



**CENTERAC TECHNOLOGIES LIMITED**

**[CIN: L17231MH1993PLC071975]**

**Regd. Office:** 307, Regent Chambers, Nariman Point, Mumbai, Maharashtra, 400021;

**Tel.:** 022-22825252 / 22826412; **Fax:** 022-22023563;

**Website:** [www.centerac.in](http://www.centerac.in) ; **Email id:** [info@centerac.in](mailto:info@centerac.in)

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**NOTICE**

**Dear Member(s),**

**NOTICE** is hereby given that the Extra Ordinary General Meeting ("EGM") of the members of Centerac Technologies Limited will be held on **Thursday, March 24, 2022 at 11:00 AM**. The EGM shall be held by means of video conferencing ("VC")/other Audio visual Means ("OAVM") in accordance with the relevant circulars issued by the Ministry of Corporate Affairs, to transact the following business:

**Zoom Link:**

<https://us02web.zoom.us/j/7411831241>

**Meeting ID: 741 183 1241**

**SPECIAL BUSINESS:**

**ITEM NO. 01**

**To consider and approve the Issue, Offer and Allotment of Optionally Convertible Debentures (OCDs) on Preferential Basis**

To consider and if deemed fit, to give assent or dissent to the following resolution as a **Special Resolution**:

**"RESOLVED THAT** in accordance with the provisions of sections 42, 62(1)(c), 71 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, including amendments thereof, read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force), The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**") as amended from time to time and the Rules/Regulations/ Guidelines, if any, prescribed by Securities and Exchange Board of India, and in terms of the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of BSE Limited ("**BSE**") and other authorities, if any, and subject to consents, permissions and sanctions of all concerned authorities, if any, to the extent required and subject to conditions and modifications as prescribed or imposed while according such consents, which may be considered appropriate by the Board of Directors of the Company ("**Board**") and/ or duly authorized committee thereof in its absolute direction, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to create, offer issue and/or allot, on preferential basis to the proposed allottees as stated in the explanatory statement hereto, upto 5,00,000 (Five Lakhs) 5% Optionally Convertible Debentures (OCDs) of ₹ 10/- each, for cash, aggregating up to ₹ 50,00,000/- (Rupees Fifty Lakhs only) which are convertible at the option of the holder in the 18<sup>th</sup> month from the date of

allotment of OCDs into fully paid up Equity shares of face value ₹ 1/- each at a price which shall be the higher of ₹ 10/- (including premium of ₹ 9/-) per equity share or price to be determined in accordance with the pricing Regulation mentioned under Chapter V of SEBI ICDR Regulations and on such term and conditions as may be decided by the Board including the terms of issues and to accept any modifications as SEBI, Stock Exchange or such other appropriate authorities may impose at the time of approvals and as agreed to by the Board without being required to seek any further consent or approval of the Company in the EGM.

**RESOLVED FURTHER THAT** in accordance with the SEBI ICDR Regulations, the allottee(s) shall pay on or before the date of issue and allotment of OCDs, an amount equivalent to 100% of the total consideration payable towards the OCDs.

**RESOLVED FURTHER THAT** in accordance with Regulation 161(b) of the SEBI ICDR Regulations, the 'relevant date' for the purpose of determination of the price to be issued and allotted at the time of conversion shall be thirty days prior to the date on which the holders of the OCDs become entitled to exercise the option and apply for the equity shares. In case the Relevant Date falls on a weekend / holiday, the day preceding the weekend / holiday will be reckoned to be the relevant Date.

**RESOLVED FURTHER THAT** in the event OCD holder(s) do not exercise the conversion option, the OCDs will be compulsorily redeemed by the Company in accordance with the terms of the issue.

**RESOLVED FURTHER THAT** the aforesaid issue of OCDs & consequent allotment of equity shares be governed by applicable provisions of Regulations and Laws and subject to terms and conditions mentioned in the explanatory statement attached hereto.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to make an offer to the Proposed Allottees through private placement offer letter (in the format of PAS-4) immediately after passing of this resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds matters and things as may in its absolute direction deem necessary, desirable and expedient for such purpose, including without limitation, to issue and allot OCDs, issue clarifications, effecting any modifications or changes to the forgoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements documents (including for appointment of agencies, intermediaries and advisors for the issue), in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue allotment of OCDs and utilization proceeds of the OCDs, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that the decisions of the Board shall be final, binding and conclusive in all respects.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by above resolutions to any Director or to any Committee of Directors or any other executive(s)/ officer(s) of the Company or any other person as the Board at its discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution."

