

## Centrum Capital Limited

CIN : L65990MH1977PLC019986

Registered Office: Bombay Mutual Building, 2<sup>nd</sup> Floor, Dr D. N. Road, Fort, Mumbai-400001.

Corporate office: "Centrum House", C.S.T. Road, Vidyanagri 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

---

### Notice

**NOTICE** is hereby given that the THIRTY NINTH ANNUAL GENERAL MEETING of the CENTRUM CAPITAL LIMITED will be held on the Thursday, 31<sup>st</sup> day of August, 2017, at 03.00 P.M. at M. I. G. Cricket Club, M. I. G. Colony, Ramakrishna Paramahans Marg, Bandra East, Mumbai - 400051, Maharashtra, to transact the following business:

#### **ORDINARYBUSINESS:**

#### **Item No. 1 – Adoption of the audited financial statements (standalone and consolidated) for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors**

To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2017, together with the reports of the Board of Directors (the 'Board') and Auditors thereon.

#### **Item No. 2 – Declaration of Dividend**

To declare a final dividend on Equity Shares for the financial year ended March 31, 2017.

#### **Item No. 3 – Appointment of Mr. Rishad Byramjee (DIN: 00164123) as a Director liable to retire by rotation**

To appoint Mr. Rishab Byramjee (DIN: 00164123), who retires by rotation at this meeting and being eligible, offers himself for re-appointment.

#### **Item No. 4 – Ratification of the appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants, (ICAI Firm Registration No. 103523W) as the Statutory Auditors of the Company**

To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (“Rules”) (including any statutory modification or re-enactment thereof, for the time being in force) made thereunder, the Company hereby ratifies the appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants, (ICAI Firm Registration No. 103523W), as the Auditors of the Company for the financial year 2017-2018, at such remuneration plus service tax, travelling and out of pocket expenses etc., as may be determined by the Audit Committee and the Board of Directors of the Company (or Committee of the Board or such other officer of the Company as may be approved by the Board/Committee) in consultation with the Auditors.”

**SPECIAL BUSINESS:****Item No. 5 –APPROVAL FOR FURTHER ISSUE OF SHARES OR SECURITIES**

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

**“RESOLVED THAT** in accordance with the provisions of Section 42, 55, 62(1)(c), 71 and other applicable provisions if any, of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules 2014 and Companies (Prospectus and allotment of securities) Rules 2014, including any statutory modifications or re-enactment thereof, for the time being in force, to the extent notified and in effect, the relevant provisions of the Securities Contracts (Regulation) Act, 1956, as amended (“SCRA”), and the rules framed thereunder, the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and the applicable statutes, policies, schemes, rules, regulations, guidelines, notifications, press notes and circulars, if any, issued by the Government of India (‘GOI’), the Reserve Bank of India (“RBI”), the Foreign Investment Promotion Board (“FIPB”), the Securities and Exchange Board of India (“SEBI”), the Registrar of Companies (“ROC”) or any other competent authorities (collectively, the “Regulatory Authorities”), from time to time, to the extent applicable including SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“SEBI ICDR Regulations”) and other applicable SEBI regulations and guidelines issued by SEBI and/or any other competent authority(ies), whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, (“Listing Regulations”), the provisions of the Memorandum and Articles of Association of the Company, and subject to receipt of approvals, consents, permissions and sanctions as might be required of SEBI, the RBI, Registrar of Companies (“ROC”), stock exchanges and/or other relevant statutory, regulatory, governmental authority’s, (including any court, tribunal or any other judicial authority’s and/or quasi-judicial authority’s ) (“Concerned Authority’s”) in this regard, as may be required and applicable and further subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions and which the Board of Directors of the Company or any duly constituted Committee of the Board (herein after referred to as the “Board”), be and is hereby authorized to accept on behalf of the Company and to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted), in one or more tranches, equity shares and/or preference shares whether cumulative or non-cumulative/ redeemable/optionally convertible into equity shares and/or fully convertible debentures/partly convertible debentures/optionally convertible debentures/non-convertible debentures or any other securities which are convertible into or exchangeable with equity shares /preference shares, at a later date, with or without detachable warrants with a right exercisable by the warrant holder to exchange the said warrants with equity shares at a later date, whether secured or not (hereinafter referred to as “Securities”) in the course of one or more offering(s) with or without a green shoe option by way of a Further Public Offering (“FPO”) and/or Qualified Institutional Placement (“QIP”) and/or such other form pursuant to the SEBI Regulations, to such Indian person(s) or Non Resident Persons whether or not such persons are Members of the Company, including eligible Qualified Institutional Buyers (“QIBs”) and other eligible investors (whether residents or not and/or institutions/incorporated bodies and/ or individuals and/or trustees and/ or banks or otherwise or any other category of investors including to the State Industrial Development Corporations, Insurance Companies, Provident Funds, Pension Funds, Development Financial Institutions, eligible Foreign Institutional Investors (“FIIs”), Foreign Portfolio Investors (“FPIs”), Qualified Foreign Investors, sub accounts of eligible FIIs/FPIs, Foreign Venture Capital Investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, body corporates, companies, private or public or other entities, authorities and employees by way of any employee

