

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, Vidyanageri 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 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 February 09, 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 Thursday, March 29, 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 Wednesday, February 28, 2018, at 9:00 a.m. and conclude on Thursday, March 29, 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 Friday, March 30, 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 – Amendment in the CCL- Employee Stock Option Scheme 2017 of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) (including any statutory modifications or re-enactments thereof for the time being in force), the Memorandum and Articles of Association of the Company, provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended (“SEBI Regulations”), and subject to such other approvals, consents, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, consents, permissions and sanctions and which maybe 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(s) of the Board, including Nomination and Remuneration Committee, which the Board has constituted to exercise its powers including the powers conferred on the Board by this resolution) and in partial modifications to the special resolutions approved and passed by the members in the general meeting of the Company held on April 05, 2008 and August 31, 2017, the consent of the Company be and is hereby accorded to amend of the 'CCL-Employee Stock Option Scheme 2017' (“ESOP 2017”) and inter-alia, in particular Clauses 3.5 and 7.2 respectively thereof which provides for the following:

- a. Revised Clause 3.5 - “Exercise Period” means the period of 5 years from the Grant Date, subject to Clause 13 of the Plan, unless the Board/ Committee/ Trust decides otherwise; and
- b. Revised Clause 7.2 - Subject to continued employment and in accordance with Clause 10 of the Plan, all the granted Options shall Vest with the Participant on the last day of the of 1st year from the Grant date.

RESOLVED FURTHER THAT it is hereby noted that the amendments to the ESOP 2017 are not prejudicial to the interests of the option holders;

RESOLVED FURTHER THAT the Board/Nomination and Remuneration Committee/Trust be and is hereby authorized to vary, amend, modify or alter the terms of the Scheme in accordance with and subject to the terms of the Act and any Guidelines, Rules or Regulations that may be issued by any regulatory/statutory authority, as applicable;

RESOLVED FURTHER THAT for the purpose of giving effect to said resolutions, the Board/Nomination and Remuneration Committee/Trust be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have been given all necessary approval thereto expressly by the authority of these resolutions.”

Item No. 2 – Approval for CCL - Employee Stock Option Scheme 2018

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under and in accordance with the Memorandum and Articles of Association of the Company, provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI SBEB Regulations”) as amend from time to time, and subject further to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, and in furtherance to the special resolution approved and passed by the members in the Extra Ordinary General Meeting of the Company held on April 05, 2008, approval and consent of the Company be and is hereby accorded to the implementation of employee stock option scheme namely 'CCL - Employee Stock Option Scheme 2018' (“ESOP 2018” “Scheme”) under the umbrella of the CCL Employee Stock Option Plan 2017, through the existing Centrum ESPS Trust (“Trust”) of the Company, authorizing the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to create, issue and grant from time to time, in one or more tranches, not exceeding and up to 2,45,81,160 (Two Crores Forty Five Lakh Eighty One Thousand One Hundred and Sixty Only) employee stock options to or for the benefit of such person(s) who are in permanent employment of the Company within the meaning of ESOP 2018, including any director, whether whole-time or otherwise (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), as may be decided under ESOP 2018, whether whole-time or otherwise, whether working in India or out of India, as may be decided solely by the Board under the Plan, exercisable into not exceeding and up to 2,45,81,160 (Two Crores Forty Five Lakh Eighty One Thousand One Hundred and Sixty Only) Options, each Option giving the right but not the obligation to the holder to subscribe for cash to one fully paid-up equity share of the Company, of face value of Re. 1/- each, fully paid-up in aggregate and at such price or prices as may be decided by the Board/Nomination and Remuneration Committee/Trust, in such manner, during such period, in one or more tranches and on such terms and conditions as it may deem fit, provided that the exercise price per option shall not be less than the face value of the

equity share of the Company and shall be subject to compliance with the accounting policies under the regulations as may be applicable;

RESOLVED FURTHER THAT employees of subsidiaries and/or step down subsidiaries and/or holding company (if any) which have implemented or has in the process of implementing an employee stock option scheme shall not be eligible, unless otherwise decided by the Nomination and Remuneration Committee/ Trust;

