

**SCRUTINIZER'S REPORT**

**Date: - 18<sup>th</sup> September, 2015**

**Centrum Capital Limited  
Centrum House, C. S. T. Road,  
Vidyanagri Marg, Kalina,  
Santacruz (E), Mumbai-98**

Dear Sir,

**Subject: Submission of Report of Postal Ballot**

In terms of section 110 of the Companies Act, 2013 read with Companies (Management and administration) Rules, 2014 the Company vide a Board resolution passed in board meeting dated 6<sup>th</sup> July, 2015 has appointed me a Scrutinizer for conducting the Postal Ballot voting process.

I submit my report as under:-

1. The Company has completed on 17<sup>th</sup> August, 2015 the dispatch of postal ballots along with postage pre-paid business reply envelopes to its Members whose name(s) appeared on the Register of Members as on 31<sup>st</sup> July, 2015.
2. Particulars of the postal ballots received from the members have been entered in a Register separately maintained for the purpose.
3. The postal ballots were kept under safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballots.
4. The postal ballots were duly opened in my presence scrutinized and the shareholdings were matched/ confirmed with register of Members of the Company 31<sup>st</sup> July, 2015.
5. All postal ballots received up to 05:00 P.M. on 16<sup>th</sup> September, 2015, the last date and time fixed by the company for receipt of the ballots were considered for scrutiny.
6. Envelopes containing postal ballot forms received after 16<sup>th</sup> September, 2015 were not considered for my scrutiny.
7. Envelopes containing postal ballot forms returned undelivered were also not opened and they are separately kept.



8. A summary of the postal ballots received is given below:

**Result for Item No. 01:** Special Resolution under Sections 14 and all other applicable provisions of the Companies Act, 2013 and (Incorporation) Rules, 2014 for alteration of Articles of Association of the Company;

Particulars	No. of Postal Ballot Forms	No. of Shares voted	% of Total Paid up Equity Capital
<b>Physical Mode</b>			
Total Postal Ballots received	65	321123492	77.18707
Less: invalid postal ballot form	-	-	-
Total valid Postal Ballot form	65	321123492	77.18707
Postal ballot form giving assent	64	321123432	77.18706
Postal ballot form giving dissent	1	60	0.00001
<b>Electronic Voting</b>			
Total e-voting done	4	20026	0.00481
Less: invalid e-voting	-	-	-
Total valid e-voting	4	20026	0.00481
e-voting giving assent	4	20026	0.00481
e-voting giving dissent	-	-	-
<b>Total Votes in favor of Resolution</b>	<b>68</b>	<b>321143458</b>	<b>77.19187</b>
<b>Total Votes in against of Resolution</b>	<b>1</b>	<b>60</b>	<b>0.00001</b>

The Resolution has been passed by requisite majority since more than three fourth of the vote are being casted in favour of the resolution.

**Result for Item No. 02:** Ordinary Resolution under Sections 149, 152 of the Companies Act, 2013, Schedule IV to the Act, and Clause 49 of the Listing Agreement, for appointment of Mr. Rajesh Nanavaty (DIN: 00005076), an Independent Director of the Company;

Particulars	No. of Postal Ballot Forms	No. of Shares voted	% of Total Paid up Equity Capital
<b>Physical Mode</b>			
Total Postal Ballots received	65	321123492	77.18707



Less: invalid postal ballot form	-	-	-
Total valid Postal Ballot form	65	321123492	77.18707
Postal ballot form giving assent	64	321123432	77.18706
Postal ballot form giving dissent	1	60	0.00001
<b>Electronic Voting</b>			
Total e-voting done	4	20026	0.00481
Less: invalid e-voting	-	-	-
Total valid e-voting	4	20026	0.00481
e-voting giving assent	4	20026	0.00481
e-voting giving dissent	-	-	-
<b>Total Votes in favor of Resolution</b>	<b>68</b>	<b>321143458</b>	<b>77.19187</b>
<b>Total Votes in against of Resolution</b>	<b>1</b>	<b>60</b>	<b>0.00001</b>

The Resolution has been passed by requisite majority.

