

## Centrum Capital Limited

CIN : L65990MH1977PLC019986

Registered Office: 2<sup>nd</sup> 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 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 Ordinary Resolution through Postal Ballot (including e-voting). The proposed Ordinary Resolution 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 Monday, December 11, 2017, 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 at the Corporate Office of the Company on or before 05:00 p.m. on Friday, January 26, 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 Thursday, December 28, 2017, at 09:00 a.m. and conclude on Friday, January 26, 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 Chairman or any person authorized by him in writing, after receipt of the Report on the scrutiny of the Postal Ballot (physical and e-voting) from the Scrutinizer, shall announce the results of the Postal Ballot on Tuesday, January 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](http://www.centrum.co.in) and CDSL i.e. [www.evotingindia.com](http://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 - ACQUISITION OF THE STEP-DOWN SUBSIDIARY COMPANIES FROM THE IMMEDIATE SUBSIDIARY COMPANY I.E. CENTRUM RETAIL SERVICES LIMITED**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013, (the “Act”) read with the applicable provisions of the Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof) and all other provisions of applicable law/ rules and subject to the approvals/consents of such appropriate authorities as may be required, under any statute for time being in force and pursuant to the approval of the Audit Committee and Board of Directors of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any committee constituted by the Board of Directors of the Company or any person(s) authorized by the Board to exercise the powers conferred on the Board of Directors of the Company by this Resolution) for entering into related party transactions by way of purchasing entire equity stake of Centrum Financial Services Limited, Centrum Microcredit Private Limited and Centrum Housing Finance Limited, step-down subsidiaries from its immediate Subsidiary i.e Centrum Retail Services Limited for a consideration of upto ₹ 370 Crore;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, things and matters, as may be necessary, proper and expedient including finalizing, varying and settling the terms and conditions to acquire entire equity stake of Centrum Financial Services Limited, Centrum Microcredit Private Limited and Centrum Housing Finance Limited and to finalise, execute and perform such agreements, contracts, deeds, undertaking and other documents, file applications and make representations, in respect thereof;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director(s) or any Committee of Directors or any other Officer(s)/Authorized representative(s) of the Company to give effect to this Resolution and also to settle any question, difficulty or doubt that may arise in this regard without requiring to secure any further consent or approval of the Members of the Company.”

**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 Ordinary Resolution 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 Monday, December 11, 2017, 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, December 15, 2017. 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](http://www.centrum.co.in).

5. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Ballot Form can seek duplicate Ballot Form by writing to the Company at its Corporate Office or by sending e-mail at [cs@centrum.co.in](mailto:cs@centrum.co.in). Duly completed Ballot Form should, however, reach the Scrutinizer not later than 05:00 p.m. on Friday, January 26, 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 Form 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 Friday, January 26, 2018. Ballot Form, 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 Form received after the said date shall be treated as if reply from the Members have not been received. Unsigned/blank/ incomplete/defaced/mutilated/incorrectly ticked Ballot Forms will be rejected. Members cannot exercise their vote by proxy on Postal Ballot. Members desiring to exercise their vote through e-voting are requested to read the information and other instructions relating to e-voting as contained at Sr. No. 10 below.
7. Members are requested not to send any other paper along with the Ballot Forms in the enclosed postage pre-paid self-addressed Business Reply Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
8. The voting rights shall be reckoned in proportion to the paid-up value of the equity shares of the Company registered in the name of the Members as on Friday, December 15, 2017.
9. The Company, in compliance with Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and pursuant to Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment thereof), has also provided the Members with an alternative facility of casting their votes on the Special Business as set out hereunder through electronic voting (e-voting) system of Central Depository Services (India) Limited (CDSL).
10. **Information and other instructions relating to remote e-voting are as under:**
  - (i) The voting period begins on Thursday, December 28, 2017, (09:00 a.m.) and ends on Friday, January 26, 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, December 15, 2017, 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](http://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](http://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:

| <b>For Members holding shares in Demat Form and Physical Form</b> |   |
|---|---|
| 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"> <li>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.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of O'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.</li> </ul> |
| Dividend Bank Details<br><br><b>OR</b><br><br>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"> <li>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)</li> </ul>   |

(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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help Section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 Chairman or any person authorized by him in writing, after receipt of the Report on the scrutiny of the Postal Ballot (physical and e-voting) from the Scrutinizer, shall announce the results of the Postal Ballot on Tuesday, January 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](http://www.centrum.co.in) and CDSL i.e. [www.evotingindia.com](http://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 Ordinary 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. Friday, January 26, 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, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai – 400 098 as well as its Registered Office i.e. 2<sup>nd</sup> Floor, Bombay Mutual Building, Dr. D.N. Road, Fort, Mumbai - 400 001 during working hours on any working day from Thursday, December 28, 2017, to Friday, January 26, 2018, in accordance with the provisions of the Companies Act, 2013.