reservation, and to eligible retail individual Shareholders of the Company by way of a reservation, and to such other categories of eligible investors for whom a reservation category is permissible pursuant to the SEBI ICDR Regulations and to such other persons, in one or more combinations thereof, through a public issue/private placement including the exercise of a green shoe option, if any, at such price as may be determined whether through book building process with a specified price band or through alternate book building method with a specified base floor price or at such price or prices, at market price(s) or at a discount or premium to market price(s) in terms of applicable regulations or otherwise in accordance with the SEBI ICDR Regulations in consultation with advisors or such persons and on such terms and conditions as the Board may in its absolute discretion decide, whether by way of public offering or private placement or conversion of any debt or quasi-debt into any securities and whether through one or more prospectus or letters of offer or by way of circulation of an offering circular or placement document or offer document, at such time or times, for an amount including upon conversion of warrants or other convertible securities into equity shares) not exceeding Rs. 1000 Crore (Rupees One thousand crore only) on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary at the Board's discretion including the discretion to determine the category of Investors to whom the offer, issue and allotment of Securities shall be made, in such manner, including allotment to stabilizing agents in terms of green shoe option, if any, exercised by the Company, and where necessary in consultation with the book running lead managers and/or underwriters and/or stabilizing agents and/or financial advisors or legal advisors or other advisors or otherwise on such terms and conditions, including issue of Securities as fully or partly paid, making of calls and manner of appropriation of application money or call money, in respect of different class(es) of investor(s) and/or in respect of different Securities;

**RESOLVED FURTHER THAT** the Securities to be so allotted shall be subject to the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu in all respects with the existing Securities of the same class of the Company including rights in respect of dividend, if applicable;

**RESOLVED FURTHER THAT** in case of a qualified institutions placement pursuant to Chapter VIII of the SEBI (ICDR) Regulations, the allotment of Securities (or any combination of the Securities as decided by the Board) shall only be to Qualified Institutional Buyers within the meaning of Chapter VIII of the SEBI (ICDR) Regulations, such Securities shall be fully paid-up and the allotment of such Securities shall be completed within 12 months from the date of members approval at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI (ICDR) Regulations. The Company may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage to eligible investors as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the SEBI (ICDR) Regulations;

**RESOLVED FURTHER THAT** in the event Equity Shares are issued to qualified institutional buyers under Chapter VIII of the ICDR Regulations, the Relevant Date for determination of the price of the Equity Shares to be issued to QIBs shall be the date of the Meeting in which the Board of Directors of the Company or the Committee of Directors duly authorised by the Board of Directors of the Company, decide to open the Issue;

**RESOLVED FURTHER THAT** the Relevant Date for the determination of applicable price for the issue of any other securities, in terms of the preceding regulations shall be as per the regulation / guidelines prescribed by SEBI, the Ministry of Finance, RBI, GOI through various departments or any other regulator and subject to and in compliance with the applicable rules and regulations;

**RESOLVED FURTHER THAT** the issue to the holders of the Securities, which are convertible into or exchangeable with equity shares at a later date shall be, inter alia, subject to the following terms and conditions:

- (a) in the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand adjusted appropriately;
- (b) in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which they are offered to the existing shareholders;
- (c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and
- (d) in the event of consolidation of Equity Shares or re-classification of the Securities into other securities and/or involvement in such other events or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

**RESOLVED FURTHER THAT** in the event the Securities are issued by a follow-on public offer (“FPO”), the Board be and is hereby authorized on behalf of the Company to make available for allocation a portion of the FPO to anchor investors or to any category (ies) of persons permitted under applicable law, including without limitation, eligible employees and/or shareholders of listed group companies (the “Reservation”) or to provide a discount to the issue price to retail individual bidders or eligible employees (the “Discount”); and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement and any amendments, supplements, notices or corrigenda thereto, seek any consent or approval required or necessary, give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing;

**RESOLVED FURTHER THAT** the Board is hereby authorized to make any alteration, addition or variation in relation to the Follow-on Public Offer, in consultation with the lead managers, or SEBI or such other authorities as may be required and without prejudice to the generality of the aforesaid, decide the exact issue structure and the exact component of the issue structure;

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue, transfer or allotment of Securities, the Executive Chairman, Chief Financial Officer, or Company Secretary be and is hereby severally authorized to take all the necessary steps, including finalise and approve the offer document for the issue, filing of the offer document with SEBI, ROC, Stock Exchanges, appointment of various intermediaries, determination of the terms of the issue, including the class of investors to whom the Securities are to be issued and allotted, the number of Securities to be issued in each tranche, issue opening and closing dates, issue price, premium/discount to the then prevailing market price, amount of issue, discount to issue price to a class of investors (including such as retail public, employees and existing shareholders), flexibility of part payment at the time of application by a class of investors (such as retail public, employees and existing shareholders) including through Application Supported by Blocked Amount (“ASBA”) and payment of balance amount

on allotment of Securities, exercise of a green-shoe option if any, listing on one or more stock exchanges in India as the Board deems fit and to do all such acts, deeds, matters and things and execute such deeds, documents and agreements, including executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s), including but not limited to draft red herring prospectus, red herring prospectus, prospectus and/or offer documents and agreements including filing of registration statements, prospectus and other documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Equity Shares pursuant to any offer and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, appointment of intermediaries, as it may, in its absolute discretion, deem necessary, proper or desirable, and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise in regard to any offer, and the transfer, allotment and utilization of the issue proceeds, and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, as it may in its absolute discretion, deem fit and proper in the best interests of the Company, without requiring any further approval of the Members;

