

30<sup>th</sup> October, 2015

**Bombay Stock Exchange Limited**  
 Department of Corporate Service,  
 Phiroze Jeejeebhoy Towers,  
 Dalal Street,  
 Mumbai - 400 001

**Ref: Scrip Code: 501150**

Dear Sir/Madam,

**Sub: Proceedings under Clause 31(d) and results under Clause 35A, of the 37<sup>th</sup> Annual General Meeting of the Company held on 29<sup>th</sup> October 2015.**

With reference to the above captioned subject , we wish to inform that the 37<sup>th</sup> Annual General Meeting of the Company was held at 5.00 pm on Thursday, 29<sup>th</sup> October 2015 at the Corporate office of the Company situated at "Centrum House", C.S.T. Road, Vidyanagri Marg, Kalina, Santacruz (East), Mumbai – 400 098:

Total 72 members (out of which 54 were present in person and 18 through proxies) attended the meeting as per the records of attendance.

The Chairman gave the overview of the Financial Performance of the Company for the financial year ended 30<sup>th</sup> June 2015 and its future outlook.

The Chairman informed the members that pursuant to Section 108 of the Companies Act, 2013 and the Rules framed thereunder and Clause 35B of the Listing Agreement; the Company had provided facility of e-voting / remote e-voting.

The e-voting had commenced at 9.00 am on 26<sup>th</sup> October 2015 and closed at 5.00 PM on 28<sup>th</sup> October 2015.

The Company had appointed M/s R.S Bajaj & Co., Practicing Company Secretary as Scrutinizer for independently conducting and overseeing the voting process in a fair and transparent manner. Based on Scrutinizer's Report all the following resolution have been declared passed with requisite majority.

Item No.	Business in Brief	Type of Resolution
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.	Ordinary
2.	To appoint a Director in place of Mr. Rishad Byramjee (DIN: 00167133) who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary



**Centrum Capital Limited, (CIN No.: L65990MH1977PLC019986)**

**Corporate Office:** Centrum House, CST Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai - 400 098. Tel.: +91 22 4215 9000  
 Fax: +91 22 4215 9533 / 9316 website: www.centrum.co.in **Registered Office:** 2nd Floor, Bombay Mutual Building, Dr. D N Road, Fort, Mumbai - 400 001 Tel: +91 22 2266 2434 Fax: +91 22 2261 1105 email: info@centrum.co.in website: www.centrum.co.in

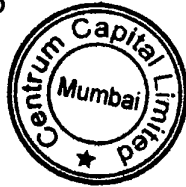
3.	To appoint a Director in place of Mr. Manmohan Shetty (DIN: 00013961), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary
4.	Ratification of appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants, (ICAI Firm Registration No. 103523W), as the Statutory Auditors of the Company	Ordinary
5.	Appointment of Mr. Manish Kumar Verma (DIN: 01804936) as an Independent Director of the Company.	Ordinary
6.	Further Issue of Securities.	Special
7.	To Increase the Authorised Share Capital.	Ordinary
8.	To Amend the Memorandum Of Association.	Special
9.	To enter into Related Party Transactions	Special

Pursuant to the provision of Clause 35A of the Listing Agreement, please find the attached herewith the details of voting results in the prescribed format along with the Scrutinizer's Report.

Kindly acknowledge and take the above on record and oblige.

FOR CENTRUM CAPITAL LIMITED

*A. Shah*  
ALPESH SHAH  
COMPANY SECRETARY



Encl: a/a

**DETAILS OF VOTING RESULTS AT THE AGM AS PER THE FORMAT PRESCRIBED UNDER CLAUSE 35A OF THE LISTING AGREEMENT**

Date of AGM	29 <sup>th</sup> October 2015
Total number of shareholders as on the record date ie. 22 <sup>nd</sup> October 2015	545
No. of shareholders present in the meeting either in person or through proxy	72
Promoter and Promoter Group	3
Public	542
No. of shareholders attended the meeting through Video conferencing	Video Conferencing Facility was not arranged.

