

## LETTER OF OFFER

### THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer (**'Letter of Offer/LOF'**) is sent to you as a Public Equity Shareholder of Centerac Technologies Limited (**'Target Company/Centerac'**). If you require any clarifications about the action to be taken, you may consult your stock broker or investment consultant or Manager / Registrar to the offer. In case you have recently sold the equity shares of Centerac, please hand over this LOF and the accompanying Form of Acceptance cum acknowledgement and Transfer Deed to the Member of Stock Exchange through whom the said sale was effected.

#### OPEN OFFER ("OFFER")

BY

**MR. ASHWANI KUMAR SINGH**

Residing at D-1805/1806, Lake Lucerne, Lake Homes Phase – 3 Off Adi Sanakaracharya Marg,  
Near Gopal Sharma School, Powai IIT, Powai, Mumbai 400 076.  
(hereinafter referred to as the "Acquirer")

TO

**THE PUBLIC EQUITY SHAREHOLDERS OF CENTERAC TECHNOLOGIES LIMITED**

Registered Office: Daulatram Mansion, 4th floor, Salgaonkar Marg, Colaba, Mumbai – 400005, Maharashtra.  
**Tel No:** 022 – 22825252 / 22826412; **Fax No:** 022 – 22023563, **Email Id:** [investor.relations@centerac.com](mailto:investor.relations@centerac.com),  
**Contact Person:** Ms. Jigna Hitesh Shah– Company Secretary & Compliance Officer, **Website:** [www.centerac.com](http://www.centerac.com)  
**CIN:** L17231MH1993PLC071975 (hereinafter referred to as the "Target Company" or "Centerac")

TO ACQUIRE

**UPTO 28,69,022 EQUITY SHARES HAVING FACE VALUE OF ₹ 1/- (INDIAN RUPEE ONE ONLY) EACH REPRESENTING 26.00% OF THE TOTAL PAID UP EQUITY SHARE CAPITAL ("VOTING SHARE CAPITAL") OF CENTERAC AT AN OFFER PRICE OF ₹ 1/- EACH FROM THE ELIGIBLE EQUITY SHAREHOLDERS AS ON THE IDENTIFIED DATE.**

#### Please Note:

1. This Offer is being made pursuant to Regulation 3(1) & 4 read with Regulation 16 (1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof (**"SEBI (SAST) Regulations"**).
2. This Offer is not a conditional offer and is not subject to any minimum level of acceptance.
3. This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
4. To the best of the knowledge and belief of the Acquirer, as on the date of this LOF, there are no statutory or other approvals required in implementing the Offer except as stated in paragraph 6.4 appearing on page 19. If any statutory approvals are required or become applicable prior to completion of the Offer, the Offer would also be subject to the receipt of such statutory approvals. The Acquirer will not proceed with the Offer in the event that such statutory approvals becoming applicable prior to completion of the Offer are refused in terms of Regulation 23 of SEBI (SAST) Regulations.
5. Where any statutory approval extends to some but not all of the Public Equity Shareholders, the Acquirer shall have the option to make payment to such Public Equity Shareholders in respect of whom no statutory approvals are required in order to complete this Offer.
6. The Offer Price is subject to revision, if any, pursuant to the SEBI (SAST) Regulations or at the discretion of the Acquirer at any time prior to three working days before the commencement of the Tendering Period in accordance with Regulation 18(4) of the SEBI (SAST) Regulations. In the event of such revision, the Acquirer shall (i) make corresponding increase to the escrow amount, as more particularly set out in Part 5 (Offer Price and Financial Arrangements) of this LOF; (ii) make a public announcement in the same newspapers in which the Detailed Public Statement (the "DPS") was published; and (iii) simultaneously with making such announcement, inform BSE, SEBI and the Target Company at its registered office of such revision. Such revision would be done in compliance with other formalities prescribed under the SEBI (SAST) Regulations.
7. **There has been no competing offer as of the date of this LOF.**
8. A copy of the PA, DPS and LOF (including the form of acceptance cum acknowledgement) is also available on the website of Securities and Exchange Board of India ("SEBI") ([www.sebi.gov.in](http://www.sebi.gov.in)).
9. All correspondence relating to this Offer, if any, should be addressed to the Registrar to the Offer, viz. Link Intime India Private Limited.

MANAGER TO THE OFFER

REGISTRAR TO THE OFFER

## KEYNOTE

#### Keynote Corporate Services Limited

The Ruby, 9<sup>th</sup> Floor, Senapati Bapat Marg,  
Dadar (West), Mumbai – 400028

**Tel:** +91-22- 30266000-3

**Fax:** +91-22- 3026 6088

**E-mail:** [mbd@keynoteindia.net](mailto:mbd@keynoteindia.net)

**Contact Person:** Mr. Chirag Dave

**Website:** [www.keynoteindia.net](http://www.keynoteindia.net)

**SEBI Registration No.:** INM 000003606

## LINKIntime

#### Link Intime India Pvt. Ltd

C-101, 247 Park, Lal Bahadur Shastri Marg,  
Vikhroli (West), Mumbai – 400 083

**Tel:** +91-22- 49186200

**Fax:** +91-22- 49186195

**E-mail:** [centerac.openoffer@linkintime.co.in](mailto:centerac.openoffer@linkintime.co.in)

**Contact Person:** Mr. Sumeet Deshpande

**Website:** [www.linkintime.co.in](http://www.linkintime.co.in)

**SEBI Registration No.:** INR000004058

The schedule of activities under the Offer is as follows:

Sr. No	Activity	Original Schedule	Revised Schedule
1.	Public Announcement (PA)	Monday, January 22, 2018	Monday, January 22, 2018
2.	Publication of DPS in the newspapers	Tuesday, January 30, 2018	Tuesday, January 30, 2018
3.	Last date of filing of the Draft Letter of Offer with SEBI	Tuesday, February 06, 2018	Tuesday, February 06, 2018
4.	Last date for the public announcement of a competitive bid	Wednesday, February 21, 2018	Wednesday, February 21, 2018
5.	Last date for SEBI observations on Draft Letter of Offer (in the event SEBI has not sought clarifications or additional information from the Manager to the Offer)	Wednesday, February 28, 2018	Wednesday, March 07, 2018
6.	Identified Date*	Monday, March 05, 2018	Friday, March 09, 2018
7.	Date by which the Letter of Offer is to be dispatched to the Public Equity Shareholders whose name appears in the register of members on the identified date	Monday, March 12, 2018	Friday, March 16, 2018
8.	Last date for revising the Offer price/ number of shares	Wednesday, March 14, 2018	Tuesday, March 20, 2018
9.	Last Date by which the committee of the independent directors of the Target Company shall give its recommendation to the Shareholders of Target Company	Thursday, March 15, 2018	Wednesday, March 21, 2018
10.	Date of publication of Offer opening public announcement in the newspapers in which this DPS has been published	Friday, March 16, 2018	Thursday, March 22, 2018
11.	Date of commencement of Tendering Period ( <b>Offer Opening Date</b> )	Monday, March 19, 2018	Friday, March 23, 2018
12.	Date of Expiry of Tendering Period ( <b>Offer Closing Date</b> )	Wednesday, April 04, 2018	Monday, April 09, 2018
13.	Last Date for completion of all requirements including payment of consideration	Wednesday, April 18, 2018	Monday, April 23, 2018

*\*The Identified Date is only for the purpose of determining the Public Equity Shareholders as on such date to whom the letter of offer ("Letter of Offer") would be mailed. It is clarified that all the Public Equity Shareholders of the Target Company (registered or unregistered, except the Acquirer and promoter group shareholders of the Target Company) are eligible to participate in this Offer at any time prior to the closure of this Offer.*

## RISK FACTORS

### A. Risk factors relating to the Offer

1. In the event that any statutory approval, which may become applicable at a later date is not received or is delayed, or there is any litigation leading to stay on this Offer or related to this Offer by a court of competent jurisdiction, or SEBI or a court or governmental authority of competent jurisdiction directs the Acquirer not to proceed with this Offer, this Offer maybe delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the Equity Shareholders whose Equity Shares are accepted in this Offer, maybe delayed.
2. To the best of the knowledge and belief of the Acquirer, as on the date of the LOF, there are no statutory or other approvals required in implementing the Offer except as stated in paragraph 6.4 appearing on page 19. If any statutory approvals are required or become applicable prior to completion of the Offer, the Offer would also be subject to the receipt of such statutory approvals. The Acquirer will not proceed with the Offer in the event that such statutory approvals becoming applicable prior to completion of the Offer are refused in terms of Regulation 23 of SEBI (SAST) Regulations.
3. In case of delay in receipt of any statutory approval, SEBI may, if satisfied that delayed receipt of the requisite approvals was not due to any willful default or neglect of the Acquirer or the failure of the Acquirer to diligently pursue the application for the approval, grant extension of time for the purpose, subject to the Acquirer agreeing to pay interest to the Public Equity Shareholders as directed by SEBI, in terms of regulation 18(11) of SEBI (SAST) Regulations.
4. NRIs and OCBs, if any, must obtain all requisite approvals required to tender the shares held by them, in this Offer including without limitation the approval from RBI and submit such approvals along with the documents required to accept this Offer. Further, if holders of the equity shares who are not persons resident in India (including NRIs, OCBs and FIIs) had required any approvals (including from the RBI or the FIPB or any other regulatory body) in respect of the shares held by them, they will be required to submit such previous approvals that they would have obtained for holding the shares, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such equity shares tendered in this Offer.
5. The public equity shareholders who have tendered shares in acceptance of the open offer shall not be entitled to withdraw such acceptance during the tendering period in terms of Regulation 18(9) of SEBI SAST Regulations.
6. The Acquirer and the Manager to the Offer accept no responsibility for the statements made otherwise than in the LOF, DPS and PA and anyone placing reliance on any other source of information (not released by the Acquirer or the Manager to the Offer) would be doing so at his/her or their own risk.
7. This Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. Recipients of this Letter of Offer who are resident in jurisdictions outside India should inform themselves of and comply with all applicable legal requirements. This Offer is not directed towards any person or entity in any jurisdiction or country where the same would be contrary to applicable laws or regulations or would subject the Acquirer or the Manager to the Offer to any new or additional registration requirements.

### B. Probable risks involved in associating with the Acquirer

1. The Target Company has been making losses over the period. The Acquirer or Manager to the Offer does not provide any assurance that it shall be able to improve the financial performance of the Target Company in future.
2. The Acquirer or Manager to the Offer does not make any assurance in regard to investment or divestment plan of Acquirer in the Target Company
3. The Acquirer or Manager to the Offer doesn't provide any assurance in respect of market price of equity shares before, during or after this Offer and expressly disclaim its responsibility or obligation of any kind (except as required under applicable law) with respect to any decision by any shareholder on whether to participate or not participate in the Offer.

