue, transfer or allotment of Securities, the Board is hereby severally authorized to take all the necessary steps, including preparation of the offer document for the issue, filing of the offer document with SEBI, ROC, Stock Exchanges, appointment of various intermediaries, determination of the terms of the issue, including the class of investors to whom the Securities are to be issued and allotted, the number of Securities to be issued in each tranche, issue opening and closing dates, issue price, premium/discount to the then prevailing market price, amount of issue, discount to issue price to a class of investors (including such as retail public, employees and existing shareholders), flexibility of part payment at the time of application by a class of investors (such as retail public, employees and existing

shareholders) including through Application Supported by Blocked Amount (“ASBA”) and payment of balance amount on allotment of Securities, exercise of a green-shoe option if any, listing on one or more stock exchanges in India as the Board deems fit and to do all such acts, deeds, matters and things and execute such deeds, documents and agreements, including executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s), including but not limited to draft red herring prospectus, red herring prospectus, prospectus and/or offer documents and agreements including filing of registration statements, prospectus and other documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Equity Shares pursuant to the Follow-on Public Offer and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, appointment of intermediaries, as it may, in its absolute discretion, deem necessary, proper or desirable, and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise in regard to FPO, and the transfer, allotment and utilization of the issue proceeds, and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, as it may in its absolute discretion, deem fit and proper in the best interests of the Company, without requiring any further approval of the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to open one or more bank accounts in the name of the Company in Indian currency or foreign currency (ies) with such bank or banks in India as may be required in connection with the aforesaid issue, subject to requisite approvals from Reserve Bank of India, if any, and the director or directors of the Company or other officer or officers of the Company authorized by the Board be and is or are hereby authorized to sign and execute the application form and other documents required for opening the account, to operate the said account, and to give such instructions including closure thereof as may be required and deemed appropriate by these signatories, and that the said bank/s be and is/are hereby authorized to honor all cheques and other negotiable instruments drawn, accepted or endorsed and instructions given by the aforesaid signatories on behalf of the Company.

RESOLVED FURTHER THAT the common seal of the Company, if required to be affixed in India on any agreement, undertaking, deed or any other document, the same is to be affixed in the presence of anyone or more of the directors of the company or anyone or more of the officers of the company as may be authorized by the Board in accordance with the Articles of the Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do such acts, deeds and things as the Board in its absolute discretion deems necessary or desirable in connection with the issue of the Securities, including, without limitation, the following:

- i finalization of the allotment of the Securities on the basis of the bids/applications received;
- ii finalization of and arrangement for the submission of the preliminary and final offer document(s)/ prospectus and any amendments supplements thereto, with any applicable statutory and/or regulatory authorities, institutions or bodies, as may be required;
- iii approval of the preliminary and final offer document (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalized in consultation with the lead manager(s)/ underwriter(s)/advisor(s), in accordance with all applicable statutory and/or regulatory requirements;
- iv. finalization of the basis of allotment in the event of over-subscription;

- v. acceptance and appropriation of the proceeds of the issue of the Securities;
- vi. authorization of the maintenance of a register of holders of the Securities;
- vii. authorization of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorneys, to do such acts, deeds and things as authorized person in its absolute discretion may deem necessary or desirable in connection with the issue and allotment of the Securities;
- viii. seeking, if required, the consent of the Company's lenders, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India, and any other consents that may be required in connection with the issue and allotment of the Securities;
- ix. seeking the listing of the Securities on any stock exchange, submitting the listing application to such stock exchange and taking all actions that may be necessary in connection with obtaining such listing;
- x. giving or authorizing the giving by concerned persons of such declarations, affidavits, certificates, consents and authorities as may be required from time to time; and
- xi. deciding the pricing and terms of the Securities, and all other related matters,

RESOLVED FURTHER THAT the acts, deeds and things already done by the Board or any designated officer of the Company in this regard be and are hereby conformed, approved and ratified.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares pursuant to the Follow-on Public Offer, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Equity Shares on one or more stock exchanges in India or abroad.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers herein conferred to any Committee including the FPO Committee or any one or more executives of the Company;

RESOLVED FURTHER THAT Mr. Shailendra Apte, Chief Financial Officer, Mr. Alpesh Shah, Company Secretary, and Mr. Ajay Sharma, Senior Vice President be severally authorized to execute and sign the documents including consent letters, powers of attorney, certificates etc., as may be required in connection with the above.

