

## 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** is hereby given that the 41<sup>st</sup> ANNUAL GENERAL MEETING of CENTRUM CAPITAL LIMITED will be held on Thursday, September 12, 2019, at 03:00 P.M. at M.I.G Cricket Club, M.I.G Colony, Ramakrishna Paramhans Marg, Bandra East, Mumbai 400051, Maharashtra, to transact the following business:

### ORDINARY BUSINESS:

#### Item No. 1 – To receive, consider and adopt :

- a) The audited financial statements for the Financial Year ended March 31, 2019 together with the reports of the Board of Directors and Auditors' thereon.
- b) The audited consolidated financial statements of the Company for the Financial Year ended March 31, 2019 together with reports of Auditors' thereon.

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

To declare dividend on Equity Shares for the Financial Year ended March 31, 2019.

#### Item No. 3 – To appoint a director in place of Mrs. Mahakhurshid Byramjee (DIN: 0016419), who retires by rotation at this meeting and being eligible, offers herself for re-appointment.

#### Item No. 4 – To reappoint and fix the remuneration of Statutory Auditors

To consider and, if thought fit, to pass the following Resolution, as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Sections 139, 142 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014, made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Audit Committee, M/s. Haribhakti & Co. LLP, Chartered Accountants, with registration number 103523W/W100048, who have given consent and declaration under of the Companies Act, 2013, be and are hereby re-appointed as the Statutory Auditors of the Company to hold Office from the conclusion of the 41<sup>st</sup> Annual General Meeting till the conclusion of the 43<sup>rd</sup> Annual General Meeting, at an annual remuneration / fees of ₹ 15,00,000 (Rupees Fifteen lakh only) plus outlays and taxes as applicable from time to time, for the purpose of audit of the Company's accounts, with the power to the Board/Audit Committee to alter and vary the terms and conditions of appointment, revision including upward revision in the remuneration during the remaining tenure etc., including by reason of necessity on account of conditions as may be stipulated by any authority, in such manner and to such extent as may be mutually agreed with the Statutory Auditors."

### SPECIAL BUSINESS:

#### Item No. 5 – Appointment of Mr. NVP Tendulkar as an Independent Director of the Company

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, Schedule IV and all other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to recommendation of the Nomination and Remuneration Committee, Mr. NVP Tendulkar (DIN: 00869913), who was appointed as an Additional Director (Non-

Executive and Independent) of the Company by the Board of Directors with effect from October 01, 2018, in terms of Section 161(1) of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company for a period of five consecutive years from October 01, 2018 up to September 30, 2023(both days inclusive), not liable to retire by rotation."

**Item No. 6 – Appointment of Ms. Anjali Seth as an Independent Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, Schedule IV and all other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to recommendation of the Nomination and Remuneration Committee, Ms. Anjali Seth (DIN: 05234352), who was appointed as an Additional Director (Non-Executive and Independent) of the Company by the Board of Directors with effect from November 12, 2018, in terms of Section 161(1) of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company for a period of five consecutive years from November 12, 2018, up to November 11, 2023 (both days inclusive), not liable to retire by rotation."

**Item No. 7 – Approval of Raising of Funds up to ₹ 1000 Crore by way of issue of Non-Convertible Debenture**

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 Sections 23, 42 and 71 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, the relevant guidelines issued by the Reserve Bank of India including any statutory modification, amendment, substitution or re-enactment thereof for the time being in force and other applicable statutes, rules, regulations, guidelines, notifications and circulars and the Memorandum and Articles of Association of the Company, Consent of the Members be and is hereby accorded to the Board of Directors (herein after referred to as the "Board" which term shall include Committee of the Board constituted to exercise its powers, including the power conferred by this resolution) to borrow from time to time by making an offer(s) invitation(s) to subscribe or issuance of Redeemable Non-Convertible Debentures ('NCDs'), on private placement basis, in one or more series / tranches, during a period of one year from the date of passing of this resolution, upto ₹ 1000 crore (Rupees One Thousand crore only) within the overall borrowing limits approved by the shareholders of the Company from time to time;

**RESOLVED FURTHER THAT** the Board is authorised to determine the terms of issue of NCDs including but not limited to determining size, issue price, timing, tenure, interest rate of NCDs, utilisation of proceeds, listing of NCDs, if required, creation of security, appointment of debenture trustee(s) and other agency(ies) and all matters connected there with and to do all necessary acts and things and to execute all deeds, documents, instruments and writings as may be required and to settle all questions, difficulties or doubts that may arise in this regard, as the Board may, in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any Committee of the Board, Director(s) and / or officer(s) of the Company."