The mode of voting on all the resolutions was:

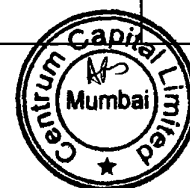
1. e-Voting conducted from 26<sup>th</sup> October, 2015 to 28<sup>th</sup> October 2015;
2. Voting through poll conducted at the Annual General Meeting

**AGENDAWISE DETAILS:**

**(a) Resolution No. 1 as an Ordinary Resolution**

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.

Promoter/ Public	No. of shares held  (1)	No. of votes polled  (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes In favour  (4)	No. of Votes against  (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes Against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	138189000	138189000	100	138189000	Nil	100	Nil
Public – Institutional Holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public- Others	277843740	181219117	65.22	181219117	Nil	100	Nil
Total	416032740	319408117	76.77	319408117	Nil	100	Nil

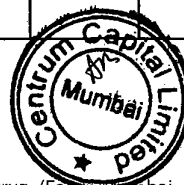


(b) **Resolution No.2** as an Ordinary Resolution to appoint a Director in place of Mr. Rishad Byramjee (DIN: 00164123), who retires by rotation and being eligible, offers himself for re-appointment.

Promoter/ Public	No. of shares held  (1)	No. of votes polled  (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes In favour  (4)	No. of Votes against  (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes Against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	138189000	138189000	100	138189000	Nil	100	Nil
Public – Institutional Holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public- Others	277843740	181219117	65.22	181219117	Nil	100	Nil
Total	416032740	319408117	76.77	319408117	Nil	100	Nil

(c) **Resolution No.3** as an Ordinary Resolution to appoint a Director in place of Mr. Manmohan Shetty (DIN: 00013961), who retires by rotation and being eligible, offers himself for re-appointment.

Promoter/ Public	No. of shares held  (1)	No. of votes polled  (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes In favour  (4)	No. of Votes against  (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes Against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	138189000	138189000	100	138189000	Nil	100	Nil
Public – Institutional Holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public- Others	277843740	181219117	65.22	181219117	Nil	100	Nil
Total	416032740	319408117	76.77	319408117	Nil	100	Nil



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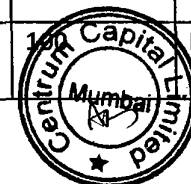
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(d) **Resolution No.4** as an Ordinary Resolution for ratification of appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants, (ICAI Firm Registration No. 103523W), as the Statutory Auditors of the Company.

Promoter/ Public	No. of shares held  (1)	No. of votes polled  (2)	% of Votes Polled on outstanding shares $(3)=[(2)/(1)]*100$	No. of Votes In favour  (4)	No. of Votes against  (5)	% of Votes in favour on votes polled $(6)=[(4)/(2)]*100$	% of Votes Against on votes polled $(7)=[(5)/(2)]*100$
Promoter and Promoter Group	138189000	138189000	100	138189000	Nil	100	Nil
Public – Institutional Holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public- Others	277843740	181219117	65.22	181219117	Nil	100	Nil
<b>Total</b>	<b>416032740</b>	<b>319408117</b>	<b>76.77</b>	<b>319408117</b>	<b>Nil</b>	<b>100</b>	<b>Nil</b>

(e) **Resolution No.5** as an Ordinary Resolution for appointment of Mr. Manish Kumar Verma (DIN: 01804936) as an Independent Director of the Company.

Promoter/ Public	No. of shares held  (1)	No. of votes polled  (2)	% of Votes Polled on outstanding shares $(3)=[(2)/(1)]*100$	No. of Votes In favour  (4)	No. of Votes against  (5)	% of Votes in favour on votes polled $(6)=[(4)/(2)]*100$	% of Votes Against on votes polled $(7)=[(5)/(2)]*100$
Promoter and Promoter Group	138189000	138189000	100	138189000	Nil	100	Nil
Public – Institutional Holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public- Others	277843740	181219117	65.22	181219117	Nil	100	Nil
<b>Total</b>	<b>416032740</b>	<b>319408117</b>	<b>76.77</b>	<b>319408117</b>	<b>Nil</b>	<b>100</b>	<b>Nil</b>

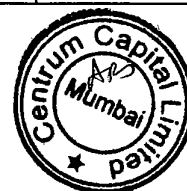


(f) Resolution No. 6 as a Special Resolution for seeking approval for Further Issue of Securities.

