

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 OF POSTAL BALLOT

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) ("the Rules"), Clause 35B of the Listing Agreement with stock exchanges and other applicable laws and regulations that the resolutions appended are proposed to be passed by way of E-voting/Postal Ballot.

The Explanatory Statement pertaining to the Resolutions setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form for your consideration.

In the event the draft resolutions as set out in the notice are assented to by the requisite majority by means of E-voting or Postal Ballot (whichever method the Shareholder opts for), they shall be deemed to have been passed as Special Business at an Extraordinary General Meeting. The date of the announcement of result of Postal Ballot shall be considered as the date of passing of the said resolutions.

The Board of Directors of the Company has appointed M/s. B. K. Pradhan & Associates, Company Secretaries (ACS: 20739 CP: 10179) as the Scrutinizer for conducting the postal ballot and e-voting process thereto in accordance with the provisions of the Companies Act, 2013 and the Rules made thereunder in a fair and transparent manner. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 17.00 Hours (IST) on September 16, 2015 to be eligible to be considered, failing which it will be strictly considered that no reply has been received from Member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means' in this Notice.

The Scrutinizer will submit his report to the Chairman or any Director or Company Secretary of the Company on or before September 18, 2015. The result of postal ballot (including e-voting) shall be declared on or before September 21, 2015 at the Company's corporate office. In addition to the results being communicated to the BSE Limited, it shall also be displayed at the Company's registered office and would also be displayed on the Company's website www.centrum.co.in.

Special Business:

1) Alteration / substitution of Articles of Association 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 Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

2) Appointment of Mr. Rajesh Nanavaty (DIN:00005076) as an Independent Director of the Company.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, as amended from time to time, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Clause 49 of the Listing Agreement and in pursuance of General Circular No. 14/2014 dated June 9, 2014, Mr. Rajesh Nanavaty (DIN: 00005076), a Non-Executive Director of the Company who has submitted a declaration of independence under section 149 (6) of the Companies Act, 2013 and is eligible for appointment, in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Rajesh Nanavaty as a candidate for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of four consecutive years with effect from April 01, 2015 upto March 31, 2019, and whose office shall not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and/ or the Company Secretary, be and are 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”.

3) 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 an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, as amended from time to time, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Clause 49 of the Listing Agreement and in pursuance of General Circular No. 14/2014 dated June 9, 2014, Mr. Ibrahim Belselah (DIN: 01639624), a Non-Executive Director of the Company who has submitted a declaration of independence under section 149 (6) of the Companies Act, 2013 and is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Ibrahim Belselah as a candidate for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of four consecutive years with effect from April 01, 2015 upto March 31, 2019, and whose office shall not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and/ or the Company Secretary, be and are hereby authorized 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”.

4) Appointment of Mr. R.S Reddy (DIN: 02339668) as an Independent Director of the Company.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, as amended from time to time, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Clause 49 of the Listing Agreement and in pursuance of General Circular No. 14/2014 dated June 9, 2014, Mr. R.S Reddy (DIN: 02339668), a Non-Executive Director of the Company who has submitted a declaration of independence under section 149 (6) of

the Companies Act, 2013 and is eligible for appointment , in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. R.S Reddy as a candidate for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of four consecutive years with effect from April 01, 2015 upto March 31, 2019, and whose office shall not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and/ or the Company Secretary, be and are 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”.

5) Appointment of Mr. Subimal Bhattacharjee (DIN: 03505745) as an Independent Director of the Company.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, as amended from time to time, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Clause 49 of the Listing Agreement and in pursuance of General Circular No. 14/2014 dated June 9, 2014, Mr. Subimal Bhattacharjee (DIN: 03505745), a Non-Executive Director of the Company who has submitted a declaration of independence under section 149 (6) of the Companies Act, 2013 and is eligible for appointment , in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Subimal Bhattacharjee as a candidate for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of four consecutive years with effect from April 01, 2015 upto March 31, 2019, and whose office shall not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and/ or the Company Secretary, be and are 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) Appointment of Mr. Subhash Kutte (DIN: 00233322), as an Independent Director of the Company.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Subhash Kutte (DIN: 00233322), who was appointed as an Additional Director of the Company by the Board of Directors with effect from July 6, 2015, in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and the Articles of Association of the Company, in respect of whom the Company has received a 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. Subhash Kutte, 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 July 6, 2015 up to July 5, 2020, and whose office shall not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and/ or the Company Secretary, be and are 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”.

