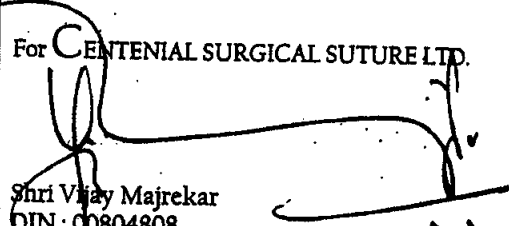
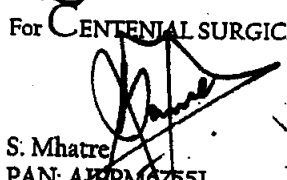
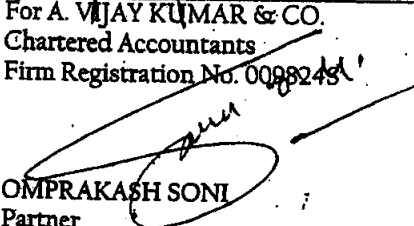
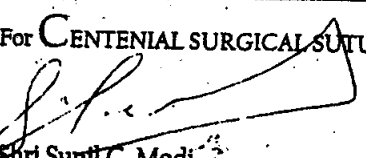


# सेंटिनियल सर्जिकल सचुर लि.

रजि. ऑफिस : एच- २९, एम. आय. डी. सी. मुरबाद, ठाणे ४२१४०१  
मैंगुकेवरींग पॅसेसिटी : सी-१४, एम. आय. डी. सी. मुरबाद, ठाणे ४२१४०१  
TEL : +(2524) 222905 FAX : 91 222 417 1261  
CIN : L99999MH1995PLC089759  
E-mail : admin@centenialindia.com www.centenialindia.com

## FORM A Covering letter of the Annual Audit Report (to be filed with the Stock Exchange)

1.	Name of the company	CENTENIAL SURGICAL SUTURE LTD. Registered Office : F-29, MIDC, Murbad, Thane 421401, MAHARASHTRA. Scrip Code : 531380
2.	Annual financial statements for the year ended	March 31, 2014
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	N.A.
5.	To be signed by-	
	Chief Executive Officer / Managing Director	For CENTENIAL SURGICAL SUTURE LTD.  Shri Vijay Majrekar DIN : 00804808
	Chief Financial Officer	For CENTENIAL SURGICAL SUTURE LTD.  S. Mhatre PAN: AJBPM675J
	Auditor of the Company	For A. VIJAY KUMAR & CO. Chartered Accountants Firm Registration No. 0098245  OMPRAKASH SONI Partner Membership No.: 016090
	Audit Committee Chairman	For CENTENIAL SURGICAL SUTURE LTD.  Shri Sumit C. Modi DIN : 03103966

**CENTENIAL**  
SURGICAL SUTURE LTD.

REGISTERED OFFICE: F-29, MIDC, MURBAD, THANE 421401, MAHARASHTRA.  
TEL : +(2524) 222905 FAX : 91 222 417 1261





*Annual Report*  
*2013 - 2014*

 **CENTENIAL**  
SURGICAL SUTURE LTD.



# CENTENIAL SURGICAL SUTURE LTD.

## Notice

NOTICE is hereby given that the 19<sup>th</sup> Annual General Meeting of the members of CENTENIAL SURGICAL SUTURE LTD., will be held on Monday, 29<sup>th</sup> September, 2014 at 10.30 a.m. at Murbad Manufacturers Association, X-27, MIDC, Murbad, Thane 421401 Maharashtra to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2014 and Statement of Profit & Loss for the financial year 1<sup>st</sup> April, 2013 to 31<sup>st</sup> March, 2014 together with the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Shri Vijay Majrekar [DIN – 00804808] who retires by rotation and, being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139 of the Companies Act, 2013 read with Rule 6 of the Companies (Audit and Auditors) Rules, 2014, the retiring Auditors, Messrs A. Vijay Kumar & Co., Chartered Accountants (ICAI Firm Registration No.009824S), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 23<sup>rd</sup> Annual General Meeting of the Company to be held in the year 2018 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out of pocket expenses, ect as may be mutually agreed between the Managing Director of the Company and the Auditors”.

### SPECIAL BUSINESS

4. **To appoint Shri Sunil C. Modi [DIN:03103966] as an Independent Non-Executive Director :**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification (s) or re-enactment thereof, for the time being in force), Shri Sunil C. Modi [DIN:03103966], Independent Non-Executive Director of the Company in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as Independent Non-Executive Director of the Company to hold office up to 31<sup>st</sup> March, 2019.”

5. **To appoint Shri Bhushan S. Limaye [DIN : 00804930] as an Independent Non-Executive Director :**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149 & 152 read with Schedule IV & other applicable provisions of the Companies Act, 2013 & the Companies (Appointment and Qualification of Directors) Rules, 2014 & Clause 49 of the Listing Agreement (including any statutory modification (s) or re-enactment thereof, for the time being in force), Shri Bhushan S. Limaye [DIN : 00804930], Independent Non-Executive Director of the Company in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as Independent Non-Executive Director of the Company to hold office up to 31<sup>st</sup> March, 2019.”

6. **To appoint Shri Jagadish B. Shetty [DIN: 00731896] as an Independent Non-Executive Director**

“RESOLVED THAT pursuant to the provisions of Sections 149 & 152 read with Schedule IV & other applicable provisions of the Companies Act, 2013 & the Companies (Appointment and Qualification of Directors) Rules,

# CENTENIAL SURGICAL SUTURE LTD.

2014 and Clause 49 of the Listing Agreement (including any statutory modification (s) or re-enactment thereof, for the time being in force), Shri Jagadish B. Shetty [DIN: 00731896], Independent Non-Executive Director of the Company in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as Independent Non-Executive Director of the Company to hold office up to 31<sup>st</sup> March, 2019.”

**7. To appoint Shri Devraj T. Poojary [DIN: 02041726] as an Executive Director**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Ordinary Resolution:

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197, Schedule V to the Companies Act, 2013 (corresponding to sections 198, 269, 309 of the Companies Act, 1956, Schedule XIII of the Companies Act, 1956 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), (hereinafter referred to as “the said Act”) the consent of the Company is hereby accorded to the appointment of Shri Devraj T. Poojary [DIN: 02041726], who was appointed as an “Executive Director ” of the Company by the Board of Directors with effect from 1<sup>st</sup> February, 2014 under the Articles of Association of the Company, for a period of Three years on the terms and conditions of appointment and remuneration as mentioned in detail in Explanatory Statement, a copy whereof initialled by the Chairman for the purpose of identification is placed before the meeting, and the Board of Directors be and is hereby authorised to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013 (corresponding to Schedule XIII to the Companies Act, 1956), as may be agreed to by the Board of Directors and Shri Devraj T. Poojary [DIN: 02041726].”

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay Shri Devraj T. Poojary [DIN: 02041726] remuneration, perquisites, benefits and amenities not exceeding the ceiling laid down in Schedule V of the Companies Act, 2013 as may be decided by the Board of Directors, subject to necessary sanctions and approvals.

**RESOLVED FURTHER THAT** the Board hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**8. To create charges on the assets of the Company**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 180 (1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under, including any amendment, modification, variation or re-enactment thereof, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “The Board” which term shall be deemed to include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) to mortgage / charge and / or also to create liens and all other encumbrances of whatsoever nature on all or any of the Company’s immovable and movable properties, tangible and intangible, and the whole or substantially the whole of all or any of the undertakings of the Company, where-so-ever situate, present and future, together with power to take over the management of the business and concern of the Company in certain events, in such form and in such manner as the Board may think fit and proper, in favour of Banks / Institutions / other lenders / trustees of the holders of securities, issued / to be issued from time to time in one or more tranches, to secure the principal amount of moneys borrowed / to be borrowed pursuant to borrowing power of the Board, together with interest, compound interest, premium on redemption and all costs, charges and expenses and all other moneys as may become due and payable by the Company, in that behalf and to vary or modify existing mortgages, charges, hypothecation, encumbrances and lien as the case may be, from time to time, in such manner and in such form on all or any of the properties or part of any of the property and the undertakings of the Company, both present and future, as may be decided by the Board and as agreed to by the said banks / institutions / other lenders / trustees of the holders of securities issued/ to be issued by the Company.

# CENTENIAL SURGICAL SUTURE LTD.

RESOLVED FURTHER THAT the Board be and is hereby authorized to sign and execute all such documents, deeds and writings and to do all such acts, deeds, matters and things as may be necessary, expedient and incidental thereto for giving effect to this resolution.

## 9. To approve borrowing limits of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180 (1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under, including any amendment, modification, variation or re-enactment thereof and the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow, from time to time, such sum or sums of money as they may deem necessary for the purpose of the business of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) and remaining outstanding at any point of time will exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose; provided that the total amount up to which monies may be borrowed by the Board of Directors of the Company and which shall remain outstanding at any given point of time shall not exceed Rs.20.00 Crores (Rupees Twenty Crores Only).

RESOLVED FURTHER THAT the Board be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such borrowings, from time to time, viz. terms as to interest, repayment, security or otherwise as it may deem fit and to sign and execute all such documents, deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred to any Committee of Directors and / or Director(s) and / or Officer(s) of the Company, to give effect to this resolution."

## 10. To ratify remuneration payable to Cost Auditor for the financial year 2014 – 2015.

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. S.S. MANI and Company, Cost Accountants (Firm Registration Number 000412) appointed as the Cost Auditors of the Company for audit of the cost accounting records of the Company for the financial year ending 31<sup>st</sup> March, 2015, be paid remuneration amounting to Rs.75,000.00 (Rupees Seventy Five Thousand Only) plus Service Tax as applicable.

RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution".

By Order of the Board of Directors  
For CENTENIAL SURGICAL SUTURE LTD.  
Sd/-

Vijay Majrekar  
Managing Director  
DIN : 00804808

Mumbai, August 13, 2014

### Registered Office:

F-29, MIDC, Murbad, Thane 421401. Maharashtra.

Corporate Identification Number: L99999MH1995PLC089759

Email : [admin@centenialindia.com](mailto:admin@centenialindia.com) :: Website : [www.centenialindia.com](http://www.centenialindia.com)

Tel: (2524) 222905 Fax : (2524) 222872

# CENTENIAL SURGICAL SUTURE LTD.

---

## NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. SUCH A PROXY / PROXIES NEED NOT BE MEMBER(S) OF THE COMPANY. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of total share capital of the Company. A member holding more than ten percent, of total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other member.
2. Every member entitled to vote at the Annual General Meeting of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning twenty four hours before the time fixed for the commencement of the Annual General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than 3 (three) days in writing of the intentions to inspect the proxies lodged shall be required to be provided to the Company.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. Members attending the 19<sup>th</sup> Annual General Meeting (AGM) of the Company are requested to bring their copy of this Annual Report. Members are requested to hand over the Attendance Slip, duly filled in and signed in accordance with their specimen signature(s) registered with the Company for admission to the AGM hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID Numbers for identification.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting.
7. The Company has notified closure of Register of Members and Share Transfer Books from Monday, 22<sup>nd</sup> September, 2014 to Monday, 29<sup>th</sup> September, 2014 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
8. Brief profile of Directors proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold Directorships and memberships / Chairmanships of Board Committees, shareholding and relationships between Directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.
9. A Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
10. The Ministry of Corporate Affairs, New Delhi (MCA) has taken a "Green Initiative" by permitting paperless compliance by companies vide its Circular No. 17/2011 dated 21.04.2011 and Circular No.18/2011 dated 29.04.2011 after considering certain provisions of the Information Technology Act, 2000 and has clarified that the service of documents by a company can be made through electronic mode instead of sending physical copy of document(s). In case, you desire to receive the aforesaid documents in electronic mode in lieu of physical mode, kindly update your E-Mail ID with RTA.
11. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, this Notice and the Annual Report of the Company



## CENTENIAL SURGICAL SUTURE LTD.

---

for the financial year 2013 - 2014 are being sent by e-mail to those Members who have registered their e-mail address with the Company's Registrars and Share Transfer Agents (RTA) (in respect of shares held in physical form) or with their Depository Participants (DPs) (in respect of shares held in electronic form) and made available to the Company by NSDL and CDSL.

12. Members holding shares in electronic form may note that as per the regulations of NSDL and CDSL, the Company is obliged to print the details on the dividend warrants as furnished by these Depositories i.e. bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its RTA cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised by the members only to their DPs.
13. Members are advised to register/update their address, e-mail addresses to their DPs in case of shares held in electronic forms and to the Company's RTA in case of shares held in physical form for receiving all communications, including Annual Report, Notices, Circulars, etc. from the Company.
14. Members desiring any relevant information on accounts at the 19<sup>th</sup> Annual General Meeting are requested to write to the Company well in advance to ensure that such requests reach the Company's registered office at least 7 days before the date of the 19<sup>th</sup> Annual General Meeting, so as to enable the Company to keep the information ready.
15. Entry to the venue will be strictly regulated by the attendance slip which is annexed to the proxy form. Members are requested to produce the attendance slip duly signed along with photo identity proof i.e. Pan Card / Driving licence / Passport Copy, if any, at the entrance of venue.
16. Members holding shares in physical form and desirous of making a nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 read with Rule 19 of Companies (Share Capital and Debentures) Rules, 2014, may fill SH-13 and send the same to the office of RTA of the Company. In case of shares held in dematerialized form, the nomination / change in nomination should be lodged with their DPs.
17. Members, who hold shares in:
  - a. Multiple De-mat accounts and/ or
  - b. One or more folios in physical form are advised to consolidate their holdings in single De-mat account.
18. Members are requested to correspond with RTA for all matters relating to shareholding in the Company.
19. Members please note that as a measure of economy, copies of the 19<sup>th</sup> Annual Report will not be distributed at the 19<sup>th</sup> Annual General Meeting venue.
20. Prevention of Frauds: You are advised to exercise due diligence and notify your DP of any change in address, stay abroad or demise of any shareholder as soon as possible. Do not leave your Demat account dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
21. Confidentiality of Security Details: Do not disclose your Folio Nos. / DP ID / Client ID to unknown persons. Do not hand over signed blank transfer deeds, delivery instruction slips to any unknown persons.
22. Dealing of Securities with Registered Intermediaries: Members must ensure that they deal with only SEBI registered intermediaries and must obtain a valid contract note / confirmation memo from the broker / sub-broker, within 24 hours of execution of the trade and it should be ensured that the Contract Note / Confirmation Memo contains order no., trade no., trade time, quantity, price and brokerage.
23. Members can opt for one mode of voting i.e. either by physical Assent / Dissent or through e-voting. If Members opt for e-voting then do not vote by Physical Assent / Dissent or vice versa. However, in case Members cast their vote both by Physical Assent / Dissent and e-voting, then voting done through e-voting shall prevail and voting done by Physical Assent / Dissent will be treated as invalid.

# CENTENIAL SURGICAL SUTURE LTD.

In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through e-voting or physical Assent / Dissent, the said resolutions will not be decided on a show of hands at the AGM. The voting right of all shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date i.e. Thursday, 28<sup>th</sup> August, 2014, may cast their vote electronically.

24. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice.

The instructions for e-voting are as under:

## A. Instructions for Demat folios:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Tuesday, 23<sup>rd</sup> September, 2014 (9.00 a.m. IST) and ends on Thursday, 25<sup>th</sup> September, 2014 (6.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22<sup>nd</sup> August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT".
- (v) Now Enter your User ID.
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

## For Members holding shares in Demat Form and Physical Form

PAN : Enter your 10 digit alpha-numeric \*PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

- Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
- In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

DOB : Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

# CENTENIAL SURGICAL SUTURE LTD.

---

Dividend Bank Details : Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

- Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).
- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN <140821075> for <CENTENIAL SURGICAL SUTURE LIMITED> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Institutional Shareholders & Custodians:
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

## CENTENIAL SURGICAL SUTURE LTD.

- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

### B. In case of members receiving the physical copy:

- (a) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (b) The voting period begins on Tuesday, 23<sup>rd</sup> September, 2014 (9.00 a.m. IST) and ends on Thursday, 25<sup>th</sup> September, 2014 (6.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22<sup>nd</sup> August, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (c) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

### C. Other Instructions:

- i. The e-voting period commences on Tuesday 23<sup>rd</sup> September, 2014 (9.00 a.m. IST) and ends on Thursday 25<sup>th</sup> September, 2014 (6.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Friday, 22<sup>nd</sup> August, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on Friday, 22<sup>nd</sup> August, 2014.
- iii. Ms. Ashwini Rajshirke, Partner of HS Associates, Company Secretaries, C.P. No. 9746 ; Practicing Company Secretary (Membership No. ACS:26223), has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Assent / Dissent Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- iv. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- v. Members who do not have access to e-voting facility may send duly completed Assent / Dissent Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Ms. Ashwini Rajshirke, Partner of HS Associates, Company Secretaries, C.P. No. 9746 ; Practicing Company Secretary (Membership No. ACS : 26223), at the Registered Office of the Company not later than Thursday, 25<sup>th</sup> September, 2014 (6.00 p.m. IST). Members have the option to request for physical copy of the Assent / Dissent Form by sending an e-mail to [shareinvestor@centenialindia.com](mailto:shareinvestor@centenialindia.com) by mentioning their Folio / DP ID and Client ID No. However, the duly completed Assent / Dissent Form should reach M/s. Purva Shareregistry (India) Pvt. Ltd. Unit : CENTENIAL SURGICAL SUTURE LTD., Unit No. 9, Shiv Shakti Industrial Estate, J . R. Boricha Marg, Off N. M. Joshi Marg, Near Lodha Excelus, Lower Parel (E), Mumbai 400011, Maharashtra : Telephone : 91-22-2301 6761 / 8261 / 2518 :: Fax : 91-22-23012517 :: SEBI Registration No. : INR000001112 not later than Thursday, 25<sup>th</sup> September, 2014 (6.00 p.m. IST). Assent / Dissent Form received after this date will be treated as invalid.

A Member can opt for only one mode of voting i.e. either through e-voting or by Assent / Dissent. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Assent / Dissent shall be treated as invalid.

# CENTENIAL SURGICAL SUTURE LTD.

- vi. The results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.centenialindia.com> and on the website of CDSL [www.evoting.cdsi.com](http://www.evoting.cdsi.com) within two days of the passing of the resolutions at the 19<sup>th</sup> (Nineteenth) AGM of the Company on Monday, 29<sup>th</sup> September, 2014 and communicated to the BSE Limited, where the shares of the Company are listed.
24. (i) In terms of Clause 35B of the Listing Agreement, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Assent / Dissent Form is attached. Members desiring to exercise vote by Assent / Dissent form are requested to carefully read the instructions printed in the form, to complete the Assent / Dissent Form with assent (for) or dissent (against) and send it to Ms. Ashwini Rajshirke, Partner of HS Associates, Company Secretaries, C.P. No. 9746 ; Practicing Company Secretary (Membership No. ACS : 26223), C/o M/s. Purva Sharegistry (India) Pvt. Ltd. Unit : CENTENIAL SURGICAL SUTURE LTD., Unit No. 9, Shiv Shakti Industrial Estate, J . R. Boricha Marg, Off N. M. Joshi Marg, Near Lodha Excelus, Lower Parel (E), Mumbai 400011, Maharashtra : Telephone : 91-22-2301 6761 / 8261 / 2518 :: Fax : 91-22-23012517 :: SEBI Registration No. : INR000001112 so as to reach Email : [busicomp@vsnl.com](mailto:busicomp@vsnl.com) him on or before 25<sup>th</sup> September, 2014 by 6.00 p.m. Any Assent / Dissent Form received after the said date shall be treated as if the reply from the Members has not been received.
- (ii) In light of the recent judgment of the Bombay High Court, until clarity is available members who have not voted electronically or through Assent / Dissent, will be permitted to deposit the filled in Assent / Dissent Forms, physically at the 19<sup>th</sup> AGM to enable them to exercise their vote.
25. (i) Members who have registered their e-mail addresses with the depositories or with the Company's RTA are being sent Notice of Assent / Dissent by e-mail and members who have not registered their e-mail addresses will receive Assent / Dissent Form along with the Notice through Courier / Post.
- (ii) Members can request for an Assent / Dissent Form at CENTENIAL SURGICAL SUTURE LTD. Registered Office: F-29, MIDC, Murbad, Thane 421401, MAHARASHTRA or they may also address their request through e-mail to: [shareinvestor@centenialindia.com](mailto:shareinvestor@centenialindia.com).
- (iii) In case of voting by physical Assent / Dissent, the institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send a copy of the relevant Board Resolution / Authority Letter, etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer along with the Assent / Dissent Form so as to reach the Scrutinizer on or before 6.00 p.m. on Thursday, 25<sup>th</sup> September, 2014.
- (iv) The Scrutinizer will scrutinize the voting process (both e-voting and voting by physical Assent / Dissent) in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company. The results declared along with the Scrutinizer's Report shall be available on the Company's website within two (2) days of passing of the resolution at the AGM of the Company and communicated to the stock exchange.
26. The shareholders can also access the Annual Report 2013 - 2014 of the Company circulated to the Members of the Company and other information about the Company on Company's website, i.e., [www.centenialindia.com](http://www.centenialindia.com) or on Stock Exchange websites, which are [www.bseindia.com](http://www.bseindia.com) and [www.aselindia.com](http://www.aselindia.com)
27. Members are requested to come and occupy their sets at least 15 minutes before commencement of 19<sup>th</sup> Annual General Meeting. Due to SECURITY REASONS, note that briefcase / bags / eatables / electronic gadgets such as a mobile, laptop, camera, etc., will NOT be allowed along with members / proxies in the 19<sup>th</sup> Annual General Meeting venue during meeting hours. In case any member/proxy brings electronic gadgets or other items mentioned above the same has to be deposited with security outside the 19<sup>th</sup> AGM venue at the owners' risk.
28. Members who are holding shares in identical order of names in more than one folio are requested to write to the

# CENTENIAL SURGICAL SUTURE LTD.

---

Company requesting the Company to consolidate their holdings in one folio.

29. As per Section 118(10) of the Companies Act, 2013 read with the Secretarial Standards for General Meeting issued by Institute of Company Secretaries of India "NO GIFTS, GIFT COUPONS OR CASH IN LIEU OF GIFTS SHALL BE DISTRIBUTED TO MEMBERS AT OR IN CONNECTION WITH THE 19<sup>th</sup> ANNUAL GENERAL MEETING".

By Order of the Board of Directors  
For CENTENIAL SURGICAL SUTURE LTD.

Sd/-  
Vijay Majrekar  
Managing Director  
DIN : 00804808

Mumbai, August 13, 2014

**Registered Office:**

F-29, MIDC, Murbad, Thane 421401. Maharashtra.

Corporate Identification Number: L99999MH1995PLC089759

Email : [admin@centenialindia.com](mailto:admin@centenialindia.com) :: Website : [www.centenialindia.com](http://www.centenialindia.com)

Tel: (2524) 222905 Fax : (2524) 222872

# CENTENIAL SURGICAL SUTURE LTD.

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

### Item No. 4, 5 and 6 :

Pursuant to Sections 149 and 152 and Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, it is proposed to appoint Shri Sunil C. Modi [DIN:03103966] and Shri Bhushan S. Limaye [DIN : 00804930] and Shri Jagadish B. Shetty [DIN: 00731896] as Non-Executive Independent Directors of the Company for a period up to 31<sup>st</sup> March, 2019 and that they shall not be liable to retire by rotation. The Company has received notices, pursuant to Section 160 of the Companies Act, 2013, from members proposing the appointment of aforesaid Non-Executive Independent Directors.

A brief profile of all the aforesaid Non-Executive Independent Directors, nature of their expertise in specific functional areas and names of companies in which they hold directorship and membership/ chairmanship of Board Committees, shareholding and relationship between directors inter-se as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual report.

In the opinion of the Board, the Independent Directors fulfil the conditions specified in Sections 149 and 152 and Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement and such Independent Directors are independent of the management. Further, all the aforesaid Non-Executive Independent Directors have given a declaration to the Board of Directors to the effect that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and are not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The Board of Directors believes that vast experience and knowledge of the aforesaid directors shall be beneficial for the progress of the Company. Hence in the interest of the Company, the Board recommend the appointment of Shri Sunil C. Modi [DIN:03103966], Shri Bhushan S. Limaye [DIN : 00804930] and Shri Jagadish B. Shetty [DIN: 00731896] as Non-Executive Independent Directors set out at Item Nos. 4 to 6 of the Notice.

Upon confirmation of the appointment of these individuals as Non-Executive Independent Directors by the Members of the Company, the appointment shall be formalised by issue of a letter of appointment by the Company to the said Non-Executive Independent Directors.

Save and except the Independent Directors and their relatives in their respective appointment, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed Ordinary Resolutions as set out at Item Nos. 4 to 6 of the Notice. This explanatory statement may also be regarded as disclosure under Clause 49 of the Listing Agreement.

### Item No. 7 :

Shri Devraj T. Poojary [DIN: 02041726] was reappointed as an Executive Director w.e.f. 1<sup>st</sup> February, 2011 for the period of 3 (Three) years. Shri Devraj T. Poojary [DIN: 02041726] has served as an Executive Director of the Board of the Company and his term is expiring on 31<sup>st</sup> January, 2014. Hence, Board re-appointed him for the further period of 3 (three) years w.e.f. 1<sup>st</sup> February, 2014. The major terms and conditions proposed to be entered into by the Company with Shri Devraj T. Poojary [DIN: 02041726] in respect of his appointment, inter alia, contains the following-

Major Terms and Conditions of Shri Devraj T. Poojary [DIN: 02041726]

#### I). Terms and Conditions :

Name & Designation of Director	:	Shri Devraj T. Poojary [DIN: 02041726], Executive Director.
Date of Appointment	:	1 <sup>st</sup> February, 2014
Period	:	3 years.

# CENTENIAL SURGICAL SUTURE LTD.

Salary (per month) : Rs.55,000.00 per month with power to Board to vary from time to time within the limits of schedule XIII of the Companies Act.

## II). Perquisites :

Shri Devraj T. Poojary [DIN: 02041726] as an Executive Director will be entitled for following perquisites, which shall not be part of the ceiling of remuneration.

- a. Contribution to provident fund, superannuation fund or annuity fund to the extent such contribution either singly or put together are not taxable under the Income Tax Act, 1961.
  - b. Gratuity: as per the rules of the Company, payable in accordance with the Approved Gratuity Fund and which shall not exceed half a month's salary for each completed year of service.
  - e. Leave travel concession: Return passage for self and family in accordance with the rules specified by the Company where it is proposed that the leave be spent in home country instead of anywhere in India.
- III). Salary and perquisites specified herein shall be payable to the Executive Director notwithstanding the inadequacy or no profits in any financial year during the currency of tenure of his office as such.
- IV). The Executive Director shall not be paid any sitting fee for attending the meetings of the Board of Director or committee thereof.
- V). The Executive Director shall not become interested or otherwise concerned directly or through his wife or minor children in any selling agency of the Company as per the provisions of the Law in force as applicable to the Company.
- VI). The terms and conditions of the said appointment and/or may be altered and varied from time to time by the board as it may, in its discretion, deem fit so as not to exceed the limits specified in Schedule XIII the Companies Act, 1956, or any amendment hereafter in that regard.

In view of the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 (corresponding to Sections 198, 269, 309 and any other applicable provisions of the Companies Act, 1956), the Board recommends the Ordinary Resolution set out at item no. 5 of the accompanying Notice for the approval of the Members.

Copy of the Terms and conditions referred to in the Resolution would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working days, upto and including the date of the Annual General Meeting.

Except Shri Devraj T. Poojary [DIN: 02041726], being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.7.

## Item No. 8 and 9 :

The Company proposes to raise terms loans / financial assistance in near future in view of the meeting its working capital needs. The borrowings of loans from the Banks / Financial Institutions will require the Company to create mortgage / charge on the whole or substantially the whole of the undertakings of the Company for the purpose of securing financial assistance.

Therefore, pursuant to the provisions of Section 180 of the Companies Act, 2013; shareholders' approval is required by way of special resolution in general meeting.

Section 180(1) (a) of the Companies Act, 2013 provides, inter-alia, that the Board of Directors of the Company shall not, without the consent of shareholders in the General Meeting, lease or create any security on the assets of the Company or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or if Company owns more than one undertaking, of the whole, or substantially the whole, of any such undertaking. Since



# CENTENIAL SURGICAL SUTURE LTD.

the mortgage of the Company's immovable and movable properties may be regarded as disposal of Company's properties / undertakings, consent of the Members is being sought for the purpose.

Section 180(1)(c) of the Companies Act, 2013 provides, inter-alia, that the Board of Directors of the Company shall not without the consent of shareholders in the General Meeting borrow moneys where the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loan obtained from the bankers of the Company in the ordinary course of business) exceeding the aggregate of paid-up capital and free reserves of the Company. It is expected that the ceiling may be exceeded after the acceptance of loans / financial assistance and therefore, your Directors place before you the proposal to increase the maximum borrowing limits to Rs.20.00 Crores (Rupees Twenty Crores Only) at any point of time for your approval.

The Board of Directors accordingly recommends the Resolutions set out at Item Nos. 8 and 9 of the accompanying Notice for the approval of the Members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in aforementioned resolution(s).

## Item No. 10 :

Pursuant to the provisions of Section 148(3) read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board at its meeting held on 30<sup>th</sup> May, 2014, based on the recommendation of the Audit Committee, appointed M/s. S. S. MANI and Company, Cost Accountants (Firm Registration Number 000412), as the Cost Auditor to conduct the audit of the cost accounting records of the Company in respect of Engineering Machinery (falling under chapters 84 and 85 of the Central Excise Tariff Act, 1985) for the financial year 2014 - 2015.

The Board, subject to ratification by the Shareholders, also proposed remuneration of Rs.75,000.00 (Rupees Seventy Five Thousand Only) plus Service Tax as applicable. (Previous year Rs.75,000.00 (Rupees Seventy Five Thousand Only) plus Service Tax as applicable) plus reimbursement of out-of-pocket expenses, for conducting the cost audit for the financial year 2014 - 2015.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 10.

Your Directors recommend Resolution No. 10 as an Ordinary Resolution for approval by the Members.

By Order of the Board of Directors  
For CENTENIAL SURGICAL SUTURE LTD.  
Sd/-

Vijay Majrekar  
Managing Director  
DIN : 00804808

Mumbai, August 13, 2014

## Registered Office:

F-29, MIDC, Murbad, Thane 421401. Maharashtra.

Corporate Identification Number: L99999MH1995PLC089759

Email : [admin@centenialindia.com](mailto:admin@centenialindia.com) :: Website : [www.centenialindia.com](http://www.centenialindia.com)

Tel: (2524) 222905 Fax : (2524) 222872



# CENTENIAL SURGICAL SUTURE LTD.

## Annual Report 2013 ~ 2014

### CORPORATE INFORMATION

#### BOARD OF DIRECTORS

Shri Vijay Majrekar ~ **Managing Director**  
[DIN : 00804808]

Shri Devraj T. Poojary ~ **Executive Director**  
[DIN : 02041726]

Shri B. S. Limaye ~ **Independent Director**  
[DIN : 00804930]

Shri S. C. Modi ~ **Independent Director**  
[DIN : 03103966]

Shri J. B. Shetty ~ **Independent Director**  
[DIN : 00731896]  
(w.e.f. May 9, 2013)

Shri S. H. Jain [DIN : 02203030]  
**Independent Non-Executive Director**  
(upto April 23, 2013)

J. Rathod  
**Chief Operating Officer**

S. Mhatre  
**Chief Financial Officer**

#### REGISTERED OFFICE

F-29, MIDC, Murbad, Thane 421401, Maharashtra.

#### BANKERS

Canara Bank  
HDFC Bank Ltd.  
State Bank of India  
Kotak Mahindra Bank Ltd.  
Gopinath Patil Parsik Janata Sahakari Bank Ltd.

#### MANUFACTURING FACILITIES & SITE

F-29 ; B-17, MIDC, Murbad, Thane 421401.  
Village Dhavale, Ulhasnagar, Thane.

#### AUDITORS

A. Vijay Kumar & Co.

#### COST AUDITORS

S.S. Mani and Company

#### REGISTRARS & SHARE TRANSFER AGENTS

Purva Sharegistry (India) Pvt. Ltd.

### CONTENTS

#### Page #

Company Information	1
Director's Report	2
Management Discussion & Analysis Report	5
Corporate Governance Report	6
General Shareholder Information	16
Certificate of Compliance with the Corporate Governance - Clause 49	17
Compliance Certificate	18
Code of Conduct & CEO / CFO Certification	20
Independent Auditor's Report	21
Balance Sheet	25
Statement of Profit & Loss Account	26
Statement of Cash Flow	27
Notes forming part of the financial statements	28

#### Forward-looking Information

In this Annual Report we have disclosed forward - looking information to enable investors to comprehend our prospects & take informed investment decisions. This report & other statements - written that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans & assumptions. We have tried wherever possible to identify such statements by using words such as anticipated, estimates, expects, projects, intends, plans believes & words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward looking statements will be realized, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties & even inaccurate assumptions. Should known or unknown risks or uncertainties materialize or should underlying assumptions prove inaccurate, actual results could vary materially from anticipated, estimated or projected. Readers should bear this in mind. The information & opinions contained in this report do not constitute an offer to buy any of Company's securities, businesses, products or services. The report also contains forward-looking statements, qualified in connection with any discussion of future performance that we believe to be true at the time of the preparation of the report. The Company does not take on any obligation to publicly update any forward- looking statement, whether as a result of new information, future events or otherwise.

# CENTENIAL SURGICAL SUTURE LTD.

## Annual Report 2013 ~ 2014

### DIRECTORS' REPORT

#### To the Shareholders,

Your Directors have pleasure in submitting the 19th Annual Report together with the audited accounts of the Company for the year financial year ended March 31, 2014.

#### Financial Performance

Financial Results of the Company's operation for the year under review are as follows:

	₹ in Lakhs	
For the year ended March 31	2014	2013
Net Profit before Depreciation & Taxation	329.51	316.73
Less : Depreciation	58.80	57.58
Provision for Deferred Taxation	(0.40)	(0.40)
Provision for Taxation / Written Off	91.60	101.78
Net Profit/(Loss)	179.12	157.37
Add : Balance from Last Year	1204.30	1046.94
Prior Period Profit adjustments	0.00	0.00
Less : Appropriation	0.00	0.00
Transfer to Reserves Loss carried to Balance Sheet	1383.41	1204.30

The year under review witnessed a lot of challenges with growing competition and changes in surgeon's preference. Further details of operations are given in the management discussion and analysis report, which forms part of this report. I am also indebted to the Highly Educated Members of the Board for their guidance and to the Honest, Loyal and Committed Employees. Our values always guide us, and our history and heritage as a Company, in one word, stands for trust, service and high Quality. We have a brand name which stands for Quality, Reliability, Commitment and Integrity.

#### Operations

The Company registered sales of ₹5100.47 lakhs in the financial year ended March 31, 2014 and net profit after tax of ₹179.12 lakhs.

More than 95% of the current workforce has grown with us, with some clocking more than ten years. **They realise the value of Education, Loyalty, Honesty, Success, Commitment, Sincerity, Hard Work required to sustain this success.**

#### ISO 9001 : 2008 Certification

Our Company is ISO 9001:2008 certified and the stringent ISO 9001:2008 system means effective control over every step to achieve true Quality Assurance for our products.

#### Research and Development

The Company's research & development activities continue to be directed towards up gradation of technology and development of new product codes and packaging lines. Your Company's commitment is to meet and exceed those expectations.

#### People and Safety

CENTENIAL values all our employees and makes effort through Quality of work life to help their growth. Your Company has always placed emphasis on our people and safety at workplace. Industrial relations in the Company were cordial throughout the business year under review.

#### Dividend

Your Directors after careful consideration of the financial accounts of the Company have not recommended any dividend to the equity shareholders of the Company.

#### Directors

Shri Vijay Majrekar [DIN – 00804808] who retires by rotation and, being eligible, offers himself for re-appointment. The Company has received separate notices from a member under Section 165 of the Companies Act, 2013, signifying its intention to propose Shri Devraj T. Poojary [DIN : 02041726] as candidate for the office of Executive Director of the Company at the forthcoming Annual General Meeting. The necessary resolutions proposing appointment of Executive Director is being placed before the Shareholders for approval.

The Board has Independent Non-Executive Director based on fit & proper criteria ~ qualification, expertise, track record, integrity etc.