RESOLVED FURTHER THAT the Board and any committee formed for this purpose be and is hereby authorised to issue and allot Equity Shares and/or recommend to the Trust to allot equity shares, upon exercise of options by Employee from time to time in accordance with the ESOP 2018 and other applicable laws in force and such Equity shares shall rank paripassu in all respects with the then existing Equity Shares of the Company;

RESOLVED FURTHER THAT the number of options that may be granted to any employee including any Director of the Company (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), in any financial year and in aggregate under the ESOP2018 shall be lesser than 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company;

RESOLVED FURTHER THAT subject to the extent allowed in SEBI SBEB Regulations, in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are required to be transferred by the Trust to the option grantees for the purpose of making a fair and reasonable adjustment to the employee stock options granted earlier, the ceiling in terms specified above shall be deemed to be increased to the extent of such additional equity shares required to be transferred;

RESOLVED FURTHER THAT in case the equity shares of the Company are consolidated, then the number of shares to be transferred by the Trust and the price of acquisition payable by the option grantees under the Plan shall automatically stand augmented, as the case may be, in the same proportion as the present face value of Re.1 per equity share, shall bear to the revised face value of the equity shares of the Company after such consolidation, without affecting any other rights or obligations of the said grantees;

RESOLVED FURTHER THAT the Board/Nomination and Remuneration Committee/Trust be and are hereby authorized to modify, change, vary, alter, amend, suspend or terminate the ESOP 2018, at any time, subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things at its absolute discretion as it deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOP 2018 and do all other things incidental and ancillary thereof;

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOP 2018;

RESOLVED FURTHER THAT the Board/Nomination and Remuneration Committee/Trust, be and is hereby authorized to do all such acts, deeds, and things at its absolute discretion, as it deems necessary including authorizing or directing the Nomination and Remuneration Committee/Trust to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agencies, Compliance Officers, Investors Service Centers and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of ESOP 2018 as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard;

RESOLVED FURTHER THAT subject to applicable laws, the Board/ Nomination and Remuneration Committee/ Trust reserves the right, to exercise any of the above powers/ duties including delegating further to any executives/officers or of the Trust or to the trustees thereof, to do required acts, deeds, matters and things as also to execute such documents, writings, etc. as may be deemed necessary in connection with implementation/ administration of ESOP 2018.”

Item No. 3 – Grant of options to the employees of the Subsidiary Company(ies) of the Company under CCL – Employee Stock Option Scheme 2018

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under and in accordance with the Memorandum and Articles of Association of the Company, provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, (“SEBI SBEB Regulations”) as amend and subject further to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, and in furtherance to the special resolution approved and passed by the members in the Extra Ordinary General Meeting of the Company held on April 05, 2008, approval and consent of the Company be and is hereby accorded authorizing the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to offer, grant and issue from time to time, in one or more tranches, such number of employee stock options under 'CCL – Employee Stock Option Scheme 2018' (“ESOP 2018” “Scheme”) under the umbrella of the CCL Employee Stock Option Plan 2017, through the existing Centrum ESPS Trust (“Trust”) of the Company, within the limit prescribed therein to or for the benefit of the permanent employees including any director, whether whole-time or otherwise, (other than Promoter(s), Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), of any subsidiary company(ies) including step down subsidiary company(ies) or holding company (if any), existing as well as future, of the Company whether in or outside India, as may be decided by the Board under ESOP 2018, exercisable into not exceeding and up to 2,45,81,160 (Two Crores Forty Five Lakh Eighty One Thousand One Hundred and Sixty Only) Options, as mentioned in resolution 2 above, each Option giving the right but not the obligation to the holder to subscribe for cash to one fully paid-up equity share in the Company, of face value of Re.1/- each, fully paid-up in aggregate and at such price or prices as may be decided by the Board/Trust, in such manner, during such period, in one or more tranches and on such terms and conditions as it may deem fit, provided that the exercise price per option shall not be less than the face value of the equity share of the Company and shall be subject to compliance with the accounting policies under the regulations as may be applicable;

RESOLVED FURTHER THAT employees of subsidiaries and/or step down subsidiaries and/or holding company (if any) which have implemented or has in the process of implementing an employee stock option scheme shall not be eligible, unless otherwise decided by the Nomination & Remuneration Committee/ Trust;