## **ITEM NO. 02**

**To appoint Mr. Shrawan Kumar Agarwal (DIN : 06911140) as an Independent Director of the Company**

To consider and if deemed fit, to give assent or dissent to the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Act, and the Rules framed there under and Regulation 16(1)(b) read with Regulation 17 & 25 and other applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015, Mr. Shrawan Kumar Agarwal (DIN : 06911140) who was appointed as an Additional Director of the Company with effect from February 24, 2022 pursuant to Section 161 of the Act and the Articles of Association of the Company and, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of up to 5 (five) consecutive years from February 24, 2022 to February 23, 2027."

By Order of the Board of Directors  
**Centerac Technologies Limited**

Sd/-

**Ashwini Kumar Singh**

**Managing Director**

**DIN: 03388771**

**Date: February 24, 2022**

**Place: Mumbai**

**Corporate Identification Number (CIN): L17231MH1993PLC071975**

**Registered Office:**

307, Regent Chambers, Nariman Point, Mumbai – 400021.

**Notes:**

1. The attendance of the Members participating in the Extra-Ordinary General Meeting through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the businesses set out at Item Nos. 01& 02, is annexed hereto.
3. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member/beneficial owners (in case of electronic shareholding) as on the Cut-off date i.e. Wednesday, 16<sup>th</sup> March, 2022.
4. The Notice is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. A copy of the notice is also available for download on the website of the Company [www.centerac.in](http://www.centerac.in). Pursuant to General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant Circulars, including General Circular No. 20/2021 dated December 8, 2021 issued by Ministry of Corporate Affairs ("MCA Circulars") physical copy of the notice shall not be sent to the members. To support the 'Green Initiative' Members who have not registered their e-mail addresses are requested to register the same with the Company's registrar and transfer agents, M/s. Link Intime India Private Limited / Depositories.
5. Board of Directors of the Company has appointed Ms. Riddhi Shah, Practicing Company Secretary, Mumbai to scrutinize the Evoting process in a fair and transparent manner.
6. The Resolutions, if passed by requisite majority, will be deemed to have been passed on the date of Extra-Ordinary General Meeting i.e. 24<sup>th</sup> March, 2022.

**7. The instructions for shareholders for remote e-voting are as under:**

- i. The voting period begins on **Monday, 21<sup>st</sup> March, 2022 at 09:00 A.M. (IST)** and ends on **Wednesday, 23<sup>rd</sup> March, 2022 at 05:00 P.M. (IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on **the cut-off date of Wednesday, 16<sup>th</sup> March, 2022** may cast their vote electronically. Thereafter the e-voting module shall be disabled by CDSL for voting.

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- (i) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual Shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> </ol> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- i. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- ii. Click on “Shareholders” module and enter your User ID
  - a) For CDSL: 16 digits beneficiary ID,
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- iii. Next enter the Image Verification as displayed and Click on Login.
- iv. 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 e-voting of any company, then your existing password is to be used.
- v. 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.
- vi. If you are a first time user follow the steps given below:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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. The Sequence Number is printed on Notice.</li> </ul>

	<ul style="list-style-type: none"> <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. Eg. 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)	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. 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).

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- ix. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN of '**CENTERAC TECHNOLOGIES LIMITED**' to cast your vote.
- xi. 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.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- xvi. Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while remote voting on your mobile.
- 8. Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:**
- i. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company at [investors@centerac.in](mailto:investors@centerac.in) or RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
  - ii. For Demat shareholders –Please update your email id & mobile no. with your respective Depository Participant (DP)
  - iii. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
- 9. Facility for Non – Individual Shareholders and Custodians**
- i. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - ii. 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).
  - iii. 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.
  - iv. 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.
  - v. 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 format in the system for the scrutinizer to verify the same.
  - vi. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at [krassociates.cs@gmail.com](mailto:krassociates.cs@gmail.com) and to the Company at the email address [investors@centerac.in](mailto:investors@centerac.in) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



