

Centrum Capital Limited

CIN: L65990MH1977PLC019986

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

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

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POSTAL BALLOT NOTICE

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

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

The Board of Directors, at its Meeting held on January 03, 2018, has appointed Mr. Umesh P. Maskeri, Practicing Company Secretary, (COP No 12704) as Scrutinizer for conducting the Postal Ballot (physical and e-voting) process in a fair and transparent manner.

Members are requested to carefully read the instructions printed on the Postal Ballot Notice/Ballot Form and return the duly completed Ballot Form in the enclosed self-addressed Business Reply Envelope (postage whereof shall be borne and paid by the Company) so as to reach the Scrutinizer on or before 05:00 p.m. on Sunday, February 04, 2018. Ballot Forms, if sent by courier or by registered/speed post or hand delivered at the Corporate Office of the Company (at the expense of the Members) shall also be accepted. Please note that the Ballot Forms received after the said date shall be treated as if reply from the Members have not been received. Members who have not received the Ballot Forms may apply to the Company and obtain a duplicate thereof.

E-voting

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

Members desiring to opt for e-voting are requested to read the information and other instructions relating to e-voting as contained at Sr. No. 10 under 'Notes'. The e-voting period shall commence from Saturday, January 06, 2018, at 09:00 a.m. and conclude on Sunday, February 04, 2018, at 05:00 p.m. The e-voting facility shall be disabled by CDSL thereafter. Members can opt for only one mode of voting i.e. either voting by Ballot Forms or by e-voting. In case, Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Forms shall be treated as invalid.

The Executive Chairman or any person authorized by him in writing, after receipt of the Report on the scrutiny of the Postal Ballot (physical and e-voting) from the Scrutinizer, shall announce the results of the Postal Ballot on Tuesday, February 06, 2018. The results so declared along with the Scrutinizer's Report shall be placed on the website of the Company i.e. www.centrum.co.in and CDSL i.e. www.evotingindia.com and shall also be forwarded to the Stock Exchange on which shares of the Company are listed i.e. BSE Limited.

SPECIAL BUSINESS:

Item No. 1 – ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable Rules thereunder (the “Act”) and the enabling provisions of the Memorandum of Association and Articles of Association of the Company(as amended from time to time) and the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended(“SEBI LODR Regulations”), the provisions of the Foreign Exchange Management Act, 1999, as amended, and rules and regulations framed thereunder as in force (“FEMA”) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), the Registrar of Companies (the “ROC”) and the Stock Exchanges where the shares of the Company are listed (“Stock Exchanges”) and subject to their requisite approvals, consents, permissions and/or sanctions, if any, and of any other appropriate statutory, regulatory or other authority (including RBI) or subject to applicable guidelines of FEMA and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot from time to time in one or more tranches, upto 4,22,53,521 (Four Crore Twenty Two Lac Fifty Three Thousand Five Hundred and Twenty One) Convertible Warrants (“Warrants”) on a preferential basis to BG Advisory Services LLP (“Warrant Holder”), being a corporate entity forming part of the Promoter Group of the Company, with a right to Warrant Holder to apply for and get allotted one equity share of face value of Re.1/- (Rupee One Only) each (the “Equity Shares”) for each Warrant, within a period of 18 (Eighteen) months from the date of allotment of Warrants, at a price of Rs. 71/- per share (Rupees Seventy One Only) including premium, or such higher price as may be arrived at in accordance with the SEBI ICDR Regulations, aggregating upto Rs. 300,00,00,000/- (Rupees Three Hundred Crore only) as the Board may think fit;

RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter VII of the SEBI ICDR Regulations, for the determination of issue price of the Warrants is Friday, January 05, 2018 i.e. 30 days prior to the date of last date of voting of postal ballot and e-voting i.e. Sunday, February 04, 2018 (deemed date of passing of this Resolution by the Members of the Company through Postal Ballot);

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of equity shares in one or more tranches as may be required to be issued and allotted upon exercise of option by the Warrant Holder and the Equity Shares issued on conversion of said Warrants shall be subject to the Memorandum of Association and Articles of Association of the Company and shall rank pari passu in all respects including dividend with the existing fully paid up Equity Shares of the Company;

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to the following terms:

- (i) The Warrants may be exercised by the Warrant Holder at any time before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants (“Tenor”);

- (ii) In the event the Warrant Holder does not exercise the Warrants within 18 (Eighteen) months from the date of allotment of the Warrants, the Warrants shall lapse and the amount paid on such Warrants shall stand forfeited by the Company;
- (iii) The Warrant Holder shall be entitled to exercise the option of converting any or all of the Warrants in one or more tranches by way of a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the Warrant holder;
- (iv) The Company shall procure within 30 (Thirty) days of the issuance and allotment of any Equity Shares to the Warrant Holder upon exercise of Warrants, the listing and trading approvals for such Equity Shares from the relevant stock exchanges;
- (v) The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company;
- (vi) Upon exercise of the Warrants by the Warrant Holder, the Company shall issue and allot of Warrant Holder in the records of the Company as the registered owner of such Equity Shares;
- (vii) A Warrants subscription price equivalent to 25% of the issue price of the Warrants will be payable at the time of subscription to the Warrants, as prescribed by Regulation 77 of the ICDR Regulations. A Warrant exercise price equivalent to the 75% of the issue price of the Warrants will be payable by the Warrant Holder at the time of exercising the Warrant;
- (viii) The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof;
- (ix) Subject to the provisions of Chapter VII of the SEBI ICDR Regulations, the Warrants and Equity Shares allotted on exercise of such Warrants will be transferable within the Promoters and persons forming part of Promoter Group;
- (x) In the event that the Company completes any form of capital restructuring prior to the conversion of the Warrants, then, the number of Equity Shares that each Warrant converts into and the price payable for such Equity Shares, shall be adjusted accordingly in a manner that, to the extent permitted by applicable laws, Warrant Holder: (a) receives such number of Equity Shares that Warrant holder would have been entitled to receive; and (b) pays such consideration for such Equity Shares to the Company which Warrant Holder would have been required to pay, had the Warrants been exercised immediately prior to the completion of such capital restructuring;
- (xi) The Company shall re-compute the price of the Warrants issued on conversion of Warrants in terms of the provisions of SEBI ICDR Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such Warrant Holder to the Company in accordance with the provisions of SEBI ICDR Regulations;
- (xii) The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under Chapter VII of SEBI ICDR Regulations relating to preferential issues;
- (xiii) The Warrants by itself, until exercise of conversion option and Equity Shares allotted, does not give to the Warrant Holder thereof any rights with respect to that of a shareholder(s) of the Company; and

- (xiv) Until the Warrants are transferred, the Company shall treat Warrant Holder as the absolute owner for all purposes without being affected by any notice to the contrary.

RESOLVED FURTHER THAT subject to the SEBI ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above mentioned convertible warrants and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem necessary, proper and expedient;

RESOLVED FURTHER THAT Board/Fund Raising Committee be and is hereby authorized to adopt PAS 4, application form and any other documents required to the issue of the abovementioned Warrants;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for the purpose of issue and allotment of the equity shares and listing thereof with the Stock Exchange(s), the Board be and are hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper or expedient including application to Stock Exchange(s) for obtaining in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said equity shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) and to generally do all such acts, deeds, matters and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution."

Item No. 2 – TO RAISE FUNDS THROUGH ISSUE OF SECURITIES

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT in accordance with the provisions of Section 23, 42, 55, 62(1)(c), 71 and other applicable provisions if any, of the Companies Act, 2013 and the Rules made there under including any statutory modifications or re-enactments 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 and the rules framed thereunder ("SCRA"), 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 ("FEMA"), 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 authority (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, or that of any other competent authority, 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, as amended ("SEBI LODR Regulations"), the provisions of the Memorandum and Articles of Association of the Company (as amended from time to time) and subject to receipt of approvals, consents, permissions and sanctions as might be required from SEBI, the RBI, Registrar of Companies ("ROC"), stock exchanges or other relevant statutory, regulatory, governmental authorities, (including any court, tribunal or any other judicial and/or quasi-judicial authority) ("Concerned Authorities") 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 may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder), the consent of the

