

CIN : L65990MH1977PLC019986

Registered Office: Bombay Mutual Building, 2nd Floor, Dr D.N. Road, Fort, Mumbai-400001.
 Corporate office: "Centrum House", C.S.T. Road, Vidyanagri Marg, Kalina, Santacruz (East), Mumbai – 400 098
 Phone: 022 4215 9000, Fax: 022 4215 9833; Email: cs@centrum.co.in Website: www.centrum.co.in

Notice

NOTICE is hereby given that THIRTY SIXTH ANNUAL GENERAL MEETING of CENTRUM CAPITAL LIMITED will be held on 31st December 2014 at 11.00.a.m. at the Corporate office of the Company situated at 2nd Level, Centrum House, C.S.T. Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400 098, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended 30th June 2014 and the Balance Sheet as at that date together with the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Mahakhurshid Byramjee (DIN: 00164191), who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint a Director in place of Mr. Rajesh Nanavaty (DIN: 00005076), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Ibrahim Belseleh (DIN: 01639624), who retires by rotation and being eligible, offers himself for re-appointment.
5. 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 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) and the Rules made there under, as amended from time to time, M/s Haribhakti & Co LLP, Chartered Accountants, (ICAI Firm Registration No. 103523W), the retiring Auditors of the Company, be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the 41st AGM of the Company to be held in the year 2019 (subject to ratification of their appointment at every AGM to be held between 2014 and 2019 or adjournment thereof), on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors plus reimbursement of service tax, travelling and out-of pocket expenses.”

SPECIAL BUSINESS:

6. **Increase in limits of Loans and investments in Body Corporates including subsidiary (ies)/ step-down subsidiary (ies)/ joint venture(s)/ associate company (ies)/body corporate(s).**

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

“RESOLVED THAT subject to Section 186 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014, any amendments/ enactments/ re-enactments thereof as are applicable, and in addition to the amounts already invested/loans made or guarantees/security

provided by the Company, consent be and is hereby accorded for the Company to do the following transactions:

- i. to acquire by way of subscription, purchase or otherwise in the securities of any of its below mentioned subsidiary(ies)/ step-down subsidiary(ies)/ joint venture(s)/ associate company(ies)/ body corporate(s), and/or
- ii. to give loans to any of its below mentioned subsidiary(ies)/ step-down subsidiary(ies)/ joint venture(s)/ associate company(ies)/ body corporate(s), and/or
- iii. to give guarantees or provide security in connection with loan(s) given by any other person to any of its below mentioned subsidiary(ies)/ joint venture(s)/ associate company(ies)/ body corporate(s),

upto a limit as mentioned in the following table for such investments/loans/guarantees, notwithstanding that the investments and loans so far made or to be made and the guarantees so far given or to be given by the Company and securities so far provided and to be provided, exceeds the limits/will exceed the limits laid down by the Act read with the Rules thereunder.

Sr. No.	Name of the Company	Amount (Rs. In Crores)
1.	Centrum Retail Services Limited	500
2.	Centrum Broking Limited	250
3.	Centrum Infrastructure & Realty Limited	250
4.	Centrum Wealth Management Limited	250
5.	Centrum Financial Services Limited	250
6.	Centrum Direct Limited	250
7.	Club7 Holidays Limited	250

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally 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.”

7. To enter into Related Party Transaction

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

“RESOLVED THAT pursuant to the provisions of section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meeting of Board & its Powers) Rules 2014 including any modification or amendments or clarifications thereon, If any, and revised Clause 49-VII of the Listing Agreement, and subsequent modification /amendments thereof, if any, the approval of the Company be and is hereby accorded to the Board of Directors to enter into contracts/ arrangements/ transactions with the related parties viz. subsidiaries/ step-down

subsidiaries/ associate Companies/ joint ventures of the Company (whether wholly owned or otherwise), and whether in existence or will come into existence in future as per the business requirements, from the financial year 2014-2015 and onward, upto the maximum amounts as appended below against each nature or class of contract / arrangement.

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

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

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

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

8. **Alteration of Articles of Association to increase in the number of Directors of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Section 14 and any other applicable provisions of the Companies Act, 2013, the Articles of Association of the Company be and is hereby amended by deleting the existing Article 82 and substituting it with following new Article 82:

Number of directors

Unless otherwise determined by a General Meeting and subject to the provision of Section 149 of the Companies Act, 2013, the number of directors of the Company shall not be less than 3 and maximum as provided in Section 149 of the Companies Act 2013, presently stands at 15.”

9. **Payment of remuneration to non-executive directors**

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

“RESOLVED THAT pursuant to the provisions of Sections 197, 198 and all other applicable provisions of the Companies

Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the non-executive directors of the Company (i.e. directors other than the Managing Director and /or the Whole-time Directors) be paid, remuneration, in addition to the sitting fee for attending the meetings of the Board of Directors or Committees thereof, as the Board of Directors may from time to time determine, not exceeding in aggregate 1% (one percent) of the net profits of the Company for each financial year, as computed in the manner laid down in Section 198 of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof;

“RESOLVED FURTHER THAT the Board of Directors of the Company (including the Human Resources Department, Nomination and Remuneration Committee) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board of Directors,
For Centrum Capital Limited.**

sd/-
P.R.Kalyanaraman
Managing Director

Place : Mumbai
Date : 14th November, 2014

NOTES:

1. The relative Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the Act), in regard to the business as set out in Item Nos. 6 to 9 above and the relevant details of the Directors seeking re-appointment under Item Nos. 2 to 4 above as required by Clause 49 of the Listing Agreement entered into with the Stock Exchanges, are annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY, OR WHERE THAT IS ALLOWED, ONE OR MORE PROXIES 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 (Forty Eight) 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 organization. Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50(Fifty) and holding in the aggregate not more than 10% (ten percent) 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% (ten percent) 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 authorizing their representative to attend and vote in their behalf at the Meeting.
4. In case of joint holders attending the Annual General 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 24th December 2014 to 31st December 2014, both days inclusive.
6. Members are requested to notify immediately any change in their addresses and/or the Bank Mandate details to the Company's Registrars and Share Transfer Agents, Link Intime India Private. Limited for shares held in physical form and to their respective Depository Participants (DP) for shares held in electronic form.
7. Pursuant to Section 205A of the Companies Act, 1956, the amount of dividends, remaining unpaid or unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account of the Company were transferred to Investor Education and Protection Fund (the Fund) set up by the Government of India and no payments shall be made in respect of any such claims by the Fund.

Members, who have not yet uncashed their dividend warrant for the financial year ended 30th June 2007 onwards, are requested to make their claims to the Company accordingly, without any delay.
8. To support the 'Green Initiative', Members holding shares in physical form and who have not registered their e-mail addresses are requested to register the same with Link Intime India Private Limited / Depositories.
9. The Notice of the AGM along with the Annual Report 2013-14 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.
11. Pursuant to clause 35B of the Listing agreement, the Company is providing facility of e-voting through ballot to all members as per the applicable regulations. The members are provided with the facility to cast their vote electronically through the e-voting services provided by Central Depository Services (India) Limited (CDSL), on all resolutions set forth in this Notice.

Instructions for Members for voting electronically are as under:-

- (i) (i) Log on to the e-voting website www.evotingindia.com.
- (ii) Click on “Shareholders” tab.
- (iii) Now, select “**Centrum Capital Limited**” from the drop down menu and click on “**SUBMIT**”.
- (iv) Now enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID). Members holding shares in physical form should enter Folio Number registered with the Company and then enter the captcha code as displayed and click on Login.
- (v) If you are holding shares in electronic form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vi) For Shareholders holding shares in physical form and first time users holding shares in electronic form, the steps given below are to be followed:

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department.</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/DP are requested to use the first two letters of their name in CAPITAL followed by the last 8 digits of their demat account number/Folio No., as the case may be, in the PAN field. • In case the Folio No. is less than 8 digits enter the applicable number of 0s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Amit Kumar and Folio No. is 1 then enter AMOOOOOOO1 in the PAN field.
DATE of Birth or Date of Incorporation	Enter the Date of Birth as recorded in your demat account or in the Company’s records for the said demat account in dd/mm/yyyy format or enter Folio No.
Bank Account Number	<p>Enter the Bank Account Number as recorded in your demat account or in the Company’s records for the said demat account or Folio No.</p> <p>Please enter any one of the details in order to login. In case both the details are not recorded with the Depository or the Company, please enter the number of shares held in the Bank Account Number field.</p>

- (vii) After entering these details appropriately, click on “**SUBMIT**” tab.
- (viii) For Members holding shares in physical form, the login details can be used only for e-voting on the resolutions contained in this Notice. On logging in, Members holding shares in physical form will be directed to the Company selection screen.
- (ix) Members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their log in password in the new password field. Kindly note that this password is to be also used by the electronic holders for voting on resolutions of other companies, as well, 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) Click on the EVSN for **Centrum Capital Limited**.

- (xi) 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.
- (xii) Click on the “Resolutions File” Link if you wish to view the entire Notice.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the Resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the voting done by you.
- (xvi) If an electronic account holder has forgotten the set password, then he has a ‘Forgot password’ option to reset the password.
- (xvii) Note for Institutional Shareholders:
- Institutional shareholders (i.e. other than Individuals, HUFs, NRIs etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate and Custodian respectively.
 - 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, they have to create a compliance user 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their votes.
 - They should upload a scanned copy of the Board Resolution and power of attorney (POA) which they have issued in favour of the custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xviii) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

Other Instructions:

- (i) The e-voting period commences on Monday, 22nd December, 2014 (9.00 am and ends on Wednesday, 24th December 2014 (6.00 p.m). During this period, Members of the Company, holding shares either in physical form or in electronic form, as on 21st November 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast and confirmed by the Member, he shall not be allowed to change it subsequently.
- (ii) The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 21st November 2014.
- (iii) Mr. R. S. Bajaj of M/s. R. S. Bajaj & Co, Practicing Company Secretary (Membership No. ACS 3370), has been appointed as the Scrutinizer to conduct the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- (iv) A copy of the notice has been placed on the website of the Company and the website of the Central Depository Services Limited (CDSL).

- (v) The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of atleast 2(two) witnesses not in the employment of the Company and submit a Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.
- (vi) In terms of Clause 35B of the Listing Agreement, in order to enable its, members who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolution set out in this Notice, a Ballot Form is sent along with the Notice. A member desiring exercise vote by ballot Form shall complete the said ballot Form with assent (for) or dissent (against) and send it to Mr. R.S. Bajaj, Scrutinizer, C/O Link Intime India Private Limited, Unit : Centrum Capital Limited C-13 , Pannalal Silks Mills Compound, L.B.S Marg, Bhandup (West), Mumbai 400 078, Tel No +91 2225946970, Fax No +91 22 25946969, Email:rnt.helpdesk@linkintime.co.in so as to reach him on or before 24th December 2014 by 6.00 p.m.. Any Ballot Form received after the said date shall be treated as if the reply from the members has not been received.

Members have the option to request for physical copy of the Ballot Form by sending an e-mail to cs@centrum.co.in, by mentioning their Folio No./DP ID and Client ID No. However, the duly completed Ballot Form should reach the registered office of the Company not later than 24th December 2014.

Ballot Forms received after this date will be treated as invalid.

A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both these modes, then voting done through e-voting shall prevail and the vote cast through Ballot shall be treated as invalid.

- (vii) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.centrum.co.in and on the website of CDSL www.evoting.cdsl.com within two days of the passing of the resolutions at the AGM of the Company and communicated to BSE Limited where the shares of the Company are listed.
13. Members may also note that the Notice of the 36th Annual General Meeting and the Annual Report for 2014 will also be available on the Company's website www.centrum.co.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered/ Corporate Office in Mumbai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: cs@centrum.co.in.
14. All documents referred to in the Notice and the Explanatory Statement shall be open for inspection at the Registered/Corporate Office of the Company during normal business hours (9.30 am to 6.00 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.**

sd/-
P.R.Kalyanaraman
Managing Director

Place : Mumbai
Date : 14th November, 2014

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 **(the Act)**, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 6 to 9 of the accompanying Notice dated 14th November, 2014:

Item No.6 & 7 :

Your Company is engaged into the business of Merchant Banking Activities which is highly specialized activities and it is governed by SEBI Rules and Regulation. It prohibits activities other than merchant Banking activities. Hence the Company has to form subsidiaries/ joint ventures/ affiliations to carry on other businesses. The Company's subsidiaries are into Money Changing, Stock Broking, tours and travel related business, IT and HR Management Services etc. Company also has associates, joint ventures which are into business which are incidental to Company's and its subsidiaries business. Each of the verticals in subsidiaries, associate companies and joint ventures are cyclical and therefore the funding requirement of each of the verticals are dependent upon their respective business cycles.

Working Capital requirements are usually funded by Banks and Financial Institution. The Lenders including Banks however also seek guarantees either from holding or subsidiary Company(ies) and sometime Company/Promoter has to pledge the securities.

Hence the Management of the Company is of the opinion that it is in the Company's long term interest and necessity of the business to enter into such type of contracts or arrangements as stated in the resolution above. All proposed transaction which would fall under the types and proposed limits stated in the resolution will be carried out as a part of the business requirements of your Company. Further it may be noted that the Company is subject to transfer pricing norms prevalent in the country.

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

Based on its financials as on 30th June 2014, 60% (sixty percent) of the paid-up share capital plus free reserves including securities premium is approximately Rs 142.11 Crore approx. and 100% (hundred percent) of free reserves including securities premium is approximately Rs 195.25 Crore. As such loans, guarantees and investments in securities in excess on Rs 195.25 Crore in any one Company would require approval by way of a Special Resolution of the members in general meeting.

As on 30th June 2014, the Company had investment in securities of other companies and loans aggregating to Rs 278.94 Crores and Rs 78.48 Crores and Corporate Guarantee around Rs 97.75 Crores. For individual borrowing and investment, please refer to the Balance Sheet.

The management of the Company has growth and expansion plans in its existing fields in the Company as well as in its subsidiaries including its step down subsidiaries as well in its associates and joint ventures. The Company, therefore, proposes limit for additional loans, guarantee and equity and equivalent investment in instruments of upto such amount as mentioned in the body of the resolution.

The approval of the members is being sought by way of a Special Resolution under Section 186 of the Act read with the Rules made thereunder, to enable the Company to acquire by way of subscription, purchase or otherwise, the securities

of any other body corporate, exceeding 60% (sixty percent) of its paid-up share capital, free reserves and securities premium account or 100% (hundred) of its free reserves and securities premium account, whichever is more.

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

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

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

Details of Special Resolution 7.

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

2	Nature, duration of the contract and particulars of the contract or arrangement	Long term Investment, permanent and depending upon future growth and expansion plans.	To Provide/ avail Corporate Guarantee to/ from Lenders of Subsidiaries for company's as well as subsidiaries continues funding and expansion Programs	To Create mortgage, hypothecate, pledge, charge any of its movable properties including securities issued / to be issued and / or immovable properties in favour of lenders of the Subsidiaries/holding company for loan availed by them for their continuous funding requirements as well as expansion plans.	Unsecured interest free loan to be repayable on demand.	To Utilize the Bank guarantees facility from time to time by the subsidiary for various business purpose in the form and manner required for submission to the various government authorities, lenders, vendors etc from such subsidiaries. Usually, the Bank guarantee is provided for the period required by the various government author, lenders, vendors etc in relation to the project implemented by such subsidiaries.
3	Value of contract or arrangement	As mention in the resolution against each type and class of Contract/ Arrangement and depending upon long term Investment requirement.	As mention in the resolution against each type and class of Contract/ arrangement and depending upon short as well long term funding/ Investment requirement.	As mention in the resolution against each type and class of Contract / arrangement and depending upon short term funding and long term Investment requirement.	As mention in the resolution against each type and class of Contract/ arrangement and depending upon short term funding requirement and upon long term Investment requirement.	As mention in the resolution against each type and class of Contract/ Arrangement and depending upon short term funding and long term Investment requirement.
4	Material terms of contract or arrangement including the value, if any	Investment will be on long term and price will be based on valuation certificate obtained by the valuer.	To enable the Company as well its subsidiaries/holding Company to avail the loan, it is intended to provide Corporate Guarantee to the extent of the loan to be availed by the company as well its Subsidiaries Generally the terms of the loan contains the provision that the Company cannot charge commission from its subsidiary/ Holding Company for providing Corporate guarantee. Further the Company needs to comply with such terms & condition as may be stipulated by the lenders of such subsidiaries/ Holding company from time to time. It may also be noted that giving of	To enable the company as well its Subsidiaries. Holding company to avail the loan, it is intended to mortgage , hypothecate, pledge and/or charge any of its movable properties including securities issued/ to be issued and / or immovable properties to the extent of loan i.e not more than value mentioned in the resolution to be availed by such subsidiaries together. Generally the terms of the loan contains the provision that the Company cannot charge any commission from its Subsidiaries/ holding Company for creating mortgage , hypothecate , pledge and or charge any of its movable properties including securities issued / to be issued and/ or immovable properties in	As unsecured loan are extended by the company to meet the working capital requirements of the subsidiaries and vice versa. Generally the Company charge interest on such loan as may be permitted by the lenders of the Subsidiaries if any, It may also be noted that giving such loans to the subsidiaries do not result in any conflict of interest.	To utilize the Bank Guarantee facility to the extent required by such subsidiaries and vice versa. Generally As per the terms of the facilities, the Company cannot charge any commission, Bank Charges, & Margin Money from its Subsidiaries for the facility availed by Subsidiaries which are recoverable from Subsidiaries on cost to cost basis. Further the Company needs to comply with such other terms and condition as may be stipulated by the Lenders of

			such guarantees to the lenders of Subsidiary/ holding company do not result into any conflict of interest.	favour of the lenders of such subsidiaries./Holding Company Further the Company needs to comply with such other terms and condition as may be stipulated by the Lenders of such subsidiaries / holding Company from time to time.It may also be noted that providing such securities to the lenders of the Subsidiaries / holding company do not result in any conflict of interest.		such subsidiaries / holding company from time to time. It may also be noted that allowing subsidiaries/ holding and vice versa to utilize such Bank Guarantees limits do not result in any conflict of interest.
5	Any advance paid or received for the contract or arrangement If any.	No	No	No	No	No
6	Any other information relevant or important for the Board/ members to take decision on the proposed transaction.	All Relevant information are considered.	All Relevant information are considered.	All Relevant information are considered.	All Relevant information are considered.	All Relevant information are considered.

The Audit committee and the Board of the Directors of the Company have considered these proposed Contract / arrangement and limits at their meeting held on 28th August 2014 and have approved the proposed contract / arrangement with the Related Party(is) (i.e Subsidiaries/ Step Down Subsidiaries as per Annexure) way with Contract /Arrangement limits and have also decided to seek approval of shareholders by way of special resolution pursuant to section 186 and 188 of the Companies Act 2013 read with the Companies (Meeting of Board and its Powers) Rules , 2014 and Clause 49 of the Listing Agreement amended vide Circular No. CIR/CFD/POLICY CELL/2/2014 dated April 17.2014.

All the documents referred to in the accompanying Notice and Explanatory Statement are open for inspection between 10.00 am to 12.00 Noon on all working days except Saturdays at the Registered/ Corporate office of the Company.

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

The Board recommends the Resolution at Item No. 6 & 7 of the accompanying Notice for approval by the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company, save and except to the extent of their share holding interest in the respective company, or their respective relatives are concerned or interested in the passing of the Resolution at Item No. 6& 7of the accompanying Notice.

Annexure of Subsidiaries/ Step down Subsidiaries

List of Existing Subsidiaries/Step down Subsidiaries.

- 1) Centrum Retail Services Limited.
- 2) CentrumDirect Limited.
- 3) Centrum Broking Limited.
- 4) Centrum Financial Services Limited.
- 5) Centrum Wealth Management Limited.
- 6) Centrum Infrastructure and Reality Limited.
- 7) Club7 Holidays Limited.
- 8) Centrum Capital Holding LLC.

ITEM NO. 8. As per Article 82 of the Articles of Association of the Company, the number of Directors of the Company shall not be less than 3 not more than 12(Twelve). The Company has at present 12 (twelve) Directors. In anticipation of the future business requirements it is proposed to increase the upper limit to 15 (fifteen) directors, on an enabling basis. Section 149(1) of the Companies Act, 2013 allows maximum strength of 15(fifteen) directors.

Therefore, the Board of Directors recommends amendment to the Articles of Association of the Company by deleting the existing Article 82 and substituting with new Article 82, to increase the maximum number of directors of the Company from 12 to 15, subject to the requirements of the Companies Act, 2013.

The Resolution at Item No. 8 of the Notice is set out as a Special Resolution for approval by the members in terms of Section 14 of the Companies Act, 2013.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations would be available for inspection by the members at the Registered/ Corporate Office of the Company during normal business hours on any working day, excluding Saturday, upto and including the date of the Annual General Meeting.

The Board recommends the Resolution at Item No.8 of the accompanying Notice for approval by the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company, save and except to the extent of their share holding interest in the respective company, or their respective relatives are concerned or interested in the passing of the Resolution at Item No. 8 of the accompanying Notice.

ITEM NO. 9. Under the Act, directors have been entrusted with new responsibilities to make their role more objective and purposeful. Keeping in view the enhanced role, responsibilities and duties of directors, it is considered appropriate that the remuneration payable to the Directors by the Company should be commensurate with their increased role, responsibilities and duties.

Section 197 of the Act provides for payment of remuneration to the directors as under:

- (a) Payment of remuneration to more than one managing director / whole-time director shall not exceed 10% of the net profits of the Company to all such directors; and (b) Payment of remuneration to directors who are neither managing directors nor whole-time directors (that is non-executive directors) shall not exceed 1% of the net profits of the Company.

The Board of Directors of the Company has, subject to the approval of members of the Company, proposed to remunerate the Directors as under:

- (a) The non-executive directors (i.e. directors other than the Managing Director and the Whole-time Directors) may be paid remuneration not exceeding in aggregate one percent of the net profits of the Company for each financial year, as computed in the manner laid down in Section 198 of the Act; and the said remuneration to non-executive directors shall be in addition to the sitting fee payable to them for attending meetings of the Board and Committees thereof.

Save and except all the non-executive directors of the Company and their relatives, to the extent of their Shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

The Board recommends the Special Resolution set out at Item Nos. 6 to 9 of the Notice for approval by the shareholders.

**By Order of the Board of Directors,
For Centrum Capital Limited.**

sd/-
**P.R.Kalyanaraman
Managing Director**

**Place : Mumbai
Date : 14th November, 2014**

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

(Pursuant to Clause 49 of the Listing Agreement)

Sr. No.	Name of Appointee, Date of Birth, Qualifications	Experience	Directorship(s) held in other Public Companies#	Committee positions held in other Public Companies*	Number of shares held in the Company
1	Mrs. Mahakurshid Byramjee 12/04/1946 B.Com.	Mrs. Mahakurshid Byramjee is a prominent businesswoman heading Casby Logistics, a 152 year old shipping and stevedoring business. Realty development especially developing housing projects is her passion. She is an entrepreneur in her own right. She has been in the construction business for over a decade. Besides managing the construction business, she along with her son, now heads the family business of shipping, transportation, equipment handling, port related activities & logistics.	Nil	Nil	6861120

Sr. No.	Name of Appointee, Date of Birth, Qualifications	Experience	Directorship(s) held in other Public Companies#	Committee positions held in other Public Companies*	Number of shares held in the Company
2.	<p>Mr. Rajesh Nanavaty 19/08/1949 B.sc, B.E</p>	<p>Mr. Rajesh Nanavaty is the Director of V K Nanavaty Share & Stock Brokers Pvt. Ltd., a member of the Bombay Stock Exchange (BSE).</p> <p>He graduated with a Science degree from the University of Mumbai and went on to get a degree in Chemical Engineering from USA. After returning to India in 1972, he joined a public limited company, The Dharamsi Morarji Chemical Co. Ltd., a pioneer in the manufacture of Phosphatic fertiliser, Sulphuric acid and Alum. He set up their Project Department to supply technical know-how as well as for taking up turnkey projects for the manufacture of the abovementioned products. He was also involved in setting up projects in the Middle East and East African countries.</p> <p>Subsequently, he did a course in Corporate Planning from the Indian Institute of Management (IIM), Ahmedabad. He then created and headed the Corporate Planning Department for the company.</p> <p>During this time, he also became the Director of Jasmine Investments Ltd., a public limited investment company listed on the BSE.</p> <p>In 1992, he joined his 70-year old, proprietary family business of stock broking and eventually formed the current private limited company in 1997.</p>	<ul style="list-style-type: none"> ■ Centrum Broking Limited ■ Centrum Direct Limited 	<p>1. Centrum Broking Limited (Member in Audit Committee),</p> <p>2. Centrum Direct Limited (Member in Audit Committee)</p>	3000

Sr. No.	Name of Appointee, Date of Birth, Qualifications	Experience	Directorship(s) held in other Public Companies#	Committee positions held in other Public Companies*	Number of shares held in the Company
3.	Mr. Ibrahim Belseleh 31/10/1960 B.E, MBA	<p>Mr. Belseleh, has over 21 years of experience in Middle Eastern and international thought programs with a keen interest in entrepreneurial start-ups and consultancy across vertical industry sectors to build brand and increase return on investment.</p> <p>He is a UAE national and Chairman of DIFC Investments LLC and Dubai Autodrome. He led the issuance of UAE's first-ever Government Bond that set the platform for Dubai's development in the capital market and that was oversubscribed 1.5 times. Mr. Belseleh was a lead Counsel for Government of U.A.E. for the 'Annual Meetings of the World Bank Group and the International Monetary Fund'.</p>	Nil	Nil	Nil

Directorship held by Directors in other Public Companies do not include Directorships in Foreign Companies, Section 25 Companies and Private Limited Companies.

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

CENTRUM CAPITAL LIMITED

CIN : L65990MH1977PLC019986

Registered Office: Bombay Mutual Building, 2nd Floor, Dr D.N. Road, Fort, Mumbai-400001.**Corporate office: "Centrum House", C.S.T. Road, Vidyanagri Marg, Kalina, Santacruz (East), Mumbai – 400 098****Phone: 022 4215 9000, Fax: 022 4215 9833; Email: cs@centrum.co.in Website: www.centrum.co.in****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)	
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

as my/our Proxy to attend and vote (on a Poll) for me/us and on my/our behalf at the 36th Annual General Meeting of the Company, to be held on Wednesday, 31st December, 2014 at 11.00 a.m. and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No	Resolution	Type of Resolution (Ordinary /Special)	I/We assent to the resolution (For)*	I /We dissent to the resolution (Against)*
Ordinary Business				
1				
2				
3				
4				
5				
Special Business				
6				
7				
8				
9				

Signed this _____ day of _____ 2014.

Signature of the Shareholder: _____

Signature of the Proxy holder(s): _____

Affix Re
1/-
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 36th 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.

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

ATTENDANCE SLIP

THIRTY SIXTH ANNUAL GENERAL MEETING

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

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

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

Number of Shares: _____

Name and Address: _____

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

I hereby record my presence at the 36th Annual General Meeting of the Company held on Monday, 31st December, 2014 at 11.00 a.m. at "2nd Level, Centrum House, C.S.T. Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400 098.

Signature of Member/Proxy
(Name in BLOCK letters)

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

CENTRUM CAPITAL LIMITED

CIN : L65990MH1977PLC019986

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

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

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

BALLOT FORM

Ballot Serial No.:

- 1 Name & Registered Address of the sole /first :
named Shareholder /Beneficial Owner.
- 2 Name(s) of the Joint Shareholder(s),if any. :
- 3 Registered Folio No./DP ID No./Client ID No. * :
*(Applicable only to Shareholders holding shares
in dematerialized form).
- 4 Number of shares held. :

I/We hereby exercise my/our votes in respect of the Resolution/s set out in the Notice dated, November 14, 2014 as set out below to be passed by means of Ballot by sending my/our assent or dissent to the said Resolution/s by placing the tick(√) mark at the appropriate box below (tick in both boxes will render the ballot invalid).

Item No.	Business in Brief	Type of Resolution	(FOR) I /We assent to the Resolution	(AGAINST) I/We dissent to the Resolution
1	To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended 30th June 2014 and the Balance Sheet as at that date together with the Reports of the Directors and the Auditors thereon.	Ordinary		
2	Reappointment of Mrs. Mahakhurshid Byramjee, who retires by rotation.	Ordinary		
3	Reappointment of Mr. Rajesh Nanavaty, who retires by rotation.	Ordinary		
4	Reappointment of Mr. Ibrahim Belselah, who retires by rotation.	Ordinary		
5	Reappointment of M/s Haribhakti & Co LLP, Chartered Accountants, as Statutory Auditors.	Ordinary		
6	Approval, subject to Section 186 of the Companies Act, 2013, to increase the limits for making Loans and investments in Body Corporates including subsidiary(ies)/ step-down subsidiary(ies)/ joint venture(s)/ associate company(ies)/body corporate(s).	Special		
7	Approval to enter into Related Party Transaction u/s 188 of the Companies Act, 2013.	Special		
8	Approval for alteration of Articles of association for increase in the number of directors.	Special		
9	Approval for payment of remuneration to non-executive directors	Special		

Place :

Date :

(Signature of the Member)

Note: Please read the instructions printed overleaf before exercising the vote.

Instruction for Members for casting vote through Ballot.

1. In terms of Clause 35B of the Listing Agreement, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolution as set out in this Notice, this Ballot Form is being provided.
2. A member desiring to exercise vote by Ballot shall complete this Ballot Form with assent(for) or dissent(against) and send it to M/s. R.S.Bajaj & Co., Company Secretaries, Scrutinizer, C/O Link Intime India Private Limited, Unit Centrum Capital Limited, C-13, Pannalal Silk Mills Compound, L B S Marg, Bhandup (West) , Mumbai 400 078, Tel 022-25946970, Fax No : 022- 25946969, Email: rnt.helpdesk@linkitime.co.in in so as to reach him on or before the closure of working hours on December 24, 2014 . Any Ballot Form received after the said date shall be treated as invalid.
3. In case Members cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
4. Members, who have neither voted electronically nor through Ballot, will be permitted to deposit the filled in Ballot Forms, Physically at the AGM to enable them to exercise their vote.