7) Appointment of Mr. Pankaj Thapar (DIN: 01225255) as a Director of the Company.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Pankaj Thapar (DIN: 01225255), who was appointed as an Additional Director of the Company by the Board of Directors with effect from February 13, 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 a 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.”

8) Appointment of Mr. Sanjiv Bhasin (DIN: 00001575) as a Director of the Company.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Sanjiv Bhasin (DIN: 00001575), who was appointed as an Additional Director of the Company by the Board of Directors with effect from July 6, 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 a 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 an Executive Director of the Company”.

9) Appointment of Mr. Sanjiv Bhasin (DIN-00001575) as a Managing Director and CEO 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, 203 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory amendments, modifications or re-enactments thereof for the time being in force) and subject to the approval of the Central Government, and subject to such other requisite approvals, as may be required in this regard, the consent of the Shareholders be and is hereby accorded to the appointment of Mr. Sanjiv Bhasin (DIN: 0001575) as the Managing Director & CEO of the Company for a period of 3 (three) years with effect from July 6, 2015 to July 5, 2018 on the terms and conditions including remuneration and perquisites as set out in the explanatory statement and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “the Board,” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to vary, alter, increase, enhance or widen the scope of remuneration and perquisites, to the extent specified in the applicable provisions of the Act as amended from time to time;

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company may pay to the Managing Director, the remuneration as mentioned in the Letter of Appointment as the minimum remuneration by way of salary subject to compliance of legal provision and subject to receipt of requisite approvals, if any;

RESOLVED FURTHER THAT any of the Directors and the Company Secretary of Company be and are hereby severally authorized to sign and file all the relevant forms with the Registrar of Companies and to intimate the same to all the authorities, wherever necessary, pursuant to the said appointment”.

10) Approval for Investments / Loans / Gurantees/ Securities.

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT subject to Section 186 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014, any amendments/ enactments/ re-enactments thereof as are applicable, and subject to such approvals, consents, sanctions and permission as may be necessary and provision of other applicable laws, consent of the Members be and is hereby accorded to the Board of the Directors of the Company referred to as “The Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any person(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to do the following transactions upto a limit as mentioned in the following table for such investments/ loans/ guarantees, on such terms and conditions as the Board may deem fit and proper notwithstanding that the aggregate of investments and loans so far made or to be made and the guarantees so far given or to be given by the Company and securities so far provided and to be provided, to all persons or bodies corporates along with additional investments, loans, guarantees or securities proposed to made or given or provided by the Company as set out below exceeds the limits specified under section 186(2) of the Act, read with the Rules thereunder.

Sr. No.	Particulars*	Upto a Limit outstanding at any point of time
1.	To give loans to any person or any other body corporate	Rs 1000 Crores
2.	To give gurantees or provide security in connection with a loan(s) to any Body Corporate or person.	Rs 1000 Crores
3.	To acquire by way of subscription, purchase or otherwise in the securities of any other body corporate	Rs 1000 Crores
	Total	Rs 3000 Crores

* *Excluding the loans/gurantees/securities given or provided to wholly owned subsidiaries or joint ventures companies (as the case may be), whether situated in India or abroad and investments made in wholly owned subsidiary, whether situated in India or abroad.*

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned transactions including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer, sale, recall, renewal, divestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits, take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution”.

