

31st December, 2014

Bombay Stock Exchange Limited
Department of Corporate Service,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Ref: Scrip Code: 501150

Dear Sir/Madam,

Sub: Proceedings under Clause 31(d) and results under Clause 35A, of the 36th Annual General Meeting of the Company held on 31st December 2014.

With reference to the above captioned subject, we wish to inform that the 36th Annual General Meeting of the Company was held at 11.00 am on Wednesday, 31st December, 2014 at the Corporate office of the Company situated at "Centrum House", C.S.T. Road, Vidyanagri Marg, Kalina, Santacruz (East), Mumbai – 400 098:

Total 23 members (out of which 18 were present in person and 5 through proxies) attended the meeting as per the records of attendance.

The Chairman gave the overview of the Financial Performance of the Company for the financial year ended 30th June 2014 and its future outlook.

The Chairman informed the members that pursuant to Clause 35B of the Listing Agreement, the Company has provided facility of e-voting and also facility was to given to the members who do not have access to e-voting facility, to send their assent or dissent in writing through Ballot Form.

The e-voting had commenced at 9.00 am on 22nd December 2014 and closed at 6.00 PM on 24th December 2014. The last date of receipt of Ballot paper was 24th December 2014 at 6.00 PM.

The Company had appointed M/s R.S Bajaj & Co., Practicing Company Secretary as Scrutinizer for independently conducting and overseeing the voting process in a fair and transparent manner. Based on Scrutinizer's Report all the following resolution have been declared passed with requisite majority.

Item No.	Business in Brief	Type of Resolution
1.	Adoption of Audited financial statements for the financial year ended June 30 th 2014.	Ordinary
2.	Re-appointment of Mrs. Mahakurshid Byramjee, as a director of the Company, liable to retire by rotation.	Ordinary
3.	Reappointment of Mr. Rajesh Nanavaty, as a director of the Company, liable to retires by rotation.	Ordinary
4.	Reappointment of Mr. Ibrahim Belseleh, as a director of the Company, liable to retire	Ordinary



(CIN No.: L65990MH1977PLC019986)

Centrum Capital Limited, Centrum House, CST Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai - 400 098.
Tel.: +91 22 4215 9000 Fax: +91 22 4215 9533 / 9316 website: www.centrum.co.in **Registered Office:** 2nd Floor, Bombay Mutual Building,
Dr. D N Road, Fort, Mumbai - 400 001 Tel: +91 22 2266 2434 Fax: +91 22 2261 1105 email: info@centrum.co.in website: www.centrum.co.in

5.	Appointment of M/s. Haribhakti & Co LLP, to hold office from the conclusion of this Annual General Meeting (AGM) until the Conclusion of the 41 st Annual General Meeting (AGM).	Ordinary
6.	Increase in the limits of loans and Investments in Body Corporates including subsidiary(ies)/step down subsidiary, ies/Joint Venture(s)/ associate Company (ies) /body corporate(s).	Special
7.	Approval to enter into Related Party Transaction u/s 188 of the Companies Act, 2013.	Special
8.	Approval for alteration of Articles of association for increase in the number of Director of the Company.	Special
9.	Approval for payment of remuneration to non-executive directors	Special

Pursuant to the provision of Clause 35A of the Listing Agreement, please find the attached herewith the details of voting results in the prescribed format along with the Scrutinizer's Report.

Kindly acknowledge and take the above on record and oblige.

FOR CENTRUM CAPITAL LIMITED

Alpesh Shah

ALPESH SHAH
COMPANY SECRETARY



**DETAILS OF VOTING RESULTS AT THE AGM AS PER THE FORMAT PRESCRIBED UNDER
CLAUSE 35A OF THE LISTING AGREEMENT**

Date of AGM	31 st December, 2014
Total number of shareholders as on: 23 rd December, 2014	519
No. of shareholders present in the meeting either in person or through proxy	23
Promoter and Promoter Group	3
Public	20
No. of shareholders attended the meeting through Video conferencing	Video Conferencing Facility was not arranged.

The mode of voting on all the resolutions was:

1. e-Voting conducted from December 22, 2014 to December 24, 2014;
2. voting through physical ballots (by post) upto December 24, 2014; and
3. voting through physical ballots conducted at the Annual General Meeting

AGENDAWISE DETAILS:

(a) **Resolution No. 1** as an Ordinary Resolution for consideration and adoption of Audited Statement of Profit and Loss for the year ended 30th June 2014 and the Balance Sheet as at that date together with the Reports of the Directors and the Auditors thereon.