**RESOLVED FURTHER THAT** the Executive Chairman along with Chief Financial Officer or Company Secretary be and is hereby authorized to open one or more bank accounts in the name of the Company in Indian currency or foreign currency (ies) with such bank or banks in India as may be required in connection with any offer or issue, subject to requisite approvals from Reserve Bank of India, if any, the Executive Chairman along with Chief Financial Officer or Company Secretary or other officer or officers of the Company authorized by the Board be and is or are hereby authorized to sign and execute the application forms and other documents required for opening the account, to operate the said account, and to give such instructions including closure thereof as may be required and deemed appropriate by these signatories, and that the said bank/s be and is/are hereby authorized to honor all cheques and other negotiable instruments drawn, accepted or endorsed and instructions given by the aforesaid signatories on behalf of the Company;

**RESOLVED FURTHER THAT** the common seal of the Company, if required to be affixed in India on any agreement, undertaking, deed or any other document, the same is to be affixed in the presence of anyone or more of the directors of the company or anyone or more of the officers of the company in accordance with the Articles of the Association of the Company;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do such acts, deeds and things as the Board in its absolute discretion deems necessary or desirable in connection with the issue of the Securities, including, without limitation, the following:

- i finalization of the allotment of the Securities on the basis of the bids/applications received;
- ii finalization of and arrangement for the submission of the preliminary and final offer document(s)/ prospectus and any amendments supplements thereto, with any applicable statutory and/or regulatory authorities, institutions or bodies, as may be required;
- iii approval of the preliminary and final offer document (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalized in consultation with the lead manager(s)/ underwriter(s)/ advisor(s), in accordance with all applicable statutory and/or regulatory requirements;

**39<sup>th</sup> Annual Report 2016-17**

- iv finalization of the basis of allotment in the event of over-subscription;
- v acceptance and appropriation of the proceeds of the issue of the Securities;
- vi authorization of the maintenance of a register of holders of the Securities;
- vii authorization of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorney, to do such acts, deeds and things as authorized person in its absolute discretion may deem necessary or desirable in connection with the issue and allotment of the Securities;
- viii seeking, if required, the consent of the Company's lenders, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India, and any other consents that may be required in connection with the issue and allotment of the Securities;
- ix giving or authorizing the giving by concerned persons of such declarations, affidavits, certificates, consents and authorities as may be required from time to time; and
- x deciding the pricing and terms of the Securities, and all other related matters,

**RESOLVED FURTHER THAT** the acts, deeds, matters and things already done by the Board or any designated officer of the Company in this regard be and are hereby confirmed, approved and ratified;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to seek listing of any of the Securities issued as required by law or at the Board's discretion and to sign all necessary documents and to take all necessary actions in connection therewith;

**RESOLVED FURTHER THAT** the Company Secretary shall be appointed as the Compliance Officer in accordance with Regulation 63 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, who shall be responsible for monitoring the compliance of the securities laws (the SEBI Act, 1992 the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the rules and regulations made thereunder and the regulations, general or special orders, guidelines or circulars made or issued by the SEBI) and for redressal of investors' grievances;

**RESOLVED FURTHER THAT** the Executive Chairman of the Company or any other officer or officers of the Company as may be authorized by the Board, be and is or are hereby authorized to sign, execute and issue consolidated receipt/s for the Securities, listing, application, various agreements (including but not limited to subscription agreement, depository agreement, trustee agreement), undertaking, deeds, declarations and all other documents and to do all such things, deeds and acts and to comply with all the formalities as may, in the opinion of such authorized person, be required in connection with or incidental to the aforesaid offering of Securities, including post issue formalities;

**RESOLVED FURTHER THAT** all or any of the powers conferred on the Board vide this resolution may be exercised by the Board or by any Committee of the Board thereof or by any one or more Directors of the Company with power to delegate to any Officer(s) of the Company, as the Board may in its absolute discretion decide in this behalf;

**RESOLVED FURTHER THAT** the Executive Chairman, Chief Financial Officer, the Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to issue certified true copies of these resolutions to various authorities."