RESOLVED FURTHER THAT the Board and any committee formed for this purpose be and is hereby authorised to issue and allot Equity Shares upon exercise of options by employee including any Director of the subsidiary company(ies) including step down subsidiary company(ies) or holding company (if any), (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), from time to time in accordance with the ESOP 2018 and other applicable laws in force and such Equity shares shall rank paripassu in all respects with the then existing Equity Shares of the Company;

RESOLVED FURTHER THAT the number of options that may be granted to any employee including any Director of the subsidiary company(ies) including step down subsidiary company(ies) or holding company (if any), (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), in any financial year and in aggregate under the ESOP 2018 shall be lesser than 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company;

RESOLVED FURTHER THAT subject to the extent allowed in SEBI SBEB Regulations, in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are required to be transferred by the Trust to the option grantees for the purpose of making a fair and reasonable adjustment to the employee stock options granted earlier, the ceiling in terms specified above shall be deemed to be increased to the extent of such additional equity shares required to be transferred;

RESOLVED FURTHER THAT in case the equity shares of the Company are consolidated, then the number of shares to be transferred by the Trust and the price of acquisition payable by the option grantees under the Plan shall automatically stand augmented, as the case may be, in the same proportion as the present face value of Re.1 per equity share, shall bear to the revised face value of the equity shares of the Company after such consolidation, without affecting any other rights or obligations of the said grantees;

RESOLVED FURTHER THAT the Board/ Nomination and Remuneration Committee/ Trust be and is hereby authorized to modify, change, vary, alter, amend, suspend or terminate the ESOP 2018, at any time, subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things at its absolute discretion as it deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and further to execute all

such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOP 2018 and do all other things incidental and ancillary thereof;

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOP 2018;

RESOLVED FURTHER THAT the Board/ Nomination and Remuneration Committee/ Trust, be and is hereby authorized to do all such acts, deeds, and things at its absolute discretion, as it deems necessary including authorizing or directing the Nomination and Remuneration Committee to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agencies, Compliance Officers, Investors Service Centers and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of ESOP 2018 as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard;

RESOLVED FURTHER THAT subject to applicable laws, the Board/ Nomination and Remuneration Committee/ Trust reserves the right, to exercise any of the above powers/ duties including delegating further to any executives/officers or of the Trust or to the trustees thereof, to do required acts, deeds, matters and things as also to execute such documents, writings, etc. as may be deemed necessary in connection with implementation/ administration of ESOP 2018.”

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 February 09, 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 Friday, February 16, 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 Thursday, March 29, 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 Thursday, March 29, 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 prepaid 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 Friday, February 16, 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 there of), 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 Wednesday, February 28, 2018, (09:00 a.m.) and ends on Thursday, March 29, 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 Friday, February 16, 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
- For CDSL: 16 digits Beneficiary ID,
 - For NSDL: 8 Character DPID followed by 8 Digits Client ID,
 - 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 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 Friday, March 30, 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. Thursday, March 29, 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 Wednesday, February 28, 2018, to Thursday, March 29, 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: February 09, 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

The Company, in order to motivate the key work force seeking their contribution to the corporate growth, to create an employee ownership culture, to attract new talent, and to retain them for ensuring sustained growth, had implement an employee stock option scheme namely 'CCL – Employee Stock Option Scheme 2017' (“ESOP 2017”/ “Scheme”) seeking to cover eligible employees including Directors of the Company and its subsidiary companies, step down subsidiaries or holding company (if any) (present and future) (“the Eligible Employees”). ESOP 2017 had implemented through the employee welfare trust of the Company namely 'Centrum ESOP Trust' (“Trust”). ESOP 2017, which was approved by the shareholders of the Company at its meeting held on August 31, 2017.

With an intent to further benefit the Eligible Employee and make it more meaningful, it is proposed to amend, inter-alia, Clauses 3.5 and 7.2 i.e. respectively Exercise Period and Vesting of options of ESOP 2017. The Board on the recommendation of Nomination and Remuneration Committee proposed following amendment in Clauses 3.5 and 7.2 of ESOP 2017:

Clause Nos.	Existing Provision	Proposed Provision
3.5	“Exercise Period” means the period of 9 years from the Grant Date, subject to Clause 13 of the Plan, unless the Board/ Committee/ Trust decides otherwise	“Exercise Period” means the period of 5 years from the Grant Date, subject to Clause 13 of the Plan, unless the Board/ Committee/ Trust decides otherwise
7.2	Subject to continued employment and in accordance with Clause 10 of the Plan, all the granted Options shall Vest with the Participant on the last day of the of 5th year from the Grant date.	Subject to continued employment and in accordance with Clause 10 of the Plan, all the granted Options shall Vest with the Participant on the last day of the of 1st year from the Grant date.

