



Umesh P. Maskeri
Practicing Company Secretary

No 304, Geetanjali Heights, Plot No.77, Sector 27
Near Presentation Convent School, Nerul East, Navi Mumbai-400 706
Tele 022 -27716919; Mobile: 09930178352; Email: umeshmaskeri@gmail.com

SCRUTINIZER'S REPORT

**[Pursuant to Section 108 of the Companies Act, 2013
read with Rule 20 of the Companies
(Management and Administration) Rules, 2014]**

September 26, 2020

To
The Chairman
Centrum Capital Limited
Corporate Office, Centrum House
CST Road, Vidyanagari Marg, Kalina, Santacruz East
Mumbai-400098

Dear Sir,

At the outset, we express our gratitude to the Board of Directors of the Company for appointing us as the Scrutinizer for the remote evoting process and electronic voting at the 42nd Annual General Meeting of the Company which was held on Friday, the September 25, 2020 through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM").

In this connection, we are pleased to submit the Scrutinizer's Report, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for further action at your end.

Thanking you,
Yours faithfully



UMESH P MASKERI
PRACTICING COMPANY SECRETARY
COP No. 12704, FCS No 4831
ICSI UDIN : F004831B000768286



| SCRUTINIZER'S REPORT | |
|--|---|
| Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 | |
| Name of the company | Centrum Capital Limited |
| Nature of Meeting | 42 nd Annual General Meeting ("ÄGM") |
| Time, Day and Date | At 3:30 P.M, Friday , September 25, 2020 |
| Deemed Venue of AGM | Registered Office, Bombay Mutual Building, 2 nd Floor, Dr. D N Road, Fort, Mumbai-400001 |
| Mode | Video Conferencing ("VC")/ Other Audio-Visual Means ("ÖAVM") |

1. Appointment of Scrutinizer:

I, Umesh P. Maskeri, Practicing Company Secretary, have been appointed as a scrutinizer by the Board of Directors of Centrum Capital Limited ("the company") at their meeting held on June 25, 2020, for the purpose of ensuring that the voting process is conducted in a fair and transparent manner, on the resolutions contained in the notice dated June 25, 2020, of the AGM of the Members of the Company to be held at 03-30 P.M. on Friday, the September 25, 2020 by Video Conferencing or Other Audio Visual Means (OAVM), for the purpose of scrutinizing the remote e-voting process and electronic voting under the provisions of Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("Rules").

2. Relaxations granted by Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI") in view of COVID-19 pandemic

In view of the outbreak of the COVID-19 pandemic, Ministry of Corporate Affairs ("MCA") has vide Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, (collectively referred to as "MCA Circulars") has advised the companies to provide the facility of participation of members at the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. MCA and Securities and Exchange Board of India ("SEBI") have relaxed and permitted that the notice of AGM and the Annual Report and all other attachments could be sent by email to the shareholders, in view of the difficulties faced in physical despatch of the documents. Accordingly, Company has sent the notice of AGM to the shareholders by email to all such members who had registered their email address with the Company, depository participants or the Registrar and Transfer Agent.

3. Despatch of Notice of 42nd Annual General Meeting ("AGM") :

The Company has informed that it has arranged and sent the Notice of AGM dated June 25, 2020 by electronic mail by Central Depository Services (India) Limited ("CDSL") Green initiatives to its Members on September 3, 2020, whose names appeared in the Register of Members /Register of Beneficial Owners as on the record date for this purpose, and who had registered their email address with the Company or Depositories or Depository Participants.





4. Publication of advertisement in Newspapers:

In terms of Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Rules 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to the provisions of MCA Circulars, the Company had duly released an advertisement intimating the voting through Remote E-voting and dispatch of Notice by email, in English Newspaper viz. Free Press Journal and in Marathi Newspaper viz. Nav Shakti both dated September 5, 2020 and having wide circulation within the jurisdiction. The said newspaper advertisements, contained among other things, the information that there will be voting by electronic means only and there was no provision for any voting through physical ballot forms and further the process to register the email addresses, in case of shareholders who had not registered their email address with the Company, depository or depository participant as stipulated in MCA Circular No 17/2020 dated April 13, 2020.

5. Cut off date:

The Company has provided me the Register of Members as on the cut off date i.e. September 18, 2020.

6. Remote evoting Process: EVSN 200901001

6.1. Agency:

Company has availed the services of Central Depository Services (India) Limited ('CDSL'), which has provided the facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM.

6.2. Remote e-voting period

The remote e-voting period commenced at 9-00 a.m. on Tuesday, the September 22, 2020 and concluded at 05-.00 p.m. on Thursday, the September 24, 2020. The facility of voting by remote evoting was provided for an additional duration during the Annual General Meeting. CDSL remote e-voting portal was disabled thereafter.

Accordingly, the electronic votes cast during this period have been taken into account for ascertaining the votes cast in favour and against the resolutions, set out in the notice convening the AGM. and the CDSL remote e-voting portal was disabled thereafter.

- 6.3 There was no facility to cast votes by ballot papers, in accordance with the provision of Para 3 (A)(VI) of the General Circular No 20 dated May 5, 2020 issued by the Ministry of Corporate Affairs.

7. Counting process:

On completion of evoting during the AGM as mentioned above, I have unblocked the votes cast through remote evoting at 04-30 p.m. today from the CDSL evoting portal and downloaded the voting results. in the presence of two persons, who are not the employees of the company.