Registered Office:

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

By order of the Board

For Centrum Capital Limited

Place: Mumbai

Date: July 6, 2015

sd/-

Alpesh Shah

Company Secretary

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business specified above and a brief profile of each of the proposed Directors is annexed.
2. In terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the items of business as set out in the Notice are sought to be passed by E- voting & Postal Ballot.
3. M/s. B. K. Pradhan & Associates, Company Secretaries (ACS: 20739 CP: 10179) has been appointed as Scrutinizer for conducting the E-voting/ Postal Ballot in accordance with the law in a fair and transparent manner.
4. The Company has engaged Central Depository Services (India) Limited (“CDSL”) to offer E-voting facility to all its members to enable them to cast their votes electronically. This notice is being sent to all the members, whose names appear in the Register of Members/Records of Depositories as on the close of working hours on July 31, 2015 i.e. “the cut-off date”. Voting Rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on the cut-off date. E-voting is optional for members. The Postal Ballot Notice is sent electronically to all the shareholders who have registered their email addresses with the Company /Depositories and to other shareholders by Speed Post/ Registered Post / Courier.
5. The Postal Ballot form together with the self-addressed business reply envelope is enclosed for the use of the members. Please read carefully the instructions printed on the enclosed Postal Ballot form before exercising your vote and return the same duly completed, signifying your assent/dissent, in the attached self-addressed business reply envelope, so as to reach the Scrutinizer on or before 17.00 hours on September 16th, 2015. Postal Ballot forms received after this date will be strictly treated as if the reply from the Members has not been received.
6. The shareholders are requested to exercise their voting rights by using the attached original Postal Ballot form only.
7. Members desiring to exercise their vote by using E-voting facility should carefully follow the instructions for E-voting printed in this notice. A Member can log in any number of times till the votes are cast on all the resolutions or till the end of the Voting Period, whichever is earlier.
8. Members have an option to request for physical copy of the Postal Ballot form from the Company’s Registrars and Transfer Agent viz., Link Intime India Pvt Ltd, C-13, Pannalal Silk Mills Compound, L.B S Marg, Bhandup West, Mumbai – 400 078. Request can be sent through an e-mail to jiny.elizabeth@linkintime.co.in by mentioning their Folio / DP Id and Client Id No.
9. The Scrutinizer will submit his report of the votes polled through E-voting/ Postal Ballot, to the Chairman or any Director or Company Secretary. The Chairman will, or in his absence, any Director or the Company Secretary will announce the results of Voting by Postal Ballot on or before September 21st, 2015 and the resolutions will be taken as passed effectively on the date of announcement of the results by the Chairman or any Director or the Company Secretary as the case may be. The Scrutinizer’s decision on the validity of the votes cast through E-voting/Postal Ballot shall be final. The Results of the E-voting/Postal Ballot will be displayed at the Registered Office, displayed on the website of the Company and intimated to the Stock Exchanges on which the shares of the Company are listed.

10. Process for Members opting for Voting through electronic means:

- (i) The voting period begins on Tuesday, August 18, 2015 at 9.00 hours and ends on Wednesday, September 16, 2015 at 17.00 hours. 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 July 31, 2015 may cast their vote electronically. The 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 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.
Dividend Bank Details OR Date of Birth (DOB)	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. <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 these 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.

For Members whose email IDs are not registered with the Company / Depository Participant(s) and who receive the physical Postal Ballot Forms or requested physical Postal Ballot Forms the following instructions may be noted:

- i. Initial password is provided in the enclosed Ballot Form.
- ii. Please follow all steps from Sr. No. B (ii) to Sr. No. B (xii) above, to cast vote.

A. Other 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 31st July 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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) and 110 OF THE COMPANIES ACT, 2013

Item No 1

The existing Articles of Association (“AoA”) of the Company, based on the Companies Act, 1956 are no longer in conformity with the 2013 Act. With the coming into force of 2013 Act, several regulations of AoA require alteration and/or deletion. Given this position, it is considered expedient to adopt a new set of Articles of Association in place of existing AoA.