The proposed amendment shall be applicable to all the Grants including the Grants made before passing of this resolution.

As per SEBI (Share Based Employee Benefits) Regulations,2014, a company may by approval of shareholders by special resolution vary terms of any employee stock option scheme provided such variation is not prejudicial to the interests of the employees.

The proposed revision in the ESOP 2017 are for the benefit of employees of the Company and its subsidiaries and/or step down subsidiaries and/or holding company (if any) who have been / shall be granted stock option under ESOP 2017.

The copies of existing and revised ESOP 2017 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 Wednesday, February 28, 2018, to Thursday, March 29, 2018.

The Board of Directors of your Company recommend the Resolutions at Item No. 1 for the approval of the Shareholders by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested in this Resolution, except to the extent they may be lawfully granted Options under the ESOP 2017.

ITEM NOS. 2 AND 3

The Company believes that equity based compensation plans are an effective tool to reward the talent working with the Company and its subsidiary company(ies) including step down subsidiary company(ies) or holding company (if any). With a view to motivate the key work force seeking their contribution to the corporate growth, to providing sense of ownership and participation to the employees in the Company, to attract new talent, and to retain them for ensuring sustained growth, the Company intends to implement an employee stock option scheme namely 'CCL – Employee Stock Option Scheme 2018' (“ESOP 2018” “Scheme”)under the umbrella of the CCL Employee Stock

Option Plan 2017, seeking to cover eligible employees including Directors of the Company and its subsidiary companies, step down subsidiaries or holding company (if any) (present and future). ESOP 2018 shall be implemented through the employee welfare trust of the Company namely 'Centrum ESPS Trust' ("Trust").

Accordingly, the Board of Directors ("the Board") of the Company at its meeting held on February 09, 2018, approved introduction of a new ESOP scheme namely 'CCL - Employee Stock Option Scheme 2018' ("ESOP 2018") subject to the approval of the members and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (the "SEBI Regulations") and authorised the Nomination and Remuneration Committee ("NRC") constituted under Section 178 of the Companies Act, 2013, to formulate the detailed terms and conditions of the ESOP 2018 and to administer and implement the ESOP 2018 in accordance with the provisions of the SEBI Regulations. The Company in terms of the said Regulations contemplates to enable the implementation of ESOP 2018 by utilizing the existing equity shares with the Centrum ESPS Trust ("Trust").

The Company seeks your approval as regards implementation of ESOP 2018 and grant of Options thereunder to the eligible employees of the Company and that of subsidiary company(ies) including step down subsidiary company(ies) or holding company (if any), existing as well as future ("the Eligible Employee"), as decided from time to time as per provisions of ESOP 2018.

The salient features of the same, are as under:

Brief description of the Scheme:

'CCL- Employee Stock Option Scheme 2018' has been envisaged to reward the employees who have exceeded performance expectation of the Management or delivered beyond the routine call of duty or contributed significantly to the Company's profitability/ growth.

ESOP 2018 includes details of total number of options granted, eligibility of employees, terms and conditions regarding vesting & exercise of the options, relevant accounting policies as applicable and other details as specified.

The Company in terms of the SEBI Regulations contemplates to enable the implementation of ESOP 2018, under the umbrella of the CCL Employee Stock Option Plan 2017, by utilizing the existing equity shares with the Centrum ESPS Trust.

Total number of Options to be granted:

Upto 2,45,81,160 (Two Crores Forty Five Lakh Eighty One Thousand One Hundred and Sixty Only) options exercisable into an aggregate of 2,45,81,160 (Two Crores Forty Five Lakh Eighty One Thousand One Hundred and Sixty Only) Equity Shares in the Company of face value of Re. 1/- each fully paid-up, would be available for grant to the eligible employees of the Company and eligible employees of the subsidiary Company(ies) including step down subsidiaries or holding company (if any), whether present or future ("the Eligible Employee") under ESOP 2018, in one or more tranches.