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes In favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	138189000	138189000	100	138189000	Nil	100	Nil
Public – Institutional Holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public- Others	277843740	205,655,777	74	205,655,777	Nil	100	Nil
Total	416032740	343,844,777	82.65	343,844,777	Nil	100	Nil



(b) **Resolution No.2** as an Ordinary Resolution to re-appoint Mrs. Mahakhurshid Byramjee, who retires by rotation.

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes In favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	138189000	138189000	100	138189000	Nil	100	Nil
Public – Institutional Holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public- Others	277843740	205,655,777	74	205,655,777	Nil	100	Nil
Total	416032740	343,844,777	82.65	343,844,777	Nil	100	Nil

(c) **Resolution No.3** as an Ordinary Resolution to re-appoint Mr. Rajesh Nanavaty, who retires by rotation.

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes In favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	138189000	138189000	100	138189000	Nil	100	Nil
Public – Institutional Holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public- Others	277843740	205,655,777	74	205,655,777	Nil	100	Nil
Total	416032740	343,844,777	82.65	343,844,777	Nil	100	Nil



(d) **Resolution No.4** as an Ordinary Resolution to re-appoint Mr. Ibrahim Belseh, who retires by rotation.

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes In favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	138189000	138189000	100	138189000	Nil	100	Nil
Public – Institutional Holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public- Others	277843740	205,655,777	74	205,655,777	Nil	100	Nil
Total	416032740	343,844,777	82.65	343,844,777	Nil	100	Nil

(e) **Resolution No.5** as an Ordinary Resolution for re-appointment of M/s Haribhakti & Co LLP, Chartered Accountants, as Statutory Auditors of the Company, to hold office from the conclusion of the 36th Annual General Meeting till the conclusion of the 41st Annual General Meeting and to fix their remuneration

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes In favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	138189000	138189000	100	138189000	Nil	100	Nil
Public – Institutional Holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public- Others	277843740	205,655,777	74	205,655,777	Nil	100	Nil
Total	416032740	343,844,777	82.65	343,844,777	Nil	100	Nil



(f) **Resolution No. 6** as a Special Resolution for seeking approval, subject to Section 186 of the Companies Act, 2013, to increase the limits for making Loans and investments in Body Corporate including subsidiary(ies)/ step-down subsidiary(ies)/ joint venture(s)/ associate company(ies)/body corporate(s).

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes In favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	138189000	138189000	100	138189000	Nil	100	Nil
Public – Institutional Holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public- Others	277843740	205,655,777	74	205,655,777	Nil	100	Nil
Total	416032740	343,844,777	82.65	343,844,777	Nil	100	Nil

(g) **Resolution No. 7** as a Special Resolution for seeking approval to enter into Related Party Transaction u/s 188 of the Companies Act, 2013.

Promoter/ Public	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	138189000	0	0	0	Nil	Nil	Nil
Public – Institutional Holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public- Others	277843740	205,655,777	74	205,655,777	Nil	100	Nil
Total	416032740	205,655,777	49.43	205,655,777	Nil	100	Nil



(h) Resolution No. 8 as a Special Resolution for seeking approval for alteration of Articles of association for increase in the number of Director of the Company.

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes In favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	138189000	138189000	100	138189000	Nil	100	Nil
Public – Institutional Holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public- Others	277843740	205,655,777	74	205,655,777	Nil	100	Nil
Total	416032740	343,844,777	82.65	343,844,777	Nil	100	Nil

(i) Resolution No. 9 as a Special Resolution for seeking approval for payment of remuneration to non-executive directors.

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes In favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	138189000	138189000	100	138189000	Nil	100	Nil
Public – Institutional Holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public- Others	277843740	205,655,777	74	205,655,777	Nil	100	Nil
Total	416032740	343,844,777	82.65	343,844,777	Nil	100	Nil

FOR CENTRUM CAPITAL LIMITED

Alpesh Shah
ALPESH SHAH
COMPANY SECRETARY



December 31, 2014

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

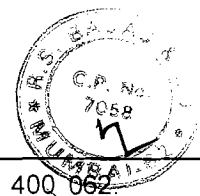
Dear Sir,

Sub: Scrutinizer's Report on the voting process conducted for the 36th Annual General Meeting of Shareholders of Centrum Capital Limited held on 31st December 2014

Centrum Capital Limited ("the Company"), has vide resolution of its Board of Directors dated November 14, 2014, appointed the undersigned as the Scrutinizer to ensure that the process of e-Voting and physical voting through ballot on the resolutions, as prescribed under Clause 35B of the Listing Agreement and Rule 20 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013 ("the Act"), placed for the approval of members as per the Notice dated November 14, 2014 be carried out in the fair and transparent manner.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules and the applicable provisions of the Listing Agreement, relating to e-voting and ballot voting on the resolutions contained in the Notice to the 36th Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the voting process through electronic means and ballot at the AGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system of Central Depository Services (India) Limited (CDSL) and of voting through ballot as provided by M/s Link Intime (India) Private Limited, Company or the agencies engaged by the Company to provide voting facilities.

