

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 the 40TH ANNUAL GENERAL MEETING of CENTRUM CAPITAL LIMITED will be held on Monday, August 13, 2018, at 03.00 P.M. at M.I.G Cricket Club, M.I.G Colony, Ramakrishna Paramhans Marg, Bandra East, Mumbai 400051, Maharashtra, to transact the following business:

ORDINARY BUSINESS:

Item No. 1 – Adoption of the audited financial statements (standalone and consolidated) for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors

To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2018, together with the reports of the Board of Directors (the 'Board') and Auditors thereon.

Item No. 2 – Appointment of a Director in place of Mr. Ramachandra Kasargod Kamath, (DIN: 01715073), who retires by rotation and being eligible, offers himself for re-appointment

To appoint Mr. Ramachandra Kasargod Kamath, (DIN: 01715073), who retires by rotation at this meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

Item No. 3 – Approval for Raising of Funds upto ₹ 500 crore by way of issue of Non-Convertible 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 Sections 23, 42 and 71 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, the relevant guidelines issued by the Reserve Bank of India including any statutory modification, amendment, substitution or re-enactment thereof for the time being in force and other applicable statutes, rules, regulations, guidelines, notifications and circulars and the Memorandum and Articles of Association of the Company, Consent of the Members be and is hereby accorded to issue, offer, invite for subscription and to allot Redeemable Non- Convertible Debentures ('NCDs'), on private placement basis,

in one or more series / tranches, during a period of one year from the date of passing of this resolution, upto ₹ 500 crore (Rupees Five hundred crore) within the overall borrowing limits of the Company approved by the shareholders of the Company from time to time;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to determine the terms of issue of NCDs including but not limited to determining size, issue price, timing, tenure, interest rate of NCDs, listing of NCDs, if required, creation of security, appointment of debenture trustee(s) and other agency(ies) and to do all necessary acts and things and to execute all deeds, documents, instruments and writings as may be required and to settle all questions, difficulties or doubts that may arise in this regard, as the Board may, in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any committee of the Board, Director(s) and / or officer(s) of the Company.”

Item No. 4 – Approval for Increase in the limits applicable for making Investments extending Loans and giving Guarantees or providing Securities in connection with the loans to Persons/Bodies Corporate.

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

Sr No	Particulars*	Upto a Limit outstanding at any point of time
1	To give loans to any person/s or any other body corporate/s	₹ 2,000 crore
2	To give guarantees or provide security in connection with loan(s) given by any other person/s to any body corporate/s or person/s.	₹ 2,000 crore
3	To acquire by way of subscription, purchase or otherwise in the securities of any other body corporate	₹ 2,000 crore

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

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

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

**Alpesh Shah
Company Secretary**

**Place : Mumbai
Date: May 26, 2018**

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as a Proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total share capital of the Company. A Member holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as Proxy and such Proxy shall not act as a Proxy for any other Member.

The Proxy form is annexed with this Notice. The instrument appointing the Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed, stamped and signed, not less than 48 hours before the commencement of the Meeting.

Corporate Members intending to send their authorized representatives to attend the Annual General Meeting (“the Meeting”) are requested to send to the Company a certified true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.

During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a Member is entitled to inspect the Proxies lodged, at any time during the business hours of the Company, provided that not less than 3 days of notice in writing is given to the Company by such Member.

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.

3. 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.
4. The Members/Proxies are requested to bring the attendance slip duly filled in for attending the Meeting.
5. Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to the Directors seeking Appointment/Re-appointment at the ensuing Annual General Meeting is annexed to this Notice.
6. The Register of Directors and Key Managerial Personnel and their Shareholding, the Register of Contracts or Arrangements in which Directors are interested will be available for inspection at the Meeting.