**Item No. 6 – Approval for CCL - Employee Stock Option Scheme 2017**

To consider, and if thought fit, to pass, with or without modification(s), the following 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”), 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 5th April, 2008, approval and consent of the Company be and is hereby accorded to the implementation of employee stock option plan namely ‘CCL - Employee Stock Option Scheme 2017’ (“ESOP 2017” “Scheme” or “Plan”) through Centrum ESOP 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 Crore 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 2017, 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 2017, 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 Crore 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 ₹ 1/- each, fully paid-up in aggregate, where one employee stock option would convert in to one equity share at a price of ₹ 12.50 per option upon exercise and be transferred to the employees by the Trust out of equity shares held in the Trust from time to time, on such terms and in such manner as the Board may decide in accordance with the provisions of applicable law and provisions of ESOP 2017;

**RESOLVED 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 from time to time in accordance with the ESOP 2017 and other applicable laws in force and such Equity shares shall rank pari passu 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 ESOP 2017 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 ₹ 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 be and is hereby authorized to modify, change, vary, alter, amend, suspend or terminate the ESOP 2017, 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 2017 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 2017;

**RESOLVED FURTHER THAT** the Board, 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 2017 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 the extent allowed under the applicable laws, the Board be and is hereby authorized to delegate such powers to the Nomination and Remuneration Committee of the Board with a power to further delegate to any executives/officers of the Company 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 2017.”



**Item No. 7 – Grant of options to the employees of the Subsidiary Company(ies) of the Company under CCL - Employee Stock Option Scheme 2017**

To consider, and if thought fit, to pass, with or without modification(s), the following 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”), 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 5th April, 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 2017’ (“ESOP 2017” “Scheme” or “Plan”) 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 2017, 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 6 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 ₹ 1/- each, fully paid-up in aggregate, where one employee stock option would convert in to one equity share at a price of ₹ 12.50 per option upon exercise and be transferred to the employees by the Trust out of equity shares held in the Trust from time to time, on such terms and in such manner as the Board may decide in accordance with the provisions of applicable law and provisions of ESOP 2017;

**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 from time to time in accordance with the ESOP 2017 and other applicable laws in force and such Equity shares shall rank pari passu 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 2017 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 ₹ 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 be and is hereby authorized to modify, change, vary, alter, amend, suspend or terminate the ESOP 2017, at any time, subject to 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 2017 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 2017;

**RESOLVED FURTHER THAT** the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, 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 2017 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;

**39<sup>th</sup> Annual Report 2016-17**

**RESOLVED FURTHER THAT** subject to the extent allowed under the applicable laws, the Board be and is hereby authorized to delegate such powers to the Nomination and Remuneration Committee of the Board with a power to further delegate to any executives / officers of the Company 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 2017.”

**By order of the Board of Directors,  
For Centrum Capital Limited**

**Alpesh Shah  
Company Secretary**

**Place : Mumbai  
Date: August 02, 2017**

**NOTES:**

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as a Proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total share capital of the Company. A Member holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as Proxy and such Proxy shall not act as a Proxy for any other Member.

The Proxy form is annexed with this Notice. The instrument appointing the Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed, stamped and signed, not less than 48 hours before the commencement of the Meeting.

Corporate Members intending to send their authorized representatives to attend the Annual General Meeting (“the Meeting”) are requested to send to the Company a certified true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.

During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a Member is entitled to inspect the Proxies lodged, at any time during the business hours of the Company, provided that not less than 3 days of notice in writing is given to the Company by such Member.

The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), in regard to the special business as set out in the Notice and the relevant details of the Directors seeking re-appointment/appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed hereto.

3. In case of jointholders attending the Meeting, only such jointholder who is higher in the order of names will be entitled to vote.
4. The Members/Proxies are requested to bring the attendance slip duly filled in for attending the Meeting.
5. Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to the Directors seeking Appointment/Re-appointment at the ensuing Annual General Meeting is annexed to this Notice.
6. The Register of Directors and Key Managerial Personnel and their Shareholding, the Register of Contracts or Arrangements in which Directors are interested will be available for inspection at the Meeting.
7. All the documents referred to in the Notice and Explanatory Statement annexed thereto including the Annual Report for the financial year 2016-17 and Notice of the 39<sup>th</sup> Annual General Meeting are open for inspection by the Members, without any fees, at the Registered Office and Office at 203B, Second Floor, C-1 Wing, Fortune

2000, Bandra Kurla Complex, Bandra (East), Mumbai 400051 of the Company between 11.00 a.m and 01.00 p.m. on all working days except Saturday up to the date of the Meeting and the same shall also be made available for inspection by Members at the Meeting.

