

SCRUTINIZER'S REPORT

Date: - 12th April, 2014

**Mr. P R Kalyanaraman, Managing Director /
Mr. Alpesh Shah, Company Secretary**

Centrum Capital Limited

Centrum House, C.S.T. Road,
Vidyanagari Marg, Kalina,
Santacruz (E), Mumbai - 98

Dear Sir,

Sub: Submission of Report of Postal Ballot.

The Board of Directors of the Company at its meeting held on 14th February, 2014 has appointed me as a Scrutinizer for conducting the Postal Ballot voting process.

I submit my report as under:-

1. The company has completed on 10th March, 2014 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 14th February, 2014.
2. Particulars of all 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 the Register of Members of the Company as on 14th February, 2014.
5. All postal ballots received up to 05:30 P.M. on 09th April, 2014, the last date and time fixed by the Company for receipt of the ballots were considered for scrutiny.



(Contd..2)

(2)

6. Envelopes containing postal ballot forms received after 09th April, 2014 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 Section 180(1)(a) of the Companies Act, 2013 authorizing the Board of Directors for sale, lease or disposal of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% of Total Paid Up Equity Capital
a.	Total postal ballots issued	513	416032740	100.00
b.	Total postal ballots not received	433	72134684	17.34
c.	Total postal ballots received	80	343898056	82.66
d.	Less : Invalid postal ballots (as per register)	-	-	-
e.	Net valid postal ballots (as per register)	80	343898056	82.66
f.	Postal ballots with assent for the Resolution	80	343898056	82.66
g.	Postal ballots with dissent for the Resolution	-	-	-
h.	Postal ballots on which votes not casted / Partly casted in Resolution	-	-	-



(Contd..3)

(3)

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

I further report that all the Ballots have been received in physical form and none of the shareholders participated through electronic mode of Ballot.

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

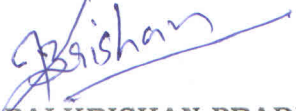
In terms of the provisions as aforesaid, please sign and acknowledge the receipt of the above on duplicate copy of this report.

Thanking you

Yours faithfully

For **B. K. PRADHAN & ASSOCIATES,**

COMPANY SECRETARIES


BALKRISHAN PRADHAN
(PROPRIETOR)



ACS No. 20739

CP No. 10179

Encl: a/a