**Result for Item No. 03:** Ordinary Resolution under Sections 149, 152 of the Companies Act, 2013 (the Act), Schedule IV to the Act, and Clause 49 of the Listing Agreement, for appointment of Mr. Ibrahim Belseh (DIN: 01639624), an Independent Director of the Company:

Particulars	No. of Postal Ballot Forms	No. of Shares voted	% of Total Paid up Equity Capital
<b>Physical Mode</b>			
Total Postal Ballots received	65	321123492	77.18707
Less: invalid postal ballot form	-	-	-
Total valid Postal Ballot form	65	321123492	77.18707
Postal ballot form giving assent	63	321123237	77.18701
Postal ballot form giving dissent	2	255	0.00006
<b>Electronic Voting</b>			
Total e-voting done	4	20026	0.00481
Less: invalid e-voting	-	-	-
Total valid e-voting	4	20026	0.00481
e-voting giving assent	4	20026	0.00481



e-voting giving dissent	-	-	-
<b>Total Votes in favor of Resolution</b>	67	321143263	77.19182
<b>Total Votes in against of Resolution</b>	2	255	0.00006

The Resolution has been passed by requisite majority

**Result for Item No. 04:** Ordinary Resolution under Sections 149, 152 of the Companies Act, 2013 (the Act, IV to the Act and Clause 49 of the Listing Agreement, for Appointment of Mr. R.S. Reddy (DIN: 02339668), an Independent Director of the Company:

Particulars	No. of Postal Ballot Forms	No. of Shares voted	% of Total Paid up Equity Capital
<b>Physical Mode</b>			
Total Postal Ballots received	65	321123492	77.18707
Less: invalid postal ballot form	-	-	-
Total valid Postal Ballot form	65	321123492	77.18707
Postal ballot form giving assent	64	321123432	77.18706
Postal ballot form giving dissent	1	60	0.00001
<b>Electronic Voting</b>			
Total e-voting done	4	20026	0.00481
Less: invalid e-voting	-	-	-
Total valid e-voting	4	20026	0.00481
e-voting giving assent	4	20026	0.00481
e-voting giving dissent	-	-	-
<b>Total Votes in favor of Resolution</b>	68	321143458	77.19187
<b>Total Votes in against of Resolution</b>	1	60	0.00001

The Resolution has been passed by requisite majority



**Result for Item No. 05:** Ordinary Resolution under Sections 149, 152 of the Companies Act, 2013 (the Act), Schedule IV to the Act and Clause 49 of the Listing Agreement for Appointment of Mr. Subimal Bhattacharjee (DIN: 03505745), an Independent Director of the Company:

Particulars	No. of Postal Ballot Forms	No. of Shares voted	% of Total Paid up Equity Capital
<b>Physical Mode</b>			
Total Postal Ballots received	65	321123492	77.18707
Less: invalid postal ballot form	-	-	-
Total valid Postal Ballot form	65	321123492	77.18707
Postal ballot form giving assent	64	321123432	77.18706
Postal ballot form giving dissent	1	60	0.00001
<b>Electronic Voting</b>			
Total e-voting done	4	20026	0.00481
Less: invalid e-voting	-	-	-
Total valid e-voting	4	20026	0.00481
e-voting giving assent	4	20026	0.00481
e-voting giving dissent	-	-	-
<b>Total Votes in favor of Resolution</b>	<b>68</b>	<b>321143458</b>	<b>77.19187</b>
<b>Total Votes in against of Resolution</b>	<b>1</b>	<b>60</b>	<b>0.00001</b>

The Resolution has been passed by requisite majority

**Result for Item No. 06:** Ordinary Resolution under Sections 149 & 152 and Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement, for Appointment of Mr. Subhash Kutte (DIN: 00233322), as an Independent Director of the Company:

Particulars	No. of Postal Ballot Forms	No. of Shares voted	% of Total Paid up Equity Capital
<b>Physical Mode</b>			
Total Postal Ballots received	65	321123492	77.18707
Less: invalid postal ballot form	-	-	-
Total valid Postal Ballot form	65	321123492	77.18707



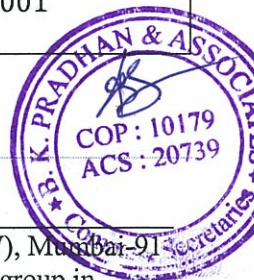
Postal ballot form giving assent	64	321123432	77.18706
Postal ballot form giving dissent	1	60	0.00001
<b>Electronic Voting</b>			
Total e-voting done	4	20026	0.00481
Less: invalid e-voting	-	-	-
Total valid e-voting	4	20026	0.00481
e-voting giving assent	4	20026	0.00481
e-voting giving dissent	-	-	-
<b>Total Votes in favor of Resolution</b>	<b>68</b>	<b>321143458</b>	<b>77.19187</b>
<b>Total Votes in against of Resolution</b>	<b>1</b>	<b>60</b>	<b>0.00001</b>

The Resolution has been passed by requisite majority.

**Result for Item No. 07:** Ordinary Resolution under Section 160 of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 for appointment of Mr. Pankaj Thapar( DIN : 01225255), as a Non- executive Director of the Company, liable to retire by rotation:

Particulars	No. of Postal Ballot Forms	No. of Shares voted	% of Total Paid up Equity Capital
<b>Physical Mode</b>			
Total Postal Ballots received	65	321123492	77.18707
Less: invalid postal ballot form	-	-	-
Total valid Postal Ballot form	65	321123492	77.18707
Postal ballot form giving assent	64	321123432	77.18706
Postal ballot form giving dissent	1	60	0.00001
<b>Electronic Voting</b>			
Total e-voting done	4	20026	0.00481
Less: invalid e-voting	-	-	-
Total valid e-voting	4	20026	0.00481
e-voting giving assent	4	20026	0.00481
e-voting giving dissent	-	-	-
<b>Total Votes in favor of Resolution</b>	<b>68</b>	<b>321143458</b>	<b>77.19187</b>
<b>Total Votes in against of Resolution</b>	<b>1</b>	<b>60</b>	<b>0.00001</b>

The Resolution has been passed by requisite majority.



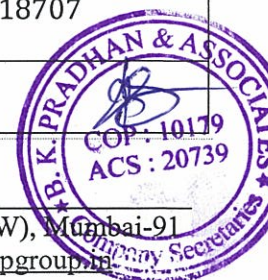
**Result for Item No. 08:** Ordinary Resolution under Section 160 of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 for appointment of Mr. Sanjiv Bhasin (DIN: 00001575), as an Executive Director of the Company, liable to retire by rotation:

Particulars	No. of Postal Ballot Forms	No. of Shares voted	% of Total Paid up Equity Capital
<b>Physical Mode</b>			
Total Postal Ballots received	65	321123492	77.18707
Less: invalid postal ballot form	-	-	-
Total valid Postal Ballot form	65	321123492	77.18707
Postal ballot form giving assent	64	321123432	77.18706
Postal ballot form giving dissent	1	60	0.00001
<b>Electronic Voting</b>			
Total e-voting done	4	20026	0.00481
Less: invalid e-voting	-	-	-
Total valid e-voting	4	20026	0.00481
e-voting giving assent	4	20026	0.00481
e-voting giving dissent	-	-	-
<b>Total Votes in favor of Resolution</b>	<b>68</b>	<b>321143458</b>	<b>77.19187</b>
<b>Total Votes in against of Resolution</b>	<b>1</b>	<b>60</b>	<b>0.00001</b>

The Resolution has been passed by requisite majority.

