

Centrum Capital Limited

CIN : L65990MH1977PLC019986

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

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

Phone: 022 4215 9000; **Fax:** 022 4215 9833; **Email:** cs@centrum.co.in; **Website:** www.centrum.co.in

POSTAL BALLOT NOTICE

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

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

The Board of Directors, in its meeting held on May 28, 2019, has appointed Mr. Umesh P. Maskeri, Practicing Company Secretary, (COP No. 12704) as Scrutinizer for conducting the Postal Ballot (physical and e-voting) process in a fair and transparent manner.

Members are requested to carefully read the instructions printed on the Postal Ballot Notice/Ballot Form and return the duly completed Ballot Form in the enclosed self-addressed Business Reply Envelope (postage whereof shall be borne and paid by the Company) so as to reach the Scrutinizer on or before 05:00 p.m. on Thursday, July 18, 2019. Ballot Forms, if sent by courier or by registered/speed post or hand delivered at the Corporate Office of the Company (at the expense of the Members) shall also be accepted. Please note that the Ballot Forms received after the said date shall be treated as if reply from the Members have not been received. Members who have not received the Ballot Forms may apply to the Company and obtain a duplicate thereof.

E-voting

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

Members desiring to opt for e-voting are requested to read the information and other instructions relating to e-voting as contained at Sr. No. 10 under 'Notes'. The e-voting period shall commence from Wednesday, June 19, 2019, at 09:00 a.m. and conclude on Thursday, July 18, 2019, at 05:00 p.m. The e-voting facility shall be disabled by CDSL thereafter. Members can opt for only one mode of voting i.e. either voting by Ballot Forms or by e-voting. In case, Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Forms shall be treated as invalid.

The Executive Chairman or any person authorized by him in writing, after receipt of the Report on the scrutiny of the Postal Ballot (physical and e-voting) from the Scrutinizer, shall announce the results of the Postal Ballot on Friday, July 19, 2019. The results so declared along with the Scrutinizer's Report shall be placed on the website of the Company i.e. www.centrum.co.in and CDSL i.e. www.evotingindia.com and shall also be forwarded to the Stock Exchanges on which shares of the Company are listed i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE").

SPECIAL BUSINESS:**Item No. 1 – Approval for Related Party Transaction under Section 188 of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, proposed to be entered with Mr. Amritpal Singh Bindra**

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

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (the “Act”) read with Companies (Meetings of Board and its Powers) Rules, 2014 (the “Rules”) (including any statutory modification(s) or amendment or re-enactment(s) thereof for the time being in force) and subject to applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and subject to requisite approvals including the approval of lenders, if any and all concerned statutory and regulatory authorities and departments, to the extent necessary, and such other approvals, permissions and sanctions as may be required including that of concerned stakeholders as the case may be and subject to the Memorandum and Articles of Association of the Company and also pursuant to the consent of the Audit Committee and the Board of Directors vide resolutions passed in their respective meetings, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter 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 enter into contract(s)/arrangement(s)/agreement (s) with Mr. Amritpal Singh Bindra, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulation for buying in one or more tranches 6.67 % i.e 23,69,207 equity shares of ₹ 10 each of Centrum Retail Services Limited, subsidiary company at a consideration of ₹ 80,04,00,000 on such terms and conditions as may be agreed between the Company and Mr. Amritpal Singh Bindra;

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

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

RESOLVED FURTHER THAT all acts, deeds, matters and things, either verbal or written or otherwise, already done by the Company and / or any of its Directors and/or officers and/or representatives for and in the name of the Company in this regard be and the same are hereby noted, ratified and approved.”