10. If you have any queries or issues regarding e-Voting from the e-Voting System, 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).
11. If you have any queries or issues regarding attending EOGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.
12. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.
13. The Scrutinizer shall, immediately after the conclusion of voting through remote e-voting unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the remote e-voting, a scrutinizer’s report of the total votes cast in favour and against, if any, to the Chairman of the Company or any person authorised by him.
14. The Result along with the Scrutinizer’s Report shall be placed on the Company’s website: [www.centerac.in](http://www.centerac.in) and on the website of CDSL immediately after the result is declared by the Chairman or any other person authorised by Chairman, and the same shall be communicated to the BSE.
15. All documents referred to in the accompanying notice and explanatory statements are open for inspection at the registered office of the Company on all working days between 10.30 a.m. and 1.00 p.m., up to the date of the EOGM.

## EXPLANATORY STATEMENT

### STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

#### ITEM NO.01

At the Meeting of the Board of Directors of the Company ("**Board**") held on February 16, 2022, the Board had, pursuant to the provisions of Sections 42, 62 (1)(c) and 71 of the Companies Act, 2013 ("**Act**") and the Rules framed there under, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**") as amended, and the Rules/ Regulations/ Guidelines, if any, prescribed by Securities and Exchange Board of India and subject to the approval of members of the Company, BSE Limited ("**BSE**"), approved to issue and allot, on preferential basis, up to 5,00,000 (Five Lakhs) 5% Optionally Convertible Debentures (OCDs) of ₹10/- each, for cash, aggregating up to ₹ 50,00,000/- (Rupees Fifty Lakhs only) which are convertible at the option of the holder in the 18<sup>th</sup> month from the date of allotment of OCDs into fully paid up Equity shares of face value ₹ 1/- each at a price which shall be the higher of ₹ 10/- (including premium of ₹ 9/-) per equity share or price to be determined in accordance with the pricing Regulation mentioned under Chapter V of SEBI ICDR Regulations.

In terms of Section 62(1)(c) read with section 42 of the Companies Act, 2013 and Rules made thereunder (the '**Act**'), and in accordance with the provisions of Chapter V "Preferential Issue" of the SEBI ICDR Regulations, and on the terms and conditions and formalities as stipulated in the Act and the SEBI ICDR Regulations, the Preferential Issuer requires approval of the Members by way of a special resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a special resolution.

The salient features of the preferential issue, including disclosures required to be made in accordance with Chapter V of the ICDR Regulations and Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014, are set out below:

#### 1. Terms of the Issue:

Instrument /Security	5% Optionally Convertible Debentures (" <b>OCDs</b> ")
Issue Size	Up to 5,00,000 OCDs having a face value of ₹ 10/- each aggregating to ₹ 50,00,000/- (Rupees Fifty Lakhs only)
Nature of OCDs	Option of conversion with the allottee
Period of conversion	In the 18 <sup>th</sup> month from the date of allotment
Tenure of OCDs	Two Years
Redemption	The said OCDs would be redeemed at par after 2 years from the date of allotment in case the option of conversion is not exercised in the 18 <sup>th</sup> month by the holder.
Conversion Rate	Each OCD shall be convertible into fully paid up equity share of face value ₹ 1/- each at a price which shall be the higher of ₹ 10/- (including premium of ₹ 9/-) per equity share or price to be determined in accordance with the pricing Regulation mentioned under Chapter V of SEBI ICDR Regulations.