**Registered Office:**

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

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

**Place: Mumbai****Date: December 11, 2017**

**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 Members may kindly take note that pursuant to MCA Circular dated September 20, 2017, on restriction on number of layers for holding company and in order to simplify the holding structure and bring the step-down subsidiary companies viz. Centrum Financial Services Limited, Centrum Microcredit Private Limited and Centrum Housing Finance Limited directly under the Company, it is proposed to acquire the entire stake in abovementioned step-down subsidiary companies from the immediate subsidiary company, Centrum Retail Services Limited. The proposed acquisition of shares is subject to regulatory and statutory approvals and processes as all the step down subsidiaries mentioned above are regulated entities.

In accordance with the provisions of Section 188(1) of the Companies Act, 2013 read with the relevant Rules made there, any transactions entered into between related parties for selling or otherwise disposing of, or buying, property of any kind where the amount involved exceeds Rs. 100,00,00,000 (Rupees Hundred Crore) or 10% or more of the networth of the Company, whichever is lower, is to be approved by the Members of the Company by way of an ordinary resolution.

Though the proposed transaction of the purchase of the equity shares of the step-down subsidiary Companies viz. Centrum Financial Services Limited, Centrum Housing Finance Limited and Centrum Microcredit Private Limited, is at arm's length, but since it is not in ordinary course of business, the consent of the Members is being sought by way of Ordinary Resolution through Postal Ballot for authorizing the Board to acquire entire equity stake of Centrum Financial Services Limited, Centrum Housing Finance Limited and Centrum Microcredit Private Limited, step-down subsidiary from Centrum Retail Services Limited, immediate subsidiary of the Company.

**The additional information required to be disclosed pursuant to Rule 15 of the Companies (Meeting of Board and its powers) Rules, 2014, is given herein below:**

- |   |   |   |  |
|---|---|---|--|
| 1 | Name of the related party   | - | Centrum Retail Services Limited, immediate subsidiary company, Centrum Financial Services Limited, Centrum Housing Finance Limited and Centrum Microcredit Private Limited, step-down subsidiary companies |
| 2 | Name of the Director or Key Managerial Personnel who is related, if any | - | Common Directors or Key Managerial Personnel in both the Companies, as per details given below   |

| <b>Name of Company – Centrum Capital Limited</b>            |                                    |
|---|------------------------------------|
| <b>Name of the Directors or Key Managerial Personnel</b>    | <b>Designation</b>                 |
| Mr. Subhash Kutte   | Non-Executive Independent Director |
| Mr. Rishad Byramjee   | Non-Executive Director             |
| Mr. Alpesh Shah   | Company Secretary                  |
| Mr. Shailendra Apte   | Chief Financial Officer            |
| <b>Name of Company – Centrum Retail Services Limited</b>    |                                    |
| <b>Name of the Directors or Key Managerial Personnel</b>    | <b>Designation</b>                 |
| Mr. Subhash Kutte   | Non-Executive Independent Director |
| <b>Name of Company – Centrum Financial Services Limited</b> |                                    |
| <b>Name of the Directors or Key Managerial Personnel</b>    | <b>Designation</b>                 |
| Mr. Subhash Kutte   | Non-Executive Independent Director |
| Mr. Shailendra Apte   | Whole-Time Director                |

| <b>Name of Company – Centrum Housing Finance Limited</b>     |                        |
|--|------------------------|
| <b>Name of the Directors or Key Managerial Personnel</b>     | <b>Designation</b>     |
| Mr. Shailendra Apte  | Non-Executive Director |
| Mr. Alpesh Shah  | Company Secretary      |
| <b>Name of Company – Centrum Microcredit Private Limited</b> |                        |
| <b>Name of the Directors or Key Managerial Personnel</b>     | <b>Designation</b>     |
| Mr. Shailendra Apte  | Non-Executive Director |
| Mr. Rishad Byramjee  | Non-Executive Director |

- 3 Nature of relationship - Centrum Retail Services Limited is a immediate subsidiary company and Centrum Financial Services Limited, Centrum Housing Finance Limited and Centrum Microcredit Private Limited are step-down subsidiary companies
- 4 Nature, material terms, monetary value and particulars of the contract or arrangements - # Consideration for acquisition of entire stake is upto ₹ 370 Crore.
- 5 Any other information relevant or important for the members to take a decision on the proposed resolution - #All important information forms part of the Statement setting out Material Facts pursuant to Section 102(1) of the Companies Act, 2013, which have been mentioned in the foregoing paragraphs