8. Members holding shares in physical form are requested to approach Link Intime India Private Limited, the Registrar and Share Transfer Agents of the Company at No. C-13, Pannalal Silk Mills Compound, Lal Bahadur Shastri Road, Bhandup West, Mumbai – 400078 for:
  - (a) intimating any change in their address and/or bank mandate;
  - (b) submitting requests for transfer, transmission, name change, split, consolidation, etc.;
  - (c) nominating any person to whom the shares shall vest in the event of death;
  - (d) updating/registering their e-mail address for correspondence; and
  - (e) any other queries with respect to shares held by them.
9. Members holding shares in electronic form are hereby informed that the Company or its Registrar cannot act on any request received directly from them for any change of address and/or bank mandate or change in e-mail address. Such changes are to be intimated only to the Depository Participants of the Members.
10. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Link InTime India Private Limited for assistance in this regard.
11. Members who have not registered their e-mail address for receiving all communications including Annual Report, Notices and Circulars, etc. from the Company electronically, are requested to register the same with their Depository Participants (for shares held in electronic form) and with Link Intime India Private Limited, the Registrar and Share Transfer Agents of the Company (for shares held in physical form). Members, who have registered their e-mail address, are also entitled to receive such communication in physical form, upon request.
12. The Register of Members and the Transfer Books of the Company will remain closed from Friday, August 25, 2017 to Thursday, August 31, 2017 both days inclusive.
13.
  - a) Final Dividend for the financial year ended March 31, 2017 as recommended by the Board of Directors, if approved by the members at the AGM, will be paid on or before September 30, 2017, to those Members whose names appear on the Register of Members as on August 24, 2017.
  - b) Members holding shares in electronic form are hereby informed that bank particulars registered with their respective Depository Participants (DP), with whom they maintain their demat accounts, will be used by the Company for payments of dividend. The Company or Registrar cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the DP of the members.
  - c) Members holding shares in physical form and desirous of either registering bank particulars already registered bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to intimate the Registrar and the Company.
  - d) Members are encouraged to update their details to enable expeditious credit of dividend into their respective bank accounts electronically through Automated clearing mode or such permitted mode of credit of dividend.

14. Transfer of Unclaimed and/or Unpaid Amount to Investor Education and Protection Fund (IEPF).
- a) In accordance with the provision of Sections 124, 125 and other applicable provisions, if any, of the Companies Act, 2013 read with the IEPF Authority (Accounting Audit, Transfer and Refund Rules”) ( including any statutory modification(s) or reenactment(s) thereof for the time being in force). the amount of dividend remaining unpaid for a period of 7 (seven) years from the date of transfer to the unpaid dividend account is required to be transferred to IEPF, maintained by the Central Government. Accordingly all unclaimed dividends for the financial year 2008-09 have been transferred to the Investor Education and Protection Fund.

The details of remaining unpaid or unclaimed dividend for the financial year 2009-10 as of March 31, 2017 are as under:

<b>Date of declaration</b>	<b>Amount</b>	<b>Due date</b>
December 31, 2010	Rs. 1,609	January 29, 2018

Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unclaimed dividend amounts lying with it as on September 30, 2016 (date of last Annual General Meeting) on its website i.e. [www.centrum.co.in](http://www.centrum.co.in) and also on the website of the Ministry of Corporate Affairs.

The concerned members may claim the same by sending a request letter along with self-attested PAN Card copy to Link Intime India Private Limited, the Registrar and Share Transfer Agents of the Company before the due date for its transfer available on the website of the Company i.e. [www.centrum.co.in](http://www.centrum.co.in) into the Investor Education and Protection Fund (IEPF), constituted by the Central Government.

Attention of the members is drawn to the provision of Section 124(6) of the Companies Act, 2013 which require a company to transfer in the name of IEPF Authority all shares in respect of which dividend has not been paid or claimed for 7(seven) years or more.

In accordance with the aforesaid provisions of the Act read with the Investors Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2016, as amended, the Company has already initiated action for transfer all shares in respect of which dividend declared for the financial year 2009-10, or earlier financial year has not been paid or claimed by the members for 7 (years) consecutive years or more. Members are advised to visit <http://www.centrum.co.in/investor-relation> to ascertain the details of shares transfer in the name of IEPF authority.

15. The Annual Report for the financial year 2016-17 and Notice of the 39<sup>th</sup> Annual General Meeting, inter-alia, indicating the process and manner of voting including remote e-voting along with Attendance Slip and Proxy Form are being sent in electronic mode to all the Members holding shares in dematerialized form and having their e-mail address registered with their Depository Participants and such other Members who have positively consented in writing to receive the same by electronic mode. Physical copies of the abovementioned documents are being sent to all other Members by the permitted mode. Members, who have received the above documents in electronic mode, are entitled to receive the same, free of cost, in physical form, upon making a request in this regard to Link Intime India Private Limited, the Registrar and Share Transfer Agents of the Company or to the Company. The abovementioned documents are also available for download on the Company’s website i.e. [www.centrum.co.in](http://www.centrum.co.in).

16. In compliance with the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has provided a facility of remote e-voting (e-voting from a place other than venue of the Meeting) to its Members to enable them to exercise their right to vote on the business proposed to be transacted at the 39<sup>th</sup> Annual General Meeting (“the Meeting”). Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate remote e-voting. The facility for voting through ballot paper shall also be made available at the venue of the Meeting. The Members attending the Meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the Meeting.

**17. Information and other instructions relating to remote e-voting are as under:**

- (i) The voting period begins on Monday, August 28, 2017, (09:00am) and ends on Wednesday, August 30, 2017, (05:00pm). 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 Thursday, August 24, 2017, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the Meeting date may attend the Meeting but shall not be entitled to cast their vote again.
- (iii) The Shareholders should logon to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) 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 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.</li> </ul>

Dividend Bank Details	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.
<b>OR</b>	
Date of Birth (DOB)	<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(v)</li> </ul>

- (ix) After entering the details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <CENTRUMCAPITALLIMITED> on which you choose to vote. (EVSN No. 170731010)
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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).

18. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently. (Note: e-Voting shall not be allowed beyond the said time.)
19. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads Section of [www.evotingindia.com](http://www.evotingindia.com).
20. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
21. Any person who is not a Member as on the cut-off date should treat this Notice for information purpose only. Also, any person who acquires shares and becomes the Member of the Company after the dispatch of Annual Report and Notice of the Meeting and holding shares on the cut-off date i.e. Thursday, August 24, 2017, may obtain login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
22. Mr. Umesh P. Maskeri (Membership No.4831 CP No 12704 ), Company Secretaries has been appointed as Scrutinizer to scrutinize the voting process (including remote e-voting) in a fair and transparent manner. The Firm has communicated her willingness to be so appointed and will be available for the purpose of ascertaining the requisite majority
23. The Scrutinizer shall, after the conclusion of voting at the Meeting, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Meeting, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman of the Company or any person authorized by him in writing, who shall countersign the same and declare the results of the voting forthwith.
24. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. [www.centrum.co.in](http://www.centrum.co.in) and on the website of the CDSL immediately after the declaration of the results by the Chairman of the Company or a person authorized by him in writing and also be displayed at the Registered and Corporate Office of the Company. The results shall also be immediately forwarded to the Stock Exchange i.e. BSE Limited.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 SETTING OUT ALL THE MATERIAL FACTS RELATING TO SPECIAL BUSINESS:**

**Item No.5**

The Company is in need of funds to meet the capital expenditure for business expansion plans of the Company and its subsidiaries. It is therefore thought prudent to have enabling approvals to raise further funds as may be permitted under applicable laws through the issue of appropriate securities as defined in the resolution.

The additional capital may be raised through issuance of further equity shares on preferential basis/Qualified Institutional Placement (QIP)/Convertible Debentures/Non Convertible debentures and any other securities in one and any combination thereof. Members' approval is therefore sought for issuing any such instrument as the Company may deem appropriate. Whilst no specific instrument has been identified at this stage, in any event, the issue will be structured in such a manner that the amount does not exceed Rs. 1000 crores. The equity shares, if any, allotted on issue shall rank paripassu in all respects with the existing Equity Shares of the Company.

The said enabling resolution is for seeking approval of the members of the Company for the proposed issue(s) of securities to be made from time to time and to confer authority and absolute discretion to the Board to do all such acts, deeds, matters and things, which may be required to offer, issue and allot securities at an opportune time, including the size, structure, price, timing and other terms and conditions of the issue(s).

However, the issue(s) would be in accordance with the provisions of the SEBI (ICDR) Regulations, 2009, the Companies Act, 2013, or any other guidelines/regulations/consents as may be applicable or required.

The other terms and conditions of the issue(s) will be determined in consultation with the merchant bankers, lead managers, consultants, advisors and/or such other intermediaries as may be appointed for the issue of securities.

The consent of the members is being sought under Section 42, 55, 62(1)(c) and 71 of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013, if any, and in terms of the SEBI ICDR Regulations and provisions of the listing agreements executed by the Company with the Stock Exchanges where the Company's shares are listed.

The Stock Exchange for the same purpose is the BSE Limited/National Stock Exchange of India Limited.

The Board of Directors of the Company believe that the proposed issue(s) are in the interest of the Company and hence, recommends the resolution for the approval of the members 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.

**Item No. 6 and 7**

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 create an employee ownership culture, 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 2017' ("ESOP 2017" "Scheme"/"Plan") 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 2017 shall be implemented through the employee welfare trust of the Company namely 'Centrum ESOP Trust' ("Trust").

**39<sup>th</sup> Annual Report 2016-17**

ESOP 2017 has been formulated in accordance with provision of SEBI SBEB Regulations. In terms of Section 62(1)(b) of the Companies Act, 2013 read with Regulation 6 of the SEBI SBEB Regulations, the Company seeks your approval as regards implementation of ESOP 2017 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, as decided from time to time as per provisions of ESOP 2017.

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 of the Board) is now considering to reward such permanent employees of the Company whether working in India or out of India and Directors of the Company whether Whole time Directors or otherwise (hereinafter referred collectively as the “Employees”), as it may decide from time to time, through this mechanism.

**The main features of the Plan are as under:****Brief Description of the Scheme**

This proposed Scheme called the CCL – Employees Stock Option Scheme 2017 (ESOP 2017 Scheme/Plan) is intended to reward the eligible employees of the Company and its subsidiary company(ies) including step down subsidiary company(ies) or holding company (if any), in India and outside India, for their performance and to motivate them to contribute to the growth and profitability of the Company. Your Company also intends to use this scheme to retain talent in the organization as it views options as instruments that would enable the employees to share the value they create for the Company and align individual objectives of employees with objectives of the Company in the years to come.

The Company in terms of the said Regulations contemplates to enable the implementation of ESOP 2017 by utilizing the existing equity shares with the Centrum ESPS Trust.

