

## 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 9940; Email: cs@centrum.co.in Website: www.centrum.co.in

### Notice

NOTICE is hereby given that THIRTY EIGHTH ANNUAL GENERAL MEETING of CENTRUM CAPITAL LIMITED will be held on Friday, 30<sup>th</sup> day of September, 2016 at 4.00 P.M. at the Corporate office of the Company situated at "Centrum House", C.S.T. Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai-400098, to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (standalone and consolidated) of the Company for the year ended 31st March, 2016 and the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Mahakurshid Byramjee (DIN: 00164191), who retires by rotation and being eligible, offers herself for re-appointment.
3. Ratification of appointment of Statutory Auditors:

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

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 ("Rules") (including any statutory modification or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants, (ICAI Firm Registration No. 103523W), as the Auditors of the Company to examine and audit the accounts of the Company for the financial year 2016-2017 at such a remuneration plus service tax, travelling and out of pocket expenses etc., as may be determined by the Audit Committee and as may be mutually agreed upon between the Board of Directors of the Company and the Auditors."

#### SPECIAL BUSINESS:

4. **Appointment of Mr. K. R. Kamath (DIN: 01715073) as a Non-Executive Director**

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

**"RESOLVED THAT** pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 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 (the "Act"), Regulation 17 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. K. R. Kamath (DIN: 01715073), a Non-Executive Director of the Company, who was appointed as an Additional Director on the Board w.e.f. 14th November, 2015, who holds office up to the date of next Annual General Meeting, who 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 Act proposing Mr. K. R. Kamath as a candidate for the office of director of the Company, be and is hereby appointed as a Non-Executive Director of the Company whose office shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary be and is hereby authorised to do statutory filings of necessary forms, documents etc. and to do all such acts, deeds, things and matters as may be necessary or incidental to give effect to this resolution.”

5. **Appointment of Mr. Vivek Vig (DIN: 01117418) as an Non-Executive Director**

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

“**RESOLVED THAT** pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 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 (the “Act”), Regulation 17 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Vivek Vig (DIN: 01117418), a Non-executive Director of the Company, who was appointed as an Additional Director on the Board w.e.f. 14th November, 2015, who holds office up to the date of next Annual General Meeting, who 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 Act proposing Mr. Vivek Vig as a candidate for the office of director of the Company, be and is hereby appointed as a Non-Executive Director of the Company whose office shall be liable to retire by rotation.”

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary be and is hereby authorised to do statutory filings of necessary forms, documents etc. and to do all such acts, deeds, things and matters as may be necessary or incidental to give effect to this resolution.”

6. **Appointment of Mr. Manmohan Shetty (DIN 00013961) as an Independent Director**

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

“**RESOLVED THAT** in terms of Sec. 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force (the “Act”), Regulation 17 and applicable provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Manmohan Shetty (DIN 00013961) who has submitted a declaration of independence under Section 149(6) of the Act, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing appointment of Mr. Manmohan Shetty as an Independent Director, be and is hereby appointed as an Independent Director on the Board of Directors for a term of 5 (five) years with effect from 5th August, 2016 upto 4th August, 2021, and his office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary be and is hereby authorised to do statutory filings of necessary forms, documents etc. and to do all such acts, deeds, things and matters as may be necessary or incidental to give effect to this resolution.”

7. **Authorization to contribute to bona fide and charitable funds**

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

“**RESOLVED THAT** pursuant to Section 181 of the Companies Act, 2013, the Board of Directors of the Company be

and is hereby authorised to contribute and/or donate, from time to time, to any bona fide charitable and other funds an amount not exceeding, in aggregate to all such funds taken together, upto a sum of Rs. 1 Crore during any financial year of the Company.”