RESOLVED FURTHER THAT Company Secretary shall be appointed as the Compliance Officer in accordance with Regulation 63 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, who shall be responsible for monitoring the compliance of the securities laws (the SEBI Act, 1992 the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the rules and regulations made thereunder and the regulations, general or special orders, guidelines or circulars made or issued by the SEBI) and for redressal of investors' grievances.

RESOLVED FURTHER THAT any of the Directors and the Company Secretary and Compliance Officer be and are hereby severally authorised to issue certified true copies of these resolutions to various authorities.

RESOLVED FURTHER THAT any director or directors of the Company or any other officer or officers of the Company as may be authorized by the Board, be and is or are hereby authorized to sign, execute and issue consolidated receipt/s for the Securities, listing, application, various agreements (including but limited to subscription agreement, depository agreement, trustee agreement), undertaking, deeds, declarations and all other documents and to do all such things, deeds and acts and to comply with all the formalities as may, in the opinion of such authorized person, be required in connection with or incidental to the aforesaid offering of Securities, including post Issue formalities.

RESOLVED FURTHER THAT all or any of the powers conferred on the Company and the Board vide this resolution may be exercised by the Board or by any Committee of the Board thereof or by any one or more Directors of

the Company with power to delegate to any Officer(s) of the Company, as the Board may in its absolute discretion decide in this behalf.”

7. TO INCREASE THE AUTHORISED SHARE CAPITAL

To consider and if thought fit, to pass with or without modification(s) the following resolutions as **Ordinary resolutions**:

“**RESOLVED THAT** pursuant to Sections 61(1)(a) of the Companies Act, 2013, and the relevant rules formed thereunder and in accordance with the provisions of the Articles of Association of the Company, the authorised share capital of the Company be and is hereby increased from ₹ 42,00,00,000 divided into 42,00,00,000 equity shares of ₹ 1/- each, to ₹ 75,00,00,000/- divided into 75,00,00,000 equity shares of ₹ 1/- each, by creating 33,00,00,000 equity shares of ₹ 1/- each.

RESOLVED FURTHER THAT the new equity shares shall rank pari passu with the existing shares.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate.”

8. TO AMEND THE MEMORANDUM OF ASSOCIATION

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special resolution**:

“**RESOLVED THAT** in order to reflect the increase in authorised share capital of the Company, and in order to conform to the requirements of the Companies Act, 2013, the consent of the Board is hereby accorded to amend the existing Clause V (a) of Memorandum of Association of the Company with the following:

- V. The Authorised Share Capital of the Company is ₹ 75,00,00,000 (Rupees Seventy Five Crores) divided into 75,00,00,000 equity shares of ₹ 1/- (Rupee One only) each, with the rights, privilege and condition attaching thereto as are provided in the Articles of Association of the Company with the power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or condition as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 or provided in the Articles of Association of the Company for the time being”.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate.”

9. TO ENTER INTO RELATED PARTY TRANSACTION

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meeting of Board & its Powers) Rules 2014 including any modification or amendments or clarifications thereon, If any, and revised Clause 49-VII of the Listing Agreement, and subsequent modification /amendments thereof, if any, the approval of the Company be and is hereby accorded to the Board of Directors to enter into contracts/ arrangements/ transactions with the related parties viz. subsidiaries/ step-down subsidiaries/ associate Companies/ joint ventures of the Company (whether wholly owned or otherwise), and whether in existence or will come into existence in future as per the business requirements, from the financial year 2014-2015 and onward, upto the maximum amounts as appended below against each nature or class of contract / arrangement.

To make investment in Subsidiaries step-down subsidiaries associates/ joint ventures.	To provide/ avail guarantees to/ from the lender's/ subsidiary's step-down subsidiaries, associates/ joint ventures.	To provide/ avail securities to/ from the lenders/ subsidiaries, step-down subsidiaries, associates/ joint ventures.	To provide / avail loan/ ICD from/ to subsidiaries, step-down subsidiaries, associates/ joint ventures	To allow the subsidiaries, step-down subsidiaries, associates / joint ventures to avail Bank guarantee out of the limits sanctioned to the company on cost to cost basis.
₹ 1000 Crs	₹ 1000 Crs	₹ 1000 Crs	₹ 1000 Crs	₹ 1000 Crs

The above limits are interchangeable i.e. the overall limit is ₹ 1000 Crores per subsidiary/step down subsidiary / joint venture(s)/ associate company (ies)/body corporate(s).