**The risk factors set forth above are indicative only and are not intended to provide a complete analysis of all risks as perceived in relation to the Offer or associating with the Acquirer. They are neither exhaustive nor intended to constitute a complete analysis of the risks involved in the participation by any Public Equity Shareholder in the Offer. Public Equity Shareholders are advised to**

**consult their stockbroker, investment consultant or tax advisor for an understanding of the further risks associated with their participation in the Offer.**

**CURRENCY OF PRESENTATION**

In this LOF, all references to “Rs.”/“INR”/ “₹” are to Indian Rupee(s), the official currency of India. Minor differences, if any in totals in this LOF are due to rounding off.

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## DEFINITIONS / ABBREVIATIONS

Particulars	Details/ Definitions
<b>Acquirer</b>	Mr. Ashwani Kumar Singh.
<b>Board/ Board of Directors / BOD</b>	Board of directors of Centerac Technologies Limited.
<b>BSE</b>	BSE Limited.
<b>CDSL</b>	Central Depository Services (India) Limited.
<b>Companies Act</b>	The Companies Act, 2013 as amended or modified from time to time and the Companies Act , 1956 to the extent as applicable.
<b>DLOF</b>	Draft Letter of Offer.
<b>DP</b>	Depository Participant.
<b>DPS</b>	Detailed Public Statement published on January 30, 2018.
<b>Eligible Equity Shareholders</b>	All owners (registered or unregistered) of Equity Shares of the Target Company who own the Equity Shares as on the identified date, except the Acquirer and the existing Promoter and Promoter Group / Sellers under the SPA.
<b>Total Voting Share Capital</b>	1,10,34,700 equity shares of ₹ 1/- each of the Target Company being the total paid-up equity share capital as of the 10 <sup>th</sup> working day after the closure of the tendering period after considering all potential increase in the number of outstanding equity shares during the offer period.
<b>EPS</b>	Earnings per share.
<b>Equity Share(s)</b>	Fully paid-up Equity Shares of the Target Company, having face value of ₹ 1/- each unless it is specified.
<b>Escrow Bank/ Escrow Banker</b>	Indusind Bank Limited.
<b>FEMA</b>	The Foreign Exchange Management Act, 1999, as amended or modified from time to time.
<b>FII</b>	Foreign Institutional Investor.
<b>Form of Acceptance</b>	Form of Acceptance-cum-Acknowledgement.
<b>Identified Date</b>	Date for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent.
<b>Income Tax Act</b>	Income Tax Act, 1961.
<b>LOF</b>	This Letter of Offer dated March 08, 2018.
<b>Manager to the Offer</b>	Keynote Corporate Services Limited.
<b>NSDL</b>	National Securities Depository Limited.
<b>NRI</b>	Non Resident Indian.
<b>Offer or Open Offer</b>	Open Offer for acquisition of upto 28,69,022 fully paid up Equity Shares representing 26.00% of the Voting Share Capital of the Target Company at a price of ₹ 1/- (Rupee One only) per fully paid-up Equity Share payable in Cash.
<b>Offer Price</b>	₹ 1/- (Rupee One Only) per fully paid-up Equity Share payable in cash.
<b>Offer Size</b>	₹ 28,69,022 (Twenty Eight Lakhs Sixty Nine Thousand and Twenty Two only) being maximum consideration payable under this offer assuming full acceptance.
<b>PA</b>	Public Announcement dated January 22, 2018.
<b>PAN</b>	Permanent Account Number.
<b>PAT</b>	Profit After Tax.
<b>PACs</b>	Persons Acting in Control.
<b>Promoter Group</b>	The promoter group of Centerac Technologies Limited comprising of Sanjiv Khandelwal, Bhagwati Gopal Mittal, Rajeev Khandelwal, Sandhya Khandelwal, Shilpa Khandelwal, Sushila Khandelwal, Moksh Networks Private Limited, Safal Holdings Private Limited and Awesome Exports & Investments Private Limited.
<b>Public Equity Shareholders</b>	All public equity shareholders of the Target Company other than the Promoter Group and the Acquirer.
<b>RBI</b>	The Reserve Bank of India.
<b>Registrar to the Offer</b>	Link Intime India Private Limited.
<b>₹</b>	Indian Rupees.
<b>RTGS</b>	Real Time Gross Settlement.
<b>SEBI</b>	The Securities and Exchange Board of India.

<b>SEBI (SAST) Regulations, 2011</b>	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto.
<b>SEBI Act</b>	Securities and Exchange Board of India Act, 1992.
<b>Sellers</b>	Sanjiv Khandelwal, Bhagwati Gopal Mittal, Rajeev Khandelwal, Sandhya Khandelwal, Shilpa Khandelwal, Sushila Khandelwal, Moksh Networks Private Limited, Safal Holdings Private Limited and Awesome Exports & Investments Private Limited.
<b>Share Purchase Agreement or SPA</b>	Share Purchase Agreement dated January 22, 2018, executed between, the Acquirer and Sellers.
<b>Stock Exchanges</b>	BSE Limited.
<b>Target Company</b>	Centerac Technologies Limited.
<b>Tendering Period</b>	Friday, March 23, 2018 to Monday, April 09, 2018, both days inclusive based on schedule of activities.
<b>Working Day(s)</b>	Shall have the same meaning given in the SEBI (SAST) Regulations.

## 1. DISCLAIMER CLAUSE

“IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LOF WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LOF HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF CENTERAC TECHNOLOGIES LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER OR THE COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRER DULY DISCHARGES ITS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER, KEYNOTE CORPORATE SERVICES LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED FEBRUARY 05, 2018 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVER) REGULATIONS 2011 AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAYBE REQUIRED FOR THE PURPOSE OF THE OFFER.”

## 2. DETAILS OF THE OFFER

### 2.1. Background of the offer

2.1.1. This Offer is a mandatory offer under Regulations 3(1) and 4 of the SEBI (SAST) Regulations, 2011 pursuant to substantial acquisition of Shares and Voting rights accompanied with change in control and management of the Target Company. This Offer has been triggered upon the execution of the Share Purchase Agreement (“SPA”) dated January 22, 2018 between the Acquirer and the Sellers as mentioned therein.

2.1.2. On January 22, 2018, the Acquirer has entered into SPA with the Selling Shareholders forming part of the Promoter and Promoters Group of the Target Company to acquire 80,19,541 fully paid-up Equity Shares of ₹ 1/- each (“shares”) representing 72.68% of the Total Paid Up Equity Share Capital of the Target Company at a Price of ₹ 1/- (Rupee One Only) per Equity Share aggregating to ₹ 80,19,541/- (Rupees Eighty Lakhs Nineteen Thousand Five Hundred and Forty One Only), subject to the terms and conditions as mentioned in the SPA.

### 2.1.3. Share Purchase Agreement and its salient features:

The details of the Sellers are as under:

Sr. No.	Name of the Seller	Nature of Entity	Address	Shareholding/ Voting Rights in the Target Company before the underlying transaction	
				No. of Equity Shares	% of Voting Share Capital
1.	Sanjiv Khandelwal	Individual	164, Sea Lord, “A” Cuffe Parade, Mumbai-400005.	30,995	0.28
2.	Bhagwati Gopal Mittal	Individual	1520, Sunita Building, Cuffe Parade, Mumbai 400005.	1,000	0.01
3.	Rajeev Khandelwal	Individual	164, Sea Lord 'A' Cuffe Parade Mumbai 400005.	10	0.00
4.	Sandhya Khandelwal	Individual	1520, Sunita Building Cuffe Parade, Mumbai 400005.	10	0.00
5.	Shilpa Khandelwal	Individual	164, Sea Lord, “A” Cuffe Parade, Mumbai- 400005.	10	0.00
6.	Sushila Khandelwal	Individual	164, Sea Lord, “A” Cuffe Parade, Mumbai- 400005.	10	0.00



Sr. No.	Name of the Seller	Nature of Entity	Address	Shareholding/ Voting Rights in the Target Company before the underlying transaction	
				No. of Equity Shares	% of Voting Share Capital
7.	Moksh Networks Private Limited	Corporate Body	Jahangir Villa, Gr. Floor, Mehezir Bldg. Compound 109-A, Wood House Road, Colaba, Mumbai – 400 005.	59,43,976	53.87
8.	Safal Holdings Private Limited	Corporate Body	15/85, Sunita Apts. Cuffe Parade, Mumbai-400 005.	10,86,930	9.85
9.	Awesome Exports & Investments Private Limited	Corporate Body	Doulatram Mansion, 4th Floor, kittridge Road, Coloba, Mumbai-400005.	9,56,600	8.67
<b>Total</b>				<b>80,19,541</b>	<b>72.68</b>

The salient features of SPA are as under:

1. Sellers hereby declares that they are the legal and beneficial owner of the 'Shares' and has a clear and marketable title to the said Shares which are free from all encumbrances, charges, liens and reasonable doubts.
2. Sellers shall hereby sell, transfer, convey and deliver to the Purchaser and the Purchaser shall purchase, acquire and accept from sellers, free from all encumbrances, charges and liens, all rights, title and interest of sellers in and to the 'Shares' being 80,19,541 equity shares of ₹1/- each (Rupee One Only) fully paid up in the Target Company (the "Shares") representing 72.68% of the issued, subscribed and paid up share capital of the Target Company together with all accrued benefits and rights attached to the 'Shares'.
3. The 'shares' so bought by the Purchaser will be transferred to separate Escrow Account opened for a specific purpose with a Depository Participant opened by the Manager to the Offer appointed by Purchaser. The said Escrow Account(s) operated by the Manager to the Offer will be released to purchaser on completion of Open Offer formalities as defined in Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (hereinafter referred to as "the Regulations").
4. Upon completion of the open offer requirements and formalities as per the Regulations, the 'shares' shall absolutely vest in and belong to the Purchaser and shall be released from the escrow account without any objections or hindrance of any nature whatsoever from Sellers. Further, upon completion of the present transaction of transfer of shares from Sellers to the Purchaser, the Purchaser shall be entitled to nominate such number of Directors on the Board of the Target Company as he may deem fit. Simultaneously, all Directors on the board of the Target Company, who were appointed by Sellers/Promoter, shall resign from the Board of Directors of the Target Company forthwith.
5. In case of non-compliance of any of the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, this Share Purchase Agreement shall not be acted upon by Sellers and/or Purchaser.

2.1.4. There are no persons acting as person acting in concert (PAC's) with the Acquirer for the purpose of this Open offer in terms of Regulation 2(1)(q) of the SEBI (SAST) Regulations, 2011.

2.1.5. The object of acquisition is to acquire substantial shares/voting rights accompanied with change in management and control of the Target Company.

2.1.6. As on date of this LOF, the Acquirer is not prohibited by SEBI from dealing in securities in terms of direction issued u/s 11B of SEBI act or under any regulations made under SEBI Act.

2.1.7. As per the terms set out in the SPA, upon completion of the present transaction of transfer of shares from Sellers to the Purchaser, the Purchaser shall be entitled to nominate such number of Directors on the Board of the Target Company as he may deem fit. Simultaneously, all Directors on the board of the Target Company, who were appointed by Sellers/Promoter, shall resign from the Board of Directors of the Target Company forthwith. As of date, the Acquirer has not nominated any directors on the Board of the Target Company. The Acquirer is in the process of identifying the directors to be appointed

after the completion of the offer as per the Share Purchase Agreement (SPA). The information in regard to the same shall be updated as and when such directors are nominated on the board of the target company.