Company be and is hereby accorded to the Board 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, scrips, stocks, Bonds or any other marketable securities of like nature whether cumulative or non-cumulative/redeemable/optionally convertible into equity shares 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 holders to exchange the said warrants with equity shares at a later date (hereinafter referred to as "Securities") or any combination of securities in one or more tranches 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 or in any combination through issue of prospectus and/or placement documents or other permissible/ requisite documents, 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 person, in one or more combinations thereof ("Investor"), through a public issue/private placement or 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 and whether through one or more prospectus or letter 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. 750.00 crore (Rupees Seven Hundred and Fifty Crore only), in one or more tranches, 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 agent 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 agent 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 (as amended from time to time) 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 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 special resolution passed by the shareholders 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 SEBI ICDR Regulations, the Relevant Date for determination of the price of the Securities to be issued to QIBs shall be the date of the Meeting in which the Board of Directors of the Company or any of its Committee duly authorized 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 regulations/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 reduced pro rata;
- (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 and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or re-classification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

RESOLVED FURTHER THAT these Equity Shares shall be listed with the stock exchanges, where the existing Equity Shares of the Company are listed and, at the discretion of the Board, at one or more stock exchanges in and outside India;

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/Fund Raising Committee be and is hereby authorized to make any alteration, addition or variation in relation to the Follow-on Public Offer, in consultation with the book running 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 Board is hereby severally authorized to take all the necessary steps, including preparation of 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 Securities pursuant to the Follow-on Public 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 FPO, 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 Board/Fund Raising Committee 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 the aforesaid issues, subject to requisite approvals from Reserve Bank of India, if any, and the directors of the Company and/or other officers of the Company authorized by the Board be and is or are hereby authorized to sign and execute the application form and other documents required for opening the accounts, to operate the said accounts, 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, 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 as may be authorized by the Board in accordance with the Articles of the Association of the Company;

RESOLVED FURTHER THAT the Board/Fund Raising Committee be and is hereby authorized to do such acts, deeds, matters 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;
 - 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 attorneys, to do such acts, deeds, matters 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. seeking the listing of the Securities on any stock exchange, submitting the listing application to such stock exchange and taking all actions that may be necessary in connection with obtaining such listing;
 - x. 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
 - xi. deciding the pricing and terms of the Securities, and all other related matters; and
 - xii. to adopt PAS 4, application form and any other documents required to the issue of the abovementioned Securities.

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

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares pursuant to the Follow-on Public Offer, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Equity Shares on one or more stock exchanges in India or abroad;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers herein conferred to any Committee including the Fund Raising Committee or any one or more executives of the Company;

RESOLVED FURTHER THAT Mr. Shailendra Apte, Chief Financial Officer, Mr. Alpesh Shah, Company Secretary or Mr. Ajay Sharma, Senior Vice President be and are severally authorized to execute and sign the documents including consent letters, powers of attorney, certificates etc., as may be required in connection with the above;

RESOLVED FURTHER THAT 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 any of the Directors or the Company Secretary or Compliance Officer be and are hereby severally authorised to issue certified true copies of these resolutions to various authorities;

RESOLVED FURTHER THAT any Director or Directors 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 limited to subscription agreement, depository agreement, trustee agreement), undertaking, deeds, declarations and all other documents and to do all such acts, deeds, matters and things 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 Company and 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."

Notes:

1. In terms of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members in respect of the Special Resolutions contained in the Postal Ballot Notice is sought through Postal Ballot (including e-voting).
2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out all the material facts relating to the Special Business is annexed hereto.
3. The Board of Directors, at its Meeting held on January 03, 2018, has appointed Mr. Umesh P. Maskeri, Practicing Company Secretary, (COP No 12704) as Scrutinizer for conducting the Postal Ballot (physical and e-voting) process in a fair and transparent manner.
4. The Postal Ballot Notice is being dispatched/e-mailed to all the Members whose names appear on the Register of Members/statement of beneficial ownership furnished by National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as at the close of business hours on Wednesday, January 03, 2018. The Postal Ballot Notice is being sent by e-mail to the Members who have registered their email addresses for receipt of documents in electronic form with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Transfer Agent (in case of physical shareholding). For Members whose e-mail addresses are not registered, physical copies of the Postal Ballot Notice and the Ballot Form are being sent by permitted mode along with postage prepaid self-addressed Business Reply Envelope. The Postal Ballot Notice may also be accessed on Company's website i.e. www.centrum.co.in
5. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Ballot Forms can seek duplicate Ballot Forms by writing to the Company at its Corporate Office or by sending e-mail at cs@centrum.co.in. Duly completed Ballot Forms should, however, reach the Scrutinizer not later than 05:00 p.m. on Sunday, February 04, 2018.
6. Members are requested to carefully read the instructions printed on the Postal Ballot Notice/Ballot Form and return the duly completed and signed Ballot Forms in the enclosed Business Reply Envelope (postage whereof shall be borne and paid by the Company) so as to reach the Scrutinizer at the Corporate Office of the Company on or before 05:00 p.m. on Sunday, February 04, 2018. Ballot Forms, if sent by courier or by registered/speed post or hand delivered at the Corporate Office of the Company (at the expense of the Members) shall also be accepted. Please note that the Ballot Forms received after the said date shall be treated as if reply from the Members have not been received. Unsigned/blank/incomplete/defaced/mutilated/incorrectly ticked Ballot Forms will be rejected. Members cannot exercise their vote by proxy on Postal Ballot. Members desiring to exercise their vote through e-voting are requested to read the information and other instructions relating to e-voting as contained at Sr. No. 10 below.



7. Members are requested not to send any other paper along with the Ballot Forms in the enclosed postage pre-paid self-addressed Business Reply Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
8. The voting rights shall be reckoned in proportion to the paid-up value of the equity shares of the Company registered in the name of the Members as on Wednesday, January 03, 2018.
9. The Company, in compliance with Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and pursuant to Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment thereof), has also provided the Members with an alternative facility of casting their votes on the Special Business as set out hereunder through electronic voting (e-voting) system of Central Depository Services (India) Limited (CDSL).
10. **Information and other instructions relating to remote e-voting are as under:**
 - (i) The voting period begins on Saturday, January 06, 2018, (09:00 a.m.) and ends on Sunday, February 04, 2018, (05:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday, January 03, 2018, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The Shareholders should logon to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits Beneficiary ID,
 - b. For NSDL: 8 Character DPID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 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 OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id/ folio number in the Dividend Bank Details field as mentioned in instruction(iv)
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- (viii) After entering the details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <CENTRUMCAPITALLIMITED>on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF form 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.

11. Members can opt for only one mode of voting i.e. either voting by Ballot Forms or by e-voting. In case, Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Forms shall be treated as invalid.
12. The Executive Chairman or any person authorized by him in writing, after receipt of the Report on the scrutiny of the Postal Ballot (physical and e-voting) from the Scrutinizer, shall announce the results of the Postal Ballot on Tuesday, February 06, 2018 at the Corporate Office of the Company. The results so declared along with the Scrutinizer's Report shall be placed on the website of the Company i.e. www.centrum.co.in and CDSL i.e. www.evotingindia.com and shall also be forwarded to the Stock Exchange on which shares of the Company are listed i.e. BSE Limited.
13. The Scrutinizer's decision on the validity of the Postal Ballot will be final and binding.
14. The Special Resolutions as set out in the Postal Ballot Notice, if passed by requisite majority, shall be deemed to have been passed on the last date for receipt of duly completed Ballot Forms or e-voting i.e. Sunday, February 04, 2018.
15. All documents referred to in the accompanying Notice and the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 are available for inspection by the Members at the Corporate Office of the Company i.e. "Centrum House", C.S.T. Road, Vidyanagri Marg, Kalina, Santacruz (East), Mumbai – 400 098 as well as its Registered Office i.e. Bombay Mutual Building, 2nd Floor, Dr. D.N. Road, Fort, Mumbai-400001 during working hours on any working day from Saturday, January 06, 2018, to Sunday, February 04, 2018, in accordance with the provisions of Section 190 of the Companies Act, 2013.