RESOLVED FURTHER THAT the Board of Directors be and hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution and to do all such acts , deeds , things as may be necessary or in its absolute discretion deem necessary , proper, desirable and to finalize any documents and writings related thereto.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.”

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), in regard to the special business as set out in Item Nos. 5 to 9 above and the relevant details of the Directors seeking re-appointment/appointment under Item Nos. 2, 3 & 5 above as required by Clause 49 of the Listing Agreements entered into with the Stock Exchanges, are annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organisation.

Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting (AGM) are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote in their behalf at the Meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

5. The Register of Members and the Transfer Books of the Company will remain closed from 23rd October 2015 to 29th October 2015, both days inclusive.
6. Pursuant to Section 205A of the Companies Act, 1956, all unclaimed /unpaid dividends upto the Financial year end 1996 have been transferred to the General Revenue Account of the Central Government, Shareholders who have not yet encashed their dividend warrant(s) for the said period, are requested to forward their claims in prescribed form II to The Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978 to
Office of Registrar of Companies,
Central Government Office Bldg.,
“A Wing, 2nd Floor, Next to Reserve Bank of India,
CBD, Belapur- 400 614.

Consequent to amendment to Section 205A of the Companies Act the amount of dividends, remaining unpaid or unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account of the Company were transferred to Investor Education and Protection Fund (the Fund) set up by the Government of India and no payments shall be made in respect of any such claims by the IEPF.

Accordingly, the Company has transferred to the IEPF all unclaimed/unpaid dividends in respect of the Financial years 1995-96 to 2006-07. Members, who have not yet encashed their dividend warrant for the financial year ended 2008 onwards, are requested to make their claims to the Company accordingly, without any delay.

7. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Link Intime India Pvt. Ltd. to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Company's Registrar & Transfer Agents.
8. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Link Intime India Pvt. Ltd. for assistance in this regard.
9. The Notice of the AGM along with the Annual Report 2014-15 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
10. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Link Intime India Pvt. Ltd. / Depositories.
11. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically through the e-voting services provided by Central Depository Services (India) Limited (CDSL), on all resolutions set forth in this Notice.
12. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

13. **Process for Members opting for Voting through electronic means:**

- (i) The e-voting period commences on 26th October, 2015 (9:00 am) and ends on 28th October, 2015 (5:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd October, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on 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 DP ID 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on address sticker.
Date of Birth (DOB)	Enter the date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank details in order to login If 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 <CENTRUM CAPITAL LIMITED > 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 format 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.

Further Instructions:

- i. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently. (Note: e-Voting shall not be allowed beyond the said time.)
- ii. The voting rights of shareholders shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 22nd October, 2015 as per the Register of Members/Statements of beneficial ownership maintained by the Depositories, i.e. NSDL and CDSL.
- iii. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads Section of www.evotingindia.com.
- iv. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. 22nd October may obtain the login ID and password by sending a request at rnt.helpdesk@linkintime.co.in. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.cdsl.com.
- v. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

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- vi. Mr. R. S. Bajaj of M/s. R. S. Bajaj & Co (Membership No.3370), Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- vii. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- viii. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- ix. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.centrum.co.in and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
- x. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Corporate Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

By Order of the Board of Directors,

sd/-

Alpesh Shah

Company Secretary

Mumbai: 29th August 2015.

(CIN : L65990MH1977PLC019986)

Registered Office: Bombay Mutual Building,

2nd Floor, Dr D.N. Road, Fort, Mumbai-400001.

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

Phone: 022 4215 9000, Fax: 022 4215 9833

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 5 to 9 of the accompanying Notice dated 29th August 2015:

Item No. 5.

