

# Annual Reports Librar



**CENTENIAL SURGICAL SUTURE LTD.**

**Annual Report 2001 - 2002**

# Annual Reports Library

## Notice to Members

Notice is hereby given that the Seventh Annual General Meeting of the Company will be held at the Registered Office of the Company at F-29, MIDC, Murbad, Thane - 421401 on Saturday, September 28, 2002 at 3.30 p.m. to transact the following business:

### Ordinary Business

- 1) To receive, consider, approve and adopt the Audited accounts for the year ended March 31, 2002 alongwith notes and schedule thereon as on and the Balance Sheet as at that date together with the Directors' and Auditors' Reports thereon.
- 2) To appoint Auditors and to fix their remuneration. In this connection, to consider and, if thought fit, to pass the following resolution which will be proposed as an Ordinary Resolution:  
"RESOLVED that M/s. Vipul N. Shah & Associates, Chartered Accountants, be and are hereby appointed as the Auditors of the Company to hold such office until the conclusion of the next Annual General Meeting at a remuneration and reimbursement of out-of-pocket expenses incurred by them for the purpose of the audit of the Company's accounts as may be approved by the Board of Directors of the Company."

### Special Business

- 3) To consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution.

"RESOLVED THAT **Mr. Namdeo M. Birje** who was appointed as an additional Director w.e.f. 1<sup>st</sup> March, 2002 and who holds office upto the date of the 7<sup>th</sup> Annual General Meeting., but who is eligible for the re-appointment and in respect of whom the company has received a notice in writing from a member under section 257 of the Companies Act, 1956 be and is hereby re-appointed as a Director.

- 4) To consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution.

"RESOLVED THAT **Mr. Sunil H. Jain** who was appointed as an additional Director w.e.f. 1<sup>st</sup> March, 2002 and who holds office upto the date of the 7<sup>th</sup> Annual General Meeting., but who is eligible for the re-appointment and in respect of whom the company has received a notice in writing from a member under section 257 of the Companies Act, 1956 be and is hereby re-appointed as a Director.

- 5) To consider and if thought fit to pass, with or without modification, the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT **Mr. Bhushan S. Limaye** who was appointed as an additional Director w.e.f. 1<sup>st</sup> March, 2002 and who holds office upto the date of the 7<sup>th</sup> Annual General Meeting., but who is eligible for the re-appointment and in respect of whom the company has received a notice in writing from a member under section 257 of the Companies Act, 1956 be and is hereby re-appointed as a Director.

- 6) To consider and if thought fit to pass, with or without modification, the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT Pursuant to section 198,269, 309,310,314 & Schedule XIII and other applicable provisions, if any, of the Companies Act and subject to consent of shareholders and such approval as may be necessary, the terms of appointment including remuneration of **Mr. Vijay Majrekar, Managing Director** be varied w.e.f. 1<sup>st</sup> August, 2001 till the remaining period of his tenure.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter or vary the terms & conditions of the said appointment including the remuneration so long as it does not exceed the limits specified in schedule XIII of the Companies Act, 1956 & also to do all such acts deeds, matters and this as may be considered necessary desirable or expedient to give effect to this resolution."

- 7) To consider and if thought fit to pass, with or without modification, the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT Pursuant to section 198,269, 309,310,314 & Schedule XIII and other applicable provisions, if any, of the Companies Act and subject to consent of shareholders and such approval as may be necessary, the terms of appointment including remuneration of **Ms. Anuradha Kashikar, Executive Director** be varied w.e.f. 1<sup>st</sup> August, 2001 till the remaining period of her tenure.

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"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter or vary the terms & conditions of the said appointment including the remuneration so long as it does not exceed the limits specified in schedule XIII of the Companies Act, 1956 & also to do all such acts deeds, matters and this as may be considered necessary desirable or expedient to give effect to this resolution."

8) To consider and if thought fit to pass, with or without modification, the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT Pursuant to section 198,269, 309,310,314 & Schedule XIII and other applicable provisions, if any, of the Companies Act and subject to consent of shareholders and such approval as may be necessary, the terms of appointment including remuneration of Mr. C.R. Rawale, Whole Time Director be varied w.e.f. 1<sup>st</sup> March, 2002 till the remaining period of his tenure.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter or vary the terms & conditions of the said appointment including the remuneration so long as it does not exceed the limits specified in schedule XIII of the Companies Act, 1956 & also to do all such acts deeds, matters and this as may be considered necessary desirable or expedient to give effect to this resolution."