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

By order of the Board
Centrum Capital Limited

Place: Mumbai
Date: January 03, 2018

Alpesh Shah
Company Secretary



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 SETTING OUT ALL THE MATERIAL FACTS RELATING TO SPECIAL BUSINESS:

Item No. 1

In order to meet funding requirements for Company's and its business expansion plans including of its subsidiary and for general corporate purpose, the Board of Directors of the Company in its meeting held on January 03, 2018, accorded its approval for raising funds through preferential issue upto 4,22,53,521 (Four Crore Twenty Two Lac Fifty Three Thousand Five Hundred and Twenty One) convertible warrants ("warrants") on preferential basis to BG Advisory Services LLP, being a corporate entity forming part of the Promoter Group of the Company at a price of Rs. 71/- each (Rupees Seventy One Only) including premium or such higher price as may be arrived at in accordance with the SEBI ICDR Regulations, aggregating to Rs. 300,00,00,000/- (Rupees Three Hundred Crore only).

Pursuant to provisions of Section 42 and 62 (1)(c) of Companies Act, 2013 (the "Act") and Regulation 72 of SEBI ICDR Regulations, any preferential allotment of Securities needs to be approved by the shareholders by way of a Special Resolution.

The consent of the shareholders is being sought by a special resolution to enable the Board to issue convertible warrants on preferential basis as may be permitted under applicable laws to the following subscriber in accordance with the provisions of the Companies Act, 2013 and Rules made thereunder, SEBI ICDR Regulations, as amended, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable laws, including with respect to the pricing of the securities proposed to be issued.

Sr. No.	Details of Subscriber	Number of Convertible Warrants upto	Consideration upto
1	BG Advisory Services LLP	4,22,53,521	Rs. 300,00,00,000

The proposed allottee of convertible warrants has not sold any equity shares of the Company during the six months preceding the Relevant Date i.e, Friday, January 05, 2018.

Therefore, in compliance with the provisions of applicable laws, the proposed resolutions as set out at Item No. 1 are recommended for the approval of Shareholders' as Special Resolution.

Further, in terms of Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 73 of the SEBI ICDR Regulations, the following disclosures are required to be made in the Explanatory Statement to the Notice:

A. The objects of the issue

The object of the issue is to meet funding requirements for Company's and its business expansion plans including of its subsidiary and for general corporate purpose.

B. The total number of securities to be issued

The resolution set out in the accompanying Notice authorizes the Board to issue to Promoter Group upto 4,22,53,521 (Four Crore Twenty Two Lac Fifty Three Thousand Five Hundred and Twenty One) convertible warrants on preferential basis.

The number of convertible warrants to be issued will depend on the price calculated as per the SEBI ICDR Regulations and if the price derived is higher than the price mentioned in the resolution the number of convertible warrants will appropriately change.

C. Issue Price and Relevant Date

Issue Price shall be price of Rs. 71/- each (Rupees Seventy One Only) including premium or such higher price as may be arrived at in accordance with the SEBI ICDR Regulations. The Relevant Date is Friday, January 05, 2018 i.e. 30 days prior to the date of declaration of results of postal ballot and e-voting results

on Sunday, February 04, 2018 (deemed date of passing of this Resolution by the Members of the Company through Postal Ballot).

D. Intention of promoters, directors or key managerial personnel to subscribe to the offer

The preferential issue is being made to the individuals / entity belonging to the promoter group.

E. The proposed time within which the allotment shall be completed

In terms of Chapter VII of the SEBI ICDR Regulations, preferential allotment of convertible warrants shall be completed, within a period of 15 days from the date of passing of the special resolution contained in this Notice. Provided that where the allotment on preferential basis is pending on account of pendency of any approval of such allotment from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of receipt of last such approvals.

F. The names of the proposed allottee and the percentage of post preferential offer capital that may be held by them

Sr No	Name of the proposed Allottee	Category	Present holding	% to Pre-Issue Capital	Present Issue upto	Post Issue Shareholding	
						No. of equity shares	%
1	BG Advisory Services LLP	Promoter Group	Nil	Nil	4,22,53,521	4,22,53,521	9.22

G. The identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and/or who ultimately control the proposed allottee is as follows:

Name and address of the proposed allottee	Category (Promoter/ Non - Promoter)	Names of Ultimate Beneficial Owners of the proposed allottee(s)
BG Advisory Services LLP	Promoter Group	Mr. Chandir Gidwani Mr. Jaspal Singh Bindra

H. The change in control, if any, in the Company that would occur consequent to the preferential offer

As a result of the proposed preferential issue of convertible warrants, there will be no change in the control or management of the Company. However, voting rights will change in accordance with the shareholding pattern.

I. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price

There were no allotment on preferential basis have been made by the Company during the year.

J. The pre issue and post issue shareholding pattern of the Company

Sr No	Category	Pre Issue		Post Issue	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding
A	Promoter Holding				
1	Indian:				
	Individual	-	-	-	-
	Body Corporate	154281537	37.08	196535058	42.89
	Sub Total	154281537	37.08	196535058	42.89
	Foreign Promoter	-	-	-	-
	Total(A)	154281537	37.08	196535058	42.89

B	Non-Promoter Holding				
1	Institutions:				
	Mutual Fund	2444211	0.59	2444211	0.53
	Foreign Portfolio Investor	3008423	0.73	3008423	0.66
	Sub-Total (B1)	5452634	1.32	5452634	1.19
2	Central Government/ State Government(s)/ President of India				
	Central Government / State Government(s)	882	0.00	882	0.00
	Sub-Total (B2)	882	0.00	882	0.00
3	Non-Institutions:				
(a)	Individuals				
	i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	45686098	10.98	45686098	9.97
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	69438202	16.69	69438202	15.15
	Trusts	37000	0.01	37000	0.01
	Hindu Undivided Family	2470734	0.59	2470734	0.54
	Non Resident Indians (Non Repat)	2558775	0.61	2558775	0.56
	Other Directors	7694220	1.85	7694220	1.68
	Non Resident Indians (Repat)	7355563	1.77	7355563	1.60
	Clearing Member	2031268	0.49	2031268	0.44
	Bodies Corporate	119025827	28.61	119025827	25.97
	Sub Total (B3)	256297687	61.60	256297687	55.92
	Total (B1 + B2+B3)	261751203	62.92	261751203	57.11
	Grand Total	416032740	100.00	458286261	100.00

The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of convertible warrants on preferential basis to the proposed allottee.

K. Lock-in Period

The convertible warrants to be allotted on preferential basis shall be subject to lock-in as per SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the above allottee shall be locked-in as per the Regulations 78(6) of the SEBI (ICDR) Regulations.

L. The Company hereby undertakes that

- It would re-compute the price of the securities specified above in terms of the provisions of the SEBI ICDR Regulations, if it is required to do so.

- b. If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the above specified securities shall continue to be locked in till the time such amount is paid by allottee.

N. Auditor's Certificate

The certificate from M/s. Haribhakti & Co. LLP, Chartered Accountants certifying that the preferential issue is being made in accordance with the requirements contained in SEBI ICDR Regulations shall be available for inspection at the Registered Office of the Company during 11:00 a.m. to 5:00 p.m. (office hours) on all the working days except (Public holidays and Saturdays) upto the date of declaration of results of postal ballot.

O. Report of Registered Valuer

No report of registered valuer is required for the offer, issue and allotment of the equity shares under the provisions of first proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014.

It is proposed to obtain consent of Members, pursuant to Section 42, 62 and other applicable provisions of the Companies Act, 2013, SEBI ICDR Regulations and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to issue and allot convertible warrants to promoters/promoter group on preferential basis.

The Board recommends the Special Resolution set out at Item No. 1 for the approval of the Members.

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

Item No. 2

In order to meet funding requirements for Company's and its business expansion plans including of its subsidiary and for general corporate purpose. 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) and any other securities in one and any combination 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 any event, the issue will be structured in such a manner that the amount does not exceed Rs. 750 crore. The equity shares, if any, allotted on issue shall rank paripassu in all respects with the existing Equity Shares of the Company.

The said enabling resolution is for seeking approval of the members of the Company for the proposed issue(s) of securities to be made from time to time and to confer authority and absolute discretion to the Board/Committee to do all such acts, deeds, matters and things, which may be required to offer, issue and allot securities at an opportune time, including the size, structure, price, timing and other terms and conditions of the issue(s).

However, the issue(s) 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 other terms and conditions of the issue(s) will be determined in consultation with the merchant bankers, lead managers, consultants, advisors and/or such other intermediaries as may be appointed for the issue of securities.

The consent of the Members is being sought under Section 23, 42, 55, 62(l)(c) and 71 of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013, if any, and in terms of the SEBI ICDR Regulations and provisions of the listing agreements executed by the Company with the Stock Exchanges where the Company's shares are listed.