In terms of Section 14 of 2013 Act, consent of Members by way of a Special Resolution is required for adoption of a new set of Articles of Association. The draft AOA is posted on the website of the Company and is available for inspection by the Members at the registered Office and Corporate Office of the Company on all working days (except Saturday, Sunday and Public Holidays) upto to the closing day of the e-voting/postal ballot at any time between 11.00 hours to 17.00 hours

The Members of the Company can also obtain a copy of the same from the Company's Registered Office.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the said Resolution.

The Directors recommend the aforesaid Resolution for the approval by the Members as Special Resolution.

Item No 2 to 5:

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors which came into effect from April 1, 2014, the Independent Directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation. The term shall be effective prospectively.

Mr. Ibrahim Belselah, Mr. R.S Reddy, Mr. Subimal Bhattacharjee and Mr. Rajesh Nanavaty were appointed as Independent Directors of the Company pursuant to Clause 49 (III) (i) of the listing agreement. The period of office of these Directors was liable to determination by retirement by rotation under the erstwhile applicable provisions of the Companies Act, 1956.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Ibrahim Belselah, Mr. R.S Reddy, Mr. Subimal Bhattacharjee and Mr. Rajesh Nanavaty, being eligible, offer themselves for appointment, and are proposed to be appointed as Independent Directors for the term as stated in the resolutions.

Notice under the provisions of the Section 160 of the Act along with the deposit of requisite amount has been received from members signifying their intention to propose the candidatures of Mr. Ibrahim Belselah, Mr. R.S Reddy, Mr. Subimal Bhattacharjee and Mr. Rajesh Nanavaty, as Director of the Company

The said four directors have given declaration that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, each of these Directors fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder for their appointment as Independent Directors of the Company.

The brief profile of the said four directors is attached to this notice.

Except aforesaid Directors, being the appointees, none of the Promoters, Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the resolutions set out at item nos. 2 to 5.

The Directors recommend the resolutions set out at item no. 2 to 5 for the approval by the Members.

Item no 6:

Mr. Subhash Kutte was appointed as Additional Director of the Company with effect from July 6, 2015. 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 candidatures of Mr. Subhash Kutte, 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. Subhash Kutte 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. Subhash Kutte as Independent Directors was placed before the Nomination & Remuneration Committee, which recommended his appointment for five years from the date of the Board Meeting. In the opinion of the Board Mr. Subhash Kutte fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Directors. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Subhash Kutte 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. Subhash Kutte, none of the Promoters, Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the said Resolution.

The Directors recommend the aforesaid resolution for the approval of the members.

Item no 7.

Mr. Pankaj Thapar was appointed as an Additional Director of the Company on February 13, 2015. As per the provisions of Section 160 of the Companies Act, 2013 Notice has been received from a Member proposing his candidature for appointment as a Director of the Company. Mr. Pankaj Thapar has already filed his consent to Act as a Director with the Company.

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

The Directors recommend the aforesaid resolution for the approval of the members.

Item No 8 & 9:

Mr. Sanjiv Bhasin was appointed as an Additional Director of the Company with effect from July 6, 2015. The Board of Directors, vide its Meeting dated July 6, 2015 also appointed Mr. Sanjiv Bhasin as Managing Director and CEO of the company for a period of three years with effect from July 6, 2015 on the terms and conditions including remuneration as indicated below subject to the approval of the Members, approval of Central Government and such other requisite approval as may be required under legal provision of the Act. Notice under the provision of Section 160 of the Act, along with the requisite deposit has been received from a member signifying its intention to propose the candidature of Mr. Sanjiv Bhasin s a Director of the Company. The main terms and conditions of appointment of Mr. Sanjiv Bhasin are given below:

The material terms of the Appointment letter dated July 6, 2015 referred to in the Resolution at Item No. 9 of the accompanying Notice inter alia are as follows:-

- a) **Remuneration** : Gross remuneration of Rs. 21,66,667/- per month in the scale of Rs. 15,00,000/- to 35,00,000/- per month. The detailed break up is provided below:

Pay Heads	Monthly
Basic	866,667
H.R.A.	541,667
S.A.	632,800
Medical Re-imburement	5,000
Education Allowance	10,000
News Papers, Books & Periodicals	10,000
Sub Total I	2,066,134
Meal Coupons	2,200
L.T.A.	43,333
Sub Total II	45,533
Car Running Expenses	55,000
Sub Total III	55,000
Grand Total	2,166,667

- b) Retirals: Gratuity payable in accordance with the rules governing such payment.
- c) Bonus: He shall entitled to a discretionary bonus, as may be decided by the Board of Directors.
- d) Minimum Remuneration: In the event of loss or inadequacy of profits in any year during the tenure of your office, he shall be paid remuneration as above as minimum remuneration subject to compliance with the legal provisions as may be applicable.
- e) **Other Benefits:**
- i) He will be entitled for two Company cars along with two Drivers for official purpose.
 - ii) The Driver's salary will be reimbursed on Actuals.
 - iii) The Corporate Credit Card will be provided as per the limit set by the Company.
 - iv) The mobile re-imburement will be paid on actuals under the Corporate plan.
 - v) He will be entitled to leave encashment as per the applicable rules of the Company.
 - vi) He will be covered under Medical Insurance as per the Company policy; however the Coverage for dependent family members under Mediclaim policy will be reimbursed to him on Actuals on submission of the documents.
 - f) 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.

The appointment of and remuneration payable to Mr. Sanjiv Bhasin as the Managing Director & CEO of the Company are subject to the approval of the Members in a General Meeting and approval of Central Government under applicable statutory provisions.

None of the Promoters, Director, Key Managerial Personnel of the Company or their relatives excepting Mr. Sanjiv Bhasin himself and his relatives may be deemed to be concerned or interested in the appointment of Mr. Sanjiv Bhasin as the Managing Director & CEO of the Company.

The Directors recommend the resolutions as set out in Item 8 as ordinary resolution and Item 9 as special resolution for the approval of the members.

Item No 10:

As per Section 186 of the Act read with the Rules framed thereunder, the Company is required to obtain the prior approval of its Members by way of a Special Resolution for giving loans, guarantees and making acquisitions by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding 60% (sixty percent) of its paid-up share capital, free reserves and securities premium account or 100% (hundred percent) of its free reserves and securities premium account, whichever is more..

The management of the Company has growth and expansion plans for the future and keeping in mind the same , Company, proposes increased limit for additional loans, guarantee and investment in securities of upto such amount as mentioned in the body of the resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their directorship and shareholding in the bodies corporates in which investments may be made or loans/guarantees may be given or securities may be provided.

The approval of the members is being sought by way of a Special Resolution under Section 186 of the Act read with the Rules made thereunder, to enable the Company to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, or giving loans, or guarantees or providing securities (as specified in the special resolution) exceeding 60% (sixty percent) of its paid-up share capital, free reserves and securities premium account or 100% (hundred) of its free reserves and securities premium account, whichever is more.

Registered Office:

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

Place: Mumbai

Date: July 6, 2015

By order of the Board

For Centrum Capital Limited

sd/-

Alpesh Shah

Company Secretary

PROFILE OF DIRECTORS BEING APPOINTED

As required by Clause 49 of the Listing Agreement, the particulars of Directors who are proposed to be appointed are given below:

Sr No	Name of Appointee, Date of Birth and Qualifications	Experience	Directorships held in other Public Limited Companies#	Committee Positions held in other Public Companies*	No of shares held in the Company
1	<p>Mr. Rajesh Nanavaty</p> <p>19/08/1949</p> <p>B.sc, B.E</p> <p>Nationality: Indian</p>	<p>Mr. Rajesh Nanavaty is the Director of V K Nanavaty Share & Stock Brokers Pvt. Ltd., a member of the Bombay Stock Exchange (BSE).</p> <p>He graduated with a Science degree from the University of Mumbai and went on to get a degree in Chemical Engineering from USA. After returning to India in 1972, he joined a public limited company, The Dharamsi Morarji Chemical Co. Ltd., a pioneer in the manufacture of Phosphatic fertiliser, Sulphuric acid and Alum. He set up their Project Department to supply technical know-how as well as for taking up turnkey projects for the manufacture of the abovementioned products. He was also involved in setting up projects in the Middle East and East African countries.</p> <p>Subsequently, he did a course in Corporate Planning from the Indian Institute of Management (IIM), Ahmedabad.</p> <p>During this time, he also became the Director of Jasmine Investments Ltd., a public limited investment company listed on the BSE.</p> <p>In 1992, he joined his 70-year old, proprietary family business of stock broking and eventually formed the current private limited company in 1997.</p>	<p>1. Centrum Broking Limited</p> <p>2. CentrumDirect Limited</p>	<p>1. Centrum Broking Limited (Member in Audit Committee),</p> <p>2. Centrum Direct Limited (Member in Audit Committee)</p>	3000

