

May 22, 2020

To, National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, Bandra - Kurla Complex, Bandra (East), Mumbai - 400 051.	To, BSE Limited Corporate Relations Department, 1st Floor, New Trading Ring, P. J. Towers, Dalal Street, Mumbai - 400 001.
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Sub.: Intimation of Postal Ballot/Calendar of Events

Ref: Scrip Code – 501150 and NSE Scrip Code: - CENTRUM

Dear Sir/Madam,

This is to inform you that, the Board of Directors of the Company vide Circular resolution passed on May 04, 2020, have approved the Postal Ballot Notice seeking the approval of Members of the Company on the Resolution as set out in the attached Notice and approved the appointment of Mr. Umesh P Maskeri, Practicing Company Secretary, as a Scrutinizer for conducting the Postal Ballot process in fair and transparent manner.

The said notice has been sent in electronic mode to those shareholders whose Email Ids were registered with the depositories as on May 15, 2020, being the cut-off date. The voting will commence on Monday, May 25, 2020, at 9:00 a.m. and will end at the close of working hours i.e. by 5:00 p.m. on Tuesday, June 23, 2020, after which the e-voting module shall be disabled by CSDL.

On account of threat posed by COVID-19 and in terms of the MCA Circulars, the Company has sent the Postal Ballot Notice in electronic form only. No hard copy of this Notice along with postal ballot forms and pre-paid business envelope are sent to the members for this postal ballot.

However, the Company has given an option to the members whose e-mail id is not registered, to submit their e-mail as a part of temporarily registration process included in the notice.

The details of the Calendar of Events for the Postal Ballot (e-voting) proposed to be conducted are as follows:

Sr. Nos.	Particulars	Date of Event
1	Date on which consent given by the Scrutinizer to act as such for conducting Postal Ballot	April 03, 2020 (Friday)
2	Date of Circular Resolution for appointing the Scrutinizer for conducting Postal Ballot	May 04, 2020 (Monday)
3	Date of Circular Resolution for approving the Postal Ballot Notice and Explanatory Statement	May 04, 2020 (Monday)
4	Cut-off date for ascertaining the Members to whom the Postal Ballot Notice shall be sent and also for reckoning voting rights	May 15, 2020 (Friday)

Centrum Capital Limited (CIN No.: L65990MH1977PLC019986)

Corporate Office: Centrum House, CST Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400 098. Tel: +91 22 4215 9000

Registered Office: 2nd Floor, Bombay Mutual Building, Dr. D. N. Road, Fort, Mumbai – 400 001. Tel: +91 22 2266 2434

Email: info@centrum.co.in Website : www.centrum.co.in

5	Date of Email communication to Members by RTA	May 21, 2020 (Thursday)
6	Date of publication in the Newspapers regarding Email of the Postal Ballot Notice to the Members	May 23, 2020 (Saturday)
7	Date of commencement of the voting (e-voting)	May 25, 2020 (Monday)
8	Date of conclusion of the voting (e-voting)	June 23, 2020 (Tuesday)
9	Date of submission of Report by the Scrutinizer to the Chairman	On or before June 25, 2020 (Thursday)
10	Date of declaration of results by the Chairman or any person authorized by him in writing	On or before June 25, 2020 (Thursday)
11	Date of intimation of the results to the BSE Limited, National Stock Exchange of India limited and Central Depository Services (India) Limited (CDSL) and uploading the same on the website of the Company	June 25, 2020 (Thursday)

Pursuant to Regulation 30 of the SEBI (LODR) Regulations, 2015, enclosed herewith the Postal Ballot Notice sent to the members of the Company. The copy of the said Postal Ballot Notice has been uploaded on the website of the Company viz. www.centrum.co.in.

Kindly acknowledge the receipt and take the same on your record.

Thanking you,

Yours faithfully,

For Centrum Capital Limited



Alpesh shah
Company Secretary

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Corporate Office: "Centrum House", C.S.T. Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400 09\

Phone: 022 4215 9000, Fax: 022 4215 9833;

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

POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars (as defined below)

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

Section 110 of the Companies Act and the Rules provide for passing of resolutions by postal ballot. In terms of said Section of the Companies Act and the Rules, a company may, and in case of resolutions relating to such business as the Central Government may, by notification, declare to be conducted only by postal ballot, shall get any resolution (other than ordinary business and any business in respect of which directors or auditors have right to be heard at any meeting) passed by means of postal ballot, instead of transacting the business in general meeting of the Company.

In terms of the MCA Circulars, in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, companies are advised to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Companies Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. The MCA has clarified that for companies that are required to provide e-voting facility under the Companies Act, while they are transacting any business(es) only by postal ballot up to June 30, 2020, or till further orders, whichever is earlier, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send Postal Ballot Notice only by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

In compliance with the requirements of the MCA Circulars thus hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot.