The Stock Exchange for the same purpose is the BSE Limited.

The Board of Directors of the Company believes that the proposed issue(s) are in the interest of the Company and hence, recommends the Special Resolution set out at Item No. 2 for the approval of the Members.

None of the Directors and Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 except to the extent of securities they may subscribed and allotted.

Centrum Capital Limited

CIN: L65990MH1977PLC019986

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

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

Phone: 022 4215 9000, Fax: 022 4215 9833

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

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

Serial No.:

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

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

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

4. Number of Share(s) held :

I/We hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot for the Special Business stated in the Postal Ballot Notice dated January 03, 2018, by recording my/our assent or dissent to the said Resolutions by placing a tick (✓) mark at the appropriate box below:

Item nos.	Description	No. of Shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS			
2.	TO RAISE FUNDS THROUGH ISSUE OF SECURITIES			

Place:

Date:

(Signature of the Member)

(P.T.O for instructions)

Note: Last Date for receipt of duly completed and signed Ballot Form by the Scrutinizer is Sunday, February 04, 2018, up to 05:00 p.m.

INSTRUCTIONS

1. The Company is providing voting through Postal Ballot (including e-voting). Members desiring to exercise their vote by Ballot Forms may complete this Ballot Form (No other Form or photocopy of the Form is permitted) and send it to the Scrutinizer in the enclosed self-addressed Business Reply Envelope, postage whereof shall be borne and paid by the Company. However, Ballot Forms, if sent by courier or by registered/speed post or hand delivered at the Corporate Office of the Company (at the expense of the Members) shall also be accepted. **Members desiring to opt for e-voting are requested to read the information and other instructions relating to e-voting as contained at Sr. No. 10 under 'Notes' to the Postal Ballot Notice.**
2. The Members can opt for only one mode of voting i.e. either voting by Ballot Forms or by e-voting. In case, Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Forms shall be treated as invalid.
3. The self-addressed Business Reply Envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
4. A (v) mark should be placed in the relevant box signifying assent/dissent for the resolution, as the case may be. Tick in both the boxes would render the Ballot Form invalid. Please note that (X) mark or any other mark other than (v) in the box signifying assent or dissent shall be deemed as if no mark has been placed and the box is left blank. Unsigned/blank/incomplete/defaced/ mutilated/incorrectly ticked Ballot Forms will be rejected.
5. The Ballot Form should be completed and signed by the Members (as per the specimen signature registered with the Company/Depository Participant). In case of joint holding, this Form should be completed and signed by the first named Member and in his/her absence, by the next named Member. There shall be one Ballot Form for every Folio/Client ID, irrespective of the number of jointholders.
6. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Ballot Form should be accompanied by a certified true copy of Board Resolution/authorization giving requisite authority to the person voting on Ballot Form, together with the duly attested specimen signature(s) of the authorized signatories.
7. A Member need not use all the votes nor he/she needs to cast all the votes in the same way.
8. The voting rights shall be reckoned in proportion to the paid-up value of the equity shares of the Company registered in the name of the Members as on Wednesday, January 03, 2018.
9. The Members cannot exercise their vote by proxy on Postal Ballot.
10. Members are requested not to send any other paper along with the Ballot Forms in the enclosed postage pre-paid self-addressed Business Reply Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. **Duly completed Ballot Forms in the enclosed self-addressed Business Reply Envelope (postage whereof shall be borne and paid by the Company) so as to reach the Scrutinizer on or before 05:00 p.m. on Sunday, February 04, 2018.**
12. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Ballot Forms can seek duplicate Ballot Forms by writing to the Company at its Corporate Office or by sending e-mail at cs@centrum.co.in.
13. The Chairman or any person authorized by him in writing, after receipt of the Report on the scrutiny of the Postal Ballot (physical and e-voting) from the Scrutinizer, shall announce the results of the Postal Ballot on Tuesday, February 06, 2018. The results so declared along with the Scrutinizer's Report shall be placed on the website of the Company i.e. www.centrum.co.in and CDSL i.e. www.evotingindia.com and shall also be forwarded to the Stock Exchange on which shares of the Company are listed i.e. BSE Limited.
14. The Scrutinizer's decision on the validity of the Postal Ballot will be final and binding.