8. **To approve sale, lease or otherwise disposal of assets.**

To pass the following resolution, with or without, any modification(s), as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force (the “Act”), in continuance of and without affecting the special resolution passed by the members of the Company in this regard through postal ballot on 15th April, 2014, the consent of the members be and is hereby accorded to the Board of Directors of the Company, including any committee thereof, to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company and/or to create mortgage, charge, hypothecation, lien and / or other encumbrances, as may be deemed fit by the Board of Directors from time to time, on all or any of the movable and/or immovable assets of the Company, both present and future and/or whole or any part of the Company in favour of the lender, agents, trustees for securing the borrowings of the Company availed/to be availed by way of loans aggregating upto Rs. 1000 Crores (Rupees One Thousand Crore only) per financial year from Banks, Financial Institutions, Public Financial Institutions or others excluding interests as agreed, additional interest in case of default, accumulated interest, liquidated damages, commitment charges and all other costs, charges and expenses and all monies payable by the Company in terms of the respective loan agreements, or any other documents entered/ to be entered into between the Company and the lenders/ agents/ investors and trustees in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or any committees thereof and the lenders, agents or trustees.

**RESOLVED FURTHER THAT** any of the Directors of the Chief Financial Officer or the Company Secretary of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

9. **Ratification of issue of debentures**

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

“**RESOLVED THAT** pursuant to the provisions of Section 42 and 71 of the Companies Act, 2013, Rule 14 (2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modifications or re-enactments thereof for the time being in force) (“the Act”) and in accordance with the provisions of Securities and Exchange Board of India (Issue & Listing of Debt Securities) Regulations, 2008, the Rules, Regulations, Guidelines and Circulars, as amended from time to time, the Memorandum and Articles of Association of the Company and Special Resolution dated October 29, 2015, the Members hereby confirm and ratify that the Board of Directors / Committee of Directors under the resolution dated October 29, 2015 were accorded the power, approval and authority to offer, issue and allot, in one or more tranches secured or unsecured, non-convertible debentures / bonds on private placement basis during the Financial Year 2015-2016, for an amount not exceeding Rs.50,00,00,000/- (Rupees Fifty Crore only) on such terms and conditions as was decided by the Board / Committee of Directors to such person or persons, including one or more companies, bodies corporate(s), statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension / provident funds and individuals, as the case maybe or such other person / persons as the Board / Committee of Directors may have decided.

**RESOLVED FURTHER THAT** in connection with the above, the Board / Committee of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

10. **Approval for further issue of shares or securities**

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

**“RESOLVED THAT** in accordance with the provisions of Section 42, 62(1)(c) and other applicable provisions if any, of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules 2014 including any statutory modifications or re-enactment thereof, for the time being in force, to the extent notified and in effect (the “Act”), the relevant provisions of the Securities Contracts (Regulation) Act, 1956, as amended (“SCRA”), and the rules framed thereunder, the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and the applicable statutes, policies, schemes, rules, regulations, guidelines, notifications, press notes and circulars, if any, issued by the Government of India (“GOI”), the Reserve Bank of India (“RBI”), the Foreign Investment Promotion Board (“FIPB”), the Securities and Exchange Board of India (“SEBI”), the Registrar of Companies (“ROC”) or any other competent authorities (collectively, the “Regulatory Authorities”), from time to time, to the extent applicable including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“SEBI ICDR Regulations”) and other applicable SEBI regulations and guidelines issued by SEBI and/or any other competent authority’s, whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the provisions of the Memorandum and Articles of Association of the Company, and subject to receipt of approvals, consents, permissions and sanctions as might be required of SEBI, the RBI, Registrar of Companies (“ROC”), stock exchanges and/or other relevant statutory, regulatory, governmental authority’s, (including any court, tribunal or any other judicial authority’s and/or quasi-judicial authority’s ) (“Concerned Authority’s”) in this regard, as may be required and applicable and further subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions and which the Board of Directors of the Company or any duly constituted Committee of the Board (herein after referred to as the “Board”), be and is hereby authorized to accept on behalf of the Company and to create, offer, issue and allot (including with provisions for reservation on firm and / or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted), in one or more tranches, equity shares and/or preference shares whether cumulative or non-cumulative/redeemable/optionally convertible into equity shares and/or fully convertible debentures/partly convertible debentures/optionally convertible debentures/non-convertible debentures or any other securities which are convertible into or exchangeable with equity shares /preference shares, at a later date, with or without detachable warrants with a right exercisable by the warrant holder to exchange the said warrants with equity shares at a later date, whether secured or not (hereinafter referred to as “Securities”) in the course of one or more offering(s) with or without a green shoe option by way of a Further Public Offering (“FPO”) and/or Qualified Institutional Placement (“QIP”) and /or such other form pursuant to the SEBI Regulations, to such Indian person(s) or Non Resident Persons whether or not such persons are Members of the Company, including eligible Qualified Institutional Buyers (“QIBs”) and other eligible investors (whether residents or not and /or institutions/incorporated bodies and/ or individuals and/or trustees and /or banks or otherwise or any other category of investors including to the State Industrial Development Corporations, Insurance Companies, Provident Funds, Pension Funds, Development Financial Institutions, eligible Foreign Institutional Investors (“FIIs”), Foreign Portfolio Investors (“FPIs”), Qualified Foreign Investors, sub accounts of eligible FIIs/FPIs, Foreign Venture Capital Investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, body corporates,