Listing	The OCDs will not be listed
Date of Board Resolution	The Board has approved the proposed issue on February 16, 2022
Other terms	<p>1.The equity shares to be allotted post conversion shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.</p> <p>2. The OCDs allotted in the terms of this resolution shall be subject to lock in as per Regulation 167 of SEBI ICDR Regulations.</p> <p>3. The said OCDs are restricted for sale or transfer without the written consent of the Company.</p> <p>4.The OCDs by themselves do not give to the holder thereof any rights of a shareholder of the Company.</p> <p>5.The number of Equity Shares that each OCD converts into and the price per equity share upon conversion of each OCD shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock, split, merger, demerger, transfer of undertaking, sale of a business division or any such capital or corporate restructuring.</p> <p>6.The OCDs shall be unsecured.</p> <p>7.The OCDs shall carry a coupon of 5% p.a. payable on yearly basis and shall be accumulated up to the Conversion or Redemption date.</p> <p>8.The converted shares shall rank pari-passu with the existing equity shares of the Company in all respects, including as to dividend.</p> <p>9. The OCDs shall be issued and allotted by the Company to the allottee within a period of 15 days from the date of receipt of shareholder's approval for the preferential issue, provided that where the allotment of said OCDs are pending on account of pendency of approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.</p> <p>10.The allotment of equity shares upon conversion shall be completed within 15 days from the date of such exercise by the allottee.</p> <p>Any other terms as may be decided by the Board, including but not limited to financial / rating / taxation / management information / delay / default /statutory / market related covenants.</p>

## 2. Objects of the Preferential issue:

The proceeds of the OCDs will be used to:-

- Scale up operations in present business
- Fund future growth plans of the company
- General Corporate purposes

**3. Total number of Optionally Convertible Debentures to be issued**

The Company proposes to issue and allot upto 5,00,000 OCDs to identified allottee's as stated below:

Sr. No.	Name of Allottee	Category	Number of Optionally Convertible Debentures
1.	Mogae Media Private Limited	Non-Promoter	50,000
2.	Mr. Kamlesh Thakur	Non-Promoter	50,000
3.	Mr. Deep Lalvani	Non-Promoter	50,000
4.	Mr. Sunil Mehta	Non-Promoter	50,000
5	Mr. Rajesh Chaturvedi	Non-Promoter	50,000
6	Concept Communication Limited	Non-Promoter	2,50,000
<b>TOTAL</b>			<b>5,00,000</b>

**4. Intention of the promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Allotment:**

None of the Promoter, Director or Key managerial personnel have intention to subscribe to the Preferential Allotment.

**5. The shareholding pattern before and after the preferential issue is given below:**

Shareholding Pattern		Pre Issue Shareholding		Post Issue shareholding (presuming full conversion of OCDs at ₹10/- per OCD)*	
Sr. no.	Particulars	No. of fully paid up equity shares held	% of total no. of shares	No. of fully paid up equity shares held	% of total no. of shares
(A)	Shareholding of Promoter and Promoter Group				
1)	Indian				
(a)	Individual	80,19,541	72.68	80,19,541	69.53
(b)	Bodies Corporate	-	-	-	-
	<b>Sub- Total (A)(1)</b>	<b>80,19,541</b>	<b>72.68</b>	<b>80,19,541</b>	<b>69.53</b>
2)	Foreign	-	-	-	-
	<b>Sub-Total (A)(2)</b>	<b>80,19,541</b>	<b>72.68</b>	<b>80,19,541</b>	<b>69.53</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>80,19,541</b>	<b>72.68</b>	<b>80,19,541</b>	<b>69.53</b>
(B)	Non – Promoters' holding				
1	Institutional Investors	-	-	-	-
	<b>Sub-Total (B)(1)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
2	Central Government/ State Government(s)/ President of India	-	-	-	-

	<b>Sub-Total (B)(2)</b>	-	-	-	-
3	Non-institutional Investors				
(a)	Individuals	28,25,600	25.61	30,25,600	26.23
(b)	Any other				
	Bodies Corporate	91,818	0.83	3,91,818	3.40
	Non-Resident Indian (NRI)	30,381	0.28	30,381	0.26
	HUF	67,360	0.61	67,360	0.58
	<b>Sub-Total (B)(3)</b>	<b>30,15,159</b>	<b>27.32</b>	<b>35,15,159</b>	<b>30.47</b>
	<b>Total Shareholding of Non – Promoters’ group (B)= (B)(1)+(B)(2)+ (B)(3)</b>	<b>30,15,159</b>	<b>27.32</b>	<b>35,15,159</b>	<b>30.47</b>
	<b>GRAND TOTAL (A)+(B)</b>	<b>1,10,34,700</b>	<b>100.00</b>	<b>115,34,700</b>	<b>100</b>

*\*In case price determined considering the relevant date is higher than ₹10/- per equity share and OCD holders choose to exercise the option of conversion, the number of equity shares to be allotted would be reduced to that extent and accordingly the post issue holding of the allottees and the post issue shareholding of the company will undergo a change.*

#### **6. Proposed time within which the Preferential issue shall be completed:**

The allotment of Optionally Convertible Debentures shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where allotment is pending on account of pendency of any approval from any regulatory authority/ body, the allotment shall be completed by the Company within a period of 15 days from the date of receipt of such approvals.