Mr. Manish Kumar Verma was appointed as an Additional Director of the Company with effect from 29th August, 2015. A Notice under the provisions of the Section 160 of the Act along with the deposit of requisite amount has been received from a member signifying his intention to propose the candidature of Mr. Manish Kumar Verma, as Director of the Company. In terms of Section 149 of the Act, an Independent Director can hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Mr. Manish Kumar Verma has given declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act as well as Clause 49 of the Listing Agreement. The subject of appointment Mr. Manish Kumar Verma as an Independent Director was placed before the Nomination & Remuneration Committee, which recommended his appointment for five years with effect from 29th August, 2015 upto 28th August, 2020. In the opinion of the Board, Mr. Manish Kumar Verma fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as an Independent Director. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Manish Kumar Verma as Independent Director is now being placed before the members for their approval. The terms and conditions of appointment of Independent Directors shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company. The Directors recommend the aforesaid resolution for the approval of the members.

Except Mr. Manish Kumar Verma, none of the Promoters, Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the said Resolution.

Item No. 6.

The Company would like to take advantage of the present conducive business environment to grow its business both organically and inorganically. The Company is proposing fund raising to augment the Company's capital base and financial position. The funds are proposed to be utilized towards the growth of the business, including towards repayment of borrowings and other general corporate purposes from time to time. Thus the Company proposes to offer, issue and allot, in one or more tranches, Securities, through one or more offering(s), including through Further Public Offering ("FPO") and/or Qualified Institutional Placement ("QIP"), to Qualified Institutional Buyers ("QIBs") and/or other persons for an amount not exceeding ₹ 500 crore (Rupees Five Hundred Crores only) on such terms and conditions and price as may be determined by the Board. No change in control of the Company or its management is intended or expected pursuant to the FPO or QIP.

The Special Resolution also seeks to empower the Board of Directors to undertake a QIP with QIBs as defined under Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2009 ("SEBI ICDR Regulations"). The Board of Directors, may at their discretion, adopt the mechanism as prescribed under Chapter VIII of the SEBI ICDR Regulations in order to issue further Securities without the need for fresh approval from the Shareholders. The pricing of the Securities to be issued to QIBs pursuant to Chapter VIII of the SEBI ICDR Regulations shall be freely determined subject to such price not being less than the price calculated in accordance with the formula specified under the SEBI ICDR Regulations. Further, SEBI ICDR Regulations now permits its issuer companies to offer a maximum discount of 5% to the Floor Price determined in accordance with the SEBI ICDR Regulations. The

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Board may, at its absolute discretion, decide the pricing for the Securities to be offered, issued and allotted in the QIP.

The proposed public issue of capital is subject to approvals, consents and permissions as might be required from the regulatory authorities, and under the applicable SEBI ICDR Regulations and any other governmental / regulatory approvals as may be required in this regard.

Section 62(1)(c) of the Companies Act, 2013 provides, inter alia, that where it is proposed to increase the subscribed share capital of the Company by the issue of further Securities, such further Securities shall be offered to the persons who at the date of the offer are holders of equity shares of the Company, in proportion to the capital paid up on those shares as of that date unless Shareholders decide otherwise by way of passing Special Resolution at the General Meeting of the Shareholders.

The Special Resolution will be an enabling resolution authorizing the Board to decide as and when it thinks it is appropriate to proceed with the offering.

The Board of Directors recommend passing of the Special Resolution as contained in the Notice.

Additionally, to the extent the above requires amendments to be made in terms of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force, the "Companies Act, 2013"), the SEBI ICDR Regulations, any other law or if recommended by various advisors to the Company in connection with the FPO/ QIP / Private Placement, the board of directors will make necessary amendments.

None of the Directors or Key Managerial Personnel and /or their relatives, are in any way, financial or otherwise, interested or concerned in this resolution, except to the extent of their shareholding in the Company

Item No. 7

It has become essential to increase the present Authorised Share Capital to give effect to the proposal for further issue of the securities for future fund raising plans of the Company, as recommended by the Board of Directors at their meeting held on 29th August, 2015.

None of the Directors or Key Managerial Personnel and /or their relatives, are in any way, financial or otherwise, interested or concerned in this resolution, except to the extent of their shareholding in the Company

Your Directors recommend the above Resolution for your approval.