companies, private or public or other entities, authorities and employees by way of any employee reservation, and to eligible retail individual Shareholders of the Company by way of a reservation, and to such other categories of eligible investors for whom a reservation category is permissible pursuant to the SEBI ICDR Regulations and to such other persons, in one or more combinations thereof, through a public issue/private placement including the exercise of a green shoe option, if any, at such price as may be determined whether through book building process with a specified price band or through alternate book building method with a specified base floor price or at such price or prices, at market price(s) or at a discount or premium to market price(s) in terms of applicable regulations or otherwise in accordance with the SEBI ICDR Regulations in consultation with advisors or such persons and on such terms and conditions as the Board may in its absolute discretion decide, whether by way of public offering or private placement or conversion of any debt or quasi-debt into any securities and whether through one or more prospectus or letters of offer or by way of circulation of an offering circular or placement document or offer document, at such time or times, for an amount including upon conversion of warrants or other convertible securities into equity shares) not exceeding Rs. 1000 Crore (Rupees One thousand crore only) on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary at the Board's discretion including the discretion to determine the category of Investors to whom the offer, issue and allotment of Securities shall be made, in such manner, including allotment to stabilizing agents in terms of green shoe option, if any, exercised by the Company, and where necessary in consultation with the book running lead managers and/or underwriters and/or stabilizing agents and/or financial advisors or legal advisors or other advisors or otherwise on such terms and conditions, including issue of Securities as fully or partly paid, making of calls and manner of appropriation of application money or call money, in respect of different class(es) of investor(s) and/or in respect of different Securities.

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

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

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

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

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

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

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

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

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue, transfer or allotment of Securities, the Executive Chairman, Chief Financial Officer, or Company Secretary be and is hereby severally authorized to take all the necessary steps, including finalise and approve the offer document for the issue, filing of the offer document with SEBI, ROC, Stock Exchanges, appointment of various intermediaries, determination of the terms of the issue, including the class of investors to whom the Securities are to be issued and allotted, the number of Securities to be issued in each tranche, issue opening and closing dates, issue price, premium/discount to the then prevailing market price, amount of issue, discount to issue price to a class of investors (including such as retail public, employees and existing shareholders), flexibility of part payment at the time of application by a class of investors (such as retail public, employees and existing shareholders) including through Application Supported by Blocked Amount (“ASBA”) and payment of balance amount on allotment of Securities, exercise of a green-shoe option if any, listing on one or more stock exchanges in India as the Board deems fit and to do all such acts, deeds, matters and things and execute such deeds, documents and agreements, including executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and

to finalise, approve and issue any document(s), including but not limited to draft red herring prospectus, red herring prospectus, prospectus and/or offer documents and agreements including filing of registration statements, prospectus and other documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Equity Shares pursuant to any offer and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, appointment of intermediaries, as it may, in its absolute discretion, deem necessary, proper or desirable, and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise in regard to any offer, and the transfer, allotment and utilization of the issue proceeds, and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, as it may in its absolute discretion, deem fit and proper in the best interests of the Company, without requiring any further approval of the Members.