**The total number of options to be granted**

Such number of options 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 under ESOP 2017, in one or more tranches exercisable into not exceeding and upto 2,45,81,160 (Two Crore Forty Five lakhs Eighty One Thousand One Hundred and Sixty) equity Shares in the Company of face value of ₹ 1/- each fully paid-up.

Vested options lapsed due to non-exercise and/or unvested options that get cancelled due to resignation/ termination 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 2017, within the overall ceiling.

The SEBI (SBEB) Regulations, require, that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, and others, a fair and reasonable adjustment needs to be made to the options granted. Accordingly, if any additional Equity Shares are required to be issued pursuant to any corporate action, the above ceiling of Equity Shares shall be deemed to increase in proportion of such additional Equity Shares issued subject to compliance of the SEBI (SBEB) Regulations,.

**1) Identification of classes of employees entitled to participate and be beneficiaries in the Scheme**

Following classes of employees are entitled to participate in ESOP 2017:

- a) Permanent employees of the Company working in India or outside India; or
- b) Directors of the Company whether whole time director or not; or
- c) Permanent employees and Directors of the subsidiary company(ies) including step down subsidiary company(ies) or holding company (if any), in India or outside India, present and future

**Following persons are not eligible:**

- a) an employee who is a Promoter or belongs to the Promoter Group;
- b) a Director 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; or
- c) an Independent Director within the meaning of the Companies Act, 2013.

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

**2) Requirements of vesting and period of vesting and maximum period of vesting (subject to regulation 18(1) and 24(1) of the regulations, as the case may be) within which the options shall be vested**

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 would vest subject to a vesting period of 5 (five) years. The vesting shall happen in one or more tranches as may be decided by the Board.

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

**3) Exercise price or pricing formula**

The Exercise Price shall be Rs.12.50 (Twelve Rupees and Fifty Paise only) per option

**4) Exercise period and process of exercise**

The options granted may be exercised by the Grantee at any time within the period 9 years from the grant date unless the Board/Committee otherwise decides.

The Vested options shall be exercisable by the employees by a written application to the Company 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 from time to time. The options shall lapse if not exercised within the specified exercise period.

**5) Appraisal process for determining the eligibility of employees for the Scheme**

The eligibility to participate in the Plan is subject to such criteria as may be decided by the Company/ Board/ Committee at its own discretion, including, but not limited to the date of joining of the Employee with the Company, grade of the Employee, performance evaluation, period of service with the Company, criticality or any other criteria, as the Committee determines.

**6) Maximum number of options to be issued per employee**

The number of options that may be granted to any specific employee of the Company or of its subsidiary company under ESOP 2017, in any financial year and in aggregate under the ESOP 2017 shall not exceed 1% of the issued equity share capital (excluding outstanding warrants and conversions) of the Company at the time of grant. The aggregate of all such grants shall not result into equity shares exceeding 2,45,81,160 (Two Crores Forty Five Lakh Eighty One Thousand One Hundred and Sixty Only) Options.

**7) Maximum Quantum of benefits to be provided per employee under the ESOP 2017**

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.

**8) 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 Centrum ESPS Trust.

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

The Scheme contemplates new issue of shares by the Company ("Primary Shares") at the discretion of the Board.

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

NIL

**11) 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**

This is not relevant under the present scheme.

**12) Accounting and Disclosure policies.**

The Company shall follow the 'Guidance Note on Accounting for Employee Share-based Payments' and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein.

**13) Method of Valuation:**

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.

Consent of the Shareholders is being sought by way of Special Resolution pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI SBEBS Regulations.

A draft copy of the ESOP 2017 is available for inspection at the Company's Registered Office / Corporate Office during official hours on all working days till the date of the 39th Annual General Meeting of the Company.

The Board of Directors of your Company recommend the Resolutions at Item Nos. 6 and 7 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 Plan.

**By order of the Board of Directors,  
For Centrum Capital Limited**

**Alpesh Shah  
Company Secretary**

**Place : Mumbai  
Date: August 02, 2017**

**Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to the Directors seeking Appointment/Re-appointment in the 39<sup>th</sup> Annual General Meeting**

<b>Name of the Director</b>	<b>Mr. Rishad Byramjee</b>
<b>Director Identification Number</b>	00164123
<b>Date of Birth</b>	October 31, 1951
<b>Date of Appointment</b>	March 03, 2003
<b>Qualifications</b>	Mr. Rishad Byramjee is BA (Honours) from Delhi University. He did his schooling from St. Edmund's School Shillong, ISC 1967 and went to St. Stephen's College Delhi, 1971
<b>Expertise in specific functional areas</b>	He is having 30 years of experience in marketing and general management with leading Indian corporates including ITC, Duncan's, Clarion Advertising, Consulting and He is running an agriculture Business for JCT and a Honey Business
<b>Other listed companies in which he/ she holds Directorship</b>	Nil
<b>Chairperson/Member of Committee(s) of Board of Directors of the Company</b>	Audit Committee(Member) Stakeholders' Relationship Committee (Chairman) Fund Raising Committee(Member) Share Transfer cum Allotment Committee (Chairman)
<b>Chairperson/Member of the Committee(s) of Board of Directors of other listed companies in which he/ she is a Director</b>	Nil
<b>Shareholding in the Company (Equity)</b>	Nil
<b>Disclosure of relationship with other Directors and Key Managerial Personnel</b>	Nil

**LOCATION OF THE VENUE OF THE AGM**





**CENTRUM CAPITAL LIMITED**

CIN : L65990MH1977PLC019986

**Registered Office: Bombay Mutual Building, 2<sup>nd</sup> Floor, Dr D.N. Road, Fort, Mumbai-400001.**

**Corporate office: “Centrum House”, C.S.T. Road, Vidyanagri 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**

**FORM NO. MGT - 11**  
**PROXY FORM**

*(Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014.*

Name of the Member(s)	
Registered Address	
Email ID	
DP ID Client id/Folio No.	