#### **7. Relevant Date:**

In accordance with the provisions of SEBI (ICDR) Regulations, the “Relevant Date” for the purpose of calculating the price shall be the date 30 days prior to date on which the holders of the convertible securities become entitled to apply for the equity shares as per Regulation 161 (b) of SEBI ICDR Regulation (where the Relevant Date falls on a weekend / holiday, the day preceding the weekend / holiday will be reckoned to be the Relevant Date).

#### **8. The price at which the Allotment is proposed**

The issue price of OCDs is ₹ 10/- each.

#### **9. Basis of Pricing of the issue:**

The Relevant date shall be thirty days prior to the date on which the holders of the OCDs become entitled to apply for the equity shares as per Regulation 161 (b) of SEBI ICDR. Hence the price shall be determined as per the pricing Regulation mentioned under Chapter V of SEBI ICDR Regulations upon identifying the relevant date.

**10. The class or classes of persons to whom the allotment is proposed to be made:**

Sr. No.	Name of Allottee	Category	Number of Optionally Convertible Debentures
1.	Mogae Media Private Limited	Non-Promoter	50,000
2.	Mr. Kamlesh Thakur	Non-Promoter	50,000
3.	Mr. Deep Lalvani	Non-Promoter	50,000
4.	Mr. Sunil Mehta	Non-Promoter	50,000
5.	Mr. Rajesh Chaturvedi	Non-Promoter	50,000
6.	Concept Communication Limited	Non-Promoter	2,50,000
<b>TOTAL</b>			<b>5,00,000</b>

**11. Identity of the proposed Allottee and percentage of post Preferential Issue capital that may be held by them:**

Sr. No	Name of Proposed allottee(s)	Instrument	Pre Preferential holding of the allottees		Proposed Preferential allotment	Post Preferential allotment holding of the allottees		Name of Ultimate Beneficial owner
			No. of Shares	%		No. of Shares	%	
1.	Mogae Media Private Limited	OCD	Nil	--	50,000	50,000	0.43	Mr. Sandeep Goyal Ms. Tanya Goyal
2.	Mr. Kamlesh Thakur	OCD	Nil	--	50,000	50,000	0.43	N.A
3.	Mr. Deep Lalvani	OCD	Nil	--	50,000	50,000	0.43	N.A
4.	Mr. Sunil Mehta	OCD	Nil	--	50,000	50,000	0.43	N.A
5.	Mr. Rajesh Chaturvedi	OCD	Nil	--	50,000	50,000	0.43	N.A
6.	Concept Communication Limited	OCD	Nil	--	2,50,000	2,50,000	2.17	1. Mr. Nirmal Suchanti 2. Ms. Pushpa Nirmalchand Suchanti 3. Ms. Rinku Vineet Suchanti

								4. Mr. Vineet Nirmalchand Suchanti
								5. Ms. Rita Vivek Suchanti
								6. Mr. Vivek Nirmalchand Suchanti
<b>TOTAL</b>					5,00,000	5,00,000	4.32	

**12. Change in control, if any, in the Company that would occur consequent to the preferential offer:**

The proposed preferential allotment would not result in any change in the control over your Company. There will not be any change in the management control or constitution of the Board of Directors subsequent to the allotment of OCDs on preferential basis.

**13. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

No allotment(s) has been made on preferential basis from the beginning of the year to date of issuance of this notice.

**14. The current and proposed status of the allottee post the preferential issues:-**

As on date the allottees do not hold any shares and the status of the allottee post the preferential issue will remain as non-promoter.

**15. Lock in:**

The OCDs issued pursuant to this Preferential Allotment to the Proposed Allottees and the Equity Shares on the conversion of the OCDs shall be locked-in as per Regulation 167 and other applicable provisions of SEBI ICDR Regulations.

**16. Auditor' Certificate:**

The certificate from Practicing Company Secretary certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company up to the date of declaration of results and has also hosted on the website of the Company at [www.centerac.in](http://www.centerac.in).

**17. Undertaking by the Company for re-computing the price of the Equity shares:**

This undertaking is not applicable, as the Equity Shares of the Company have been listed on BSE for a period of more than twenty six weeks prior to the Relevant Date, the Company is neither required to re-compute the price of the equity shares nor to submit undertakings specified under relevant provisions of SEBI ICDR Regulations.

## **18. Principle Terms of assets charged as securities: Not Applicable**

### **19. Other disclosures:**

- Neither the Company nor its Promoters or Directors have been declared as Willful Defaulter or fraudulent borrower.
- The proposed allottees do not hold any equity shares as on date. The Proposed Allottees will not sell any equity shares during the six months preceding the Relevant Date.

None of the Directors or any Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in Item No. 01 in the accompanying notice for your approval.

### **ITEM NO. 02**

The Board of Directors based on recommendation of Nomination and Remuneration Committee, appointed Mr. Shrawan Kumar Agarwal (DIN: 06911140) as an Additional Director (Independent Director) of the Company with effect from February 24, 2022 under Section 149, 150 and 152 of the Companies Act, 2013 and Articles of Association of the Company (Independent Director). Pursuant to amendment (effective from 1st January, 2022) to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Shrawan Kumar Agarwal (DIN: 06911140) shall hold office upto the date of next Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier. Mr. Shrawan Kumar Agarwal (DIN: 06911140) eligible to be appointed as an Independent Director for a term upto (5) five consecutive years, not liable to retire by rotation. The Company has received notice under Section 160 of the Companies Act, 2013 signifying his candidature as an Independent Director of the Company. The Company has also received a declaration of independence from Mr. Shrawan Kumar Agarwal. In the opinion of the Board, Mr. Shrawan Kumar Agarwal (DIN: 06911140) fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for being eligible for his appointment.

Mr. Shrawan Kumar Agarwal is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

The profile and specific areas of expertise of Mr. Shrawan Kumar Agarwal are provided as Annexure to this Notice.

In the opinion of the Board, Mr. Shrawan Kumar Agarwal is a person of integrity, possesses the relevant expertise / experience and fulfills the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director and he is independent of the management.

Except for Mr. Shrawan Kumar Agarwal and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.



The Board of Directors based on the recommendation of the Nomination and remuneration Committee considers the appointment of Mr. Shrawan Kumar Agarwal (DIN: 06911140) as an Independent Director in the interest of the Company and recommends the Special resolution as set out in Item No. 02 in the accompanying notice for approval your approval.

By Order of the Board of Directors  
**Centerac Technologies Limited**

**Sd/-**  
**Ashwini Kumar Singh**  
**Managing Director**  
**DIN: 03388771**

**Date: February 24, 2022**  
**Place: Mumbai**

**Corporate Identification Number (CIN): L17231MH1993PLC071975**

**Registered Office:**  
307, Regent Chambers, Nariman Point,  
Mumbai – 400021.

## Annexure

### Details of the Director seeking appointment /re-appointment

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard-2.

Sr No.	Name of the Director	Mr. Shrawan Kumar Agarwal
1.	Director Identification Number	06911140
2.	Date of Birth/Age	9 <sup>th</sup> September, 1960/ Age: 61 years
3.	Nationality	Indian
4.	Date of Appointment on the Board	24 <sup>th</sup> February, 2022
5.	Qualifications	B.com (Bachelors of Commerce) from Osmania University, Hyderabad
6.	Remuneration	Fees by way of sitting fees for per meeting attended in the year.
7.	Experience and expertise in specific functional area	Three decades of experience in Accounts and Finance.
8.	Skills and capabilities required for the role and the manner in which proposed person meets such requirements	Mr. Shrawan possesses the required skills and capabilities as required.
9.	Number of Meetings of the Board attended/ held	NIL
10.	Relationship with other Directors, Manager and other KMP	None
11.	No. of Equity Shares held in the Company	NIL
12.	Directorship held in other listed entities and membership / Chairmanship of Committees of Board along with listed entities from which the person has resigned in the past three years	NIL