- 2.1.8. As per Regulation 26(6) of the SEBI (SAST) Regulations, the Board of Directors of the Target Company shall constitute a committee of independent directors to provide their written reasoned recommendation on the Offer to the Public Equity Shareholders and such recommendations shall be published at least two (2) Working Days before the commencement of the Tendering Period in the same newspapers where the DPS related to the Offer was published, in compliance with Regulation 26(7) of the SEBI (SAST) Regulations.

## 2.2. Details of the proposed offer

- 2.2.1. The PA announcing the Open Offer under Regulation 3(1) and 4 and other applicable regulations of SEBI (SAST) Regulations was made on January 22, 2018. In accordance with Regulations 13(4), 14(3) and 15(2) of the SEBI (SAST) Regulations, the DPS was published on January 30, 2018 in the following publications:

Publications	Language	Edition(s)
Business Standard	English	All Editions
Business Standard	Hindi	All Editions
Navshakti	Marathi	Mumbai Edition

*The PA and DPS are also available on the website of SEBI i.e. [www.sebi.gov.in](http://www.sebi.gov.in).*

Simultaneously with the publication of DPS in the newspapers, a copy of the DPS was filed through the Manager to the Offer with SEBI, BSE and the Target Company at its registered office.

- 2.2.2. The Acquirer is making this Offer to all the Public Equity Shareholders of the Target Company as on the identified date to acquire upto 28,69,022 equity shares at offer price of ₹ 1/- per equity share aggregating to total consideration of ₹28,69,022/- (**Offer Size**), in cash. The offer constitutes 26.00% of the Voting Share Capital of the Target Company.
- 2.2.3. There are no partly paid up equity shares in the Target Company.
- 2.2.4. There is no differential pricing in this Offer.
- 2.2.5. The Offer is not conditional on any minimum level of acceptance by the Public Equity Shareholders and is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
- 2.2.6. The equity shares of the Target Company to be acquired, pursuant to the Offer, shall be free from all liens, charges and encumbrances and together with all rights attached thereto, including the rights to all dividends or other distributions hereinafter declared, made or paid. The equity shares that are subject to any charge, lien or encumbrance are liable to be rejected in the Offer.
- 2.2.7. The Acquirer has appointed Keynote Corporate Services Limited as the Manager to the Offer in terms of Regulation 12 of the SEBI (SAST) Regulations.
- 2.2.8. The Manager to the Offer, Keynote Corporate Services Limited, does not hold any Equity Shares in the Target Company as on the date of this Letter of Offer and is not related to the Acquirer and the Target Company in any manner whatsoever. The Manager to the Offer further declares and undertakes that they will not deal on their own account in the Equity Shares of the Target Company during the Offer Period.

## 2.3. Object and purpose of the acquisition/ offer:

- 2.3.1 This Offer is being made by the Acquirer to the Public Equity Shareholders of the target Company in compliance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations. Upon the transfer of shares as contemplated in the SPA, the Acquirer shall become the new promoter of the target Company in accordance with the provisions of Regulation 31A (8) of SEBI (LODR) Regulations and as per the provisions of the SEBI (SAST) Regulations.

- 2.3.2 The object of the acquisition is substantial acquisition of Shares/ Voting Rights accompanied with change in management and control of the Target Company. The Target Company is in the business of providing software solutions. The Acquirer with his 20 years of industry experience intends to expand and strengthen the existing business of the Target Company and may also diversify into other areas with the prior approval of the Shareholders. The Acquirer reserves the right to modify the present structure of the business in a manner which is useful to the larger interest of the shareholders. Any change in the structure that may affect the larger interest of the shareholders will be done with the prior consent of shareholders will be done with the prior consent of the shareholders and in accordance with the laws applicable. The Acquirer may diversify, reorganize and/or streamline businesses of the Target Company for commercial reasons and operational efficiencies.
- 2.3.3 As on the date of this LOF, the Acquirer do not have any plans to alienate any significant assets of the Target Company whether by way of sale, lease, encumbrance or otherwise for a period of two years except in the ordinary course of business. The target company's future policy for disposal of its assets, if any, within two years from the completion of offer will be decided by its Board of Directors, subject to the applicable provisions of law and subject to the approval to the shareholders through special resolution passed by way of postal ballot in terms of Regulation 25 (2) of SEBI (SAST) Regulations.

### 3. BACKGROUND OF THE ACQUIRER

- 3.1. Mr. Ashwani Kumar Singh, aged 46 years, son of Mr. Rajendra Singh, is residing at D-1805/1806, Lake Lucerne, Lake Homes Phase – 3 Off Adi Sanakaracharya Marg, Near Gopal Sharma School, Powai IIT, Powai, Mumbai 400 076. He is qualified professional, holding degrees in MBA, B. Tech (Mechanical), and a Sloan Fellow from London Business School. Having started his career in 1992 at Grindwell Norton (Saint Gobain Group) as a Sales & Service Engineer, he comes with 20 years plus of senior management experience in financial services – Private Banking, Investment Management, Private Equity and in the industry. He has been associated with various Companies and Banks such as Reckitt Benckiser, ABN Amro Bank, ICICI Bank, Barclays Wealth, UTI etc.
- 3.2. There are no persons acting as person acting in concert with the Acquirer for the purpose of this Open offer in terms of Regulation 2(1)(q) of the SEBI (SAST) Regulations, 2011.
- 3.3. The net worth of Mr. Ashwani Kumar Singh as on December 8, 2017 is ₹ 515.06 Lakhs as certified vide certificate dated December 08, 2017 issued by Mr. Rajesh B. Pandya (Membership No.: 33788) Partner of M/s. R. B. Pandya & Associates, Chartered Accountants having office at 308, Venkatesh Chambers, behind Khadi Emporium, GhanshyamTalwatkar Marg, Fort, Mumbai-400001; Tel. No.:+91 22 22070840 / 22076799, Mobile No.: 9820063404, Email :[sajagfinance@gmail.com](mailto:sajagfinance@gmail.com)
- 3.4. The provisions of chapter V of the SEBI (SAST) Regulations and subsequent amendments thereto are not applicable to the Acquirer.
- 3.5. Mr. Ashwani Singh is a director in Sushen Investment Services Private Limited, Clockwork Business Solutions Private Limited, Passion Five E-Services Private Limited and Wits Solutions Private Limited. He is also a partner in 35 North Ventures LLP.
- 3.6. As on the date of this LOF, Acquirer does not hold any position on the board of directors of any listed Company. Mr. Ashwani Kumar Singh is a whole time director in Sushen Investment Services Private Limited and Passion Five e-Services Private Limited.
- 3.7. As on the date of this LOF, the Acquirer does not hold any Equity Shares of the Target Company.
- 3.8. As on date of this LOF, the Acquirer does not have any interest in the Target Company except pursuant to Share Purchase Agreement dated January 22, 2018 (“SPA”) for acquisition of 80,19,541 equity shares at ₹ 1/- per equity share and acquiring control over the Target Company.
- 3.9. The Acquirer has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or any other regulations made under the SEBI Act.

#### 4. BACKGROUND OF THE TARGET COMPANY

##### 4.1 Equity Share Capital structure of the Target Company

Paid up Equity Shares	No. of Shares/voting rights	% of shares/voting rights
Fully paid up equity shares	1,10,34,700	100%
Partly paid up equity shares	Nil	Nil
Total paid up equity shares	1,10,34,700	100%
Total voting rights	1,10,34,700	100%

4.2 As on the date of this LOF, the equity shares of Target Company are not suspended from trading on BSE Ltd. On account of non-compliance with Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for two consecutive quarters i.e., June 2016 and September 2016, Trading in securities of Centerac Technologies Limited got suspended with effect from 27th January 2017. Subsequently, the Target Company completed necessary compliances to the satisfaction of BSE. On 29th June 2017, BSE issued Revocation of Suspension in trading of equity shares of Centerac Technologies Ltd.

4.3 The details of Board of Directors of the Target Company are provided below:

Sr. No	Name of the Directors	DIN	Designation	Address
1.	Sanjiv Khandelwal	00152508	Managing Director	164, Sea Lord 'A' Cuffe Parade Mumbai 400005.
2.	Shilpa Khandelwal	00138781	Director	164, Sea Lord 'A' Cuffe Parade Mumbai 400005.
3.	Khushrow Patel	00879849	Director	4/21 A. H. Wadia Baug, Parel Tank Road Mumbai 400033.
4.	Mohan Jayakar	00925962	Director	12, Makani Manor, 1st Floor, Peddar Road Mumbai 400026.

4.4 Centerac was incorporated on 13<sup>th</sup> May, 1993 at Mumbai, Maharashtra in the name of Asia Threads Limited under the provisions of the Companies Act, 1956 as a Public Limited Company. The name of the Company was changed from Asia Threads Limited to Ez-Comm Trade Technologies Limited and subsequently to Centerac Technologies Limited and the fresh Certificate of Incorporation was received on 1<sup>st</sup> October, 1999 and 11<sup>th</sup> June, 2012 respectively.

4.5 The registered office of the Target Company is situated at Daulatram Mansion, 4<sup>th</sup> floor, Salgaonkar Marg, Colaba, Mumbai – 400 005, Maharashtra.

4.6 Centerac is engaged in the business of providing software solutions for e-auctions, e-commerce platform, digital marketing, B2B public and private marketplaces, Location Based Services over Wi-Fi, mobile apps for POS billing, sales force empowerment, Inventory management and In-store experiences.

4.7 The equity shares of the Target Company are listed on BSE (Scrip Code: 531621). The ISIN of the Target Company is INE157B01026 (Source: [www.bseindia.com](http://www.bseindia.com)). The equity shares of the Target Company belong to the XT group/ index (Trade for Trade) and are further categorized into GSM (Graded Surveillance Measures) stage 2. The equity shares of the Target Company are infrequently traded on BSE within the meaning of explanation provided in regulation 2(1)(j) of the SEBI (SAST) Regulations.

4.8 As on date of this LOF, there are no outstanding partly paid up Equity Shares or any other convertible instruments to be converted into Equity Shares of the Target Company at a future date.

4.9 As on date of this LOF, there is no subsidiary or holding company of the Target Company.

4.10 There has been no merger, demerger and spin off in last three years in the Target Company.

4.11 The Target Company is in compliance with the listing requirements and presently the Equity Shares are not suspended for trading on BSE. The entire paid up share capital of the Target Company is listed on BSE.

4.12 As per the limited review for the quarter and half year September 30, 2017, the company's statutory auditors have provided qualified conclusion which reads as under:

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

"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".