7. All the documents referred to in the Notice and Explanatory Statement annexed thereto including the Annual Report for the financial year 2017-18 and Notice of the 40th Annual General Meeting are open for inspection by the Members, without any fees, at the Registered Office at Bombay Mutual Building, 2nd Floor, Dr. D. N. Road, Fort, Mumbai-400001 and Corporate Office at Centrum House, CST Road, Vidyanagari Marg, Kalina, Santacruz (East) Mumbai 400098 of the Company between 11.00 a.m and 01.00 p.m. on all working days except Saturday up to the date of the Meeting and the same shall also be made available for inspection by Members at the Meeting.
8. Members holding shares in physical form are requested to approach Link Intime India Private Limited, the Registrar and Share Transfer Agents of the Company at C-101, 247 Park, L B S Marg, Vikhroli (West) Mumbai – 400083 for:
 - (a) intimating any change in their address and/or bank mandate;
 - (b) submitting requests for transfer, transmission, name change, split, consolidation, etc.;
 - (c) nominating any person to whom the shares shall vest in the event of death;
 - (d) updating/registering their e-mail address for correspondence; and
 - (e) any other queries with respect to shares held by them.
9. Members holding shares in electronic form are hereby informed that the Company or its Registrar cannot act on any request received directly from them for any change of address and/or bank mandate or change in e-mail address. Such changes are to be intimated only to the Depository Participants of the Members.
10. 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 Private Limited for assistance in this regard.
11. Members who have not registered their e-mail address for receiving all communications including Annual Report, Notices and Circulars, etc. from the Company electronically, are requested to register the same with their Depository Participants (for shares held in electronic form) and with Link Intime India Private Limited, the Registrar and Share Transfer Agents of the Company (for shares held in physical form). Members, who have registered their e-mail address, are also entitled to receive such communication in physical form, upon request.
12. The Register of Members and the Transfer Books of the Company will remain closed from Tuesday, August 07, 2018, to Monday, August 13, 2018 both days inclusive.
13. The Annual Report for the financial year 2017-18 and Notice of the 40th Annual General Meeting, inter-alia, indicating the process and manner of voting including remote e-voting along with Attendance Slip and Proxy Form are being sent in electronic mode to all the Members holding shares in dematerialized form and having their e-mail address registered with their Depository Participants and such other Members who have positively consented in writing to receive the same by electronic mode. Physical copies of the abovementioned documents are being sent to all other Members by the permitted mode. Members, who have received the above documents in electronic mode, are entitled to receive the same, free of cost, in physical form, upon making a request in this regard to Link Intime India Private Limited, the Registrar and Share Transfer Agents of the Company or to the Company. The abovementioned documents are also available for download on the Company's website i.e. www.centrum.co.in.
14. In compliance with the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 and Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has provided a facility of remote e-voting (e-voting from a place other than venue of the Meeting) to its Members to enable them to exercise their right to vote on the business proposed to be transacted at the 40th Annual General Meeting (“the Meeting”). Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate remote e-voting. The facility for voting through ballot paper shall also be made available at the venue of the Meeting. The Members attending the Meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the Meeting.

15. Information and other instructions relating to remote e-voting are as under:

- (i) The voting period begins on Friday, August 10, 2018 , (09:00 am) and ends on Sunday, August 12, 2018, (05:00 pm). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, August 06, 2018, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the Meeting date may attend the Meeting but shall not be entitled to cast their vote again.
- (iii) The Shareholders should logon to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL:16 digits Beneficiary ID,
 - b. For NSDL: 8 Character DPID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
OR	
Date of Birth (DOB)	<ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id/ folio number in the Dividend Bank Details field as mentioned in instruction(v)

- (ix) After entering the details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <CENTRUMCAPITALLIMITED>on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

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- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF form at in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help Section or write an email to helpdesk.evoting@cdslindia.com.
16. 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 time fixed.).
 17. 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.
 18. 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.
 19. Any person who is not a Member as on the cut-off date should treat this Notice for information purpose only. Also, any person who acquires shares and becomes the Member of the Company after the dispatch of Annual Report and Notice of the Meeting and holding shares on the cut-off date i.e. August 06, 2018, may obtain login ID and password by sending a request at helpdesk.evoting@cdslindia.com.
 20. Mr. Umesh P. Maskeri (Membership No. 4831 CP No 12704), Company Secretaries have been appointed as Scrutinizers to scrutinize the voting process (including remote e-voting) in a fair and transparent manner. The Firm has communicated their willingness to be so appointed.
 21. The Scrutinizers shall, after the conclusion of voting at the Meeting, 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 make, not later than three days of the conclusion of the Meeting, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman of the Company or any person authorized by him in writing, who shall countersign the same and declare the results of the voting forthwith.
 22. The results declared along with the report of the Scrutinizers shall be placed on the website of the Company i.e. www.centrum.co.in and on the website of the CDSL immediately after the declaration of the results by the Chairman of the Company or a person authorized by him in writing and also be displayed at the Registered and Corporate Office of the Company. The results shall also be immediately forwarded to the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 SETTING OUT ALL THE MATERIAL FACTS RELATING TO SPECIAL BUSINESS:**Item No.3**

The Company would like to take advantage of the present conducive business environment to grow its business both organically and inorganically and for this purpose may decide to issue Non- Convertible Debenture (NCDs) and raise funds during the year. Considering the capital expenditure, business expansion plans of the Company, it is thought prudent to have enabling approvals to raise further funds as may be permitted under applicable laws through the issue of NCDs as defined in the resolution.