As required under Section 101 of the Act, a notice along with explanatory statement under Section 102 of the Act was sent to the Shareholders by Courier and through e-mail, for seeking approval of members on following resolutions:



(a) **Resolution No. 1** as an Ordinary Resolution for consideration and adoption of Audited Statement of Profit and Loss for the year ended 30th June 2014 and the Balance Sheet as at that date together with the Reports of the Directors and the Auditors thereon.

(b) **Resolution No.2** as an Ordinary Resolution to re-appoint Mrs. Mahakhurshid Byramjee (DIN: 00164191) as a Director of the Company, who retires by rotation.

(c) **Resolution No.3** as an Ordinary Resolution to re-appoint Mr. Rajesh Nanavaty (DIN: 00005076) as a Director of the Company, who retires by rotation.

(d) **Resolution No.4** as an Ordinary Resolution to re-appoint Mr. Ibrahim Belselah (DIN: 01639624) as a Director of the Company, who retires by rotation.

(e) **Resolution No.5** as an Ordinary Resolution for re-appointment of M/s Haribhakti & Co LLP, Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of the 36th Annual General Meeting till the conclusion of the 41st Annual General Meeting and to fix their remuneration.

(f) **Resolution No. 6** as a Special Resolution for seeking approval, subject to Section 186 of the Companies Act, 2013, to increase the limits for making Loans and investments in Body Corporate including subsidiary(ies)/ step-down subsidiary(ies)/ joint venture(s)/ associate company(ies)/ body corporate(s).

(g) **Resolution No. 7** as a Special Resolution for seeking approval to enter into Related Party Transaction u/s 188 of the Companies Act, 2013.

(h) **Resolution No. 8** as a Special Resolution for seeking approval for alteration of Articles of association for increase in the number of Director of the Company.

(i) **Resolution No. 9** as a Special Resolution for seeking approval for payment of remuneration to non-executive directors.

The Company provided the E-Voting facility offered by CDSL to cast votes on aforesaid resolutions through e-Voting by the members of the Company. The Company had also sent Ballot Forms with the Annual Report to all the Shareholders, pursuant to the provisions of Clause 35B of the Listing Agreement to enable them to vote through postal ballot.

E-voting facilities were made available to shareholders of the Company to exercise their voting rights from Monday, 22nd December, 2014 (9.00 am) to Wednesday, 24th December 2014 (6.00 p.m). Accordingly, e-votes casted upto 6.00 p.m. of 24th December, 2014 have been considered for my scrutiny.

The Company also distributed physical ballots to all the members present at the 36th Annual General Meeting to enable them to cast their votes on the aforesaid resolutions. After the time fixed for closing of the poll by the Chairman, the ballot box kept for polling was sealed in my presence with due identification marks placed by me/us. The sealed ballot boxes were subsequently opened in my/our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

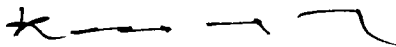
A summary of the votes cast by shareholders through e-Voting and physical ballot at the Annual General Meeting with their pattern of voting is as per Annexure annexed to this Report.

The results of the voting by members through e-Voting and physical ballots at the 36th Annual General Meeting in respect of the above mentioned resolutions may accordingly be declared by the Chairman of the Company.

Thanking you,

Yours sincerely,

For R. S. Bajaj & Co.
COMPANY SECRETARIES



R. S. BAJAJ
Proprietor
ACS NO. 3370
COP NO.7058



ANNEXURE I

Details of E-voting:

1. Number of Members who participated in evoting were 7.
2. Members voted on all the resolutions. Total No. of Valid votes were 18,95,63,600.
3. 3 Votes aggregating to 13,81,89,000 Equity Shares were declared invalid for the purpose of Resolution No. 7

Details of Voting through Physical Ballot:

1. The Company received 58 physical Ballots papers out of which none were classified as invalid.
2. The total number of votes casted were **15,42,81,177**

The analysis of valid votes through E-voting & Physical Ballot has been produced in **Annexure II**



ANNEXURE II

The summary of the votes cast through e-Voting confirmations and Physical Ballot received for each of the resolutions is given below:

For Resolution 1:

Sr. No.	Particulars	Resolution 1	
		No. of Ballots/ EVoting	No. of Shares voted
a.	Votes cast through physical ballot	58	154281177
b.	e-Voting Confirmations received	7	189563600
	Total	65	343844777
c.	Less: Invalid Ballot / e-Voting confirmations	0	0
d.	Net Valid Physical Ballot Forms / e-Voting	65	343844777
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	65	343844777
	% of Assent	-	100
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	0	0
	% of Dissent	-	0

For Resolution 2:

Sr. No.	Particulars	Resolution 2	
		No. of Ballots/ EVoting	No. of Shares voted
a.	Votes cast through physical ballot	58	154281177
b.	e-Voting Confirmations received	7	189563600
	Total	65	343844777
c.	Less: Invalid Ballot / e-Voting confirmations	0	0
d.	Net Valid Physical Ballot Forms / e-Voting	65	343844777
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	65	343844777
	% of Assent	-	100
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	0	0
	% of Dissent	-	0

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For Resolution 3:

Sr. No.	Particulars	Resolution 3	
		No. of Ballots/ EVoting	No. of Shares voted
a.	Votes cast through physical ballot	58	154281177
b.	e-Voting Confirmations received	7	189563600
	Total	65	343844777
c.	Less: Invalid Ballot / e-Voting confirmations	0	0
d.	Net Valid Physical Ballot Forms / e-Voting	65	343844777
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	65	343844777
	% of Assent	-	100
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	0	0
	% of Dissent	-	0

For Resolution 4:

Sr. No.	Particulars	Resolution 4	
		No. of Ballots/ EVoting	No. of Shares voted
a.	Votes cast through physical ballot	58	154281177
b.	e-Voting Confirmations received	7	189563600
	Total	65	343844777
c.	Less: Invalid Ballot / e-Voting confirmations	0	0
d.	Net Valid Physical Ballot Forms / e-Voting	65	343844777
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	65	343844777
	% of Assent	-	100
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	0	0
	% of Dissent	-	0

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For Resolution 5:

Sr. No.	Particulars	Resolution 5	
		No. of Ballots/ EVoting	No. of Shares voted
a.	Votes cast through physical ballot	58	154281177
b.	e-Voting Confirmations received	7	189563600
	Total	65	343844777
c.	Less: Invalid Ballot / e-Voting confirmations	0	0
d.	Net Valid Physical Ballot Forms / e-Voting	65	343844777
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	65	343844777
	% of Assent	-	100
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	0	0
	% of Dissent	-	0

For Resolution 6:

Sr. No.	Particulars	Resolution 6	
		No. of Ballots/ EVoting	No. of Shares voted
a.	Votes cast through physical ballot	58	154281177
b.	e-Voting Confirmations received	7	189563600
	Total	65	343844777
c.	Less: Invalid Ballot / e-Voting confirmations	0	0
d.	Net Valid Physical Ballot Forms / e-Voting	65	343844777
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	65	343844777
	% of Assent	-	100
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	0	0
	% of Dissent	-	0

For Resolution 7:

Sr. No.	Particulars	Resolution 7	
		No. of Ballots/ EVoting	No. of Shares voted
a.	Votes cast through physical ballot	58	154281177
b.	e-Voting Confirmations received	7	189563600
	Total	65	343844777
c.	Less: Invalid Ballot / e-Voting confirmations	3	138189000
d.	Net Valid Physical Ballot Forms / e-Voting	62	205655777
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	62	205655777
	% of Assent	-	100
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	0	0
	% of Dissent	-	0

For Resolution 8:

Sr. No.	Particulars	Resolution 8	
		No. of Ballots/ EVoting	No. of Shares voted
a.	Votes cast through physical ballot	58	154281177
b.	e-Voting Confirmations received	7	189563600
	Total	65	343844777
c.	Less: Invalid Ballot / e-Voting confirmations	0	0
d.	Net Valid Physical Ballot Forms / e-Voting	65	343844777
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	65	343844777
	% of Assent	-	100
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	0	0
	% of Dissent	-	0

For Resolution 9:

Sr. No.	Particulars	Resolution 9	
		No. of Ballots/ EVoting	No. of Shares voted
a.	Votes cast through physical ballot	58	154281177
b.	e-Voting Confirmations received	7	189563600
	Total	65	343844777
c.	Less: Invalid Ballot / e-Voting confirmations	0	0
d.	Net Valid Physical Ballot Forms / e-Voting	65	343844777
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	65	343844777
	% of Assent	-	100
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	0	0
	% of Dissent	-	0