Promoter/ Public	No. of shares held  (1)	No. of votes polled  (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes In favour  (4)	No. of Votes against  (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes Against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	138189000	138189000	100	138189000	Nil	100	Nil
Public – Institutional Holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public- Others	277843740	181219117	65.22	181219117	Nil	100	Nil
Total	416032740	319408117	76.77	319408117	Nil	100	Nil

(g) Resolution No. 7 as a Ordinary Resolution for seeking approval to Increase the Authorised Share Capital.

Promoter/ Public	No. of shares held  (1)	No. of votes polled  (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes In favour  (4)	No. of Votes against  (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes Against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	138189000	138189000	100	138189000	Nil	100	Nil
Public – Institutional Holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public- Others	277843740	181219117	65.22	181219117	Nil	100	Nil
Total	416032740	319408117	76.77	319408117	Nil	100	Nil



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(h) Resolution No. 8 as a Special Resolution for seeking approval to Amend the Memorandum of Association.

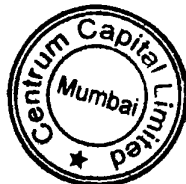
Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes In favour	No. of Votes against	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes Against on votes polled (7)=[(5)/(2)] *100
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	138189000	138189000	100	138189000	Nil	100	Nil
Public – Institutional Holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public- Others	277843740	181219117	65.22	181219117	Nil	100	Nil
Total	416032740	319408117	76.77	319408117	Nil	100	Nil

(i) Resolution No. 9 as a Special Resolution for seeking approval to enter into Related Party Transactions.

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes In favour	No. of Votes against	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes Against on votes polled (7)=[(5)/(2)] *100
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	138189000	138189000	100	Declared "INVALID"			
Public – Institutional Holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public- Others	277843740	181219117	65.22	181219117	Nil	100	Nil
Total	416032740	319408117	76.77	181219117	Nil	100	Nil

FOR CENTRUM CAPITAL LIMITED

*Alpesh*  
ALPESH SHAH  
COMPANY SECRETARY



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# R. S. BAJAJ & CO.

COMPANY SECRETARIES

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October 30,2015

The Chairman,  
37<sup>th</sup> AGM of the Equity Shareholders of  
Centrum Capital Limited  
2nd FLOOR, BOMBAY MUTUAL BUILDING,  
DR. D. N. ROAD, FORT,  
MUMBAI - 400001

Held on 29<sup>th</sup> October 2015 at CENTRUM HOUSE, C.S. T. Road, Vidyanagari Marg, Kalina, Santacruz (East) , Mumbai at 9.00 P.M.

Dear Sir,

**Sub: Scrutinizer's Report on the voting process conducted for the 37th Annual General Meeting of Shareholders of Centrum Capital Limited held on October 29, 2015**

I, R. S. Bajaj, Proprietor M/s. R.S. Bajaj & Co., Practicing Company Secretary, have been appointed by the Board of Directors of Centrum Capital Limited as the Scrutinizer for the remote e-voting process held between 26th October 2015 (9.00 A.M.) to 28th October 2015 (5.00 P.M.) and the Chairman of the 37th Annual General Meeting (AGM) has appointed me as the Scrutinizer for the poll conducted on the resolution(s) contained in the Notice of the 37th Annual General Meeting of the members of the Company held on Thursday, 29th October 2015 at CENTRUM HOUSE, C.S. T. Road, Vidyanagari Marg, Kalina, Santacruz (East) , Mumbai at 5.00 P.M.

The Company had appointed Central Depository Services Limited (CDSL) as the service provider for remote E-Voting to the shareholders from 26th October 2015 (9.00 A.M.) to 28th October 2015 (5.00 P.M.). On completion of e-voting period, in compliance of the provisions of Rule 20 (4) (xii) of the Companies (Management and Administration) Amendment Rules, 2015, I have unblocked the votes on 29<sup>th</sup> October 2015, in the presence of two witnesses.