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

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

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

- i finalization of the allotment of the Securities on the basis of the bids/applications received;
- ii finalization of and arrangement for the submission of the preliminary and final offer document(s)/ prospectus and any amendments supplements thereto, with any applicable statutory and/or regulatory authorities, institutions or bodies, as may be required;
- iii approval of the preliminary and final offer document (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalized in consultation with the lead manager(s)/ underwriter(s)/advisor(s), in accordance with all applicable statutory and/or regulatory requirements;
- iv finalization of the basis of allotment in the event of over-subscription;
- v acceptance and appropriation of the proceeds of the issue of the Securities;
- vi authorization of the maintenance of a register of holders of the Securities;
- vii authorization of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorney, to do such acts, deeds and things as authorized person in its absolute discretion may deem necessary or desirable in connection with the issue and allotment of the Securities;

- viii seeking, if required, the consent of the Company's lenders, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India, and any other consents that may be required in connection with the issue and allotment of the Securities;
- ix giving or authorizing the giving by concerned persons of such declarations, affidavits, certificates, consents and authorities as may be required from time to time; and
- x deciding the pricing and terms of the Securities, and all other related matters,

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

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to seek listing of any of the Securities issued as required by law or at the Board's discretion and to sign all necessary documents and to take all necessary actions in connection therewith.

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

**RESOLVED FURTHER THAT** the Executive Chairman of the Company or any other officer or officers of the Company as may be authorized by the Board, be and is or are hereby authorized to sign, execute and issue consolidated receipt/s for the Securities, listing, application, various agreements (including but not limited to subscription agreement, depository agreement, trustee agreement), undertaking, deeds, declarations and all other documents and to do all such things, deeds and acts and to comply with all the formalities as may, in the opinion of such authorized person, be required in connection with or incidental to the aforesaid offering of Securities , including post Issue formalities.

**RESOLVED FURTHER THAT** all or any of the powers conferred on the Board vide this resolution may be exercised by the Board or by any Committee of the Board thereof or by any one or more Directors of the Company with power to delegate to any Officer(s) of the Company, as the Board may in its absolute discretion decide in this behalf.

**RESOLVED FURTHER THAT** the Executive Chairman, Chief Financial Officer and the Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to issue certified true copies of these resolutions to various authorities."

**By order of the Board of Directors,  
For Centrum Capital Limited**

**Alpesh Shah  
Company Secretary**

**Place : Mumbai  
Date: 5<sup>th</sup> August, 2016**



**NOTES:**

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), in regard to the special business as set out in the Notice and the relevant details of the Directors seeking re- appointment/ appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organisation.

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

3. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting (AGM) are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote in their behalf at the Meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. The Register of Members and the Transfer Books of the Company will remain closed from Saturday, 24<sup>th</sup> September, 2016 to Friday, 30<sup>th</sup> September, 2016, both days inclusive.
6. Under Section 205A of the Companies Act, 1956, and Section 205C of the Companies (Amendment) Act, 1999 which came into force w.e.f. 31st October, 1998, the Company would be obliged to transfer any money lying in the Unpaid Dividend Account which remain unpaid or unclaimed for a period of 7 years from the date of such transfers, to the Investor Education and Protection Fund, and hence all unclaimed dividends upto the financial year 2007-08 have been transferred to the Investor Education and Protection Fund. The details of remaining unpaid or unclaimed dividend for the financial year 2008-09 and onwards as of 31st March, 2016 are as under:

Date of declaration	Amount	Due date
31 <sup>st</sup> December, 2009	Rs. 14,671.00	29 <sup>th</sup> January, 2017
31 <sup>st</sup> December, 2010	Rs. 12,320.50	29 <sup>th</sup> January, 2018

The Ministry of Corporate Affairs (MCA) on 10<sup>th</sup> May, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends in respect of the financial years from 2008-09, as on the date of 37<sup>th</sup> Annual General Meeting (AGM) held on 29<sup>th</sup> October, 2015, on the website of the IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in) and under "Investors Section" on the Website of the Company viz. [www.centrum.co.in](http://www.centrum.co.in)

7. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank

details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc. to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Link Intime India Pvt. Ltd. to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Company's Registrar & Transfer Agents.

8. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Link Intime India Pvt. Ltd. for assistance in this regard.
9. The Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
10. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Link Intime India Pvt. Ltd. / Depositories.
11. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically through the e-voting services provided by Central Depository Services (India) Limited (CDSL), on all resolutions set forth in the Notice.
12. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

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

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

- (i) The e-voting period commences on Tuesday, 27<sup>th</sup> September, 2016 (9:00 am) and ends on Thursday, 29<sup>th</sup> September, 2016 (5:00 pm). During this period shareholders of the Company holding shares either in physical form or in dematerialized form as on the cut-off date of Friday, 23<sup>rd</sup> September, 2016 may cast their votes by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip/ Address Sticker which is to be indicated in the PAN field.</li> </ul>
Date of Birth (DOB)	Enter the date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank details in order to login If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

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

(xviii) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Further Instructions:**

- i. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently. (Note: e-Voting shall not be allowed beyond the said time.)
- ii. The voting rights of shareholders shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on Friday, 23<sup>rd</sup> September, 2016 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](http://www.evotingindia.com).
- iv. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. Friday, 23<sup>rd</sup> September, 2016 may obtain the login ID and password by sending a request at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.cdsl.com](http://www.evoting.cdsl.com).
- v. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- vi. Mrs. Amruta Oke of M/s. Sachin Chhadawa & Associates (COP No. 8652), Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- vii. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

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- viii. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall present, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- ix. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.centrum.co.in](http://www.centrum.co.in) and on the website of CDSL after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be forwarded to the BSE Limited, Mumbai.
- x. All documents referred to in the accompanying Notice and the Explanatory Statement, if any, shall be open for inspection at the Corporate Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

**By order of the Board of Directors,  
For Centrum Capital Limited**

**Alpesh Shah  
Company Secretary**

**Place : Mumbai  
Date: 5<sup>th</sup> August, 2016**

## EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under Special Business of the accompanying Notice dated 05<sup>th</sup> August, 2016:

### Item No. 4

Mr. K. R. Kamath was appointed as an Additional Director of the Company with effect from 14<sup>th</sup> November, 2015. A Notice under the provisions of the Section 160 of the Act along with the deposit of requisite amount has been received from a member signifying his intention to propose the candidature of Mr. K. R. Kamath as Director of the Company. In compliance with the provisions of 149, 152 of the Act, the appointment of Mr. K. R. Kamath a Non-Executive Director is now being placed before the members for their approval.

Pursuant to Regulation 36 of the SEBI (LODR) Regulations, 2015, a brief profile of Mr. K. R. Kamath is given as a part to this Notice.

The Board recommends the aforesaid Ordinary resolution for the approval of the members.

Except Mr. K. R. Kamath, none of the Promoters, Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the said resolution.

### Item No.5

Mr. Vivek Vig was appointed as an Additional Director of the Company with effect from 14<sup>th</sup> November, 2015. A Notice under the provisions of the Section 160 of the Act along with the deposit of requisite amount has been received from a member signifying his intention to propose the candidature of Mr. Vivek Vig as Director of the Company. In compliance with the provisions of 149, 152 of the Act, the appointment of Mr. Vivek Vig a Non-Executive Director is now being placed before the members for their approval.

Pursuant to Regulation 36 of the SEBI (LODR) Regulations, 2015, a brief profile of Mr. Vivek Vig is as given as a part to this Notice.

The Board recommends the aforesaid Ordinary resolution for the approval of the members.

Except Mr. Vivek Vig, none of the Promoters, Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the said resolution.

### Item No.6

On the recommendation of the Nomination & Remuneration Committee, the Board of Directors in its meeting held on 05<sup>th</sup> August, 2016 appointed Mr. Manmohan Shetty (DIN 00013961), erstwhile a Non-executive Director, as an Independent Director for a term of 5 (five) years as mentioned in the resolution. Mr. Shetty has submitted a declaration under Sec. 149(6) that he fulfils criteria prescribed for a person to be appointed as Independent Director.

