

Date: September 14, 2017

To,

BOMBAY STOCK EXCHANGE LIMITED

P J Towers
Dalal Street, Fort,
Mumbai 400 001

Company Code No. : 531621

Dear Sir,

Sub: Proceedings of the Board Meeting held on September 14, 2017

Ref: Regulation 30 & 33 read with Para A of Part A of Schedule III and 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

The Board of Directors of the Company at its meeting held on September 14, 2017 has inter-alia approved and taken on record the un-audited Financial Results of the Company for the First quarter ended June 30, 2017, copy of the same is attached at **Annexure-I**

Please find enclosed herewith the Summarized un-audited Financial Results for the First quarter ended June 30, 2017 and limited review Report of the Auditors thereon, for your kind information and records.

Extract of un-audited financial results would also be published in one English and one vernacular newspaper as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Board meeting commenced at Daulatram Mansion, 4th Floor, Colaba, Mumbai-400005 at 3:30 p.m. and concluded at 8:15 p.m.

Thanking you,

Yours faithfully,

For **CENTERAC TECHNOLOGIES LIMITED**



(SANJIV JAGDISH KHANDELWAL)
MANAGING DIRECTOR
DIN: 00152508

BANSI S. MEHTA & CO. CHARTERED ACCOUNTANTS

Bansi S. Mehta
(Chief Mentor)

D.I.SHAH	A.A.DESAI
K.R.GANDHI (Ms.)	H.G.BUCH
D. R. DESAI (Ms.)	Y.A.THAR
P.H.CLERK	R.G.DOSHI
M.V.SHAH	A.B.AGRAWAL
A.A.AGRAWAL (Ms.)	U.A.SHAH (Ms.)

Admn. Off. :
11/13, Botawala Building, 2nd Floor,
Horniman Circle, Mumbai 400 001.
Tel. : 2266 1255 / 2266 0275 / 2266 5275
2266 0821 / 2266 1557
Fax : (91-22) 2266 5666
E-mail : bsmco1@vsnl.net
Website : www.bsmco.net

REVIEW REPORT TO The Board of Directors, CENTERAC TECHNOLOGIES LIMITED

We have reviewed the accompanying Statement of Unaudited Financial Results ('the Statement') of **CENTERAC TECHNOLOGIES LIMITED** ("the Company") for the quarter ended June 30, 2017, prepared and being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as modified by SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, which has been initialed by us for the purpose of identification.

This Statement is the responsibility of the Company's Management and has been reviewed by the Audit Committee and approved by the Board of Directors, in their respective meetings held on September 14, 2017. Our responsibility is to issue a report on the Statement based on our review.

We conducted our review in accordance with the Standard on Review Engagement-(SRE) 2410, on "Review of Interim Financial Information performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Basis for Qualified Conclusion

- a. Section 164 (2) (a) provides that a person who was a director of a company which has failed to file financial statements or annual returns for a continuous period of three financial years shall not be eligible to be re-appointed as a director of that company or appointed in any other company for a period of five years from the date on which the said company fails to do so. Further, Section 167 (1) (a) provides for vacation of office of the director as soon as he incurs any of the disqualifications specified under Section 164.

As one of the companies in which two of the directors (including the Managing Director) of the Company are directors, has failed to file its annual returns and



financial statements with the Registrar of Companies (“ROC”) for a continuous period of three financial years, and accordingly, the said two directors are disqualified from being appointed/re-appointed as a director. Due to such disqualification, they should have vacated the office as required by Section 167 (2) which they have failed to adhere.

However, we have been informed that the said defaulting company has completed filings of annual returns with ROC.

Further, the said two directors who are so disqualified are managing day-to-day affairs of the Company and are also authorised signatories to operate bank accounts and sign the required documents, etc. for and on behalf of the Company as also authorised to sign the Results of the Company.

b. Without prejudice to (a) above –

Section 196(2) of Companies Act, 2013 (“the Act”), *inter-alia* provides that a company cannot appoint or re-appoint any person as its Managing Director, Whole Time Director or Manager for a term exceeding five years at a time. Further, Section 196 (4) of the Companies Act, 2013 provides that subject to the provisions of section 197 and Schedule V, a Managing Director, Whole-time Director or Manager is to be appointed and the terms and conditions of such appointment and remuneration payable be approved by the Board of Directors at a meeting which shall be subject to approval by a resolution at the next General Meeting of the Company.

Though the term of appointment of the Managing Director of the Company expired in 2015, the Company did not consider appointment/re-appointment of Managing Director, as required by Section 196 of the Act. Further, the Company provided/paid Managerial Remuneration amounting to ₹ 3 Lacs for the quarter ended June 30, 2017 without any approval of the Board and that of the shareholders at the General Meeting. Thus, the appointment and remuneration paid/payable to the Managing Director is not in compliance with the provisions of the Act. Accordingly, if this remuneration was not considered, the Company’s loss would have been reduced by the amount of remuneration thereby leading to a Net Loss of ₹ 18.10 Lacs for the quarter ended June, 2017.

c. In terms of Section 185 of the Companies Act, 2013 (“the Act”), a company cannot advance any loan to its directors. During the quarter, the Company has advanced interest-free loan of ₹ 6.57 Lacs to its director which is not in compliance with the provisions of Section 185 as also Section 186(7) of the Act. However, subsequently, the loan has been repaid and no amount is outstanding as on June 30, 2017.