Following are the additional information with reference to the qualified opinion mentioned above:

Particulars	Details
Name of the company which was designated "Shell Company".	As per the records available, the name of the company for which the disqualification under sections 164(2) of The Companies Act, 2013, has resulted is Moksh Networks Private Limited.
Name of the director who had attracted disqualification by virtue of Shell company.	Sanjiv Khandelwal and Shilpa Khandelwal.
Relation of Shell company with the target company.	Part of the Promoter Group.
Why the disqualified directors continued to act as directors in the target company pursuant to attracting the disqualification under sections 164(2) of The companies Act, 2013?	The directors were unaware about the disqualification arising as per section 164(2) of The Companies Act, 2013, i.e non-compliance made by the company in terms of non-filing of annual returns and financial statements with ROC for a continuous period of three financial years.
What steps the company had taken pursuant to directors attracting the disqualifications?	Subsequently, the company has made compliance by filing the pending annual returns.
Upon change in control in the target company, whether such directors would continue to act as directors or would they step down from their position?	Upon completion of the offer and in terms of the provisions of the Share Purchase Agreement, such directors would step down from their position.

4.13 Brief Audited Financial Information of Centerac as per the Audited Accounts for the Financial Year ended March 31, 2017, March 31, 2016 & March 31, 2015 and the Unaudited limited reviewed financials for the six months ended September 30, 2017 are as follows.

(₹ in lakhs except per share data)

Profit & Loss Statement	For the six month ended on September 30, 2017 (Limited Review)	For the year ended March 31,		
		2017 (Audited)	2016 (Audited)	2015 (Audited)
Revenue from operations	22.83	90.68	160.68	231.80
Other income	1.89	6.75	0.25	12.54
<b>Total Income</b>	<b>24.72</b>	<b>97.44</b>	<b>160.93</b>	<b>244.34</b>
Total Expenditure	51.99	121.37	181.62	295.18
Profit (Loss) before Exceptional and Extraordinary items and taxation	(27.27)	(23.94)	(20.69)	(50.85)
Exceptional Items	0.00	0.00	0.00	0.00
<b>Profit (Loss) Before Tax</b>	<b>(27.27)</b>	<b>(23.94)</b>	<b>(20.69)</b>	<b>(50.85)</b>
<b>Provision for taxation</b>				
Tax expense	0.42	0.16	1.16	1.03
<b>Profit after tax from continuing operations</b>	<b>(27.69)</b>	<b>(24.09)</b>	<b>(21.85)</b>	<b>(51.88)</b>

Balance Sheet Statement As at	For the six month ended on September 30, 2017 (Limited Review)	For the year ended March 31,		
		2017 (Audited)	2017 (Audited)	2017 (Audited)
<b>Sources of Funds</b>				
Paid Up Share capital	110.35	110.35	110.35	110.35
Reserves and surplus (Excluding Revaluation Reserve)	(65.37)	(37.25)	(13.15)	8.70
<b>Networth</b>	<b>44.98</b>	<b>73.10</b>	<b>97.19</b>	<b>119.05</b>
<b>Non-current liabilities</b>				
Long term provisions	2.29	2.12	3.88	7.50
Other Long term Liabilities	0.32	0.00	0.00	0.00
<b>Sub Total</b>	<b>2.61</b>	<b>2.12</b>	<b>3.88</b>	<b>7.50</b>
<b>Current liabilities</b>				
Trade Payables	2.08	2.81	1.83	4.81
Other Financial Liabilities	6.71	0.00	0.00	0.00
Other Current Liabilities	17.83	25.35	35.78	41.63
Short-term provisions	0.05	0.05	0.09	0.18
<b>Sub Total</b>	<b>26.67</b>	<b>28.21</b>	<b>37.71</b>	<b>46.62</b>
<b>Total</b>	<b>74.26</b>	<b>103.43</b>	<b>138.78</b>	<b>173.17</b>
<b>ASSETS</b>				
<b>Non-current assets</b>				
Tangible Assets	32.90	34.02	39.17	45.20
Intangible Assets	0.00	0.00	0.00	0.59
Financial Assets	6.50	0.00	0.00	0.00
Non-Current Investments	0.00	10.01	23.41	23.79
Deferred Tax Assets (Net)	2.21	2.54	2.81	3.97

Long Term Loans and Advances	0.00	42.28	51.69	42.33
Other Non Current Assets	3.75	0.00	0.00	0.00
Advance Tax (Net of Provisions)	21.34	0.00	0.00	0.00
<b>Sub Total</b>	<b>66.70</b>	<b>88.85</b>	<b>117.08</b>	<b>115.88</b>
<b>Current assets</b>				
Trade Receivables	1.65	5.27	14.50	41.30
Cash and Cash equivalents	0.00	1.58	2.86	12.43
Short Term Loans and advances	0.00	7.73	1.34	0.57
Other Current Assets	5.91	0.00	3.00	3.00
<b>Sub Total</b>	<b>7.56</b>	<b>14.58</b>	<b>21.70</b>	<b>57.29</b>
<b>Total</b>	<b>74.26</b>	<b>103.43</b>	<b>138.78</b>	<b>173.17</b>

(Source: Audited Financial Statement for the financial year ended March 31, 2017, 2016 and 2015 and Unaudited limited reviewed financials for the six months period ended on September 30, 2017)

#### Other Financial Data

Particulars	For the six months ended on September 30, 2017 (Limited Review)	For the year ended March 31,		
		2017 (Audited)	2016 (Audited)	2015 (Audited)
Dividend (%)	Nil	Nil	Nil	Nil
Earnings Per Share (In ₹) (Basic and Diluted)	(0.25)	(0.22)	(0.20)	(0.47)
Return on Net Worth (%)	(61.56)%	(32.96)%	(22.48)%	(43.58)%
Book Value Per Share (In ₹)	0.41	0.66	0.88	1.08

- *Net worth = Equity Share Capital + Reserves and Surplus - Misc. Expenses*
- *EPS = Profit after Tax / No. of shares outstanding*
- *Return on Net Worth = Profit after Tax / Net Worth*
- *Book Value per Share = Net Worth / No. of shares outstanding*

4.14 Pre and Post Shareholding pattern of the Target Company as on the date of the Letter of Offer is as follows:

Shareholders' Category	Shareholding and voting rights prior to the SPA/ acquisition and Offer		Shares / voting rights agreed to be acquired which triggered off the Offer		Shares/ voting rights to be acquired in Offer (assuming full acceptances)		Shareholding / voting rights after the acquisition and Offer.	
	(A)		(B)		(C)		(D) = (A)+(B)+(C)	
	No.	% <sup>E</sup>	No.	%	No.	%	No.	%*
<b>1. Promoter &amp; Promoter Group</b>								
<b>a) Parties to SPA</b>								
Sanjiv Khandelwal	30,995	0.28	(30,995)	(0.28)	Nil	NA	Nil	NA
Bhagwati Gopal Mittal	1,000	0.01	(1,000)	(0.01)	Nil	NA	Nil	NA
Rajeev Khandelwal	10	0.00	(10)	(0.00)	Nil	NA	Nil	NA
Sandhya Khandelwal	10	0.00	(10)	(0.00)	Nil	NA	Nil	NA
Shilpa Khandelwal	10	0.00	(10)	(0.00)	Nil	NA	Nil	NA
Sushila Khandelwal	10	0.00	(10)	(0.00)	Nil	NA	Nil	NA
Moksh Networks Private Limited	59,43,976	53.87	(59,43,976)	(53.87)	Nil	NA	Nil	NA
Safal Holdings Private Limited	10,86,930	9.85	(10,86,930)	(9.85)	Nil	NA	Nil	NA
Awesome Exports & Investments Private Limited	9,56,600	8.67	(9,56,600)	(8.67)	Nil	NA	Nil	NA
<b>b) Promoters other than 'a' above</b>	Nil	NA	Nil	NA	Nil	NA	Nil	NA
<b>Total (1) (a+b)</b>	<b>80,19,541</b>	<b>72.68</b>	<b>(80,19,541)</b>	<b>(72.68)</b>	<b>Nil</b>	<b>NA</b>	<b>Nil</b>	<b>NA</b>
<b>2. Acquirer:</b>								
Mr. Ashwani Kumar Singh	Nil	NA	80,19,541	72.68	28,69,022	26.00	1,08,88,563	98.68
<b>Total (2)</b>	<b>Nil</b>	<b>NA</b>	<b>80,19,541</b>	<b>72.68</b>	<b>28,69,022</b>	<b>26.00</b>	<b>1,08,88,563</b>	<b>98.68</b>
<b>3. Parties to SPA other than 1 (a) and 2 above</b>	<b>Nil</b>	<b>NA</b>	<b>Nil</b>	<b>NA</b>	<b>Nil</b>	<b>NA</b>	<b>Nil</b>	<b>NA</b>
<b>4. Public (other than parties to SPA)<sup>#</sup></b>								
a) FIs / MFs / FIIIs/ Banks	Nil	NA	Nil	NA	<b>(28,69,022)</b>	<b>(26.00)</b>	<b>1,46,137</b>	<b>1.32</b>
b) Others	30,15,159	27.32%	Nil	NA				
<b>Total (4) (a+b)</b>	<b>30,15,159</b>	<b>27.32%</b>	<b>Nil</b>	<b>NA</b>	<b>(28,69,022)</b>	<b>(26.00)</b>	<b>1,46,137</b>	<b>1.32</b>
<b>Grand Total (1+2+3+4)</b>	<b>1,10,34,700</b>	<b>100.00</b>	<b>Nil</b>	<b>NA</b>	<b>Nil</b>	<b>NA</b>	<b>1,10,34,700</b>	<b>100.00</b>

<sup>E</sup>% of the total paid-up equity share capital of the Target Company as on the date of LOF

(\*) Assuming full acceptance, the post offer holding of the acquirer would be 98.68% and the public shareholding would be 1.32%. Pursuant to Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 read with Rules 19(2) and 19A of the Securities Contract (Regulation) Rules, 1957, (the "SCRR") as amended wherein a Listed entity is required to maintain at least 25% public shareholding (the "Minimum Public Shareholding"), as determined in accordance with SCRR, on a continuous basis for listing, the Acquirer hereby undertakes in terms of Regulation 7 (4) of the SEBI (SAST) Regulations that the public shareholding in the Target Company will be enhanced, in such manner and within the time period specified in the SCRR, such that the Target Company complies with the required Minimum Public Shareholding.