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

**Place: Mumbai  
Date: May 28, 2019**

**Alpesh Shah  
Company Secretary**

**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 joint holders attending the Meeting, only such joint holder 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 2018-19 and Notice of the 41<sup>st</sup> Annual General Meeting are open for inspection by the Members, without any fees, at the Registered Office i.e. Bombay Mutual Building, 2<sup>nd</sup> Floor, Dr D.N. Road, Fort, Mumbai-400001 and Corporate Office i.e. Centrum House, CST Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai-400098 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 C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai – 400083 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 respective Members.
10. In accordance with the proviso to Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, transfers of shares of the Company shall not be processed unless the shares are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in various corporate actions. Members can contact the Company or Link Intime India Private Limited for assistance in this regard.
11. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be:
  - a) change in the residential status on return to India for permanent settlement.
  - b) particulars of the NRE account with a Bank in India, if not furnished earlier.
12. 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.
13. Members are requested to note that the dividend remaining unclaimed for a continuous period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund (IEPF). In addition, all equity shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to demat account of the IEPF authority within a period of thirty days of such equity shares becoming due to be transferred to the IEPF.
 

In the event of transfer of equity shares and the unclaimed dividends to IEPF, Members are entitled to claim the same from IEPF authority by submitting an online application in the prescribed Form IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in) and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF rules.
14. Pursuant to Rule 5(8) of Investor Education and Protection Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded details of unpaid and unclaimed amounts lying with the Company as on August 13, 2018 (date of last AGM) on its website at [www.centrum.co.in](http://www.centrum.co.in) and also on the website of the Ministry of Corporate Affairs
15. The Register of Members and the Transfer Books of the Company will remain closed from September 06, 2019, to September 12, 2019, both days inclusive.

16. a) Final Dividend of ₹ 0.05 per share for the financial year ended March 31, 2019 as recommended by the Board of Directors, if approved by the members at the AGM, will be paid on or before October 11, 2019, to those Members whose names appear on the Register of Members as on Thursday, September 05, 2019.
  - 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.
17. The Annual Report for the Financial Year 2018-19 and Notice of the 41<sup>st</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).
18. 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 41<sup>st</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.
19. Information and other instructions relating to remote e-voting are as under:
- (i) The voting period begins on Monday, September 09, 2019, (09:00 a.m.) and ends on Wednesday, September 11, 2019, (05:00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, September 5, 2019, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) The Shareholders should logon to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iii) Click on Shareholders.
  - (iv) Now Enter your User ID
    - a. For CDSL: 16 digits Beneficiary ID,
    - b. For NSDL: 8 Character DPID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - (v) Next enter the Image Verification as displayed and Click on Login.
  - (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 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 <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id/ folio number in the Dividend Bank Details field as mentioned in instruction(iv)</li> </ul>

(viii) After entering the details appropriately, click on "SUBMIT" tab.

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <CENTRUMCAPITALLIMITED> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

## (xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF and NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF form at in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help Section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

20. 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.).
21. 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).
22. 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.
23. 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. August 02, 2019, may obtain login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
24. Mr. Umesh P. Maskeri (Membership No.4831 CP No 12704), Practicing Company Secretary has been appointed as Scrutinizer to scrutinize the voting process (including remote e-voting) in a fair and transparent manner. He has communicated his willingness to be so appointed and will be available for the purpose of ascertaining the requisite majority.
25. 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.
26. 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 Exchanges i.e. BSE Limited and National Stock Exchange of India 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.4 - Re-appointment M/s. Haribhakti & Co. LLP, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration**

M/s. Haribhakti & Co. LLP, Chartered Accountants were appointed in the 36<sup>th</sup> Annual General Meeting as Statutory Auditors of the Company for the term commencing from the conclusion of the 36<sup>th</sup> Annual General Meeting till the conclusion of the 41<sup>st</sup> Annual General Meeting subject to ratification of their appointment in subsequent Annual General Meetings.

Pursuant to Section 139 of the Companies Act, 2013 and the Rules made thereunder, statutory auditors cannot be appointed for more than two terms of five consecutive years. The Rules also lay down the transitional period that can be served by the existing auditors depending on the number of consecutive years for which an audit firm has been functioning as auditor in the same company. The incumbent auditors, M/s. Haribhakti & Co. LLP, Chartered Accountants have served the Company for 3 years before the Act was notified and will be completing the maximum number of transitional period (8 years) at the ensuing 41<sup>st</sup> Annual General Meeting.

Therefore, the Board recommends the proposal of appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company for a period of two years, to hold office from the conclusion of this ensuing Annual General Meeting till the conclusion of the 43<sup>rd</sup> Annual General Meeting to be held in the year 2021.