Pursuant to Regulation 36 of the SEBI (LODR) Regulations, 2015, a brief profile of Mr. Manmohan Shetty is as given as a part to this Notice.

The Board recommends the aforesaid Ordinary resolution for approval of the shareholders.

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Except Mr. Manmohan Shetty, None of the Promoters, Directors, Key Managerial Persons or their relatives are, in any way, concerned or interested in the said resolution.

**Item No. 7**

As per Section 181 of the Companies Act, 2013, the Board of Directors of the Company can contribute to bona fide and charitable funds any amount the aggregate of which, in any financial year, shall not exceed 5% of its average net profits for the three immediately preceding financial years. However, contribution exceeding the said 5% limit can be made after obtaining members' approval.

The Board recommends the aforesaid Special resolution for the approval of the members.

None of the Promoters, Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution.

**Item No.8**

The members may recall their approval vide special resolution passed under section 180(1)(a) through postal ballot on 15th April, 2014 which, inter alia, gave authority to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company in connection with borrowings which may be made. To bring more clarity on the members' authorization and to authorise the Board to sell, lease, mortgage or otherwise dispose of in any other manner, involving or not involving borrowings, the whole or substantially the whole of the undertaking of the Company, members' approval for amount upto Rs. 1000 Crores (Rupees One Thousand Crore only) per financial year is sought for by way of a special resolution in continuance of and without affecting the members' approval obtained vide special resolution through postal ballot on 15th April, 2014.

The Board recommends the aforesaid Special resolution for approval of the members.

None of the Promoters, Directors, Key Managerial Persons or their relatives are, in any way, concerned or interested in the said resolution.

**Item No.9**

It may be noted that Rule 14 (2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 read with Section 42 of the Companies Act, 2013, allows a company to pass a special resolution once in a year for all the offers or invitations for raising funds through non-convertible debentures to be made during the year through a private placement basis in one or more tranches.

The Company has during this Financial Year 2015-2016, raised funds upto the tune of Rs 49.98 Crores by way of allotment of unlisted, unrated, redeemable debentures, each exchangeable with equity shares of CentrumDirect limited pursuant to the call option, not convertible into securities of the company ("Debentures"), on private placement basis pursuant to the approval of the Members at the Annual General Meeting held on 29th October 2015 ("Special Resolution"), and Fund Raising Committee of Directors at its meeting held on 8th February, 2016 & 23rd February, 2016. The Board is of the view that the Special Resolution also includes the approval of the shareholders to issue non-convertible debentures under the provisions of Section 42 and 71 of the Act. However, for abundant caution and in order to clarify, the Board has decided to seek your clarification and ratification of the decision of the Board/Committee of the Board for the issuance and allotment of the Debentures aggregating upto Rs. 50 Crores.

Consent of the Members is therefore sought in connection with the decision of the Board and the Committee of the Board for the issuance and allotment of the Debentures on private placement basis aggregating to Rs. 50 crores in one

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or more tranches during the Financial Year 2015-2016

The Board recommends the aforesaid Special resolution for approval of the Members.

None of the Promoters, Directors, except Mr. Vivek Vig upto the extent of his investment, or Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution.

**Item No.10**

The Company is in requirement of funds to meet the capital expenditure for business expansion plans of the Company and its subsidiaries. It is therefore thought prudent to have enabling approvals to raise further funds as may be permitted under applicable laws through the issue of appropriate securities as defined in the resolution.

The additional capital may be raised through issuance of further equity shares on preferential basis/Qualified Institutional Placement (QIP)/Convertible Debentures and any other securities in one and any combinations thereof. Members' approval is therefore sought for issuing any such instrument as the Company may deem appropriate. Whilst no specific instrument has been identified at this stage, in the event, the issue will be structured in such a manner that the amount of the same would not exceed Rs. 1000 crores. The equity shares, if any, allotted on issue shall rank paripassu in all respects with the existing Equity Shares of the Company.

The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the securities will be decided by the Board after meeting the specific requirements. The proposal therefore seeks to confer upon the Board the absolute discretion to determine the terms of issue.

As the pricing of the offer cannot be decided except at a later stage, it is not possible to state the price of securities to be issued. However, the same would be in accordance with the provisions of the SEBI (ICDR) Regulations, 2009, the Companies Act, 2013, or any other guidelines/regulations/consents as may be applicable or required.

The Stock Exchange for the same purpose is the BSE Limited/ National Stock Exchange of India Limited.

The Board recommends the aforesaid Special resolution for approval of the Members.

None of the Promoters, Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested in this resolution.

**By order of the Board of Directors,  
For Centrum Capital Limited**

**Alpesh Shah  
Company Secretary**

**Place : Mumbai  
Date: 5<sup>th</sup> August, 2016**



**Details of Directors seeking appointment at the Annual General Meeting**

(Pursuant to Regulation 36 of the SEBI (LODR) Regulations, 2015)

<b>Name</b>	Mr. K. R. Kamath.
<b>Expertise</b>	<p>Mr. K. R. Kamath has handled position of Banking CEO of leading Public Sector Banks (PSBs) like Punjab National Bank (PNB) and Allahabad Bank and has pan India exposure of working in all geographies in four different PSBs with different work cultures spanning over 38 years.</p> <p>He has been a Chairman of Indian Banks Association and led development of sound and progressive banking policies. He has been consistently figuring in the Top 100 India Inc. Most Powerful CEOs surveyed by Economic Times during 2010-2014.</p>
<b>Disclosure of relationships between directors inter-se</b>	Nil
<b>Directorship(s) held in other Listed Companies</b>	Nil
<b>Committee positions held in other Listed Companies</b>	Nil
<b>Number of shares held in the Company</b>	Nil
<b>Name</b>	Mr. Vivek Vig
<b>Disclosure of relationships between directors inter-se</b>	Nil
<b>Expertise</b>	<p>Mr. Vivek Vig has over 25 years of Retail Banking experience in India and different parts of the globe.</p> <p>After post-graduation from IIM (Bangalore), he joined Citibank N.A., India in 1986 where he served in various capacities with the Consumer Bank till 1992. Between 1992 and 2004, he held senior business positions overseas in Citibank as Director (Marketing) - Samba (Citibank), Saudi Arabia and Business Head - Poland &amp; Taiwan. He was then appointed as the Country Head (Consumer) of Citibank, Turkey and Saudi Arabia. After Citibank, he joined Centurion Bank of Punjab in 2004 as the Country Head (Retail Bank) where the Bank acquired Bank of Punjab and Lord Krishna Bank before its merger with HDFC Bank Ltd. in 2008. Later, he joined Destimoney Group of Companies as the Managing Director &amp; Group CEO.</p>
<b>Directorship(s) held in other Listed Companies</b>	Nil
<b>Committee positions held in other Listed Companies</b>	Nil
<b>Number of shares held in the Company</b>	Nil

<b>Name</b>	Mr. Manmohan Shetty
<b>Disclosure of relationships between directors inter-se</b>	Nil
<b>Expertise</b>	<p>Mr. Manmohan Shetty is an arts graduate and has been a founder of Adlabs Films Ltd in 1978. He is the first to set up an “IMAX” theatre in India and the first multiplex in India. He has been a former Chairman of National Film Development Corporation, set up to promote cinema by the Govt. of India and a former President of the Film and Television Producers Guild of India. He initiated Digital Projection System in Cinemas in India, set up the first entertainment theme park ‘Adlabs IMAGICA’ in Mumbai in 2013.</p> <p>Mr. Manmohan Shetty is one of the most significant people in Indian Entertainment economy today.</p>
<b>Directorship(s) held in other Listed Companies</b>	<ol style="list-style-type: none"> <li>1. Adlabs Entertainment Limited</li> <li>2. Mukta Arts Limited</li> </ol>
<b>Committee positions held in other Listed Companies</b>	IPO Committee, Corporate Governance Committee, CSR Committee and Risk management Committee in Adlabs Entertainment Limited. Audit Committee in Thrill Park Limited.
<b>Number of shares held in the Company</b>	Nil