Item No. 8

In view of increase in the Authorised Share Capital from ₹ 42,00,00,000/- (Rupees Forty Two Crores) divided into 42,00,00,000 (Forty Two Crores) Equity Shares of ₹ 1/- (Rupee One) each to ₹ 75,00,00,000/- (Rupees Seventy Five Crores) divided into 75,00,00,000 (Seventy Five Crore) equity shares of ₹ 1/- (Rupee One) each , the present Clause V of the Memorandum of Association of the Company needs to reflect the increase in Authorised Share Capital .

A copy of the existing Memorandum and Articles of Association as well as the form of the amended Memorandum and Articles of Association of the Company is available for inspection by members at the Registered Office of the Company during working hours on any working day.

As per the provisions of Section 13 of the Companies Act, 2013 along with other applicable provisions, if any, a prior approval of the members is required to amend the Capital Clause in the Memorandum of Association of the Company.

None of the Directors or Key Managerial Personnel and /or their relatives, are in any way, financial or otherwise, interested or concerned in this resolution, except to the extent of their shareholding in the Company

The Directors recommend the above Resolution for your approval.

Item No 9.

As per Section 188 of the Companies Act read with the Rules framed thereunder, the Company is required to obtain the approval of the members by way of a Special Resolution if the Company having a paid up share capital of Ten Crores or more enter into a contract or arrangement as mentioned in Rules 15(3)(ii) with related party .

Further as per explanation to the above rule in case of wholly owned subsidiary, the special resolution passed by the holding company shall be sufficient for the purpose of entering into transaction between wholly owned Subsidiary and Holding Company.

Following are the details of the type of class of contract and arrangements the Company may enter into from time to time.

Sr. No.	Particulars/ Types of Contract/ Arrangement	To Make Investment in Subsidiaries step-down subsidiaries, Associates/ Joint Ventures	To Provide/ avail Guarantee to/ from the Lenders/ Subsidiaries step-down subsidiaries, Associates/ Joint Ventures	To Provide/ avail securities to/ from the Lenders/ Subsidiaries, step-down subsidiaries, Associates/ Joint Ventures	To Provide / avail Loan/ ICD from/ to subsidiaries, step-down subsidiaries, Associates/ Joint Ventures	To allow the subsidiaries, step-down subsidiaries, Associates/ Joint Ventures to avail Bank Guarantee out of the limits sanctioned to the Company on cost to cost basis.
1	Name of the related party and nature of the relationship	Subsidiaries / Step Down subsidiary/ Joint Venture / Associates incorporated/ to be incorporated, From time to time as per regulatory requirement / strategic business decision. List of existing Subsidiaries / Step Down subsidiary/ Joint Venture / Associates is given in Annexure.	Subsidiaries /Step Down subsidiary/ Joint Venture / Associates incorporated/ to be incorporated, from time to time as per regulatory requirement / strategic business decision. List of existing Subsidiaries / Step Down subsidiary/ Joint Venture / Associates is given in Annexure.	Subsidiaries /Step Down subsidiary/ Joint Venture / Associates incorporated/ to be incorporated, from time to time as per regulatory requirement / strategic business decision. List of existing Subsidiaries / Step Down subsidiary/ Joint Venture / Associates is given in Annexure.	Subsidiaries / Step Down subsidiary/ Joint Venture /Associates incorporated/ to be incorporated, from time to time as per regulatory requirement / strategic business decision. List of existing Subsidiaries / Step Down subsidiary/ Joint Venture / Associates is given in Annexure.	Subsidiaries /Step Down subsidiary/ Joint Venture /Associates incorporated/ to be incorporated, from time to time as per regulatory requirement / strategic business decision. List of existing Subsidiaries / Step Down subsidiary/ Joint Venture / Associates is given in Annexure.

