



Annual Report
2014 ~ 2015



Notice

NOTICE is hereby given that the 20th Annual General Meeting of the members of CENTENIAL SURGICAL SUTURE LTD., will be held on Monday, September 28, 2015 at 10.30 a.m. at Murbad Manufacturers Association, X-27, MIDC, Murbad, Thane 421401 Maharashtra to transact the following business:

A. ORDINARY BUSINESS:

- 1). To receive, consider and adopt the audited accounts for the year ended March 31, 2015 along with notes and schedules thereon as on that date and the reports of Directors and Auditors thereon.
- 2). To appoint a Director in place of Shri Devraj T. Poojary (DIN : 02041726), Executive Director of the Company who retires by rotation and being eligible offers himself for re-appointment.
- 3). To consider and, if thought fit, to pass the following resolution which will be proposed as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, pursuant to the resolution passed by members at the Annual General Meeting held on September 29, 2014, the appointment of Messrs A. Vijay Kumar & Co., Chartered Accountants, (Firm Registration No.009824S) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Twenty Third Annual General Meeting of the Company to be held in the year 2018 be and are hereby ratified for the Financial Year 2015 ~ 2016 to audit the accounts of the Company, including the audit of Cash Flow Statements, on a Remuneration plus Service Tax and out of pocket expenses to be mutually decided by the Board in consultation with the Statutory Auditors of the Company.”

B. SPECIAL BUSINESS:

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

Appointment of Ms. Anuradha Kashikar (DIN : 00804831) as a Director of the Company:

“RESOLVED THAT Ms. Anuradha Kashikar who was appointed by the Board of Directors as an additional Director of the Company with effect from March 27, 2015 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company be and is hereby appointed a Director of the Company.”

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

Appointment of Ms. Anuradha Kashikar (DIN : 00804831) as an Executive Director of the Company:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) as amended or re-enacted from time to time, read with Schedule V to the Act, the Company hereby approves the appointment and terms of remuneration of Ms. Anuradha Kashikar as an Executive Director of the Company for a period of three years with effect from April 1, 2015 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening Annual General Meeting, with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Ms. Anuradha Kashikar.

“RESOLVED FURTHER THAT the Board or a Committee thereof be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution”.

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

To ratify remuneration payable to Cost Auditor for the Financial Year 2015 ~ 2016.

“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 modifications(s) or re-

enactment thereof for the time being in force), Messrs Kalpana P. Mehta & Co, Cost Accountant, appointed as the Cost Auditors of the Company for conduct the cost audit for the Financial Year ending March 31, 2016, be paid remuneration amounting to Rs.75,000.00 (Rupees Seventy Five Thousand Only) plus Service Tax as applicable.

RESOLVED FURTHER THAT the Managing Director and / or Executive Director of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”

- 7). To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution.

Adoption of new set of Articles of Association:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Articles of Association of the Company be and is hereby replaced with the new Articles of Association which is placed before the members at this meeting and the new Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in place and in substitution of the existing Articles of Association.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors

For **CENTENIAL SURGICAL SUTURE LTD.**

Sd/-

Vijay MAJREKAR

Managing Director

DIN : 00804808

Place of Signature : Mumbai, Maharashtra

Date : August 13, 2015

Registered Office :

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

Corporate Identification Number: L99999MH1995PLC089759

Email : admin@centenialindia.com :: Website : www.centenialindia.com

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

NOTES :

- 1). **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF.** A proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company at its Registered Office not later than forty-eight hours before the Commencement of the meetings. Proxies submitted on behalf of companies, societies etc. must be supported by an appropriate resolution/authority, as applicable. A person shall not act as Proxy for more than 50 members and holding in the aggregate not more than 10 percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than 10 percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
- 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 03 (three) days in writing of the intentions to inspect the proxies lodged shall be required to be provided to the Company.
- 3). Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.

- 4). The Company has notified closure of Register of Members and Share Transfer Books from Monday the September 21, 2015 to Monday the September 28, 2015 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
- 5). Corporate members intending to send their authorised representatives to attend the 20th Annual General Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the 20th Annual General Meeting.
- 6). In case of joint holders attending the 20th Annual General Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 7). 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 20th Annual General 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 2014 ~ 2015.
- 9). 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.
- 10). 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 for the Financial Year 2014 ~ 2015 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.
- 11). 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.
- 12). Members desiring any relevant information on accounts at the 20th 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 20th Annual General Meeting, so as to enable the Company to keep the information ready.
- 13). 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.
- 14). 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 & 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.
- 15). 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 Demat account.
- 16). Members are requested to correspond with RTA for all matters relating to shareholding in the Company.
- 17). Members please note that as a measure of economy, copies of the 20th Annual Report will not be distributed at the 20th Annual General Meeting venue.
- 18). 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.