Vested options lapsed due to non-exercise and/or unvested options that get cancelled due to resignation of the employees or otherwise, would be available for being re-granted at a future date.

The Board is authorized to re-grant such lapsed/ cancelled options as per the provisions of ESOP 2018.

SEBI Regulations require that in case of any corporate action(s) such as issue of bonus and/ or rights shares, and/ or Fully Convertible Debentures, or share buyback, or split/ consolidation, or change in capital structure, merger and sale of division/ undertaking or other re-organisation, a fair and reasonable adjustment needs to be made to the options granted, whether vested and unvested.

The Options granted under the ESOP 2018 shall not be renounced, transferred, pledged, hypothecated, mortgaged or otherwise alienated in any other manner.

Identification of classes of employees entitled to participate in the Employee Stock Option Scheme(s):

Following classes of employees (present or future) are entitled to participate in the ESOP 2018:

- a. A permanent employee of the Company, working in India or outside India;
- b. A director of the Company, whether a Whole-time Director or not but excluding an Independent Director; or
- c. An employee as defined in clause (a) or (b) of its Holding company (if any), its Subsidiaries including step down subsidiary companies and its Associate Companies, if permitted by law, in India or outside India.

Following persons are not eligible:

- a. An employee who is a promoter or a person belonging to the promoter group;
- b. Director of the Company, who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company; and Independent directors of the Company;
- c. Employees of its subsidiaries and/or step down subsidiaries and/or holding company (if any) which have implemented an similar employee stock option scheme, unless otherwise decided by the Nomination and Remuneration Committee (“NRC”)/Trust.

Appraisal process for determining the eligibility of employees under ESOP 2018:

- a. The appraisal process for determining the eligibility of the employees will be decided by the Nomination and Remuneration Committee from time to time.
- b. The entitlement for grant will be based on the performance of the Company, the business/ service unit to which the Employee belongs and the Employee during the Performance Year.

The Performance Criteria for ESOP 2018 allocation will be determined by Board/Nomination and Remuneration Committee in its absolute discrimination, from time to time.

Requirements of vesting and period of vesting:

The options granted shall vest so long as an employee continues to be in the employment of the Company or the subsidiary company, step down subsidiary company or holding company (if any), present and future, as the case may be. The Nomination and Remuneration Committee may, at its discretion, lay down certain performance metrics on the achievement of which such options would vest, the detailed terms and conditions relating to such vesting, and the proportion in which options granted under respective grant would vest subject to a vesting period of 1 (one) year. The vesting shall happen in one or more tranches as may be decided by the Board/Nomination and Remuneration Committee as follow:

Sr. No.	Particulars	Maximum options entitled for vesting
1	At the end of Year 1 from the Grant date	20 (Twenty)% of total options granted
2	At the end of Year 2 from the Grant date	20 (Twenty)% of total options granted
3	At the end of Year 3 from the Grant date	20 (Twenty)% of total options granted
4	At the end of Year 4 from the Grant date	20 (Twenty)% of total options granted
5	At the end of Year 5 from the Grant date	20 (Twenty)% of total options granted

The vesting will not be automatic. The time, manner, quantum of vesting and exercise price/pricing formula shall be determined by the Board/Nomination and Remuneration Committee solely at its own discretion based on the performance of the Employee and/ or such other criteria as it may deem fit.

The vesting dates in respect of the options granted under the Scheme may vary from employee to employee or any class thereof and/or in respect of the number or percentage of options granted to an employee. Options shall vest essentially based on continuation of employment and apart from that the Board or Committee may prescribe achievement of any performance condition(s) for vesting. Vesting/lock-in period and the vesting may occur in tranches or otherwise.

If a change of control shall occur, the Board may make such adjustments at its discretion as are necessary or appropriate in light of the change of control (including, without limitation, the substitution of stock other than stock of the Company as the stock optioned hereunder, and the acceleration of the exercisability of the Options), provided that the Board determines that such adjustments do not have a substantial adverse economic impact on the Participant as determined at the time of the adjustments.

Notes:

- The period of exercise of the vested options, can be extended by the Board at its own discretion.
- Options shall be vested and exercised by the nominee/s or surviving nominee/s or legal heir/s of the deceased employee.