**Result for Item No. 09:** Special Resolution under Sections 196, 197, 203 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for appointment of Mr. Sanjiv Bhasin (DIN: 0001575) as the Managing Director and CEO of the Company:

Particulars	No. of Postal Ballot Forms	No. of Shares voted	% of Total Paid up Equity Capital
<b>Physical Mode</b>			
Total Postal Ballots received	65	321123492	77.18707
Less: invalid postal ballot form	-	-	-



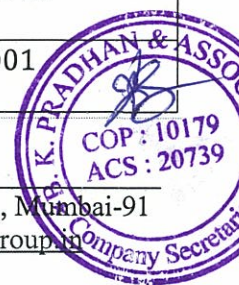
Total valid Postal Ballot form	65	321123492	77.18707
Postal ballot form giving assent	64	321123432	77.18706
Postal ballot form giving dissent	1	60	0.00001
<b>Electronic Voting</b>			
Total e-voting done	4	20026	0.00481
Less: invalid e-voting	-	-	-
Total valid e-voting	4	20026	0.00481
e-voting giving assent	4	20026	0.00481
e-voting giving dissent	-	-	-
<b>Total Votes in favor of Resolution</b>	<b>68</b>	<b>321143458</b>	<b>77.19187</b>
<b>Total Votes in against of Resolution</b>	<b>1</b>	<b>60</b>	<b>0.00001</b>

The Resolution has been passed by requisite majority since more than three fourth of the vote are being casted in favour of the resolution.

**Result for Item No. 10:** Special Resolution under Section 186 of the Companies Act, 2013 ("the Act") and Companies (Meetings of Board and its Powers) Rules, 2014, for increase the limit of the Company:

- To give any loan to any person or other body corporate :- Upto a Limit outstanding at any point of time – Rs. 1000 Crores.
- To give any guarantee or provide security in connection with a loan to any other body corporate or person:- Upto a Limit outstanding at any point of time – Rs. 1000 Crores.
- To acquire by way of subscription, purchase or otherwise, the securities of any other body corporate:- Upto a Limit outstanding at any point of time – Rs. 1000 Crores.

Particulars	No. of Postal Ballot Forms	No. of Shares voted	% of Total Paid up Equity Capital
<b>Physical Mode</b>			
Total Postal Ballots received	65	321123492	77.18707
Less: invalid postal ballot form	-	-	-
Total valid Postal Ballot form	65	321123492	77.18707
Postal ballot form giving assent	64	321123432	77.18706
Postal ballot form giving dissent	1	60	0.00001





<b>Electronic Voting</b>			
Total e-voting done	4	20026	0.00481
Less: invalid e-voting	-	-	-
Total valid e-voting	4	20026	0.00481
e-voting giving assent	4	20026	0.00481
e-voting giving dissent	-	-	-
<b>Total Votes in favor of Resolution</b>	<b>68</b>	<b>321143458</b>	<b>77.19187</b>
<b>Total Votes in against of Resolution</b>	<b>1</b>	<b>60</b>	<b>0.00001</b>

The Resolution has been passed by requisite majority since more than three fourth of the vote are being casted in favor of the resolution.

9. The postal ballots and other related papers / registers and records were handed over for safe custody to the company secretary of the Company, authorised by the Board to supervise the postal ballot process.

I further report that the Ballots have been received in physical form as well as through electronic mode from the shareholders of the Company.


A complete statement containing the prescribed information along with the Postal Ballots being enclosed form part of this report.

In terms of the provisions as aforesaid, please sign and acknowledge the receipt of the above on duplicate copy of this report.

Thanking You

Yours Faithfully,

**FOR B. K. PRADHAN & ASSOCIATES,  
COMPANY SECRETARIES**

  
**BALKRISHAN PRADHAN  
(PROPRIETOR)  
ACS No. 20739  
CP No. 10179**