With the enactment of the Companies Act, 2013 ('the Act') it is mandatory for every listed Company to appoint requisite number of 'Independent Directors' as defined in Section 149(6) of the Act. The Company, in compliance with the Listing Agreement, has already appointed Shri Sunil C. Modi [DIN : 03103966] and Shri Bhushan S. Limaye [DIN : 00804930] and Shri Jagadish B. Shetty [DIN : 00731896] as Non Executive Independent Directors of the Company on the Board. The Board is of the

Annual Report 2013 ~ 2014

opinion that the existing Independent Directors fulfil the criteria as specified in Section 149 of the Act and the Rules made thereunder.

**Other Matters**

The officials of the Company have been falsely implicated vide a First Information Report filed on January 2, 2012 at the Anti-Corruption Branch, Delhi. The officials of the Company are cooperating with investigations.

**Directors Responsibility Statement**

Pursuant to sub-section (2AA) of section 217 of the Companies Act, 1956, the Board of Directors of the Company hereby state and confirm that:

- i). in the preparation of the annual accounts, the applicable accounting standards have been followed;
- ii). The Company has in the selection of accounting policies, consulted the Statutory Auditors and these have been consistently, and reasonable and prudent judgments and estimates have been made so as to give a true and fair view of the state of affairs of the Company as at March 31, 2014 and of the Profit of the Company for the year ended on that date.
- iii). The Company has taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 and Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv). The annual accounts have been prepared on a "going concern" basis.

**Deposits**

The Company has not accepted any deposits under section 58A of the Companies Act, 1956 during the year.

**Corporate Governance Code**

A separate report on Corporate Governance is enclosed as a part of this Annual Report. Certificate of Messrs A. Vijay Kumar & Co., regarding compliance of conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement with stock exchange is enclosed herewith.

**Committees on Board**

Pursuant to Section 178 of the Companies Act, 2013, the Company has changed the name of Remuneration Committee and Share Transfers and

Shareholders / Investors Grievance Committee to "Nomination and Remuneration Committee" and "Stakeholders' Committee" respectively.

**Compliance Certificate**

The Compliance Certificate as required under Section 383A of the Companies Act, 1956 prepared and issued by Messrs H S Associates, Company Secretaries in Practice, is annexed hereto.

**Environment and safety**

The Company accords the highest priority for maintaining safety standards and a pollution-free environment.

**Auditors**

Messrs. A. Vijay Kumar & Co., Chartered Accountants, Firm Registration No.009824S who are Statutory Auditors of the Company shall hold office till the conclusion of the forthcoming AGM and are eligible for re-appointment, pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules framed there under, it is proposed to appoint Messrs A. Vijay Kumar & Co., Chartered Accountants, as Statutory Auditors of the Company pursuant to the provisions of Sections 139 of the Companies Act, 2013 read with Rule 6 of the Companies (Audit and Auditors) Rules, 2014, the retiring Statutory Auditors, to be appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 23<sup>rd</sup> Annual General Meeting of the Company to be held in the year 2018 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out of pocket expenses, as may be mutually agreed between the Managing Director of the Company and the Auditors. They have given a certificate to the effect that the re-appointment, if made, would be within the limits prescribed under Section 139 of the Companies Act, 2013. Your Directors recommend their re-appointment.

**Cost Auditors**

In compliance with the Central Government's order No.52/26/CAB-2010 dated June 30, 2011, the Board has M/s. S.S. MANI & Company, Cost Accountants (Firm Registration Number 000412) appointed as the Cost Auditors of the Company for audit of the cost accounting records of the Company for the products Surgical sutures and medical devices for the financial year ending March 31, 2015. Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the

# CENTENIAL SURGICAL SUTURE LTD.

## Annual Report 2013 ~ 2014

Board has recommended appointment of said cost auditor for the Financial Year 2014 ~ 2015.

### General

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and out goings are given in Annexure & information required under Section 217 (1) (e) of the Companies Act, 1956 read with Rule 2 of the Companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1988, is given in the Annexure of this report. The particulars of employees required to be furnished under Section 217 (2A) of the Companies Act, 1956 read with the rules there under, forms part of this Report. However, as per the provisions of Section 219(1)(b)(iv) of the Companies Act, 1956, the reports and accounts are being sent to all the shareholders of the Company excluding the statement of particulars of employees. Any shareholder interested in obtaining a copy may write to the Company.

### Acknowledgment

Your Directors would like to express their appreciation for the assistance and co-operation received from the Food and Drugs Administration, Banks, Government authorities, Surgeons, Hospitals, Nursing homes, the committed services by our Executives, Staff and Employees, to the members of the Board for their guidance who contributed to the success of our Company.

By Order of the Board of Directors

For **CENTENIAL SURGICAL SUTURE LTD.**

Mumbai,  
August 13, 2014

Vijay Majrekar  
Managing Director  
DIN : 00804808

### Registered Office:

F-29, MIDC, Murbad, Thane 421401. Maharashtra.  
CIN : L99999MH1995PLC089759  
Email : [admin@centenialindia.com](mailto:admin@centenialindia.com)  
Website : [www.centenialindia.com](http://www.centenialindia.com)  
Tel: (2524) 222905 Fax : (2524) 222872

### ANNEXURE TO DIRECTORS' REPORT

Information under Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 and forming part of the Directors' Report for the year ended on March 31, 2014.

### A. Conservation of energy

The Company continues to explore measures, which will help in conservation and saving of energy.

Power and fuel consumption		2013-2014	2012-2013
1).	Electricity Consumption		
	a) Purchased units	228151	240432
	Total Amount (₹ in Lakhs)	18.98	18.15
	Rate/unit	8.31	7.55
	Consumption/unit of production	N.A.	N.A.
	b). Own Generation		
	Through Diesel Generator :		
	Units	2010	2200
	Total Amount (₹ in Lakhs)	0.53	0.62
	Cost/Unit	26.36	28.18
	Consumption/unit of production	N.A.	N.A.
2).	Furnace Oil	N.A.	N.A.
3).	Coal (specify quality)	N.A.	N.A.
4).	Others (specify)	N.A.	N.A.

### B. Technology absorption

Efforts made in technology absorption as per Form B:

#### Form B

Form for disclosure of particulars with respect to absorption of technology.

#### Research and development (R & D)

- Specific areas in which Research & Development (R & D) is being carried out by the Company :  
In-house Research and Development work is carried out to develop new products and to improve existing products.
- Benefits derived as a result of the above R&D :  
Improvement in products.
- Future plan of action:  
The Company will carry on R & D activities to improve existing products and develop new products.
- Expenditure on R&D :  
No Significant expenditure is incurred.

#### Technology absorption and adaptation

Your Company continuous to focus on research and development activities towards the upgradation of technology, development, testing and certification of atraumatic needles and sutures for conformity to

Annual Report 2013 ~ 2014

new Indian / International standards and exclusive export market. The Company has installed new machinery designed to its special requirements and has been able to save in cost of production and also manufacture products to various surgeons specifications. Besides development work for several new product codes for exports has been undertaken. Emphasis on new product codes development and process improvement will continue to be the priority areas of our research and development activity, enhancement in quality and service to our customer.

**C. Foreign exchange earnings and outgo**

During the year foreign exchange outgo was ₹697.76 lakhs (Previous Year ₹944.79 lakhs). The foreign exchange earned during the year was ₹117.75 lakhs (Previous Year ₹114.92 lakhs).

**MANAGEMENT DISCUSSION & ANALYSIS REPORT**

Your Company's management believes that it has been objective & prudent in making estimates and judgements relating to the financial statements & believes that these financial statements are a fair representation of your Company's operations and profits for the year.

**Overview**

The Company registered sales of ₹5100.47 lakhs in the financial year ended March 31, 2014 and net profit after tax of ₹179.12 lakhs. The technical functioning of our plant as indicated by the above-mentioned results, the capacity utilisation's was quite satisfactory and production levels were selectively improved as required.

**Quality**

Your Company has been consistently meeting the Quality Objectives of ISO 9001:2008 Certification.

**Research and Development**

The Company has achieved the following through Research and Development:

- Development of new value added products.
- Process improvements resulting in better yields and further improvement in quality of products.

**Energy Conservation**

Regular studies are carried out to ascertain the quantitative energy consumption patterns, variances

are analysed and corrective actions taken. The Company is continuously working towards further improvements in energy consumption levels.

**Health, Safety and Environment**

During the period under review, medical check-up of all regular employees has been carried out. All requirements pertaining to pollution control, environmental protection and safety have been complied with. Employees have been trained to observe the guidelines relating to safety, health and environment.

**Company's Philosophy on Code of Governance**

Philosophy of your Company on corporate governance envisages the attainment of the highest levels of transparency, accountability and equity, in all facets of its operations. Your Company believes that all its operations and actions must serve the underlying goal of enhancing overall shareholder value, over a sustained period of time.

**Opportunities and Threats**

The surgical industry depends largely on new surgical applications and surgeries. In the last few years, the increase in the allocation of funds for such purposes has been on the increase and as such the opportunity of growth in surgical items is unlimited. However, there exists untapped potential in the nursing home sector. The Company has arrangement / understanding with various distribution markets and sell various items which are required in the nursing home market.

**Product Performance**

The overall growth of business in the country has not been upto the desired levels because of restricted funding. However, in view of unrestricted imports, competition, sales and profitability of the Company has been affected.

**Outlook**

During the current financial year there has been an slight improvement in the market conditions resulting in an increase in despatches and satisfactory sales price realisations. It is expected that this trend will continue. Further, slow growth rate of the Indian economy has been projected and the Company expects its growth to be slow.

**Risks and Concerns**

Your Company has from its inception been conscious and has regularly evaluated the risks and threats

# CENTENIAL SURGICAL SUTURE LTD.

## Annual Report 2013 ~ 2014

that control it and converted these threats into opportunities to its best advantage. The management believes that your Company's business is subject to a number of risks. Your Company has developed its business plan based on its view of the evolving regulatory framework. Many of the components of the regulatory regime are established or articulated by the relevant regulatory authorities, including Food and Drug Administration. In the event that the assumptions used in the business plan are different from the existing regulations, there would be an impact on your Company's business. Risks are quantified in monetary terms for the loss that the Company would suffer, to make every associate conscious of the impact of a risk.

The Risk Management in your Company has been functioning effectively and has been contributing to the mitigation of the risks that would have otherwise impacted our Company.

### Adequacy of Internal Controls

Your Company has a 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.

### Material Development in Human Resources & Industrial Relation

Industrial relations at the plant of the Company remained cordial during the year under review 2013 - 2014.

### Corporate Governance

Your Company conforms to norms of Corporate Governance adopted by them. As a Listed Company, necessary measures are taken to comply with the Listing Agreements with the Stock Exchanges. A report on Corporate Governance, along with a certificate of compliance from the Auditors, forms a part of this Report.

### Cautionary Note

The statements in the report of the Board of Directors and the Management Discussion and Analysis section describing the Company's projections, estimates, expectations or predictions may be forward-looking and are stated as required by applicable laws and regulations. Many factors may affect the actual results, which could be different from what the Directors' envisage in terms of future performance and outlook since the Company's operations are influenced by many

external and internal factors beyond the control of the Company.

By Order of the Board of Directors

For **C**ENTENIAL SURGICAL SUTURE LTD.

Mumbai,  
August 13, 2014

Vijay Majrekar  
Managing Director  
DIN : 00804808

### Registered Office:

F-29, MIDC, Murbad, Thane 421401. Maharashtra.  
CIN : L99999MH1995PLC089759  
Email : [cssl@centenialindia.com](mailto:cssl@centenialindia.com)  
Website : [www.centenialindia.com](http://www.centenialindia.com)  
Tel: (2524) 222905 Fax : (2524) 222872

## CORPORATE GOVERNANCE REPORT

Report on Corporate Governance in accordance with Clause 49 of the Listing Agreement with the BSE Limited (BSE) and the Ahmedabad Stock Exchange Limited (ASE). The details of corporate governance systems and processes at Centenial Surgical Suture Limited are as follows.

### MANDATORY REQUIREMENTS

Company's Philosophy on Corporate Governance :

The Company's philosophy on Corporate Governance is to practice transparency & accountability in its operations leading to effective control & management of the organization. It brings into focus the fiduciary & the trusteeship role of the Board to align & direct the actions of the organization towards creating wealth & shareholder value. This philosophy is backed by principles of concern, commitment, ethics, excellence & learning in all its acts & relationships with stakeholders, customers, associates & community at large which has always propelled the Company towards higher horizons. We believe in the principles of trusteeship, fair play & transparency in all our dealings. We endeavour to have a work culture, which is performance driven and conducive to improving discipline, accountability, depth of character, team spirit & honesty in all our personal and professional relationships. We also believe that mutual care & concern among the employees & the organization shall be a guiding principle.

### Corporate Ethics

As a responsible corporate the Company consciously follows corporate ethics in both business & corporate



# CENTENIAL SURGICAL SUTURE LTD.

## Annual Report 2013 ~ 2014

interactions. The various Codes & Policies adopted by the Company, act as a guiding principle to its functioning. Some of our Codes and Policies are :

- Code of Conduct and Ethics for Senior Management
- Code of Conduct for Prevention of Insider Trading
- Policy of Corporate Social Responsibility
- Policy of Corporate Governance
- Legal Compliance Policy
- Whistle Blowers Policy
- Policy on Vendor's Grievances
- Policy on Supply Chain
- Policy on Succession Planning
- Policy on Employee Participation in Management
- Policy on Conflict Management
- Policy on Training for Board of Directors
- Policy on Induction of Directors
- Board Charter

These Codes / Policies & their effective implementation underpin the commitment of the Company to uphold highest principles of Corporate Governance consistent with the Company's goal to enhance stakeholder value. These Codes / Policies have been briefly described in the Report.

### Date of Report

The information provided in the Corporate Governance Report for the purpose of unanimity is as on March 31, 2014. The report is updated as on the date of the report wherever applicable.

### Review of Legal Compliance Reports

The Board periodically reviews during the year the compliance reports in respect of the various statutory enactments applicable to the Company.

### Clause 49 of the Listing Agreement

Your Company is fully compliant with applicable mandatory requirements of Clause 49 of the Listing Agreement.

### Other Compliance

### Secretarial Standards of Institute of Company Secretaries of India (ICSI)

The Company has been following good secretarial practices & standards as laid down in the Secretarial Standards issued by the Institute of Company Secretaries of India, New Delhi, except in relation to compliance of Secretarial Standard – 2, clause 1.2.6, which provides for listed companies with more than 5000 shareholders to publish in a newspaper having

wide circulation within the States of India, where more than 1000 members reside an abridged text of the Notice, listing the items of the business of the meeting.

### Board of Directors

#### Composition

Your Company's Board comprises of 05 (Five) Directors, which include the Managing Director, Executive Director and 03 (Three) Independent Non-Executive Directors, from eminent fields. The composition of the Board is in conformity with Clause 49 of the listing agreement. The details of the Directors with regard to outside Directorships and committee positions are as follows :

Name of Director	Executive / Non-Executive / Independent	No. of outside Directorship (s) held		No. of committee position(s) held	
		Public	Private	Chairman	Member
Shri Vijay Majrekar [DIN : 00804808]	Managing Director	-	-	-	-
Shri Devraj T. Poojary [DIN : 02041726]	Executive Director	-	-	-	-
Shri B.S. Limaye [DIN : 00804930]	Independent	-	1	-	-
Shri S. C. Modi [DIN : 03103966]	Independent	-	1	-	-
Shri J. B. Shetty [DIN : 00731896] <i>w.e.f. May 9, 2013</i>	Independent	-	-	-	-
Shri S. H. Jain [DIN : 02203030] <i>upto April 23, 2013</i>	Independent	-	1	-	-

1. Independent Director means a Director as defined under Clause 49 of the Listing Agreement.
2. Excluding alternate directorships and directorships in foreign companies and Companies under Section 25 of the Companies Act, 1956.
3. Only two committees viz. the Audit Committee and the Shareholder / Investor Grievance Committee of all public limited companies are considered.
4. No Director is related to any other Director on the Board.

### Non-Executive Directors' compensation and disclosures

Apart from sitting fees that are paid to the Independent Non-Executive Directors (except the Managing Director) for attending Board / Committee

Annual Report 2013 ~ 2014

meetings, no other fees / commission were paid during the year. No transactions have been made with the Independent Non-Executive Directors vis-à-vis your Company. The details of sitting fees paid to the Directors are given separately in this report. All the independent Directors of the Company furnish a declaration at the time of their appointment as also annually that they qualify the conditions of their being independent. All such declarations are placed before the Board. No Director is related to any other Director on the Board in terms of the definition of 'relative' given under the Companies Act, 1956.

**DIRECTORS' PROFILE**

A brief resume of all the Directors, nature of their expertise in specific functional areas and names of companies in which they hold directorships, memberships/chairmanships of Board Committees and their shareholding in the Company are provided below:

**Shri Vijay Majrekar**, [DIN : 00804808] aged 53 years, is well Educated and Qualified, holds a Bachelor of Commerce Degree (B.Com) from University of Mumbai and also holds a Master's Degree in Business Administration (MBA) from U.S.A. Shri Vijay Majrekar [DIN : 00804808] was appointed as Managing Director of the Company since January 9, 1996 & is designated Chief Executive Officer (CEO) and has over 30 years of varied experience & was instrumental in setting up the Company as well as its manufacturing facilities. At CENTENIAL SURGICAL SUTURE LTD., he is the Member of the Audit Committee, Remuneration Committee, Shareholders / Investors Grievance Committee and being a Promoter of the Company, holds 7,48,675 shares of the Company in his name as on March 31, 2014.

**Shri Devraj T. Poojary** [DIN: 02041726] has a Bachelor of Commerce Degree (B.Com) and he is one among the senior most employees of the Company. Shri Devraj T. Poojary [DIN : 02041726] is well Educated and Qualified, joined Centenial Surgical Suture Ltd., in its early age in 1996 and since February 1, 2008 he is a Whole-time Director designated as Executive Director ~ Sales and Marketing on the Board of the Company. Shri Devraj T. Poojary [DIN : 02041726] is primarily responsible for sales and marketing and has contributed largely to Centenial Surgical Suture Ltd., to become a leader in atraumatic needled sutures and medical devices. In addition, he continues to shoulder several other corporate responsibilities and holds 5,100 shares of the Company in his name as on March 31, 2014.

**Shri Sunil C. Modi** [DIN : 03103966] aged 50 years, is very well Educated and Qualified, holds a Bachelor of Commerce Degree (B.Com) from University of Mumbai and is a practicing Chartered Accountant having nearly 25 years of professional experience in areas of financial consultancy, corporate structuring / restructuring, corporate banking, business re-organisations, taxation, valuation, accounting, auditing and company law. Shri Sunil C. Modi [DIN : 03103966] is a partner of Messrs. Thingna & Contractor, Chartered Accountants. Shri Sunil C. Modi [DIN : 03103966] has been associated with the Company since June 10, 2010. Shri Sunil C. Modi [DIN : 03103966] as on the date of this report is the Chairman of the Audit Committee of Centenial Surgical Suture Ltd., and also a member of the Remuneration Committee and Shareholders' / Investors' Grievance Committee of the Company and being an Independent Non-Executive Director, not related to any other Director of the Company, holds 100 shares of the Company in his name as on March 31, 2014.

**Shri Bushan S. Limaye** [DIN : 00804930] aged 53 years, is very well Educated and Qualified, holds a Bachelor of Commerce Degree from University of Mumbai & is a Chartered Accountant having nearly 30 years of professional experience in areas of financial consultancy, corporate structuring / restructuring, corporate banking, business re-organisations, taxation, valuation, accounting, auditing company law & Insurance. Shri Bushan S. Limaye [DIN : 00804930] is the proprietor of Bushan S. Limaye [DIN : 00804930] an Investment & Insurance Advisory firm and has been associated with the Company since March 1, 2002. Shri Bushan S. Limaye [DIN: 00804930] was earlier the Chairman of the Audit Committee and as on date of this report is now a member of the Audit Committee, Remuneration Committee and Shareholders' / Investors' Grievance Committee of the Company and not related to any other Director of the Company and holds 100 shares of the Company in his name as on March 31, 2014.

**Shri Jagadish B. Shetty** [DIN : 00731896] aged 47 years, is very well Educated and Qualified, holds a Bachelor of Commerce Degree from University of Mumbai and is a practicing Chartered Accountant having nearly 20 years of professional experience in areas of financial consultancy, corporate structuring/restructuring, corporate banking, business re-organisations, taxation, valuation, accounting, auditing and company law. Shri Jagadish B. Shetty [DIN : 00731896] is a partner of Messrs RSVA & Company, Chartered Accountants and has been associated with the Company since May 9, 2013. Shri Jagadish B. Shetty [DIN : 00731896] as on the date of this report is a member

## Annual Report 2013 ~ 2014

of the Remuneration Committee of the Company. Shri Jagadish B. Shetty [DIN : 00731896] is an Independent Non-Executive Director, not related to any other Director of the Company and does not hold any shares of the Company.

#### Other provisions as to Board and Committees

The Board meets at least once a quarter to review the quarterly financial results and operations of your Company. In addition to the above, the Board also meets as and when necessary to address specific issues relating to the business of your Company. During the year under review, the Board met 04 (Four) times. The number of Board meetings held, dates on which held and number of Directors present are as follows:

Sr. No.	Date of Meeting	Board Strength	No. of Directors present
1.	May 30, 2013	5	5
2.	August 14, 2013	5	5
3.	November 14, 2013	5	5
4.	February 14, 2014	5	4

Your Company's Board plays a pivotal role in ensuring good governance and functioning of your Company. The Directors are professionals, have expertise in their respective functional areas and bring a wide range of skills and experience to the Board.

The Board has unfettered and complete access to any information within your Company. Members of the Board have complete freedom to express their views on agenda items and can discuss any matter at the meeting with the permission of the Chairman. The Board provides direction and exercises appropriate control to ensure that your Company is managed in a manner that fulfils stake holder's aspirations and societal expectations.

The information placed before the Board includes:

- Annual operating plans, various budgets and updates thereof.
- Quarterly financial results.
- Minutes of meetings of Audit Committee and other committees of the Board.
- The information on recruitment and remuneration of senior officers just below the Board level, including appointment or removal of the Chief Financial Officer and the Company Secretary.

- Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
- Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.
- Risk Management policies of your Company.

The details of attendance of each Director at the Board meetings & the last Annual General Meeting are as follows:

Name of Director	No. of Board meetings held		Attended last Annual General meeting
	Held	Attended	
Shri Vijay Majrekar [DIN : 00804808]	4	4	Yes
Shri Devraj T. Poojary [DIN : 02041726]	4	4	Yes
Shri B. S. Limaye [DIN : 00804930]	4	4	Yes
Shri S. C. Modi [DIN : 03103966]	4	4	Yes
Shri J. B. Shetty [DIN : 00731896] (w.e.f. May 9, 2013)	4	3	Yes
Shri S. H. Jain [DIN : 02203030] (upto April 23, 2013)	4	0	No

Details of Directors Seeking Appointment / Reappointment at the Forthcoming Annual General Meeting (pursuant to clause 49 VI (IA) of the Listing Agreement)

#### 1). Name of Director : Shri B. S. Limaye [DIN:00804930]

Date of Birth	28-12-1960
Date of Appointment	01-03-2002
Age	53
Qualification	B.Com., F.C.A.
Expertise in specific general functional area	Finance, Insurance & Accounts
Directorship in other Indian Public Limited Company & other firms as on 31.03.2014	Yes
Chairman/Member of the Board Committees of Other Public Limited Companies	NIL
No. of Shares held	100

# CENTENIAL SURGICAL SUTURE LTD.

## Annual Report 2013 ~ 2014

### 2). Name of Director : Shri S. C. Modi [DIN: 03103966]

Date of Birth	19-01-1964
Date of Appointment	10-06-2010
Age	50
Qualification	B.Com. F.C.A.
Expertise in specific general functional area	Finance, Audit & Accounts
Directorship in other Indian Public Limited Company & other firms as on 31.03.2014	Yes
Chairman/Member of the Board Committees of Other Public Limited Companies	NIL
No. of Shares held	100

### 3). Name of Director : Shri J. B. Shetty [DIN : 00731896]

Date of Birth	14/05/1967
Date of Appointment	09/05/2013
Age	47
Qualification	B.Com. F.C.A.
Expertise in specific general functional area	Finance, Audit & Accounts
Directorship in other Indian Public Limited Company & other firms as on 31.03.2014	No
Chairman/Member of the Board Committees of Other Public Limited Companies	N.A.
No. of Shares held	NIL

Centenial Surgical Suture Ltd., Board presently consist of Promoter and Non-Executive / Independent Directors, many of whom are acknowledged as leading professionals in their respective fields. The Board comprises of total 05 (Five) Directors out of which 01 (One) is a Promoter Managing Director, 01 (One) Executive Director and the remaining 03 (Three) Directors are Independent Non-Executive Directors. An Independent Director is a Director who apart from receiving director's fees does not have any material pecuniary relationship or transactions with the Company, its promoters or its management or its subsidiaries, which in the judgment of the Board may affect their independence of judgment.

### Retirement Policy of the Directors

The Company does not have a retirement policy for the members of the Board of Directors.

### RESPONSIBILITIES OF THE DIRECTORS Responsibilities of the Board

The primary role of the Board is that of trusteeship to protect & enhance shareholders' value. As trustee, the Board ensures that the Company has clear goals & policies for achievement. The Board oversees the Company's strategic direction, reviews corporate performance, authorizes & monitors strategic decision, ensures regulatory compliance & safeguards interests of stakeholders.

### Responsibilities of the Chairman and Managing Director

The Board of Directors at their Meeting held on April 29, 2009 delegated the powers to Shri Vijay Majrekar, [DIN: 00804808] Chairman and Managing Director to enable him carry out the day-to-day operations of the Company. The powers encompass all areas such as finance, personnel, legal, general and other miscellaneous powers.

### Responsibilities of Executive Director

Shri Devraj T. Poojary, [DIN: 02041726] Executive Director is in charge of the Sales operations of the Company, which includes all India Sales & Marketing operations, export market development and the Company's forays into new products.

### Code of Conduct and Ethics

The Company adopted the Code of Conduct and Ethics for Directors and senior management personnel. The Code has been circulated to all the members of the Board and senior management and the same has been put on the Company's website [www.centenialindia.com](http://www.centenialindia.com)

The Board of Directors and senior managerial personnel have affirmed their compliance with the Code and a declaration along with certificate of compliance appears in the annexure to the Corporate Governance Report.

### Audit Committee

Pursuant to the provisions of Section 292(A) of the Companies Act, 1956 and Clause 49 of the Listing Agreement the Audit Committee was formed. The said Committee consists of 02 (Two) Independent Non-Executive Directors and one Promoter Director. During the year there were in total 04 (Four) Audit Committee Meetings held on May 30, 2013, August 14, 2013, November 14, 2013 and February 14, 2014. The time gap between the two meetings was not more than 4 months.

## Annual Report 2013 ~ 2014

The constitution of the Audit Committee & the attendance of each member of the Committee are given below:

Name	Designation	Committee Meetings	
		Held	Attended
Shri S. C. Modi [DIN : 03103966] (Chairman w.e.f. April 24, 2013)	Chairman	4	4
Shri B. S. Limaye [DIN : 00804930] (Chairman upto April 23, 2013)	Member	4	4
Shri Vijay Majrekar [DIN : 00804808]	Member	4	4
S. H. Jain [DIN : 02203030] (upto April 23, 2013)	Member	4	0

The terms of reference of the Audit Committee include the following:

To hold periodic discussions with the Statutory Auditors & Internal Auditors of the Company concerning the accounts of the Company, internal control systems, scope of audit & observations of the Auditors / Internal Auditors;

- (a) To review compliance with internal control systems;
- (b) To review the quarterly, half-yearly and annual financial results of the Company before submission to the Board;
- (c) To investigate into any matter in relation to items specified in section 292A of the Companies Act, 1956 OR as may be referred to it by the Board and for this purpose to seek any relevant information contained in the records of the Company and also seek external professional advice, if necessary;
- (d) To make recommendations to the Board on any matter relating to the financial management of the Company, including the Audit Report.

#### Terms of Reference

The terms of reference of this Committee are wide enough covering the matters specified for audit committees under Clause 49 of the Listing Agreements as well as in Section 292A of the Companies Act, 1956, and are as follows:

- (a) to review the results announcement and the report and accounts/review at the end of a quarter, half year and the full year before submission to the Board, focusing particularly on:

- I. any changes in accounting policies & practices
- II. major judgmental areas

- III. significant adjustments resulting from the audit
- IV. the going concern assumption
- V. compliance with accepted accounting standards
- VI. compliance with stock exchange & legal requirements;

- (b) to consider the appointment of the statutory auditors, the audit fee, & any matters of resignation or dismissal;
- (c) to discuss with the statutory auditor before the audit commences the nature and scope of the audit;
- (d) to discuss problems and reservations arising from the statutory audit, and any matters the statutory auditor may wish to discuss (in the absence of management where necessary);
- (e) to review the statutory auditor's audit reports and presentations and management's response;
- (f) to review the effectiveness of the system of internal financial control and discuss the same periodically with the statutory auditors, prior to the Board making its statement thereon;
- (g) to review the internal audit programme, to ensure co-ordination between the internal and statutory auditors, to ensure that the internal audit function is adequately resourced & has appropriate standing within the Company, and to request internal audit to undertake specific audit projects, having informed management of their intentions;
- (h) to consider the major findings of internal investigations and management's response;
- (i) to consider any material breaches or exposure to breaches of regulatory requirements or of ethical codes of practice to which the Company subscribes, or of any related codes, policies and procedures, which could have a material effect on the financial position or contingent liabilities of the Company;
- (j) to review policies and procedures with respect to Directors' and officers' expense accounts, including their use of corporate assets, & consider the results of any review of these areas by the internal auditors or the statutory auditors;
- (k) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (l) to consider other topics, as defined by the Board.

#### Remuneration Committee

Pursuant to the provisions of Section 292(A) of the Companies Act, 1956 and clause 49 of the listing agreement, a remuneration Committee comprising of 4 (Four) Directors out of which 3 (Three) Directors are Independent Non-Executive Directors. There

# CENTENIAL SURGICAL SUTURE LTD.

## Annual Report 2013 ~ 2014

was 1 (One) Remuneration Committee Meeting held on February 14, 2014 during the year.

Name	Designation	Committee Meetings	
		Held	Attended
Shri B. S. Limaye [DIN : 00804930]	Chairman	1	1
Shri Vijay Majrekar [DIN : 00804808]	Member	1	1
Shri S. C. Modi [DIN : 03103966]	Member	1	1
Shri J. B. Shetty [DIN : 00731896] (w.e.f. May 9, 2013)	Member	1	0
Shri S. H. Jain [DIN : 02203030] (upto April 23, 2013)	Member	1	0

### Disclosure on Remuneration of Directors

- All elements of remuneration package of individual Directors summarized under major groups, such as salary benefits, commission, etc. – All these managerial persons are drawing only remuneration, commission, the details of the same are mentioned elsewhere in this report in detail.
- Details of fixed component and performance linked incentives, along with the performance criteria - NIL
- Service contracts, notice period, severance fees – NIL
- Stock option details, if any - and whether issued at a discount as well as the period over which accrued and over which exercisable - NIL

### Remuneration of Directors

Details of remuneration paid / payable to Directors for the year ended March 31, 2014 are as follows :

Director	Relationship with other Directors	Business relationship with CSSL	Loan & Advances from CSSL	Sitting Fees	Salary & Perquisites	Commission
Shri Vijay Majrekar [DIN : 00804808]	None	MD, Executive	NIL	NIL	₹84.00 Lakhs	₹2.52 Lakhs
Shri Devraj T. Poojary [DIN : 02041726]	None	Executive Director	NIL	NIL	₹3.60 Lakhs	NIL
Shri B. S. Limaye [DIN : 00804930]	None	None	NIL	₹10000	NIL	NIL
Shri S. C. Modi [DIN : 03103966]	None	None	NIL	₹10000	NIL	NIL
Shri J. B. Shetty [DIN : 00731896]	None	None	NIL	₹7500	NIL	NIL
S. H. Jain [DIN : 02203030]	None	None	NIL	N.A.	NIL	NIL

All the Executive Directors are drawing remuneration as per agreement / terms of appointment finalised with them. The Company did not have any remuneration policy as such.

Following is the list of Non-Executive Directors and their Shareholdings in the Company :

Name	No. of Equity Share	Non convertible Instruments
Shri B. S. Limaye [DIN : 00804930]	100	NIL
Shri S. C. Modi [DIN : 03103966]	100	NIL
Shri J. B. Shetty [DIN : 00731896] (w.e.f. May 9, 2013)	NIL	NIL
Shri S. H. Jain [DIN : 02203030] (upto April 23, 2013)	100	NIL

### Share Transfers and Shareholders / Investors Grievance Committee

A "Share Transfers and Shareholders / Investors Grievance Committee" has been constituted at the Board level, under the Chairmanship of a Non-Executive Independent Director.

Following are the members of the Committee.

Name	Designation	Committee Meetings	
		Held	Attended
Shri B. S. Limaye [DIN : 00804930]	Chairman	4	4
Shri Vijay Majrekar [DIN : 00804808]	Member	4	4
Shri S. C. Modi [DIN : 03103966]	Member	4	4
Shri H. Iyappan	Compliance Officer	4	0
Shri S. H. Jain [DIN : 02203030] (upto April 23, 2013)	Member	4	0

### Role

The Committee looks into:

- issues relating to shareholders including transfer/transmission of shares;
- issue of duplicate share certificates;
- non-receipt of annual report;
- non-receipt of share certificate after transfers;
- delay in transfer of shares;
- oversees performance of the Registrar & Transfer Agent;
- any other complaints of shareholders.

The Board of Directors have delegated the power to Shri H. Iyappan ~ Compliance Officer to approve the

# CENTENIAL SURGICAL SUTURE LTD.

## Annual Report 2013 ~ 2014

transfer & transmission of shares, & approve subdivision, consolidation & replacement of share certificates of the Company. The Company has also adopted a code of internal procedure & conduct for prevention of insider trading in the shares of the Company, pursuant to the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2002. The Board has designated Shri H. Iyappan, as the Compliance Officer & authorised the Committee to monitor the compliances as required under the aforesaid regulations.

There has been no instance of non-compliance by your Company on any matter related to capital markets during the year under review and hence no strictures / penalties have been imposed in your Company by the stock exchanges or the Securities and Exchange Board of India (SEBI) or any statutory authority.

### Investors Relationship

All complaints / requests received from shareholders during the year under review were resolved.

### Green Initiative in Corporate Governance

As per the Companies Act, 1956, the Company is required to send Notices / documents including Annual Report comprising of Balance Sheet, Profit and Loss Account, Directors' Report, Auditors' Report etc. to all its members physically. Hitherto these documents were being sent to your address registered with Depositories which is provided to the Company by them.

The Ministry of Corporate Affairs has taken welcome steps permitting companies to send the above referred documents through Electronic mode. The same has the following advantages:

- Quick and direct receipt of documents.
- Saving of paper & consequent improvement in environment.
- Avoidance of delay in receipt of communications and loss of documents in transit.

In view of the benefits, we appeal to you to update your Email ID with your Depository Participant (DP) immediately. The aforesaid Notices / documents will also be made available on our website, <http://www.centennialindia.com/Corporates>. Physical copies of the notices / documents including Annual Reports will be available for inspection during office hours on working days at the Registered Office of the Company.

In case you desire to receive only physical copies of above documents, kindly write to our Registrar &

Transfer Agents M/s. Purva Shareregistry (India) Pvt. Ltd. Corporate & Administrative Office : Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Off N. M. Joshi Marg, Near Lodha Excelus, Lower Parel (E), Mumbai 400011. Else, kindly email to our Registrar & Transfer Agents at [purvashr@mtnl.net.in](mailto:purvashr@mtnl.net.in) by quoting "SEEK PHYSICAL COPIES" in the subject of the mail and also by quoting your DP ID / Client ID to enable the Company to send the physical copy by Post to you. We also request you to check your bank details by obtaining client master advice from your DP & ensure that your Core Banking System Bank Account Number, MICR Code, IFSC Code etc., are correctly updated by your DP. We seek your cooperation in implementing the "GREEN INITIATIVE" of Ministry of Corporate Affairs, Government of India, New Delhi.

### General Body Meetings

#### a). Annual General Meeting

The location and time of the Annual General Meetings held during the last 3 years is as follows:

Year	Location	Date	Time
2011	F-29, MIDC, Murbad, Thane 421401, Maharashtra.	27-09-2011	4.30 p.m.
2012		18-09-2012	4.30 p.m.
2013	Murbad Manufacturers Association Ltd., X-27, MIDC, Murbad, Thane 421401, Maharashtra.	01-08-2013	10.30 a.m.

#### b). Extra Ordinary General Meeting

At Extra Ordinary General Meeting held on Monday, 16<sup>th</sup> January, 2012 at the registered office of the Company, no resolutions were passed.

#### c). Postal Ballot

No Postal Ballot was conducted during the year 2013 - 2014.

#### d). Special Resolutions

No special resolutions were passed in any of the previous three AGMs.

### STAKEHOLDERS

#### Dissemination of Information

The Company has established systems & procedures to disseminate relevant information to its stakeholders including shareholders, auditors, suppliers, customers, employees, financiers and bankers. The primary source of information

# CENTENIAL SURGICAL SUTURE LTD.

## Annual Report 2013 ~ 2014

regarding the operations of the Company, including the quarterly results can be viewed on the Company's website [www.centenialindia.com](http://www.centenialindia.com). The quarterly and annual results of the Company are sent to the Stock Exchanges immediately after they are approved by the Board of Directors and published in widely circulated English and in vernacular newspapers.

### Shareholders

- Details of the Directors seeking re-appointment/appointment at the ensuing Annual General Meeting [AGM] are provided in the Notice convening the AGM.
- Press Releases and financial results are made available on the website of your Company ([www.centenialindia.com](http://www.centenialindia.com)).

### Means of Communication

- The annual & quarterly results are regularly submitted to the Stock Exchanges in accordance with the Listing Agreement and the same is published in Newspaper.

Newspaper	Cities of Publication
Navshakti	Mumbai
Free Press Journal	Mumbai

- The Management Discussions and Analysis Report forms part of this Annual Report.

### Management

The Management identifies, measures, monitors and minimizes the risk factors in the business and ensures safe, sound and efficient operation. Your Company has developed and various implemented policies, procedures and practices that attempt to translate the Company's core purpose and mission into reality. All these policies, procedures and practices are elaborated hereunder:

#### Policy of Corporate Governance

The Company always makes conscious efforts to inculcate best Global Corporate Governance practices and goes beyond adherence to regulatory framework has its commitment to trusteeship, transparency, accountability and equality in all its dealings, and to maintain positive bonding has put in place a 'Policy of Corporate Governance'

#### Policy of Corporate Social Responsibility (CSR)

The Company's dedicated philosophy of "SERVING SOCIETY THROUGH INDUSTRY" is envisaged

through the above Policy. At CENTENIAL, CSR is an initiative to "create new value" to economic, environmental and social issues and is intended to identify your Company with the society to establish rapport, increase competitiveness, and achieve sustainable growth, for better social development.

#### Policy on Vendor's Grievances

To ensure consistent smooth and timely supply of quality material and services at economically viable and competitive prices from various vendors, without any grievances, the Policy on Vendors' Grievances is adopted.

#### Policy on Supply Chain

Your Company being one of the manufacturer and marketer of Sutures and other medical devices in India, has introduced a 'Policy on Supply Chain', to ensure quality products are delivered timely to end customer, through a network of suppliers such as consignee agent, distributors and direct supplies.

#### Prohibition of Insider Trading

The Company has implemented a Policy prohibiting Insider Trading in conformity with regulations of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992. Necessary procedures have been laid for insiders identified from time to time, which prohibits trading in the securities of the Company, based on unpublished price sensitive information.

#### Succession Planning

Your Company has put in place a Policy on Succession Planning, which is an ongoing process that identifies necessary competencies, and then works to assess, develop, and retain a talent pool of associates, in order to ensure a continuity of leadership for all critical positions.

#### Policy of Employee Participation in Management (EPM)

Your Company has framed a mechanism where the associates have an involvement and ownership in the decision making process of the organization. The purpose of EPM is to increase production and productivity, evaluation of costs, development of personnel, expansion of markets and risk Management.

#### Whistle Blower Policy

The Company has formulated a Policy to prohibit managerial personnel from taking adverse personnel



Annual Report 2013 ~ 2014

action against employees disclosing in good faith, alleged wrongful conduct on matters of public concern involving violation of any law, mismanagement, misappropriation of public funds etc. Employees aware of any alleged wrongful conduct are encouraged to make a disclosure to the Audit Committee. No personnel of the Company has been denied access to the Audit Committee.

**Legal Compliance Policy**

The Company has a Legal Compliance Policy for duly complying with Central, State and Local Laws and Regulations to achieve and maintain the highest business standards and benchmark the internal legal practices against the International Standards.

**Policy on Conflict Management**

The Company has adopted a Policy on Conflict Management, which aims to resolve conflicts, at the lowest possible level, using procedures that address and respect the needs, interest and rights of associates in a fair and efficient manner. This is attained through the use of both, formal and informal conflict management processes. These tools are effectively coordinated through the Conflict Management System (CMS).

**Policy on Training for Board of Directors**

At CENTENIAL, we strongly believe in the concept of continuous learning. The Policy ensures that the Board of Directors, being at the highest level in the Organization Structure, too require training and development, to enable update themselves and provide best services to the Company. The training requirements of Directors vary in view of their nature of nomination on the Board and their training needs are structured accordingly.

**Policy on induction of Directors**

The Policy places the responsibility on the Chairman of the Board to ensure that all new Board members are well briefed and have access to all aspects of the Company's operations. The new Directors would be briefed on several matters like, duties and powers of Directors, special duties or arrangements attaching to the position, requirement to disclose Directors interest, confidentiality and right to access Company information etc. In addition to the above, new Directors will be provided with other information like Company constitution, policies, organization structure and other relevant information.

**Board Charter**

This charter sets out the role, structure, responsibilities and operations of the Board of the

Company and its delegation of authority to the management. The charter sets out the role of the Board as a Trustee of the stakeholders and the Company, who provide strategic direction, review corporate performance, authorize and monitor strategic decisions, ensure regulatory compliances and safeguard their interest.

**Management Discussion and Analysis**

This Annual Report has a detailed chapter on Management Discussion and Analysis.

**Disclosures**

- The Management Discussion & Analysis forms part of the Annual Report & is in accordance with the requirements laid out in Clause 49 of the Listing Agreement.
- No material transaction has been entered into by your Company with the Promoters, Directors or the Management, their subsidiaries or relatives etc. that may have a potential conflict with interests of your Company.
- Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchange or SEBI of any statutory authority, on any matter related to capital markets during the last three years 2011-2012, 2012-2013 and 2013-2014 :

The Company had received a show cause notice from the Registrar of Companies, Maharashtra No. ROC/IPC/89759/anu/14/6303 dt. January 8, 2014 for violation of under Section 166 of the Companies Act, 1956 and the said notice was duly replied during the year.

- Your Company has instituted a comprehensive Code of Conduct in compliance with the SEBI regulations on prevention of insider trading.
- The Company has complied with mandatory provisions of corporate governance and is in the process of adopting the non-mandatory provisions of corporate governance.
- The Board hereby affirms that no personnel have been denied access to the audit committee.

Directors and Senior Management Personnel of the Company, as well as certain identified key associates make quarterly disclosures to the Board relating to all material, financial and commercial transactions where they interest, conflicting with the interest of the Company. The interested Directors do not participate in the discussion nor do they vote on

# CENTENIAL SURGICAL SUTURE LTD.

## Annual Report 2013 ~ 2014

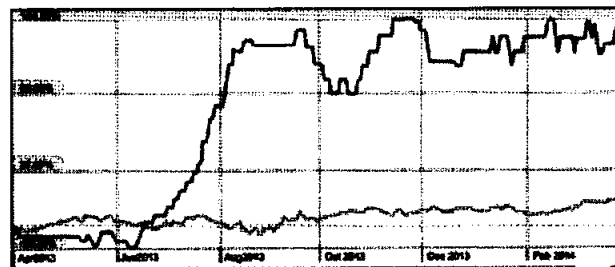
such matters when the matter is considered by the Board of Directors.

### GENERAL SHAREHOLDER INFORMATION

Annual General Meeting	
Date	Monday, September 29, 2014
Time	10.30 a.m.
Venue	Murbad Manufacturing Association Ltd. Plot No. X-27, MIDC, Murbad, Thane 421401, Maharashtra.
Financial Calendar ~ April 1 to March 31	
I Quarter Results (June 30)	2nd Week of August 2014
Mailing of Annual Report	Last Week of August 2014
Annual General Meeting	September, 2014
II Quarter Results (September 30)	2nd Week of November 2014
III Quarter Results (December 31)	2nd Week of February 2015
IV Quarter (March 31)	Last Week of May 2015
Annual Results (March 31)	Last Week of May 2015
Date of book closure	Monday, September 22, 2014 to Monday, September 29, 2014 (both days inclusive)
Dividend Payment	The Board of Directors have not proposed any dividend for current financial year.
Registered Office	F-29, MIDC, Murbad, Thane 421401, Maharashtra. Tel. : 91 (02524) 222905 Fax No. : 91 (02524) 222872 admin@centenialindia.com www.centenialindia.com
Manufacturing facilities	(a). F-29, MIDC, Murbad, Thane 421401, Maharashtra. (b). B-17, MIDC, Murbad, Thane 421401, Maharashtra.
Listing details	The Company's Shares are Listed on the BSE Ltd and Ahmedabad Stock Exchange. The BSE Ltd., Mumbai is the Regional Stock Exchange.
Stock Codes ~ BSE	531380
Stock Codes ~ ASE	11219
Listing Fees	Listing Fees for the year 2014 ~ 2015 paid to the BSE Ltd., & Ahmedabad Stock Exchange Limited.

Stock Market Data			
Month / Year	Bombay Stock Exchange Limited		
	High	Low	Monthly Volume
	(In )	(In )	(In Nos.)
April 2013	19.55	18.55	476
May 2013	19.25	17.50	1312
June 2013	21.55	17.05	40
July 2013	36.50	22.60	186636
August 2013	46.15	38.30	22065
September 2013	47.00	42.30	345
October 2013	44.10	38.10	3758
November 2013	48.50	44.00	652
December 2013	47.00	42.00	675
January 2014	46.05	41.75	7700
February 2014	50.00	43.75	720
March 2014	49.95	43.50	5682

Performance in comparison to broad based indices such as BSE Sensex, CRISIL Index, etc.



■ CENTENIAL

■ SENSEX

#### Registrar and Transfer Agents :

Purva Shareregistry (India) Pvt. Ltd.  
Corporate & Administrative Office : Unit No. 9, Shiv  
Shakti Industrial Estate, J . R. Boricha Marg, Off N.  
M. Joshi Marg, Near Lodha Excelus, Lower Parel  
(E), Mumbai 400011. Maharashtra.  
Telephone (+91 22) 2301 6761 / 2301 8261  
Email : [busicomp@vsnl.com](mailto:busicomp@vsnl.com)

#### Share Transfers System

To expedite the share transfer process in the physical segment, authority has been delegated to the Share Transfer Committee. For administration convenience & to facilitate speedy approvals, authority has also been delegated to senior executives to approve share transfers up to specified

# CENTENIAL SURGICAL SUTURE LTD.

## Annual Report 2013 ~ 2014

limits. Share transfers / transmissions approved by the Committee & the authorised executives are placed at the Board Meeting from time to time. All shares have been transferred and returned in 21 days from the date of receipt, so long as the documents have been clear in all respects. The Share Transfer Committee meets approximately twice a month.

### Compliance Officer

Shri H. Iyappan is the Compliance Officer for complying with the requirements of SEBI (Prohibition of Insider Trading) Regulations, 1992 and the listing agreement with the stock exchanges in India.

### Secretarial Audit

A Practicing Company Secretary of the Institute of Company Secretaries of India, has carried out secretarial audit every quarter to reconcile the total admitted capital with National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL) & the total issued and listed capital. The audit confirms that the total issued/ paid-up capital is in agreement with the aggregate total number of shares in physical form & the total number of dematerialized shares held with NSDL & CDSL.

### Distribution of shareholding as of March 31, 2014:

Slab of Shareholding (Value)	Shareholders		Share Amount	
	Numbers	% of Total Nos.	(in Lakhs)	% of Total Amt.
0-5000	408	57.55	13.56	3.72
5001-10000	183	25.81	15.23	4.17
10001-20000	40	5.64	7.02	1.92
20001-30000	23	3.24	5.81	1.59
30001-40000	9	1.27	3.29	0.90
40001-50000	8	1.13	3.90	1.07
50001-100000	16	2.26	11.15	3.06
Above 100000	22	3.10	304.87	83.56
Total	709	100.00	364.83	100.00

### Dematerialisation of shares & liquidity :

The Company's shares were dematerialised vide tripartite agreement executed between the Company, M/s. Purva Sharegistry (India) Pvt. Ltd. (Registrar and Transfer Agents) and NSDL & CDSL respectively. As on March 31, 2014, 24,75,600 shares

aggregating to 67.86% of the total holding were dematerialised. The balance 11,72,700 shares aggregating to 32.14% were in Physical Form.

**Outstanding GDRs / ADRs / Warrants or any convertible instruments:** Not applicable.

**Plant location :** F-29; B-17, MIDC, Murbad, Thane 421401, Maharashtra.

### Investor Correspondence :

Shri H. Iyappan,  
Compliance Officer  
F-29, MIDC, Murbad, Thane 421401.  
Maharashtra.

By Order of the Board of Directors

For **C**ENTENIAL SURGICAL SUTURE LTD.

Mumbai August 13, 2014  
Vijay Majrekar  
Chairman and Managing Director  
DIN : 00804808

### Registered Office :

F-29, MIDC, Murbad, Thane 421401. Maharashtra.  
Corporate Identification Number :  
L99999MH1995PLC089759  
Email : [cssl@centenialindia.com](mailto:cssl@centenialindia.com)  
Website : [www.centenialindia.in](http://www.centenialindia.in)  
Tel: (2524) 222905 Fax : (2524) 222872

### CERTIFICATE OF COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE REQUIREMENTS UNDER CLAUSE 49 OF LISTING AGREEMENT

To the Members of Centenial Surgical Suture Ltd.

We have examined the compliance of conditions of Corporate Governance by Centenial Surgical Sutures Ltd. for the year ended March 31, 2014 as stipulated in Clause 49 of the Listing Agreements of the said Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company.

Annual Report 2013 ~ 2014

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreements.

We state that in respect of investor grievances received during the year ended March 31, 2014 there were NIL investor grievances pending against the Company as per the records maintained by the Company and presented to the Investor / Shareholders Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For M/s. A. VIJAYKUMAR & CO.  
CHARTERED ACCOUNTANTS  
ICAI Firm Reg.No.: 009824S

Mumbai, Maharashtra  
August 13, 2014

**Omprakash G. Soni**  
Partner  
Membership No.016090

**COMPLIANCE CERTIFICATE**

Registration of the Company :  
**L99999MH1995PLC089759**  
Nominal Capital: 7,50,00,000.00

To,  
THE MEMBERS,  
CENTENIAL SURGICAL SUTURE LIMITED  
Registered Office: F-29, MIDC, Murbad,  
Thane 421401. MAHARASHTRA.

We have examined the registers, records, books and papers of CENTENIAL SURGICAL SUTURE LIMITED, ("the Company") as required to be maintained under the Companies Act, 1956, (the "Act") and as per the applicable notified Sections of the Companies Act, 2013 and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31<sup>st</sup> March, 2014 ("financial year"). In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year:

- 1). The Company has kept and maintained all registers as stated in Annexure 'A' to this Certificate, as per the provisions of the Act and the rules made there under and all entries therein have been duly recorded.
- 2). The Company has duly filed the forms and returns as stated in Annexure 'B' to this Certificate, with the Registrar of Companies within the time prescribed under the Act and the rules made there under and wherever the documents are filed late, the additional filing fees have been paid.
- 3). The Company being a Public Limited Company has the minimum prescribed paid up Capital.
- 4). The Board of Directors duly met 4 (Four) times on 30<sup>th</sup> May, 2013, 14<sup>th</sup> Aug, 2013, 14<sup>th</sup> Nov, 2013 and 14<sup>th</sup> February, 2014 in respect of which meeting proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.
- 5). The Company has closed its Register of Members from Thursday 25<sup>th</sup> July, 2013 to 1<sup>st</sup> August, 2013 (both days inclusive) and necessary compliance of Section 154 of the Act has been made.
- 6). The Annual General Meeting for the financial year ended on 31<sup>st</sup> March, 2013 was held on 1<sup>st</sup> August, 2013 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
- 7). No Extra-ordinary General Meeting was held during the financial year.
- 8). The Company has not advanced loans to its Director or persons or firms or companies as referred to under Section 295 of the Act.
- 9). The Company has not entered into any contracts falling within the purview of section 297 of the Act.
- 10). The Company has made necessary entries in the register maintained under Section 301 of the Act.
- 11). As there were no instances falling within the purview of Section 314 of the Act, the Company has not obtained any approvals from the Board

# CENTENIAL SURGICAL SUTURE LTD.

## Annual Report 2013 ~ 2014

- of Directors, Members or Central Government, as the case may be.
- 12). The Board of Directors has approved the issue of duplicate share certificates.
- 13). The Company has:
- i) Delivered all the certificates and on lodgment thereof for transfer/transmission or any other purpose in accordance with the provisions of the Act.
  - ii) Not deposited any amount in a separate bank account as no dividend was declared during the financial year.
  - iii) Not paid dividends to any members within a period of 30 (thirty) days from the date of declaration as no dividend was declared.
  - iv) Not transferred the amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon, which have remained unclaimed or unpaid for a Period of seven years, to Investor Education and Protection Fund as no amount in respect of the above were lying in the books of accounts of the Company is to be transferred.
  - v) Duly complied with the requirements of Section 217 of the Act.
- 14). The Board of Directors of the Company is duly constituted. Shri Sunil H. Jain [DIN: 02203030], Independent Non-Executive Director of the Company resigned from the Board w.e.f. 23<sup>rd</sup> April, 2013. Shri Jagadish B. Shetty [DIN : 00731896] was appointed as an additional Director w.e.f. 9<sup>th</sup> May, 2013, subsequently he was regularized as a Director w.e.f. 1<sup>st</sup> August, 2013. There was no appointment of alternate Directors and Directors to fill casual vacancy during the financial year.
- 15). The re-appointment of Shri Devraj T. Poojary [DIN : 02041726], Executive Director of the Company w.e.f. 1<sup>st</sup> February, 2014 has been made in compliance with the provisions of section 269 read with Schedule XIII of the Companies Act.
- 16). The Company has not appointed any sole-selling agents during the financial year.
- 17). The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar of Companies and/ or such authorities prescribed under the various provisions of the Act.
- 18). The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
- 19). The Company has not issued any shares, debentures or other securities during the financial year.
- 20). The Company has not bought back any shares during the financial year.
- 21). The Company has no preference share capital or debentures and as such there was no redemption of preference shares or debentures during the financial year.
- 22). There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
- 23). The Company has not invited or accepted any deposits including any unsecured loans falling within the purview of Section 58A of the Act during the financial year.
- 24). The Company has borrowed amount from Financial Institutions, Banks but not from Directors, Members and others during the financial year ending on 31<sup>st</sup> March, 2014. The said borrowings are within the limits as specified under section 180(1) (c) of the Companies Act, 2013.
- 25). The Company has not made any investments, given Loan or given guarantees or provided securities to other bodies corporate in accordance with the provisions of section 372A of the Companies Act.
- 26). The Company has not altered the Provisions of the memorandum with respect to situation of the Company's registered office from one state to another during the financial year under scrutiny.
- 27). The Company has not altered the provisions of the memorandum with respect to the objects of the Company during the financial year under scrutiny.

# CENTENIAL SURGICAL SUTURE LTD.

## Annual Report 2013 ~ 2014

- 28). The Company has not altered the provisions of the memorandum with respect to name of the Company during the financial year under scrutiny.
- 29). The Company has not altered the provisions of the memorandum with respect to the share capital of the Company during the financial year under scrutiny.
- 30). The Company has not altered its articles of association during the financial year.
- 31). The Company received a show cause notice from The Registrar of Companies, Maharashtra No.ROC/IPC/89759/anu/14/6303 dt. January 8, 2014 for violation under Section 166 of the Companies Act, 1956. The said notice was duly replied during the year. There was no prosecution initiated against its Directors & officers of the Company during the financial year, for offences under the Act.
- 32). The Company has not received any money as security from its employees during the financial year.
- 33). The Company has deposited both employee's and employer's contribution to Provident Fund with prescribed authorities pursuant to section 418 of the Act.

for, H S ASSOCIATES  
Company Secretaries  
Sd/-

Hemant Shetye  
Partner

Mumbai,  
August 13, 2014

C.P. No.: 1483

### ANNEXURE "A"

#### REGISTERS & RECORDS MAINTAINED BY THE COMPANY

- a) Register of members under Section 150.  
b) Index of members under Section 151.  
c) Register of Transfers.  
d) Registers and Returns under Section 163.  
e) Register of Contracts under Section 301.  
f) Register of Directors, Managing Director, manager and secretary under Section 303.  
g) Register of Director's shareholdings under Section 307.  
h) Register of Inter Company investments under Section 372A.  
i) Register of Charges under Section 143.  
j) Register of Share application and allotment.

- k) Minutes Book under Section 193.  
l) Books of Account under Section 209.  
m) Attendance Register

### ANNEXURE "B"

#### FORMS & RETURNS AS FILED BY THE COMPANY WITH THE REGISTRAR OF COMPANIES DURING THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2014.

Sr. No.	Forms	Section	Date of filing	Whether filed within prescribed time	Particulars
1	66	383 (A)	08-08-2013	Yes	Compliance certificate for the year ended 31 <sup>st</sup> March, 2013.
2	23AC, 23ACA	220	26-09-2013	No	Balance Sheet and Profit/Loss Account for Financial Year ended 31 <sup>st</sup> March, 2013.
3	20B	159	11-09-2013	Yes	Annual Return for year ended 30 <sup>th</sup> September, 2013.
4	32	265	08-08-2013	Yes	Re-appointment of Director
5	32	265	14-05-2013	Yes	Appointment of additional director
6	32	265	03-05-2013	Yes	Resignation as a Director
7	8	125	27-11-2013	No	Modification of charge
8	8	125	27-11-2013	No	Modification of charge

Mumbai,  
August 13, 2014

for, H S ASSOCIATES  
Company Secretaries  
Sd/-

Hemant Shetye  
Partner  
C.P. No.: 1483

### CODE OF CONDUCT ~ DECLARATION

As provided under Clause 49 of the Listing Agreement with the stock exchanges, the Board Members and Senior Management Personnel have confirmed compliance with the Code of Conduct for the year ended March 31, 2014.

Mumbai, Maharashtra  
May 30, 2014

Sd/-  
Vijay Majrekar  
Managing Director  
DIN : 00804808

# CENTENIAL SURGICAL SUTURE LTD.

## Annual Report 2013 ~ 2014

### CEO / CFO CERTIFICATION

To,  
The Board of Directors,  
CENTENIAL SURGICAL SUTURE LTD.

We certify that :

1. We have reviewed the financial statements, read with the cash flow statement of CENTENIAL SURGICAL SUTURE LTD. (the Company) for the year ended March 31, 2014 and to the best of our knowledge and belief :-
  - a. these statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
  - b. these statements & other financial information included in this report present a true & fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We are responsible for establishing & maintaining internal controls for financial reporting & we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting.
4. We have disclosed to the Company's Auditors & the Audit Committee of the Company's Board of Directors all significant deficiencies in the design or operation of internal controls, if any, of which we are aware & the steps taken or proposed to be taken to rectify the deficiencies.
5. We have indicated to the Auditors and the Audit Committee that there have been no :
  - a. significant changes in the Company's internal control over financial reporting during the year;
  - b. significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements;
  - c. instances of significant fraud of which we have become aware and the involvement

therein, if any, of management or other employees having a significant role in the Company's internal control system over financial reporting.

Sd/-  
Vijay Majrekar  
Chief Executive Officer

Sd/-  
Sapna Mhatre  
Chief Financial Officer

Mumbai, Maharashtra

August 13, 2014

### INDEPENDENT AUDITOR'S REPORT

To the Members of  
CENTENIAL SURGICAL SUTURE LIMITED

#### Report on the Financial Statements

We have audited the accompanying financial statements of M/s. CENTENIAL SURGICAL SUTURE LIMITED ("the Company"), which comprises the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements

# CENTENIAL SURGICAL SUTURE LTD.

## Annual Report 2013 ~ 2014

and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a). in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- b). in the case of the Statement of Profit & Loss, of the profit for the year ended on that date and;
- c). in the case of the cash flow statement, of the cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by Section 227(3) of the Act, we report that:
  - a) We have obtained all the information and explanations which to the best of

our knowledge and belief were necessary for the purpose of our audit;

- b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- c) the balance sheet, statement of profit and loss and cash flow statement dealt with by this report are in agreement with the books of account;
- d) in our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956 read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013;
- e) on the basis of written representations received from the Directors as on March 31, 2014, and taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2014, from being appointed as a Director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.

**For M/s. A. VIJAY KUMAR & CO.**  
**CHARTERED ACCOUNTANTS**  
ICAI Firm Reg. No.: 009824S

Mumbai, Maharashtra  
May 30, 2014

**Omprakash G. Soni**  
Partner  
Membership No.016090

### ANNEXURE TO THE AUDITOR'S REPORT of CENTENIAL SURGICAL SUTURE LIMITED

Annexure referred to in Paragraph 3 of our Report of Even Date

- i) In respect of its fixed assets:
  - a) The Company has maintained proper records to show full particulars including quantitative details and situation of its fixed assets.



# CENTENIAL SURGICAL SUTURE LTD.

## Annual Report 2013 ~ 2014

- b) Some of the fixed assets have been physical verified during the year by the management in accordance with a programme of verification, which in our opinion provides for physical verification of all the fixed assets of the Company at reasonable intervals having regards to the size of the Company and the nature of its assets. According to the information and explanation given to us no material discrepancies were noticed on such verification.
- c) The fixed assets disposed off during the year, in our opinion, do not constitute a substantial part of the fixed assets of the Company and such disposal has, in our opinion, not affected the going concern status of the Company.
- ii) In respect of its inventories :
  - a) As explained to us, the inventories of finished and semi-finished goods and raw materials were physically verified during the year by the Management. In respect of stores and spare parts and stock lying with consignment agents, the Company has a programme of physical verification of stocks at reasonable interval.
  - b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
  - c) In our opinion and according to the information and explanations given to us, the Company is maintaining proper records of inventory. The discrepancies noticed on physical verification between the physical stock and book records were not material.
- iii) a) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms and other parties covered in the register maintained under Section 301 of the Companies Act, 1956. In view of this, clauses (iii) (b, c and d) are not applicable to the Company.
- e) According to the information and explanations given to us, the Company has taken loans, secured or unsecured, from companies, firms and other parties covered in the register maintained under Section 301 of the Companies Act, 1956.
- f) The rate of interest and other term and conditions of loans taken by the Company, secured or unsecured, are prima facie not prejudicial to the interest of the Company.
- g) The payment of interest amount in principle are as stipulated.
- iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control procedure commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and we have not observed any continuing failure to correct major weaknesses in such internal control system.
- v) In respect of contracts or arrangements entered by the companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956:
  - a) According to the information and explanations provided by the management, we are of the opinion that the transactions that needed to be entered into the register maintained under Section 301 of the Companies Act, 1956 have been so entered.
  - b) In our opinion and according to the information and explanations given to us, the transaction with the parties with whom transactions exceeding value of Rs.5,00,000.00 have been entered into during the financial year are reasonable having regard to the prevailing market prices at the relevant time.
- vi) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public.
- vii) In our opinion, the Company has an internal audit system commensurate with the size and the nature of its business.

**Annual Report 2013 ~ 2014**

- viii) We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 209(1)(d) of the Companies Act, 1956 and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the records.
- ix) In respect of Statutory dues:
- a) According to the information and explanations given to us, the Company has been generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Income Tax, Sales Tax, Customs Duty, Excise Duty, Cess and other statutory dues applicable to it with appropriate authorities during the year. According to the information and explanations given to us, no undisputed amounts payable in respect of Income Tax, Sales Tax and Customs Duty were outstanding, at the year end for a period of more than six months from the date they became payable.
- b) According to the records of the Company, there are no dues in respect of Sales Tax, Custom Duty, Excise Duty and Income Tax under the Income Tax Act, 1961 ('IT Act') on account of any dispute except Rs.12,913.00 for Assessment Year 2003 ~ 2004 under the Income Tax Act, 1961 for excess interest charged. The case is pending with the Assistant Commissioner of Income Tax.
- x) The Company does not have any accumulated losses and has not incurred any cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xi) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institution or bank.
- xii) According to the information and explanations given to us and based on the documents and records produced before us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii) As per the present business activities of the Company, the requirements of Clause 4 (xiii a, b, c and d) are not applicable to the Company.
- xiv) As per the present business activities of the Company, the requirements of Clause 4 (xiv) is not applicable to the Company.
- xv) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institution.
- xvi) According to the information and explanations given to us, no term loans have been taken during the year hence, the purpose for which the loans were applied is not applicable to the Company.
- xvii) According to the information and explanations given to us and on the overall examination of the Balance Sheet and Cash flow statement of the Company, funds raised on short-term basis have prima-facie not been used during the year for long-term investment.
- xviii) The Company has not made any preferential allotment of shares during the year.
- xix) During the period covered by our audit report, the Company has not raised any money by public issue.
- xx) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

**For M/s. A. VIJAY KUMAR & CO.**  
**CHARTERED ACCOUNTANTS**  
 ICAI Firm Reg. No.: 009824S

Mumbai, Maharashtra  
 May 30, 2014

**Omprakash G. Soni**  
 Partner  
 Membership No.016090

# CENTENIAL SURGICAL SUTURE LTD.

Annual Report 2013 ~ 2014

## Balance Sheet as at March 31, 2014

₹ in Lakhs			
Particulars	Note No.	As at March 31, 2014	As at March 31, 2013
<b>A. EQUITY AND LIABILITIES</b>			
<b>1. Shareholders' Funds</b>			
(a) Share Capital	3	542.43	542.43
(b) Reserves and Surplus	4	1383.41	1204.31
<b>2. Non-Current Liabilities</b>			
(a) Long-Term Borrowings	5	220.06	230.06
(b) Deferred Tax Liabilities (Net)	6	(0.67)	(0.27)
(c) Other Long Term Liabilities	7	170.74	163.24
(d) Long-Term Provisions	8	(3.61)	2.89
		<u>386.52</u>	<u>395.92</u>
<b>3. Current Liabilities</b>			
(a) Short-Term Borrowings	9	912.13	1035.25
(b) Trade Payables	10	1020.43	1008.82
(c) Other Current Liabilities	11	385.28	300.59
(d) Short-Term Provisions	12	378.61	286.61
		<u>2696.45</u>	<u>2631.25</u>
<b>TOTAL</b>		<u><b>5008.81</b></u>	<u><b>4773.90</b></u>
<b>B. ASSETS</b>			
<b>1. Non-current assets</b>			
(a) Fixed Assets			
(i) Tangible Assets	13A	451.61	469.01
(ii) Intangible Assets	13B	1.60	2.67
(iii) Capital Work-in-Progress	13C	19.23	19.23
		<u>472.44</u>	<u>490.91</u>
(b) Non-current Investments	14	0.10	0.10
(c) Long-Term Loans and Advances	15	13.21	14.21
(d) Other Non-Current Assets	16	0.00	0.00
		<u>485.75</u>	<u>505.22</u>
<b>2. Current Assets</b>			
(a) Inventories	17	1869.84	1523.23
(b) Trade Receivables	18	1886.10	1891.90
(c) Cash and Bank Balances	19	115.24	313.98
(d) Short-Term Loans and Advances	20	651.45	539.15
(e) Other Current Assets	21	0.43	0.43
		<u>4523.06</u>	<u>4268.68</u>
<b>TOTAL</b>		<u><b>5008.81</b></u>	<u><b>4773.90</b></u>

### Significant Accounting Policies

2

Accompanying notes form an integral part of the financial statements.

Previous year's figures are regrouped and recasted wherever required.

**In terms of our report attached**

for A. VIJAY KUMAR & CO.

Chartered Accountants

Firm Registration No. 009824S

**Omprakash Soni**

Partner

Membership No.: 016090

Mumbai, May 30, 2014

**For and on behalf of Board of Directors  
CENTENIAL SURGICAL SUTURE LTD.**

**Vijay Majrekar**

Chairman & Managing Director

DIN : 00804808

**Devraj T. Poojary**

Executive Director

DIN : 02041726

Mumbai, May 30, 2014

# CENTENIAL SURGICAL SUTURE LTD.

## Annual Report 2013 ~ 2014

### Statement of Profit and Loss for the year ended March 31, 2014

₹ in Lakhs			
Particulars	Note No.	For the year ended March 31, 2014	For the year ended March 31, 2013
<b>1. REVENUE :</b>			
Revenue from operations (Gross)	22	5392.54	5717.59
Less: Excise Duty		292.07	308.85
Revenue from operations (Net)		5100.47	5408.74
<b>2. Other Income</b>	23	4.39	1.95
<b>3. Total revenue (1 + 2)</b>		5104.87	5410.70
<b>4. EXPENSES :</b>			
(a) Cost of Materials Consumed	24	2700.99	2502.77
(b) Purchase of Stock-in-Trade	25	12.13	3.26
(c) Changes in Inventories of Finished Goods /Work-in-progress/Stock-in-Trade	26	(419.81)	37.58
(d) Employee Benefits Expenses	27	689.45	648.92
(e) Finance Costs	28	119.59	160.36
(f) Depreciation and Amortisation Expense	13A & 13B	58.80	57.58
(g) Other Expenses	29	1673.00	1741.07
<b>Total expenses</b>		4834.15	5151.54
<b>5. Profit Before Tax (3-4)</b>		270.71	259.15
<b>6. Tax Expense :</b>			
(a) Current Tax		92.00	88.08
(b) Deferred Tax		(0.40)	(0.40)
(c) Income Tax of Earlier Years Written Off/(Back)		0.00	14.11
<b>Total Taxes</b>		91.60	101.78
<b>7. Profit For The Year (5-6)</b>		179.12	157.37

#### Significant Accounting Policies

Accompanying notes form an integral part of the financial statements.

Previous year's figures are regrouped and recasted wherever required.

In terms of our report attached  
for A. VIJAY KUMAR & CO.  
Chartered Accountants  
Firm Registration No. 009824S

**Omprakash Soni**  
Partner  
Membership No.: 016090  
Mumbai, May 30, 2014

For and on behalf of Board of Directors  
CENTENIAL SURGICAL SUTURE LTD.

**Vijay Majrekar**  
Chairman & Managing Director  
DIN : 00804808

**Devraj T. Poojary**  
Executive Director  
DIN : 02041726  
Mumbai, May 30, 2014

# CENTENIAL SURGICAL SUTURE LTD.

## Annual Report 2013 ~ 2014

### Statement of Cash Flow for the year ended March 31, 2014

₹ in Lakhs

Particulars	For the year ended March 31, 2014	For the year ended March 31, 2013
<b>A. Cash Flow from Operating Activities</b>		
Profit before Tax	270.72	259.15
Non-cash adjustment to reconcile profit before tax to net cash flows :		
Depreciation	58.80	57.58
Loss (Profit) on Sale / Discard of Assets (Net)	0.00	0.00
Deferred Tax Liabilities (Net)	(0.67)	(0.27)
Operating Profit before Movements/Adjustments :	328.84	316.46
Movements/Adjustments for :		
Decrease(Increase) in trade receivable	5.79	(356.69)
Decrease(Increase) in long-term loans and advances	1.00	(1.50)
Decrease(Increase) in Short-term loans and advances	(112.30)	(61.50)
Decrease(Increase) in Other non-current assets	0.00	0.00
Decrease(Increase) in Other current assets	0.00	(0.14)
Decrease(Increase) in inventories	(346.61)	169.51
Increase(decrease) in other Long term liabilities	7.50	47.00
Increase(decrease) in other current liabilities	84.69	(164.36)
Increase(decrease) in other Long term provisions	(6.50)	0.00
Increase(decrease) in short term provisions	92.00	(0.06)
Increase(decrease) in Trade Payables	11.62	216.29
Cash generated from/(used in) Operations	(262.81)	(151.46)
Direct Taxes Paid (Net of Refunds)	(91.60)	(101.78)
Net Cash Generated from (Used in) Operating Activities	(25.57)	63.21
<b>B. Cash Flow from Investing Activities</b>		
Purchase of Fixed Assets-including intangible assets and CWIP	(42.28)	(53.53)
Proceeds from Sale of Fixed Assets	0.00	0.00
Net Cash Generated from (Used in) Investing Activities	(42.28)	(53.53)
<b>C. Cash Flow from Financing Activities</b>		
Increase(decrease) in long-term Borrowings-Net	(10.00)	(20.00)
Increase(decrease) in short-term Borrowings-Net	(123.11)	244.18
Net Cash Generated from(Used in) Financing Activities	(133.11)	224.18
Net Increase (Decrease) in Cash and Cash Equivalents	(200.97)	233.86
Cash and Cash Equivalents as at the Beginning of the Year	313.98	80.12
Cash and Cash Equivalents as at the End of the Year	113.01	313.98
Components of cash and cash equivalents		
Balance with Banks - In Current Accounts	80.53	252.00
Margin Money/Fixed Deposits with Banks	23.53	25.43
Cash on Hand	11.18	36.55
Total cash and cash equivalents	115.24	313.98

Notes:

(1). The Cash Flow Statement has been prepared under the "indirect method" as set out in the Accounting Standard (AS - 3) "cash flow statement" as notified under the Companies (Accounting Standard) Rules, 2006.

