

**REPORT OF SCRUTINIZER  
(POSTAL BALLOT PROCESS)**

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 and Rule 20 of the  
Companies (Management and Administration) Rules, 2014]

To,  
The Company Secretary,  
Centrum Capital Limited  
2nd FLOOR, BOMBAY MUTUAL BUILDING,  
DR. D. N. ROAD, FORT,  
MUMBAI - 400001

Dear Sir,

I, R. S. Bajaj, Practicing Company Secretary (C.P. No.7058) have been appointed by the Board of Directors of the Company as Scrutinizer to receive, process and scrutinize the postal ballot forms and e-voting for the purpose of postal ballot process carried out as per the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") read together with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules 2014 in respect of the One Special Resolution contained in the Postal Ballot Notice dated 21<sup>st</sup> April, 2016.

The Company had completed the dispatch/ sending of e-mail of notice of postal ballot along with the postal ballot form and self addressed postage pre paid envelope on 4<sup>th</sup> May, 2016 to the members for seeking their consent. The members of the Company as on the "cut-off" date, i.e. 22<sup>nd</sup> April, 2016 were entitled to vote on the resolution as set out in the Postal Ballot Notice.

In terms of Section 108 of the Companies Act, 2013 read along with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company has availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-voting by the Shareholders of the Company.

As Scrutinizer for the e-voting process, my role and responsibility are limited to make a Scrutinizer's report of the votes cast in "favour" or "against" in respect of the Resolutions contained in the Postal Ballot Notice, based on the reports generated from the e-voting systems provided by Central Depository Services (India) Limited, the authorized agency to provide e-voting facilities, engaged by the Company.

I report that I have received the Postal Ballot forms from shareholders during the period starting from 4<sup>th</sup> May, 2016 (09.00 A.M.) and ending on 2nd June 2016 (05.00 P.M.). All the Postal Ballot forms together with E-Voting received up to 05.00 P.M., Thursday, 2<sup>nd</sup> June, 2016, being the last date considered by the Company for receipt of the ballot forms/e-voting, were considered for my scrutiny.



**RESOLUTION NO 1****Appointment of Mr. Jaspal Singh Bindra (DIN: 07496596) as Executive Chairman**

On scrutiny, I report that out of total 71 shareholders (holding 27,07,26,812 Equity Shares), 3 shareholders (holding 20,025 Equity Shares) have exercised their votes through electronic means and 68 shareholders (holding 27,07,06,787 Equity Shares) have exercised their votes through Postal Ballot Forms as received.

The details of the polling results (consolidated) for the Special Resolution placed for voting are as follows:

**(i) a) Voted in favour of the resolution:**

Number of members voted through Electronic Voting System	Number of votes cast by them	% of total number of valid votes cast	Number of members voted through Postal Ballot Forms	Number of votes cast by them	% of total number of valid votes cast
(1)	(2)	(3)	(4)	(5)	(6)
3	20025	0.007	64	270692966	99.992%

**Summary:**

Total no. of members voted in favour	67
Total no. of votes cast in favour	270712991
Total % of valid votes in favour	99.999%

**b) Voted against the resolution:**

Number of members voted through Electronic Voting System	Number of votes cast by them	% of total number of valid votes cast	Number of members voted through Postal Ballot Forms	Number of votes cast by them	% of total number of valid votes cast
(1)	(2)	(3)	(4)	(5)	(6)
0	0	0	2	1819	.001%

**Summary:**

Total no. of members voted against	2
Total no. of votes cast against	1819
Total % of valid votes against	0.001%



## (ii) Invalid Votes (voted through Postal Ballot Form) :

Number of members voted through Electronic Voting System	Number of votes cast by them	% of total number of valid votes cast	Number of members voted through Postal Ballot Forms	Number of votes cast by them	% of total number of valid votes cast
(1)	(2)	(3)	(4)	(5)	(6)
0	0	0	2	12002	N A

The percentage of votes cast in favour is 99.999% and against is 0.001% of the total number of votes polled/cast. Since the number of votes cast in favour is more than three times of the number of votes cast against, I report that the **Special Resolution** passed pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read together with the Companies (Management and Administration) Rules, 2014, as set out in the Postal ballot Notice dated 21<sup>st</sup> April, 2016 has been passed by the shareholders with requisite majority. The resolution is deemed to be passed as on the date of the announcement of result.

The result of voting of Postal Ballot may be declared accordingly.

Thanking you,

Yours faithfully,  
For R. S. Bajaj & Co.,  
Company Secretaries

R. S. Bajaj  
CP No.7058  
M.No.ACS-3370



Date : 08.06.2016

Place : Mumbai