- 19). 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.
- 20). 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.
- 21). 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.
- 22). 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 20th Annual General Meeting. 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. Monday, September 21, 2015, may cast their vote electronically.
- 23). In Compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, and the Clause 35 B of the Listing Agreement, the members are provided with the facility to cast their electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. 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 sent out in this Notice, the Company is enclosing a Ballot Form with the Notice. Instructions for Ballot form are given at the back of the said form and instructions for e-voting are given here in below. Resolutions passed Members though Ballot Forms or e-voting is /are deemed to have been passed as if they have been passed at the 20th Annual General Meeting.
- 24). Mr. Nitin Sarfare, Partner of M/s.H S Associates, Company Secretaries, C.P. No. 13729; Practicing Company Secretary [Membership No. ACS: 36769], has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the ballot forms received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- 25). The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be above to exercise their right at the meeting.
- 26). The members who have cast their vote by remote e-voting or by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- 27). **Members can opt for only one mode of voting, i.e. either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and vote cast through ballot Form shall be treated as invalid.**
- 28). 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, Shri Nitin Sarfare, Partner of M/s. H S Associates, Company Secretaries, C.P. No. 13729; Practicing Company Secretary [Membership No. ACS : 36769], at the Registered Office of the Company not later than Sunday, September 27, 2015 (5.00 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 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 Friday, September 25, 2015 (6.00 p.m. IST) Assent / Dissent Form received after this date will be treated as invalid.
- 29). 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 Friday, September 25, 2015 at IST 9.00 a.m. and ends on Sunday, September 27, 2015 at IST 5.00 p.m. During this period shareholders' of the Company, holding shares

either in physical form or in dematerialized form, as on the cut-off date September 21, 2015, 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.
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) 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)
	<ul style="list-style-type: none"> 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.
	<ul style="list-style-type: none"> 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.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <CENTENIAL SURGICAL SUTURE LTD.> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com 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.
 - After receiving the login details a compliance user should be created using the admin login & password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
- (xix) 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

B. In case of members receiving the physical copy of the Notice of The AGM (for Members whose e-mail address are not registered with the Company/Depositories):

- i. Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- ii. Initial password is provided in the enclosed ballot form: EVEN (E-voting Event Number) + USER ID and PASSWORD.

C. Other instructions:

- 1). The e-voting period commence on Friday, September 25, 2015 (9.00 a.m. IST) and ends on Sunday, September 27, 2015 (5.00 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 Monday the September 21, 2015 may cast their vote electronically.
- 2). The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of Monday the September 21, 2015.
- 3). 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 under help section or write an email to helpdesk.evoting@cdslindia.com.
- 4). The scrutinizer shall, immediately after the conclusion of voting at the 20th Annual General Meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witness not in the employment of the Company and make, not later than three days for conclusion of the meeting, a consolidated Scrutinizers Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- 5). The Results declared along with the Scrutinizers Report shall be placed on the Company’s website www.cenlindia.com and on the website of CDSL www.evoting.cdsl.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE (“BSE”) and Ahmedabad Stock Exchange, where the shares of the Company are listed.
- 6). The shareholders can also access the Annual Report 2014 ~ 2015 of the Company circulated to the Members of the Company and other information about the Company on Company’s website, i.e., www.cenlindia.com or on Stock Exchange website, which is www.bseindia.com.
- 7). Members are requested to come and occupy their seats at least 15 minutes before commencement of 20th Annual General Meeting. Due to SECURITY REASONS, note that briefcase / bags / eatables / electronic gadgets such as a mobile, laptop, camera, pens with camera etc., will NOT be allowed along with members / proxies in the 20th 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 20th Annual General Meeting venue at the owners’ risk.

- 8). Members who are holding shares in identical order of names in more than one folio are requested to write to the Company requesting the Company to consolidate their holdings in one folio.
- 9). 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 20th ANNUAL GENERAL MEETING**”.

By Order of the Board of Directors

For **CENTENIAL SURGICAL SUTURE LTD.**

Sd/-

Vijay MAJREKAR

Managing Director

DIN : 00804808

Place of Signature : Mumbai, Maharashtra

Date : August 13, 2015

Registered Office :

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

Corporate Identification Number: L99999MH1995PLC089759

Email : admin@centenialindia.com :: Website : www.centenialindia.com

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

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013

Item No. 4 and 5:

The Board appointed Ms. Anuradha Kashikar (DIN: 00804831) as additional Director with effect from March 27, 2015. The Board has also appointed her as an Executive Director with effect from April 1, 2015 for a period 03 (Three) years on the terms and conditions as specified below, subject to the approval of the Members.

As per the provisions of Section 161(1) of the Act, she holds office of Additional Director only up to the date of the forthcoming 20th Annual General Meeting of the Company, and is eligible for appointment as Director. The Company received a notice under Section 160 of the Act proposing her candidature for the office of Director of the Company along with the requisite deposit:

The main terms and conditions of appointment of Ms. Anuradha Kashikar (DIN: 00804831) are given below:

A). Tenure of Appointment:

The appointment of the Executive Director is for a period of 03 (Three) years with effect from April 1, 2015 with NIL Remuneration.

B). Nature of Duties:

The Executive Director shall devote her whole time and attention to the business of the Company and shall perform such duties as may be entrusted to her by the Board from time to time and separately communicated to her and exercise such powers as may be assigned to her, Subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the company.

Except Shri Vijay Majrekar (DIN 00804808) and Ms. Anuradha Kashikar (DIN: 00804831), none of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed Ordinary Resolution as set out at Item No. 4 and 5 of this notice.

Item No.6:

The Board of Directors at its meeting held on May 30, 2015 appointed Messrs Kalpana P. Mehta & Company, Cost Accountants of the Company for conduct Cost Audit of the Company for the financial year ending March 31, 2016, at a remuneration amounting to Rs.75,000.00 (Rupees Seventy Five Thousand Only) per annum excluding out of pocket expenses, if any. In terms of the Provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor shall be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for approving the Ordinary Resolution as set out in Item No. 6 for ratification by the shareholders at the ensuing Annual General Meeting of the Company.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed Ordinary Resolution as set out at Item No. 6 of this notice.

Item No. 7:

The Company had previously adopted its Articles of Association ("AOA") under the Companies Act, 1956, which contain references to specific Sections of the Companies Act, 1956, with the enactment of the Companies Act, 2013, several regulations of the existing AOA of the Company require alteration and/or deletion. Given this position, it is considered expedient to replace the existing AOA with a new AOA. The Board of Directors accordingly recommends the resolution set out at Item No.7 of the Notice for your approval.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed Special Resolution as set out at Item No.7 of this notice.

By Order of the Board of Directors

For **CENTENIAL SURGICAL SUTURE LTD.**

Sd/-

Vijay MAJREKAR

Managing Director

DIN : 00804808

Place of Signature : Mumbai, Maharashtra

Date : August 13, 2015

Registered Office :

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

Corporate Identification Number: L99999MH1995PLC089759

Email : admin@centenialindia.com ::: Website : www.centenialindia.com

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

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CORPORATE INFORMATION**BOARD OF DIRECTORS**

Shri Vijay Majrekar ~ [DIN : 00804808]
Managing Director

Ms. Anuradha Kashikar ~ [DIN : 00804831]
Executive Director (*w.e.f. March 27, 2015*) / CFO

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

Shri B. S. Limaye ~ [DIN : 00804930]
Independent Non-Executive Director

Shri S. C. Modi ~ [DIN : 03103966]
Independent Non-Executive Director

Shri J. B. Shetty ~ [DIN : 00731896]
Independent Non-Executive Director

J. Rathod
Chief Operating Officer

REGISTERED OFFICE

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

BANKERS

Canara Bank Ltd.
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. Maharashtra.
Village Dhavale, Ulhasnagar, Thane.

AUDITORS

Messrs A. Vijay Kumar & Co.

COST AUDITORS

Messrs Kalpana P. Mehta & Co.

REGISTRARS & SHARE TRANSFER AGENTS

Messrs Purva Sharegistry (India) Pvt. Ltd.

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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.