(2). Previous year's figures are regrouped and recasted wherever required.

**In terms of our report attached  
for A. VIJAY KUMAR & CO.**

*Chartered Accountants*

Firm Registration No. 009824S

**Omprakash Soni**

*Partner*

Membership No.: 016090

Mumbai, May 30, 2014

**For and on behalf of Board of Directors  
CENTENIAL SURGICAL SUTURE LTD.**

**Vijay Majrekar**  
Chairman & Managing Director  
DIN : 00804808

**Devraj T. Poojary**  
Executive Director  
DIN : 02041726  
Mumbai, May 30, 2014

**Notes to Financial Statements for the year ended March 31, 2014**

**1. CORPORATE INFORMATION:**

The principle activities of the Company comprise of manufacturing surgical sutures and medical devices. The Company is a public limited Company domiciled in India and incorporated under the provisions of the Companies Act, 1956 and listed on the BSE Limited (BSE) and Ahmedabad Stock Exchange Limited (ASE).

**2. SIGNIFICANT ACCOUNTING POLICIES:**

**2.1. Basis of Accounting**

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared on an accrual basis and under the historical cost convention unless otherwise specified. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year unless otherwise specified.

**2.2. Use of Estimates**

Preparation of financial statements in conformity with generally accepted accounting principles, requires management to make estimates and assumption to be made, that affect reported amounts of assets and liabilities at the date of financial statements and reported amount of revenues and expenses during the reported period. Actual results could differ from these estimates and differences between the actual results and estimates are recognized in the period in which results are known / materialized.

**2.3. Fixed Assets**

Tangible assets are stated at cost of acquisition and installation including other direct expenses, less accumulated depreciation, and impairment losses, if any. Intangible assets are recognised only if it is probable that the future economic benefits that are attributable to the assets will flow to the enterprise and the cost of the assets can be measured reliably.

**2.4. Expenditure during Construction Period**

All identifiable revenue expenses including interest incurred is allocated to capital cost of respective assets.

**2.5. Investments**

Investments are stated at cost of acquisition.

**2.6. Inventories**

2.6.1. Raw materials, packing materials, finished/traded goods are valued at cost or net realisable value whichever is lower.

2.6.2. Works in process are valued at estimated cost.

**2.7. Foreign Currency Transactions**

Foreign currency transactions are recorded at the exchange rates prevailing on the date of the transaction. The net gain or loss on account of exchange differences arising on settlement of foreign currency transactions are recognised as income or expenses of the period in which they arise. The resultant exchange differences are recognised in the statement of profit and loss.

**2.8. Revenue Recognition**

Revenue on sales is recognised when risk and rewards of ownership of products are passed on to customers, which are generally on dispatch of goods. Sales are net of discounts, sales tax and

Annual Report 2013 ~ 2014

returns; excise duty collected on sales is shown by way of deduction from sales. Dividend income is recognised when right to receive dividend is established and there is no uncertainty as to its reliability. Revenue in respect of other income is recognised when a reasonable certainty as to its realisation exists.

**2.9. Export Benefits**

Eligible export benefits, if any, are recognised in the statement of profit and loss when the right to receive credit as per the terms of the entitlement and reasonable certainty of collection / utilisation is stabilised in respect of exports made/to be made.

**2.10. Depreciation/Amortization**

Depreciation is provided on Written Down Value method at the rates specified in Schedule XIV to the Companies Act, 1956. Leasehold land is being amortised over the period of the lease.

**2.11. Employee Benefits**

**2.11.1. Short Term Employee Benefits:**

Short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised undiscounted during the period employee renders services.

**2.11.2. Post-Employment Benefits:**

Company's contribution for the period paid / payable to defined contribution retirement benefit schemes are charged to statement of profit and loss account. Company's liability towards defined benefit plan viz. gratuity is determined using the Projected Unit Credit Method as per the actuarial valuation carried out at the balance sheet date.

Defined benefit in the form of compensated absences is provided for based on actuarial valuation at the year-end in accordance with Company's rules.

**2.12. Research and Development**

Research costs are expensed as and when incurred.

**2.13. Custom Duty**

The customs duty payable on raw materials, stores, spares and components is accounted thereof from the bonded warehouse are provided for and included in the valuation of inventory.

**2.14. Cenvat, Service Tax and VAT Credit**

Cenvat, Service Tax and VAT credit receivable / availed are treated as an asset with relevant expenses being accounted net of such credit, and the same is reduced to the extent of their utilisations.

**2.15. Income Tax**

Current tax is accounted on the basis of Income Tax Act, 1961. Deferred tax resulting from timing differences between book and tax profits is accounted for at the current rate of tax, to the extent that the timing differences are expected to crystallise. MAT Credit Entitlement as per the provisions of Income Tax Act, 1961 is treated as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income Tax Act, 1961, by credit to the Statement of Profit and Loss.

Deferred tax assets are recognised only to the extent there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. The carrying amount of deferred tax is reviewed at each balance sheet date. The Company writes down the carrying amount of the deferred tax assets to the extent that it is no longer reasonably certain or virtually certain and supported by convincing evidence, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised.

# CENTENIAL SURGICAL SUTURE LTD.

## Annual Report 2013 ~ 2014

### 2.16. Impairment of Assets

The fixed assets are reviewed for impairment at each balance sheet date. An asset is impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the statement of profit and loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting periods is reversed, if there has been a change in the estimate or recoverable amount. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

### 2.17. Operating Leases

The Company has not taken any leases.

### 2.18. Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised only when there is present obligation as a result of past events and when a reliable estimate of the amount of obligation can be made. Contingent liability is disclosed for (i) Possible obligations which will be confirmed only by future events not wholly within the control of the Company or (ii) Present obligations arising from past events where it is not probable that an out flow of resources will be required to settle the obligation or a reliable estimate of amount of the obligation cannot be made. Contingent assets are not recognised in the financial statements since this may result in the recognition of income that may never be realised.

### 2.19. Borrowing Cost

Borrowing cost attributable to acquisition or construction of qualifying assets is capitalised as cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

## 3. SHARE CAPITAL

₹ in Lakhs

Particulars	As at March 31, 2014	As at March 31, 2013
Authorised :		
75,00,000 Equity Shares of ₹10 each	750.00	750.00
Issued and Subscribed Capital :		
72,00,200 Equity Shares of ₹10 each	720.02	720.02
Paid up Capital :		
36,48,300 Equity Shares of ₹10 each fully paid up	364.83	364.83
Forfeited Shares :		
35,51,900 Equity Shares of ₹10 each	177.60	177.60
<b>Total</b>	<b>542.43</b>	<b>542.43</b>

Refer notes (a) to (c) below

#### (a) Reconciliation of number of equity shares outstanding

Particulars	As at March 31, 2014		As at March 31, 2013	
	No. of Shares	₹ in Lakhs	No. of Shares	₹ in Lakhs
Shares outstanding at the beginning of the year	3,648,300	364.83	3,648,300	364.83
Shares issued during the year	0	0.00	0	0.00
Shares bought back during the year	0	0.00	0	0.00
Shares outstanding at the end of the year	<b>3,648,300</b>	<b>364.83</b>	<b>3,648,300</b>	<b>364.83</b>

- (b) The Company has only one class of shares referred to as equity shares having face value of ₹ 10/-. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company. The distribution will be in proportion to the number of equity shares held by the shareholders.



# CENTENIAL SURGICAL SUTURE LTD.

## Annual Report 2013 ~ 2014

(c) Details of Equity Shares held by each shareholders holding more than 5%

Equity Shares of 10 each fully paid	As at March 31, 2014		As at March 31, 2013	
	No. of Shares	% holding	No. of Shares	% holding
Vijay Majrekar	748,675	20.52	576,500	15.80
Anuradha Kashikar	694,200	19.03	694,200	19.03
Shyam Ramchand Kingar	567,700	15.56	567,700	15.56
Devendra K. Kothari	210,200	5.76	210,200	5.76

### 4. RESERVES & SURPLUS

₹ in Lakhs

Particulars	As at March 31, 2014	As at March 31, 2013
Capital Reserve	0.00	0.00
Capital Redemption Reserve	0.00	0.00
Security Premium	0.00	0.00
General Reserve		
Balance at the beginning of the year	0.00	0.00
Add: Transferred from statement of Profit & Loss	0.00	0.00
	0.00	0.00
Surplus in the Statement of Profit and Loss		
Balance at the beginning of the year	1204.30	1046.94
Profit for the year	179.12	157.37
Less: Appropriations		
-Proposed Dividend on Equity Shares	0.00	0.00
-Dividend Distribution Tax On Proposed Dividend	0.00	0.00
-Transfer to General Reserve	0.00	0.00
Net Surplus in the Statement of Profit and Loss	1383.41	1204.30
<b>Total</b>	<b>1383.41</b>	<b>1204.30</b>

### 5. LONG TERM BORROWINGS

₹ in Lakhs

Particulars	As at March 31, 2014	As at March 31, 2013
Other Loans & Advances (Unsecured)	0.00	0.00
Other Loans	220.06	230.06
<b>Total</b>	<b>220.06</b>	<b>230.06</b>

### 6. DEFERRED TAX LIABILITY/(ASSET)

₹ in Lakhs

Particulars	As at March 31, 2014	As at March 31, 2013
<b>Deferred Tax Liabilities</b> (A)	<b>0.00</b>	<b>0.00</b>
<b>Deferred Tax Assets</b>		
Unabsorbed Depreciation	0.67	0.27
(B)	0.67	0.27
<b>Deferred Tax Liabilities/(Asset)*</b> (A)-(B)	<b>(0.67)</b>	<b>(0.27)</b>

\* Deferred tax asset Recognised during the year

# CENTENIAL SURGICAL SUTURE LTD.

## Annual Report 2013 ~ 2014

### 7. OTHER LONG - TERM LIABILITIES

₹ in Lakhs

Particulars	As at March 31, 2014	As at March 31, 2013
Trade deposit	170.74	163.24
<b>Total</b>	<b>170.74</b>	<b>163.24</b>

### 8. LONG - TERM PROVISIONS

₹ in Lakhs

Particulars	As at March 31, 2014	As at March 31, 2013
<b>Provision for employee benefit (Net)</b>		
Provision for Gratuity (Net)	(3.61)	2.89
<b>Total</b>	<b>(3.61)</b>	<b>2.89</b>

### 9. SHORT- TERM BORROWINGS

₹ in Lakhs

Particulars	As at March 31, 2014	As at March 31, 2013
<b>Working Capital Loans repayable on demand from banks (Secured)</b>		
Rupee Loan	912.13	1035.25
<b>Total</b>	<b>912.13</b>	<b>1035.25</b>

Cash credit facilities are secured by way of hypothecation of stock and book debts. It is further secured by collateral charge on immoveable properties, hypothecation of plant and machinery, other fixed assets of the Company, in addition to personal guarantee of the Promoter / Director.

### 10. TRADE PAYABLES

₹ in Lakhs

Particulars	As at March 31, 2014	As at March 31, 2013
Trade Payables	1020.43	1008.82
<b>Total</b>	<b>1020.43</b>	<b>1008.82</b>

### 11. OTHER CURRENT LIABILITIES

₹ in Lakhs

Particulars	As at March 31, 2014	As at March 31, 2013
Other Payables	385.28	300.59
<b>Total</b>	<b>385.28</b>	<b>300.59</b>

### 12. SHORT - TERM PROVISIONS

₹ in Lakhs

Particulars	As at March 31, 2014	As at March 31, 2013
<b>Other Provisions</b>		
Provision for Tax	378.61	286.61
<b>Total</b>	<b>378.61</b>	<b>286.61</b>

## Annual Report 2013 ~ 2014

## 13 FIXED ASSETS

Currency = ₹ in Lakhs

	Particulars	GROSS BLOCK				DEPRECIATION/AMORTISATION				NET BLOCK	
		As at April 1, 2013	Additions	Deductions / Adjustment	As at March 31, 2014	As at April 1, 2013	Additions	Deductions / Adjustment	As at March 31, 2014	As at March 31, 2014	As at March 31, 2013
(A)	Tangible assets										
	Freehold Land	1.10	0.00	0.00	1.10	0.00	0.00	0.00	0.00	1.10	1.10
	Lease hold Land	2.19	0.00	0.00	2.19	0.44	0.03	0.00	0.47	1.72	1.75
	Buildings	261.40	0.00	0.00	261.40	176.61	8.48	0.00	185.09	76.31	84.79
	Offices	139.15	0.00	0.00	139.15	19.00	6.01	0.00	25.00	114.14	120.15
	Plant & Equipments	658.18	9.49	0.00	667.67	432.76	31.66	0.00	464.42	203.25	225.42
	Electrical Installation	47.40	0.00	0.00	47.40	40.96	0.90	0.00	41.86	5.55	6.45
	Laboratory Equipments	4.48	0.00	0.00	4.48	2.27	0.31	0.00	2.58	1.90	2.20
	Furniture & Fixtures	36.87	0.00	0.00	36.87	25.69	2.02	0.00	27.72	9.16	11.18
	Vehicles	33.24	29.30	-8.77	53.76	27.83	4.91	-6.83	25.91	27.85	5.41
	Office Equipments	42.71	3.01	0.00	45.72	33.53	3.18	0.00	36.71	9.01	9.18
	Air Conditioner's	6.09	0.48	0.00	6.57	4.71	0.24	0.00	4.95	1.63	1.39
	Total Tangible Assets	1232.81	42.28	-8.77	1266.32	763.80	57.73	-6.83	814.71	451.61	469.01
(B)	Previous Year	1181.98	50.83	0.00	1232.81	706.25	57.56	0.00	763.80	469.01	475.74
	Intangible assets	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Development Cost	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Computer softwares	2.70	0.00	0.00	2.70	0.03	1.07	0.00	1.10	1.60	2.67
	Total Intangible Assets	2.70	0.00	0.00	2.70	0.03	1.07	0.00	1.10	1.60	2.67
	Previous Year	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
(C)	Capital Work in Progress	19.23	0.00	0.00	19.23	0.00	0.00	0.00	0.00	19.23	19.23
	Total Fixed Assets (A) + (B) + (C)	1254.74	42.28	-8.77	1288.25	763.83	58.80	-6.83	815.80	472.44	490.91
	Previous Year	1201.21	53.53	0.00	1254.74	706.25	57.58	0.00	763.83	490.91	494.97

# CENTENIAL SURGICAL SUTURE LTD.

## Annual Report 2013 ~ 2014

### 14. NON - CURRENT INVESTMENTS

₹ in Lakhs

Particulars	As at March 31, 2014	As at March 31, 2013
<b>Non - Trade Investments - Unquoted</b>		
The Shamrao Vithal Cooperative Bank Ltd.		
400 (400) Equity Shares @ 25 each	0.10	0.10
<b>Total</b>	<b>0.10</b>	<b>0.10</b>

### 15. LONG - TERM LOANS AND ADVANCES

₹ in Lakhs

Particulars	As at March 31, 2014	As at March 31, 2013
(Unsecured, Considered Good)		
Security Deposits	13.21	14.21
<b>Total</b>	<b>13.21</b>	<b>14.21</b>

### 16. OTHER NON CURRENT ASSETS

₹ in Lakhs

Particulars	As at March 31, 2014	As at March 31, 2013
<b>Total</b>	<b>0.00</b>	<b>0.00</b>

### 17. INVENTORIES

₹ in Lakhs

Particulars	As at March 31, 2014	As at March 31, 2013
(As certified by the management)		
Raw Materials	802.87	898.18
Packing Materials	75.65	53.53
Work-in-Process	32.95	38.29
Finished Goods	952.87	531.97
Stock-in-trade	5.50	1.26
<b>Total</b>	<b>1869.84</b>	<b>1523.23</b>

### 18. TRADE RECEIVABLE

₹ in Lakhs

Particulars	As at March 31, 2014	As at March 31, 2013
(Unsecured, Considered Good)		
Over Six Months from the date they are due for payment	457.97	451.55
Others	1428.14	1440.34
<b>Total</b>	<b>1886.10</b>	<b>1891.90</b>

# CENTENIAL SURGICAL SUTURE LTD.

## Annual Report 2013 ~ 2014

### 19. CASH AND BANK BALANCES

₹ in Lakhs

Particulars	As at March 31, 2014	As at March 31, 2013
<b>Cash and cash equivalents</b>		
Balance with Banks - In Current Accounts	80.53	252.00
In Deposit Accounts (Under Lien with Banks)	23.53	25.43
Cash on Hand	11.18	36.55
<b>(A)</b>	<b>115.24</b>	<b>313.98</b>
<b>Other bank balances</b>		
In Deposit Accounts (Under Lien with Banks)	<b>(B)</b> 0.00	0.00
<b>Total</b>	<b>(A)+(B)</b> 115.24	<b>313.98</b>

### 20. SHORT - TERM LOANS AND ADVANCES

₹ in Lakhs

Particulars	As at March 31, 2014	As at March 31, 2013
(Unsecured, Considered Good)		
Income Tax Paid	366.41	283.72
Balance with Statutory/Govt. Authorities :		
VAT Receivable	137.89	199.47
Prepaid Expenses	10.30	10.15
Advances Recoverable in Cash or Kind	136.85	45.81
<b>Total</b>	<b>651.45</b>	<b>539.15</b>