9) To consider and if thought fit to pass, with or without modification, the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT Pursuant to section 198,269, 309,310,314 & Schedule XIII and other applicable provisions, if any, of the Companies Act and subject to consent of shareholders and such approval as may be necessary, Mr. Shyam R. Kingar be and is hereby appointed as a Whole Time Director of the Company for a period of three years with effect from 1<sup>st</sup> November, 2001 upon the terms and conditions as set out submitted to the meeting and initialed by the Chairman for the purpose of identification, which terms and conditions is hereby specifically approved and sanctioned with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment so as not to exceed the limits specified in schedule XIII to the companies Act, 1956 or any amendments hereto, as may be agreed to between the Directors and Mr. Shyam R. Kingar."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter or vary the terms & conditions of the said appointment including the remuneration so long as it does not exceed the limits specified in schedule XIII of the Companies Act, 1956 & also to do all such acts deeds, matters and this as may be considered necessary desirable or expedient to give effect to this resolution."

## Notes:

a) A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not to be a member of the Company.

b) The instrument appointing proxy should however, be deposited with the Registered office of the Company not less than forty-eight hours before the commencement of the meeting.

c) Members are requested to notify any changes in their Addresses to the Company's registered office.

d) Any member requiring further information on Accounts at the meeting is requested to send their queries in writing to the Managing Director of the Company before September 15, 2002.

e) The Register of Members and Transfer books of the company will remain closed from Thursday, September 20, 2002 to Thursday, September 27, 2002 (both day's inclusive).

f) The relevant explanatory statement pursuant to section 173 of the Companies Act, 1956 in respect of the business under items no. 3 to 9 as set out above is annexed hereto.

g) Members are requested to bring their copy of Annual Report for 2001 - 2002 to the Annual General Meeting.

h) No gifts will be distributed.

Registered Office:  
F-29, MIDC, Murbad, Thane 421 401

Murbad, Thane  
June 29, 2002

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

Vijay Majrekar  
Chairman cum Managing Director

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## Annexure to the Notice

**EXPLANATORY STATEMENT (As required by Section 173 (2) of the Companies Act, 1956.)**

### **ITEM NO. 3,4 & 5 :**

Mr. Namdeo M. Birje, Mr. Sunil H. Jain & Mr. Bhushan S. Limaye were appointed as Additional Directors of the Company with effect from 1<sup>st</sup> March, 2002 respectively, under section 260 of the Companies Act, 1956. All the Directors will hold office upto the date of the Annual General Meeting. The company has received notices in writing from members proposing the Candidatures of Mr. Namdeo Mahadeo Birje, Mr. Sunil H. Jain & Mr. Bhushan S. Limaye for the office of the Directors under section 257 of the Companies Act, 1956.

All the Directors are interested in their respective appointments.

### **ITEM NO.6:**

Mr. Vijay Majrekar was reappointed as an Managing Director of the company by the Board of Directors in their meeting held on 12<sup>th</sup> July, 2000 for the period of 5 years w.e.f. 1<sup>st</sup> October, 2000 on the remuneration of Rs. 36,000/- per month. Due to sustained efforts of Mr. Vijay Majrekar, the company improved its financial performance & hence Board of Directors in their meeting held on 31<sup>st</sup> July, 2001 revised the managerial remuneration payable to Mr. Vijay Majrekar to Rs. 54,000/- p.m. w.e.f. 1<sup>st</sup> August, 2001.

Pursuant to section 198,269,309,310,314 & Schedule XIII and other applicable provisions, if any of the Companies Act, 1956 revision in the managerial remuneration of Managing Director requires consent of the shareholders, hence this resolution is proposed for.

### **Revised Major Terms Of Remuneration Of Mr. Vijay Majrekar, Managing Director:**

1. **Salary:** Not to exceed Rs. 54,000/- per month and the Board of Directors be authorised to determine the salary and grant such increases from time to time within the limits of schedule XIII of the Companies Act, 1956.
2. **Commission:** Such remuneration by way of commission to the above salary and perquisites, calculated with reference to the net profit of the Company in particular financial year and as may be determined by the Board of Directors for the Company subject to the overall ceilings stipulated under Section 198 and 309 of the Companies Act, 1956. The specific amount payable to Mr. Vijay Majrekar, Managing Director will be payable annually. The overall commission limit not to exceed 1% of the net profit of the Company computed in the manner specified in the Companies Act, 1956 and the actual commission be determined by the Board of Directors of the Company.
3. **Perquisites:** The Managing Director shall be entitled to the following perquisites as classified into three Categories 'A', 'B' and 'C'.