At the 37<sup>th</sup>AGM of the company held on 29<sup>th</sup> October 2015, the Company has also provided facility for voting by Ballot or polling paper to the members attending the meeting, who have not already cast their vote by remote e-voting. The chairman of the AGM has appointed me as the Scrutinizer for the same. After the time fixed for closing of the poll by the Chairman, the ballot box kept for polling was sealed in my presence with due identification marks placed by us. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and





Transfer Agents of the Company and the authorizations / proxies lodged with the Company. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. A summary of the votes cast by shareholders through e-Voting and Polling at the Annual General Meeting with their pattern of voting is under.

Item No. of Notice	Particulars of Business	Votes in Favour of the resolution		Votes against the resolution		Invalid Votes	
		Nos.	%age	Nos.	%age	Nos.	%age
<b>Resolution No. 1</b> as an Ordinary Resolution	<b>E-VOTING</b>	20025	0.006	0	0.00	0	0.00
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.	<b>POLL</b>	319388092	99.994	0	0.00	0	0.00
	<b>TOTAL</b>	319408117	100.00	0	0.00	0	0.00
<b>Resolution No. 2</b> as an Ordinary Resolution	<b>E-VOTING</b>	20025	0.006	0	0.00	0	0.00
To appoint a Director in place of Mr. Rishad Byramjee (DIN: 00164123), who retires by rotation and being eligible, offers himself for re-appointment.	<b>POLL</b>	319388092	99.994	0	0.00	0	0.00
	<b>TOTAL</b>	319408117	100.00	0	0.00	0	0.00
<b>Resolution No. 3</b> as an Ordinary Resolution	<b>E-VOTING</b>	20025	0.006	0	0.00	0	0.00
To appoint a Director in place of Mr. Manmohan Shetty (DIN: 00013961), who retires by rotation and being eligible, offers himself for re-appointment.	<b>POLL</b>	319388092	99.994	0	0.00	0	0.00
	<b>TOTAL</b>	319408117	100.00	0	0.00	0	0.00
<b>Resolution No. 4</b> as an Ordinary Resolution	<b>E-VOTING</b>	20025	0.006	0	0.00	0	0.00
Ratification of appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants, (ICAI Firm Registration No. 103523W), as the Statutory Auditors of the Company	<b>POLL</b>	319388092	99.994	0	0.00	0	0.00
	<b>TOTAL</b>	319408117	100.00	0	0.00	0	0.00
<b>Resolution No. 5</b> as an Ordinary Resolution	<b>E-VOTING</b>	20025	0.006	0	0.00	0	0.00



Appointment of Mr. Manish Kumar Verma (DIN: 01804936) as an Independent Director of the Company.	POLL	319388092	99.994	0	0.00	0	0.00
	<b>TOTAL</b>	319408117	100.00	0	0.00	0	0.00
<b>Resolution No. 6 as a Special Resolution</b>	<b>E-VOTING</b>	20025	0.006	0	0.00	0	0.00
Further Issue of Securities.	POLL	319388092	99.994	0	0.00	0	0.00
	<b>TOTAL</b>	319408117	100.00	0	0.00	0	0.00
<b>Resolution No. 7 as an Ordinary Resolution</b>	<b>E-VOTING</b>	20025	0.006	0	0.00	0	0.00
To Increase the Authorised Share Capital.	POLL	319388092	99.994	0	0.00	0	0.00
	<b>TOTAL</b>	319408117	100.00	0	0.00	0	0.00
<b>Resolution No. 8 as a Special Resolution</b>	<b>E-VOTING</b>	20025	0.006	0	0.00	0	0.00
To Amend the Memorandum Of Association.	POLL	319388092	99.994	0	0.00	0	0.00
	<b>TOTAL</b>	319408117	100.00	0	0.00	0	0.00
<b>Resolution No. 9 as a Special Resolution</b>	<b>E-VOTING</b>	20025	0.01	0	0.00	0	0.00
To enter into Related Party Transactions.	POLL	181199092	0.01	0	0.00	138189000	100
	<b>TOTAL</b>	181219117	99.99	0	0.00	138189000	100

The results of the voting by members through e-Voting and Polling s at the 37th Annual General Meeting in respect of the above mentioned resolutions may accordingly be declared as passed under e-voting and poll with requisite majority.

The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours sincerely,  
**For R.S. Bajaj & Co.**  
**COMPANY SECRETARIES**



**R. S. BAJAJ**  
**Proprietor**  
**ACS NO. 3370**

