

19TH ANNUAL REPORT
2011-2012

CENTERAC TECHNOLOGIES LIMITED
(Formerly EZ-COMM TRADE TECHNOLOGES LIMITED)

Optimising business processes

C O N T E N T S

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COMPANY INFORMATION

BOARD OF DIRECTORS:

MR. SANJIV KHANDELWAL
(Chairman & Managing Director)
MRS. SHILPA KHANDELWAL
MR. KHUSHROW SHIAVAX PATEL
MR. MOHAN JAYAKAR

AUDITORS:

MESSRS. A. J. MEHTA & ASSOCIATES
CHARTERED ACCOUNTANTS
SHAHVIRI BUILDING, 1ST FLOOR,
PICKET ROAD, MUMBAI – 400 002

BANKERS:

ABN-AMRO BANK
CORPORATION BANK
HDFC BANK
STATE BANK OF INDIA – SILVASSA
UNION BANK OF INDIA
THE BANK OF RAJASTHAN LTD.

REGISTERED OFFICE:

4TH FLOOR, DOULATRAM MANSION
RAMBHAU SALGAONKAR MARG
COLABA, MUMBAI – 400 005

TEL: 91-22-2282 5252

FAX: 91-22-2202 3563

E-MAIL: mail@ezcommindia.com

WEBSITE: www.ezcommindia.com and www.yarnsandfibers.com

SHARE TRANSFER AND DEMAT REGISTRARS:

M/S LINK INTIME INDIA PRIVATE LIMITED
C-13, PANNALAL SILK MILLS COMPOUND
L. B. MARG, BHANDUP (W)
MUMBAI – 400 078
Tel.: 022 – 25923837

NOTICE

Notice is hereby given that the **Nineteenth Annual General Meeting** of the members of **Centerac Technologies Limited** (Formerly EZ-COMM Trade Technologies Limited) will be held on Saturday 29th September, 2012 at 9.30 a.m at the Registered Office of the Company at 4th Floor, Doulatram Mansion, Rambhau Salgaonkar Marg, Colaba, Mumbai – 400 005 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at 31st March 2012 and the Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Mohan Jayakar, who retires by rotation and being eligible, offers himself for re-appointment.
3. **To appoint M/s. Bansi S Mehta & associates, Chartered Accountants, Mumbai in place of resigning auditors M/s A. J. Mehta & Associates, Mumbai, as the Auditors of the Company until the conclusion of the next Annual General Meeting and to fix their remuneration.**

By order of the Board of Directors

Sd/-

Sanjiv Khandelwal

Chairman and Managing Director

Mumbai:

Registered Office:

4th Floor, Doulatram Mansion
Rambhau Salgaonkar Marg
Colaba, Mumbai – 400 005

NOTES:

1. **A member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and vote instead of himself and a proxy need not be a member. The proxy from, in order to be effective, must however be deposited at the Registered Office of the Company, not less than forty-eight hours before the commencement of the meeting.**
2. The Register of Members and Share Transfer Books will remain closed through between 25.09.2012 to 29.09.2012 (both days inclusive).
3. Members are requested to sign at the place provided for the attendance slip annexed to the Proxy Form and hand over the slip at the entrance to the place of the meeting.
4. Members who hold shares in dematerialised form are requested to bring their client ID and DP ID numbers for easier identification of attendance at the meeting.
5. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of the Annual Report to the meeting.

DIRECTORS' REPORT

Your Directors have pleasure in presenting the Nineteenth Annual Report together with the Audited Statement of Accounts for the year ended the 31st March 2012.

Financial Results: (in Rs.)	<u>Year ended</u> <u>31-03-2012</u>	<u>Year ended</u> <u>31-03-2011</u>
	In Rupees	In Rupees
Revenue from Operations	26,521,383.08	5,948,601.00
Profit Before Exceptional and Extraordinary Items	5,633,808.37	1,261,501.18
Exceptions Items	Nil	Nil
Profit Before Extraordinary Items	5,633,808.37	1,261,501.18
Extraordinary Items	(734,449.85)	Nil
Profit before Tax	4,899,358.52	1,261,501.18
Less : Tax Expenses		
Current Tax	1,900,000.00	Nil
Deferred Tax (Net)	269,320.00	394,788.00
PROFIT/(LOSS) after tax	3,268,678.52	1,656,289.18
	=====	=====

Change of Name

During the year under review the Company has changed its name from Ez-Comm Trade Technologies Limited to Centerac Technologies Limited vide fresh certificate consequent to change of name issued by the Ministry of Corporate Affairs on 11th June, 2012.

Income, Activities & Operations:

During the year, the Company earned Rs.26,521,383.08 as sales income and Rs.446,478.51 as other income and was able to make a profit of Rs.3,268,678.52 as against the profit of Rs.1,656,289.18 in the previous year and the Company expects good returns in the coming years.