The approval of the members is being sought by way of a Special Resolution for issuing NCDs as the Company may deem appropriate.

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 offer or invitation for Non-Convertible Debentures to be made during the year through a private placement basis in one or more tranches.

The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the NCDs 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.

The Board recommends the aforesaid Special Resolution set out at Item No.3 for the approval of the Members.

None of the other Directors/Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3

Item No.4

The Company has been making investments in, giving loans and guarantees, and providing securities in connections with loans to various persons and bodies corporate (including its subsidiary) from time to time, in compliance with the applicable provisions of the Companies Act, 2013.

As per Section 186 of the Companies Act, 2013 read with the Rules framed thereunder, the Company is required to obtain the prior approval of its Members by way of a Special Resolution for giving loans, guarantees and making acquisitions by way of subscription, purchase or otherwise, the securities of any other body(ies) 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.

Members of the Company via Postal Ballot in 2015 have approved the limit the under Section 186 of the Companies Act, 2013 as follow:

Sr No	Particulars*	Upto a Limit outstanding at any point of time
1	To give loans to any person or any other body corporate	₹ 1,000 crore
2	To give guarantees or provide security in connection with a loan(s) given by any other person to any body corporate or person.	₹ 1,000 crore
3	To acquire by way of subscription, purchase or otherwise in the securities of any other body corporate	₹ 1,000 crore

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

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

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(ies) corporate, or giving loans, or guarantees or providing securities (as specified in the special resolution) exceeding 60% (sixty percent) of its paid-up share capital, free reserves and securities premium account or 100% (hundred percent) of its free reserves and securities premium account, whichever is more.

The Board recommends the aforesaid Special Resolution set out at Item No.4 for the approval of the Members.

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

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

**Alpesh Shah
Company Secretary**

Place : Mumbai

Date: May 26, 2018

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Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to the Directors seeking Appointment/Re-appointment in the 40th Annual General Meeting

Name	Ramachandra Kasargod Kamath
Director Identification	01715073
Date of Birth	19/11/1955
Date of Appointment	30/09/2016
Qualification	B.Com, CAIIB
Expertise in specific functional area	<p>Mr. Ramachandra Kasargod 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>
Other listed companies in which he holds Directorship	Nil
Chairperson/Member of Committee(s) of Board of Directors of other listed companies in which he is a Director	Nil
Shareholding in the Company (Equity)	Nil
Disclosure of relationship with other Directors and Key Managerial Personnel	Nil

AGM LOCATION AND VENUE



CENTRUM CAPITAL LIMITED

CIN : 65990MH1977PLC019986

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: _____

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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 40th Annual General Meeting of the Company, to be held on, Monday, August 13, 2018 at M. I. G. Cricket Club, M. I. G. Colony, Ramakrishna Paramahans Marg, Bandra East, Mumbai - 400051, at 3:00 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)*
Ordinary Business			
1	Adoption of the audited financial statements (standalone and consolidated) for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors		
2	Appointment of a Director in place of Mr. Ramachandra Kasargod Kamath, (DIN: 01715073), who retires by rotation and being eligible, offers himself for re-appointment		
Special Business			
3	Approval for Raising of funds upto ₹ 500 Crore by way of issue of Non-Convertible Debenture		
4	Approval for Increase in the limits applicable for making Investments extending Loans and giving Guarantees or providing Securities in connection with the loan/s to persons/Bodies Corporate.		

Signed this _____ day of _____ 2018.

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 40th 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 carrying voting rights.
- 5) 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 holders, 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 (ü) in appropriate column against the resolution indicated above. In case a member wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns "For", "Against". In case the member 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)

40th Annual General Meeting on Monday, 13th day of August, 2018 at M. I. G. Cricket Club, M. I. G. Colony, Ramakrishna Paramahans Marg, Bandra East, Mumbai - 400051.

Regd. Folio No./ DP ID - Client ID

Name:

Address:

Name of the Proxy

No. of Shares held

I hereby record my presence at the 40th Annual General Meeting of the Company to be held on Monday, 13th day of August, 2018 at 03:00 p.m. at M. I. G. Cricket Club, M. I. G. Colony, Ramakrishna Paramahans Marg, Bandra East, Mumbai – 400051.

Signature of the attending member/proxy:_____

Notes:

1. Please refer to the instructions printed under the Notes to the Notice of the 40th 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.