2	Nature, duration of the contract and particulars of the contract or arrangement	Long term Investment, permanent and depending upon future growth and expansion plans.	To Provide/ avail Corporate Guarantee to/ from Lenders of Subsidiaries for company's as well as subsidiaries continues funding and expansion Programs	To Create mortgage, hypothecate, pledge, charge any of its movable properties including securities issued / to be issued and / or immovable properties in favour of lenders of the Subsidiaries/ holding company for loan availed by them for their continuous short term funding as well as expansion plans.	Unsecured interest free loan to be repayable on demand.	To utilize the Bank guarantees facility from time to time by the subsidiary for various business purpose in the form and manner required for submission to the various government authorities, lenders, vendors, etc, from such subsidiaries. Usually, the Bank guarantee is provided for the period required by the various government authorities, lenders, vendors, etc, in relation to the project implemented by such subsidiaries.
3	Value of contract or arrangement	As mentioned in the resolution against each type and class of Contract Arrangement and upon long term Investment requirement.	As mentioned in the resolution against each type and class of Contract Depending/ arrangement and upon short as well long term funding/ Investment requirement.	As mentioned in the resolution against each type and class of Contract Depending /arrangement and upon short term funding and long term Investment requirement.	As mentioned in the resolution against each type and class of Contract Depending/ arrangement and short term funding requirement and upon long term Investment requirement.	As mentioned in the resolution against each type and class of Contract Arrangement and depending upon short term funding and long term Investment requirement.

4	Material terms of contract or arrangement including the value, if any	Investment will be on long term and price will be based on valuation certificate obtained by the valuer.	To enable the Company as well its subsidiaries/ holding Company to avail the loan, it is intended to provide Corporate Guarantee to the extent of the loan to be availed by the company as well its Subsidiaries/ Generally the terms of the loan contains the provision that the Company cannot charge commission from its subsidiary/ Holding Company for providing Corporate guarantee. Further the Company needs to comply with such terms & condition as may be stipulated by the lenders of such subsidiaries/ Holding company from time to time. It may also b noted that giving of such guarantees to the lenders of Subsidiary/ holding company do not result into any conflict of interest.	To enable the company as well its Subsidiaries/ holding company to avail the loan, it is intended to mortgage , hypothecate, pledge and/or charge any of its movable properties including securities issued/ to be issued and / or immovable properties to the extent of loan i.e not more than value mentioned in the resolution to be availed by such subsidiaries together. Generally the terms of the loan contains the provision that the Company cannot charge any commission from its Subsidiaries/ holding Company for creating mortgage, hypothecate, pledge and or charge any of its movable properties including securities issued / to be issued and/ or immovable properties in favour of the lenders of such subsidiaries /Holding Company. Further the Company needs to comply with such other terms and condition as may be stipulated by the Lenders of such subsidiaries / holding Company from time to time. It may also be noted that providing such securities to the lenders of the Subsidiaries / holding company do not result in any conflict of interest.	As unsecured loan are extended by the company to meet the working capital requirements of the subsidiaries and vice versa, generally the Company charge interest on such loan as may be permitted by the lenders of the Subsidiaries, if any. It may also be noted that giving such loans to the subsidiaries do not result in any conflict of interest.	To utilize the Bank Guarantee facility to the extent required by such subsidiaries and vice versa. Generally As per the terms of the facilities, the Company cannot charge any commission, Bank Charges, & Margin Money from its Subsidiaries for the facility availed by Subsidiaries which are recoverable from Subsidiaries on cost to cost basis. Further the Company needs to comply with such other terms and condition as may be stipulated by the Lenders of such subsidiaries / holding company from time to time. It may also be noted that allowing subsidiaries/ holding and vice versa to utilize such Bank Guarantees limits do not result in any conflict of interest.
5	Advance paid or received for the contract or arrangement, If any.	No	No	No	No	No
6	Any other information relevant or important for the Board/ members to take decision on the proposed transaction.	All Relevant information are considered.	All Relevant information are considered.	All Relevant information are considered.	All Relevant information are considered.	All Relevant information are considered.

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The Audit committee and the Board of the Directors of the Company have considered these proposed Contract/ arrangement and limits at their meeting held on 29th August 2015 and have approved the proposed contract/ arrangement with the Related Party(ies) (i.e. Subsidiaries/ Step Down Subsidiaries/ Associates/ Joint Ventures as per Annexure) and have also decided to seek approval of shareholders by way of special resolution pursuant to Section 188 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and Clause 49 of the Listing Agreement.

Members are hereby informed that pursuant to second proviso of Section 188 of the Companies Act 2013, no Member of the company shall vote on special resolution to approve any contract or arrangement which may be entered into by the Company, if such member is a related party

The Board recommends the Resolution at Item No.9 of the accompanying Notice for approval by the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company , save as except to the extent of their shareholding interest in the respective company, or of their respective relatives are concerned or interested in the passing of the Resolution at Item No. 9 of the accompanying Notice.

Annexure of Subsidiaries/ Step down Subsidiaries/Joint Venture/Associates.

List of Existing Subsidiaries/ Step down Subsidiaries/ Joint Ventures/Associates.

- 1) Centrum Retail Services Limited.
- 2) CentrumDirect Limited.
- 3) Centrum Financial Services Limited.
- 4) Centrum Wealth Management Limited.
- 5) Centrum Broking Limited.
- 6) Club7 Holidays Limited.
- 7) Centrum Capital Holding LLC.
- 8) Centrum Securities LLC
- 9) Centrum Defence Systems Limited.
- 10) Centrum Infrastructure Advisory Limited.
- 11) Commonwealth Centrum Advisors Limited.
- 12) Centrum Securities Private Limited.
- 13) Essel Centrum Holding Limited.
- 14) BCB Finance Limited.
- 15) Acorn Fund Consultants Private Limited.

By Order of the Board of Directors,

sd/-

Alpesh Shah

Company Secretary

Mumbai: 29th August 2015.

(CIN : L65990MH1977PLC019986)

Registered Office: Bombay Mutual Building,

2nd Floor, Dr D.N. Road, Fort, Mumbai-400001.

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

Phone: 022 4215 9000, Fax: 022 4215 9833

**DETAILS OF DIRECTORS SEEKING APPOINTMENT OR
RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING**

(Pursuant to Clause 49 of the Listing Agreement)

Sr. No.	Name of Appointee, Date of Birth, Qualifications and Nationality	Experience	Directorship(s) held in other Public Companies#	Committee positions held in other Public Companies*	Number of shares held in the Company
1	Mr. Rishad Byramjee 34 Years, B.Com., Masters Degree in Logistic & Supply Chain Management INDIAN	Mr. Rishad Byramjee is a shipping and stevedoring businessman. He is involved hands-on in the daily activities of Casby Logistics Pvt. Ltd. for the past 13 years. Mr. Byramjee has been with Casby Logistics Pvt. Ltd. for the past 13 years and has been actively involved with the Company's operations. He spear-heads all new logistics ventures for the organization alongwith looking after the day-to-day operations of all existing businesses.	<ul style="list-style-type: none"> ■ Centrum Financial Services Limited ■ Essel Centrum Holdings Limited 	Centrum Financial Services Limited (Member -Audit Committee)	743100
2	Mr. Manmohan Shetty 67 Years B.Com, LLB INDIAN	Mr. Manmohan Shetty is a Founder of Adlab Films Ltd., one of the largest entertainment corporation of India. He is one of the most significant people in Indian Entertainment economy today and is seen as one of the key visionaries in the industry. He was a former chairman of the National Film development Corporation set up by government of India and the former president of Film & Television Producers Guild of India. He has established India's first and World's largest IMAX dome theatre. He has held key position in media & entertainment focused government bodies & Federation.	<ul style="list-style-type: none"> ■ Adlabs Entertainment Limited ■ United Producers Limited. ■ P&M Infrastructure Limited. ■ Thrill Park Limited ■ Walkwater Media Limited ■ Mukta Arts Limited ■ Whistling Woods International Limited. 	Thrill Park Limited. (Member -Audit Committee)	NIL

3.	<p>Manish Kumar Verma 45 Years B.Ec., CAIIB INDIAN</p>	<p>During his career he has held various managerial position in the esteemed organization as below;</p> <p>He was the Joint Managing Director of GSFS Limited, the largest NBFC in the State Government fold with Asset Under Management of more than US \$3.5 billion.</p> <p>He was the Executive Director with Gujarat State Petroleum Corporation Limited, the flagship PSU of the Government of Gujarat.</p> <p>He had worked as Additional Secretary, in charge of Institutional Finance with Government of Gujarat</p> <p>He had served on the Boards of various Government and Joint Venture companies including Alcock Ashdown Limited (a ship building company), Mahindra Gujarat Tractors Limited. Gujarat Housing Board, Gujarat State Warehousing Corporation etc.</p> <p>He had also served for more than 10 years with Reserve bank of India and was working as Deputy General Manager when he resigned to join the Government. He had served in various areas of Central Banking activities including Banking Supervision, Forex Management and Internal Debt Management.</p>	NIL	NIL	NIL
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Directorship held by Directors in other Public Companies do not include Directorships in Foreign Companies, Section 25 Companies and Private Limited Companies.