Qualified Conclusion

Except for the possible effects arising out of the matters described in the *Basis for Qualified Conclusion*, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with applicable Accounting Standards, i.e. Indian Accounting Standards (“Ind AS”) prescribed under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and other recognised accounting practices and policies generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as modified by SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.

Other Matters

Section 149 (1) (a) of the Act requires a public company to have a minimum of three directors. As two of its directors are disqualified under Section 164 (2), the Company would said to have not complied with the aforesaid statutory requirement.

Our conclusion is not qualified in respect of the above matter.

We have not reviewed the accompanying unaudited financial results for the comparative period as of and for the quarter ended June 30, 2016 which have been presented solely based on information compiled by the management.

For **BANSI S. MEHTA & CO.**
Chartered Accountants
Registration No.100991W



A handwritten signature in purple ink, appearing to be "PH", written over a horizontal line.

PARESH H. CLERK
Partner
Membership No. 36148

PLACE : MUMBAI
DATED : September 14, 2017

CENTERAC TECHNOLOGIES LIMITED
CIN : L17231MH1993PLC071975

Registered Office : 4th Floor, Daulatram Mansion, St. Kittridge Road, Colaba, Mumbai 400 005

Email : info@centerac.com Website : www.centerac.com

STATEMENT OF UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2017

Sr. No	Particulars	(₹ in lakhs, except EPS)	
		Quarter Ended	
		June 30, 2017	June 30, 2016
		Unaudited	Unaudited
I	Revenue from Operations	14.44	23.44
II	Other Income	1.75	2.25
III	Total Income (I+II)	16.19	25.69
IV	Expenses:		
	(a) Cost of materials consumed	NIL	NIL
	(b) Changes in inventories of finished goods, work-in-progress and stock-in-trade	NIL	NIL
	(c) Excise duty expense	NIL	NIL
	(d) Employee benefit expense	9.78	19.54
	(e) Finance costs	0.45	0.16
	(f) Depreciation and amortisation expense	0.60	1.92
	(g) Other Expenses	26.23	17.22
	Total expenses	37.06	38.84
V	Total Profit/(Loss) before exceptional items and Tax (III-IV)	(20.87)	(13.15)
VI	Exceptional items (Refer Note 5)	NIL	NIL
VII	Profit/(Loss) before tax (V-VI)	(20.87)	(13.15)
VIII	Tax expense:		
	(a) Current tax	NIL	NIL
	(b) Deferred Tax	0.15	(0.30)
	(c) Current Tax Adjustment of Earlier Years	0.27	NIL
	Total tax expenses	0.42	(0.30)
IX	Profit/(Loss) for the period (VII-VIII)	(21.29)	(12.85)
X	Other comprehensive income		
	A. Items that will not be reclassified subsequently to profit or loss		
	Remeasurement [gain/(loss)] of net defined benefit liability	0.26	0.40
	Income tax on above	(0.07)	(0.12)
	B. Items that will be reclassified subsequently to profit or loss	NIL	NIL
	Other Comprehensive Income	0.19	0.28
XI	Total Comprehensive Income/(Expense) for the period (IX+X)	(21.10)	(12.57)
XII	Paid-up equity share capital (Face value of ₹ 1/- each)	110.35	110.35
XIII	Earnings per equity share (of ₹ 1/- each) (not annualised)		
	Basic and Diluted (in ₹)	(0.19)	(0.12)



Notes :

1. The above results have been reviewed by the Audit Committee and approved by the Board of Directors, in their respective meetings held on September 14, 2017.
2. The Company has adopted Indian Accounting Standards (Ind AS) with effect from April 1, 2017 and accordingly, the above results have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 prescribed under Section 133 of the Companies Act, 2013. As per SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, the Company has presented Ind AS compliant financial results for the corresponding quarter ended June 30, 2016.
3. The Auditors of the Company have carried out Limited Review of unaudited financial results for the quarter ended June 30, 2017 as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the related report is being submitted to the concerned stock exchange. The Results for June 30, 2016 have not been subject to limited review or Audit as per Ind AS. However, the Management has exercised necessary due diligence to ensure that the said Financial results provide a true and fair view of the Company's affairs.
4. Other Expenses include ₹ 14.39 lakhs on account of penalty paid to Bombay Stock Exchange for Non-Submission of Corporate Governance Report as required by Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. The Company is engaged in only one business segment.
6. Reconciliation of the Net profit between previous GAAP to Ind AS for the Quarter ended June 30, 2016 :

Particulars	(₹ in lakhs)
	(Unaudited) (Refer Note 2)
Net profit/(loss) for the period (as per AS)	(14.27)
Add /(less) : Adjustments in statement of profit and loss	
Adjustment for interest for investments in financial instruments	0.08
Taxes on account of above item	(0.02)
For adjustment in fair value of investments in units of Mutual Funds	1.76
Actuarial gains of retirement benefits transferred to OCI	(0.40)
Taxes on account of above item	NIL
Net profit/(loss) as per Ind AS	(12.85)
Other Comprehensive Income (Net of Tax)	0.28
Total Comprehensive Income/(Expense)	(12.57)

7. Figures for the previous period have been regrouped, recast and reclassified, wherever necessary.

For **CENTERAC TECHNOLOGIES LIMITED**



S. Khandelwal
SHILPA KHANDELWAL
DIRECTOR

Place : Mumbai
Dated : September 14, 2017