Sr No	Name of Appointee, Date of Birth and Qualifications	Experience	Directorships held in other Public Limited Companies#	Committee Positions held in other Public Companies*	No of shares held in the Company
2	<p>Mr. Ibrahim Belseleh</p> <p>31/10/1960</p> <p>B.E, MBA</p> <p>Nationality: U.A.E</p>	<p>Mr. Belseleh, has over 22 years of experience in Middle Eastern and international thought programs with a keen interest in entrepreneurial start-ups and consultancy across vertical industry sectors to build brand and increase return on investment.</p> <p>He is a UAE national and Chairman of DIFC Investments LLC and Dubai Autodrome. He led the issuance of UAE's first-ever Government Bond that set the platform for Dubai's development in the capital market and that was oversubscribed 1.5 times. Mr. Belseleh was a lead Counsel for Government of U.A.E. for the 'Annual Meetings of the World Bank Group and the International Monetary Fund'.</p>	Nil	Nil	Nil
3	<p>Mr. R.S Reddy</p> <p>15/08/1950</p> <p>M.Sc.(Ag.), CAIIB</p> <p>Nationality: Indian</p>	<p>Mr. R. S. Reddy was the Ex-Chairman & Managing Director of Andhra Bank. He has over 35 years of experience in the Banking Sector. He has varied exposure in rural and small & medium enterprises lending, NRI business, and Foreign Exchange and Cross-country products.</p>	<p>1. Lanco Kondapalli Power Limited</p> <p>2. IL&FS Infra Asset Management Limited</p> <p>3. GVPR Engineers Limited</p> <p>4.GMR Hotels and Resorts Limited</p> <p>5. GMR Aero Technic Limited</p> <p>6.GMR Aerospace Engineering Limited</p>	Nil	Nil

Sr No	Name of Appointee, Date of Birth and Qualifications	Experience	Directorships held in other Public Limited Companies#	Committee Positions held in other Public Companies*	No of shares held in the Company
4	<p>Mr. Subimal Bhattacharjee</p> <p>13/12/1972</p> <p>Post graduate degree in mathematics</p> <p>Nationality: Indian</p>	<p>Mr. Subimal Bhattacharjee was Country Head of General Dynamics Corporation India Pvt. Ltd till December 31, 2012 and currently works as a consultant in the areas of cyber security and defence.</p> <p>He brings with him exhaustive experience in defence business planning and strategy. In addition to his work in the defence sector, he is a widely recognized expert on cyber security and critical infrastructure protection. He has also been a member of key governmental advisory panels and industry task forces. He is a well-known columnist and writes and speaks on issues related to security and technology policy issues and has more than 220 published articles and papers on global internet governance and cyber security issues. He is also a globally recognized speaker on cyber security issues. He is also on the Advisory Board of the US renewable company Astonfield.</p>	Nil	Nil	Nil
5	<p>Mr. Subhash Kutte</p> <p>04/11/1952.</p> <p>Bcom</p> <p>Nationality: Indian</p>	<p>Mr. Subhash Kutte had joined Ratnakar Bank in June 1980 and served the bank for thirty-four years, initially in an executive capacity across various departments, including MD & CEO, and in the last four years as its non-executive Chairman. He retired as the Chairman of Ratnakar Bank Ltd. in the year 2014. He is presently working as a “Senior Advisor” for the said Bank.</p> <p>He has an experience of four decades in the field of banking sector</p>	<p>1. Ghatge Patil Industries Ltd.</p> <p>2. Centrum Retail Services Limited</p>	Nil	Nil