Item No. 2 –Approval for Related Party Transactions proposed to be entered with subsidiaries/step-down subsidiaries/ associate companies of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s) and any amendments/ enactments/ re-enactments thereof as are applicable, and subject to such approvals, consents, sanctions and permissions as may be necessary and provisions of other applicable laws, consent of the Members be and is hereby accorded to the Board of the Directors of the Company (hereinafter 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 enter into contract(s)/arrangement(s)/ transaction(s) or make any modifications to such contracts/ arrangements/transactions as stated herein below with Subsidiaries/

Step-Down Subsidiaries/Joint Ventures/Associates, related parties within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for each Financial year commencing from FY 2019-20, upto the aggregate monetary limits stated herein, that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis, whether or not in the ordinary course of business of the Company;

Name of Related Party	Nature of Relationship	Nature of Transaction	Nature of Transaction/ contractAggregate Limit for each financial year Amount(Rs.)		
Centrum Retail Services Limited	Subsidiary Companies	1. Investment /Disinvestment/ buyback of securities, 2. transfer of assets, leasing, providing/ availing of services,Management service(s), professional services etc allocation of common expenses, reimbursement of expenses 3. Lending/borrowing, providing and receiving corporate guarantees and providing securites for existing/new credit facility (ies) whether availed by the company or it's group companies	₹ 2000 crore		
Centrum Broking Limited					
Centrum Financial Services Limited					
Centrum Microcredit Limited					
Centrum Housing Finance Limited					
Essel - Centrum Holdings Limited					
Centrum International Services PTE Ltd					
Centrum Alternative Investment Managers Limited					
Centrum Capital Advisors Limited					
Centrum Capital International Limited					
Centrum Wealth Management Limited	Step-down Subsidiary Companies		₹ 500 crore		
Centrum Insurance Brokers Limited					
Centrum Investment Advisors Limited					
CCAL Investment Management Limited					
Centrum Alternatives LLP	Associates				₹ 3000 crore
Acorn Fund Consultants Private Limited					
Centrum REMA LLP					

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”.

Item No. 3 – Approval for revision in borrowing powers of the Company

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

“RESOLVED THAT in supersession of the earlier Resolution passed by the Members at their Meeting held on December 30, 2013 and pursuant to the provisions of Section 180 (1)(c) of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, as amended till date and any amendments/ enactments/ re-enactments thereof as are applicable and the Memorandum and Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary and provisions of other applicable laws, consent of the Members be and is hereby accorded to the Board of the Directors of the Company (hereinafter 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 borrow from time to time any sum or sums of moneys(exclusive of interest) on such terms and conditions as may be determined, from anyone or more of the Company’s bankers and/or from anyone or more other banks, persons, firms, companies/bodies corporate,

financial institutions, institutional investors, mutual funds, insurance companies, pension funds and or any entity/entities or authority/authorities, whether in India or abroad, and whether by way of cash credit, advance or deposits, loans or bill discounting, issue of debentures, commercial papers, long/short term loans, suppliers' credit, securitized instruments such as floating rate notes, fixed rate notes, syndicated loans, commercial borrowing from the private sector window of multilateral financial institutions, either in rupees and/or in such other foreign currencies as may be permitted by law from time to time, and/or any other instruments/securities or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets, licences and properties, whether immovable or movable and all or any of the undertakings of the Company, notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, so that the total amount upto which the moneys may be borrowed by the Company and outstanding at any time shall not exceed the sum of ₹ 1250 Crore (Rupees One Thousand Two Hundred Fifty Crore only);

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”.

Item No. 4 – Approval for authorizing Board of Directors to create mortgage/pledge/hypothecation/charge on all or any of the movable/immovable properties of the Company