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice /documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to give their consent by providing their e-mail addresses to the Company or to Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company.

The Board of Directors vide circular resolution dated May 04, 2020, has appointed Mr. Umesh P. Maskeri, Practicing Company Secretary, (COP No. 12704) as Scrutinizer for conducting the Postal Ballot (e-voting) process in a fair and transparent manner.

E-voting

The Company, in compliance with Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and pursuant to Section 108 of the Companies Act, 2013 (“the Act”), read with the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof), has provided the Members with the 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 are requested to read the information and other instructions relating to e-voting as contained at Sr. No. 11 under ‘Notes’. The e-voting period shall commence from Monday, May 25, 2020, at 09:00 a.m. and conclude on Tuesday, June 23, 2020, at 05:00 p.m. The e-voting facility shall be disabled by CDSL thereafter.

The Executive Chairman or any person authorized by him in writing, after receipt of the Report on the scrutiny of the Postal Ballot (e-voting) from the Scrutinizer, shall announce the results of the Postal Ballot on or before Thursday June 25, 2020. 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 (“BSE”) and National Stock Exchange of India Limited (“NSE”).

SPECIAL BUSINESS:

1. REAPPOINTMENT OF MR. SUBHASH KUTTE (DIN: 00233322) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE YEARS.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee, Mr. Subhash Kutte, (DIN:00233322), Independent Director of the Company, whose term is expiring on July 05, 2020, and who has submitted a declaration that he meets the criteria of Independence specified under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5(Five) consecutive years commencing from July 06, 2020 and expiring on July 05, 2025;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein, to any committee of Directors, with power to further delegate to any executives / officers of the Company to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient in this regard.”

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 Resolution contained in the Postal Ballot Notice is sought through Postal Ballot (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 vide circular resolution dated Monday, May 04, 2020, has appointed Mr. Umesh P. Maskeri, Practicing Company Secretary, (COP No. 12704) as Scrutinizer for conducting the Postal Ballot (e-voting) process in a fair and transparent manner.
4. The Notice is being electronically sent to all the Members of the Company, whose name appear on the Register of Members/List of Beneficial Owners, as received from National Security Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on Friday, May 15, 2020 and who have registered their email addresses with the Company and/or with the Depositories. It is however, clarified that all the persons who are members of the Company as on Friday, May 15, 2020 (including those members who may not have received this Notice due to non-registration of their email IDs with the Company or the Depositories) shall be entitled to vote in relation to the resolution specified in this Notice.
5. Members who have not registered their e-mail addresses with either the Company or the Depositories are requested to register the same with the Company or the Depositories in accordance with the process specified herein below at point no 11(b)
6. Voting rights will be reckoned on the paid-up value of shares registered in the names of the members on May 15, 2020. Only those members whose names are recorded in the Register of Members of the Company or in the list of Beneficial Owners maintained by the Depositories as on May 15, 2020, will be entitled to cast their votes by Postal Ballot or e-voting. A person who is not a member as on May 15, 2020, should treat this Notice for information purpose only.
7. In light of the COVID-19 crisis and in accordance with Section 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars, physical copies of the Notice will not be circulated.
8. Dispatch of the Notice shall be deemed to be completed on Thursday, May 21, 2020, i.e., the day on which Link Intime India Private Limited, Registrar and Share Transfer Agent, sends out the communication for the postal ballot process by e mail to the members of the Company.
9. In accordance with the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 and 110 of the Act read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and the circulars issued by the Ministry of Corporate Affairs, the Company has extended e-voting facility for its Members to enable them to cast their votes electronically on the resolutions set forth in this Notice. Members are informed that the communication of their assent or dissent can take place through the e-voting facility. The company has engaged the services of Central Depository Services (India) Limited (CDSL) as the agency to provide the remote e-voting facility.
10. The Notice is being uploaded on the website of the Company i.e., at www.centrum.co.in and on the website of stock exchanges at BSE Limited & National Stock Exchange of India Limited and CDSL at www.evotingindia.com
11. **Information and other instructions relating to remote e-voting are as under:**
 - (a) **Voting through electronic mode/e-voting:**
 - (i) The voting period begins on Monday, May 25, 2020, (09:00 a.m.) and ends on Tuesday, June 23, 2020, (05:00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, May 15, 2020, 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)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id/ folio number in the Dividend Bank Details field as mentioned in instruction(iv)

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

(xviii) Note for Non – Individual Shareholders and Custodians

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

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

(b) Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this postal ballot notice:

- (i) Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, for remote e-voting for this Postal Ballot, shareholders who have not registered their email address and in consequence the e-voting notice could not be serviced may temporarily get their email address registered with the Company’s Registrar and Share Transfer Agent, Link Intime India Pvt Ltd, by clicking the link: https://linkintime.co.in/emailreg/email_register.html and follow the registration process as guided thereafter. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, shareholder may write to rnt.helpdesk@linkintime.co.in. The last date for registration of email ids is Friday, June 19, 2020.
- (ii) It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited, having its office at C-101, 247 Park, Lal Bahadur Shastri Marg, Gandhi Nagar, Vikhroli West, Mumbai – 400 083, India (Tel: 022 4918 6000; Fax: 022 4918 6060), by following the due procedure.
- (iii) Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company’s Registrar and Share Transfer Agent, Link Intime India Private Limited to enable servicing of notices / documents / annual Reports electronically to their e-mail address.

12. The Executive Chairman or any person authorized by him in writing, after receipt of the Report on the scrutiny of the Postal Ballot (e-voting) from the Scrutinizer, shall announce the results of the Postal Ballot on or before Thursday, June 25, 2020, at the Corporate Office of the Company. The results so declared along with the Scrutinizer’s Report shall be placed on the website of the Company i.e. www.centrum.co.in and CDSL i.e. www.evotingindia.com and shall also be forwarded to the Stock Exchanges on which shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited.

13. The Scrutinizer’s decision on the validity of the Postal Ballot will be final and binding.

14. The Resolution 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. Tuesday, June 23, 2020.
15. All relevant 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, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400 098 as well as its Registered Office i.e. 2nd Floor, Bombay Mutual Building, Dr. D.N. Road, Fort, Mumbai-400 001 during working hours on any working day up to the date of declaration of the result of Postal Ballot, in accordance with the provisions of Section 190 of the Companies Act, 2013. During the lock-down, a member may write to the Company Secretary at cs@centrum.co.in requesting supply of relevant documents referred in the Explanatory Statement. Further, any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to the Company Secretary at cs@centrum.co.in.

Registered Office:

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

Place: Mumbai

Date: May 04, 2020

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

**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:

Reappointment of Mr. Subhash Kutte (DIN: 00233322) as an Independent Director of the Company for a second term of five years

Mr. Subhash Kutte (DIN: 00233322) was appointed as an Independent Director of the company in the Financial Year 2015-16 for the period starting from July 06, 2015 to July 05, 2020. As per the provisions of Section 149 of the Companies Act, 2013 and the Rules made thereunder, an Independent Director can be reappointed for a second term of maximum 5 (five) years by obtaining approval of the shareholders by a way of special resolution and on disclosure of such reappointment in the Board's Report. Schedule IV of the Companies Act, 2013, provides for performance evaluation by the Board before extending the term of Independent Director. Mr. Subhash Kutte has given declaration to the Board that, he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of Listing Regulations and intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Director) Rules 2014, to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013. In the opinion of the Board, Mr. Subhash Kutte fulfills the conditions provided in the Act and the Rules made thereunder for reappointment as an Independent Director and is independent of the management.

The Board of Directors and Nomination & Remuneration Committee are of the opinion that considering the vast experience, knowledge and the possession of relevant expertise by Mr. Subhash Kutte (DIN: 00233322) his continued association would be of immense benefit to the Board and recommend the Resolution for your approval.

None of the Directors/Key Managerial Personnel or their relatives except Mr. Subhash Kutte is concerned or interested, financially or otherwise, in the said resolution.

Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard on General Meetings with respect to the Directors seeking re-appointment

Name of the Director	Mr. Subhash Kutte
Date of First Appointment on the Board	July 06, 2015
Qualification	B.COM
Expertise in Specific Functional area	Banking and Finance Mr. Subhash Kutte, aged 68, an Indian National, is a seasoned banker with our four decades of experience. He joined Ratnakar Bank (RBL Bank) in June 1980 and served the bank for thirty-eight years across departments. He held the positions of MD & CEO and Non-Executive Chairman. He retired from the Bank in 2014 thereafter he was a Senior Advisor to the Board of the Bank till 2018. During his stewardship, the Bank has overcome enormous challenges, which included the raising of Capital funds to the tune of 300 crores. He holds a bachelor's degree in commerce.
Number of shares held in Equity Capital of the Company	NIL
Directorship held in other Indian Listed Company	a) Synergy Green Industries Limited b) Menon Pistons Limited

Chairman/Member of Committees of Board of Directors of other listed Companies	NIL
Disclosure of relationship between Directors /KMP interse	NIL

Place: Mumbai
Date: May 04, 2020

**By Order of the Board
For Centrum Capital Limited**

**Sd/
Alpesh Shah
Company Secretary
Membership No. ACS 16017**