* Memberships of only the Audit Committees and Shareholder's/Investor's Grievance Committees in other Public Limited Companies have been considered.

CENTRUM CAPITAL LIMITED

CIN : L65990MH1977PLC019986

Registered Office: Bombay Mutual Building, 2nd Floor, Dr D.N. Road, Fort, Mumbai-400001.

Corporate office: "Centrum House", C.S.T. Road, Vidyanagri 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

FORM NO. MGT - 11
PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014.

Name of the Member(s)	
Registered Address	
Email ID	
DP ID Client id/Folio No.	

I/We _____ of _____ being a Member/Members of the above named Company, hereby appoint

1. Name : _____
 Address: _____
 Email ID: _____
 Signature: _____, or failing him/or

2. Name : _____
 Address: _____
 Email ID: _____
 Signature: _____, or failing him/or

3. Name : _____
 Address: _____
 Email ID: _____
 Signature: _____, or failing him/or

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as my/our Proxy to attend and vote (on a Poll) for me/us and on my/our behalf at the 37th Annual General Meeting of the Company, to be held on Thursday, 29th October, 2015 at 5.00 p.m. and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No	Resolution	I/We assent to the resolution (For)*	I /We dissent to the resolution (Against)*
Ordinary Business			
1	To receive, consider and adopt the Audited financial Statements of the Company for the year ended 30th June 2015 including the statement of Profit and Loss for the year ended on that date and the Reports of the Directors and the Auditors thereon.		
2	To appoint a Director in place of Mr. Rishad Byramjee (DIN: 00164123), who retires by rotation and being eligible, offers himself for re-appointment.		
3	To appoint a Director in place of Mr. Manmohan Shetty (DIN: 00013961), who retires by rotation and being eligible, offers himself for re-appointment.		
4	Ratification of appointment of Statutory Auditors:		
Special Business			
5	Appointment of Mr. Manish Kumar Verma (Din: 01804936) as an Independent Director		
6	Further issue of securities		
7	To increase the authorised share capital		
8	To amend the Memorandum of Association		
9	To enter into related party transaction		

Signed this _____ day of _____ 2015.

Signature of the Shareholder: _____

Signature of the Proxy holder(s): _____

Affix
Revenue
Stamp

Notes:

- 1) This Form of the proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2) For the resolution, explanatory statement and notes, please refer to the Notice of the 37th Annual General Meeting.
- 3) A proxy need not be a member of the Company.
- 4) A person can act as a proxy on behalf of the members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carry voting rights.
- 5) If a member holding more than 10% of the total share capital carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other member.
- 6) In case of Joint holder , the vote of the senior who tender as vote , whether in person or by proxy, shall be accepted to the exclusion to the vote of other joint holders .Seniority shall be determined by the order in which the name stand in the register of members.
- 7) * This is optional please put a tick mark (√) in appropriate column against the resolution indicated above. In case of members wishes his/her vote to be used differently , he/she should indicate the number of shares under the columns “For”, “Against” . In case the members leaves the column(s) blank, the proxy will be entitled to vote in the manner he/she thinks appropriate.

CENTRUM CAPITAL LIMITED

CIN : L65990MH1977PLC019986

Registered Office: Bombay Mutual Building, 2nd Floor, Dr D.N. Road, Fort, Mumbai-400001.**Corporate office: "Centrum House", C.S.T. Road, Vidyanagri 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****ATTENDANCE SLIP****THIRTY SEVENTH ANNUAL GENERAL MEETING**

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Joint shareholders may obtain additional Attendance Slip at the venue of the Meeting.

Reference Folio No. /DP ID & Client ID: _____

Number of Shares: _____

Name and Address: _____

I certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the 37th Annual General Meeting of the Company held on Thursday, 29th October, 2015 at 5.00 p.m. at "Centrum House", C.S.T. Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400 098.

Signature of Member/Proxy
(Name in BLOCK letters)

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members/proxy are requested to bring a copy of the Annual Report at the meeting.