Sr No	Name of Appointee, Date of Birth and Qualifications	Experience	Directorships held in other Public Limited Companies#	Committee Positions held in other Public Companies*	No of shares held in the Company
6	<p>Mr. Pankaj Thapar</p> <p>19/01/1962</p> <p>Bcom, MBA</p> <p>Nationality: Indian</p>	<p>Mr. Pankaj Thapar is a Managing Director in the private equity team of Everstone Capital Advisors.</p> <p>Prior to joining Everstone in 2006, He had over 25 years of experience in Corporate Finance, M&A and Capital Markets with large global and Indian companies. He previously worked with Companies like Dentsu, Coca-Cola, ANZ Bank, Citibank and ICICI.</p>	Nil	Nil	Nil
7	<p>Mr. Sanjiv Bhasin</p> <p>07/02/1955</p> <p>MBA (Finance), B.Com (Hons).</p> <p>Nationality: Indian</p>	<p>Mr. Sanjiv Bhasin was the General Manager & Chief Executive Officer of DBS Bank Ltd., India in his last assignment.</p> <p>Before joining DBS Bank, he was the Chief Executive Officer & Managing Director of Rabo India Finance, the Indian subsidiary of Rabo bank Netherland.</p> <p>Prior to heading Rabo India Finance, He was the Chief Operating Officer (COO) of HSBC India. He started his career with HSBC in 1979 and over the years worked in various capacities mainly in the Corporate Banking, Investment Banking and Credit & Risk Management divisions in India.</p> <p>He was seconded to London in the Investment Bank in 1988, from where he returned to head HSBC's Corporate Banking for Western India in 1990. He was made the head of HSBC Group's Investment Bank in India and then given additional charge of Credit & Risk Management and Corporate & Institutional Banking. He became the Chief Executive Officer of HSBC Mauritius in 1999. After a three and a half year stint in Mauritius, he was appointed the Chief Operating Officer (COO) of HSBC India.</p>	Nil	Nil	Nil

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

Statement containing the information as required in accordance with sub clause (iv) of second proviso to Clause (B) of Section II, Part II of the Schedule V of the Companies Act, 2013.

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	<table border="1"> <thead> <tr> <th>Year ended</th> <th>June 2014</th> <th>June 2013</th> <th>June 2012</th> </tr> </thead> <tbody> <tr> <td>Income</td> <td>614,369,259</td> <td>712,044,537</td> <td>602,569,921</td> </tr> <tr> <td>Net Profit(loss)</td> <td>114,051,890</td> <td>137,136,914</td> <td>(97,316,723)</td> </tr> </tbody> </table>	Year ended	June 2014	June 2013	June 2012	Income	614,369,259	712,044,537	602,569,921	Net Profit(loss)	114,051,890	137,136,914	(97,316,723)
Year ended	June 2014	June 2013	June 2012										
Income	614,369,259	712,044,537	602,569,921										
Net Profit(loss)	114,051,890	137,136,914	(97,316,723)										
Export performance and net foreign exchange collaborations.	Rs. 16,488,185												
Foreign investments or collaborators, if any	Commonwealth Centrum Advisors Limited Centrum Capital Holdings LLC												
INFORMATION ABOUT THE APPOINTEE													
Background details.	<p>Mr. Sanjiv Bhasin is an MBA in finance from XLRI Jamshedpur and holds a B.com (Hons) degree from Sriram College of Commerce, New Delhi</p> <p>Mr. Sanjiv Bhasin was the General Manager & Chief Executive Officer of DBS Bank Ltd., India in his last assignment. Before joining DBS Bank, he was the Chief Executive Officer & Managing Director of Rabo India Finance, the Indian subsidiary of Rabo bank Netherland.</p> <p>Prior to heading Rabo India Finance, Mr. Bhasin was the Chief Operating Officer (COO) of HSBC India. He started his career with HSBC in 1979 and over the years worked in various capacities mainly in the Corporate Banking, Investment Banking and Credit & Risk Management divisions in India.</p> <p>Mr. Bhasin was seconded to London in the Investment Bank in 1988, from where he returned to head HSBC's Corporate Banking for Western India in 1990. He was made the head of HSBC Group's Investment Bank in India and then given additional charge of Credit & Risk Management and Corporate & Institutional Banking. He became the Chief Executive Officer of HSBC Mauritius in 1999. After a three and a half year stint in Mauritius, he was appointed the Chief Operating Officer (COO) of HSBC India.</p>												