## 5. OFFER PRICE AND FINANCIAL ARRANGEMENTS

### 5.1 Justification of Offer Price

5.1.1. The Equity Shares of Target Company are listed on BSE (Scrip Code: 531621) w.e.f June 21, 1996.

5.1.2. The details of the traded turnover of the Equity Shares during twelve (12) Calendar Months prior to PA is as under:

Name of Stock Exchange	Total Number of Equity Shares traded during twelve calendar month prior to month of PA	Total Number of Equity Shares Listed	Trading Turnover (as a % of Total Equity Shares Listed)
BSE	1,45,356	1,10,34,700	1.32

(Source: Website of BSE)

5.1.3. The Equity Shares of the Target Company are infrequently traded on BSE within the explanation provided in regulation 2(1)(j) of the SEBI (SAST) Regulations. The Offer Price of ₹ 1/- per Equity Share has been determined considering Parameters stated in Regulation 8(2) of the SEBI (SAST) Regulations.

a.	the highest negotiated price per share of the target company for acquisition under the Agreement (SPA) attracting the obligation to make a public announcement of an open offer	:	₹1/- per equity share
b.	the volume-weighted average price paid or payable for acquisitions, whether by the acquirer or by any person acting in concert with him, during the fifty-two weeks immediately preceding the date of the public announcement	:	Not Applicable
c.	the highest price paid or payable for any acquisition, whether by the acquirer or by any person acting in concert with him, during the twenty six weeks immediately preceding the date of the public announcement	:	Not Applicable
d.	the volume-weighted average market price of shares for a period of sixty trading days immediately preceding the date of the public announcement as traded on the stock exchange where the maximum volume of trading in the shares of the target company are recorded during such period, provided such shares are frequently traded	:	Not Applicable
e.	where the shares are not frequently traded, the price determined by the acquirer and the manager to the open offer taking into account valuation parameters including, book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies <b>Financial Information as on March 31, 2017 (Based on audited financials)</b>	:	₹ 0.66/- per equity share
	Book Value	₹ 0.66/- per equity share	
	Return on Networth	N.A.*	
	Trading Multiple	N.A.*	
	<i>*The company has made losses for the referred period and hence the same is not applicable</i>		

5.1.4. Considering the aforesaid parameters, in the opinion of the Acquirer and Manager to the Offer, the Offer Price of ₹ 1/- per equity share being the highest price of above is justified.

5.1.5. There has been no corporate action in the Target Company warranting adjustment of relevant price parameters.

5.1.6. There has been no revision in the Offer Price or to the size of this Offer as on date.

5.1.7. The Acquirer is permitted to revise this Offer Price upward up to three working days prior to the date of commencement of the tendering period. In the event of such a revision, an announcement will be made in the same newspapers in which this DPS has appeared.

- 5.1.8. As on date there is no revision in Offer Price or Offer Size. In case of any revision in the Offer Price or Offer Size, the Acquirer shall comply with Regulation 18 of SEBI (SAST) Regulations, 2011, which are required to be fulfilled for the said revision in the Offer Price or Offer Size.
- 5.1.9. If the Acquirer acquires or agrees to acquire any Equity Shares or voting rights in the Target Company during the offer period, whether by subscription or purchase, at a price higher than the Offer Price, the Offer Price shall stand revised to the highest price paid or payable for any such acquisition in terms of Regulation 8(8) of SEBI (SAST) Regulations, 2011. Provided that no such acquisition shall be made after the third working day prior to the commencement of the tendering period and until the expiry of the tendering period. Further, in accordance with Regulations 18(4) and 18(5) of the SEBI (SAST) Regulations, 2011, in case of an upward revision to the Offer Price or to the Offer Size, if any, on account of competing offers or otherwise, the Acquirer shall (i) make corresponding increases to the escrow amount (ii) make public announcement in the same newspapers in which this DPS has been published; and (iii) simultaneously notify to BSE, SEBI and the Target Company at its registered office. Such revision would be done in compliance with other formalities prescribed under the SEBI (SAST) Regulations, 2011.

## 5.2 Financial Arrangements

- 5.2.1. Assuming full acceptance, the total funds required to meet the Offer would be ₹ 28,69,022/- (Rupees Twenty Eight Lakhs Sixty Nine Thousand and Twenty Two only).
- 5.2.2. As a security for the performance of its obligations under Regulation 17 of the SEBI (SAST) Regulations, the Acquirer has opened an escrow account ("**Escrow Account**") with IndusInd Bank Limited, acting through its branch office at Solitarie Corporate Park, Bldg No.8, 8<sup>th</sup> floor, 167, Guru Hargovindji Marg, Andheri (East), Mumbai – 400 093, ("**Escrow Bank**") in the name and style as Centerac Technologies Limited - Open Offer - Escrow Account and has deposited an amount of ₹7,50,000/- (Rupees Seven Lakhs Fifty Thousand Only) being 26.14% of the consideration payable under this Offer (assuming full acceptance).
- 5.2.3. The Acquirer has empowered the Manager to the Offer to realize the value of the aforesaid Escrow Account in terms of the Regulation 17 of the SEBI (SAST) Regulations.
- 5.2.4. In case of any upward revision in the Offer Price or the size of this Offer, the value in cash of the Escrow Amount shall be computed on the revised consideration calculated at such revised offer price or offer size and any additional amounts required will be funded by the Acquirer, prior to effecting such revision, in terms of Regulation 17(2) of the SEBI (SAST) Regulations.
- 5.2.5. The Acquirer has adequate and firm financial arrangements to implement the Offer in accordance with the SEBI (SAST) Regulations. The Offer obligations shall be met by the Acquirer through internal sources and no borrowings from any bank and/ or financial institutions are envisaged.
- 5.2.6. Shri Rajesh B. Pandya, (membership no. 33788), Partner of M/s. R. B. Pandya & Associates, Chartered Accountants, (Firm Registration No. 124399W), having their office at 308, Venkatesh Chambers, Fort, Mumbai – 400 001, Tel. No.:+91 22 22070840 / 22076799, vide his certificate dated December 8, 2017 has certified that the Acquirer has networth of ₹515.06/- Lakhs as on December 08, 2017 and access to liquid assets of atleast ₹100.00/- Lakhs thereby confirming adequacy of financial resources to fulfill all the obligations under the SEBI (SAST) Regulations.
- 5.2.7. Based on the aforesaid financial arrangements and on the confirmation received from the Escrow Banker and the certificate received from Chartered Accountant, the Manager to the Offer is satisfied about the ability of the Acquirer to implement the Offer in accordance with the SEBI (SAST) Regulations. The Manager to the Offer confirms that the firm arrangement for the funds and money for payment through verifiable means are in place to fulfill the Offer obligation.

## 6. TERMS AND CONDITIONS OF THE OFFER

### 6.1 Operational terms and conditions

- 6.1.1 The Offer is not conditional upon any minimum level of acceptances from shareholders in terms of Regulation 19 of SEBI (SAST) Regulations, 2011.

- 6.1.2 The LOF along with Form of Acceptance cum Acknowledgement will be dispatched to all the Equity Shareholders except parties to SPA of Target Company, whose names appear in its Register of Members on the Identified Date i.e. March 09, 2018.
- 6.1.3 The Offer is subject to the terms and conditions set out in the Letter of Offer, the Form of Acceptance, the PA, the DPS and any other Public Announcement(s) that may be issued with respect to the Offer.
- 6.1.4 The LOF along with the Form of Acceptance cum acknowledgement would also be available at SEBI's website, [www.sebi.gov.in](http://www.sebi.gov.in) and shareholders can also apply by downloading such forms from the website.
- 6.1.5 This Offer is subject to the receipt of the statutory and other approvals as mentioned in Para. 6.4 of this Letter of Offer. In terms of Regulation 23(1) of the SEBI (SAST) Regulations, 2011, if the statutory approvals are refused, the Offer would stand withdrawn.
- 6.1.6 Accidental omission to dispatch the LOF to any Equity Shareholder entitled under this Open Offer or non- receipt of the LOF by any Equity Shareholder entitled under this Open Offer shall not invalidate the Open Offer in any manner whatsoever. The Equity Shareholders can write to the Registrar to the Offer/Manager to the Offer requesting for the LOF along with Form of Acceptance-cum-Acknowledgement and fill up the same in accordance with the instructions given therein, so as to reach the Registrar to the Offer, on or before the date of closing of Tendering Period. Alternatively, the LOF along with the Form of Acceptance cum Acknowledgement would also be available at SEBI's website, [www.sebi.gov.in](http://www.sebi.gov.in) and the Equity Shareholders can also apply by downloading such forms from the website.
- 6.1.7 The acceptance of the Offer must be unconditional and should be on the enclosed Form of Acceptance and sent along with the other documents duly filled in and signed by the applicant shareholder(s).
- 6.1.8 Any Equity Shares that are subject matter of litigation or are held in abeyance due to pending court cases / attachment orders / restriction from other statutory authorities wherein the shareholder may be precluded from transferring the Equity Shares during pendency of the said litigation are liable to be rejected, if directions / orders regarding these Equity Shares are not received together with the Equity Shares tendered under the Offer.
- 6.1.9 The Public Shareholders who have accepted this Offer by tendering their Equity Shares and requisite documents in terms of the PA, the DPS and the Letter of Offer are not entitled to withdraw such acceptance during the Tendering Period for this Offer.
- 6.1.10 The Acquirer, Manager to the Offer and/or the Registrar to the Offer accept no responsibility for any loss of equity share certificates, Offer acceptances forms, share transfer deed etc., during transit and the equity shareholders of the Target Company are advised to adequately safeguard their interest in this regard.

## **6.2 Locked in Shares**

There are no locked in Equity Shares in the Target Company.

## **6.3 Persons eligible to participate in the Offer**

Registered equity shareholders of Target Company and unregistered shareholders who own the Equity Shares of Target Company as on the identified date, including the beneficial owners of the Equity Shares held in dematerialized form, except parties to SPA.

## **6.4 Statutory and Other Approvals**

- 6.4.1 As on the date of this LOF, there are no statutory or other approvals required for implementing the Offer. If any statutory approvals are required or become applicable prior to completion of the Offer, the Offer would be subject to the receipt of such statutory approvals. The Acquirer will not proceed with the Offer in the event that such statutory approvals becoming applicable prior to completion of the Offer are refused in terms of Regulation 23 of SEBI (SAST) Regulations, 2011. In the event of withdrawal, a public announcement will be made within two working days of such withdrawal, in the same newspapers in which this DPS has appeared.

- 6.4.2 Where any statutory approval extends to some but not all of the Eligible Shareholders, the Acquirer shall have the option to make payment to such Eligible Shareholders in respect of whom no statutory approvals are required in order to complete this Offer.
- 6.4.3 Subject to the receipt of statutory and other approvals, if any, the Acquirer shall complete all procedures relating to payment of consideration under this Offer within 10 working days from the date of expiry of the tendering period to those Eligible Shareholders whose share certificates and/or other documents are found valid and are in order and are accepted for acquisition by the Acquirer.
- 6.4.4 In terms of Regulation 18(11) of the SEBI (SAST) Regulations, the Acquirer shall be responsible to pursue all statutory approvals required by the Acquirer in order to complete the Open Offer without any default, neglect or delay, including RBI approval under FEMA regulations for shares tendered by non-resident shareholders.
- 6.4.5 In case of delay in receipt of any statutory approval, the SEBI may, if satisfied that delayed receipt of the requisite approvals was not due to any willful default or neglect of the Acquirer or the failure of the Acquirer to diligently pursue the application for the approval, grant extension of time for the purpose, subject to the Acquirer agreeing to pay interest to the Eligible Shareholders as directed by the SEBI, in terms of Regulation 18(11) of the SEBI (SAST) Regulations.
- 6.4.6 The Acquirer will have the right not to proceed with the Offer in accordance with Regulation 23 of the SEBI (SAST) Regulations. In the event of withdrawal of the Offer, a public announcement will be made (through the Manager to the Offer) stating the grounds and reasons for the withdrawal of the Offer in accordance with Regulation 23(2) of the SEBI (SAST) Regulations, within two working days of such withdrawal in the same newspapers in which the DPS has been published and such public announcement will also be sent to the Stock Exchanges, SEBI and the Target Company at its registered office.
- 6.4.7 No approval is required from any bank or financial institutions for this Offer to the best of the knowledge of the Acquirer.