### **CATEGORY 'A'**

Housing facility, Medical Reimbursement, Club fees, Personal Accident Insurance, Children's Education Allowance, Holiday Passage and leave Travel Concession. These will be provided as under:

- **Housing:** The Managing Director will be provided with furnished company accommodation.
- **Medical Reimbursement:** Expenses incurred for the Managing Director and the family subject to a ceiling of one month's salary in the year or three month's salary over a period of three years.
- **Club Fees:** Fees of Club subject to a maximum of three clubs. This will not include admission and life membership fees.
- **Personal Accident Insurance:** Premium not to exceed Rs. 4,000/- per annum.
- **Children's Education Allowance:** In case of children studying in or outside India, an allowance limited to a maximum of Rs. 5,000/- per child or actual expenses incurred whichever is less. Such allowances is admissible upto a maximum of two children.
- **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 the home country instead of anywhere in India.

*Explanation:* For the purpose of Category 'A', "Family" means the spouse and the dependent children of the Managing Director.

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This terms of appointment may be treated as an abstract between the Company and Mr. C.R. Rawale, whole Time Director, Pursuant to section 302 of the Companies Act, 1956.

## ITEM No.9:

Board of Directors in their meeting held on 20<sup>th</sup> October, 2001 appointed Mr. Shyam Kingar as a Whole Time Director of the Company for the period of 3 years w.e.f. 1<sup>st</sup> November, 2001. on remuneration of Rs.30,000/- p.m.

Pursuant to Section 198, 269, 309, 310, 314 & Schedule XIII and other applicable provisions, if any of the Companies Act, 1956, appointment of a whole Time Director requires shareholders consent. Hence these resolution is proposed for.

The major terms of appointment Mr. Shyam Kingar, Whole Time Director are as below.

1. Mr. Shyam Kingar appointed as a Whole Time Director w.e.f. 1<sup>st</sup> November, 2001 for the period of 3 years i.e. upto 30<sup>th</sup> October, 2004

I) **SALARY :** Remuneration of Mr. Shyam Kingar, Whole Time Director , will be of Rs. 30,000 p.m. with power to Board to vary with in the limits of schedule XIII of the Act.

II) **PERQUISITES :**

Mr. Shyam Kingar as a Whole Time 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 months salary for each completed year of service.
- c) Children's education allowance : in case of children studying in or outside India, an allowance limited to a maximum of Rs.5,000/- per month per child or actual expenses incurred, whichever is less such allowance is admissible upto a maximum of two children.
- d) Holiday Passage for children studying outside India/family staying abroad : Return holiday passage once in a year by economy class or once in two years by first class to children and to the members of the family from the place of their study or stay abroad India if they are not residing in India with the managerial person.
- 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.

Salary and perquisites specified herein shall be payable to the whole time Director notwithstanding the inadequacy or no profits in any financial year during the currency of tenure of his office as such.

None of the Directors of the Company , except **Mr. Shyam Kingar, is** considered to be interested or concerned in this resolution

This terms of appointment may be treated as an abstract between the Company and Mr. Shyam Kingar, Pursuant to section 302 of the Companies Act, 1956.

### **Registered Office:**

F-29, MIDC, Murbad, Thane 421 401

Murbad, Thane  
June 29, 2002

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

**Vijay Majrekar**  
*Chairman cum Managing Director*

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## CENTENIAL SURGICAL SUTURE LTD.

REGISTERED OFFICE : F-29, MIDC, Murbad, Thane 421 401.

### PROXY FORM

I / We \_\_\_\_\_ of \_\_\_\_\_ in the district of \_\_\_\_\_ being a Member/Members of the above named company, hereby appoint \_\_\_\_\_ of \_\_\_\_\_ in the district of \_\_\_\_\_ failing him \_\_\_\_\_ of \_\_\_\_\_ in the district of \_\_\_\_\_ as my/our proxy to attend and vote for me/us and on my/our behalf at the SEVENTH ANNUAL GENERAL MEETING of the Company to be held at 3.30 p.m. on September 28, 2002 at F-29, MIDC, Murbad, Thane - 421 401 and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2002.

Regd. Folio No. \_\_\_\_\_ No. of Shares \_\_\_\_\_

Signature(s) \_\_\_\_\_

Affix a  
Re. 1/-  
Revenue  
Stamp

*Note : The proxy must be returned so as to reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The proxy need not be a member of the company.*

## CENTENIAL SURGICAL SUTURE LTD.

REGISTERED OFFICE : F-29, MIDC, Murbad, Thane 421 401.

### CHANGE OF ADDRESS

To,  
**CENTENIAL SURGICAL SUTURE LTD.**  
F-29, MIDC, Murbad,  
Thane 421 401.

Place : \_\_\_\_\_

Date : \_\_\_\_\_

Folio No.(s) : \_\_\_\_\_

Dear Sir,  
Kindly take on record my new-address for your further communications.