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

“RESOLVED THAT in supersession of the earlier Resolution passed by the Members at their Meeting held on April 15, 2015 and pursuant to the provisions Section 180 (1)(a) of the Companies Act, 2013 (“Act”)and other applicable provisions, if any, as amended till date and any amendments/ enactments/ re-enactments thereof as are applicable and the Memorandum and Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary and provisions of other applicable laws, consent of the Members be and is hereby accorded to the Board of the Directors of the Company (hereinafter 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 mortgage, hypothecate, pledge, charge, encumber, to transfer, sell, lease, assign, deliver or otherwise dispose off, in addition to the mortgage/ charges created/ to be created by the Company on such terms and conditions and at such time(s) and in such form and manner and with such ranking as to priority as the Board in its absolute discretion thinks fit, on the whole or substantially the whole of the Company's any one or more of the undertakings or all the undertakings, including the present and/or future properties, whether movable or immovable comprised in any existing or new undertaking or undertakings of the Company, as the case may be, Company's assets and effects and properties including uncalled capital, stock in trade (including raw materials, stores, spares and components in stock or in transit) together with interest, additional interest, liquidating damages, commitment charges, redemption costs/premium, charges, expenses, and all other monies in respect of all such borrowings including any increase as a result of devaluation/revaluation/fluctuation in the rates of exchange and all other moneys payable by the Company in terms of Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into/to be entered into between the Company and the Lender(s)/Agent(s) and Trustee(s), in respect of said loans/borrowings/debentures and containing such specific terms and conditions and covenants in respect of enforcement of securities as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Lender(s)/Agent(s) and Trustee(s), in favour of the Lenders including but not limited to bank or banks or any financial institutions, Central Government or State Government, body corporates, firms, other person or persons and/or such other parties, as may be required, to secure borrowings whether fund based on non fund

based including term loans and working capital assistance obtained/to be obtained by the Company, upto an aggregate amount not exceeding ₹ 1250 Crore (Rupees One Thousand Two Hundred Fifty Crore only) or equivalent amount in foreign currency, exclusive of interest and other charges i.e. within the overall ceiling approved by the members of the Company, in terms of Section 180(1)(c) of the Companies Act, 2013;

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”.

Item No. 5 – Approval of loans, investments, guarantee or security under Section 185 of Companies Act, 2013

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

“RESOLVED THAT pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, and other applicable provisions, if any, as amended till date and any amendments/ enactments/ re-enactments thereof as are applicable and the Memorandum and Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary and provisions of other applicable laws, consent of the Members be and is hereby accorded to the Board of the Directors of the Company (hereinafter 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 advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loans taken by any entities which is a subsidiary or associate or joint venture of the Company, (in which any director is deemed to be interested) upto an aggregate sum of ₹ 3000 Crore (Rupees Three Thousand Crore Only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities;

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”.

Notes:

1. In terms of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members in respect of the Special and Ordinary Resolutions contained in the Postal Ballot Notice is sought through Postal Ballot (including e-voting).
2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out all the material facts relating to the Special Business is annexed hereto.
3. The Board of Directors in its meeting held on May 28, 2019, has appointed Mr. Umesh P. Maskeri, Practicing Company Secretary, (COP No 12704) as Scrutinizer for conducting the Postal Ballot (physical and e-voting) process in a fair and transparent manner.

4. The Postal Ballot Notice is being dispatched/e-mailed to all the Members whose names appear on the Register of Members/Statement of Beneficial Ownership furnished by National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as at the close of business hours on Friday, May 31, 2019. The Postal Ballot Notice is being sent by e-mail to the Members who have registered their email addresses for receipt of documents in electronic form with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Transfer Agent (in case of physical shareholding). For Members whose e-mail addresses are not registered, physical copies of the Postal Ballot Notice and the Ballot Form are being sent by permitted mode along with postage prepaid self-addressed Business Reply Envelope. The Postal Ballot Notice may also be accessed on Company's website i.e. www.centrum.co.in
5. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Ballot Forms can seek Ballot Forms by writing to the Company at its Corporate Office or by sending e-mail at cs@centrum.co.in. Duly completed Ballot Forms should, however, reach the Scrutinizer not later than 05:00 p.m. on Thursday, July 18, 2019.
6. Members are requested to carefully read the instructions printed on the Postal Ballot Notice/Ballot Form and return the duly completed and signed Ballot Forms in the enclosed Business Reply Envelope (postage whereof shall be borne and paid by the Company) so as to reach the Scrutinizer at the Corporate Office of the Company on or before 05:00 p.m. on Thursday, July 18, 2019. Ballot Forms, if sent by courier or by registered/speed post or hand delivered at the Corporate Office of the Company (at the expense of the Members) shall also be accepted. Please note that the Ballot Forms received after the said date shall be treated as if reply from the Members have not been received. Unsigned/blank/ incomplete/defaced/mutilated/incorrectly ticked Ballot Forms will be rejected. Members cannot exercise their vote by proxy on Postal Ballot. Members desiring to exercise their vote through e-voting are requested to read the information and other instructions relating to e-voting as contained at Sr. No. 10 below.
7. Members are requested not to send any other paper along with the Ballot Forms in the enclosed postage pre-paid self-addressed Business Reply Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
8. The voting rights shall be reckoned in proportion to the paid-up value of the equity shares of the Company registered in the name of the Members as on Friday, May 31, 2019.
9. The Company, in compliance with Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, ("Listing Regulation") and pursuant to Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment thereof), has also provided the Members with an alternative facility of casting their votes on the Special Business as set out hereunder through electronic voting (e-voting) system of Central Depository Services (India) Limited (CDSL).
10. **Information and other instructions relating to remote e-voting are as under:**
 - (i) The voting period begins on Wednesday, June 19, 2019, (09:00 a.m.) and ends on Thursday, July 18, 2019, (05:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, May 31, 2019, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The Shareholders should logon to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits Beneficiary ID,
 - b. For NSDL: 8 Character DPID followed by 8 Digits Client ID,