Maximum period within which the Options shall be vested:

Options granted under ESOP 2018, would vest within the period of 1 year from the date of each grant of such options as per the terms and conditions mentioned in the ESOP 2018.

Exercise Price or Pricing formula:

The exercise price may be decided by the Board, in such manner, during such period, in one or more tranches and on such terms and conditions as it may deem fit, provided that the Exercise Price per option shall not be less than the face value of the equity share of the Company and shall be subject to compliance with the accounting policies under the regulations as may be applicable.

Since the ESOP 2018 is implemented through the Trust, the Exercise Price/ Pricing formula could be decided by the Board/Trust/ Trustees of the Trust and/ or the Nomination and Remuneration Committee.

Exercise period and the process of Exercise:

The vested options shall be eligible for exercise on and from the date of vesting. The vested options need to be exercised within a 12 months from the date of termination or before the expiry of the Exercise Period whichever is earlier, subject to change as may be approved by the Board.

The vested option shall be exercisable by the Employees by a written application to the Company/ NRC expressing his/ her desire to exercise such options in such manner and on such format as may be prescribed by the Nomination and Remuneration Committee in Scheme/ Rules. The options shall lapse if not exercised within the specified exercise period.

Lock-in period, if any:

There will no lock-in period after exercise of the options. However, the Board/Nomination and Remuneration Committee may in its sole discretion prescribed the lock-in period, from time to time.

Maximum number of Options to be issued/ quantum of benefit to be provided per employee and in aggregate:

The number of options that may be granted to any specific employee under the scheme shall not exceed the number of shares equivalent to 1% of the Issued Share Capital of the Company per grant and in aggregate if the prior specific approval from members of the Company through a special resolution to this effect is not obtained.

Maximum Quantum of benefits to be provided per employee under the ESOP 2018:

The Maximum quantum of benefits underlying the options issued to an eligible employee shall depend upon the Market Price of the shares as on the date of sale of shares arising out of Exercise of options.

Whether the Scheme(s) is to be implemented and administered directly by the company or through a trust:

The Scheme will be implemented and administered through existing Centrum ESPS Trust ("the Trust"). The Board/ Nomination and Remuneration Committee reserves the right to delegate its powers to the Trust.

Whether the Scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both:

Currently, the Scheme does not contemplates issue of new shares by the Company.

Amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, utilization, repayment terms, etc.:

Nil

Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the Scheme:

Not relevant to the present scheme.

Disclosure and Accounting Policies:

The Company shall follow the requirements of the 'Guidance Note on Accounting for employee share-based Payments' (Guidance Note) or Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure requirements prescribed therein.

Where the existing Guidance Note or Accounting Standard do not prescribe accounting treatment or disclosure requirements for any of the schemes covered under these regulations then the company shall comply with the relevant Accounting Standard as may be prescribed by the ICAI from time to time.

Method to be used to determine the Value of Options:

To calculate the employee compensation cost, the Company shall use the Fair Value method for valuation of the options granted and appropriate disclosure shall also be disclosed in Board report as per the requirement of the applicable law.

Conditions under which Options vested in employees may lapse:

In case the Eligible Employee has been subjected to disciplinary action on account of any misconduct, the Board reserves the right to withdraw all vested and/ or unvested options based on the recommendation of the Management.

The copies ESOP 2018 is 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 Wednesday, February 28, 2018, to Thursday, March 29, 2018.

The Board of Directors of your Company recommend the Resolutions at Item Nos. 2 and 3 for the approval of the Shareholders by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested in this Resolution, except to the extent they may be lawfully granted Options under the ESOP 2018.

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 (✓) 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 (✓) 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 joint holders.
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 Friday, February 16, 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 Thursday, March 29, 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 Friday, March 30, 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.

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 February 09, 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.	Amendment in the CCL- Employee Stock Option Scheme 2017 of the Company			
2.	Approval for CCL - Employee Stock Option Scheme 2018			
3.	Grant of options to the employees of the Subsidiary Company(ies) of the Company under CCL – Employee Stock Option Scheme 2018			

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 Thursday, March 29, 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.
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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 Friday, February 16, 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 Thursday, March 29, 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 Friday, March 30, 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.