Name and New Address \_\_\_\_\_

To be handed over at the entrance of the meeting hall

Shareholder's Signature \_\_\_\_\_

## CENTENIAL SURGICAL SUTURE LTD.

REGISTERED OFFICE : F-29, MIDC, Murbad, Thane 421 401.

(To be handed over at the entrance of the meeting hall)

### ATTENDANCE SLIP

Name of the Shareholder \_\_\_\_\_

Shareholder's Folio No. \_\_\_\_\_ No. of Shares Held \_\_\_\_\_

Name of Proxy / Representative, if any \_\_\_\_\_

(To be filled in, if the proxy attends instead of the Shareholder)

I hereby record my presence at the SEVENTH ANNUAL GENERAL MEETING of the Company at F-29, MIDC, Murbad, Thane - 421 401 at 3.30 p.m. on September 28, 2002.

*Note : Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be distributed at the time of Meeting.*

Signature of the  
Shareholder / Proxy \_\_\_\_\_

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## BOARD OF DIRECTORS

**Vijay Majrekar** – *Chairman cum Managing Director*

**Anuradha Kashikar** – *Executive Director*

**C. R. Rawale** – *Whole time Director*

**S. R. Kingar** – *Whole time Director*

**N. M. Birje** – *Director*

**S. H. Jain** – *Director*

**B. S. Limaye** – *Director*

### Registered Office

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

### Bankers

*Canara Bank*

*Bank of India*

*Parsik Janata Sahakari Bank Ltd.*

*Co-operative Bank of Ahmedabd*

### Manufacturing Site, Plant & Research Facilities

*Village Dhavale, Ulhasnagar, Thane.*

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

### Auditors

*Vipul N. Shah & Associates*

*Chartered Accountants*

**Seventh Annual Report**

**2001 – 2002**



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Annual Report 2001-2002

## Chairman cum Managing Director's Report

### To the Shareholders,

The Directors have pleasure in submitting the Seventh Annual Report together with the Audited Accounts of the Company for the year ended March 31, 2002.

### Financial Performance

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

	For the year ended 31.3.2002	For the year ended 31.3.2001
Net Profit before Depreciation and Taxation	52,73,112	47,39,874
Less : Depreciation	30,34,914	25,30,413
Provision for Deferred Taxation	2,20,045	-
Net Profit/ (Loss)	20,18,153	22,09,461
Add : Balance from Last Year	(41,33,292)	(63,42,753)
Prior Period Profit adjustments		
Less : Appropriation	-	-
Transfer to Reserves	-	-
(Loss) carried to Balance Sheet	(21,15,139)	(41,33,292)

### Operations

During the business year 2001 -2002, your company continued to make progress in terms of diversification and broadening of its product portfolio and extending its operational reach into new markets. The sales of the Company grew from Rs. 388.14 lakhs in the business year 2000 - 2001 to Rs. 663.64 lakhs in the business year 2001 - 2002, reflecting a growth of 71%. The increase in sales and profitability has been achieved primarily on account of better product mix and containment of costs.

Your Company has always recognised that new products of outstanding Quality are the foundation for long-term operations, and defines its *Quality Policy* as *Manufacturing Atraumatic Needles and Sutures with World Class Quality to satisfy SURGEON'S needs*. In today's competitive world and the opening of the Indian economy the country witnessed new International entrants in the Suture Industry and sustained marketing efforts has helped the Company to get recognition in the market as a supplier of reliable World-Class Quality Atraumatic Needled sutures. Your company has carried out various modifications and additions at the manufacturing facilities, new products, codes and processes resulting in improvement in quality of the products, numerous codes and yield which should help in realising better prices in the current business year 2002 - 2003.

On March 7, 2002 our company entered into a technical collaboration with leading Japanese Company, MANI INC., Japan. Today our entire range of sutures are manufactured in Technical Collaboration with MANI INC., Japan.

Right since inception, **Centenial Surgical Suture Ltd.** has partnered with global leaders in its core areas of operation as well as other support and back-end functions. OUR COMPANY recognises that products of outstanding Quality are the foundation for long-term operations, and defines its Quality Policy as Manufacturing Products with World Class Quality to satisfy SURGEON'S needs. In today's competitive world and the opening of the Indian economy the country witnessed new International entrants in the Suture Industry and sustained marketing efforts has helped the Company to get recognition in the market as a supplier of reliable World-Class Quality Atraumatic Needled sutures. Our country has now been exposed to international competition and having recognised the need to provide a level playing field to the Indian Suture industry, has therefore entered into Technical Collaboration with MANI INC., Japan. Due to this collabo-