### 21. OTHER CURRENT ASSETS

₹ in Lakhs

Particulars	As at March 31, 2014	As at March 31, 2013
Interest Accrued on fixed deposit	0.43	0.43
<b>Total</b>	<b>0.43</b>	<b>0.43</b>

### 22. REVENUE FROM OPERATIONS

₹ in Lakhs

Particulars	As at March 31, 2014	As at March 31, 2013
<b>Sale of Products</b>		
Finished Goods	5374.78	5668.75
Traded Goods	17.76	48.84
	<b>5392.54</b>	<b>5717.59</b>
Less : Excise duty	292.07	308.85
<b>Total</b>	<b>5100.47</b>	<b>5408.74</b>
<b>Other Operating Revenues</b>	0.00	0.00
<b>Total</b>	<b>5100.47</b>	<b>5408.74</b>

# CENTENIAL SURGICAL SUTURE LTD.

## Annual Report 2013 ~ 2014

### 23. OTHER INCOME

₹ in Lakhs

Particulars	As at March 31, 2014	As at March 31, 2013
Interest on Bank Deposits	0.19	1.93
Interest From Others	4.19	0.01
Miscellaneous Income	0.01	0.01
<b>Total</b>	<b>4.39</b>	<b>1.95</b>

### 24. COST OF MATERIALS CONSUMED

₹ in Lakhs

Particulars	As at March 31, 2014	As at March 31, 2013
Raw Material Consumed	1777.52	1607.54
Packing Material Consumed	923.47	895.23
<b>Total</b>	<b>2700.99</b>	<b>2502.77</b>

### 25. PURCHASES OF TRADED GOODS

₹ in Lakhs

Particulars	As at March 31, 2014	As at March 31, 2013
Purchases of Traded Goods	12.13	3.26
<b>Total</b>	<b>12.13</b>	<b>3.26</b>

### 26. CHANGES IN INVENTORIES OF FINISHED GOODS/WORK-IN-PROGRESS/STOCK-IN-TRADE

₹ in Lakhs

Particulars	As at March 31, 2014	As at March 31, 2013
<b>Inventories at the end of the year :</b>		
Work-in-Process	32.95	38.29
Finished Goods	952.87	531.97
Traded Goods	5.50	1.26
<b>(A)</b>	<b>991.33</b>	<b>571.53</b>
<b>Inventories at the beginning of the year :</b>		
Work-in-Process	38.29	20.13
Finished Goods	531.97	545.60
Traded Goods	1.26	43.38
<b>(B)</b>	<b>571.52</b>	<b>609.10</b>
<b>Net (Increase)Decrease inventories</b>	<b>(B)-(A)</b>	<b>37.58</b>

### 27. EMPLOYEE BENEFITS EXPENSES

₹ in Lakhs

Particulars	As at March 31, 2014	As at March 31, 2013
Salaries, Wages, Bonus and Allowances	645.74	616.78
Contribution to Provident and Other Funds	31.22	21.84
Staff Welfare Expenses	12.49	10.30
<b>Total</b>	<b>689.45</b>	<b>648.92</b>

# CENTENIAL SURGICAL SUTURE LTD.

## Annual Report 2013 ~ 2014

### 28. FINANCE COST

₹ in Lakhs

Particulars	As at March 31, 2014	As at March 31, 2013
Interest Cost	84.81	124.53
Other Borrowing Cost	34.78	35.84
<b>Total</b>	<b>119.59</b>	<b>160.36</b>

### 29. OTHER EXPENSES

₹ in Lakhs

Particulars	As at March 31, 2014	As at March 31, 2013
Advertising	0.65	0.52
Audit Fees	1.50	1.54
Bank Charges	11.88	9.94
Business Promotion	20.20	21.46
Clearing and Forwarding	9.68	9.28
Commission	138.16	141.59
Conference Charges	49.03	42.71
Consumables	11.18	11.62
Daily Allowance	76.54	90.07
Discounts	5.20	8.75
Duties and Taxes	91.74	99.14
Electricity	19.51	18.15
Exchange Rate Fluctuation	(1.20)	(25.83)
Freight and Transport	39.16	16.53
Insurance	22.51	10.88
Legal and Professional Expenses	13.56	20.71
Letter of Credit Opening Charges	3.36	4.43
Listing Fees	0.41	0.41
Marketing Expenses	94.70	151.57
Postage and Telegram	10.01	44.48
Printing and Stationary	941.62	946.68
Rent	10.86	10.80
Repairs and Maintenance	12.13	11.86
Telephone and Telex Expenses	15.86	19.01
Travelling	51.32	51.21
Other Expenses	23.47	23.57
<b>Total</b>	<b>1673.00</b>	<b>1741.07</b>

# CENTENIAL SURGICAL SUTURE LTD.

## Annual Report 2013 ~ 2014

### 30. EARNINGS PER SHARE (EPS):

The numerator and denominator used to calculate basic and diluted earnings per share:

Particulars	For the Year ended March 31, 2014	For the Year ended March 31, 2013
<b>Basic and Diluted Earnings Per Share:</b>		
Nominal value of Equity Share (₹)	<b>10.00</b>	10.00
Profit attributable to Equity shareholders-considered for Basic EPS (₹ in Lakhs) (A)	<b>179.12</b>	157.37
Add: Dilutive effect on profit (₹ in Lakhs) (B)	<b>0.00</b>	0.00
Profit attributable to Equity shareholders for computing Diluted EPS (₹ in Lakhs) (C=A+B)	<b>179.12</b>	157.37
Number of Equity Shares outstanding - considered for Basic EPS (D)	<b>3648300.00</b>	3648300.00
Add: Dilutive effect of option outstanding-Number of Equity Shares (E)	<b>0.00</b>	0.00
Number of Equity Shares considered for computing Diluted EPS (F=D+E)	<b>3648300.00</b>	3648300.00
Basic Earnings Per Share (₹) (A/D)	<b>4.91</b>	4.31
Diluted Earnings Per Shares (₹) (C/F)	<b>4.91</b>	4.31

### 31. CONTINGENT LIABILITIES:

₹ in Lakhs

Particulars	As at March 31, 2014	As at March 31, 2013
i) Letter of Credit opened	<b>39.11</b>	25.58
ii) Guarantees given by the Bankers on behalf of the Company	<b>3.00</b>	3.00
iii) Income tax demands disputed by Company pending in appeal	<b>0.13</b>	2.30

Future cash outflows in respect of liability under clause (iii) is dependent on decisions by relevant authorities of respective disputes, in respect of clauses (i) & (ii) liability is dependent on terms agreed upon with the parties.

32. The Board of Directors have not recommended any dividend for the year.

33. Disclosure of trade payables under current liabilities is based on the information available with the Company regarding the status of the suppliers as defined under the "Micro, Small and Medium Enterprises Development Act, 2006". Amount outstanding as on March 31, 2014 to Micro, Small and Medium Enterprises on account of principal amount aggregate to ₹341.05 Lakhs (Pr.Yr. ₹339.19 Lakhs). As per the terms / understanding with the parties, no interest is payable and hence no provision has been made for the same.

34. The Company has one segment of activity namely "Surgical Sutures and Medical Devices".

### 35. EMPLOYEE BENEFITS

As required by Accounting Standard-15 'Employee Benefits' the disclosures are as under :

#### 35.1. Defined Contribution Plans

The Company offers its employees defined contribution plans in the form of Provident Fund (PF) and Employees' Pension Scheme (EPS) with the government, and certain state plans such as Employees' State Insurance(ESI). PF and EPS cover substantially all regular employees and the ESI covers certain workers. Contributions are made to the Government's funds. While both the employees and the Company pay predetermined contributions into the Provident Fund and the ESI Scheme, contributions into the Pension fund is made only by the Company. The contributions are normally based on a certain proportion of the employee's salary. During the year, the Company has recognised the following amounts in the Account:



# CENTENIAL SURGICAL SUTURE LTD.

## Annual Report 2013 ~ 2014

₹ in Lakhs

Particulars	For the Year ended March 31, 2014	For the Year ended March 31, 2013
Provident Fund and Employee's Pension Scheme	21.40	17.05
Employees State Insurance	4.99	4.79
<b>TOTAL</b>	<b>26.39</b>	<b>21.84</b>

### 35.2. Defined Benefit Plans

Gratuity: The Company makes annual contributions to Employees' Group Gratuity-cum Life Assurance (Cash Accumulation) Scheme of LIC, a funded defined benefit plan for qualifying employees. The scheme provides for payment to vested employees as under:

- 35.2.1. On normal retirement / early retirement / withdrawal / resignation:  
As per the provisions of Payments of Gratuity Act, 1972 with vesting period of 5 years of service.
- 35.2.2. On the death in service:  
As per the provisions of Payment of Gratuity Act, 1972 without any vesting period.

**Death Benefit:** The Company provides for death benefit, a defined benefit plan (death benefit plan) to certain categories of employees. The death benefit plan provides a lump sum payment to vested employees on death, being compensation received from the insurance company and restricted to limits set forth in the said plan. The death benefit plan is non-funded.

Disclosures for defined benefit plans i.e. Gratuity (Funded Plan), based on actuarial reports as on March 31, 2014 are as under:

₹ in Lakhs

Particulars		As at March 31, 2014	As at March 31, 2013
i)	<b>Changes in present value of obligations</b>		
	Present value of as at beginning of year	42.80	34.07
	Current service cost	3.42	4.40
	Interest cost	5.92	2.73
	Actuarial loss / (gain)	(0.47)	5.24
	Benefit (paid)	(0.45)	(3.63)
	<b>Present value of obligations as at end of year</b>	<b>51.22</b>	<b>42.80</b>
ii)	<b>Changes in Fair Value of Assets</b>		
	Opening fair value of plan assets	39.91	33.81
	Diff between report as per last year & actual balance as per		
	Expected return on plan assets	4.03	3.18
	Contributions of employer	11.33	6.55
	Benefits (paid)	(0.45)	(3.63)
	<b>Closing fair value of plan assets</b>	<b>54.83</b>	<b>39.91</b>
iii)	<b>Amount recognised in the Balance Sheet</b>		
	Present value of the obligations as at year end	51.22	42.80
	Fair value of the plan assets as at year end	54.83	39.91
	<b>Net (asset) / liability recognised as on March 31</b>	<b>(3.61)</b>	<b>2.89</b>
iv)	<b>Expenses recognised in the Statement of Profit &amp; Loss</b>		
	Current service cost	5.92	4.40
	Interest on defined benefit obligation	3.42	2.73
	Expected return on plan assets	(4.03)	(3.18)
	Net actuarial loss/(gain) recognized in the current year	(0.47)	5.24
	<b>Total expense</b>	<b>4.83</b>	<b>9.18</b>
v)	<b>Asset information</b>		
	Others - Policy of Insurance	0.00	0.00
vi)	<b>Principal actuarial assumptions used</b>		
	Discount rate (p.a.)	0.08	0.08
	Expected rate of return on plan assets (p.a.)	0.00	0.00
	Annual increase in salary cost (p.a.)	0.04	0.04

# CENTENIAL SURGICAL SUTURE LTD.

## Annual Report 2013 ~ 2014

The estimate of future increase in compensation levels, considered in the actuarial valuation, have been taken on account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market. The above information has been certified by the actuary and relied upon by the auditors.

### 35.3. Leave Encashment:

No Provision has been made in the accounts towards encashment of earned leaves not availed by the employees upto March 31, 2014. Since their encashment as per the rules of the Company does not fall due on the same date. The same shall be accounted for as and when paid.

36. Excise duty related to differences between closing and opening stock and other adjustments are stated under operating and other expenses. Excise duty related to turnover is reduced from the Gross Revenue from Operations.

37. Figures unless stated specific are in lakhs.

38. As per the best estimate of the management, no provision is required to be made as per Accounting Standard (AS) 29 "Provision, Contingent Liabilities and Contingent Assets" as notified by the Companies (Accounting Standards) Rules 2006, in respect of any present obligation as a result of a past event that could lead to a probable outflow of resources which would be required to settle the obligation.

### 39. RESEARCH AND DEVELOPMENT EXPENDITURE:

No Revenue expenses are incurred on research and development during the year.

### 40. FOREIGN CURRENCY OUTFLOW:

₹ in Lakhs

Particulars	For the Year ended March 31, 2014	For the Year ended March 31, 2013
<b>C.I.F. Value of Imports:</b>		
Raw Materials	697.76	944.79
<b>Expenditure in Foreign Currency:</b>	0.00	0.00
<b>Remittance in foreign currency on account of dividend</b>	0.00	0.00

### 41. EARNING IN FOREIGN CURRENCY:

₹ in Lakhs

Particulars	For the Year ended March 31, 2014	For the Year ended March 31, 2013
FOB value of Exports	117.75	114.92

### 42. REMUNERATION TO AUDITORS ( EXCLUDING SERVICE TAX):

₹ in Lakhs

Particulars	For the Year ended March 31, 2014	For the Year ended March 31, 2013
Audit Fees	1.25	1.29
Tax Audit Fees	0.25	0.25

### 43. Related party disclosure with whom transactions have taken place during the year as required by Accounting Standards 18 are given below: -

Relationships:

#### Directors, Key Management Personnel & their Relatives:

			₹ in Lakhs
Vijay Majrekar [DIN : 00804808]	Chairman & Managing Director	Salary	86.52
Devraj T. Poojary [DIN : 02041726]	Executive Director	Salary	3.00
Vijay Majrekar [DIN : 00804808]	Chairman & Managing Director	Rent	6.00
Sitting fees to Directors			0.28

# CENTENIAL SURGICAL SUTURE LTD.

## Annual Report 2013 ~ 2014

### 44. Note on hedge and unhedged foreign currency assets and liabilities:

The year-end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are as below:

Particulars	₹ in Lakhs	₹ in Lakhs	Foreign Currency Amt in Lakhs	Foreign Currency Amt in Lakhs	Foreign Currency
	31 March 2014	31 March 2013	31 March 2014	31 March 2013	
Amount Receivable	0.00	11.43	0.00	0.22	USD
Amount Payable	141.19	159.29	240.71	264.98	JPY

45. The Company has not granted any loan/advances in the nature of loans, as stipulated in the clause 32 of the Listing Agreement with the Stock Exchanges. For this purpose, the loans to employees as per the Company's policy, security deposits paid towards premises taken on leave and license basis have not been considered. Hence, there are no investments by loans in the shares of the Parent Company and/or subsidiary companies.

### 46. MATERIALS CONSUMED:

₹ in Lakhs

Particulars	For the Year ended March 31, 2014	For the Year ended March 31, 2013
Raw Material Consumed	1777.52	1607.54
Packing Material Consumed	923.47	895.23
<b>Total</b>	<b>2700.99</b>	<b>2502.77</b>

### 47. PURCHASE OF TRADED GOODS:

₹ in Lakhs

Category	For the Year ended March 31, 2014	For the Year ended March 31, 2013
Surgical Staplers & Cardio Blades	12.13	3.26
<b>Total</b>	<b>12.13</b>	<b>3.26</b>

### 48. SALE OF PRODUCTS COMPRISES

₹ in Lakhs

Category	Manufactured Goods		Traded Goods	
	For the Year ended March 31, 2014	For the Year ended March 31, 2013	For the Year ended March 31, 2014	For the Year ended March 31, 2013
Atraumatic Needles and Sutures, etc. (Absorbable and Non Absorbable)	5374.78	5668.75	0.00	0.00
Surgical Staplers & Cardio Blades	0.00	0.00	17.76	48.84
<b>Total</b>	<b>5374.78</b>	<b>5668.75</b>	<b>17.76</b>	<b>48.84</b>

### 49. DETAILS OF CLOSING STOCK AS ON MARCH 31

₹ in Lakhs

Category	Manufactured Goods			Stock in Trade		
	2014	2013	2012	2014	2013	2012
Atraumatic Needles and Sutures, etc. (Absorbable and Non Absorbable)	952.87	531.97	545.60	0.00	0.00	0.00
Surgical Staplers & Cardio Blades	0.00	0.00	0.00	5.50	1.26	43.38
<b>Total</b>	<b>952.87</b>	<b>531.97</b>	<b>545.60</b>	<b>5.50</b>	<b>1.26</b>	<b>43.38</b>

As per our report of even date attached for A. VIJAY KUMAR & CO.  
Chartered Accountants  
Firm Registration No. 009824S

For and on behalf of Board of Directors  
CENTENIAL SURGICAL SUTURE LTD.

**Omprakash Soni**  
Partner  
Membership No.: 016090  
Mumbai, May 30, 2014

**Vijay Majrekar**  
Chairman & Managing Director  
DIN : 00804808

**Devraj T. Poojary**  
Executive Director  
DIN : 02041726  
Mumbai, May 30, 2014

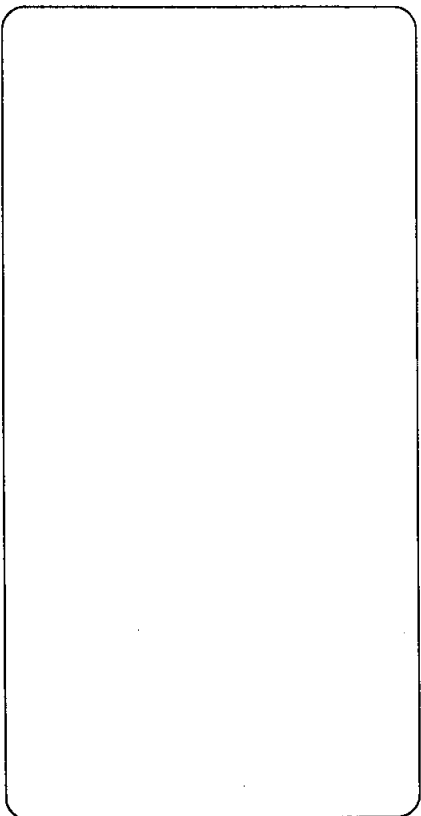




CENTENIAL SURGICAL SUTURE LTD.

Annual Report 2013 - 2014

To,



*If, Undelivered Please Return To :*

**CENTENIAL SURGICAL SUTURE LTD.**  
**Regd. Office : F-29, MIDC, Murbad,**  
**Thane 421401.**