# The valuation reports dated October 20, 2017 issued by M/s A. T. Jain & Co, Chartered Accountants valuing the above mentioned subsidiary companies as on September 30, 2017 on enterprises value basis is set out below

| <b>Sr. No.</b> | <b>Name of the Subsidiary Company</b> | <b>Consideration<br/>(₹ in Crore)</b> |
|----------------|---------------------------------------|---------------------------------------|
| 1              | Centrum Financial Services Limited    | 113.82                                |
| 2              | Centrum Microcredit Private Limited   | 6.80                                  |
| 3              | Centrum Housing Finance Limited       | 6.50                                  |

The actual date of purchase shall be after receipt of all regulatory and statutory approvals and completion of regulatory and statutory processes and formalities which may take a few months. All the above three step down subsidiaries companies are in early stages poised for rapid growth and may require capital infusion from time to time in the interim (i.e between the date of valuation and actual date of purchase). In the interim period there may be increase in accrued earnings too. Accordingly valuation adjustments have to be done at the time of the actual purchase to reflect the incremental capital infusion and/or increase in the earnings.

Expected infusion of capital based on business requirements and estimation of the subject step-down earnings of the subject step-down subsidiary companies upto March 31, 2018 are indicated below;

| <b>Name of the Company</b>          | <b>Approximate Capital Infusion<br/>(₹ in Crore)</b>       | <b>Estimated accrued earnings<br/>(₹ in Crore)</b> | <b>Estimated increase in net worth due to Capital infusion and accrued earnings</b> |
|-------------------------------------|--|--|---|
| Centrum Financial Services Limited  | 125.00   | 10.00  | 135.00  |
| Centrum Microcredit Private Limited | 45.00 (of which 29.57 already infused post valuation) date | 5.00   | 50.00   |
| Centrum Housing Finance Limited     | 45.00  | 5.00   | 50.00   |

Summary of the valuation and possible valuation adjustment is narrated below:

| Entity Name                         | Cut-off date (Date of the Financial Statements based on which Valuation of CHFL was done) | Value as on cut off date | Value of CRSL Shareholding as on cut off date | Valuation per share | Valuation Adjustment for change in value post the cut-off date | Total Consideration (Assuming capital infusion and accrued earning) |
|-------------------------------------|---|--------------------------|---|---------------------|--|---|
| Centrum Financial Services Limited  | September 30, 2017  | 113.22                   | 113.22  | 30.70               | 135.00   | 248.22<br>Rounded off to 250.00                                     |
| Centrum Microcredit Private Limited | September 30, 2017  | 6.80                     | 6.80  | 9.60                | 50.00  | 56.80<br>Rounded off to 60.00                                       |
| Centrum Housing Finance Limited     | September 30, 2017  | 6.50                     | 6.50  | 9.81                | 50   | 56.50<br>Rounded off to 60.00                                       |

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

None of the Directors and Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 except Mr. Subhash Kutte, Non-Executive Independent Director, Mr. Rishad Byramjee, Non-Executive Director, Mr. Alpesh Shah, Company Secretary and Mr. Shailendra Apte, Chief Financial Officer.



**Centrum Capital Limited**

CIN : L65990MH1977PLC019986

Registered Office: 2<sup>nd</sup> 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](mailto:cs@centrum.co.in) Website: [www.centrum.co.in](http://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 Resolution to be passed through Postal Ballot for the Special Business stated in the Postal Ballot Notice dated December 11, 2017, 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.        | ACQUISITION OF THE STEP-DOWN SUBSIDIARY COMPANIES FROM THE IMMEDIATE SUBSIDIARY COMPANY i.e. CENTRUM RETAIL SERVICES LIMITED |                                    |                                     |  |

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 Friday, January 26, 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 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 jointholders.
6. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Ballot Form should be accompanied by a certified true copy of Board Resolution/authorization giving requisite authority to the person voting on Ballot Form, together with the duly attested specimen signature(s) of the authorized signatories.
7. A Member need not use all the votes nor he/she needs to cast all the votes in the same way.
8. The voting rights shall be reckoned in proportion to the paid-up value of the equity shares of the Company registered in the name of the Members as on Friday, December 15, 2017.
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 Friday, January 26, 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](mailto:cs@centrum.co.in).
13. The Chairman or any person authorized by him in writing, after receipt of the Report on the scrutiny of the Postal Ballot (physical and e-voting) from the Scrutinizer, shall announce the results of the Postal Ballot on Tuesday, January 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](http://www.centrum.co.in) and CDSL i.e. [www.evotingindia.com](http://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.