<p>Past remuneration:</p>	<table border="1"> <thead> <tr> <th data-bbox="660 229 858 271">Year</th> <th data-bbox="858 229 1056 271">FY 2014-15</th> <th data-bbox="1056 229 1254 271">FY 2013-14</th> <th data-bbox="1254 229 1452 271">FY 2012-13</th> </tr> </thead> <tbody> <tr> <td data-bbox="660 271 858 312">Gross Salary</td> <td data-bbox="858 271 1056 312">25,496,206/-</td> <td data-bbox="1056 271 1254 312">47,947,837/-</td> <td data-bbox="1254 271 1452 312">53,210,190</td> </tr> <tr> <td data-bbox="660 312 858 354">Perquisites</td> <td data-bbox="858 312 1056 354">23,485,087/-</td> <td data-bbox="1056 312 1254 354">17,866,918/-</td> <td data-bbox="1254 312 1452 354">69,00,099</td> </tr> <tr> <td data-bbox="660 354 858 395">Total</td> <td data-bbox="858 354 1056 395">48,981,293</td> <td data-bbox="1056 354 1254 395">65,814,755</td> <td data-bbox="1254 354 1452 395">6,0110,289</td> </tr> </tbody> </table>	Year	FY 2014-15	FY 2013-14	FY 2012-13	Gross Salary	25,496,206/-	47,947,837/-	53,210,190	Perquisites	23,485,087/-	17,866,918/-	69,00,099	Total	48,981,293	65,814,755	6,0110,289
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Perquisites	23,485,087/-	17,866,918/-	69,00,099														
Total	48,981,293	65,814,755	6,0110,289														
<p>Recognition or Awards</p>	<p>Mr. Sanjiv Bhasin has a rich experience and has worked in various capacities in the Corporate Banking, Investment Banking and Credit & Risk Management divisions in India & outside India. He was CEO and Managing Director of Rabo India Finance, the Indian subsidiary of Rabo bank Netherland.</p>																
<p>Job profile and his suitability</p>	<p>The Company has envisaged to reap significant benefits from Mr. Sanjiv Bhasin'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. Sanjiv Bhasin contribute productively to the business of the Company. It is also expected that under the guidance and leadership of Mr. Sanjiv Bhasin, the Company will be able to ensure that the Company flourishes thereby the future growth of the Company would be adequately secured.</p>																
<p>Remuneration proposed</p>	<p>The details of Remuneration to be paid are contained in Explanatory Statement annexed to the Notice.</p>																
<p>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)</p>	<p>The proposed remuneration of Mr. Sanjiv Bhasin 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.</p>																
<p>Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.</p>	<p>No pecuniary interest other than by way of salary</p>																
<p>OTHER INFORMATION</p>																	
<p>Reasons of loss or inadequate profits</p>	<p>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.</p>																

<p>Steps taken or proposed to be taken for improvement.</p>	<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
<p>Expected increase in productivity and profits in measurable terms.</p>	<p>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.</p>

Registered Office:

2nd Floor, Bombay Mutual Building,
Dr. D. N. Road, Fort,
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By order of the Board

For Centrum Capital Limited

Place: Mumbai

Date: July 6, 2015

sd/-

Alpesh Shah

Company Secretary