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

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

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

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

(xviii) Note for Non – Individual Shareholders and Custodians

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

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

11. Members can opt for only one mode of voting i.e. either voting by Ballot Forms or by e-voting. In case, Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Forms shall be treated as invalid.
12. The Executive Chairman or any person authorized by him in writing, after receipt of the Report on the scrutiny of the Postal Ballot (physical and e-voting) from the Scrutinizer, shall announce the results of the Postal Ballot on Friday, July 19, 2019 at the Corporate Office of the Company. The results so declared along with the Scrutinizer’s Report shall be placed on the website of the Company i.e. www.centrum.co.in and CDSL i.e. www.evotingindia.com and shall also be forwarded to the Stock Exchanges on which shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited.
13. The Scrutinizer’s decision on the validity of the Postal Ballot will be final and binding.
14. The Resolutions as set out in the Postal Ballot Notice, if passed by requisite majority, shall be deemed to have been passed on the last date for receipt of duly completed Ballot Forms or e-voting i.e. Thursday, July 18, 2019.
15. All documents referred to in the accompanying Notice and the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 are available for inspection by the Members at the Corporate Office of the Company i.e. “Centrum House”, C.S.T. Road, Vidyanagri Marg, Kalina, Santacruz (East), Mumbai – 400 098 as well as its Registered Office i.e. Bombay Mutual Building, 2nd Floor, Dr. D.N. Road, Fort, Mumbai-400001 during working hours on any working day from Wednesday, June 19, 2019, to Thursday, July 18, 2019, in accordance with the provisions of Section 190 of the Companies Act, 2013.

Registered Office:

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

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

Place: Mumbai

Date: May 28, 2019

**Alpesh Shah
Company Secretary**

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

The Company holds 93.33% equity shares in Centrum Retail Services Limited (CRSL), subsidiary company and balance 6.67% equity shares are held by Mr. Amritpal Singh Bindra. Now, it is proposed to buy 6.67% i.e. 23,69,207 equity shares of ₹ 10 each of CRSL, held by the Mr. Amritpal Singh Bindra at a consideration of ₹ 80.04 Crore and on such other terms and conditions as mentioned in the draft agreement.

In accordance with the provisions of Section 177(4)(iv) of the Companies Act, 2013, the Audit Committee had approved the above transaction at their Meeting held on May 28, 2019.

The abovementioned transaction is not in the ordinary course of business and is proposed to be entered into on an arms' length basis. Approval of the Board under Section 188(1)(b) of the Companies Act, 2013 has been obtained on May 28, 2019.

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

Since Mr. Amritpal Singh Bindra is the son of Mr. Jaspal Singh Bindra, Executive Chairman of the Company, and hence a related party in terms of Section 2(76) of the Act, and the value of the transaction exceeds the limit mentioned above, the proposed transaction requires prior approval of the shareholders by way of an ordinary resolution.