8. Voting results:

A summary of the voting results through remote for each of the agenda items contained in the notice of AGM is furnished below:

Resolution 1: Ordinary Resolution

- a) **Adoption of Audited Financial statements for the financial year ended March 31, 2020 together with the reports of Board of Directors and the auditors thereon ; b) adoption of the audited consolidated financial statements for the financial year ended March 31, 2020 and the Report of Auditors thereon**

| Particulars | Remote E-voting | | During AGM | | Total | | % of Total Votes cast |
|---------------|--------------------------------|-----------|------------|--------|--------|-----------|-----------------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Ascent | 126 | 251106743 | 2 | 101515 | 128 | 251208258 | 100 |
| Dissent | 3 | 4 | 1 | 50 | 4 | 54 | 0 |
| Total | 129 | 251106747 | 3 | 101565 | 132 | 251208312 | 100 |
| Result | Passed with requisite majority | | | | | | |

Resolution No 2: Ordinary Resolution:

To appoint a director in place of Mr. Rishad Byramjee (DIN: 00164123), who retires by rotation at this meeting and being eligible, offers himself for re-appointment

| Particulars | Remote E-voting | | During AGM | | Total | | % of Total Votes cast |
|---------------|--------------------------------|-----------|------------|--------|--------|-----------|-----------------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Ascent | 124 | 181932923 | 2 | 101515 | 126 | 182034438 | 100 |
| Dissent | 3 | 4 | 1 | 50 | 4 | 54 | 0 |
| Total | 127 | 181932927 | 3 | 101565 | 130 | 182034492 | 100 |
| Result | Passed with requisite majority | | | | | | |

Resolution No 3: Special Business- Special Resolution:

Appointment of Mr. Subrata Kumar Atindra Mitra (DIN 00029961) as an Independent director

| Particulars | Remote E-voting | | During AGM | | Total | | % of Total Votes cast |
|---------------|--------------------------------|-----------|------------|--------|--------|-----------|-----------------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Ascent | 126 | 251106743 | 1 | 45 | 127 | 251106788 | 99.96 |
| Dissent | 3 | 4 | 2 | 101520 | 5 | 101524 | 00.04 |
| Total | 129 | 251106747 | 3 | 101565 | 132 | 251208312 | 100 |
| Result | Passed with requisite majority | | | | | | |





Resolution No 4: Special Business- Ordinary Resolution:

Appointment of Mr. Tejendra Mohan Bhasin (DIN 03091429) as an Independent Director

| Particulars | Remote E-voting | | During AGM | | Total | | % of Total Votes cast |
|---------------|--------------------------------|------------------|------------|---------------|------------|------------------|-----------------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Ascent | 126 | 251106743 | 1 | 45 | 127 | 251106788 | 99.96 |
| Dissent | 3 | 4 | 2 | 101520 | 5 | 101524 | 00.04 |
| Total | 129 | 251106747 | 3 | 101565 | 132 | 251208312 | 100 |
| Result | Passed with requisite majority | | | | | | |

Resolution No 5: Special Business- Ordinary Resolution:

Appointment of Mr. Rajesh Kumar Srivastava (DIN 00302223) as an Independent Director

| Particulars | Remote E-voting | | During AGM | | Total | | % of Total Votes cast |
|---------------|--------------------------------|------------------|------------|---------------|------------|------------------|-----------------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Ascent | 126 | 251106743 | 1 | 45 | 127 | 251106788 | 99.96 |
| Dissent | 3 | 4 | 2 | 101520 | 5 | 101524 | 00.04 |
| Total | 129 | 251106747 | 3 | 101565 | 132 | 251208312 | 100 |
| Result | Passed with requisite majority | | | | | | |

Resolution No 6: Special Business- Special Resolution:

Re-Appointment of Mr. Manmohan Shetty (DIN 00013961) as an Independent Director for a second term of five years

| Particulars | Remote E-voting | | During AGM | | Total | | % of Total Votes cast |
|---------------|--------------------------------|------------------|------------|---------------|------------|------------------|-----------------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Ascent | 126 | 251106743 | 1 | 45 | 127 | 251106788 | 99.96 |
| Dissent | 3 | 4 | 2 | 101520 | 5 | 101524 | 00.04 |
| Total | 129 | 251106747 | 3 | 101565 | 132 | 251208312 | 100 |
| Result | Passed with requisite majority | | | | | | |





Resolution No 7: Special Business- Special Resolution:

Approval of continuance of directorship of Ms. Mahakurshid Byramjee (DIN 0164191) as a Non-Executive Director of the Company

| Particulars | Remote E-voting | | During AGM | | Total | | % of Total Votes cast |
|---------------|--------------------------------|------------------|------------|---------------|------------|------------------|-----------------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Ascent | 124 | 181932923 | 2 | 101525 | 126 | 182034438 | 100 |
| Dissent | 3 | 4 | 1 | 50 | 4 | 54 | 0 |
| Total | 127 | 181932927 | 3 | 101565 | 130 | 182034492 | 100 |
| Result | Passed with requisite majority | | | | | | |

9. Based on the aforesaid report, it may be seen that resolutions No (1), (2), (3), (4), (5), (6) and (7) of the AGM Notice have been passed with requisite majority. The voting results of the aforesaid AGM may accordingly be declared by the Company Secretary as authorised by the Chairman of the Company.
10. The Register maintained in electronic form recording the assent or dissent received alongwith all the relevant records of e-voting downloaded from the CDSL evoting portal have been handed over to the Company Secretary for safe keeping.

Thanking you,



Umesh P Maskeri
Practicing Company Secretary
Certificate of Practice No 12704
ICSI UDIN : F004831B000768286

Place: Mumbai
Date: September 26, 2020

Countersigned by
For Centrum Capital Limited

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Alpesh Shah
Company Secretary

Place: Mumbai
Date : September 26, 2020