As required under the provisions of section 139(1) of the Companies Act, 2013, the Company has received a written consent from M/s. Haribhakti & Co. LLP, Chartered Accountants to their appointment and a Certificate, to the effect that their appointment, if made, would be in accordance with the Companies Act, 2013 and the Rules framed thereunder and that they satisfy the criteria provided in section 141 of the Companies Act, 2013.

Based on the recommendation of the Audit Committee, It is proposed to pay them an annual remuneration / fees of ₹ 15,00,000 (Rupees Fifteen lakh only) plus outlays and taxes as applicable from time to time, for the purpose of audit of the Company's accounts, with the power to the Board/Audit Committee to alter and vary the terms and conditions of appointment, revision including upward revision in the remuneration during the remaining tenure etc., including by reason of necessity on account of conditions as may be stipulated by any authority, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

The audit fees paid to the statutory auditors was ₹ 12,50,000 (Rupees Twelve Lacs Fifty Thousand) for the Financial Year 2018-19 plus applicable tax and reimbursement of out-of-pocket expenses.

The credentials of the Statutory Auditors is placed before the Meeting for inspection and is available for inspection by the Members without any fees at the Registered Office 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 Annual General Meeting.

In view of the aforesaid, the Board recommends the said ordinary resolution for your approval, as they feel the same to be in the interest of the Company.

None of the Directors and Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.



**Item No. 5 – Appointment of Mr. NVP Tendulkar as an Independent Director of the Company**

The Board had, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. NVP Tendulkar (DIN: 00869913) as an Additional Director (Non-Executive and Independent) of the Company with effect from October 01, 2018. Pursuant to the provisions of Section 161 of the Companies Act, 2013, he is holding office up to the date of this Annual General Meeting.

In terms of the provisions of Sections 149, 152, Schedule IV and all other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015("Listing Regulations"), it is proposed to appoint him as an Independent Director of the Company to hold office for a period of five consecutive years from October 01, 2018, up to September 30, 2023 (both days inclusive). He shall not be liable to retire by rotation during this period.

In terms of the provisions of Section 164 of the Companies Act, 2013, he has submitted a declaration that he is not disqualified from being appointed as a Director of the Company along with his consent to act as such.

He has also submitted a declaration about his meeting the criteria of independence as stipulated under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of Listing Regulations. In the opinion of the Board, he fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

Draft letter of appointment setting out the terms and conditions of his appointment is available for inspection by the Members without any fees at the Registered Office 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 Annual General Meeting and same has also been uploaded on the Company's Website i.e. [www.centrum.co.in](http://www.centrum.co.in).

In terms of the Regulation 36(3) of the Listing Regulations, a statement containing his brief resume, nature of expertise in specific functional areas, disclosure of relationships with other Directors, name of listed entities in which he holds the directorship along with the membership of Committees of the Board and shareholding in the Company is annexed to this Notice.

The Board considers that his continued association as an Independent Director will be of immense benefit to the Company. Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 5 for the approval of the Members.

None of the Directors and Key Managerial Personnel and their relatives except Mr. NVP Tendulkar, to whom the resolution relates, is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

**Item No. 6 – Appointment of Ms. Anjali Seth as an Independent Director of the Company**

The Board had, on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Anjali Seth (DIN: 05234352) as an Additional Director (Non-Executive and Independent) of the Company with effect from November 12, 2018. Pursuant to the provisions of Section 161 of the Companies Act, 2013, she is holding office up to the date of this Annual General Meeting.

In terms of the provisions of Sections 149, 152, Schedule IV and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), it is proposed to appoint her as an Independent Director of the Company to hold office for a period of five consecutive years from November 12, 2018, up to November 11, 2023 (both days inclusive). She shall not be liable to retire by rotation during this period.

In terms of the provisions of Section 164 of the Companies Act, 2013, she has submitted a declaration that she is not disqualified from being appointed as a Director of the Company along with her consent to act as such.

She has also submitted a declaration about her meeting the criteria of independence as stipulated under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of Listing Regulations. In the opinion of the Board, she fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management.

Draft letter of appointment setting out the terms and conditions of her appointment is available for inspection by the Members without any fees at the Registered Office 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 Annual General Meeting and same has also been uploaded on the Company's Website i.e. [www.centrum.co.in](http://www.centrum.co.in).

In terms of the Regulation 36(3) of the Listing Regulations, a statement containing her brief resume, nature of expertise in specific functional areas, disclosure of relationships with other Directors, names of listed entities in which she holds the directorship along with the membership of Committees of the Board and shareholding in the Company, is annexed to this Notice.

The Board considers her continued association as an Independent Director to be of immense benefit to the Company. Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 6 for the approval of the Members.

None of the Directors and Key Managerial Personnel and their relatives except Ms. Anjali Seth, to whom the resolution relates, is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.