## 7. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER

### 7.1 Details of procedure for acceptance and settlement of the Offer

- a) All Eligible Shareholders, whether holding Equity Shares in dematerialized form or physical form, registered or unregistered, are eligible to participate in this Offer at any time during the tendering period of this offer.
- b) Persons who have acquired the Equity Shares of the Target Company but whose names do not appear in the register of members of the Target Company on the Identified Date or unregistered owners or those who have acquired the Equity Shares of the Target Company after the Identified Date or those who have not received the LOF, may also participate in this Offer.
- c) The Offer will be implemented by the Acquirer through Stock Exchange Mechanism made available by BSE Limited (BSE) in the form of separate window (Acquisition Window) as provided under the SEBI (SAST) Regulations and SEBI circular CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 and CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 issued by SEBI and BSE notices no. 20170202-34 dated February 02, 2017 and notice no. 20170210-16 and 20170210-23 dated February 10, 2017. BSE shall be the Designated Stock Exchange for the purpose of tendering Equity Shares in the Offer.
- d) BSE shall be the Designated Stock Exchange for the purpose of tendering Equity Shares in the Offer.
- e) The Acquirer has appointed Keynote Capitals Limited ("**Buying Broker**") as its broker for the Offer through whom the purchases and settlement of Offer shall be made during the tendering period. The contact details of the Buying Broker are as mentioned below:

**Keynote Capitals Limited**

Address: The Ruby, 9<sup>th</sup> Floor, SenapatiBapat Marg,

Dadar (W), Mumbai – 400 028

Email: [alpesh@keynoteindia.net](mailto:alpesh@keynoteindia.net)

Tel.: +91-22-30266000

Contact Person: Mr. Alpesh Mehta.

- f) All Eligible Shareholders who desire to tender their Equity Shares under the Offer would have to approach their respective stock brokers ("**Selling Broker**"), during the normal trading hours of the secondary market during tendering period. A separate Acquisition Window will be provided by the BSE to facilitate placing of sell orders.
- g) The Selling Broker would be required to place an order/bid on behalf of the Public Shareholders who wish to tender their Equity Shares in the Open Offer using the acquisition window of the BSE. Before placing the bid, the concerned Public Shareholder/Selling Broker would be required to transfer the tendered Equity Shares to the special account of Clearing Corporation of India Limited (Clearing Corporation"), by using the settlement number and the procedure prescribed by the Clearing Corporation.
- h) The cumulative quantity tendered shall be displayed on the exchange website throughout the trading session at specific intervals by the stock exchange during tendering period.
- i) Separate Acquisition Window will be provided by BSE to facilitate placing of sell orders. The Selling Brokers can enter orders for demat Shares as well as physical Shares.
- j) Modification/ Cancellation of orders will not be allowed during the tendering period of the Open Offer.
- k) Shareholders can tender their shares only through a broker with whom the shareholder is registered as client (KYC Compliant).
- l) The equity shares tendered in response to the Offer will be held in a trust by the Registrar to the Offer / Clearing Corporation until the completion of the Offer (in accordance with the Takeover Regulations and other applicable laws, rules and regulations), and the shareholders will not be able to trade, sell, transfer, exchange or otherwise dispose of such equity shares until the completion of the Offer or withdrawal of the Offer in accordance with Regulation 23 of the Takeover Regulations.
- m) In the event Seller Broker(s) are not registered with BSE or if the Shareholder does not have any stock broker then that Shareholder can approach any BSE registered stock broker and can make a bid by using quick unique client code ("**UCC**") facility through that BSE registered stock broker after submitting the details as may be required by the stock broker to be in compliance with applicable law and regulations. In case Shareholder is not able to bid using quick UCC facility through any other BSE registered stock broker then the Shareholder may approach Company's Broker, to bid by using quick UCC facility. The Shareholder approaching NSE registered stock broker (with whom he does not have an account) may have to submit the required KYC details and documents.

Additionally, registered Equity Shareholders holding Equity Shares in physical form must also provide the documents mentioned in 7.3.

It may be noted that other than submission of above forms and documents in person verification may be required.

## **7.2 Procedure for tendering shares held in Dematerialized Form:**

- a) Equity Shareholders who are holding the Equity Shares in demat form and who desire to tender their Equity Shares in this Offer shall approach their respective depository participant ("**DP**")/Selling Broker indicating the details of Equity Shares they intend to tender in the Offer.
- b) Shareholders shall submit delivery instruction slip ("**DIS**") duly filled- in specifying market type as "Open Offer" and execution date along with all other details to their respective Selling Broker so that the shares can be tendered in the Open Offer.
- c) The Selling Broker would be required to transfer the number of Equity Shares by using the settlement number and the procedure prescribed by the Clearing Corporation of India Ltd. ("Clearing Corporation") for the transfer of the Equity Shares to the special account of the Clearing Corporation before placing the bids/ orders and the same shall be validated at the time of the order entry. The details of the special account of Clearing Corporation shall be informed in the Offer opening circular that will be issued by BSE/ Clearing Corporation.

- d) The Selling Broker shall provide early pay-in of demat shares to the Clearing Corporation before placing the bids/orders and the same shall be validated at the time of order entry.
- e) For custodian participant, orders for demat Equity Shares early pay-in is mandatory prior to confirmation of order by the custodian. The custodians shall either confirm or reject orders not later than close of trading hours on the last day of the Offer Period. Thereafter, all unconfirmed orders shall be deemed to be rejected.
- f) The details of settlement number for early pay-in of Equity Shares shall be informed in the issue opening circular that will be issued by the Stock Exchanges/ Clearing Corporation, before the opening of the Offer.
- g) Upon placing the order, the Selling Broker(s) shall provide transaction registration slip (“TRS”) generated by the Exchange bidding system to the Equity Shareholder. TRS will contain details of order submitted like Bid ID No., DP ID, Client ID, No. of equity shares tendered etc.
- h) The Shareholders will have to ensure that they keep the depository participant (“DP”) account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Open Offer.

### **7.3 Procedure to be followed by the Shareholders holding Equity Shares in physical form:**

- a) The Shareholders who are holding physical Equity Shares and intend to participate in the offer will be required to approach their respective Selling Broker along with the complete set of documents for verification procedures to be carried out including:

#### **i. For Registered Shareholder**

- I. The form of Acceptance-cum-Acknowledgement duly signed (by all Public Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares;
- II. Original Share Certificates;
- III. Valid shares transfer form(s) duly filled and signed by the transferors (i.e., by all registered Shareholders in same order and as per the specimen signatures registered with the Target Company and duly witnessed at the appropriate place authorizing the transfer in favor of the Acquirer;
- IV. Self-attested copy of the Shareholder’s PAN card (in case of joint holders PAN card copy of all transferors);
- V. Any other Relevant documents such as (but not limited to):
  - Duly attested power of attorney if any person other than the Equity Shareholder has signed the relevant Form of Acceptance-cum-Acknowledgement;
  - Notarized Copy of death Certificate/ succession certificate or probated will, if the original Shareholder has deceased;
  - Necessary corporate authorizations, such as Board Resolutions etc, in case of companies.
- VI. In addition to the above, if the address of the Shareholders has undergone a change from the address registered in the register of members of the Target Company, the Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: Valid Aadhar Card, Voter Identity card or Passport.

#### **ii. For Unregistered Shareholders:**

- I. Form of Acceptance duly completed and signed in accordance with the instructions contained therein;
- II. Original share certificate(s);
- III. Original broker contract note;
- IV. Valid share transfer deed(s).
- V. Self attested copy of the PAN Card.

- vi. The acknowledgement received, if any, from the Target Company in case the Equity Shares have been lodged with the Target Company. Such persons should instruct the Target Company and its Registrar to the Offer to send the transferred share certificate(s) directly to the collection centre as mentioned in above. The applicant should ensure that the share certificate(s) reach the collection centre before the date of Closure of the Tendering Period.
  - vii. The details of the buyer should be left blank failing which the same will be invalid under the Open Offer. Unregistered Shareholders should not sign the transfer deed. The transfer deed should be valid for transfer. No indemnity is required from unregistered shareholders.
- b) Selling Broker should place order on the Acquisition Window with the relevant details as mentioned on the physical share certificate(s). Upon placing the order, the Selling broker shall provide a TRS generated by the Exchange bidding system to the Shareholder. TRS will contain the details of order submitted like folio no., certificate no., distinctive no., no. of Equity Shares tendered etc.
  - c) The Seller Broker/investor has to deliver the physical share certificates and documents along with Form of Acceptance-cum-Acknowledgement and TRS to the Registrar to the Offer within two days of bidding by Seller Broker and not later than two days from the date of Closure of the Tendering Period. The envelope should be superscribed as “Centerac Technologies Limited – Open Offer”.
  - d) Public Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical shares in the Offer shall be subject to verification by RTA. On receipt of the confirmation from RTA, the bid will be accepted, else rejected, and accordingly the same will be depicted on the exchange platform.

**7.4 Shareholders who have sent their Equity Share certificates for dematerialization should enclose:**

- a) Form of Acceptance duly completed and signed in accordance with the instructions contained therein, by sole/joint Shareholders whose name(s) appears on the share certificate(s) and in the same order and as per the specimen signature lodged with the Target Company.
- b) A copy of the dematerialization request form duly acknowledged by the beneficial owners DP. Such Shareholders should ensure that the process of getting shares dematerialized is completed well in time so that the credit in the depository account should be received on or before the Date of Closing of Tendering Period, else the Form of Acceptance, in respect of dematerialized Equity Shares not credited to the Escrow Demat Account, is liable to be rejected. Alternatively, if the Shares sent for dematerialization are yet to be processed by the beneficial owners DP, the Shareholders can withdraw their dematerialization request and tender the Equity Share certificates in the Open Offer as per procedure mentioned in the Letter of Offer.

**7.5** Registrar to the Offer shall provide details of order acceptance to Clearing Corporation within specified timelines. In the event that the number of Equity Shares (including demat shares and physical shares) validly tendered by the Public Shareholders under this Offer is more than the number of Offer Shares, the Acquirer shall accept those Equity Shares validly tendered by the Shareholders on a proportionate basis in consultation with the Manager to the Offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of Equity Shares from a Shareholder shall not be less than the minimum marketable lot.

**7.6** Equity Shares that are subject to any charge, lien or encumbrance are liable to be rejected in this Offer. Equity Shares that are the subject of litigation, wherein the Public Shareholders may be prohibited from transferring their Equity Shares during the pendency of the said litigation, are liable to be rejected, if the directions/orders regarding these Equity Shares are not received together with the Equity Shares tendered in this Offer. The Letter of Offer, wherever possible, will be forwarded to the concerned statutory authorities for further action by such authorities.

**7.7 Procedure for tendering the Equity Shares in case of non-receipt of Letter of Offer:**

Persons who have acquired the Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Open Offer by submitting an application on plain paper giving details regarding their shareholding and confirming their consent to participate in this Open Offer on the terms and

conditions of this Open Offer as set out in the PA, DPS and the Letter of Offer. Such shareholders have to ensure that their order is entered in the electronic platform to be made available by BSE before the closure of the Offer. Any such application must be sent to the Registrar to the Offer at the address mentioned above so as to reach the Registrar to the Offer on or before the date of Closing of the Tendering Period, together with:

- a. **In the case of Equity Shares in physical form:** The registered Shareholders can send their application in writing to the Registrar, on plain paper, stating name, address, the number of Equity Shares held, the number of Equity Shares offered and the distinctive numbers and folio number, together with the original share certificate(s) and valid transfer deeds. Unregistered Shareholders can send their application in writing to the Registrar, on plain paper, stating the name and address of the first holder, name(s) and address(es) of joint holder(s) (if any), the number of Equity Shares held, the number of equity shares offered and the distinctive numbers and folio number, together with the original share certificate(s), valid share transfer deeds and the original contract note(s) issued by the broker through whom they acquired their Equity Shares and/or such other documents as may be specified; Shareholders who have lodged their equity shares for transfer with the Target Company must also send the acknowledgement received, if any, from the Target Company towards such lodging of equity shares.
- b. **In the case of Equity Shares held in dematerialized form:** Name, address, number of Equity Shares held, number of Equity Shares offered, the Depository Participant (“DP”) name and the DP ID and beneficiary account number, together with a photocopy or counterfoil of the delivery instruction slip in “off-market” mode duly acknowledged by the DP for transferring the Equity Shares in favour of the Escrow Demat Account, the details of which are mentioned in above. Any shareholders tendering Equity Shares in dematerialized form should ensure that the Equity Shares are credited in the favour of the Escrow Demat Account during the Tendering Period of this Open Offer.

Shareholders who have sent their share certificates for dematerialisation should send a copy of the dematerialized request form duly acknowledged by their depository participant.

Alternatively, such Eligible Shareholders of the Target Company may download the Form of Acceptance-cum-acknowledgement in relation to this Open Offer annexed to the Letter of Offer from the SEBI website ([www.sebi.gov.in](http://www.sebi.gov.in)) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity Shares of the Target Company.

**7.8** The LOF along with a Form of Acceptance-cum-Acknowledgement would also be available at SEBI website i.e. [www.sebi.gov.in](http://www.sebi.gov.in) and Shareholders can also apply by downloading such forms from the said website.

### **7.9 Settlement Process**

- a) Where the number of Equity Shares offered for sale by the Shareholders are more than the Equity Shares agreed to be acquired by Acquirer, the Acquirer will accept the offer(s) received from the Shareholders on a proportionate basis, in consultation with the Manager to the Offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of Equity Shares from a Shareholder shall not be less than the minimum marketable lot or the entire holding, if it is less than the marketable lot.
- b) On closure of the Offer, reconciliation for acceptances shall be conducted by the Manager to the Offer and the Registrar to the Offer and the final list shall be provided to the Stock Exchange to facilitate settlement on the basis of Shares transferred to the Clearing Corporation.
- c) The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market. Selling Broker(s) should use the settlement number to be provided by the Clearing Corporation to transfer the Equity Shares in favour of Clearing Corporation.
- d) Once the basis of acceptance is finalised, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of shares to the escrow account which will be opened by the Acquirer.
- e) In case of partial or non-acceptance of orders or excess pay-in, demat shares shall be released to the securities pool account of the Selling Broker(s)/custodian, post which, the Seller Broker(s) would then issue contract note for the shares accepted and return the balance shares to the Shareholders.



- f) Unaccepted share certificate(s), transfer deed(s) and other documents, if any, will be returned by registered post at the registered Shareholders'/ unregistered owners' sole risk to the sole/ first shareholder/ unregistered owner. Equity Shares held in dematerialized form, to the extent not accepted, will be credited back to the beneficial owners' depository account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance or otherwise. It will be the responsibility of the Shareholders to ensure that the unaccepted shares are accepted by their respective DPs.
- g) It may be noted that the Equity Shareholders who have tendered Equity Shares in acceptance of the Offer shall not be entitled to withdraw such acceptance during the Tendering Period even if the acceptance of Equity Shares under the Offer and dispatch of Consideration gets delayed.

#### **7.10 Settlement of Funds/Payment Consideration**

- a) The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market and as intimated by the Clearing Corporation from time to time.
- b) The Company will transfer the consideration pertaining to the Offer to the Clearing Corporation's bank account through the Company's Brokers as per the secondary market mechanism, as per the prescribed schedule. For demat Equity Shares accepted under the Offer, the Clearing Corporation will make direct funds pay-out to the respective Eligible Shareholder(s). If bank account details of any Eligible Shareholder holding Equity Shares in dematerialized form are not available or if the fund transfer instruction is rejected by the Reserve Bank of India or relevant Bank, due to any reasons, then the amount payable to the Eligible Shareholder(s) will be transferred to the concerned Seller Members' for onward transfer to the such Eligible Shareholder holding Equity Shares in dematerialized form.
- c) In case of certain client types viz. NRI, foreign clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account. For this purpose, the client type details would be collected from the Depositories, whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the Designated Stock Exchange and the Clearing Corporation from time to time.
- d) For the Eligible Shareholder(s) holding Equity Shares in physical form, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account.
- e) Shareholders who intend to participate in the Offer should consult their respective Seller Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Seller Broker upon the Shareholders for tendering Equity Shares in the Offer (secondary market transaction). The Consideration received by the Shareholders from their respective Seller Broker, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Acquirer accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Public Shareholder.
- f) In case of delay/ non-receipt of any approval, SEBI may, if satisfied that non receipt of the requisite approvals was not attributable to any willful default, failure or neglect on the part of the Acquirer to diligently pursue such approval, grant extension of time for the purpose, subject to the Acquirer agreeing to pay interest to the Shareholders as directed by SEBI, in terms of regulation 18(11) of the SEBI (SAST) Regulations, 2011.
- g) Shareholders of the Target Company who are either non-resident Indians or Overseas Corporate Bodies and wish to tender their Equity Shares in this Open Offer shall be required to submit all the applicable Reserve Bank of India ("RBI") approvals (specific and general) which they would have obtained at the time of their acquisition of the Equity Shares of the Target Company. In the event such RBI approvals are not submitted, the Acquirer reserve the sole right to reject the Equity Shares tendered by such Shareholders in the Open Offer. This Open Offer is subject to receipt of the requisite RBI approvals, if any, for acquisition of Equity Shares by the Acquirer from NRIs and OCBs. While tendering the Equity Shares under the Open Offer, NRIs/OCBs/foreign shareholders will also be required to submit a Tax Clearance Certificate from Income Tax Authorities, indicating the amount of tax to be deducted by the Acquirer under the Income Tax Act, 1961 ('Income Tax Act'), before remitting the Consideration. In case the aforesaid Tax Clearance

Certificate is not submitted, the Acquirer will deduct tax at the rate as may be applicable to the category of the Shareholder under the Income Tax Act, on the entire Consideration amount payable to such Shareholder.

### **7.11 Rejection Criteria**

The Equity Shares tendered by Shareholders are liable to be rejected on the following grounds amongst others:

#### **For Shareholders holding Equity Shares in dematerialised form:**

- a) The Shareholder is not an Eligible Shareholder of the Company as of the Identified Date;
- b) If there is mismatch in the name (s) of holders/ order of the names in demat account from where shares are tendered and in the demat account as of Identified Date;
- c) Shares tendered over and above the holding as on the Identified Date.

#### **For Shareholders holding shares in physical form:**

- a) If the original share certificate(s) is/ are not enclosed or any other company's equity share certificate(s) are enclosed with the Tender Form instead of the Equity Share Certificate(s) of the Company;
- b) If the transmission of Equity Shares is not completed and the Equity Shares are not in the name of the Eligible Shareholders;
- c) If the Eligible Shareholders has bid the Equity Shares but the Registrar to the Offer does not receive the Equity Share Certificate(s)/ does not receive the Equity Share Certificate(s) within 2 (two) days from the Closing Date i.e. April 04, 2018 (by 5:00 PM);
- d) In case the signature in the Tender Form and Form SH-4 does not match as per the specimen signatures recorded with Company/ Registrar of the Company;
- e) In case the transfer form–SH4 is not witnessed.

## **8. COMPLIANCE WITH THE TAX REQUIREMENTS**

- a) As per the current provisions of the Income Tax Act, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if Securities Transaction Tax has been paid on the transaction. Securities Transaction Tax will be levied on and collected by a domestic stock exchange on which the equity shares are sold. Also, as per Budget announcement for 2018, a long-term capital gains tax of 10% if the gains exceed ₹ 100,000/- without allowing the benefit of indexation. Further, any gain realised on the sale of listed equity shares held for a period of 12 months or less, which are sold, will be subject to short term capital gains tax.
- b) Taxability of capital gain arising to a non-resident in India from the sale of equity shares shall be determined basis the provisions of the Income Tax Act or the Double Taxation Avoidance Agreement entered between India and country of which the non-resident seller is resident, subject to satisfaction of certain prescribed conditions.
- c) In case of Resident Public Shareholders – the Acquirer shall not deduct tax on the Consideration payable to resident Public Shareholders pursuant to the Offer.
- d) In case of Non-Resident Public Shareholders – the Acquirer will deduct income-tax at source at the applicable rates under the Income Tax Act on the Consideration payable to non-resident Public Shareholders pursuant to the Offer.
- e) In case of interest payments, if any, by the Acquirer for delay in payment of Offer Consideration or a part thereof, the Acquirer will deduct taxes at source at the applicable rates under the Income Tax Act.

**PUBLIC SHAREHOLDERS ARE ADVISED TO CONSULT THEIR TAX ADVISORS FOR TAX TREATMENT ARISING OUT OF THE PROPOSED OFFER THROUGH TENDER OFFER AND APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE. THE ACQUIRER DOES NOT ACCEPT NOR HOLD ANY RESPONSIBILITY FOR ANY TAX LIABILITY ARISING TO ANY PUBLIC SHAREHOLDER AS A REASON OF THIS OFFER.**

## **9. DOCUMENTS FOR INSPECTION**

Copies of the following documents will be available for inspection by Public Equity Shareholders at the registered office of the Acquirer on any working day (except Saturdays and Sundays and public holidays) between 10.00 A.M. to 3.00 P.M during the period from the date of commencement of the Tendering Period until the date of expiry of the Tendering Period.

1. MOU between Acquirer and Keynote Corporate Services Limited dated February 02, 2018.
2. Proposal letter of Registrar to the Offer i.e. Link Intime India Pvt. Ltd dated December 14, 2017 duly accepted by Acquirer.
3. Share Purchase Agreement dated January 22, 2018 entered into between the Acquirer the sellers.
4. PA as dated January 22, 2018 submitted to the Stock Exchanges.
5. Copy of the DPS published by the Manager to the Offer on behalf of the Acquirer on January 30, 2018.
6. Certificate dated December 08, 2017, issued by Shri Rajesh B. Pandya, (membership no. 33788), Partner of M/s. R. B. Pandya & Associates, Chartered Accountants, (Firm Registration No. 124399W) certifying the networth and adequacy of financial resources with Acquirer to fulfill the obligations under this Offer.
7. Letter dated January 25, 2018 from the Escrow Bank confirming the receipt of the cash deposit in the Escrow Account and a lien in favor of the Manager to the Offer.
8. Annual Report for financial years ending on March 31, 2015, March 31, 2016 and March 31, 2017 of the Target Company and limited reviewed financial results for the six months period ended on September 30, 2017.
9. Copy of the recommendation made by the committee of the independent directors of the Target Company
10. SEBI observation letter no. SEBI/HO/CFD/DCR2/7093/1/2018 dated March 07, 2018 on the LOF.

## **10. DECLARATION BY THE ACQUIRER**

1. Unless stated otherwise, the Acquirer accept full responsibility for the information contained in the LOF, including the attached form of acceptance cum acknowledgement (other than such information relating to the Target Company particularly which has been obtained from public sources in regard to financials and stock market data and sellers or the Target Company).
2. The Acquirer accepts full responsibility for their obligations under the Offer and shall be responsible for ensuring compliance with the SEBI (SAST) Regulations.
3. The Manager to the Offer hereby states that the person signing this LOF is the Acquirer / duly authorized person to sign this Letter of Offer.

**For and on behalf of Acquirer**

Sd/-

**Ashwani Kumar Singh**

Acquirer

**Place: Mumbai**

**Date: March 08, 2018.**

**Encl.: Form of Acceptance-Cum-Acknowledgement**

**Share transfer form (only to Shareholders holding Equity Shares in physical form)**

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**FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT (FOA)  
(FOR EQUITY SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM)**

**(All terms and expressions used herein shall have the same meaning as described thereto in the Letter of Offer)**

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION  
(Please send this Form of Acceptance with enclosures to the Registrar to the Offer)**

<b>OFFER OPENS ON:</b>	Friday, March 23, 2018.
<b>OFFER CLOSES ON:</b>	Monday, April 09, 2018.

**Please read the Instructions overleaf before filling-in this Form of Acceptance**

FOR OFFICE USE ONLY	
Acceptance Number	
Number of Equity Shares Offered	
Number of Equity Shares accepted	
Purchase Consideration (₹)	
Cheque/Demand Draft/Pay Order No.	

Status (Please tick appropriate box)					
<input type="checkbox"/>	Individual.	<input type="checkbox"/>	FII	<input type="checkbox"/>	Insurance Co
<input type="checkbox"/>	Foreign Co.	<input type="checkbox"/>	NRI/OCB	<input type="checkbox"/>	FVCI
<input type="checkbox"/>	Body Corporate	<input type="checkbox"/>	Bank/FI	<input type="checkbox"/>	Pension/PF
<input type="checkbox"/>	VCF	<input type="checkbox"/>	Partnership/LLP	<input type="checkbox"/>	Others (specify)

<i>Please insert name, address and other details of Equity Shareholder/ Beneficiary Owner</i>		
<b>From:</b>		
<b>Tel. No.:</b>	<b>Fax No.:</b>	<b>Email:</b>

**To,**  
The Acquirer  
C/o Link Intime India Private Limited  
C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083.

**Sub.: Open Offer for acquisition up to 28,69,022 Equity Shares of Face Value ₹ 1/- each of Centerac Technologies Limited (the 'Target Company') representing 26.00% of the Voting Equity Share Capital of the Target Company at a price of ₹ 1/- (Rupee One only) per Equity Share by Mr. Ashwani Kumar Singh ("Acquirer") under SEBI (SAST) Regulations, 2011.**

Dear Sir,

1. I/We refer to the Letter of Offer dated March 08, 2018, for acquiring the Equity Shares held by me/us in of Centerac Technologies Limited. I/We, the undersigned, have read the Letter of Offer and understood its contents including the terms and conditions as mentioned therein.
2. I/We, unconditionally Offer to sell to the Acquirer the following Equity Shares in the Target Company held by me/ us at a price of ₹ 1/- (Rupee One Only) per Equity Share.
3. Details of Equity Shares held and tendered/ offered under the offer:

<b>Ledger Folio No.....Number of share certificates attached..... Representing</b> ..... Equity Shares
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Sr. No.	Share Certificate No.	Distinctive Nos.		No. of Equity Shares
		From	To	
1.				
2.				
3.				
<b>Total No. of Equity Shares</b>				

In case the number of folios and share certificates enclosed exceed 3 nos., Please attach a separate sheet giving details in the same format as above.

4. I/We authorize the Acquirer to accept the Equity Shares so offered or such lesser number of Equity Shares that the Acquirer may decide to accept in consultation with the Manager to the Offer and in terms of the said Letter of Offer and I/we further authorize the Acquirer to apply and obtain certificate(s) as may be deemed necessary by them for the said purpose. I further authorize the Acquirer to return to me/ us, Equity Share in respect of which the Offer is not found/ not accepted, specifying the reasons thereof.
5. I/ We also note and understand that the shares/ Original Share Certificate(s) and Transfer Deed(s) will be held by the Registrar to the Offer in trust for me / us till the date the Acquirer makes payment of Consideration or the date by which Shares/ Original Share Certificate(s), Transfer Deed(s) and other documents are dispatched to the shareholders, as the case may be.
6. I/ We hereby warrant that the Equity Shares comprised in this Tender Offer are offered under open Offer free from all liens, equitable interest, charges and encumbrance.
7. I/We declare that there are no restraints/injunctions or other covenants of any nature which limits/restricts in any manner my/ our right to tender Equity Shares under the Open Offer and that I/ We am/are legally entitled to tender the Equity Shares.
8. I/ We agree that the Acquirer will pay the Offer Price as per the Stock Exchange mechanism.
9. Details of the other Documents (duly attested) (Please V as appropriate, if applicable)enclosed:

	Power of Attorney		Previous RBI approvals for acquiring the Equity Shares of Centerac Technologies Limited hereby tendered in the Open Offer
	Death Certificate		Succession Certificate
	Self-attested copy of PAN Corporate authorizations		Corporate authorizations
	Others (please specify):		

10. Equity Shareholders Details:

	1 <sup>st</sup> / Sole holder	Joint holder 1	Joint holder 2	Joint holder 3
<b>Full Name(s)</b>				
PAN				
Address of the 1st / Sole holder				
Telephone of 1st / Sole holder e-mail id of 1st / Sole				
Signature(s)*				

\*Corporate must also affix rubber stamp and sign.

**Bank Details**

So as to avoid fraudulent encashment in transit, and also to enable payment through ECS the shareholder(s) may, at their option, provide details of bank account of the first / sole shareholder and the Consideration cheque or demand draft will be drawn accordingly.

I / We permit the Acquirer or the Manager to the Offer to make the payment of Consideration through Electronic Clearance Service (ECS) of the Reserve Bank of India based on the Bank Account Details provided below and a photo copy of cheque is enclosed.

Savings/Current/(Others; please specify): \_\_\_\_\_

Name of the Bank Branch: \_\_\_\_\_

Account Number: \_\_\_\_\_ IFSC Code of Bank \_\_\_\_\_

The Permanent Account Number (PAN No.) allotted under Income Tax Act, 1961 is as below:

	1 <sup>st</sup> Shareholder	2 <sup>nd</sup> Shareholder	3 <sup>rd</sup> Shareholder
PAN / GIR No.			

Yours faithfully,

Signed and Delivered:

	FULL NAME (S) OF THE HOLDERS	SIGNATURE (S)*
First/Sole Shareholder		
Joint Holder 1		
Joint Holder 2		

\*Corporate must also affix rubber stamp and sign.

**INSTRUCTIONS:**

1. This Offer will open on Friday, March 23, 2018 and close on Monday, April 09, 2018.
2. This Form of Acceptance has to be read along with the LOF and is subject to the terms and conditions mentioned in the LOF and this Form of Acceptance.
3. Eligible Persons who wish to tender their Equity Shares in response to this Open Offer should submit the following documents to the selling member, who in turn would deliver the said documents along with the Transaction Registration Slip (TRS) to the RTA:
4. Eligible Persons should also provide all relevant documents in addition to above documents which may include (but not limited to):
  - a) The relevant Form of Acceptance duly signed (by all Equity Shareholders in case shares are in joint names) in the same order in which they hold the shares.
  - b) Original share certificates.
  - c) Copy of the Permanent Account Number (PAN) Card.
  - d) Transfer deed (Form SH-4) duly signed (by all Equity Shareholders in case shares are in joint names) in the same order in which they hold the shares.
  - e) A self-attested copy of address proof consisting of any one of the following documents i.e., valid Aadhaar Card, Voter Identity Card, Passport or driving license.
5. All documents / remittances sent by or to Eligible Persons will be at their own risk and the Eligible Persons are advised to adequately safeguard their interests in this regard.
6. All documents as mentioned above shall be enclosed with the valid Form of Acceptance otherwise the shares will be liable for rejection. The shares shall be liable for rejection on the following grounds amongst others:
  - a) If share certificates of any other company are enclosed with the Form of Acceptance instead of the share certificate of the Company;
  - b) Non-submission of notarized copy of death certificate / succession certificate / probated/Will, as applicable in case any Eligible Person has deceased.
  - c) If the Eligible Person(s) bid the shares but the Registrar does not receive the share certificate; or
  - d) In case the signature in the Form of Acceptance and Form SH-4 doesn't match as per the specimen signature recorded with the Target Company /Registrar.

**Acknowledgement Slip**  
**SHARES IN PHYSICAL FORM**

Open Offer to the public Shareholders of Centerac Technologies Limited (“Target Company”) by Mr. Ashwani Kumar Singh (“Acquirer”).

Received from Mr./ Ms. ....

Ledger Folio No..... Number of Share certificate enclosed..... under the Letter of Offer dated March 08, 2018. FOA, Transfer deeds and Original Share Certificates as detailed hereunder:

Sr. No.	Share Certificate No.	Distinctive No.(s)		No.(s) of Equity Shares
		From	To	
1.				
2.				
3.				
<b>Total No. of Equity Shares</b>				

Stamp of Registrar to the Offer:		Signature of the Official:		Date of Receipt:	
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**Note: All future correspondence, if any, should be addressed to the Registrar to the Offer at the following address:**

**C/o Link Intime India Private Limited**  
C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400 083.  
**Tel No.:** +91 22 49186200 ,**Fax No.:** + 91 22 49186195,  
**E-mail:** [centerac.openoffer@linkintime.co.in](mailto:centerac.openoffer@linkintime.co.in), **Website:**[www.linkintime.co.in](http://www.linkintime.co.in)  
**Contact Person** – Mr. Sumeet Deshpande.

Business Hours (Except Public Holidays): Monday to Friday: 9:30 a.m. to 5:30 p.m. and on Saturday: 9:30 a.m. to 1:30 p.m.