#### Location of the venue of the AGM



**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 9940; Email: cs@centrum.co.in Website: www.centrum.co.in****FORM NO. MGT - 11**  
**PROXY FORM**

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

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

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

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

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

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

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as my/our Proxy to attend and vote (on a Poll) for me/us and on my/our behalf at the 38th Annual General Meeting of the Company, to be held on Friday, 30th September, 2016 at 4.00 p.m. and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No	Resolution	I/We assent to the resolution (For)*	I /We dissent to the resolution (Against)*
<b>Ordinary Business</b>			
1	To receive, consider and adopt the Audited Financial Statements (standalone and consolidated) of the Company for the year ended 31st March, 2016 and the Reports of the Directors and the Auditors thereon		
2	To appoint a Director in place of Mrs. Mahakurshid Byramjee (DIN: 00164191), who retires by rotation and being eligible, offers herself for re-appointment		
3	Ratification of appointment of Statutory Auditors		
<b>Special Business</b>			
4	Appointment of Mr. K. R. Kamath (DIN: 01715073) as an Non-Executive Director		
5	Appointment of Mr. Vivek Vig (DIN: 01117418) as an Non-Executive Director		
6	Appointment of Mr. Manmohan Shetty (DIN 00013961) as an Independent Director.		
7	Authorization to contribute to bona fide and charitable funds		
8	To approve sale, lease or otherwise disposal of assets		
9	Ratification of issue of debentures		
10	Approval for further issue of shares or securities		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016.

Signature of the Shareholder: \_\_\_\_\_

Signature of the Proxy holder(s): \_\_\_\_\_

Affix  
Revenue  
Stamp

## Notes:

- 1) This Form of the proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2) For the resolution, explanatory statement and notes, please refer to the Notice of the 38th Annual General Meeting.
- 3) A proxy need not be a member of the Company.
- 4) A person can act as a proxy on behalf of the members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carry voting rights.
- 5) If a member holding more than 10% of the total share capital carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other member.
- 6) In case of Joint holder , the vote of the senior who tender as vote , whether in person or by proxy, shall be accepted to the exclusion to the vote of other joint holders .Seniority shall be determined by the order in which the name stand in the register of members.
- 7) \* This is optional, Please put a tick mark (✓) in appropriate column against the resolution indicated above. In case of members wishes his/her vote to be used differently , he/she should indicate the number of shares under the columns "For", "Against" . In case the members leaves the column(s) blank, the proxy will be entitled to vote in the manner he/she thinks appropriate.

**CENTRUM CAPITAL LIMITED**

CIN : L65990MH1977PLC019986

**Registered Office: Bombay Mutual Building, 2nd Floor, Dr D.N. Road, Fort, Mumbai-400001.****Corporate office: "Centrum House", C.S.T. Road, Vidyanagri Marg, Kalina, Santacruz (East), Mumbai – 400 098****Phone: 022 4215 9000, Fax: 022 4215 9940; Email: cs@centrum.co.in Website: www.centrum.co.in****ATTENDANCE SLIP**

(To be duly signed and presented at the entrance)

38th Annual General Meeting on Friday, 30th day of September, 2016 at 4.00 p.m. Centrum House, C.S.T. Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400 098

Folio No./DP ID/Client ID:

Name:

Address:

I hereby record my presence at the 38th Annual General Meeting of the Company to be held on Friday, 30th day of September, 2016 at 4.00 p.m. at Centrum House, C.S.T. Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400 098.

**Signature of the attending member/proxy: \_\_\_\_\_**

Notes:

1. Please refer to the instructions printed under the Notes to the Notice of the 38th Annual General Meeting.
2. Shareholders/Proxy holders are requested to bring the attendance Slip with them when they come to the meeting.
3. No attendance slip will be issued at the time of meeting.
4. Shareholders who come to attend the meeting are requested to bring their copies of the Annual Report with them, as spare copies will not be available at the meeting.