Dividend:

The Directors do not recommend any dividend.

Public Deposits:

The Company has not accepted any Deposit within the meaning of Section 58A of The Companies Act, 1956 and the rules made thereunder during the year.

Directors:

Mr. Mohan Jayakar retires by rotation and being eligible, offers himself for re-appointment.

Directors' Responsibility Statement:

Pursuant to the requirement under Section 217 (2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- (i) That in the preparation of the accounts for the financial year ended 31st March 2012, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) That the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that were fairly reasonable and prudent so as to give a true and fair view of the state of affairs of the Company for the year under review;
- (iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) That the Directors have prepared the accounts for the financial year ended 31st March 2012 on a 'going concern' basis.

Particulars of Employees:

The Company has not paid any remuneration attracting the provision of Companies (Particulars of Employees) Rules, 1975 read with Section 217(2A) of the Companies Act, 1956, as amended. Hence, there is no requirement to append any information to this report in this regard.

Particulars of Energy Conservation, Technology absorption & Foreign Exchange Earnings and outgo:

Since the Company has ventured into the e-commerce and software development business and there are no manufacturing activities, there are no particulars relating to conservation of energy and technology absorption.

The following foreign exchange earnings and outgo were there during the year:

(A) Earnings in Foreign Currency (on accrual basis)

		Year ended March 31, 2012	Year ended March 31, 2011
a)	Sale of E-business Reports	1,67,709	Nil
	Sale of E-business Membership	23,57,430	Nil
	Fees for preparation of Special Projects	8,27,886	8,16,231
	Fees for preparation of Special Projects – Mobile Applications	11,50,406	Nil

(B) CIF Value of Imports and Expenditure in Foreign Currency (on accrual basis)

		Year ended March 31, 2012	Year ended March 31, 2011
a)	C. I. F. Value of Imports	NIL	NIL
b)	Expenditure in Foreign Currencies (on accrual basis)		
	Travelling Expenses	2,41,635	Nil
	Business Promotion Expenses	42,107	Nil
	Hosting Charges	4,28,223	7,875
	Membership & Subscription	95,068	Nil

Auditors:

M/s A. J. Mehta & Associates, Chartered Accountants, Mumbai, the Auditors of the Company have expressed their inability to continue as Auditors of the Company. The Board of Directors propose to appoint M/s. Bansilal S Mehta & Associates, Chartered Accountants Mumbai as Auditor of the Company in place of the resigning auditors. The Company has received letters from the new auditors to the effect that their appointment, if made, would be within the prescribed limits under Section 224 (1-B) of the Companies Act, 1956. The Board recommends their re-appointment.

Auditors' Report:

The Auditors' Report is attached to the Balance Sheet as at 31st March 2012. The comments of the auditors to the accounts referred to in the Auditors' Report are self-explanatory.

Scheme of Amalgamation

In accordance with the Scheme of Arrangement and Amalgamation Scheme ("the Scheme") as approved by the Hon'ble Bombay High court vide Order dated 09-05-2012, the paid up capital of the Company has been reduced from ` 508.20 lakhs to ` 50.82 lakhs by writing off ` 9/- per share which had been wiped out due to accumulated losses of the Company. Further, as per the Scheme, the balance accumulated losses have been adjusted against share Forfeiture Account to the extent of ` 40,000/- and ` 34,21,252/- against the balance in the General Reserve. Further, in terms of the Scheme, the paid up value per equity share of the Company has been reduced from ` 10/- per share to ` 1/- per share with effect from appointed date i. e. 1st August, 2010.

Listing:

The Equity Shares of the company are listed on The Stock Exchange, Mumbai, The Stock Exchange, Ahmedabad and The Delhi Stock Exchange Association.

The company's shares are tradable compulsorily in electronic form and the company has established connectivity with both the depositories, i.e. Central Depository Services (India) Ltd. & National Securities Depository Ltd.

The company has also appointed M/s LINK INTIME INDIA PRIVATE LIMITED as its Share Transfer and Depository Registrars. Shareholders are requested to send the matters relating to share transfers and/ or dematerialisation to the Company Registrars. In view of the numerous advantages offered by the depository system, members are requested to avail of the facility of dematerialisation of the company's shares on either of the Depositories as aforesaid.

Corporate Governance:

In line with the guidelines stipulated by the Securities and Exchange Board of India (SEBI) Committee on Corporate Governance, adequate steps have been taken to ensure that most of the provisions of Clause 49 of the Listing Agreement are duly complied with.