I/We \_\_\_\_\_ of \_\_\_\_\_ being a Member/Members of the above named Company, hereby appoint

1. Name : \_\_\_\_\_  
 Address: \_\_\_\_\_  
 Email ID: \_\_\_\_\_  
 Signature: \_\_\_\_\_, or failing him/or
  
2. Name : \_\_\_\_\_  
 Address: \_\_\_\_\_  
 Email ID: \_\_\_\_\_  
 Signature: \_\_\_\_\_, or failing him/or
  
3. Name : \_\_\_\_\_  
 Address: \_\_\_\_\_  
 Email ID: \_\_\_\_\_  
 Signature: \_\_\_\_\_, or failing him/or

**39<sup>th</sup> Annual Report 2016-17**

as my/our Proxy to attend and vote ( on a Poll) for me/us and on my/our behalf at the 39th Annual General Meeting of the Company, to be held on Thursday, August 31, 2017 at M. I. G. Cricket Club, M. I. G. Colony, Ramakrishna Paramahans Marg, Bandra East, Mumbai - 400051, p.m. and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No	Resolution	I/We assent to the resolution (For)*	I /We dissent to the resolution (Against)*
<b>Ordinary Business</b>			
1	Adoption of the audited financial statements (standalone and consolidated) for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors		
2	Declaration of Dividend		
3	Re-appointment of Mr. Rishad Byramjee (DIN: 00164123) as a Director liable to retire by rotation		
4	Ratification of the appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants, (ICAI Firm Registration No. 103523W) as the Statutory Auditors of the Company		
<b>Special Business</b>			
5	Approval for further issue of shares or securities		
6	Approval for CCL - Employee Stock Option Scheme 2017		
7	Grant of options to the employees of the Subsidiary Company(ies) of the Company under CCL - Employee Stock Option Scheme 2017		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017.

Signature of the Shareholder: \_\_\_\_\_

Signature of the Proxy holder(s): \_\_\_\_\_

Affix Revenue Stamp
---------------------------

**Notes:**

- 1) This Form of the proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2) For the resolution, explanatory statement and notes, please refer to the Notice of the 39<sup>th</sup> Annual General Meeting.
- 3) A proxy need not be a member of the Company.
- 4) A person can act as a proxy on behalf of the members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carry voting rights.
- 5) If a member holding more than 10% of the total share capital carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other member.
- 6) In case of Joint holder, the vote of the senior who tender as vote , whether in person or by proxy, shall be accepted to the exclusion to the vote of other joint holders .Seniority shall be determined by the order in which the name stand in the register of members.
- 7) \* This is optional please put a tick mark (✓) in appropriate column against the resolution indicated above. In case of members wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns “For”, “Against”. In case the members leaves the column(s) blank, the proxy will be entitled to vote in the manner he/she thinks appropriate.

**CENTRUM CAPITAL LIMITED**

CIN : L65990MH1977PLC019986

**Registered Office: Bombay Mutual Building, 2<sup>nd</sup> Floor, Dr D.N. Road, Fort, Mumbai-400001.**

**Corporate office: "Centrum House", C.S.T. Road, Vidyanagri 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**

**ATTENDANCE SLIP**

(To be duly signed and presented at the entrance)

39<sup>th</sup> Annual General Meeting on Thursday, 31<sup>st</sup> day of August, 2017 at M. I. G. Cricket Club, M. I. G. Colony, Ramakrishna Paramahans Marg, Bandra East, Mumbai - 400051.

Regd. Folio No./ DP ID - Client ID

Name:

Address:

Name of the Proxy

No. of Shares held

I hereby record my presence at the 39<sup>th</sup> Annual General Meeting of the Company to be held on Thursday, 31<sup>st</sup> day of August, 2017 at 03:00 p.m. at M. I. G. Cricket Club, M. I. G. Colony, Ramakrishna Paramahans Marg, Bandra East, Mumbai – 400051.

**Signature of the attending member/proxy:**\_\_\_\_\_

Notes:

1. Please refer to the instructions printed under the Notes to the Notice of the 39<sup>th</sup> Annual General Meeting.
2. Shareholders/Proxy holders are requested to bring the attendance Slip with them when they come to the meeting.
3. No attendance slip will be issued at the time of meeting.
4. Shareholders who come to attend the meeting are requested to bring their copies of the Annual Report with them, as spare copies will not be available at the meeting.