Further, pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), approval of the members through ordinary resolution is required for this transaction.

The rationale for recommending this transaction is to make CRSL (the intermediate holding company), a 100% subsidiary that will give flexibility to deal and structure transactions with potential investors in the businesses held by CRSL.

During the previous financial year, the Company has bought out the equity shares from all other shareholders except Mr. Amritpal Singh Bindra. The fair (equity) value of Centrum Retail Services Limited as on March 31, 2019 is ₹ 1255.93 Crore as determined by the external valuer.

Based on the above, the Company proposes to buy the stake of Mr. Amritpal Singh Bindra at an equity valuation of ₹ 1200 Crore, which is below the fair value determined.

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

Except Mr. Jaspal Singh Bindra, Executive Chairman, none of the Directors and Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 1.

ITEM NO. 2

The Company is a listed Category I Merchant Banker, engaged in carrying on merchant banking activities and is governed by SEBI Rules and Regulations. The other businesses of the Company within the financial services spectrum are carried on by the various subsidiaries/step-down subsidiaries/ Associates, which are inter alia respectively engaged in the business of Stock broking, IT and HR Management Services, Wealth Management, Housing Finance, Microcredit, Non-banking financial services, Asset Management business (through associate companies being LLPs), ("Centrum Group") etc. The businesses of the entities in the Centrum Group are by their very nature cyclical and hence the capital requirements vary from time to time over periods of time.

As the parent company, it is inherent and therefore becomes necessary and incumbent and in the ordinary course, to support the Centrum Group entities by periodic capital infusions through customary modes as are prevalent in the industry, towards the attainment of their growth and expansion endeavours and optimal use of capital, in the larger beneficial interest of the stakeholders of the Company. Necessarily, from a strategic perspective, it entails inter-alia

investments, divestments, buy-back of securities, purchase and or sale of assets or securities, entering into leasing arrangements, provision /availment of services, management services, professional services etc. by the Company and lending/borrowing, providing corporate guarantees and securities for existing/new credit facility(ies). The Company may also be required to enter into various contracts or arrangements with the Centrum Group entities as may be necessitated from time to time, towards this end.

The members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of the entities in Centrum Group.

Since some of the above contemplated transactions are not fixed for any particular term, it is not possible for the Company to ascribe an explicit monetary value to such transactions. However, Related Party Transaction shall be reported to the Audit Committee and/or Board in terms of the provisions of the Companies Act, 2013 and Listing Regulations.

Pursuant to the Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all related party transactions shall require prior approval of the Audit Committee and all material transactions with related parties shall also require approval of the Members of a public listed company through an ordinary resolution and the concerned related parties shall abstain from voting on such resolution. Additionally, as per the provisions of Section 188 of the Companies Act, 2013 (hereinafter referred to as “the Act”), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), all related party transactions beyond the threshold mentioned in sub-rule (3)(a) of the said Rule 15, shall require prior approval of the Members at a general meeting.

“Material Related Party Transaction” under the Listing Regulations means any transaction(s) entered into individually or taken together with previous transactions during a financial year exceeding 10% of the annual consolidated turnover of a listed company as per its last audited financial statements.

In view of the above, approval of the shareholders is being sought for following transactions/ contracts which may be entered into by the Company with its related parties for an amount not exceeding the limits stated herein below for each Financial Year, commencing from FY 2019-20, which presently exceed and are likely to exceed in future, the threshold for material related party transactions as prescribed under applicable law, from time to time:

Name of Related Party	Nature of Relationship	Nature of Transaction	Nature of Transaction/ contractAggregate Limit for each financial year Amount (Rs.)		
Centrum Retail Services Limited	Subsidiary Companies	1. Investment /Disinvestment/ buyback of securities, 2. transfer of assets, leasing, providing/ availing of services, Management service(s), professional services etc allocation of common expenses, reimbursement of expenses 3. Lending/borrowing, providing and receiving corporate guarantees and providing securities for existing/new credit facility (ies) whether availed by the company or it's group companies	₹ 2000 crore		
Centrum Broking Limited					
Centrum Financial Services Limited					
Centrum Microcredit Limited			₹ 500 crore		
Centrum Housing Finance Limited					
Essel - Centrum Holdings Limited					
Centrum International Services PTE Ltd					
Centrum Alternative Investment Managers Limited			Step-down Subsidiary Companies		₹ 3000 crore
Centrum Capital Advisors Limited					
Centrum Capital International Limited					
Centrum Wealth Management Limited					
Centrum Insurance Brokers Limited					
Centrum Investment Advisors Limited					
CCAL Investment Management Limited					
Centrum Alternatives LLP	Associates				
Acorn Fund Consultants Private Limited					
Centrum REMA LLP					

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

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 set out at Item No. 2 except to the extent of their directorship and shareholding in respective related party(ies).

ITEM NO. 3

The Members of the Company at their Meeting held on December 12, 2013 had passed a resolution authorizing the Board of Directors of the Company to borrow monies, from time to time, upto Rs. 1000 crore. The Company is expediting its plan to scale up its capacity and coverage and hence it is considered necessary to increase the limits for borrowing of funds from ₹ 1000 to ₹ 1250 crore.

Pursuant to section 180(1) (c) the Board of Directors cannot borrow more than aggregate amount of the paid up capital of the company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. The Company is seeking permission to borrow ₹ 1250 crore over and above company's paid up capital and free reserve as on March 31,2019.

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

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 set out at Item No. 3.

ITEM NO. 4

As per the provisions of Section 180(1)(a) of the Companies Act, 2013, a company shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, unless approval of the Members is obtained by way of a Special Resolution.

In connection with the loan/credit facilities to be availed by the Company, as and when required, through various sources for business purposes, the Company might be required to create charges over its assets, properties and licenses by way of hypothecation, mortgage, lien, pledge etc. in favour of its lenders (up to the limits approved under Section 180(1)(c) of the Companies Act,2013 i.e. ₹ 1250 crore), for the purposes of securing the loan/credit facilities extended by them to the Company.

Further, upon occurrence of default under the relevant Loan/facility agreements and other documents as may be executed by the Company with the lenders, the lenders would have certain rights in respect of the Company's assets, properties and licenses including the rights of sale/disposal thereof, creation of charge/s as aforesaid and enforcement of assets by the Company's lenders upon occurrence of default would amount to a sale/disposal of the whole or substantially the whole of the undertaking of the Company, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013.

Section 180(1)(a) of the Companies Act ,2013 provides for the power to sell , lease or otherwise dispose of the whole or substantial the whole of the undertaking of the Company subject to the approval of members in the General Meeting which authorization is also proposed to increase from ₹ 1000 crore to ₹ 1250 crore.

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

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 set out at Item No. 4.

ITEM NO. 5

The Company is expected to render support for the business requirements of other companies in the group, from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan, guarantee or security to any entities which is a subsidiary or associate or joint venture of the Company. In the light of amendments notified effective May 7, 2018, inter-alia replacing the provisions Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities.

Since some of the above contemplated transactions are not fixed for any particular term, it is not possible for the Company to ascribe an explicit monetary value to such transactions. The members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of the entities in Centrum Group.

Hence, in order to enable the company to advance loan to Subsidiaries/ Joint Ventures /associates/ other Companies/ Firms in which Directors are interested directly or indirectly under Section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution.

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

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 set out at Item No. 5 except to the extent of their directorship and shareholding in respective Subsidiaries/ Joint Ventures /associates/ other Companies/ Firms.

Centrum Capital Limited

CIN: L65990MH1977PLC019986

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

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

Phone: 022 4215 9000, Fax: 022 4215 9833

Email: cs@centrum.co.in Website: www.centrum.co.in**POSTAL BALLOT FORM**

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

Serial No.:

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

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

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

4. Number of Share(s) held :

I/We hereby exercise my/our vote in respect of the Resolution to be passed through Postal Ballot for the Special Business stated in the Postal Ballot Notice dated May 28, 2019, by recording my/our assent or dissent to the said Resolutions by placing a tick (✓) mark at the appropriate box below:

Item nos.	Description	No. of Shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Approval for Related Party Transaction under Section 188 of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 proposed to be entered with Mr. Amritpal Singh Bindra			
2	Approval for Related Party Transactions proposed to be entered with subsidiaries/step-down subsidiaries/associate companies of the Company			
3	Approval for revision in borrowing powers of the Company			
4	Approval for authorizing Board of Directors to create mortgage/pledge/hypothecation/charge on all or any of the movable/immovable properties of the Company			
5	Approval of loans, investments, guarantee or security under Section 185 of Companies Act, 2013			

Place:

Date:

(Signature of the Member)

(P.T.O for instructions)

Note: Last Date for receipt of duly completed and signed Ballot Form by the Scrutinizer is Thursday, July 18, 2019, up to 05:00 p.m.

INSTRUCTIONS

1. The Company is providing voting through Postal Ballot (including e-voting). Members desiring to exercise their vote by Ballot Forms may complete this Ballot Form (No other Form or photocopy of the Form is permitted) and send it to the Scrutinizer in the enclosed self-addressed Business Reply Envelope, postage whereof shall be borne and paid by the Company. However, Ballot Forms, if sent by courier or by registered/speed post or hand delivered at the Corporate Office of the Company (at the expense of the Members) shall also be accepted. **Members desiring to opt for e-voting are requested to read the information and other instructions relating to e-voting as contained at Sr. No. 10 under 'Notes' to the Postal Ballot Notice.**
2. The Members can opt for only one mode of voting i.e. either voting by Ballot Forms or by e-voting. In case, Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Forms shall be treated as invalid.
3. The self-addressed Business Reply Envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
4. A (v) mark should be placed in the relevant box signifying assent/dissent for the resolution, as the case may be. Tick in both the boxes would render the Ballot Form invalid. Please note that (X) mark or any other mark other than (v) in the box signifying assent or dissent shall be deemed as if no mark has been placed and the box is left blank. Unsigned/blank/incomplete/defaced/ mutilated/incorrectly ticked Ballot Forms will be rejected.
5. The Ballot Form should be completed and signed by the Members (as per the specimen signature registered with the Company/Depository Participant). In case of joint holding, this Form should be completed and signed by the first named Member and in his/her absence, by the next named Member. There shall be one Ballot Form for every Folio/Client ID, irrespective of the number of jointholders.
6. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Ballot Form should be accompanied by a certified true copy of Board Resolution/authorization giving requisite authority to the person voting on Ballot Form, together with the duly attested specimen signature(s) of the authorized signatories.
7. A Member need not use all the votes nor he/she needs to cast all the votes in the same way.
8. The voting rights shall be reckoned in proportion to the paid-up value of the equity shares of the Company registered in the name of the Members as on Friday, May 31, 2019.
9. The Members cannot exercise their vote by proxy on Postal Ballot.
10. Members are requested not to send any other paper along with the Ballot Forms in the enclosed postage pre-paid self-addressed Business Reply Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. **Duly completed Ballot Forms in the enclosed self-addressed Business Reply Envelope (postage whereof shall be borne and paid by the Company) so as to reach the Scrutinizer on or before 05:00 p.m. on Thursday, July 18, 2019.**
12. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Ballot Forms can seek duplicate Ballot Forms by writing to the Company at its Corporate Office or by sending e-mail at cs@centrum.co.in.
13. The Chairman or any person authorized by him in writing, after receipt of the Report on the scrutiny of the Postal Ballot (physical and e-voting) from the Scrutinizer, shall announce the results of the Postal Ballot on Friday, July 19, 2019. The results so declared along with the Scrutinizer's Report shall be placed on the website of the Company i.e. www.centrum.co.in and CDSL i.e. www.evotingindia.com and shall also be forwarded to the Stock Exchange on which shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited.
14. The Scrutinizer's decision on the validity of the Postal Ballot will be final and binding.