A separate report on corporate governance is included/ attached as part of the Annual Report. The Auditors' Certificate confirming Compliance of Conditions of Corporate Governance is included in the said Corporate Governance Report. The Company is soon to induct more Directors.

Acknowledgement:

The Directors record their thanks to all the shareholders, banks for their co-operation. The Directors also acknowledge the co-operation received from officers and staff of the Company.

For and on behalf of the Board of Directors

Mumbai
Dated:

**Sd/-
Sanjiv Khandelwal
Chairman and Managing Director**

Management Discussion & Analysis Report

Industry Structure & Development

The Indian IT industry growth was normal during the year

However, in the course of the last decade, India's IT software industry has scripted one of the most amazing success stories by contributing very substantially to India's flourishing forex reserves and to employment, alongwith radically altering the country's image and standing amongst nations.

Opportunities & Threats

IT, when appropriately used, has proven to be of immense benefit in increasing efficiency, cutting costs, improving decision-making and providing better customer service. There are document case studies on how IT has helped reduce inventories, cut down time-to-market, and generally improved the bottom-line of companies.

As an enabler and enhancer, IT is clearly a major productivity too. India's software expertise has helped foreign companies – and countries – to become more competitive. So far, most of this has been to companies / countries that are not in direct competition with Indian companies or India. It would, indeed, be ironical if Indian software expertise were to enhance a competitor's productivity, and help it overtake Indian companies. (Source: NASSCOMM report)

Risk and Concerns

Technology Obsolescence

CENTERAC manages potential operational risks by adopting continuous technological upgradation of technologies and systems.

Intellectual Property

Although the Company takes adequate precautions to protect its Intellectual Property (IP), it faces the risk of others using and gaining from its IP.

Insurance

The Company needs to consider insurance of its assets and operations against a wide range of risks as part of its overall risk management strategies. The management is now considering the same.

Internal Controls

CENTERAC has proper and adequate system of internal controls to ensure that all assets are safeguarded, and protected against loss from unauthorised use or disposition, and that transactions are authorised, recorded and reported correctly.

The internal control systems are supplemented by an extensive programme of internal audits, reviews by management, and documented policies, guidelines and procedures. The internal control systems are designed to ensure that the financial and other records are reliable for preparing financial statements and other data, and for maintaining accountability of assets.

Discussions on Financial Performance with respect to operational Performance:

During the year, the Company earned Rs.26,521,383.08 as sales income and Rs.446,478.51 as other income and was able to make a profit of Rs.3,268,678.52 as against the profit of Rs.1,656,289.18 in the previous year and the Company expects good returns in the coming years.

Material Development in Human Resources / Industrial Relations:

Company hires the best talent from anywhere in the country to attract the best people that it needs for its services. The Company has well designed training programme to take care of the training needs of the professionals to keep them abreast of the new technologies changes.

The Company enjoys healthy relations with its customers, investors, employees, banks, and various state and central government departments. To offer the most cost-effective solutions to the overseas existing clients and also to capture new clients, the Company also recruits highly skilled technical persons from reputed institutes.

Cautionary Statement

Statements in the Management Discussion and Analysis describing the Company's objectives, projections estimates, and exceptions may be "forward looking statements" within the meaning of applicable laws and regulations. These statements are based on certain assumptions and expectations of future events. Actual results may differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/ supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government regulations, tax laws and other statutes and other incidental factors. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

CORPORATE GOVERNANCE REPORT

I. PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance enshrines the goal of achieving the highest levels of transparency, accountability and equity in all spheres of its operations and in all its dealings with the shareholders, employees, the Government and other parties. Your Company believes the Code on Corporate Governance provides a structure by which the rights and responsibilities amongst different participants in the organization, such as the Board, employees and shareholders are distributed. In carrying this out, it helps to ensure that the Company's objectives are well defined and performance against those objectives are adequately measured and monitored. Your Company believes that all its operations and actions must serve the underlying goal of boosting overall shareholder value, over a sustained period of time.

In so far as compliance of Clause 49 of the Listing Agreement with the Stock Exchanges is concerned, the Company has complied in most material respects with the requirements of Corporate Governance specified in the Listing Agreement with the Mumbai, Ahmedabad and Delhi Stock Exchanges.

II. BOARD OF DIRECTORS

A. Composition of the Board:

As on 31st March 2012, the Board of Directors of Centerac Technologies Limited comprises the Chairman, Mr. Sanjiv Khandelwal, who is an executive director and a promoter. Besides, there are three non-executive directors viz. Mr. Mohan Jayakar, Mr. Kushrow Shiavax Patel who are Independent Directors and Mrs. Shilpa Khandelwal. The Non Executive Directors is eminent professionals with wide range of knowledge and experience in business, industry. The composition of the Board and other relevant details relating to Directors are given below: