

# CENTENIAL<sup>®</sup>

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**CENTENIAL<sup>®</sup>**  
SURGICAL SUTURE LTD.

**29<sup>th</sup> Annual Report**  
**2023 ~ 2024**

## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS** (as on August 12, 2024)

Vijay Majrekar (DIN: 00804808)

**Managing Director / Chief Executive Officer**

Anuradha Kashikar (DIN: 00804831)

**Executive Director / Chief Financial Officer**

Devraj T. Poojary (DIN: 02041726)

**Executive Director**

Neel M. Vora (DIN: 07699873)

**Independent Non-Executive Director**

Ridhima B. Limaye (DIN: 10256393)

**Independent Non-Executive Director**

*w.e.f. April 1, 2024*

Akash S. Modi (DIN: 08698016)

**Independent Non-Executive Director**

*w.e.f. April 1, 2024*

Anuj V. Shah (DIN: 10256390)

**Independent Non-Executive Director**

*w.e.f. April 1, 2024*

Bhushan S. Limaye (DIN: 00804930)

**Independent Non-Executive Director**

*upto March 31, 2024*

Sunil C. Modi (DIN: 03103966)

**Independent Non-Executive Director**

*upto March 31, 2024*

Jagadish B. Shetty (DIN: 00731896)

**Independent Non-Executive Director**

*upto March 31, 2024*

S. Mhatre

**Chief Administrative Officer**

J. Rathod

**Chief Operating Officer**

M. Bathwal (Membership No. ACS A35069)

**Company Secretary and Compliance Officer**

### **REGISTERED OFFICE**

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

### **BANKERS**

Canara Bank Ltd.

### **MANUFACTURING FACILITIES & SITE**

F-29 ; B-17 ; F-22, MIDC, Murbad,

Thane 421401. Maharashtra.

Village Dhavale, Ambarnath, Thane, Maharashtra.

### **AUDITORS**

Mahesh Chandra & Associates

### **SECRETARIAL AUDITORS**

HSPN & Associates LLP

### **REGISTRARS & SHARE TRANSFER AGENTS**

Purva Sharegistry (India) Pvt. Ltd.

SEBI registration no.: INR000001112.

### **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.

## DIRECTORS' REPORT

Dear Shareholders,

Your Directors present the 29<sup>th</sup> Annual Report of the Company together with the audited financial statements of the Company for the year ended March 31, 2024.

### 1. Operating Results

The operating results of the Company for the year ended March 31, 2024 are as follows: Rs. in Lakhs

For the year ended March 31	2024	2023
Net Profit before Depreciation & Taxation	266.10	276.25
Less : Depreciation	138.79	129.96
Provision for Deferred Taxation	(10.39)	1.17
Provision for Taxation / Written Off	24.25	44.92
Net Profit/(Loss)	113.44	88.59
Add : Balance from Last Year	2,565.97	2,477.39
Prior Period Profit adjustments	-	-
Less : Appropriation	-	-
Transfer to Reserves Profit / (Loss) carried to Balance Sheet	2,679.39	2,565.97

Our core managerial team has excellent medical device industry experience and most of them have been associated with our Company since its formative years. CENTENIAL is committed to working closely with our suppliers and making far-reaching changes across our value chain by encouraging our business partners, suppliers and hospitals, nursing homes to adopt responsible and sustainable practices. However, we are confident that our integrated capabilities and execution brilliance will continue to drive our brand CENTENIAL prominence in INDIA. 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, as always. Our values always guide us, and our history and heritage as a Company, stands for Trust, Service and High Quality.

CENTENIAL is an established leader in key growth cardiovascular suture market, with a large and differentiated portfolio of medical devices, backed by well-respected brands. Further, Your Company's plant is certified by ISO 9001:2015, ISO 13485:2016, WHO-GMP, ISO 14001:2015, ISO 45001:2018 and medical devices are in conformity to medical device directives 93/42/EEC, Medical Device Rules, 2017. Your Company's plant at Murbad, Thane, Maharashtra has set a benchmark in terms of quality and productivity. **CENTENIAL stands for Quality, Reliability, Commitment, Integrity and TRUST.**

### 2. Transfer to reserves

There are no transfers to any specific reserves during the year.

### 3. State of the company's affairs

During the year under review, your Company's total revenue from operations was Rs. 5,118.89 Lakhs and net profit after tax is at Rs.113.44 Lakhs.

### 4. Dividend

In order to conserve resources for the operating business, your Directors after due consideration of the financial accounts of the Company have not recommended any dividend.

### 5. Cash flow and consolidated financial statements

As required under Regulation 34 of the Listing Regulations, Cash Flow Statement and Financial Statement is part of the Annual Report.

### 6. Future prospects

The Company has started production of surgical threads, and two new medical devices / products are under development and trials during the year and hopes to scale up production in the coming year.

### 7. Change in nature of business

There has been no change in the nature of business of the Company. Your Company continues to be a medical device company engaged in manufacturing surgical sutures, other medical devices and started manufacturing of surgical threads.

**8. Transfer of Unpaid and Unclaimed Amounts to IEPF**

Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, dividend which remains unpaid or unclaimed for a period of seven years from the date of its transfer to unpaid dividend account is required to be transferred by the Company to Investor Education and Protection Fund (IEPF), established by the Central Government under the provisions of Section 125 of the Companies Act, 2013. Since no dividend has been paid this section is not applicable.

**9. Conservation to energy, technology absorption, foreign exchange earnings & outgo.**

The information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo as required under Sub-section (3)(m) of Section 134 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, are enclosed as Annexure C to the Directors' Report. 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 new Indian / International standards and export market.

**10. Statement concerning development and implementation of risk management policy of the company**

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed also discussed at the meetings of the Risk Management Committee and the Board of Directors of the Company.

**11. Internal control system and their adequacy**

The Company has an adequate Internal Control System, commensurate with the size, scale and complexity of its operations. M/s. Utsav Shah & Associates, Chartered Accountants, are appointed with scope of the Internal Audit duly approved by the Audit Committee. To maintain its objectivity and independence, the Internal Auditor reports to the Audit Committee. The Internal Auditor evaluates the adequacy of the internal control system in the Company on the basis of statement of operations procedure, instruction manuals, accounting policy and procedures.

**12. Corporate Social Responsibility**

The Provisions of Section 134(3)(o) and Section 135 of the Companies Act, 2013 read with Rule 8 of Companies (CSR Policy) Rules, 2014 regarding corporate social responsibility do not apply to the company for the period under review.

**13. Loans, Guarantees or Investments**

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 are NIL during Financial Year 2023 - 2024.

**14. Related Party Transactions**

Transactions with related parties are in the ordinary course of business and also on arms' length pricing basis. Prior omnibus approval from the Audit Committee is obtained for transactions which are repetitive and also normal in nature. Further, disclosures are made to the Audit Committee and the Board of Directors on a quarterly basis. Particulars of Contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013, in the prescribed form AOC – 2 is appended as Annexure E to the Directors' Report.

**15. Policy on Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

The Company has zero tolerance towards sexual harassment at the workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules thereunder. An Internal Complaints Committee has been constituted to inquire into complaints of sexual harassment and recommend appropriate action. During the year under review, the Internal Complaints Committee has not received any complaint of sexual harassment. The Policy on Sexual Harassment of Women is available at the website of the company: <http://www.centenialindia.com/corporate.html>.

**16. Extract of Annual Return**

Annual Return in accordance with the Companies Act, 2013, the Annual Return in the prescribed format is available at [www.centenialindia.com](http://www.centenialindia.com).

**17. Meetings of the Board of Directors**

The meetings of the Board of Directors are scheduled at regular intervals to decide and discuss on business performance, policies, strategies and other matters of significance. The schedules of the meetings are circulated in advance, to ensure proper planning and effective participation in meetings. In certain exigencies, decisions of the Board are also accorded through circulation. During the financial year 2023 - 2024, the Board of Directors of the Company, met 06 (Six) times on May 27, 2023; August 12, 2023; November 14, 2023; February 1, 2024; February 14, 2024 and March 29, 2024. The Meeting details are provided in the Corporate Governance report that forms part of this Annual Report. The gap between two consecutive board meetings is less than 120 days. Pursuant to the requirements of Schedule IV to

the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, a separate Meeting of the Independent Directors of the Company was also held on March 28, 2024, without the presence of Non-Independent Directors and members of the management, to review the performance of non-independent directors and the Board as a whole, the performance of the Chairperson of the company and also to assess the quality, quantity and timeliness of flow of information between the company management and the Board.

#### 18. Directors Responsibility Statement

In Compliance with Section 134(5) of the Companies Act, 2013, the Board of Directors hereby confirm the following:

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- (c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) The Directors had prepared the annual accounts on a going concern basis;
- (e) The Company is responsible for establishing and maintaining adequate and effective internal financial controls with regard to its business operations and, in the preparation and presentation of the financial statements, in particular, the assertions on the internal financial controls in accordance with broader criteria established by the Company. Towards the above objective, the Directors have laid down internal financial controls based on internal controls framework established by the Company, which in all material respects were operating effectively as at March 31, 2024.
- (f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively. The Company has substantially complied with material provisions of such acts and regulations as are relevant for its operations.

#### 19. Deposits

The Company has not accepted any fixed deposits from the public.

#### 20. Particulars of employees and remuneration

The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is as per Annexure D.

#### 21. Directors and Key Managerial Personnel

##### a. Change in Directorate:

During the year Shri Sunil C. Modi (DIN : 0310396), Shri Bhushan S. Limaye (DIN : 00804930) and Shri Jagadish B. Shetty (DIN : 00731896) ceased to be Independent Directors w.e.f. the closing hours of March 31, 2024 due to completion of second term of office as an Independent Non-Executive Directors respectively.

The Board, at its meeting held on February 14, 2024 based on the recommendation of the Nomination and remuneration committee of the Company approved the following appointments to the Board.

- (a) The appointment of Shri Akash S. Modi (DIN : 08698016), as an additional Director – Independent Non-Executive Director of the Company for a term of 05 (Five) consecutive years with effect from April 1, 2024.
- (b) The appointment of Shri Anuj V. Shah (DIN : 10256390), as an additional Director – Independent Non-Executive Director of the Company for a term of 05 (Five) consecutive years with effect from April 1, 2024.
- (c) The appointment of Ms. Ridhima B. Limaye (DIN : 10256393), as an additional Director – Independent Non-Executive Director of the Company for a term of 05 (Five) consecutive years with effect from April 1, 2024.

The above-mentioned appointments were duly approved by the members of the Company vide Postal ballot on May 31, 2024.

##### b. Retire by rotation

In accordance with the provisions of the Act and the Articles of Association of the Company, Anuradha Kashikar (DIN : 00804831), Executive Director of the Company, retires by rotation at the 29<sup>th</sup> e-AGM and being eligible, offered herself for re-appointment.

Brief resume, nature of expertise, disclosure of relationship between directors inter-se, details of directorships and committee membership held in other companies of the Directors proposed to be appointed / re-appointed, along with their shareholding in the Company, as stipulated under Secretarial Standard 2 and Regulation 36 of the Listing Regulations, is appended as an Annexure to the Notice of the ensuing 29<sup>th</sup> e-AGM.

**c. Key Managerial Personnel:**

Shri Vijay Majrekar (DIN : 00804808), Chief Executive Officer and Managing Director (CEO & MD), Anuradha Kashikar (DIN : 00804831), Chief Finance officer and Executive Director of the Company, Shri Devraj T. Poojary (DIN : 02041726), Executive Director and M. Bathwal (Membership No. ACS A35069) Company Secretary and Compliance Officer are the Key Managerial personnel of the Company as on March 31, 2024.

**d. Independent Directors' Declaration**

The Company has, inter alia, received the following declarations from all the Independent Directors confirming that:

- they meet the criteria of independence as prescribed under the provisions of the Act, read with the Rules Made thereunder, and the SEBI Listing Regulations. There has been no change in the circumstances affecting their status as Independent Directors of the Company;
- they have complied with the Code for Independent Directors prescribed under Schedule IV to the Act; and
- they have registered themselves with the Independent Director's Database maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board all Independent Directors possess requisite qualifications, experience, expertise and hold high standards of integrity required to discharge their duties with an objective independent judgment and without any external influence. List of key skills, expertise and core competencies of the Board, including the Independent Directors, forms a part of the Corporate Governance Report of this Integrated Annual Report.

**e. Meetings of the Board, Board Evaluation, Training and Familiarisation Programme & Vigil Mechanism**

During the year, six meetings of the Board of Directors were held. The details of meetings held and Director's attendance, training and familiarisation programme and Annual Board Evaluation process for Directors, policy on Director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of Director, and also remuneration for key managerial personnel and other employees, composition of Audit Committee, establishment of Vigil Mechanism for Directors and employees, form a part of the Corporate Governance Report of this Integrated Annual Report.

**22. Attributes, qualifications & independence of directors, their appointment and remuneration**

The Nomination & Remuneration Committee of Directors have approved a Policy for Selection, Appointment and Remuneration of Directors which inter-alia requires that composition and remuneration is reasonable and sufficient to attract, retain and motivate Directors, KMP and senior management employees and the Directors appointed shall be of high integrity with relevant expertise and experience so as to have diverse Board and the Policy also lays down the positive attributes/criteria while recommending the candidature for the appointment as Director.

**23. Declaration of Independent Directors**

The Independent Directors have submitted their disclosures to the Board that they fulfil all the requirements as stipulated in Section 149(7) of the Companies Act, 2013 to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

**24. Familiarisation Programme for Independent Directors**

The details of training and familiarisation programme are provided in the Corporate Governance Report. Further, at the time of appointment of an Independent Non-Executive Director, the Company issues a formal letter of appointment outlining his / her role function, duties and responsibilities. The format of the letter of appointment is available on our website: [http://www.centennialindia.com/corporate/code\\_of\\_conduct/](http://www.centennialindia.com/corporate/code_of_conduct/)

**25. Credit Ratings**

CRISIL continued to reaffirm their rating of "BBB-/Stable (Reaffirmed)" and "A3 (Reaffirmed)", for various banking facilities throughout the year enabling your Company to avail facilities from bank(s) at attractive rates indicating a very strong degree of safety for timely payment of financial obligations.

**26. Statutory Auditors**

M/s. Mahesh Chandra & Associates, Chartered Accountants, Firm Registration No. 112334W who were appointed as Statutory Auditors of the Company by the Shareholders of the Company in their 25th Annual General Meeting held in September 28, 2020 for a period of five years shall be the Statutory Auditors of the Company. The requirement under the proviso to Section 139(1) that "the Company shall place the matter relating to such appointment (of auditors) for ratification by members at every annual general meeting" has been omitted from the Companies Act, 2013. Therefore, the Company does not propose ratification of appointment of statutory auditors for the approval of the members. They have further confirmed that they are not disqualified to be appointed as Statutory Auditor in terms of the provisions of Section 139 and Section 141 of the Act and the rules made thereunder. The proposed fees payable to the Statutory Auditor for the statutory audit of the financial year would be Rs. 1.75 lakhs excluding the fees for limited review, other services availed, if any and out of the pocket expenses.

## 27. Internal Auditors

M/s. Utsav Shah & Associates, Chartered Accountants, are appointed with scope of the Internal Audit duly approved by the Audit Committee. And who have issued their reports on quarterly basis.

## 28. Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors had appointed M/s. HSPN & Associates LLP, Practising Company Secretaries, to conduct the Secretarial Audit of the Company for the Financial Year. The Secretarial Auditor's Report is annexed as Annexure 1 and forms an integral part of this Report.

## 29. Cost records and Auditors

The Company is not required under Section 148(1) of the Companies Act, 2013 read with Companies (Audit & Auditors') Rules, 2014 and the Companies (Cost Records and Audit) Amendments Rules, 2014, the Company is not required to maintain the cost records in respect of its business and accordingly such accounts and records are not made and maintained. No Cost Audit under the provisions of Section 233B of the Companies Act, 1956 has been carried out. The cost audit is applicable in the following situations:

### Table A specified goods/services –

- Overall annual total turnover of the company from all the products/services is INR 50 Crore or more; and
- Aggregate turnover from the individual product/service for which cost records are required to be maintained is INR 25 Crore or more.

### Table B specified goods/services –

- Overall annual total turnover of all the products/services should be INR 100 Crore or more; and
- Aggregate turnover from the individual product/service for which cost records are required to be maintained should be INR 35 Crore or more.

As the Company does not satisfy the above-mentioned criteria, the cost audit is not applicable and the company has taken legal steps to quash the proceedings of the Registrar of Companies, Maharashtra against the company and we do not see any financial impact in this matter.

## 30. Auditors' Qualifications / reservations / adverse remarks / Frauds reported

The Auditors' Report does not contain any qualifications, reservations or adverse remarks. However, the Secretarial Audit Report contain qualification pursuant to Regulation 31(2) of SEBI (LODR) Regulations, 2015 for dematerialisation of promoter shareholding. The Company would like to inform that promoters are working to convert 600 shares of Promoters physical shareholding into demat as per Regulation 31(2) of SEBI (LODR) Regulations, 2015.

## 31. Management discussion and analysis

Management's Discussion and Analysis Report for the year under review, as stipulated under the SEBI (LODR) Regulations, 2015 is presented in a separate section forming part of the Annual Report.

## 32. Corporate Governance Code

The Company is committed towards maintaining the highest standards of Corporate Governance and adhering to the Corporate Governance requirements as set out by Securities and Exchange Board of India. The Report on Corporate Governance as stipulated under Regulation 34 (3) and Part C of schedule V of SEBI (LODR) Regulations, 2015 forms part of the Annual Report. The Certificate from the practicing Company Secretary confirming compliance with the conditions of Corporate Governance as stipulated under Regulation 34 (3) and Part E of schedule V of the SEBI (LODR) Regulations, 2015 is also published in this Annual Report as **Annexure B**.

## 33. Subsidiary, joint ventures and associate companies

The Company has no subsidiary and not entered in joint ventures.

## 34. Whistle Blower Policy / Vigil Mechanism

The Company has implemented a whistle blower policy, whereby employees, Directors and other stakeholders can report matters such as generic grievances, misconduct, misappropriation of assets and non-compliance to code of conduct to the Company. The policy safeguards the whistle blowers to report concerns or grievances and also provides direct access to the Chairman of the Audit Committee. The Vigil Mechanism Policy is available at the website of the company: <http://www.centennialindia.com>

### 35. Reporting of frauds by Auditors

During the year under review, the Statutory Auditors and the Secretarial Auditor have not reported to the Audit Committee under Section 143(12) of the Companies Act, 2013, any instance of fraud committed in the Company, by its officers or employees.

### 36. Material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report

The company has started the manufacturing of surgical threads under the guidance, technical knowhow of M/s. Polymedtex, GmpH, Republic of Germany, to reduce reliance on supply of surgical threads from previous suppliers, and other than this activity of backward integration, production of surgical threads there are no material changes and commitments affecting the financial position of the Company occurred during the financial year and the date of this report.

### 37. The details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern Status and company's operations in future

During the year there has been no significant material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and company's operations in future.

### 38. Committees of the Board

In accordance with the Companies Act, 2013, the Board has formed currently three Committees as follows:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders' Relationship Committee

Details of all the Committees along with their charters, composition and meetings held during the year, are provided in the "Report on Corporate Governance", a part of this Annual Report.

### 39. Statement Concerning Development and Implementation of Risk Management Policy of the Company

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed also discussed at the meetings of the Audit Committee and the Board of Directors of the Company.

### 40. Other disclosures

The Company does not have any Employees Stock Option Scheme in force and hence particulars are not furnished, as the same are not applicable. No proceedings against the Company are initiated or pending under the Insolvency and Bankruptcy Code, 2016. The details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof – Not Applicable.

### 41. Board policies

The Company seeks to promote highest levels of ethical standards in the normal business transactions guided by the value system. The SEBI (LODR) Regulations, 2015 mandates formulation of certain policies for listed companies. The Policies are reviewed periodically by the Board and are updated based on the need and compliance as per the applicable laws and rules and as amended from time to time. The policies are available on the website of the Company at [www.centenialindia.com](http://www.centenialindia.com).

### 42. Compliance of applicable secretarial standards

Your Directors hereby confirm that the Company has complied with the necessary provisions of the revised Secretarial Standard 1 and Secretarial Standard 2 to the extent applicable to the Company.

### 43. Enhancing shareholder value

Your Company firmly believes that its success, the marketplace and a good reputation are among the primary determinants of value to the shareholder. The organisational vision is founded on the principles of good governance and delivering leading-edge products backed with dependable after sales services. Following the vision your Company is committed to creating and maximising long-term value for shareholders.

### 44. Financial Statements / Disclosure of Accounting Treatment in the preparation of Financial Statements

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015. These are the Company's first Ind AS Financial Statements. The significant accounting policies which are consistently applied are set out in the Notes to the financial statements.



#### 45. Share Capital

The paid-up equity shares capital of the Company as on March 31, 2024 was Rs.364.83 Lakhs. During the year under review, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity.

#### 46. Cautionary statement

Statements in the Board's Report and the Management Discussion & Analysis describing the Company's objectives, expectations or forecasts may be forward looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operation include global and domestic demand and supply conditions affecting selling prices of raw materials, finished goods, input availability and prices, changes in government regulations, tax laws, economic developments within and outside the country and various other factors.

#### 47. Insurance

All properties and insurable interests of the Company including buildings, plant and machinery and stocks have been fully insured.

#### 48. 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.

#### 49. Environment and safety

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

#### 50. Research and Development

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

#### 51. Goods and Services Tax (GST)

GST, which was implemented on July 1, 2017 as 'one nation one tax', is an all-pervasive event. It has comprehensively impacted consumption of all goods and services, triggering a colossal change in the way business dealings take place. GST, which is still evolving, provides an opportunity to reset the way business transactions could be optimized for efficiency in cost and quality. Due to its multifaceted impact, GST has become an important factor in competitive businesses environment. GST on sutures and other medical devices 12%. However, the increase in headline tax is likely to be offset by the tax efficiencies that may accrue on procurements. Your Company is geared to deal with the challenges thrown up as a result of numerous amendments made by our Government viz: implementation of E-Way Bill system, matching credit concepts, anti-profiteering provisions, etc.

#### 52. Certification of ISO 9001:2015 | ISO 13485:2016 | WHO-GMP | ISO 14001:2015 | ISO 45001:2018 | Medical devices conformity to 93/42/EEC medical directives.

Our Company is ISO 9001:2015, ISO 13485:2016, WHO-GMP, ISO 14001:2015, ISO 45001:2018 and medical devices are in conformity to medical device directives 93/42/EEC, Medical Device Rules, 2017 and these stringent system means effective control over every step to achieve true Quality Assurance for our medical devices.

#### 53. Acknowledgments

Your Directors would like to express their appreciation for the assistance and co-operation received from the Food and Drugs Administration, CDSCO, 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 **C**ENTENIAL SURGICAL SUTURE LTD

**Vijay Majrekar**

Chairman and Managing Director

DIN: 00804808

Place of Signature: Mumbai, Maharashtra

Date: August 12, 2024

Corporate Identification Number: L99999MH1995PLCo89759

Registered Office:

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

Email: admin@centenialindia.com / Website: www.centenialindia.com / Tel: (2524) 222905

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR FINANCIAL YEAR ENDED ON MARCH 31, 2024.**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

**To,**  
**The Members,**  
**Centenial Surgical Suture Limited.**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Centenial Surgical Suture Limited (hereinafter called "The Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period ended on March 31, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers and minute books, Forms, and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024, to the extent applicable provisions of:

- I. The Companies Act, 2013 ("The Act") and the Rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") to the extent applicable to the Company: -
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - **Not applicable as there was no reportable event during the financial year under review.**
  - d. The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021. - **Not applicable as there was no reportable event during the financial year under review.**
  - e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - **Not applicable as there was no reportable event during the financial year under review;**
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993; regarding the Companies Act and dealing with client - **Not applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the financial year under review;**
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - **Not applicable as there was no reportable event during the financial year under review;**
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not applicable as there was no reportable event during the financial year under review.**
- VI. Management has identified and confirmed the following laws as being specifically applicable to the Company:
  - a. Air (Prevention and Control of Pollution) Act, 1981 and Rules issued by the State Pollution Control Boards;
  - b. Water (Prevention and Control of Pollution) Act, 1974 & Rules issued by the State Pollution Control Boards, and

We have also examined compliances with the applicable clauses of the following:

- i) Secretarial Standards 1 and 2 as issued and revised by The Institute of Company Secretaries of India with effect from October 1st, 2017.
- ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and made effective from time to time

During the year under review, the Company has in general complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards as mentioned above, subject to the following observation(s):

- During the year Company has not complied as per Regulation 31(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as regards to hundred percent (100%) shareholding of promoter(s) and promoter group in Demat form.

➤ We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act as under:

1. During the period under review Board appointed in their Board meeting held on February 14, 2024, Shri Akash S. Modi (DIN : 08698016), Shri Anuj V. Shah (DIN : 10256390) and Ridhima B. Limaye (DIN: 10256393) as an Additional Independent Non-Executive Directors of the Company w.e.f. April 1, 2024 and their appointments were ratified by shareholders of the Company through Special resolution in Postal Ballot.
2. Shri Sunil C. Modi (DIN : 0310396), Shri Bhushan S. Limaye (DIN : 00804930) and Shri Jagadish B. Shetty (DIN : 00731896) ceased to be Independent Non-Executive Directors w.e.f. the closing hours of March 31, 2024 due to completion of second term of office as an Independent Non-Executive Directors respectively.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the Audit period,

1. The Members at the Annual General Meeting held on Thursday, the September 21, 2023 passed following Resolutions:
  - As an Ordinary Resolution pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013, if any and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule - V of the Companies Act, 2013, re-appointment of Ms. Anuradha Kashikar (DIN:00804831), Executive Director of the Company for a period of 03 (Three) years.
2. As regards to Petition filed under Articles 226 and 227 of the Constitution of India and u/s 482 of Cr.P.C. at Bombay High Court, no order is passed by the Judiciary as on the date of signing this Report.

For HSPN & Associates LLP  
Company Secretaries

Place: Mumbai  
Date: August 12, 2024  
ICSI UDIN: F002827F000955746  
Peer reviewed No.: P2007MH004300

Hemant S. Shetye  
Designated Partner  
FCS No.: 2827  
CP No.: 1483

This report is to be read with our letter of even date which is annexed as Annexure – 1 and forms an integral part of this report.

**Annexure – 1**

**To,  
The Members,  
Centenial Surgical Suture Limited.**

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness appropriateness of financial records and books of accounts of the Company. We have relied upon the Financial Statements provided by the management & the reports issued by Statutory Auditor & Internal Auditor wherever required.
4. Wherever required, we have obtained management representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For HSPN & Associates LLP  
Company Secretaries

Place: Mumbai  
Date: August 12, 2024  
ICSI UDIN: F002827F000955746  
Peer reviewed No.: P2007MH004300

Hemant S. Shetye  
Designated Partner  
FCS No.: 2827  
CP No.: 1483

**CORPORATE GOVERNANCE REPORT****1. Company's Philosophy on Corporate Governance:**

The Company is committed to maintain high standards and continues to practise good Corporate Governance to add long term value, integrity and transparency are key to our corporate governance practices to ensure that we always gain and retain the trust of our shareholders. At Centenial, we believe that an active, well-informed and independent board is necessary to ensure the highest standards of corporate governance. At Centenial, the Board of Directors is at the core of our corporate governance practice. The Board of Directors oversees the Management's functions and protects the long-term interests of our shareholders.

The core principles of Corporate Governance are:

- Lay emphasis on integrity and accountability.
- Incorporate several practices aimed at a high level of business ethics and effective supervision.
- Provide for enhancement of value for all stakeholders.

CENTENIAL's Corporate Governance conforms to all regulatory and legal requirements. The basic philosophy behind an endeavour towards better Corporate Governance is to achieve business excellence and strengthen the confidence of all stakeholders. It is very important for the Company to combine economic success with acting responsibly towards the environment, people and society. The Company's manner of conducting business is based on compliance of law, fairness, mutual respect and integrity. Under its Code of Conduct applicable to the Board, Senior Management and every single employee, CENTENIAL is committed to a culture of sustainability and views it as a prerequisite for the Company's long-term success.

**2. Board of Directors**

Your Board of Directors, closely monitors the performance of the Company and Management, approves the plans, reviews the strategy and strives to achieve organisational growth. Your Board ensures statutory and ethical conduct with high quality financial reporting. It holds itself accountable to the shareholders as well as other stakeholders for the long-term well-being of the Company. An independent director is the chairperson of each of the Board committees – namely audit committee, nomination and remuneration committee and shareholders relationship committee.

Our corporate governance framework ensures that we make timely disclosures and share accurate information regarding our financials and performance, as well as disclosures related to the leadership and governance at Centenial.

**A). Composition**

- (i) The management of your Company is entrusted to the Managing Director, who is assisted by a Management Core Team and Senior Executives having rich experience and expertise in their respective fields.
- (ii) The 'Board of Directors' is constituted with appropriate combination of Executive Director, Non-Executive Directors, Independent Directors and Woman Director, as per the prevailing regulatory requirements. As on March 31, 2024 your Company's Board comprises of 07 (Seven) Directors, which includes the Managing Director, 02 (Two) Executive Directors, 04 (Four) Independent Non-Executive Directors, from eminent fields which consists of 02 (Two) Woman Directors. The composition of the Board is in conformity with Regulation 17 of the SEBI (LODR) Regulations, 2015. The management of the Company is entrusted in the hands of the Key Management Personnel of the Company and is headed by the Executive Chairman and Managing Director who function under the supervision and control of the Board. The Board reviews and approves strategy and oversees the actions and results of management to ensure that the long-term objectives of enhancing stakeholders' value are met.
- (iii) None of the Directors have any pecuniary or business relationship with the Company, save as otherwise mentioned in this Annual Report or none of the Directors on the Board is a member of more than 10 committees or a chairperson of more than 5 committees as stipulated in Regulation 26(1) of the SEBI (LODR) Regulations, 2015 across all the Indian Public Companies, in which he / she is a Director. The necessary disclosure regarding the committee position and other Directorship has been made by the Directors. None of the Independent Director has any other material pecuniary relationship or transaction with the Company, its Promoters, or Directors, or Senior Management which, in their judgment, would affect their independence. The Board confirms that based on the written affirmations from each Independent Director, all Independent Directors fulfil the conditions specified for independence as stipulated in the Regulation 16 (1)(b) of SEBI (LODR) (Amendment), Regulations, 2018 w.e.f. October 1, 2018 and are independent of the Management. The Board of Directors comprises of professionals drawn from diverse fields who bring with them a wide range of skills and experience to the Board which enhances the quality of Board's decision-making process. Pursuant to the amended SEBI (LODR) Regulations, 2015, the list of core skills / expertise / competencies identified by the Board in the context of the Company's business and sector in which it operates and those available with the Board are given as under:

Skills	Availability of skills / expertise / competence with the Directors
Knowledge of business	Yes
Understanding of the financial	Yes
Familiarity with the laws applicable to business	Yes
Governance	Yes

- (iv) The names and categories of the Directors on the Board, number of Directorships held by them in Indian Companies (Public and Private) and committee chairmanship / membership held by them in Indian Public Companies are given below. For reckoning the maximum number of chairmanships / memberships in committees, only two committees viz. 'Audit Committee' and 'Stakeholders Relationship Committee' of the Board are considered:

Name of Director	Executive / Non - Executive / Independent	No. of outside Directorship (s) held		No. of committee position(s) held	
		Public	Private	Chairman	Member
Vijay Majrekar	Managing Director / CEO	-	-	-	-
Anuradha Kashikar	Executive Director / CFO	-	-	-	-
Devraj T. Poojary	Executive Director	-	-	-	-
Bhushan S. Limaye	Independent Non-Executive Director	-	1	-	-
Sunil C. Modi	Independent Non- Executive Director	-	1	-	-
Jagadish B. Shetty	Independent Non- Executive Director	-	-	-	-
Neel M. Vora	Independent Non- Executive Director	-	-	-	-

Independent Non-Executive Director means a director as defined under SEBI (LODR) Regulations, 2015.

There are no Nominee Director.

**B). Attendance of Directors at the meeting of the Board of Directors and the last Annual General Meeting**

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	
Vijay Majrekar	6	6	Yes
Anuradha Kashikar	6	6	Yes
Devraj T. Poojary	6	5	Yes
Bhushan S. Limaye	6	6	No
Sunil C. Modi	6	6	Yes
Jagadish B. Shetty	6	6	Yes
Neel M. Vora	6	6	Yes

**C). Number of Board of Directors or committees in which a director is a member or chairperson - None**

**D). Number of Board meetings held, dates on which held**

During the year under review, the Board met 06 (Six) 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 27, 2023	7	6
2.	August 12, 2023	7	7
3.	November 14, 2023	7	7
4.	February 1, 2024	7	7
5.	February 14, 2024	7	7
6.	March 29, 2024	7	7

**E). Disclosure of relationships between Directors inter-se**

Vijay Majrekar, Chairman and Managing Director and Chief Executive Officer is related to Anuradha Kashikar, Executive Director and Chief Financial Officer being a relative under the provisions of the Companies Act, 2013.

Devraj T. Poojary, Executive Director is not related to any other member of the Board of Director.

Bhushan S. Limaye, Independent Non-Executive Director is not related to any other member of the Board of Director.

Sunil C. Modi, Independent Non-Executive Director is not related to any other member of the Board of Director.

Jagadish B. Shetty, Independent Non-Executive Director is not related to any other member of the Board of Director.

Neel M. Vora, Independent Non-Executive Director is not related to any other member of the Board of Director.

**F). Number of shares / convertible instruments held by Non-Executive Directors**

Sr. No.	Name of Independent Non-Executive Director	Shares held
1.	Bhushan S. Limaye	100
2.	Sunil C. Modi	100
3.	Jagadish B. Shetty	NIL
4.	Neel M. Vora	NIL

**G). Web link of Familiarisation Programmes to Independent Directors**

**Training of Board members**

All non-executive directors inducted to the Board are introduced to our Company culture through orientation sessions. Executive Directors & Senior Management provide an overview of operations & familiarize the new Non-Executive Directors on matters related to our values & commitments. They are also introduced to the organization structure, services, constitution, Board procedures, matters reserved for the Board, major risks & risk management strategy. The Board's policy is to have separate meetings regularly with independent directors to update them on all business-related issues & new initiatives. At such meetings, the executive directors & other members of the senior management share points of view & leadership thoughts on relevant issues.

**Summary of Familiarisation Programme of Independent Directors :**

Financial Year	Total No. of hours spent on familiarisation	Cumulative hours spent on familiarisation programme till date (from 1 <sup>st</sup> April, 2015)
2015-2016	20 Hours	20 Hours
2016-2017	22 Hours	42 Hours
2017-2018	23 Hours	65 Hours
2018-2019	25 Hours	90 Hours
2019-2020	25 Hours	115 Hours
2020-2021	20 Hours	135 Hours
2021-2023	25 Hours	160 Hours
2023-2023	26 Hours	186 Hours
2023-2024	25 Hours	211 Hours

Induction, orientation or familiarisation programmes are part of our culture and applicable to all layers of management and the Board Members, which are designed based upon the position / job requirements. Guided by the principles laid down for Corporate Governance under the SEBI (LODR) Regulations, 2015 and the Companies Act, 2013, Independent Directors are appraised through familiarisation programmes to provide insights into the Company, including; nature of Industry in which the Company operates, business model of the Company, relevant information on business processes and roles, responsibilities, duties and rights of Independent Directors. The details of such familiarisation programmes have been disclosed Company's website : <http://www.centennialindia.com>.

**H). Matrix setting out the skills/expertise/competence of the board of directors:**

The Board comprises qualified members who bring in the required skills, competence and expertise that allow them to make effective contributions to the Board and its committees. The Board members are committed to ensuring that the Board is in compliance with the highest standards of corporate governance.

The table below summarizes the key qualifications, skills, and attributes which are taken into consideration while nominating candidates to serve on the Board.

Definitions of Director Qualifications	
Financial	Leadership of a financial firm or management of the finance function of an enterprise, resulting in proficiency in complex financial management, capital allocation, and financial reporting processes, or experience in actively supervising a principal financial officer, principal accounting officer, controller, public accountant, auditor or person performing similar functions
Gender, ethnic, national, or other diversity	Representation of gender, ethnic, geographic, cultural, or other perspectives that expand the Board's understanding of the needs and viewpoints of our customers, partners, employees, governments, and other shareholders worldwide
Global business	Experience in driving business success in markets around the world, with an understanding of diverse business environments, economic conditions, cultures, and regulatory frameworks, and a broad perspective on global market opportunities
Leadership	Extended leadership experience for a significant enterprise, resulting in a practical understanding of organizations, processes, strategic planning, and risk management. Demonstrated strengths in developing talent, planning succession, and driving change and long-term growth

Definitions of Director Qualifications	
Technology	A significant background in technology, resulting in knowledge of how to anticipate technological trends, generate disruptive innovation, and extend or create new business models
Mergers and acquisitions	A history of leading growth through acquisitions and other business combinations, with the ability to assess 'build or buy' decisions, analyse the fit of a target with the Company's strategy and culture, accurately value transactions, and evaluate operational integration plans
Board service and governance	Service on a public company board to develop insights about maintaining board and management accountability, protecting shareholder interests, and observing appropriate governance practices
Sales and marketing	Experience in developing strategies to grow sales and market share, build brand awareness and equity, and enhance enterprise reputation

#### Expertise/ Skills of Directors

Name of the Director, Designation & DIN	Expertise / Skills
<b>Vijay Majrekar</b> (DIN: 00804808) Managing Director	Vijay Majrekar, aged 63 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. Vijay Majrekar is a visionary healthcare leader, currently driving CENTENIAL'S ambitious atraumatic needed sterilised surgical sutures and unsterile surgical threads, and as being a pioneer in manufacturing surgical threads through innovative combination of atraumatic needles and suture materials for our surgeons in India. With over three decades of extensive experience, his strategic prowess can be characterised by transforming businesses based on ethics, values, and organizational principles and his excellent leadership has garnered well-deserved recognition for CENTENIAL in India. Vijay Majrekar was appointed as Managing Director of the Company since January 9, 1996 & is designated Chief Executive Officer (CEO) and has over 31 years of varied experience & was instrumental in setting up the Company as well as its manufacturing facilities. Approval of new medical devices / products for launch and approve design change and approving all vendor's and their development in consultation with President – Production, Vice – President, General Manager - Quality Assurance and Assistant Vice President – Production & Quality Assurance. Co-ordinate with staff for production planning and purchase activities, material procurement as per specifications, vendor appraisal / evaluation and take the stock of inventories from international suppliers. Developing new medical devices / products and implementation for production. Give training to senior staff level personnel when required and approve printed packing materials to meet Regulatory requirements and ensure productivity with quality, monitoring of compliance with GMP / ISO / CE conformity and requirements for effective interface with the surgeons for company's medical devices / products and extend advice to manage finished goods store for ensuring the minimum inventory.
<b>Anuradha Kashikar</b> (DIN:00804831) Executive Director	Aged 63 years, is well Educated and Qualified, holds a Bachelor of Commerce Degree (B. Com) and also a Bachelor of Law (L.L.B.) from University of Mumbai, Maharashtra was appointed as Executive Director and Chief Financial Officer (CFO) of the Company and is primarily responsible for managing the financial risks of the Company & also responsible for financial planning and record-keeping. The re-appointment is recommended based on knowledge, skills, experience and performance evaluation of Anuradha Kashikar. She has attended all the Board Meetings and the meetings of the Committees of which she is a Chairperson and/or Member during her tenure as an Independent Director. Her performance evaluation has been considered annually by the Nomination and Remuneration Committee and the Board. Anuradha Kashikar has been evaluated on parameters including proactive discussion, understanding of the Company's business, engagement with the Company's management, exercising of Independence of behaviour and judgement in her decisions and she strives to bring in the best practices regarding governance, disclosures and operations.  Anuradha Kashikar is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director. The Company has also received a declaration that she meets with the criteria of independence as prescribed under Section 149(6) of the Companies Act 2013. In the opinion of the Board, Anuradha Kashikar fulfils the conditions specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for re-appointment as an Executive Director. Anuradha Kashikar meets all the skills required to be possessed as per the Board skill-set matrix defined by the Board.
<b>Devraj T. Poojary</b> (DIN: 02041726) Executive Director	Aged 56 years, has a Bachelor of Commerce Degree (B.Com.) and he is one among the senior most employees of the Company. Devraj T. Poojary is well Educated and Qualified, joined Centenial Surgical Suture Ltd., in its early age in 1996 and since

Name of the Director, Designation & DIN	Expertise / Skills
	February 1, 2008 he is a Whole-time Director designated as Executive Director ~ Sales and Marketing on the Board of the Company. Devraj T. Poojary is primarily responsible for sales and marketing. In addition, he continues to shoulder several other corporate responsibilities and managing affairs related to Food and Drug Administration, Thane, Maharashtra. To maintain adequate documents pertaining to the activities for which he is responsible. All quality assurance activities. Vendor development activities Prepare Master Validation Plan Preparation, issuing and reviewing of SOP, BMR and Master cards.
<b>Neel M. Vora</b> (DIN: 07699873) <b>Independent Non-Executive Director</b>	Aged 30 years, is very well Educated and Qualified, holds a Bachelor of Commerce Degree from University of Mumbai and is a Chartered Accountant having nearly 4 years of professional experience in areas of GST consultancy, corporate banking, business taxation and accounting. Neel M. Vora is an Independent Non-Executive Director.
<b>Bhushan S. Limaye</b> (DIN: 00804930) <b>Independent Non-Executive Director</b> <b>Upto March 31, 2024</b>	Aged 63 years, is very well Educated and Qualified, holds a Bachelor of Commerce Degree from University of Mumbai and is a Chartered Accountant having nearly 31 years of professional experience in areas of financial consultancy, corporate structuring / restructuring, corporate banking, business re-organisations, taxation, valuation, accounting, auditing Company law and Insurance. Bhushan S. Limaye is the proprietor of Bhushan S. Limaye an Investment and Insurance Advisory firm and has been associated with the Company since March 1, 2002. Bhushan S. Limaye was earlier the Chairman of the Audit Committee and as on date of this report is now a member of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee of the Company.
<b>Sunil C. Modi</b> (DIN: 03103966) <b>Independent Non-Executive Director</b> <b>Upto March 31, 2024</b>	Aged 60 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 26 years of professional experience in areas of financial consultancy, corporate structuring / restructuring, corporate banking, business re-organisations, taxation, valuation, accounting, auditing and Company law. Sunil C. Modi has been associated with the Company since June 10, 2010. Sunil C. Modi 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 Nomination and Remuneration Committee and Stakeholders Relationship Committee of the Company and being an Independent Non-Executive Director.
<b>Jagadish B. Shetty</b> (DIN: 00731896) <b>Independent Non-Executive Director</b> <b>Upto March 31, 2024</b>	Aged 57 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 21 years of professional experience in areas of financial consultancy, corporate structuring/restructuring, corporate banking, business re-organisations, taxation, valuation, accounting, auditing and company law. Jagadish B. Shetty is a partner of Messrs. RSVA and Company, Chartered Accountants and has been associated with the Company since May 9, 2013. Jagadish B. Shetty as on the date of this report is a member of the Nomination and Remuneration Committee of the Company. Jagadish B. Shetty is an Independent Non-Executive Director.

**I). Confirmation that in the opinion of the Board, the Independent Directors fulfil the conditions specified in these regulations and are independent of the management :**

Our Independent Directors meet the criteria of Independence as per Section 149(6) of Companies Act, 2013 and Regulation 16 of Listing Regulations. The Independent Directors provide an annual confirmation that they meet the criteria of independence. The Board confirms that all the Independent Directors fulfil the conditions as specified under Schedule V of Listing Regulations and are Independent of the management.

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

**J). Detailed reasons for the resignation of an Independent Director**

During the year no independent director resigned hence, confirmation by such Director is not applicable to us. However, Shri Sunil C. Modi (DIN : 0310396), Shri Bhushan S. Limaye (DIN : 00804930) and Shri Jagadish B. Shetty (DIN : 00731896) ceased to be Independent Directors w.e.f. March 31, 2024 due to completion of second consecutive term of office as an Independent Directors respectively.



### **Meeting of Independent Non-Executive Directors:**

Schedule IV of the Companies Act, 2013 and the Rules thereunder mandate that the independent directors of the Company shall hold at least one meeting in a year, without the attendance of non-independent directors and members of the Management.

All the Four Independent Non-Executive Directors of the Company met on March 28, 2024 without the presence of the Executive Directors or any other member of management. The meeting was conducted in an informal and flexible manner to enable the Independent Non-Executive Directors to, inter alia, discuss matters pertaining to review of performance of Non-Independent Directors & the Board as a whole, review the performance of the Chairman of the Company (taking into account the views of the Executive & Non-Executive Directors) and assess the quality, quantity & timeliness of flow of information between the Company's management & the Board that is necessary for the Board to effectively and reasonably perform their duties. The Independent Non-Executive Directors have expressed satisfaction at the robustness of the evaluation process, the freedom available to the Independent Directors to express views on the business transacted at the Meetings & the openness with which the Management discussed various subject matters on the agenda at the meetings.

### **Lead Independent Director**

The Board, at its meeting held on April 13, 2018, appointed Sunil C. Modi, Chairperson of the Audit committee, as the Lead Independent Director. Sunil C. Modi was reappointed as an independent Director for the second term by the shareholders on September 28, 2019. The role of the lead independent director is to provide leadership to the independent directors, liaise on their behalf and ensure the Board's effectiveness to maintain high-quality governance of the organization and the effective functioning of the Board.

### **Role of the Board of Directors**

The primary role of the Board is that of trusteeship to protect and enhance shareholder value through strategic direction to the Company. As trustees, the Board has fiduciary responsibility to ensure that the Company has clear goals aligned to shareholder value and its growth. The Board exercises its duties with care, skill and diligence, and exercises independent judgment. It sets strategic goals and seeks accountability for their fulfilment. It also directs and exercises appropriate control to ensure that the Company is managed in a manner that fulfils shareholders' aspirations and societal expectations.

### **Definition of independent directors**

The Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 define an 'Independent Director' as a person who is not a promoter or employee or one of the Key Managerial Personnel of the Company. They also state that the person should not have a material pecuniary relationship or transactions with the Company, during the two immediately preceding financial years or during the current financial year, apart from receiving remuneration as an Independent Director.

### **k). Board meetings:**

#### **Scheduling and selection of agenda items for Board meetings**

The dates of Board meetings for the next fiscal are decided in advance and published in the Annual Report as part of Shareholder information. The Chairman and the Company Secretary draft the agenda for each meeting, along with explanatory notes, in consultation with the Chief Executive Officer and Managing Director and distribute these in advance to the directors. Every Board member can suggest the inclusion of additional items in the agenda. The Board meets at least once a quarter to review the quarterly results and other items on the agenda, and on the occasion of the e-AGM. Additional meetings are held when necessary. Independent directors are expected to attend at least four quarterly Board meetings and the e-AGM. However, with the Board being represented by independent directors from various parts of the Mumbai, it may not be possible for each one of them to be physically present at all meetings. Hence, we provide video / teleconferencing facilities to enable their participation. Committees of the Board usually meet the day before the Board meeting, or whenever the need arises for transacting business. The Board members are expected to rigorously prepare for, attend and participate in Board and applicable committee meetings. Each member is expected to ensure their other current and planned future commitments do not materially interfere with their responsibilities with us.

The gap between two consecutive board meetings is less than 120 days. Dates for the Board Meetings in the ensuing year are decided well in advance and communicated to the Directors. The agenda along with the Notes are sent in advance to the Directors. Additional Meetings of the Board are held when deemed necessary by the Board. The Board members attend the meetings through Video Conferencing in case they are unable to attend in person. As required by Secretarial Standards issued by Institute of Company Secretaries of India (ICSI), certain Unpublished Price Sensitive Information (UPSI) such as Unaudited / Audited Financial Results with Presentation thereon is being circulated to the Board Members at a shorter Notice as per the general consent given by the Board of Directors at the first Board Meeting held at each financial year.

The Twenty Eighth Annual General Meeting was held on Thursday, September 21, 2023.

Pursuant to requirements of Regulation 26 of the SEBI (LODR) Regulations, 2015, none of the Company's Director is a member of more than 10 committees or Chairman of more than 5 committees across all Public companies in which he is a Director.

During the year ended March 31, 2024, 06 Board meetings were held. These were held on May 27, 2023; August 12, 2023; November 14, 2023; February 1, 2024; February 14, 2024 and March 29, 2024.


















#### Availability of information to Board Members

The Board has unrestricted access to all Company-related information, including that of our employees. At Board meetings, managers and representatives who can provide additional insights into the items being discussed are invited. Information is provided to the Board members on a continuous basis for their review, inputs and approval. Strategic and operating plans are presented to the Board in addition to the quarterly and annual financial statements. Specific cases of new codes, important managerial decisions, material positive / negative developments and statutory matters are presented to the committees of the Board and later, with the recommendation of the committees, to the Board for its approval. As a process, information to Directors is submitted along with the agenda well in advance of Board meetings. Inputs and feedback of Board members are taken and considered while preparing the agenda and documents for the Board meetings. Deep dive and immersion sessions are conducted by senior executives in their respective business units. At these meetings, Directors can provide their inputs and suggestions on various strategic and operational matters.

#### L). Board committees:

The Board of Directors, as on March 31, 2024, had three committees: Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.

Board and Committee composition :

Name of the Director	Board	Audit Committee	Nomination and Remuneration Committee	Stakeholders Relationship Committee
Vijay Majrekar				
Anuradha Kashikar				
Devraj T. Poojary				
*Bhushan S. Limaye (upto March 31 2024)				
*Sunil C. Modi (upto March 31 2024)				
*Jagadish B. Shetty (upto March 31 2024)				
Neel M. Vora				
Total No. of Members	7	3	4	3

During the period under review Board appointed in their Board meeting held on February 14, 2024, Shri Akash S. Modi (DIN : 08698016), Shri Anuj V. Shah (DIN : 10256390) and Ridhima B. Limaye (DIN : 10256393) as an Additional Independent Non-Executive Directors of the Company w.e.f. April 1, 2024 and their appointments were ratified by shareholders of the Company through Special resolution in Postal Ballot.

The Board, in consultation with the nomination and remuneration committee, is responsible for assigning and fixing terms of service for committee members. It delegates these powers to the nomination and remuneration committee.

The Chairman of the Board, in consultation with the Company Secretary and the committee chairperson, determines the frequency and duration of the committee meetings. Normally, all the committees meet four times a year. The recommendations of the committees are submitted to the Board for approval. During the year, all recommendations of the committees were approved by the Board.

The quorum for meetings is the higher of two members or one-third of the total number of members of the committee.

#### M). Others

##### Board membership criteria

The Company inducts eminent individuals from diverse fields as directors on its Board. The nomination and remuneration committee work with the entire Board to determine the appropriate characteristics, skills and experience required for the Board as a whole and for individual members. Members are expected to possess the required qualifications, integrity, expertise and experience for the position. They should also possess deep expertise and insights in sectors / areas relevant to the Company, and ability to contribute to the Company's growth.

The age limit for all Directors is 70 years. A Director's term may be extended at the discretion of the committee beyond the age of 70 years with shareholders' approval by passing a special resolution, based on the explanatory statement annexed to the Notice, indicating the justification for the extension of appointment beyond 70 years, as the case may be. Based on the disclosures received from all the independent directors and also in the opinion of the Board, the independent directors fulfil the conditions specified in the Companies Act, 2013, the SEBI (LODR) Regulations, 2015 and are independent of the Management.

#### **Selection of new Directors**

The Board is responsible for the selection of new Directors. The Board delegates the screening and selection process to the Nomination and Remuneration Committee, which consists exclusively of independent directors. The committee, based on defined criteria, makes recommendations to the Board on the induction of new directors.

#### **Membership term**

The Board constantly evaluates the contribution of members and periodically shares updates with the shareholders about reappointments consistent with applicable statutes. The current law in India mandates that two-third of the non-independent directors be liable to retire by rotation every year, and one-third of them mandatorily retire by rotation and qualifies the retiring members for reappointment. Executive directors are appointed by the shareholders for a maximum period of five years but are eligible for reappointment upon completion of their term. An independent director shall hold office for a term of up to five consecutive years on the Board of the Company and will be eligible for reappointment on the passing of a special resolution by the shareholders.

#### **Board member evaluation**

One of the key functions of the Board is to monitor and review the Board evaluation framework. The Board works with the nomination and remuneration committee to lay down the evaluation criteria for the performance of the Chairman, the Board, Board committees, and executive / non-executive / independent directors through peer evaluation, excluding the director being evaluated.

Independent directors have three key roles – governance, control and guidance. Some of the performance indicators, based on which the independent directors are evaluated, includes:

- The ability to contribute to and monitor our corporate governance practices
- The ability to contribute by introducing international best practices to address business challenges and risks
- Active participation in long-term strategic planning
- Commitment to the fulfilment of a Director's obligations and fiduciary responsibilities; these include participation in Board and committee meetings

To improve the effectiveness of the Board and its committees, as well as that of each individual director, a formal and rigorous Board review is internally undertaken on an annual basis.

Further, the evaluation process was based on the affirmation received from the independent directors that they met the independence criteria as required under the Companies Act 2013 and SEBI (LODR) Regulations, 2015.

#### **Disclosures regarding the appointment or reappointment of Directors**

The Companies Act, 2013 provides for the appointment of Independent Directors. Sub-section (10) of Section 149 of the Companies Act, 2013 (effective April 1, 2014) provides that independent directors shall hold office for a term of up to five consecutive years on the Board of a Company, and shall be eligible for reappointment for another term of five years on passing of a special resolution by the shareholders of the Company. Accordingly, all Independent Directors were appointed by the shareholders either at the general meeting or through a postal ballot as required under Section 149(10). Further, Section 149(11) states that no independent director shall be eligible to serve on the Board for more than two consecutive terms of five years. Section 149(13) states that the provisions of retirement by rotation, as defined in sub-sections (6) and (7) of Section 152 of the Act, shall not apply to such independent Directors.

#### **Board and executive leadership compensation policy**

In order to adapt to the changing business context and the highly competitive environment that we operate in, our executive compensation philosophy has evolved to reward long-term sustainable performance. Our executive compensation policy moves away from a predominantly cash-based compensation structure to a total rewards structure where a significant portion of the rewards is in the form of stock incentives.

The nomination and remuneration committee determine and recommends to the Board the compensation payable to the directors. All Board-level compensation is approved by the shareholders and disclosed

separately in the financial statements. Remuneration for the executive directors comprises a fixed component and a variable component, including stock incentives. The committee makes a periodic appraisal of the performance of the executive directors based on a detailed performance matrix. The annual compensation of the executive directors is approved by the committee and placed before the shareholders at the shareholders' meeting or via postal ballot.

The executive directors of the Company are entitled to an annual / half-yearly variable pay, including stock incentives, which is subject to the achievement of certain periodic milestones by the Company, as determined by the Board. The Board may reserve the authority to set such milestones on a GAAP or non-GAAP basis.

As required under the SEBI (LODR) Regulations, 2015 effective April 1, 2019, the Nomination and Remuneration Committee will recommend to the Board the payment of remuneration to senior management. The compensation payable to the independent Directors is limited to a fixed amount per year as determined and approved by the Board, the sum of which does not exceed 1% of net profits for the year, calculated as per the provisions of the Companies Act, 2013. The Board reviews the performance of independent directors on an annual basis.

In accordance with the SEBI (LODR) Regulations, 2015, no employee, including key managerial personnel or director or promoter of a listed entity, shall enter into any agreement for himself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit-sharing in connection with dealings in the securities of the Company, unless prior approval for the same has been obtained from the Board of Directors as well as public shareholders by way of an ordinary resolution. During the year, there were no such instances. Executive Director / CFO Anuradha Kashikar, voluntarily chose not to receive any remuneration for her services rendered to our Company.

The Company normally has Four regular Board meetings in a year. Independent directors are expected to attend at least four quarterly Board meetings and the AGM. The Board believes that the above compensation structure is commensurate with global best practices in terms of remunerating non-executive / independent directors of a company of similar size, and adequately compensates for the time and contribution made by our non-executive / independent directors. The Terms and Conditions of Appointment of Independent Director and is available at the website of the company: <http://www.centennialindia.com/corporate.html>.

#### **Memberships in other boards**

An executive Director may, with the prior consent of the Chairman of the Board, serve on the Board of two other business entities, provided that such business entities are not in direct competition with our operations and the appointment shall be subject to the restrictions laid down under the SEBI (LODR) Regulations, 2015. Independent directors are not expected to serve on the boards of competing companies. There are no other limitations except those imposed by law and good corporate governance practices.

#### **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.

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.

The information placed before the Board includes:

- Any annual budgets and updates.
- Any capital budgets and updates.
- Quarterly results for the Company.
- Minutes of earlier meeting.
- Any information on recruitment and remuneration of senior officers just below the board level, including appointment or removal of Chief Financial Officer and the Company Secretary.
- Any Show cause, demand, prosecution notices and penalty notices, which are materially important.
- Any fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.

- Any material default in financial obligations to and by the Company, or substantial non-payment for goods sold by the Company.
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
- Any joint venture or collaboration agreement.
- Any transactions that involve substantial payment towards goodwill, brand equity or intellectual property.
- Any significant labour problems and their proposed solutions. Any significant development in Human Resources / Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme, etc.
- Any sale of material nature, of investments, assets, which is not in normal course of business.
- Any quarterly issues of foreign exchange exposures and the steps taken by management to limit the risk of adverse exchange rate movement, if material.
- If any non-compliance of any regulatory, statutory, or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.

### 3). Audit Committee

Pursuant to the provisions of Section 177 of the Companies Act, 2013 & SEBI (LODR) Regulations, 2015, the Audit Committee was formed. The said Committee consists of 02 (Two) Independent Non-Executive Directors & 01 (One) Promoter Director. During the year there were in total 06 (Six) Audit Committee Meetings held on May 27, 2023, August 12, 2023, November 14, 2023, February 1, 2024, February 14, 2024 and March 29, 2024. The gap between two consecutive board meetings is less than 120 days. The constitution of the Audit Committee & the attendance of each member of the Committee are given below:

Name	Designation	Committee Meetings	
		Held	Attended
*Sunil C. Modi (upto March 31, 2024)	Chairman & Independent Non-Executive Director	6	6
*Bhushan S. Limaye (upto March 31, 2024)	Member & Independent Non-Executive Director	6	6
Vijay Majrekar	Member & Managing Director	6	6

\*Shri Sunil C. Modi and Shri Bhushan S. Limaye ceased to be Independent Non-Executive Directors w.e.f. March 31, 2024 due to completion of second term of office as an Independent Non-Executive Directors.

During the period under review the Board meeting held on March 29, 2024 the Audit Committee was reconstituted due to cessation of Independent Non-Executive Directors, the composition of the Committees **w.e.f. April 1, 2024** is as under :

Sr. No.	Name	Nature of Directorship	Chairman / Member
1.	Akash S. Modi, DIN : 08698016	Independent Non-Executive Director	Chairman
2.	Vijay Majrekar, DIN : 00804808	Managing Director	Member
3.	Ridhima B. Limaye, DIN : 10256393	Independent Non-Executive Director	Member

The Audit Committee invites such executives as it considers appropriate to be present at the meeting particularly the Managing Director, the Chief Financial Officer, the representative of Statutory and the Internal Auditor of the Company.

All the members of Audit Committee are financially literate and majority of them have accounting and financial management expertise. The Chairperson of the Audit Committee, Shri Sunil C. Modi, attended the 28<sup>th</sup> Annual General Meeting held on September 21, 2023.

The Audit Committee mandatorily reviews:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by Management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses;
5. The appointment, removal and terms of remuneration of the Chief Internal Auditor;

**Terms of Reference :**

The terms of reference of the Audit Committee are wide and in line with the regulatory requirements mandated by the Companies Act, 2013 and Part C of Schedule II of the SEBI (LODR) Regulations, 2015. The Committee acts as a link between the Statutory Auditors, Internal Auditor and the Board of Directors of the Company. It is authorized to review reports of the Statutory and Internal Auditor and discuss their findings, suggestions and other related matters and monitor and review the Auditor's performance, effectiveness of the audit process, oversight of the financial reporting, review with the management the quarterly and annual financial statements before submission to the Board for approval, grant omnibus approval for related party transactions subject to fulfilment of certain conditions, approval of transactions with related parties, review the risk assessment and minimization procedures, evaluate internal financial controls and risk management systems, etc.

The Board of Directors has appointed M/s. Utsav Shah & Associates, Chartered Accountants, as Internal Auditors to conduct the internal audit of the various areas of operations and records of the Company. The periodical reports of the said internal auditors were regularly placed before the Audit Committee along with the comments of the management on the action taken to correct any observed deficiencies on the working of the various departments.

The scope of the activities of the Audit Committee is as set out in Regulation 18 of the SEBI (LODR) Regulations, 2015 read with Section 177 of the Companies Act, 2013 and SEBI (Prohibition of Insider Trading) Regulations, 2015 and the amendments made hereto.

Further, the Committee is also empowered to recommend to the Board the terms of appointment and remuneration of Internal Auditor. Some of the important functions performed by the Audit Committee are :

**Broad terms of reference of the Audit Committee are as follows :**

- (i) Oversight of the Company's financial reporting process and financial information submitted to the Stock Exchange, regulatory authorities or the public.
- (ii) Reviewing with the Management:
  - (a) the quarterly unaudited financial statements and the Auditors' Limited Review Report thereon
  - (b) audited annual financial statements and Auditors' Report thereon before submission to the Board for approval. This would, inter alia, include reviewing changes in the accounting policies, if any, and reasons for the same. Major accounting estimates based on exercise of judgment by the Management, significant adjustments made in the financial statements and / or recommendation, if any, made by the Statutory Auditor in this regard.
- (iii) Review the Management Discussion and Analysis of the financial and operational performance.
- (iv) Discuss with the Statutory Auditors its judgment about the quality and appropriateness of the Company's accounting principles.

**Internal Financial Controls and Governance Processes :**

- (i) Review the adequacy and effectiveness of the Company's financial systems and internal controls.
- (ii) Review and discuss with the Management the Company's major risk exposures and steps taken by the Management to monitor and mitigate such exposure.
- (i) Review the scope of the Statutory Auditor and Internal Auditor, the annual audit plan, and the Internal Audit Plan with a view to ensure adequate coverage.
- (ii) Review the significant audit findings from the statutory and internal audits carried out, the recommendations and Management's response thereto.
- (iii) Review and recommend to the Board the appointment / re-appointment of the Statutory Auditor and Internal Auditor considering their independence and effectiveness and their replacement and removal.
- (iv) Approve such additional services to be rendered by the Statutory Auditor except those enumerated in Section 144 of the Companies Act, 2013 and payment for such services.
- (v) Recommend to the Board the remuneration payable to the Statutory Auditor / Internal Auditor.
- (vi) Discussion with the Statutory Auditor / Internal Auditor on significant difficulties, if any, encountered during the course of the Audit.

**4). Nomination and Remuneration Committee :**

Pursuant to the provisions of Section 178 of the Companies Act, 2013 read with Regulation 19 of the SEBI (LODR) Regulations, 2015, a Nomination & Remuneration Committee comprising of 04 (Four) Directors out of which 03 (Three) Directors are Independent Non-Executive Directors. There were 03 (Three) Nomination and Remuneration Committee Meeting held during the year 2023 - 2024 on August 12, 2023, February 14, 2024 and March 29, 2024.

Name	Designation	Committee Meetings	
		Held	Attended
Bhushan S. Limaye (upto March 31, 2024)	Chairman & Independent Non-Executive Director	3	3
Vijay Majrekar	Member & Managing Director	3	3
Sunil C. Modi (upto March 31, 2024)	Member & Independent Non-Executive Director	3	3
Jagadish B. Shetty (upto March 31, 2024)	Member & Independent Non-Executive Director	3	3

Shri Bhushan S. Limaye , Shri Sunil C. Modi and Shri Jagadish B. Shetty ceased to be Independent Non-Executive Directors w.e.f. March 31, 2024 due to completion of second term of office as an Independent Non-Executive Directors.

During the period under review the Board meeting held on March 29, 2024 the Nomination and Remuneration Committee was reconstituted due to cessation of Independent Non-Executive Directors, the composition of the Committees w.e.f. April 1, 2024 is as under:

Sr. No.	Name	Nature of Directorship	Chairman / Member
1.	Anuj V. Shah, DIN : 10256390	Independent Non- Executive Director	Chairman
2.	Vijay Majrekar, DIN : 00804808	Managing Director	Member
3.	Ridhima B. Limaye, DIN : 10256393	Independent Non- Executive Director	Member
4.	Akash S. Modi, DIN : 08698016	Independent Non- Executive Director	Member

#### Terms of Reference of Nomination and Remuneration Committee :

The Committee acts as a link between the Management and the Board of Directors. Besides having access to all required information within the Company, the Committee may investigate any activity within its terms of reference, seek information from any employee, secure attendance of outsiders with relevant expertise, or obtain legal or other professional advice from external sources, whenever required. The Committee shall act in accordance with the terms of reference which shall, inter alia, include:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
2. Formulation of criteria for performance evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down and recommend to the Board their appointment and removal.
5. Whether to extend or continue the term of appointment of the Independent Non-Executive Directors, on the basis of the report of performance evaluation of Independent Non-Executive Directors.

#### Performance Evaluation Criteria for Independent Directors:

The criteria for performance evaluation of Independent Non-Executive Directors include attendance at the Meetings, preparedness for the Meeting, Constructive Contribution at the Meetings, being objective, protecting interest of shareholders, ensuring integrity on financial statements / internal controls.

#### 5). Stakeholders Relationship Committee

Pursuant to provisions of Section 178 of the Companies Act, 2013 read with Regulation 20 of the SEBI (LODR) Regulations, 2015, 'Stakeholders Relationship Committee' (hereinafter referred as 'SRC') of the Board has been constituted. During the year there were in total 04 (Four) SRC Meetings held on May 27, 2023, August 12, 2023, November 14, 2023 and February 14, 2024. Following are the members of the Committee:

Name	Designation	Committee Meetings	
		Held	Attended
Bhushan S. Limaye (upto March 31, 2024)	Chairman & Independent Non-Executive Director	4	4
Vijay Majrekar	Member & Managing Director	4	4
Sunil C. Modi (upto March 31, 2024)	Member & Independent Non-Executive Director	4	4
Mahima Bathwal	Company Secretary and Compliance Officer	4	4

Shri Bhushan S. Limaye and Shri Sunil C. Modi, ceased to be Independent Non-Executive Directors w.e.f. March 31, 2024 due to completion of second term of office as an Independent Non-Executive Directors.

During the period under review the Board Meeting held on March 29, 2024 the Audit Committee was reconstituted due to cessation of Independent Non-Executive Directors, the composition of the Committees w.e.f. April 1, 2024 is as under:

Sr. No.	Name	Nature of Directorship	Chairman/Member
1.	Ridhima B. Limaye, DIN : 10256393	Independent Non- Executive Director	Chairperson
2	Vijay Majrekar, DIN : 00804808	Managing Director	Member
3	Anuj V. Shah DIN : 10256390	Independent Non- Executive Director	Member

#### 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 Compliance Officer to approve the transfer & transmission of shares 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.

Compliance officer: Mrs. Mahima Bathwal, Company Secretary cum Compliance Officer.

Details relating to the number of complaints received and redressed during the financial year 2023-2024 are as under:

Number of complaints received	Nil
Number of complaints redressed	Nil
Number of pending complaints	Nil

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 on your Company by the stock exchange or the Securities and Exchange Board of India (SEBI) or any statutory authority. Further, as per Regulation 40 (2) of the SEBI (LODR) Regulations, 2015, a report on transfer of shares / deletion of name/ issue of duplicate share certificate/ transmission of securities is also placed at each meeting of the Board of Directors.

#### 6). Senior management:

Particulars of Senior Management Personnel including the changes therein since the close of the previous financial year.

Sr. No.	Name
1.	Sanjay Sohani
2.	Prasad Ghodake
3.	Asha lyappan
4.	H. lyappan
5.	Rachana Parsekar
6.	Jyoti Rathod
7.	Sapna Mhatre

#### 7). Remuneration of Directors:

##### A. Disclosures with respect to Managerial Remuneration

In addition to disclosures required under the Companies Act, 2013, the following are disclosures of remuneration paid / payable to Directors in Rs. lakhs for the year ended March 31, 2024 are as follows:



Director	Relationship with other Directors	Business relationship with CSSL	Loan & Advance from CSSL	Sitting Fees	Salary & Perquisites	Commission
Vijay Majrekar	Husband of Anuradha Kashikar	MD, CEO	NIL	NIL	Rs.268.80	Rs.1.46
Anuradha Kashikar	Wife of Vijay Majrekar	Executive Director, CFO	NIL	NIL	NIL	NIL
Devraj T. Poojary	None	Executive Director	NIL	NIL	Rs.7.80	NIL
Bhushan S. Limaye	None	None	NIL	Rs.0.60	NIL	NIL
Sunil C. Modi	None	None	NIL	Rs.0.60	NIL	NIL
Jagadish B. Shetty	None	None	NIL	Rs.0.60	NIL	NIL
Neel M. Vora	None	None	NIL	Rs.0.60	NIL	NIL

All the Executive Directors are drawing remuneration as per agreement / terms of appointment finalised with them. The scope of the activities of the Nomination and Remuneration Committee is as set out in Regulation 19 of the SEBI (LODR) Regulations, 2015 read with Section 178 of the Companies Act, 2013 as amended. They are as follows:

- Appointment / re-appointment of Executive Chairman / Managing Director / Deputy Managing Director/ Executive Director.
- Review the performance of the Executive Chairman / Managing Director / Deputy Managing Director/ Executive Director after considering the Company's performance.
- Recommend to the Board remuneration including Salary, Perquisites and Performance Bonus to be paid to the Company's Executive Chairman /Managing Director / Deputy Managing Director / Executive Director.
- Review of the Remuneration Policy of the Company in line with market trends to attract and retain the right talent.
- Review and approval of elevation / promotions and revision in remuneration of Top Management Executives of the Company.
- Grant of Employees Stock Options to Designated Employees and allotment of Equity Shares on exercise of the ESOPs.
- Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.
- Formulation of criteria for evaluation of Independent Directors and the Board.
- Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal.
- Specify the manner of evaluation of the performance of the Board, its committees and the individual Directors to be carried out either by the Committee or by the Board or by the independent external agency and review its implementation and compliance.

In view of the amended provisions of Section 178 of the Companies Act, 2013, the performance of Board, its committees and each Director (excluding the Director being evaluated) has been evaluated by the Board on the basis of engagement, leadership, analysis, decision making, communication, governance, interest of stakeholders, etc.

#### B. Criteria for making payments

Non-Executive Directors of the Company are paid sitting fees for attending Board and Committee Meetings and no Commission is drawn by either of them during the year under review.

Service contracts, notice period, severance fees : NA

There is no stock option issued by the Company till date.

#### C. Remuneration Policy

The Nomination and Remuneration Committee while deciding the remuneration package of the Directors and Senior Management Executives ensures that:

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the company successfully;
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

- iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

## 8). 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	Whether any Special Resolution passed
2021	Through Video Conferencing (VC)	28-09-2021	10.30 a.m.	None
2022	Through Video Conferencing (VC)	09-08-2022	10.30 a.m.	Re-appointment and Remuneration payable to Shri Vijay Majrekar (DIN : 00804808), Managing Director of the Company for a further period of three (03) years w.e.f. October 1, 2023 to September 30, 2025, as per Section 196 and 197 read with Schedule V of the Companies Act, 2013.
2023	Through Video Conferencing (VC)	21-09-2023	12.52 p.m.	None

### b). Postal Ballot :

No Postal Ballot was conducted during the year 2023 – 2024.

### c). Extra-Ordinary General Meeting :

The location and time of the Extra-Ordinary Meeting held during year is as follows:

Year	Location	Date	Time	Whether any Special Resolution passed
2023	Through Video Conferencing (VC)	31-03-2023	10.30 a.m.	Re-appointment of Shri Neel Mukesh Vora (DIN: 07699873), as an Independent Director for another term of (05) five years with effect from January 9, 2023 to January 8, 2027.

## 9). Means of Communication

### Financial Results:

Pursuant to provisions of the SEBI (LODR) Regulations, 2015, periodical financial results and other publications of the Company are being published in a widely circulated English newspaper (Free Press Journal) and a Vernacular Marathi newspaper (Nav-Shakti). Financial results, as soon as they are approved by the Board, are forwarded to the BSE Limited and displayed on Company's Website: <http://www.centenialindia.com>.

### Filings with Stock Exchanges:

All the reports, statements, documents, filings and any other information that are required to be submitted with the BSE Limited as per the SEBI (LODR) Regulations, 2015, are disseminated / uploaded on website [https://listing.bseindia.com/under "BSE Listing Centre"](https://listing.bseindia.com/under/BSE%20Listing%20Centre).

### Website & News Release

In compliance with Regulation 46 of the SEBI (LODR) Regulations, 2015, a separate dedicated section under 'Investors' is available on the Company's website - [www.centenialindia.com](http://www.centenialindia.com) wherein information on various announcements made by the Company, Annual Report, Quarterly/Half yearly/ Nine months and Annual financial results along with the applicable policies of the Company are displayed shortly after its submission to the Stock Exchange. There are no official news releases. No presentation was made during the year either institutional Investors or to the analysts.

## 10). General Shareholder Information:

- i. The 29th Annual General Meeting of the Company will be held on Friday, September 27, 2024 at 02.30 p.m. through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

- ii. **Financial Year :** The Financial Year covers the period starting from April 1 every year to March 31 next year.

Tentative Calendar

- (a) 1<sup>st</sup> quarter ending June 30, 2024 - on or before August 14, 2024.  
 (b) 2<sup>nd</sup> quarter & half year ending September 30, 2024 - on or before November 14, 2024.  
 (c) 3<sup>rd</sup> quarter & nine months ending December 31, 2024 - on or before February 14, 2025.

(d) 4<sup>th</sup> quarter and year ending March 31, 2025 - on or before May 30, 2025.

iii. **Date of Book Closure:**

Saturday the September 21, 2024 to Friday the September 27, 2024 (both days inclusive).

iv. **Dividend:**

The Board of Directors have not proposed any dividend for current financial year.

v. **Listing of Equity Shares on Stock Exchanges:**

The Equity Shares of the Company are listed on BSE Limited (BSE), having registered office at Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001, MAHARASHTRA. The requisite listing fees have been paid to the Stock Exchange for the Financial Year 2023 - 2024.

vi. **Custodial Fee to Depositories:**

The Company has paid Custodial Fees for the year 2023 - 2024 to the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

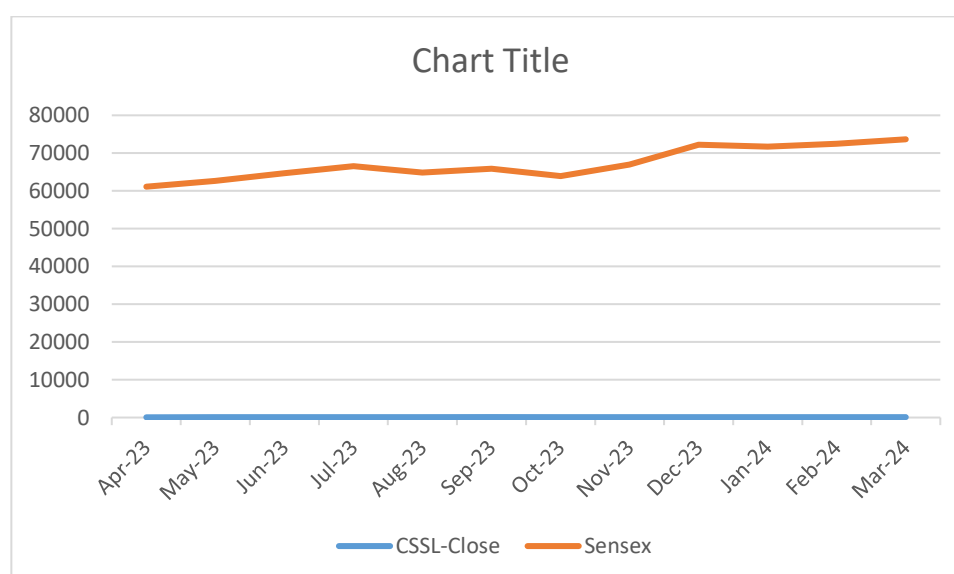
vii. **Stock Code:**

BSE Limited (BSE)	531380
International Security Identification Number (ISIN)	INE405H01018
Corporate Identification Number (CIN)	L99999MH1995PLCo89759

viii. **Market Price Data**

Month / Year	Bombay Stock Exchange Limited		
	High (In Rs.)	Low (In Rs.)	Monthly Volume (In Nos.)
April 2023	69.25	57.25	4897
May 2023	72.90	60.10	36598
June 2023	73.29	61.40	207
July 2023	85.85	69.10	18548
August 2023	94.48	73.46	641
September 2023	125.44	74.00	440
October 2023	160.00	118.45	531
November 2023	120.80	93.50	17310
December 2023	118.70	99.05	6120
January 2024	121.70	93.00	14623
February 2024	126.85	92.00	16473
March 2024	106.00	87.00	10348

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



x. **The Securities of the Company are traded on BSE Limited and not suspended from trading.**

xi. **Registrar and Transfer Agents :**

Purva Shareregistry (India) Pvt. Ltd. (SEBI Registration No. : INR000001112)  
Corporate & Administrative Office: Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Off N. M. Joshi Marg, Lower Parel (East), Mumbai 400011, Maharashtra. T : +91 22 2301 6761 / 2301 8261 | F : +91 22 23012517 | E : support@purvashare.com | W: www.purvashare.com

xii. **Share Transfer System**

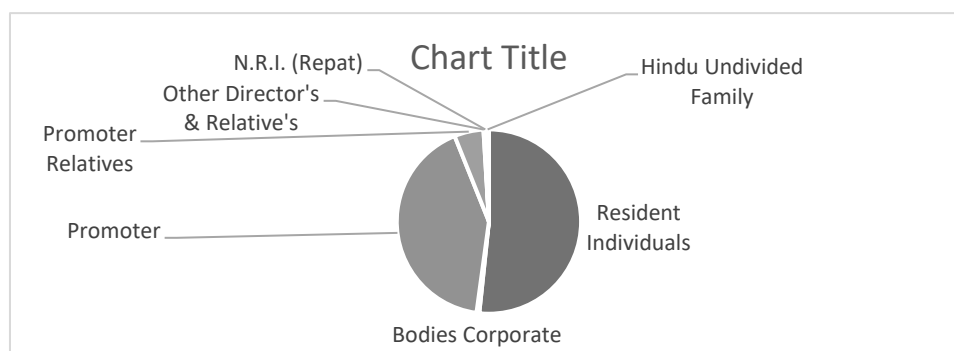
Trading of Company's equity shares is possible in dematerialised form. Physical shares can be sent for Transmission of Shares. Shares sent for transmission in physical form are registered on a fortnightly basis & returned within prescribed period from the date of receipt of document provided all the documents are valid and complete in all respects. The authority to approve the share transmission lies with the Board of Directors. Further, with an intention to speed up share transmission, the Board has delegated authority in favour of 'Key Managerial Personnel' up to 5,000 shares per transfer deed including demat request and to issue duplicate share certificates in lieu of originals up to 3,500 shares per request. 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 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. Pursuant to Regulation 40(9) of the SEBI (LODR) Regulations, 2015, certificates on half yearly basis have been issued by a Company Secretary in Practice for due compliance of Share transfer formalities by the Company. Pursuant to the Securities and Exchange Board of India (Depositories and Participants) Regulation, 1996, certificates have been received from a Company Secretary in Practice for timely dematerialisation of Shares and for reconciliation of the Share Capital of the Company on a quarterly basis.

xiii. **Distribution of Shareholding as of March 31, 2024:**

Slab of Shareholding (Value)	Shareholders		Share Amount	
	Numbers	% of Total Nos.	(Rs. in Lakhs)	% of Total Amt.
0 - 5000	857	79.9440	12.55	3.4391
5001 - 10000	126	11.7537	10.59	2.9017
10001 - 20000	28	2.6119	4.69	1.2868
20001 - 30000	17	1.5858	4.42	1.2111
30001 - 400000	4	0.3731	1.35	0.3711
40001 - 50000	6	0.5597	2.91	0.7963
50001 - 100000	17	1.5858	12.78	3.5030
Above 100000	17	1.5858	315.54	86.4908
Total	1072	100.00	364.83	100.00

xiv. **Category wise summary of Shareholding as of March 31, 2024:**

Sr. No.	Category	No. of shareholders	No. of Shares	% Capital
1.	Resident Individuals	1034	1885543	51.68
2.	Bodies Corporate	9	17879	0.49
3.	Promoter	2	1523901	41.77
4.	Promoter Relatives	1	186700	5.12
5.	Other Director's & Relative's	4	5300	0.15
6.	N.R.I. (Repat)	9	13050	0.36
7.	Hindu Undivided Family	13	15927	0.44
	Total	1072	3648300	100



xv. **Top Ten Shareholders with their Shareholdings as on March 31, 2023:**

Sr. No.	Name of Shareholders	Category	No. of Shares	% of total Shares of the Company
	<b>Promoters</b>			
1.	Vijay Kalidas Majrekar	Promoter	825401	22.62
2.	Anuradha Kashikar	Promoter	698500	19.15
3.	Gaurav Majrekar	Promoter Group	186700	5.12
	<b>Others</b>			
4.	Kartik Kingar	Individual	609100	16.70
5.	Devendra K. Kothari	Individual	345000	9.46
6.	Parag Himatlal Sheth	Individual	144711	3.97
7.	Birju Harshad Tanna	Individual	116300	3.19
8.	Dhanraj Rajesh Gala	Individual	42371	1.16
9.	Chetan Vinod Mistry	Individual	33280	0.91
10.	Kotian Ramesh Gopal	Individual	30800	0.84
			3032163	83.12

xvi. **Dematerialisation of shares & liquidity :**

The Company's shares were dematerialised vide tri-partite agreement executed between the Company, M/s. Purva Shareregistry (India) Pvt. Ltd. (Registrar and Transfer Agents) and NSDL & CDSL respectively. As on March 31, 2024, equity shares 33,79,600 aggregating to 92.63% of the total holding were dematerialised. The balance 2,68,700 shares aggregating to 7.37% were in Physical Form.

xvii. **Outstanding GDRs / ADRs / Warrants or any Convertible instruments, conversion date and likely impact on equity: NIL**

xviii. **Commodity Price Risks or Foreign Exchange Risks and Hedging Activities:**

The Company has adequate risk assessment and minimization system in place. The risk management procedure is reviewed periodically.

xix. **Plant Location:**

The manufacturing activities are being carried out from the plants located at F-29 and B-17, MIDC, Murbad, Thane 421401. MAHARASHTRA.

xx. **Address for correspondence:**

Shareholders / Beneficial owners are requested to correspond with the Company's RTA as shown in Para (x) above with respect to any query, request, information or clarification pertaining to shares and are further advised to quote their folio number, DP & Client ID number as the case may be, in all correspondence with it. Additionally, shareholders may correspond at the following addresses:

Registered Office: F-29, MIDC, Murbad, Thane 421401, MAHARASHTRA. INDIA.

Telephone: (02524)222905 / 222906 | Fax: +91 22 24161261 | Email: [shareinvestor@centenialindia.com](mailto:shareinvestor@centenialindia.com)

xxi. **Credit rating obtained during the year :**

The company has been rated by CRISIL Ratings Ltd. for SME and bank rating. The Long-Term Rating is CRISIL BBB - / Stable (Reaffirmed) and Short-Term Rating is CRISIL A3 (Reaffirmed). The Company has not issued any Debt Instruments, Fixed Deposit Schemes or any scheme involving mobilisation of funds, whether in India or Abroad.

xxii. **Information through Internet / Company's Website:**

The information pertaining to financial performance, shareholding pattern, compliance with Corporate Governance and announcements are being uploaded on the website of BSE Limited & can be viewed by the general public on [www.bseindia.com](http://www.bseindia.com). Apart from this, the Company's website [www.centenialindia.com](http://www.centenialindia.com) contains comprehensive information about the Company, its products, services, solutions, press releases and investor's information, etc. The required information is being placed from time to time on the website.

xxiii. **The Management Discussion and Analysis Report for the year ended on March 31, 2024 forms part of the Annual Report.**

11). **Disclosures**

- i. All transactions with related party, as defined under the Companies Act, 2013, the SEBI (LODR) Regulations, 2015, during the year were in ordinary course of business and at arm's length basis and do not attract provisions of Section 188 of the Companies Act, 2013. The Board has approved a policy on dealing with related party transactions, and the same has been uploaded on the Company's website: <http://www.centenialindia.com/corporate.html>

- ii. The Board has received disclosures from the Senior Management relating to material, financial and commercial transactions, where they and / or their relatives have personal interest. There are no materially significant related party transactions of the Company, which have potential conflict with the interest of the Company at large; however, transactions with related parties as per requirements of applicable Accounting Standard are disclosed under notes to accounts.
  - iii. The Majority of shareholding of Promoters is in Dematerialized except some of relatives of promoters, as required as per Regulation 31(2) of the SEBI (LODR) Regulations, 2015. Company is in the process of getting dematerialised the shares, except this there were no penalties or strictures which have been imposed on the Company on any matter relating to the capital markets, either by Stock Exchanges, the Securities and Exchange Board of India or any statutory authority during the last three years.
  - iv. Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and Regulation 22 of SEBI (LODR) Regulations, 2015, the Company has established Vigil Mechanism to provide for the safeguards against victimisation of Directors and employees who follow such mechanism. The Board has approved Whistle Blower Policy / establishment of Vigil Mechanism pursuant to the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, the same has been put up on the website of the Company: <http://www.centennialindia.com>. As per the Policy no personnel has been denied access of the Audit Committee.
  - v. The Company has adopted and complied with mandatory requirements as per provisions of the SEBI (LODR) Regulations, 2015. Some of the non-mandatory requirements have also been complied with.
  - vi. There are no material related party transactions during the year that have conflict with the interest of the Company.
  - vii. Transactions entered into with related parties were duly approved by the Audit Committee. The Board's approved policy for related party transactions is uploaded on <http://www.centennialindia.com>.
  - viii. Disclosure of commodity price risks and commodity hedging activities. – Not Applicable.
  - ix. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of SEBI (LODR) Regulations, 2015 – Not Applicable.
  - x. Certificate from HSPN & Associates LLP, Company Secretary in practice is annexed that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board / Ministry of Corporate Affairs or any such statutory authority.
  - xi. The board had accepted recommendations of all committees of the board which is mandatorily required, in the relevant financial year 2023-2024.
  - xii. Fees paid to Statutory Auditors of the Company.  
Fees of Rs.1.75 Lakhs for the Financial Year 2023-2024, was paid to the Statutory Auditors of the Company.
  - xiii. Disclosures in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013: The disclosures for the Financial Year 2023-2024 are as under: -
    - a. Number of complaints filed during the Financial Year : NIL
    - b. Number of complaints disposed off during the Financial Year : NIL
    - c. Number of complaints pending as on the end of the Financial Year : NIL
- 12). There were no cases of Non-compliance of any requirement of corporate governance report of sub-Paras (2) to (10).
- 13). Discretionary Requirements as per Part E of Schedule II of SEBI (LODR) Regulations, 2015:
- a. Shareholder Rights: As the quarterly and half yearly, financial performance is published in all the editions of New Hub and in Mumbai Edition of Pratahkal (Regional Newspaper) and is also posted on the Company's website, the same is not being sent to the shareholders.
  - b. Modified Opinion in Audit Report: The Company's Financial Statements are with unmodified opinion.
  - c. Reporting of Internal Auditor: The Internal Auditors of the Company make presentation to the Audit Committee on their reports as per the approved audit programmes by the Audit Committee at the beginning of the year on a quarterly basis.
- 14). The disclosures of the compliance with corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 are provided in the Annual Report at various sections of Annual Report. The Company has complied with all the requirements of Corporate Governance Report as mentioned in the Schedule V (C) of the SEBI (LODR) Regulations, 2015. In compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated a Code of Conduct for prohibition and prevention of Insider Trading for its designated employees. The code lays down Guidelines and procedures to be followed and disclosures to be made while dealing with equity shares of the company. All the Directors and Senior Management have affirmed compliance with the Code of Conduct / Ethics as approved and adopted by the Board of Directors.
- 15). **Details of Demat / Unclaimed Suspense Account:**  
At present, the Company does not have any unclaimed shares, hence there has been no transfer made to the unclaimed suspense account.

**16). Succession planning**

The Nomination and Remuneration Committee works with the Board on the leadership succession plan to ensure orderly succession in appointments to the Board and in senior management. The Company strives to maintain an appropriate balance of skills and experience within the organization and the Board in an endeavour to introduce new perspectives while maintaining experience and continuity. By integrating workforce planning with strategic business planning, the Company puts the necessary financial and human resources in place so that its objectives can be met. Our Board includes nine directors with broad and diverse skills and viewpoints to aid the Company in advancing its strategy. In addition, promoting senior management within the organization fuels the ambitions of the talent force to earn future leadership roles.

**17). Code of Conduct**

The Company has laid down a Code of Conduct, for all its Board Members and Senior Management Personnel for avoidance of conflicts of interest. The declarations regarding its compliance have been received for the year 2023-2024 from all the Board Members and Senior Management Personnel. There were no material financial and commercial transactions, in which Board Members or Senior Management Personnel had personal interest, which could lead to potential conflict of interest with the Company during the year. The Code of Conduct is also available on Company's website on following web link: <http://www.centenialindia.com>.

**18). Compliance with guidelines and standards**

The Securities and Exchange Board of India (SEBI) has notified the SEBI (LODR) Regulations, 2015, which incorporate corporate governance principles in line with the Organisation for Economic Co-operation and Development (OECD) principles. The Regulations also provide broad principles for periodic disclosures by listed entities in line with the International Organization of Securities Commissions (IOSCO) principles. On May 09, 2018, SEBI released the SEBI (LODR) (Amendment) Regulations, 2018 to adopt and give effect to several recommendations that were proposed in a report given by the Kotak Committee on October 5, 2017. Hereinafter, SEBI (LODR) Regulations, 2015 and SEBI (LODR) (Amendment) Regulations, 2018. We substantially comply with all the applicable provisions of the SEBI (LODR) Regulations, 2015.

**19). Details of Non-compliance**

No penalty has been imposed by any stock exchange or SEBI, nor has there been any instance of non-compliance with any legal requirements, or on matters relating to the capital market over the last three years.

**20). Compliance with the corporate governance codes**

We have always believed in maximum fiscal transparency and benchmarked our disclosures against a host of national and international guidelines and regulations. Some of the notable ones among them are as follows:

The SEBI (LODR) Regulations, 2015: The SEBI (LODR) Regulations, 2015 prescribe various corporate governance recommendations in line with the corporate governance committee constituted by SEBI under the chairmanship of N.R. Narayana Murthy, which had issued two sets of mandatory and non-mandatory recommendations. These recommendations were eventually incorporated in Clause 49 of the erstwhile SEBI (LODR) Regulations, 2015, and the revised Clause 49 was made effective October 1, 2014. Further, the SEBI (LODR) Regulations, 2015 which came into effect in September 2015, has incorporated these recommendations. We comply with the corporate governance requirements under the SEBI (LODR) Regulations, 2015, and specifically to the requirements under Regulation 17 to 27 and clauses (b) to of sub-regulation (2) of Regulation 46.

**21). Compliance with discretionary requirements**

The Company has also ensured the implementation of non-mandatory items such as :

- Separate posts of Chairman, and CEO & MD, with the provision for reimbursement of expenses in the performance of official duties. The Company has provided a separate office within the Company premises for the Chairman.
- Unmodified audit opinions / reporting
- The internal auditor reporting directly to the Audit Committee.

**Declaration of Compliance with the Code of Conduct**

I hereby confirm that:

The Company has obtained from all the members of the Board and Senior Management Personnel, affirmation(s) that they have complied with the Code of Conduct for Board Members and Senior Management Personnel in respect of the financial year ended March 31, 2024.

Place of Signature: Mumbai, Maharashtra  
August 12, 2024

Vijay Majrekar  
Managing Director  
DIN: 00804808

## COMPLIANCE CERTIFICATE

[As per Regulation 17(8) of SEBI (LODR) Regulation, 2015]

To,

The Board of Directors,

**CENTENIAL SURGICAL SUTURE LTD.**

Registered Office: F-29, MIDC, Murbad, Thane 421401. MAHARASHTRA.

We, Vijay Majrekar (DIN : 00804808) - Chief Executive Officer & Managing Director and Anuradha Kashikar (DIN: 00804831) - Chief Financial Officer & Executive Director of the Company hereby certify that in respect of the financial year ended on March 31, 2024 :

- A). We have reviewed Financial Statements and the Cash Flow Statement for the year March 31, 2024 and that to the best of our knowledge and belief:
- 1). These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - 2). These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B). 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.
- C). We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D). We have indicated to the Auditors and the Audit Committee.
- 1). significant changes in internal control over financial reporting during the year;
  - 2). significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - 3). Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place of Signature: Mumbai, Maharashtra

Date: May 28, 2024

Vijay Majrekar  
Chief Executive Officer

Anuradha Kashikar  
Chief Financial Officer

### Registered Office:

F-29, MIDC, Murbad, Thane 421401. Maharashtra | CIN: L99999MH1995PLC089759

T: (2524) 222905 | E : admin@centenialindia.com | W : www.centenialindia.com

### Declaration regarding affirmation of Code of Conduct

In terms of the requirements of Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, this is to confirm that all the members of the Board and the Senior Management personnel have affirmed compliance with the Code of Conduct for the year ended March 31, 2024.

Place of Signature: Mumbai, Maharashtra

Date: August 12, 2024

Vijay Majrekar  
Managing Director  
DIN: 00804808

### Certificate on Corporate Governance from Practicing Company Secretaries

To,

The Shareholders

Centenial Surgical Suture Limited.

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

The Corporate Governance Report prepared by Centenial Surgical Suture Limited ("the Company"), contains details as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") with respect to Corporate Governance for the year ended March 31, 2024 pursuant to the Listing Agreement of the Company with the BSE Limited (collectively referred to as the "Stock Exchanges").



### Management's Responsibility

The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.

### Auditor's Responsibility

Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether for the year ended March 31, 2024 the Company has complied, with the conditions of Corporate Governance as stipulated in the Listing Regulations. Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

### Opinion

In our opinion, based on our examination of the relevant records and to the best of our information and according to explanations given to us, and representations provided by the management, we certify that, the Company, has complied with the conditions of Corporate Governance as stipulated, in the above-mentioned Listing Regulations, except compliances of Regulation 31(2).

### Other Matters and Restriction on use

We 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.

The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the Listing Regulations, for the year ended March 31, 2024, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **HSPN & Associates LLP**  
**Company Secretaries**

Place: Mumbai, Maharashtra  
ICSI UDIN: F002827F000955878  
PEER REVIEW NO: P2007MH004300  
Date: August 12, 2024

**Hemant S. Shetye ~ Designated Partner**  
FCS No.: 2827  
COP: 1483

### CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

We have examined the relevant Registers, Records, forms, returns and disclosures received from the Directors of CENTENIAL SURGICAL SUTURE LIMITED having CIN: L99999MH1995PLCo89759 and having registered office at Plot No.F.29, MIDC Industrial Area, Murbad, Thane Mh 421401 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended March 31, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	Designation	DIN	Date of appointment
1.	Shri Vijay Kalidas Majrekar	Managing Director	00804808	20/06/1995
2.	Ms. Anuradha Raghunandan Kashikar	Wholetime Director	00804831	28/09/2015
3.	Shri Devraj Thaniya Poojary	Wholetime Director	02041726	01/02/2011
4.	Shri Bhushan Suhas Limaye (upto March 31, 2024)	Independent Non -Executive Director	00804930	01/03/2002

Sr. No.	Name of Director	Designation	DIN	Date of appointment
5.	Shri Sunil Chimanlal Modi (upto March 31, 2024)	Independent Non -Executive Director	03103966	10/06/2010
6.	Shri Jagadish Bhoja Shetty (upto March 31, 2024)	Independent Non -Executive Director	00731896	09/05/2013
7.	Shri Neel Mukesh Vora	Independent Non -Executive Director	07699873	09/01/2017
8.	Ms. Ridhima Bhushan Limaye	Independent Non -Executive Director	10256393	01/04/2024
9.	Mr. Anuj Vipulbhai Shah	Independent Non -Executive Director	10256390	01/04/2024
10.	Mr. Akash Sunil Modi	Independent Non -Executive Director	08698016	01/04/2024

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **HSPN & Associates LLP**  
Company Secretaries

Place: Mumbai, Maharashtra  
ICSI UDIN: F002827F000956054  
Date: August 12, 2024

**Hemant S. Shetye ~ Designated Partner**  
FCS No.: 2827  
COP: 1483

#### ANNEXURE TO THE DIRECTORS' REPORT

Annexure C

Particulars as per Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014.

#### A. CONSERVATION OF ENERGY

Energy conservation is a continuous process and is one of the prime areas for control of cost. Steps taken by the Company are as under:

(a). The steps taken or impact on conservation of energy:

Due to measures taken in previous year (2023 - 2024), this year also the power factor of F-29 and B-17 facilities was maintained at the lowest consumption resulting in lower monthly electricity bills. The Air Conditioners set off point was maintained at 24°C or as required.

(b). Additional investments and proposals, if any, being implemented for reduction of consumption of energy:

- Procurement and installation of LED fittings for all the areas were made operative in this year.
- Provision for capacitor bank for newly installed packaging and sealing machines to maintain power factor and reduce line current.
- On-going activities are being taken for energy conservation.

(c). Impact of measures at (a) & (b) above for reduction of energy consumption & consequent impact on the cost of production of goods:

- The above measures have resulted in reduction of Energy consumption.
- Though the above activities have replaced the total connected load of the facilities, the actual consumption of KWH will be less in comparison with that of year 2023 - 2024.

(d). Total Energy Consumption at the facilities is as follows:

<b>Power and fuel consumption</b>		<b>2023-2024</b>	<b>2022-2023</b>
1).	Electricity Consumption		
a)	Purchased units	251265	243814
	Total Amount (Rs. in Lakhs)	34.32	32.88
	Rate/unit	13.66	13.48
	Consumption/unit of production	N.A.	N.A.
b).	Own Generation - Through Diesel Generator :		
	Units	2030	1240
	Total Amount (Rs. in Lakhs)	1.89	0.76
	Cost/Unit	93.27	58.80
	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

### Research and Development (R&D)

1. 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 process for packaging including standardising / optimising to reduce power consumption.
2. Benefits derived as a result of the above R&D :  
Development of process reduced the time for packaging and introducing number of new product codes.
3. Future plan of action:  
The Company will carry on R&D activities to improve existing packaging lines, processes of existing product codes and develop new products.
4. Expenditure on R&D :  
Capital : NIL  
Recurring : Expenses incurred are charged to normal heads and not allocated separately.  
Total : Not determinable  
Total R & D expenditure as percentage of total expenditure: Not determinable

## C. Foreign Exchange Earnings & Outgo

During the year foreign exchange outgo was Rs.936.35 Lakhs (Previous Year Rs.276.49 Lakhs). The foreign exchange earned during the year was Rs.98.83 Lakhs (Previous Year Rs.203.81 Lakhs).

## ANNEXURE TO THE DIRECTORS' REPORT

## Annexure D

Statement of Disclosure of Remuneration under Section 197 of the Companies Act, 2013 & Rule 5(1) of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

Sr. No.	Requirement	Information		
(i).	The ratio of the remuneration of Executive Director to the median remuneration of the employees of the Company for financial year.	Director	Ratio	
		Vijay Majrekar, Managing Director	120.55 : 1	
		Anuradha Kashikar, Executive Director	Not Applicable	
		Devraj T. Poojary, Executive Director	3.60 : 1	
(ii).	The percentage increase in remuneration of Executive Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year.	Vijay Majrekar, CEO & Managing Director	NIL	
		Devraj T. Poojary, Executive Director	NIL	
		Anuradha Kashikar, Chief Financial Officer	Not Applicable	
		Mahima Bathwal, Company Secretary and Compliance Officer	0.30%	
	Note: 1. The Independent Directors are entitled for sitting fees and commission as per the statutory provisions and within the limits approved by the shareholders. As a policy, the Non-Executive Independent Directors are paid sitting fees and no commission. The ratio of remuneration / sitting fees and percentage increase for Non-Executive Directors remuneration / sitting fees is therefore not considered for the above purpose. 2. The percentage of increase in remuneration is effective from April 1 of every year.  The Chief Financial Officer remuneration is NIL and the company has not appointed company secretary, hence the percentage increase in remuneration is not applicable.			
(iii).	The percentage increase in the median remuneration of employees in the financial year	0.14%		
(iv).	The number of permanent employees on the rolls of the Company as on March 31, 2024	274		
(v).	The explanation on the relationship between average increase in remuneration and company performance		2023-2024	2022-2023
		Percentage increase in the average remuneration of all employees	(3.65)%	3.78%
		Percentage increase in the median remuneration of all employees	1.16%	(0.44)%
	The remuneration payable to Managing Director, Senior Management personnel including KMP's are structured as fixed and variable components. The fixed remuneration comprises salaries, perquisites and retirement benefits and the variable component comprises annual performance bonus which is linked to the achievement of the parameters by the Company fixed at the beginning of the year.			
(vi).	Comparison of the remuneration of the Key Managerial Personnel against the performance of	Total Remuneration to Key Managerial Personnel (KMP) for the year ended March 31, 2024 - Rs.280.57 Lakhs		

Sr. No.	Requirement	Information								
	the Company	Income from operations – Rs. 5,118.89 Lakhs Total Remuneration of KMP as % to Revenue – 5.48% Profit before Tax (PBT) – Rs. 127.30 Lakhs Total Remuneration of KMP as % to PBT – 220.40%								
(vii).	Variations in the market capitalization of the Company, Price Earnings Ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the Company as at the close of the current financial year and previous financial year	The market capitalisation as on March 31, 2024 was Rs.38.67 Crores (Rs.22.50 Crores as on March 31, 2023). Variation by 71.88%.  Price Earnings ratio of the Company was 34.08 as at March 31, 2024 and was 25.38 as at March 31, 2023. Variation by 8.71.  The Company had come out with initial public offer (IPO) in the year 1996 at a price of Rs.10.00 per share each. The closing price of the equity shares of the Company at BSE on March 31, 2024 was Rs.106.00 and has grown approximately 10.6 times since the initial public offer IPO.								
(viii).	Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	The average percentage change in the salaries of employees other than the managerial personnel in the last financial year was (0.16)% while the change in remuneration of managerial personnel was 0.14%.								
(ix).	Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company	<table border="1"> <thead> <tr> <th>Key Managerial Personnel</th> <th>Remarks</th> </tr> </thead> <tbody> <tr> <td>Remuneration of Managing Director as a % of PBT for FY 2024</td> <td>212.30%</td> </tr> <tr> <td>Remuneration of Chief Financial Officer as a % of PBT for FY 2024</td> <td>Nil salary, hence, not applicable</td> </tr> <tr> <td>Remuneration of Company Secretary as a % of PBT for the FY 2024</td> <td>1.80%</td> </tr> </tbody> </table>	Key Managerial Personnel	Remarks	Remuneration of Managing Director as a % of PBT for FY 2024	212.30%	Remuneration of Chief Financial Officer as a % of PBT for FY 2024	Nil salary, hence, not applicable	Remuneration of Company Secretary as a % of PBT for the FY 2024	1.80%
Key Managerial Personnel	Remarks									
Remuneration of Managing Director as a % of PBT for FY 2024	212.30%									
Remuneration of Chief Financial Officer as a % of PBT for FY 2024	Nil salary, hence, not applicable									
Remuneration of Company Secretary as a % of PBT for the FY 2024	1.80%									
(x).	The key parameters for any variable component of remuneration availed by the Directors	Variable component is a critical element of total remuneration package of all employees and delivers value for employees who deliver tangible results for the business against agreed targets. The annual bonus is directly linked to the individual performance rating and performance of the Company.								
(xi).	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year	Not applicable								
(xii).	Affirmation that the remuneration is as per the remuneration policy of the Company	Affirmed								

## ANNEXURE TO THE DIRECTORS' REPORT

## Annexure E

### FORM AOC – 2

#### Particulars of Contract / Arrangement made with related parties

(Pursuant to Clause (h) of Sub - Section 134 of the Companies Act, 2013, and Rule 8(2) of the Companies (Accounts) Rule 2014)

This form pertains to the disclosure of particulars of contact / arrangements entered into by the Company with related parties referred to in Sub – Section (1) of Section 188 of the Companies Act, 2013, including certain arm's length transaction under third proviso thereto.

#### A. Details of contract or arrangements or transitions not at arm's length basis.

There were no contracts or arrangements or transactions entered into during the year ended March 31, 2024 which were not at arm's length basis.

#### B. Details of material contracts or arrangement or transactions at arm's length basis.

The details of material contracts or arrangement or transaction at arm's length basis for the year ended March 31, 2024 are as follows:

(a)	Name(s) of the related party and nature of relationship	Anuradha Kashikar, Executive Director of the Company
(b)	Nature of contracts / arrangements / transactions	Rent
(c)	Duration of the contracts / arrangements / transactions	November 1, 2023
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	Leave and licence agreement for five years and licence fee of rupees ten lakhs fifty thousand only p.m.
(e)	Date(s) of approval by the Board, if any:	August 12, 2023
(f)	Amount paid as advances, if any:	Nil

## 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. To survive and thrive, in a sector in constant transition, suture makers need to transform themselves. Analysts are of the view that "globalization" is no longer a matter of choice and suture businesses' long-term success depends on it. The businesses that ride the next wave of growth will be those that understand the trends and refine their strategies, business models and portfolios according to a truly Indian mindset.

### A. Industry structure and developments

The global surgical sutures market is witnessing steady growth primarily due to the increasing number of surgical procedures performed globally. The favourable reimbursement scenario for several surgical procedures and the launch of advanced sutures are further contributing to the growth of this market. However, the presence of alternative wound care management products and the growing preference for minimally invasive surgeries are some of the factors expected to limit the growth of this market to a certain extent. The Company registered sales of Rs. 5,118.89 lakhs in the financial year ended March 31, 2024 and net profit after tax of Rs.113.42 Lakhs. The technical functioning of the manufacturing facility as indicated by the above-mentioned results, the capacity utilisations was quite satisfactory and production levels has selectively improved as required.

Based on type, the market has been segmented into absorbable and non-absorbable sutures. In 2017, absorbable suture accounted for the largest share of the market and is expected to maintain its position during the forecast period. This can be attributed to the ability of the suture to provide temporary support to wound until it heals significantly. Furthermore, it is cost effective as it dissolves in the body after a certain period. Non-absorbable sutures are majorly used on skin wound closure where stitches can be removed after few weeks or in a stressful internal environment where absorbable sutures are unable to fulfil the requirement. Special silk, stainless steel wires, synthetics polypropylene, polyester, and nylon are the major material used for non-absorbable sutures. Based on the type of filament, the sutures market has been segmented into monofilament and multifilament sutures. Multifilament accounted for the maximum market share due to its greater strength, more flexibility, and pliability. Increased number of complicated surgeries, availability of more products, and high cost over monovalent sutures are likely to drive the segment in the coming years. Based on application, the surgical sutures market is divided into ophthalmic surgery, cardiovascular surgery, orthopaedic surgery, neurological surgery, and others. Cardiovascular surgery accounted for the largest market share and is expected to expand at the fastest CAGR during the forecast period. This can be attributed to the increasing incidence rate of cardiovascular diseases and technological advancements in diagnostics, imaging, and surgical tools. The others segment includes gynaecology and obstetrics surgery, urology, gastrointestinal surgery, general surgery, and oral surgery. The increasing number of obese population and rise in the number of women's health issues are likely to drive this segment significantly over the forecast period. Asia Pacific is expected to grow at a rapid pace over the forecast period owing to the introduction of technologically advanced products due to investment by market players in this region, high volume of surgeries, and growing consumer disposable income levels. China, Japan, and India are the major markets in the Asia Pacific region. Increasing medical tourism is another key factor for the rise in the number of surgical procedures and thereby sutures market in the region. Finished goods prices witnessed a sudden drop. Thankfully, due to your company's wide range of products and through an optimum mix of inventory management and buying strategy, we could withstand this shock, and this partially impacted the profit margins during the year.

### Quality

We have been able to create a consistent and credible track record of excellence due to our determined efforts to sustain world-class infrastructure and quality standards. We are continuously delivering and exceeding the expectations of our surgeons. We follow the philosophy of 'Quality for all patients and Surgeons'. Across all our manufacturing sites, we have put in place quality systems that cover all areas of business processes from supply chain to medical device delivery to ensure consistent quality, efficiency and safety of products. Regular audit programmes validate our attempts to deliver consistent quality. Quality risk management procedures are established and followed for internal audits, failure inquiries and implementation of permanent corrective measures. Our quality management systems are continually monitored, evaluated, and upgraded to meet evolving industry regulations and best practices. We continue to strengthen the quality process with the implementation of digitisation and Quality Management System (QMS) tools. The use of these tools enables us to keep pace with the growing number of processes and documentation in R&D and manage compliance and risk efficiently. Your Company has been consistently meeting the Quality Objectives of ISO 9001:2015, ISO 13485:2016, WHO-GMP, ISO 14001:2015, ISO 45001:2018 and medical devices are in conformity to medical device directives 93/42/EEC, Medical Device Rules, 2017.

### B. 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. The Company continued to mitigate the risk of this volatility by effecting payments towards our imports out of our Export Earnings as much as possible and by taking adequate cover. To negate the impact of competition, our competitors have for long been dumping their medical devices / products in the Indian market at

low prices. The possibility of competitors pursuing an irrational pricing approach cannot be ruled out. This may create pressure on our margins. Sentiment-driven currency changes can also impact domestic prices and profitability. The country is expecting a normal monsoon this year, any shortfall may lead to fall in the rural demand thereby unfavourably impacting some patients / user segments.

**C. 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.

**D. Outlook**

During the current financial year there has been a 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.

**E. Risks and Concerns**

Your Company has from its inception been conscious and has regularly evaluated the risks and threats 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. Many of the components of the regulatory regime are established or articulated by the relevant regulatory authorities, including Food and Drug Administration & CDSCO. 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.

**F. Internal control systems and their adequacy**

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 transaction are authorised, recorded and reported correctly. The Audit Committee of the Board of Directors regularly reviews the findings of the internal auditors, adequacy of internal controls, financial controls, compliance with the accounting standards, as well as recommends to the Board, the adoption of the quarterly and annual results of the Company and appointment of auditors. The Audit Committee also reviews the related party transactions, entered by the Company during each quarter. Further, the Secretarial Auditors review on periodical basis through their own systems and check list the compliances part with respect to the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, as amended and other SEBI regulations as may be applicable to the Company.

**G. Discussion on financial performance with respect to operational performance**

The Financial Statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the 'Act') [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act. The Company remains a zero-debt company. The Company had also approached CRISIL Limited for review of its existing ratings, which had assigned CRISIL A3 (Reaffirmed) for its Non-Fund based Bank Facilities. The Company's performance about the domestic sales volumes, remained reasonable for the year on account of slight slowdown and competition experienced at domestic surgeries in medical industry. On the export business front, despite stiff competition, your company successfully exported to strategic accounts with wide range of products and thus achieved a healthy growth. By a combination of a better product mix helped by speciality products and continual improvement in the efficiency of operations the Company has managed to keep its operating margins at reasonable levels for all the four quarters, although during second half the EBIDTA levels, dropped due to slowdown, falling prices and some legacy input costs on account of our inevitable coverage of 2-3 months.

Summary of the financial performance of the Company is presented below:

Rs. in Lakhs

For the year ended March 31	2024	2023
Net Profit before Depreciation & Taxation	266.10	276.75
Less : Depreciation	138.79	129.96
Provision for Deferred Taxation	(10.39)	1.17
Provision for Taxation / Written Off	24.25	56.53
Net Profit/(Loss)	113.44	88.59
Add : Balance from Last Year	2,565.97	2,477.39
Prior Period Profit adjustments	-	-
Less : Appropriation	0.00	0.00
Transfer to Reserves Profit / (Loss) carried to Balance Sheet	2,679.39	2,565.97

During the year under review, the Company achieved a profit before tax of Rs. 127.30 lakhs as compared to Rs. 146.29 lakhs in 2022 - 2023. Pursuant to the SEBI (LODR), (Amendment), Regulations, 2018, the key financial ratios viz., Debtors Turnover, Inventory Turnover, Operating Profit Margin (%), Net Profit (%) and Return on Net Worth do not exceed the threshold of 25 % or more as compared to the immediately preceding financial year.

#### H. Material Development in Human Resources & Industrial Relation

Significant efforts have also been made to further strengthen the Company's Performance by the Management. The employee strength of the Company as on March 31, 2024 was 274. Talented and skilled manpower is an important enabler for a Company to grow and maintain competitiveness. Human resources are considered as most important and valuable assets of your Company. Focus was kept on acquisition, retention and development of necessary skilled manpower keeping in view our current operations requirement as well as the future business expansion and growth plans, particularly the Murbad, Thane plant. Innovative incentive schemes are designed and implemented as a motivational and retention strategy. Company continues to conduct employee trainings across several functions pertaining to technical, behavioural / general, health safety and environment and ISO standards. 'Managerial Skill Development' training programs are conducted to enhance the soft skills of potential managers. A regular employee performance evaluation system is in place to evaluate the individual performances as well as determining their development needs and future potential. Your company has complied with all the regulations pertaining to Factory, Labour and other applicable laws and very cordial Industrial Relations are maintained with the employees. The Management strives to maintain a climate of openness, fairness, equality and respect for individuals leading to industrial harmony, mutual trust and teamwork. Industrial relations at the plant of the Company remained cordial during the year 2023 - 2024 under review. Refer to Annexure D of Directors' Report.

#### I. Details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefore, including:

Ratio	Ratio as on		Comments
	2024	2023	
Debtors Turnover	1.76	1.73	Increased sales & better collection has resulted in improvement of ratio.
Inventory Turnover Ratio	0.13	0.15	Decrease in Inventory Turnover ratio is due to higher levels of closing Inventory maintained in the current year as compared to last year.
Interest Coverage Ratio	-	-	Our company does not have any outstanding debt.
Current Ratio	1.99	2.04	Reduction in the ratio is due to increase in Borrowings.
Debt Equity Ratio	0.43	0.19	The increase in the debt-equity ratio is because the company has taken on more debt relative to its equity.
Debt Service Coverage Ratio	4.16	3.21	The increase in the debt-equity ratio is because the company has taken on more debt relative to its equity.
Return on Equity Ratio	3.52	2.85	Increase of ratio is an improvement in the company's profitability relative to shareholders' equity.
Net Capital Turnover Ratio	1.05	1.17	Decrease in this ratio is because of fresh capital employed by way borrowings.
Net Profit Ratio	0.02	0.02	Unchanged Net Profit Ratio is due to same level of changes in Net profit to net sales.

#### J. Details of any change in Return on Net Worth as compared to the immediately previous financial year along with a detailed explanation thereof.

The net worth of our company has improved to Rs.3,221.83 Lakhs in comparison to prior year of Rs.3108.40 Lakhs.

#### K. Economic Environment

India's economy has received a boost from various factors, such as the presence of a young and tech-savvy population and a strong emphasis on innovation. Despite facing headwinds from global geopolitical events, the economy is anticipated to grow 6.3% for the current fiscal year FY24, as per the World Bank. The government has taken steps to improve healthcare access, with initiatives like the Ayushman Bharat programme, which aims to provide free healthcare insurance coverage to more than 500 million people, and the National Health Stack, which aims to create a unified digital healthcare system across India. These measures are expected to fuel the economy's growth and contribute to better health outcomes for the population. Your Company outperformed from the previous year in its operations. Keeping our surgeons and patients as our top-most priority and delivering high quality medical devices and other products & services on a sustained basis, your Company recorded 3.65% growth in the financial year 2023 - 2024 in comparison to prior year.

#### L. Research and Development

The Company has achieved the following through Research and Development:

- Development of new value-added Medical Devices like surgical threads.
- Process improvements resulting in better yields and further improvement in Quality of Medical Devices and other products.

#### M. 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.

#### N. 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.

**O. 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.

**P. Cautionary Note**

The Statements made in this report are forward-looking and are made on the basis of certain assumptions and expectations of future events. The Company cannot guarantee that these forward-looking statements will be realized, though they are set out based on anticipated results and management plans. The Company's actual results, performance or achievements are subject to risk, uncertainties and even inaccurate assumptions, which could thus differ materially from those projected in any such forward looking statements. The Board of Directors of the Company assumes no responsibility in respect of the forward-looking statements mentioned herein, which may differ in future on account of subsequent developments, events or otherwise and the Company is under no obligation to publicly update any forward-looking statements on the basis of subsequent developments, information, future events or otherwise.

**Q. Cautionary Note regarding Forward-Looking Statements**

Forward-looking statements do not relate strictly to historical or current facts and reflect management's assumptions, views, plans, objectives and projections about the future. Forward-looking statements may be identified by the use of words such as "plans," "expects," "will," "anticipates," "estimates" and other words of similar meaning in conjunction with, among other things: discussions of future operations; expected operating results and financial performance; impact of planned acquisitions and dispositions; the Company's strategy for growth; product development; regulatory approvals; market position and expenditures. Because forward-looking statements are based on current beliefs, expectations and assumptions regarding future events, they are subject to uncertainties, risks and changes that are difficult to predict and many of which are outside of the Company's control. Investors should realize that if underlying assumptions prove inaccurate, or known or unknown risks or uncertainties materialize, the Company's actual results and financial condition could vary materially from expectations and projections expressed or implied in its forward-looking statements. Investors are therefore cautioned not to rely on these forward-looking statements. Risks and uncertainties include, but are not limited to:

**R. Risks Related to Medical Device / Product Development, Market Success and Competition**

- Challenges and uncertainties inherent in innovation and development of new and improved medical devices / products and technologies on which the Company's continued growth and success depend, including uncertainty of outcomes, additional analysis of existing data, obtaining regulatory approvals, and surgeon access, and initial and continued commercial success;
- Challenges to the Company's ability to obtain and protect adequate marketing material and other important matters related to medical device markets, and the impact of market share losses;
- Increasingly aggressive and frequent challenges to the Company's medical devices / products by competitors and others seeking to launch competing generic, biosimilar or other products and other decision makers to such challenges, potentially resulting in loss of market exclusivity and rapid decline in sales for the relevant product sooner than expected;
- Competition in research and development of new and improved products, processes and technologies, which can result in product and process obsolescence;
- Competition to reach agreement with third parties for collaboration, licensing, development and marketing agreements for products and technologies;
- Competition based on cost-effectiveness, product performance, technological advances and patents attained by competitors; and
- Allegations that the Company's products infringe the patents and other intellectual property rights of third parties, which could adversely affect the Company's ability to sell the products in question and require the payment of money damages and future royalties.

**S. Risks Related to Product Liability, Litigation and Regulatory Activity**

- Product efficacy or safety concerns, whether or not based on scientific evidence, potentially resulting in product withdrawals, recalls, regulatory action on the part of the CDSCO / FDA, declining sales, reputational damage, increased litigation expense and share price impact;
- Impact, including declining sales and reputational damage, of significant litigation or government action adverse to the Company, including product liability claims and allegations related to medical devices marketing practices and strategies;
- Impact of an adverse judgment or settlement and the adequacy of reserves related to legal proceedings, including patent litigation, product liability, personal injury claims, securities class actions, government investigations, employment and other legal proceedings;
- Increased scrutiny of the health care industry by government agencies and state attorneys general resulting in investigations and prosecutions, which carry the risk of significant civil and criminal penalties, including, but not limited to, debarment from government business;



- Potential changes to applicable laws and regulations affecting India and domestic operations, including relating to: approval of new products; licensing and patent rights; sales and promotion of health care medical devices; access to, and reimbursement and pricing for, health care medical devices; environmental protection and sourcing of raw materials;
- Compliance with local regulations and laws that may restrict the Company's ability to manufacture or sell its medical devices in relevant markets including, requirements to comply with medical device reporting regulations and other requirements such as the CDSCO / FDA / Medical Devices Regulations;

**T. Risks Related to the Company's Strategic Initiatives and Healthcare Market Trends**

- Pricing pressures resulting from trends toward health care cost containment, including the continued consolidation among health care providers and other market participants, trends toward managed care, the shift toward governments increasingly becoming the primary payers of health care expenses, significant new entrants to the health care markets seeking to reduce costs and government pressure on companies to voluntarily reduce costs and price increases;
- Restricted spending patterns of individual, institutional and governmental purchasers of health care medical devices due to economic hardship and budgetary constraints;
- Challenges to the Company's ability to realize its strategy for growth including through externally sourced innovations, marketing agreements and the potential heightened costs of any such external arrangements due to competitive pressures;
- The potential that the expected benefits and opportunities related to past and ongoing restructuring actions may not be realized or may take longer to realize than expected. Risks Related to Economic Conditions, Financial Markets and Operating domestically;
- Impact of inflation and fluctuations in interest rates and currency exchange rates and the potential effect of such fluctuations on revenues, expenses and resulting margins;
- Potential changes in export / import and trade laws, regulations and policies of the India and other countries, including any increased trade restrictions or tariffs and potential medical devices importation legislation;
- The impact on international operations from financial instability in international economies, sovereign risk, possible imposition of governmental controls and restrictive economic policies, and unstable international governments and legal systems;
- Changes to global climate, extreme weather and natural disasters that could affect demand for the Company's medical devices, cause disruptions in manufacturing and distribution networks, alter the availability of medical devices within the supply chain, and affect the overall design and integrity of the Company's medical devices and operations; and
- The impact of armed conflicts and terrorist attacks in INDIA and other parts of the world including social and economic disruptions and instability of financial and other markets.

**U. Risks Related to Supply Chain and Operations**

- Difficulties and delays in manufacturing, internally through third party providers or otherwise within the supply chain, that may lead to voluntary or involuntary business interruptions or shutdowns, medical devices shortages, withdrawals or suspensions of medical devices from the market, and potential regulatory action;
- Interruptions and breaches of the Company's information or those of the Company's vendors which, could result in reputational, competitive, operational or other business harm as well as financial costs and regulatory action;
- Reliance on global supply chains and production and distribution processes that are complex and subject to increasing regulatory requirements that may adversely affect supply, sourcing and pricing of materials used in the Company's medical devices; and
- The potential that the expected benefits and opportunities related to restructuring actions contemplated for the global supply chain, may not be realized or may take longer to realize than expected, including due to any required approvals from applicable regulatory authorities. Disruptions associated with the announced global supply chain actions may adversely affect supply and sourcing of medical devices materials used in the Company's medical devices.

Investors also should carefully read the Risk Factors described in this Annual Report for a description of certain risks that could, among other things, cause the Company's actual results to differ materially from those expressed in its forward-looking statements. Investors should understand that it is not possible to predict or identify all such factors and should not consider the risks described above and in to be a complete statement of all potential risks and uncertainties. The Company does not undertake to publicly update any forward-looking statement that may be made from time to time, whether as a result of new information or future events or developments.

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

Place of Signature: Mumbai, Maharashtra  
Date: August 12, 2024

VIJAY MAJREKAR  
Managing Director  
DIN: 00804808

# INDEPENDENT Auditors' Report

## To the Members of CENTENIAL SURGICAL SUTURE LIMITED

### Report on the Audit of the Financial Statements

#### Opinion

We have audited the financial statements of CENTENIAL SURGICAL SUTURE LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2024, and the Statement of Profit and Loss and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and its profit and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Particulars	Description	Procedures Applied
1.	Inventories	The value of Inventories amounting to Rs.4,251.54 Lakhs represents to 53.73% of the Company's Total Assets. Inventory is considered as a Key Matter considering the risk, nature and high volume of the same.	Considering Inventory as a Key Matter, We adopted the following measures : <ul style="list-style-type: none"><li>Understanding the control of Management over the Inventory in regards to physical counts, valuation and verification.</li><li>Evaluation of process by walk-through for understanding of controls designed and implemented from initiation stage to the final stage including estimates for derivation of net realisable value for the same.</li></ul>
2	Information Technology (IT)	Dependence of entity's accounting and reporting processes on information systems and software makes IT a key matter.	The following procedures were involved for assessment of IT as a key matter : <ul style="list-style-type: none"><li>Understanding General IT Control i.e. access controls over key financial accounting and reporting systems including operating systems and databases.</li><li>Checking effectiveness of controls and design, Test checks were performed over the audit period.</li><li>Test checks were performed over the IT infrastructure covering user access.</li></ul>

#### Information other than the financial statements and auditors' report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Responsibilities of Management and Those Charged with Governance for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, (changes in equity) and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an Auditor's Report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act, 2013, we give in the Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report agree with the books of account.
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
  - (f) Since the Company's turnover as per last audited financial statements is less than Rs.50.00 Crores and its borrowings from banks and financial institutions at any time during the year is less than Rs.25.00 Crores, but being a listed Company, it need to get an audit opinion with respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls vide notification dated June 13, 2017 as provided by us in "Annexure B".
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigations which would impact its financial position;
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
    - iv. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2024.

**For Mahesh Chandra and Associates  
Chartered Accountants  
Firm's Registration No. 112334W**

Adityavikram Bohra  
Partner

Membership No.: 193223  
UDIN: 24193223BKFSAY5947

Mumbai, Maharashtra  
Dated : May 28th, 2024

#### **Annexure "A" to the Independent Auditor's Report**

Referred to in paragraph 1 under 'Report on other legal and regulatory requirements' section of our report to the members of CENTENIAL SURGICAL SUTURE LTD of even date to the financials statements of the company for the year ended March 31, 2024:

In terms of the information and explanations sought by us and given by the company and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that: -

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) The Fixed Assets have been physically verified by the management in a manner, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification;
- (c) According to the information and explanations given to us and the records examined by us there is a title deed of immovable property in the name of the company;
- (d) The Company has not revalued any of its property, plant and equipment (including Right of Use assets) and intangible assets during the year;
- (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- 2) (a) The inventories were physically verified during the year by the Management at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of account.
- (b) According to the information and explanations given to us, at any point of time of the year, the Company has not been sanctioned any working capital facility from banks or financial institutions on the basis of security of current assets, and hence reporting under clause (ii)(b) of the Order is not applicable.
- 3) According to information and explanation given to us, the company has not granted any loan, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register required under Section 189 of the Companies Act, 2013. Accordingly, paragraph 3 (iii) of the order is not applicable.
- 4) In our opinion and according to information and explanation given to us, the company has not granted any loans or provided any guarantees or given any security or made any investments to which the provision of Section 185 and 186 of the Companies Act, 2013. Accordingly, paragraph 3 (iv) of the order is not applicable.
- 5) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits and accordingly paragraph 3 (v) of the order is not applicable.
- 6) The Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the activities of the company and accordingly paragraph 3 (vi) of the order is not applicable.
- 7) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have been generally regularly deposited during the year by the company with the appropriate authorities.  
  
According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, sales tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were in arrears as at March 31, 2024 for a period of more than six months from the date they became payable.
- 8) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
- 9) (a) In our opinion, the Company has not defaulted in the repayment of dues to debenture holders. The Company has not taken any loans or borrowings from financial institutions or the Government.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not taken any term loan during the year and there are no unutilised term loans at the beginning of the year and hence, reporting under clause (ix)(c) of the Order is not applicable.
- (d) On an overall examination of the financial statements of the Company, funds raised on a short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) The Company has not raised loans during the year and hence reporting on Clause (ix)(f) of the Order is not applicable.
- 10) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and has not taken any term loans during the year. Accordingly, paragraph (x)(a) of the order is not applicable.

- (b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under Clause (x)(b) of the Order is not applicable to the Company.
- 11) (a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.  
 (b) To the best of our knowledge, no report under sub-section (12) of Section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- 12) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- 13) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- 14) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.  
 (b) We have considered, the internal audit reports issued to the Company during the year and covering the period up to March 31, 2024 for the period under audit.
- 15) In our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- 16) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi)(a), (b) and (c) of the Order is not applicable.
- 17) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- 18) There has been no resignation of the statutory auditors of the Company during the year.
- 19) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- 20) The Provisions of Corporate Social Responsibility (CSR) compliance are not applicable to the entity with the provision of sub-section (6) of Section 135 of the said Act. Accordingly, reporting under clause (xx) of the Order is not applicable for the year.

**For Mahesh Chandra and Associates**  
**Chartered Accountants**  
**Firm's Registration No. 112334W**

Adityavikram Bohra  
 Partner

Membership No.: 193223  
 UDIN: 24193223BKFSAY5947

Mumbai, Maharashtra  
 Dated : May 28th, 2024

#### **Annexure "B" to the Independent Auditor's Report**

Referred to in paragraph 2(f) under 'Report on other legal & regulatory requirements' Section of our report to the members of CENTENIAL SURGICAL SUTURE LIMITED of even date to the financials statements of the company for the year ended March 31, 2024:

#### **Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of CENTENIAL SURGICAL SUTURE Limited ("the Company") as of March 31, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

A company's internal financial control over financial reporting includes those policies and procedures that:

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Mahesh Chandra and Associates  
Chartered Accountants  
Firm's Registration No. 112334W**

Adityavikram Bohra  
Partner

Mumbai, Maharashtra  
Dated : May 28th, 2024

Membership No.: 193223  
UDIN: 24193223BKFSAY5947

## Balance Sheet as at March 31, 2024

Particulars	Note No.	Rs. In Lakhs	
		As at March 31, 2024	As at March 31, 2023
<b>A) ASSETS</b>			
<b>1) Non-current assets</b>			
a) Property, plant and equipment	3	1,017.42	315.03
b) Right to Use Assets	3	259.28	330.96
c) Other intangible assets	3	0.53	0.43
d) Financial assets	4		
(i) Loans		-	-
(ii) Other financial assets		46.99	35.96
e) Deferred tax assets (net)	5	-	-
f) Income-tax assets (net)	6	24.22	6.19
g) Other non-current assets	7	34.92	14.38
<b>Total non-current assets</b>		<b>1,383.35</b>	<b>702.95</b>
<b>2) Current assets</b>			
a) Inventories	8	4,251.54	3,724.26
b) Financial assets			
(i) Trade receivables	9	1,880.44	2,059.35
(ii) Cash and cash equivalents	10	68.46	33.00
(iii) Bank balances other than (ii) above	11	-	-
(iv) Loans	12	-	-
(v) Other financial assets	13	-	-
c) Other current assets	14	331.41	120.44
<b>Total current assets</b>		<b>6,531.86</b>	<b>5,937.05</b>
<b>TOTAL ASSETS</b>		<b>7,915.21</b>	<b>6,640.00</b>
<b>B) EQUITY &amp; LIABILITIES</b>			
<b>1) Equity</b>			
a) Equity share capital	15	542.43	542.43
b) Other equity	16	2,679.39	2,565.97
<b>Total Equity</b>		<b>3,221.83</b>	<b>3,108.40</b>
<b>2) Liabilities</b>			
<b>Non-current liabilities</b>			
a) Financial liabilities			
(i) Other financial liabilities	17	1,395.97	601.40
b) Long-term provisions	18	-	-
c) Deferred tax liabilities (net)	5	12.43	22.82
<b>Total non-current liabilities</b>		<b>1,408.40</b>	<b>624.22</b>
<b>Current liabilities</b>			
a) Financial liabilities			
(i) Borrowings	19	1,444.42	991.59
(ii) Trade payables	20		
a. total outstanding dues of micro enterprises and small enterprises		796.53	125.07
b. total outstanding dues of creditors other than micro enterprise and small enterprise		174.77	1,098.21
(iii) Other financial liabilities	21	445.23	338.61
b) Other Current liabilities	22	424.04	353.90
c) Short-term provisions	23	-	-
<b>Total current liabilities</b>		<b>3,284.99</b>	<b>2,907.38</b>
<b>Total Liabilities</b>		<b>4,693.38</b>	<b>3,531.60</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>7,915.21</b>	<b>6,640.00</b>
Significant accounting policies	2		
Notes to the financial statements	3 – 58		

The notes referred to above form an integral part of the Ind AS financial statements.

In terms of our report attached  
for MAHESH CHANDRA & ASSOCIATES  
Chartered Accountants

Firm Registration No. 112334W

Adityavikram Bohra

Partner

Membership No.: 193223

Mumbai, MAHARASHTRA, May 28, 2024

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

CIN : L99999MH1995PLC089759

Vijay Majrekar (DIN : 00804808)  
Chairman & Managing Director

Anuradha Kashikar (DIN : 00804831)  
Executive Director & Chief Financial Officer

Mahima Bathwal  
Company Secretary & Compliance Officer  
Membership No. ACS A35069



## Statement of Profit and Loss for the year ended March 31, 2024

Particulars	Note No.	Rs. In Lakhs	
		For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Income</b>			
Revenue from operations	24	5,118.89	5,265.53
Other income	25	12.61	12.94
<b>Total Income (I)</b>		<b>5,131.50</b>	<b>5,278.47</b>
<b>Expenses</b>			
Cost of materials consumed	26	2,011.60	2,025.96
Purchases of stock-in-trade	27	-	-
Changes in inventories of finished goods, work-in-progress & stock-in-trade	28	(305.84)	(19.25)
Employee benefits expense	29	1,133.33	1,118.74
Finance costs	30	246.89	166.41
Depreciation and amortisation expense	31	138.79	129.96
Other expenses	32	1,779.42	1,710.36
<b>Total Expenses (II)</b>		<b>5,004.20</b>	<b>5,132.18</b>
<b>Profit before tax (I - II)</b>		<b>127.30</b>	<b>146.29</b>
<b>Tax expense</b>	33		
Current tax		24.25	44.92
Tax adjustment of earlier years		-	11.61
Deferred tax (credit)		(10.39)	1.17
<b>Profit for the year (A)</b>		<b>113.44</b>	<b>88.59</b>
Other Comprehensive Income			
(i) Items that will not be reclassified subsequently to profit or loss:			
Loss on remeasurement of post-employment benefits obligation		-	-
Tax relating to items that will not be reclassified to profit or loss		-	-
(ii) Items that will be reclassified subsequently to profit or loss:			
Effective portion of gain / (loss) on hedging instruments in cash flow hedge		-	-
Tax relating to items that will be reclassified to profit or loss		-	-
<b>Total Other Comprehensive Income for the year (net of tax) (B)</b>		<b>-</b>	<b>-</b>
<b>Total comprehensive income for the year (A + B)</b>		<b>113.44</b>	<b>88.59</b>
Earnings per equity share [Nominal value of share Rs.10.00 each]	34		
Basic (in Rs.)		3.11	2.43
Diluted (in Rs.)		3.11	2.43
Significant accounting policies	2		
Notes to the Ind AS financial statements	3 - 58		

The notes referred to above form an integral part of the Ind AS financial statements.

**In terms of our report attached**  
for **MAHESH CHANDRA & ASSOCIATES**  
Chartered Accountants  
Firm Registration No. 112334W

**Adityavikram Bohra**  
Partner  
Membership No.: 193223  
Mumbai, MAHARASHTRA, May 28, 2024

**For & on behalf of the Board of Directors of CENTENIAL SURGICAL SUTURE LTD.**  
CIN : L99999MH1995PLCo89759

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

**Anuradha Kashikar (DIN : 00804831)**  
Executive Director & Chief Financial Officer

**Mahima Bathwal**  
Company Secretary & Compliance Officer  
Membership No. ACS A35069

## Cash Flow Statement for the year ended March 31, 2024

Particulars	Rs. In Lakhs	
	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>A. Cash flow from operating activities</b>		
<b>Net Profit before tax</b>	<b>127.30</b>	146.29
<b>Adjustments for:</b>		
Depreciation and amortisation expense	138.79	129.96
Interest income	(8.03)	(1.12)
Finance Cost	246.89	166.41
Exchange gain	(4.56)	(11.81)
Provision for Leave encashment		
Provision for Gratuity	34.92	14.39
Sundry balances written back / written-off	-	-
<b>Operating profit before working capital changes</b>	<b>535.31</b>	444.12
<b>Adjustments for:</b>		
Decrease / (Increase) in inventories	(527.28)	(497.81)
Decrease / (Increase) in trade receivable	178.91	(106.71)
Decrease / (Increase) in long term loans and advances and other receivables	-	-
Decrease / (Increase) in financials and non-financial assets	(32.84)	(11.76)
Decrease / (Increase) in other assets and receivables	(210.97)	1.80
(Decrease) / Increase in trade and other payables	719.35	354.50
<b>Cash generated from operations</b>	<b>662.48</b>	184.15
Income tax refund / (paid)	(41.00)	(54.61)
<b>Net cash (used in) / generated from operating activities</b>	<b>621.47</b>	129.53
<b>B. Cash flow from investing activities</b>		
Acquisition of fixed assets and capital work in progress	(769.60)	(16.11)
Proceeds from sale of investments	-	-
Interest income on fixed deposits and other advances	(22.33)	(1.45)
<b>Net cash (used in) / generated from investing activities</b>	<b>(791.94)</b>	(17.57)
<b>C. Cash flow from financing activities</b>		
Finance Cost	(246.89)	(166.41)
Proceeds from Short term borrowings	452.83	61.79
<b>Net cash (used in) / generated from financing activities</b>	<b>205.93</b>	(104.62)
<b>Net (decrease) / increase in cash and cash equivalents (A+B+C)</b>	<b>35.46</b>	7.35
Cash and cash equivalents as at the beginning of year	33.00	25.65
<b>Cash and cash equivalents at the end of year</b>	<b>68.46</b>	33.00
<b>Components of cash and cash equivalents (Also, refer note 10)</b>		
Cash in hand	1.46	1.40
Balance with scheduled banks in current accounts	67.00	31.60
<b>Total</b>	<b>68.46</b>	33.00

The notes referred to above form an integral part of the Ind AS financial statements.

In terms of our report attached  
for MAHESH CHANDRA & ASSOCIATES  
Chartered Accountants  
Firm Registration No. 112334W

Adityavikram Bohra  
Partner  
Membership No.: 193223  
Mumbai, MAHARASHTRA, May 28, 2024

Vijay Majrekar (DIN : 00804808)  
Chairman & Managing Director

For & on behalf of the Board of Directors of CENTENIAL SURGICAL SUTURE LTD.  
CIN : L99999MH1995PLC089759

Anuradha Kashikar (DIN : 00804831)  
Executive Director & Chief Financial Officer

Mahima Bathwal  
Company Secretary & Compliance Officer  
Membership No. ACS A35069

## Notes to Ind AS Financial Statements for the year ended March 31, 2024

### 1 Corporate information :

CENTENIAL SURGICAL SUTURE LTD. ("the Company") is a public limited company domiciled and incorporated in India and having its registered office at F-29, MIDC, Murbad, Thane 421401, MAHARASHTRA. The Company's shares are listed on BSE Limited (BSE) in India. The Company is inter alia engaged in the development, manufacturing and supply of Medical Devices. The Company's manufacturing units are located in the State of MAHARASHTRA at Murbad, Thane.

### 2 Significant accounting policies :

#### 2.1 Basis of preparation :

- (i) The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified pursuant to Section 133 of the Companies Act, 2013 ("the Act"), read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The accounting policies adopted in the preparation of these financial statements are consistent for all the periods presented.

The financial statements are presented in Indian Rupees, which is the Company's functional currency and all values are rounded off to the nearest Lakhs with two decimal places, except when otherwise indicated.

- (ii) The Ind AS standalone financial statements have been prepared on a historical cost convention basis, except for the following :
  - certain financial assets and liabilities that are measured at fair value;
  - defined benefit plans - net defined benefit (asset) / liabilities - Fair value of plan assets less present value of defined benefit obligation.

#### 2.2 Current and non-current classification :

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Act. Based on the nature of the products and the time taken between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its normal operating cycle as twelve months for the purpose of current or non-current classification of assets and liabilities. Deferred tax assets and liabilities are classified as non-current assets and non-current liabilities.

#### 2.3 Significant accounting judgments, estimates and assumptions :

The preparation of financial statements in conformity with Ind AS requires Company's management to make estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities. Actual results could differ from those estimates.

Estimates and judgments are reviewed on an ongoing basis. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstance. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

The key assumptions concerning the future and other key sources of estimating uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below :

- a) Impairment of Property, Plant and Equipment (PPE) :

The evaluation of applicability of indicators of impairment of assets requires assessment of external factors (significant decline in asset's value, significant changes in the technological, market, economic or legal environment, market interest rates etc.) and internal factors (obsolescence or physical damage of an asset, poor economic performance of the asset etc.) which could result in significant change in recoverable amount of the PPE.

- b) Determination of the estimated useful lives :

Useful lives of all PPE are based on the estimation done by the Company's Management which is in line with the useful lives as prescribed in Part 'C' of Schedule II to the Act. In cases, where the useful lives are different from those prescribed in Schedule II and in case of intangible assets, these are estimated by management based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturer's warranties and maintenance support.

c) Current and deferred taxes :

Significant management judgment is required to determine the amount of current and deferred taxes that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

d) Employee benefits :

Management's estimate of the Company's obligation is determined based on actuarial valuation. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate; future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, these liabilities are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the Company's management considers the interest rates of government bonds. Future salary increases and gratuity increases are based on expected future inflation rates for India.

Retirement and other employee benefits :

- i) Retirement benefits in the form of provident fund (where contributed to the Regional PF Commissioner) is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.
- ii) Gratuity liability under the Payment of Gratuity Act is a defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year. The gratuity plan has been funded by policy taken from Life Insurance Corporation of India. Actuarial gains and losses for defined benefit plan are recognized in full in the year in which they occur in the Statement of Profit and Loss.
- iii) Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.
- iv) The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains / losses are immediately taken to the statement of profit and loss and are not deferred. The Company presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

Refer note 43 for details of the key assumptions used in determining the accounting of these plans.

## 2.4 Property, Plant and Equipment (PPE) :

Property, Plant and Equipment (PPE) are stated at cost of acquisition or construction (including directly attributable expenses thereto), net of impairment loss if any, less depreciation / amortisation. Cost includes financing costs of borrowed funds attributable to acquisition or construction of qualifying fixed assets, up to the date the assets are put to use. If significant parts of an item of PPE have different useful lives, then they are accounted for as separate items major components of PPE. An item of PPE is de-recognised upon disposal or when no future economic benefits are expected to arise from the combined use of the asset. Any gain or loss arising on the disposal or retirement of an item of PPE is determined as the difference between the sales proceeds and is recognised in the Statement of Profit and Loss. Cost of assets not ready for intended use, as on the reporting date, is shown under capital work-in-progress. Advances given towards acquisition of property, plant and equipment outstanding as at reporting date are disclosed as "other non-current assets".

## **Depreciation / Amortization :**

- i) Leasehold land is depreciated over the period of the lease.
- ii) Depreciation on cost of PPE is provided on straight-line method (SLM) over the useful lives as specified in Part 'C' of Schedule II of the Act. Useful lives are reviewed by the Company's management at each Balance Sheet date and revised, if appropriate. In case of a revision, the unamortized depreciable amount is charged over the revised remaining useful life.
- iii) Depreciation on additions / deletions to PPE during the year is provided for on a pro-rata basis with reference to the date of additions / deletions except low value of items costing Rs.5,000.00 or less which are fully depreciated in the year when the assets are put to use.
- iv) Depreciation on subsequent expenditure on PPE arising on account of capital improvement or other factors is provided for prospectively over the remaining useful life.
- v) Intangible assets are recorded at its acquisition price and amortized on the straight-line method over a period of three years.

## **2.5 Impairment :**

The carrying amounts of PPE are reviewed at each balance sheet date to determine if there is any indication of impairment based on internal / external factors. Assessment of indication of impairment of an asset is made at the year end. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the Company measures its 'value in use' on the basis of estimated discounted cash flows of projections based on current prices.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

## **2.6 Inventories :**

Inventories comprise of all costs of purchase, conversion and other costs incurred in bringing the inventories to their present location and condition.

Raw materials are valued at the lower of cost and net realisable value. Cost is ascertained on a moving weighted average basis, except for goods in transit which is ascertained on a specific identification basis.

Work-in-progress, finished goods and traded goods are carried at the lower of cost and net realizable value. Cost is determined on a weighted average basis. In case of work-in progress and manufactured finished goods, cost includes material, labour and production overheads. Fixed production overheads are allocated on the basis of normal capacity of production facilities.

Net realisable value of work-in-progress is determined with reference to the estimated selling price less estimated cost of completion and estimated costs necessary to make the sale of related finished goods. Raw materials held for production of finished goods are not written down below cost, except if it is estimated that the cost of the finished product will exceed its net realisable value.

## **2.7 Foreign Currency Transactions :**

### **Initial recognition :**

Foreign currency transactions are translated in the functional currency, by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency, prevailing at the date of transaction.

### **Conversion :**

Foreign currency monetary items as at balance sheet date are translated using the closing exchange rate on that date.

### **Exchange differences :**

Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the yearend exchange rates are recognised in the Statement of Profit and Loss in the year in which they arise, except exchange differences arising from the translation of qualifying cash flow hedges to the extent that the hedges are effective, which are recognized in Other Comprehensive Income (OCI).

## **2.8 Operating Lease :**

Ind AS 116 defines a lease term as the noncancellable period for which the lessee has the right to use an underlying asset including optional periods, when an entity is reasonably certain to exercise an option to extend (or not to terminate) a lease. The Company considers all relevant facts and circumstances that create

an economic incentive for the lessee to exercise the option when determining the lease term. The option to extend the lease term is included in the lease term, if it is reasonably certain that the lessee would exercise the option. The Company reassesses the option when significant events or changes in circumstances occur that are within the control of the lessee.

#### **IND AS 116 : Leases:**

The company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of cost to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, company's incremental borrowing rate. Generally, the company uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the following :

- Fixed payments, including in-substance fixed payments;
- Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- Amounts expected to be payable under a residual value guarantee; and
- The exercise price under a purchase option that the company is reasonably certain to exercise, lease payments in an optional renewal period if the company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the company is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the company's estimate of the amount expected to be payable under a residual value guarantee, or if the company changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The company presents right-of-use assets that do not meet the definition of investment property in 'property, plant and equipment' and lease liabilities in 'loans and borrowings' in the statement of financial position.

#### **Short-term leases and leases of low-value assets**

The company has elected not to recognise right-of-use assets and lease liabilities for short term leases of real estate properties that have a lease term of 12 months. The company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

#### **Under Ind AS 17**

In the comparative period, Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased assets during the lease term, are classified as operating leases. Operating lease payments are recognized as expense in the Statement of Profit and loss on a straight-line basis over the lease term, unless such payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

## **2.9 Revenue recognition :**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration

received or receivable and represents amounts receivable for goods and services provided in the normal course of business, net of discounts and taxes:

- i. Revenue from sale of goods is recognised on transfer of significant risk and rewards of ownership of products to the customers.
- ii. Interest income is accounted for on a time proportion basis taking into account the amount outstanding and the rate applicable.
- iii. Dividend income is recorded when the right to receive payment is established.

## 2.10 Employee benefits :

- a) Short term employee benefits :

Employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits and are recognised in the period in which the employee renders the related service.

- b) Post-employment benefits :

### *Defined benefit plans*

Most of the employees are covered under Employees' Gratuity Scheme, which is a defined benefit plan. The Company contributes to a fund maintained with Life Insurance Corporation of India (LIC) on the basis of the year-end liability determined based on actuarial valuation. Net interest expense and other expenses related to defined benefit plans are recognised in the Statement of Profit and Loss.

### *Defined benefit plans*

Provision for long term employee benefits comprise of compensated absences. These are measured on the basis of year end actuarial valuation in line with the Company's rules for compensated absences. Remeasurement gains or losses are recognised in statement of profit and loss in the period in which they arise.

## 2.11 Financial instruments :

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

### **Financial assets :**

#### *Initial recognition and measurement :*

Financial assets are recognized initially at fair value. Transaction costs that are directly attributable to the acquisition of financial assets (other than financial assets not recorded at fair value through profit and loss) are added to the fair value of financial assets. Transaction costs directly attributable to the acquisition of financial assets at fair value through profit and loss are recognised immediately in Statement of Profit and Loss.

#### *Subsequent measurement:*

For the purposes of subsequent measurement, financial assets are classified into below categories:

- Financial assets at amortised cost;
- Financial assets at fair value through profit or loss (FVTPL)
- Financial assets at fair value through other comprehensive income (FVTOCI)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

### **Financial assets including derivatives at fair value through profit or loss (FVTPL) :**

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost of fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are immediately recognized in the Statement of Profit and Loss.

### **Financial Liabilities :**

#### *Initial recognition and measurement:*

Financial liabilities are classified, at initial recognition, as measured at amortised cost or financial liabilities at fair value through profit or loss (FVTPL). The Company's financial liabilities include trade and other payables.

Equity instruments issued by the Company are classified as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

## **2.12 Income and deferred taxes :**

Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the provisions of the Indian Income Tax Act, 1961. Deferred tax is provided using the liability method on temporary differences between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

## **2.13 Provisions, Contingent Liabilities and Contingent Assets :**

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and in respect of which a reliable estimate can be made of the amount of obligation. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

A disclosure by way of a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Contingent assets are not recognised or disclosed in the financial statements.

## **2.14 Earnings per share :**

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders, by the weighted average number of equity shares outstanding during the period.

Diluted earnings per share is computed by dividing the net profit or loss for the year attributable to the equity shareholders, by the weighted average number of equity and equivalent diluted equity shares outstanding during the year except where the results would be antidilutive.

## **2.15 Cash and cash equivalents :**

Cash and cash equivalents include cheques in hand, cash at bank and deposits with banks having original maturity of not more than three months.

## **2.16 Fair value measurement :**

The Company's accounting policies and disclosures require the measurement of fair values for, both financial and non-financial assets and liabilities. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company has an established control framework with respect to the measurement of fair values. The Company's management regularly reviews significant unobservable inputs and valuation adjustments. If third party information is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of a financial asset or a financial liability, the Company uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1 : Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 : Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 : Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred. In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value includes discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result from general



approximation of value and the same may differ from the actual realised value. Further information about the assumptions made in measuring fair value is included in the note 2.11 on financial instruments.

### 3 Property, Plant and Equipment :

Rs. In Lakhs

Particulars	Freehold Land	Leasehold Land	Building	Offices	Plant & Equipment	Furniture & Fixtures	Vehicles	Office Equipment	Total
<b>Gross Carrying Value</b>									
<b>As at April 1, 2023</b>	1.10	2.19	294.92	139.15	1,064.52	63.36	79.14	92.45	1,736.83
Additions	-	-	2.33	-	691.63	50.96	19.87	4.61	769.40
Disposals	-	-	-	-	-	-	-	-	-
<b>As at March 31, 2024</b>	1.10	2.19	297.24	139.15	1,756.15	114.33	99.00	97.07	2,506.22
<b>Accumulated Depreciation</b>	-	-	-	-	-	-	-	-	-
<b>As at March 31, 2023</b>	-	0.52	237.87	66.37	908.71	53.77	69.49	85.07	1,421.80
Depreciation for the year 2023-2024	-	-	5.30	3.54	38.88	5.69	8.98	4.61	67.00
Deletions / Adjustments	-	-	-	-	-	-	-	-	-
<b>As at March 31, 2024</b>	-	0.52	243.17	69.91	947.59	59.46	78.47	89.68	1,488.81
<b>Net Block</b>	-	-	-	-	-	-	-	-	-
<b>As at March 31, 2023</b>	1.10	1.67	57.05	72.78	155.81	9.59	9.65	7.38	315.03
<b>As at March 31, 2024</b>	1.10	1.67	54.07	69.23	808.56	54.87	20.53	7.39	1,017.42

### Right to Use Assets :

Rs. In Lakhs

Particulars	Offices	Total
<b>Cost</b>		
<b>As at April 1, 2023</b>	635.60	635.60
Additions	-	-
Disposals	-	-
<b>As at March 31, 2024</b>	635.60	635.60
Accumulated Amortisation	-	-
<b>As at March 31, 2023</b>	304.64	304.64
Amortisation for the year 2023-2024	71.68	71.68
Deletions / Adjustments	-	-
<b>As at March 31, 2024</b>	376.32	376.32
<b>Net Block</b>	-	-
<b>As at March 31, 2023</b>	330.96	330.96
<b>As at March 31, 2024</b>	259.28	259.28

### Intangible Assets :

Rs. In Lakhs

Particulars	Software	Total
<b>Cost</b>		
<b>As at April 1, 2023</b>	5.34	5.34
Additions	0.20	0.20
Disposals	-	-
<b>As at March 31, 2024</b>	5.54	5.54
Accumulated Amortisation	-	-
<b>As at March 31, 2023</b>	4.91	4.91
Amortisation for the year 2023-2024	0.11	0.11
Deletions / Adjustments	-	-
<b>As at March 31, 2024</b>	5.02	5.02
<b>Net Block</b>	-	-
<b>As at March 31, 2023</b>	0.43	0.43
<b>As at March 31, 2024</b>	0.53	0.53

Notes:

- a) The Company has availed exemption available under Ind AS 101 to continue with carrying value as at April 1, 2016 determined in accordance with Previous GAAP for all property, plant and equipment and intangible assets as deemed cost of such assets on transition to Ind AS.

#### 4 Non-Current Financial Assets :

Rs. In Lakhs

Particulars		As at March 31, 2024	As at March 31, 2023
<b>(i) Loans</b>			
Other than related parties (Secured and considered good)		-	-
Less: Current portion disclosed under "Current Financial Assets - Loans" (refer Note 12)		-	-
	(A)	-	-
To related parties (Secured and considered good)		-	-
Less: Current portion disclosed under "Current Financial Assets - Loans" (refer Note 12)		-	-
	(B)	-	-
<b>Total</b>	<b>(A + B)</b>	-	-
<b>(ii) Other financial assets</b>			
Non - Trade Investments - Unquoted			
The Shamrao Vithal Cooperative Bank Ltd. 400 (400) Equity Shares @ Rs.25 each		0.10	0.10
Security deposits		46.89	35.86
<b>Total</b>		<b>46.99</b>	<b>35.96</b>

#### 5 Deferred Tax Assets / (Liabilities) (Net) :

Rs. In Lakhs

Particulars		As at March 31, 2024	As at March 31, 2023
<b>Deferred tax liabilities</b>			
Excess of depreciation / amortisation on property, plant and equipment under tax law over depreciation / amortisation provided in accounts		(10.39)	1.17
Effective portion of gain / (loss) on hedging instruments in cash flow hedge		-	-
	(A)	(10.39)	1.17
<b>Deferred tax assets</b>			
Provision for employee benefits		-	-
Provision for expenses		-	-
Provision for credit loss allowance on trade receivables		-	-
Effective portion of gain / (loss) on hedging instruments in cash flow hedge		-	-
	(B)	-	-
<b>Net deferred tax assets / (liabilities)</b>	<b>(B - A)</b>	<b>10.39</b>	<b>(1.17)</b>

#### Movement in deferred tax assets / (liabilities) net :

Rs. In Lakhs

Particulars	Property, plant and equipment	Provision for employee benefits	Reclassification on Adoption of Ind AS 116	Provision for doubtful trade receivables	Effective portion of gain / (loss) on cash flow hedge	Total
<b>As at April 1, 2023</b>	<b>22.82</b>	-	-	-	-	<b>22.82</b>
(Charged) / credited to :						
Statement of Profit and Loss	(10.39)	-	-	-	-	(10.39)
Other Comprehensive Income	-	-	-	-	-	-
<b>As at March 31, 2024</b>	<b>12.43</b>	-	-	-	-	<b>12.43</b>

Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that such deferred tax assets can be realized against future taxable profits. At each reporting date, the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case

may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized. The carrying amount of deferred tax assets are reviewed at each reporting date. The Company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. 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.

<b>6 Income-tax assets (net) :</b>		<b>Rs. In Lakhs</b>
Particulars	As at March 31, 2024	As at March 31, 2023
Advance tax recoverable (net of provisions)	24.22	6.19
<b>Total</b>	<b>24.22</b>	<b>6.19</b>

<b>7 Other non-current assets :</b>		<b>Rs. In Lakhs</b>
Particulars	As at March 31, 2024	As at March 31, 2023
VAT receivable (paid under protest)		-
Capital advance		-
Others - Gratuity Fund Asset (Net of Fund Liability)	34.92	14.38
<b>Total</b>	<b>34.92</b>	<b>14.38</b>

<b>8 Inventories : (Valued at the lower of cost and net realisable value)</b>		<b>Rs. In Lakhs</b>
Particulars	As at March 31, 2024	As at March 31, 2023
Raw materials and Packing materials	2,279.92	2,058.47
Work-in-progress	120.12	38.90
Finished goods	1,851.51	1,626.88
Stock-in-trade	-	-
<b>Total</b>	<b>4,251.54</b>	<b>3,724.26</b>

<b>9 Current financial assets - Trade receivables :</b>		<b>Rs. In Lakhs</b>
Particulars	As at March 31, 2024	As at March 31, 2023
Other than related parties	1,880.44	2,059.35
From related parties		-
Less: Allowance for doubtful receivables		-
	1,880.44	2,059.35
Secured and considered good		-
Unsecured and considered good	1,880.44	2,059.35
Considered doubtful		-
	1,880.44	2,059.35
Less: Allowance for doubtful receivables		-
<b>Total</b>	<b>1,880.44</b>	<b>2,059.35</b>

The Company's exposure to credit and currency risks and loss allowances related to trade receivables are disclosed in Note 39.

<b>10 Current financial assets - Cash and cash equivalents :</b>		<b>Rs. In Lakhs</b>
Particulars	As at March 31, 2024	As at March 31, 2023
Balances with banks :		
on current accounts	0.08	1.60
on deposit accounts (with original maturity of 3 months or less)	66.92	30.00
Cash on hand	1.46	1.40
<b>Total</b>	<b>68.46</b>	<b>33.00</b>

**11 Current financial assets - Bank balances other than above : Rs. In Lakhs**

Particulars	As at	As at
	March 31, 2024	March 31, 2023
Bank deposits with original maturity of more than 3 months and less than 12 months	-	-
Restricted deposits (unclaimed dividend)	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**12 Current financial assets - Loans : Rs. In Lakhs**

Particulars	As at	As at
	March 31, 2024	March 31, 2023
Secured and considered good	-	-
Current portion of loans to related parties (refer Note 4)	-	-
Current portion of loans to others (refer Note 4)	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**13 Other financial assets : Rs. In Lakhs**

Particulars	As at	As at
	March 31, 2024	March 31, 2023
Unsecured and considered good	-	-
Interest accrued - fixed deposits	-	-
Interest accrued - others	-	-
Derivative forward exchange contracts	-	-
Insurance claim receivable	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**14 Other current assets : Rs. In Lakhs**

Particulars	As at	As at
	March 31, 2024	March 31, 2023
Unsecured and considered good	-	-
Other receivables - related parties	-	-
Balance with Government authorities	0.35	40.12
Advances for supply of goods	-	-
Export incentives receivable	-	-
Advances recoverable in Cash or kind	314.63	67.22
Prepaid expenses	16.43	13.10
<b>Total</b>	<b>331.41</b>	<b>120.44</b>

**15 Equity share capital : Rs. In Lakhs**

Particulars	As at	As at
	March 31, 2024	March 31, 2023
<b>Authorised capital</b>		
75,00,000 Equity Shares of Rs.10 each	750.00	750.00
<b>Issued &amp; Subscribed Capital</b>		
72,00,200 Equity Shares of Rs.10 each	720.02	720.02
<b>Paid Up Capital</b>		
36,48,300 Equity Shares of Rs.10 each	364.83	364.83
<b>Forfeited Shares</b>		
35,51,900 Equity Shares of Rs.10 each	177.60	177.60
<b>Total</b>	<b>542.43</b>	<b>542.43</b>

**Reconciliation of shares outstanding at the beginning & at the end of the year: Rs. In Lakhs**

Particulars	As at March 31, 2024		As at March 31, 2023	
	Number	Amount	Number	Amount
	Equity Shares	36,48,300	364.83	36,48,300
Shares outstanding at the beginning and end of the year	36,48,300	364.83	36,48,300	364.83

## Rights preferences and restrictions attached to equity shares :

The Company has a single class of equity shares having par value of Rs.10.00 per share. Accordingly, all equity shares rank equally with regard to one vote per share held. In the event of liquidation of the Company the equity shareholders are eligible to receive assets of the company after distribution of all preferential amounts in the proportion to their shareholding.

### Shares held by holding / ultimate holding company and / or their subsidiaries / associates : Rs. In Lakhs

Name of Shareholder	As at March 31, 2024		As at March 31, 2023	
	No. of Shares held	Amount	No. of Shares held	Amount
Equity Shares of Rs.10 each fully paid up held by	-	-	-	-

### Particulars of Promoters holding more than 5% shares of a class of shares : Rs. In Lakhs

Name of Shareholder	As at March 31, 2024		As at March 31, 2023	
	No. of Shares held	% of total shares	No. of Shares held	% of total shares
<b>Promoters</b>				
Vijay Majrekar	8,25,401	22.62	7,74,075	21.22
Anuradha Kashikar	6,98,500	19.15	6,98,500	19.15
Gaurav Majrekar	1,86,700	5.12	1,86,700	5.12

### Particulars of shareholders (other than Promoters) holding more than 5% shares of a class of shares : Rs. In Lakhs

Name of Shareholder	As at March 31, 2024		As at March 31, 2023	
	No. of Shares held	% of total shares	No. of Shares held	% of total shares
<b>Promoters</b>				
Kartik Shyam Kingar	6,09,100	16.70	6,09,100	16.70
Devendra K. Kothari	3,45,000	9.46	3,45,000	9.46

## 16 Other equity :

Rs. In Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Capital reserve</b>	-	-
<b>Securities premium account</b>	-	-
<b>General reserve</b>	-	-
At the commencement of the year	-	-
Add : Transfer from retained earnings	-	-
<b>Closing balance</b>	-	-
<b>Retained earnings</b>	-	-
At the commencement of the year	2,565.97	2,477.39
Adjustment on adoption of Ind AS 116	-	-
Add : Net profit for the year	113.44	88.59
Less : Adjustment of depreciation (net of tax)	-	-
Less : Amount transferred pursuant to the scheme of amalgamation	-	-
Less : Impact of transition to Ind AS (net of tax)	-	-
Less: Appropriations	-	-
- Proposed dividend	-	-
- Tax on proposed dividend	-	-
- Transferred to general reserve	-	-
	2,679.41	2,565.97
<b>Other Comprehensive Income</b>	-	-
At the commencement of the year	-	-
Cash flow hedge reserve (FVTOCI)	-	-
Remeasurements of defined benefit liability / asset (net of tax) (FVTOCI)	-	-
<b>Total</b>	2,679.41	2,565.97

Nature and purpose of reserves : Retained earnings are the profits that the Company has earned till date less any transfers to General reserve and payment of dividend. It is utilised in accordance with the provisions of the Companies Act, 2013.

## 17 Other financial liabilities (non-current) :

Rs. In Lakhs

Particulars	As at	As at
	March 31, 2024	March 31, 2023
Loans	880.25	0.25
Security deposits from customers and vendors	165.50	165.50
Lease Liabilities	350.22	435.65
<b>Total</b>	<b>1,395.97</b>	<b>601.40</b>

## 18 Long term provisions :

Rs. In Lakhs

Particulars	As at	As at
	March 31, 2024	March 31, 2023
Provision for employee benefits	-	-
Gratuity (refer Note 43)	-	-
Compensated absences	-	-
Other provisions	-	-
Provision for tax and other statutory matters (being litigated)	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

## 19 Current financial liabilities - Borrowings :

Rs. In Lakhs

Particulars	As at	As at
	March 31, 2024	March 31, 2023
Secured		
Rupee Loan from Bank* (repayable on demand)	1,444.42	991.59
<b>Total</b>	<b>1,444.42</b>	<b>991.59</b>

Notes :

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

The company has used the borrowings from banks for the specific purpose for which it was taken.

The company was not declared wilful defaulter by any bank.

## 20 Current financial liabilities – Trade payables :

Rs. In Lakhs

Particulars	As at	As at
	March 31, 2024	March 31, 2023
Dues to micro and small enterprises	796.53	125.07
Dues to other than micro and small enterprises	174.77	1,098.21
Dues to related parties	-	-
<b>Total</b>	<b>971.30</b>	<b>1,223.28</b>

The Company's exposure to currency and liquidity risks related to trade payables is disclosed in Note 39.

## 21 Other financial liabilities :

Rs. In Lakhs

Particulars	As at	As at
	March 31, 2024	March 31, 2023
Secured		
Rupee Loan for Bank* (repayable on demand)	-	-
Employee liabilities		
- Personnel cost	-	-
- Contribution to provident fund	-	-
Creditors for capital goods	-	-
Accrued expense	-	-
Lease Liabilities	85.44	70.92
Unclaimed dividends	-	-
Other payables	359.78	267.69
<b>Total</b>	<b>445.23</b>	<b>338.61</b>

**22 Other current liabilities :**

Rs. In Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Advances from customers	-	-
Other Advances	288.44	288.44
TDS payable	15.41	12.38
Balance payable to government authorities	7.88	0.47
Other statutory dues	112.31	52.61
<b>Total</b>	<b>424.04</b>	<b>353.90</b>

**23 Short-term provisions :**

Rs. In Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for employee benefits	-	-
Current portion of compensated absences	-	-
Other provisions	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**24 Revenue from operations :**

Rs. In Lakhs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Sale of products</b>		
Finished goods	5,118.89	5,265.53
Traded goods	-	-
<b>Total</b>	<b>5,118.89</b>	<b>5,265.53</b>

Revenue from operations are net of applicable duties and taxes.

**25 Other income :**

Rs. In Lakhs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Interest income</b>		
On fixed deposits	2.25	1.09
On loans	-	-
Others	5.78	0.02
Provisions no longer required written-back	-	-
Other non-operating income	0.01	0.01
Gain on account of foreign exchange fluctuations (net)	4.56	11.82
Profit on sale / retirement of assets (net)	-	-
<b>Total</b>	<b>12.61</b>	<b>12.94</b>

**26 Cost of materials consumed\* :**

Rs. In Lakhs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Inventory of materials at the beginning of the year	2,058.47	1,579.92
Purchases	2,233.04	2,504.52
Inventory of materials at the end of the year	2,279.92	2,058.47
<b>Total</b>	<b>2,011.60</b>	<b>2,025.96</b>

\* The consumption figures shown above have been ascertained on the basis of materials consumed and after considering excess / wastage / shortages ascertained on physical verification.

**27 Purchases of stock-in-trade :**

Rs. In Lakhs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Purchase of traded goods	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

## 28 Changes in inventories of finished goods, work-in-progress and stock in trade\* :

Particulars	Rs. In Lakhs	
	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>(Increase) in inventory of manufactured goods</b>		
Opening inventory	1,626.89	1,587.78
Less: Closing inventory	1,851.51	1,626.88
	(A) (224.62)	(39.10)
<b>Decrease / (Increase) in inventory of traded goods</b>		
Opening inventory	-	36.75
Less: Closing inventory	-	-
	(B) -	36.75
<b>Decrease / (Increase) in inventory of work-in-progress</b>		
Opening inventory	38.90	22.01
Less: Closing inventory	120.12	38.90
	(C) (81.22)	(16.89)
<b>Total</b>	<b>(A + B + C) (305.84)</b>	<b>(19.25)</b>

\* Closing stock is net off scrapped / reworked items and shortages / excesses.

## 29 Employee benefits expense :

Particulars	Rs. In Lakhs	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Salaries, wages and incentives	1,069.24	1,054.22
Contributions to : (refer note 43)		
- Provident fund	44.20	40.38
- Gratuity fund	3.82	4.25
- ESIC	7.14	6.71
- MLWF	0.10	0.08
- Superannuation fund	-	-
Compensated absences	-	-
Staff welfare expenses	8.83	13.10
<b>Total</b>	<b>1,133.33</b>	<b>1,118.74</b>

## 30 Finance costs :

Particulars	Rs. In Lakhs	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Bank and other financial charges	154.29	96.28
Other interest expenses	92.60	70.13
<b>Total</b>	<b>246.89</b>	<b>166.41</b>

## 31 Depreciation and amortisation expense :

Particulars	Rs. In Lakhs	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Depreciation of property, plant and equipment	138.69	129.79
Amortisation of intangible assets	0.10	0.17
<b>Total</b>	<b>138.79</b>	<b>129.96</b>

## 32 Other expenses :

Particulars	Rs. In Lakhs	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Advertising	0.39	0.65
Audit Fees	1.75	2.50
Bank Charges	14.73	10.16
Business Promotion	8.50	23.01
Clearing and forwarding	11.60	4.61



Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Commission	100.47	102.77
Conference Charges	10.39	49.55
Consumables	23.74	16.10
Daily Allowance	76.60	71.28
Discounts	-	-
Duties and Taxes	222.90	64.22
Electricity	37.16	32.88
Exchange Rate Fluctuation	-	-
Freight and Transport	55.95	49.53
Insurance	19.60	19.54
Legal and Professional Expenses	13.49	9.41
Letter of Credit Opening Charges	-	0.10
Listing Fees	3.25	3.00
Marketing Expenses	28.27	27.31
Postage and Courier	16.82	22.90
Printing and Stationary	970.89	1,085.77
Rent	2.91	3.15
Repairs and Maintenance	22.42	21.32
Telephone and Telex Expenses	3.97	3.10
Travelling	54.70	41.92
Other Expenses	78.91	45.58
<b>Total</b>	<b>1,779.42</b>	<b>1,710.36</b>

	Rs. In Lakhs	
Note : Payments to auditors	For the year ended March 31, 2024	For the year ended March 31, 2023
As auditors		
- Statutory audit / Tax audit / Limited review / Other services	1.75	1.75
Reimbursement of expenses	-	-
<b>Total</b>	<b>1.75</b>	<b>1.75</b>

	Rs. In Lakhs	
Note : Corporate Social Responsibility expenditure	For the year ended March 31, 2024	For the year ended March 31, 2023
Amount required to be spent as per Section 135 of the Act		
Amount incurred during the year on:		
i) Construction / acquisition of assets	-	-
ii) On purpose other than (i) above	-	-
Amount yet to be paid on:		
i) Construction / acquisition of assets	-	-
ii) On purpose other than (i) above	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

### 33 Tax expense :

	Rs. In Lakhs	
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>a) Current tax</b>		
Current tax on profit during the year	24.25	44.92
Tax adjustments of earlier years	-	11.61
Total current tax expense	24.25	56.53
<b>b) Deferred tax</b>		
Deferred tax (credit) attributable to origination and reversal of temporary differences	(10.39)	1.17
<b>Total tax expense</b>	<b>13.86</b>	<b>57.70</b>
Reconciliation of effective tax rate :		
Profit before tax	-	-
Current tax at the Indian tax rate of 27.82%	-	-
Tax adjustments of earlier years	-	-

Tax effect of amounts which are not deductible in calculating taxable income:	-	-
Expenses allowable when paid and other timing differences	-	-
<b>Current tax expense (A)</b>	-	-
<b>Deferred tax</b>		
On WDV of property, plant and equipment	-	-
Provision for employee benefits	-	-
Provision for expenses	-	-
Provision for doubtful trade receivables	-	-
<b>Deferred tax expense (B)</b>	-	-
<b>Tax expense recognised in Statement of Profit and Loss (A + B)</b>	-	-
<b>Tax impact recognised in Other Comprehensive Income (OCI)</b>	-	-
Remeasurement of defined benefits obligation	-	-
Effective portion of gain / (loss) on hedging instruments in cash flow hedge	-	-

### 34 Earnings Per Share (EPS) :

Rs. In Lakhs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
a) Amount used as the numerator		
Profit after tax attributable to equity shareholders (Rs. in Lakhs)	113.44	88.59
b) Weighted average number of equity shares used as the denominator (Nos.)	36,48,300	36,48,300
c) Nominal value of share (in Rs.)	10.00	10.00
d) Earnings per share (Basic and Diluted) (in Rs.)	3.11	2.43

### 35 Contingent liabilities not provided for in respect of :

Rs. In Lakhs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Claims against the company not acknowledged as debts:		
a) <b>Employees and ex-employees related matters :</b>		
i) Matters pending in Labour Court / Civil Court / High Court for reinstatement of service / recovery of salary	10.00	10.00
ii) Demand for discontinuing of contract system and for differential wages	-	-
b) i) <b>Sales Tax :</b>		
For non-receipt of C Forms and non-acceptance of Company's claim of certain sales as exempt sales in respect of assessment years 2016-2017, 2017-2018 (upto June 2017)	-	-
ii) <b>Service Tax :</b>		
In respect of matters where the Company has received favourable orders / partial relief from the First Appellate authorities but the Central Excise and Customs Department is pursuing further with higher Appellate authorities (excluding the matters if not ultimately allowed would be allowed in the following assessment years).	-	-
iii) <b>Excise Duty :</b>		
In respect of matters decided against the Company for which the Company is in appeal with higher authorities	-	-
c) <b>Income Tax :</b>		
i) In respect of matters decided against the Company for which the Company is in appeal with higher authorities.	0.12	0.12
ii) In respect of matters where the Company has received favourable orders / partial relief from the First Appellate authorities but the Income Tax Department is pursuing further with higher Appellate authorities (excluding the matters if not ultimately allowed would be allowed in the following assessment years).	-	-

### 36 Contracts on capital account :

Estimated amount of contracts remaining to be executed on capital account and not provided for (net of capital advance).	-	-
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### 37 Related Party disclosures as required under Ind AS-24 are given below:

Directors, Key Management Personnel & their relatives			Rs. In lakhs
Vijay Majrekar [DIN : 00804808]	Chairman & Managing Director	Salary	270.26
Devraj Poojary [DIN : 02041726]	Executive Director	Salary	7.80
Mahima Bathwal	Company Secretary & Compliance Officer	Salary	2.29
Anuradha Kashikar [DIN : 00804831]	Executive Director	Rent	122.50
Sitting fees to Directors			2.40

### 38 Operating leases :

#### As Lessee

#### Additions to right of use assets

Property, plant and equipment comprises owned & leased assets that do not meet the definition of investment property.

			Rs. In Lakhs
Particulars	As at	As at	
	March 31, 2024	March 31, 2023	
Property, plant and equipment owned	-	-	
Right-of-use assets, except for investment property	259.28	330.97	
			Rs. In Lakhs
			Office
Particulars	As at	As at	
	March 31, 2024	March 31, 2023	
<b>(A) Changes to the carrying value of right of use assets</b>			
Balance at beginning of the year	330.97	402.65	
Changes due to lease modification	-	-	
Depreciation charge for the year	71.68	71.68	
Balance at end of the year	259.29	330.97	
<b>(B) Changes in the Lease liabilities</b>			
Balance at beginning of the year	506.57	567.94	
Additions/Adjustments	-	-	
Lease Payments	70.92	61.37	
Balance at end of the year	435.66	506.57	
<b>(C) Maturity analysis of lease liabilities</b>			
<b>Maturity analysis – contractual undiscounted cash flows</b>			
Less than one year	128.63	122.50	
One to five years	368.98	497.60	
More than five years	-	-	
Total undiscounted lease liabilities at 31 March 2024	497.60	620.10	
<b>Lease liabilities included in the statement of financial position at 31 March 2024</b>			
Current	85.44	70.92	
Non-Current	350.22	435.65	
Total	435.66	506.57	
			For the year ended
Particulars	March 31, 2024	March 31, 2023	
<b>(D) Amounts recognised in profit or loss</b>			
Interest on lease liabilities	51.58	58.63	
Variable lease payments not included in the measurement of lease liabilities	-	-	
Income from sub-leasing right-of-use assets	-	-	
Expenses relating to short-term leases	-	-	
Expenses relating to leases of low-value assets, excluding short-term leases of low value assets	-	-	
<b>(E) Amounts recognised in the statement of cash flows</b>			
Total cash outflow for leases	122.50	120.00	

## 39 Derivative instruments :

The Company's exposure to foreign currency fluctuations relates to foreign currency irrevocable 90 days letter of credit. The Company limits the effects of foreign exchange rate fluctuations by following established risk management policies. The currencies in which these transactions are mainly denominated is Japan Yen.

## 40 Financial risk management :

The Company has exposure to the following risks arising from financial instruments :

- Market Risk [refer A) below]
- Liquidity Risk [refer B) below]
- Credit Risk [refer C) below]

In the course of its business the Company is exposed primarily to aforesaid risks which may impact the fair value of its financial instruments. The Company has a risk management system which not only covers the foreign exchange risks but also other risks associated with the financial assets and liabilities such as credit risks. The risk management strategy is approved by Board of Directors which is implemented by the Company's management. The risk management framework aims to create a stable business planning environment by reducing the impact of market related risks credit risks and currency fluctuations on the Company's earnings. The risks identified through the risk management system are analysed and evaluated by the Company's management and reported to the Board of Directors periodically along with report of planned mitigation measures.

### A) Market Risk :

Market risk is the risk of any loss in future earnings in realisable fair values or in future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the foreign currency exchange rates liquidity and other market changes. Future specific market movements cannot be normally predicted with reasonable accuracy.

#### i) Foreign currency risk :

The Company is exposed to foreign exchange risk arising from foreign currency transactions primarily with respect to the Japanese Yen (JPY) and US dollars (US\$). Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the Company's functional currency (Indian Rupees). The Company is exposed to foreign exchange risk on their receivables, payables which are held in JPY and US\$. The fluctuation in the exchange rate of INR relative to JPY and US\$ may not have a material impact on the company's assets and liabilities.

#### Foreign Currency Sensitivity :

The following table demonstrates sensitivity to a reasonable possible change in major foreign currency (JPY and US\$) with all other variables held constant. The sensitivity analysis is prepared on the net unhedged exposure of the Company as at the reporting date. 5% represents management's assessment of reasonably possible change in foreign exchange rate.

Particulars		Rs. In Lakhs	
		Effect on Profit Before Tax	
		For the year ended March 31, 2024	For the year ended March 31, 2023
JPY	+5%	6.01	2.99
	-5%	(6.01)	(2.99)
US\$	+5%	-	-
	-5%	-	-

#### ii) Interest rate risk :

The Company has granted loans to related parties and third parties. The Company recovers interest as per the terms of the agreement which approximates the prevailing market rate of interest from time to time. Accordingly, interest rate risk for loans given is not considered to be substantial. The Company does not have any borrowings. Surplus funds are being invested in bank deposits at fixed interest rates and the tenure is managed to match with the Company's liquidity profile.

### B) Liquidity Risk :

The Company's principal sources of liquidity are cash and cash equivalents and cash flows generated from operations. The Company regularly monitors actual cash flows and forecasts to ensure that the Company maintains sufficient liquidity to meet the operation needs.

### C) Credit Risk :

Credit risk is the unexpected loss in financial instruments if the counter parties fails to discharge it's contractual obligations in entirety and timely. The Company is exposed to credit risks arising from it's operating and financing activities such as trade receivables loans and advances and other financial instruments. The carrying amounts of financial assets represent the maximum credit exposure.

## 41 Ageing analysis of Trade receivables and Trade payables :

Rs. In Lakhs

A. Trade Receivables	As at March 31, 2024					
	Less than 6 months	Between 6 months upto 1 year	Between 1 year to 2 years	Between 2 years to 3 years	More than 3 Years	Total
Trade Receivables	1,435.96	127.87	22.68	9.53	284.40	1,880.44
<b>Total</b>	<b>1,435.96</b>	<b>127.87</b>	<b>22.68</b>	<b>9.53</b>	<b>284.40</b>	<b>1,880.44</b>

B. Trade Payables	As at March 31, 2023					
	Less than 6 months	Between 6 months upto 1 year	Between 1 year to 2 years	Between 2 years to 3 years	More than 3 Years	Total
Trade Payables	1,670.38	95.18	11.44	32.08	250.27	2,059.35
<b>Total</b>	<b>1,670.38</b>	<b>95.18</b>	<b>11.44</b>	<b>32.08</b>	<b>250.27</b>	<b>2,059.35</b>

B. Trade Payables	As at March 31, 2024					
	Less than 6 months	Between 6 months upto 1 year	Between 1 year to 2 years	Between 2 years to 3 years	More than 3 Years	Total
Trade Payables	853.00	55.38	25.96	-	36.96	971.30
<b>Total</b>	<b>853.00</b>	<b>55.38</b>	<b>25.96</b>	<b>-</b>	<b>36.96</b>	<b>971.30</b>

B. Trade Payables	As at March 31, 2023					
	Less than 6 months	Between 6 months upto 1 year	Between 1 year to 2 years	Between 2 years to 3 years	More than 3 Years	Total
Trade Payables	1,106.56	56.50	21.19	-	39.04	1,223.29
<b>Total</b>	<b>1,106.56</b>	<b>56.50</b>	<b>21.19</b>	<b>-</b>	<b>39.04</b>	<b>1,223.29</b>

The Company's exposure to currency and liquidity risks related to trade payables is disclosed in Note 39.

## 42 Capital management :

For the purpose of Company's capital management capital includes equity share capital and all other reserves attributable to equity shareholders. The Company has a long-term strategy of pursuing profitable growth. Capital is managed proactively to secure the existence of the Company as a going concern in the long-term and create financial flexibility for profitable growth in order to add value to the Company. A further aim of the capital management is to ensure long-term availability of liquidity maintain strong credit ratings and ensure optimal capital structure in order to support business through continuing growth and maximizing shareholders value. The Company funds it's operations through internal accruals and the Management along with the Board of Directors regularly monitor the returns on capital.

## 43 Employee benefits : Post employment benefit plans

### Defined contribution plans :

The Company makes contributions determined as a specified percentage of employee salaries in respect of qualifying employees towards Provident Fund which is a defined contribution plan. The Company has no obligations other than to make the specified contributions. The contributions are charged to the Statement of Profit and Loss as they accrue. The amount recognised as an expense towards contribution to Provident Fund for the year aggregated to Rs.44.20 Lakhs (March 31, 2023: Rs.40.38 Lakhs).

### Defined benefit plans :

The Company has defined benefit plans that provide gratuity benefit. The gratuity plan entitles an employee who has rendered at least five years of continuous service to receive one-half month's salary for each year of completed service at the time of retirement / exit. The Scheme is funded by the plan assets.

The Company makes contributions determined as a specified percentage of employee salaries in respect of certain employees towards Provident Fund to the Employee Provident Fund.

The following table summarises the position of assets and obligations relating to two plans :

Rs. In Lakhs

Particulars	Gratuity	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Present value of funded obligations	207.30	195.04
Fair value of plan assets	242.22	209.42
<b>(Asset) / Liability recognised in balance sheet</b>	<b>(34.92)</b>	<b>(14.38)</b>

### Classification into current / non-current :

The (asset) / liability in respect of each of the plans comprises of the following non-current & current portions :

Rs. In Lakhs

Particulars	Gratuity	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Non-current liability	(34.92)	(14.38)
Current liability	-	-
<b>Total</b>	<b>(34.92)</b>	<b>(14.38)</b>

### Movement in present values of defined benefit obligations :

Rs. In Lakhs

Particulars	Gratuity	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Defined benefit obligation at April 1	195.04	169.14
Service cost	13.14	12.24
Interest cost	14.14	11.84
<b>Actuarial (gains) / losses recognised in Other Comprehensive Income due to:</b>		
Change in assumptions	(7.42)	5.08
Experience changes	(0.00)	-
Benefits paid / Employees contribution	(7.61)	(3.26)
<b>Defined benefit obligation at March 31</b>	<b>207.30</b>	<b>195.04</b>

### Movement in fair value of plan assets :

Rs. In Lakhs

Particulars	Gratuity	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Fair value of plan assets at April 1	209.42	186.20
Return on plan assets recognised in other comprehensive income	-	-
Interest on plan assets	17.00	14.16
Contributions by employer	23.41	12.31
Benefits paid / Employees contribution	(7.61)	(3.26)
<b>Fair value of plan assets at March 31</b>	<b>242.21</b>	<b>209.42</b>

### Expense recognised in the Statement of Profit and Loss :

Rs. In Lakhs

Particulars	Gratuity	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Current service cost	13.14	12.24
Interest on net defined benefit liability / (asset)	(10.28)	2.76
<b>Total included in Employee benefits expense</b>	<b>2.86</b>	<b>15.00</b>

**Remeasurements recognised in other comprehensive income :****Rs. In Lakhs**

Particulars	Gratuity	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Actuarial (gain) / loss on defined benefit obligation	(7.42)	5.72
Return on plan assets excluding interest income	-	-

**Principal actuarial assumptions at the balance sheet date (expressed as weighted average):****Rs. In Lakhs**

Particulars	Gratuity	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Discount rate per annum as at March 31	7.25%	7.00%
Expected return per annum on plan assets as at March 31	7.25%	7.00%
Future salary increment	4.0%	4.0%
Retirement age	60 Years	60 Years
Mortality	Indian Assured Lives Mortality (2006-08) Ult table	Indian Assured Lives Mortality (2006-08) Ult table
Attrition rate	1%- 3%	1%- 3%

At March 31, 2024 the weighted average duration of the defined benefit obligation was 41.07 years ( March 31, 2023 : 39.36 years).

Note: The estimates of future salary increases considered in actuarial valuation takes into account inflation seniority promotion and other relevant factors.

**The major categories of plan assets are as follows :****Rs. In Lakhs**

Particulars	For the year ended March 31, 2024			For the year ended March 31, 2023		
	Quoted	Unquoted	Total	Quoted	Unquoted	Total
Insurer managed funds	-	242.22	242.22	-	209.42	209.42
Others	-	-	-	-	-	-

**44 Financial Instruments :****Accounting classifications :**

The following tables shows the carrying amount / fair values of financial assets & financial liabilities :

**Rs. In Lakhs**

Financial instruments category	Carrying value / Fair value	
	As at March 31, 2024	As at March 31, 2023
<b>Financial Assets</b>		
<b>a) Measured at fair value through Profit or Loss (FVTPL)</b>		
Derivative contracts not designated as cash flow hedges	-	-
<b>b) Measured at fair value through Other Comprehensive Income (OCI)</b>		
Derivative contracts designated as cash flow hedges	-	-
<b>c) Measurement at amortised cost:</b>		
Trade receivables	1,880.44	2,059.35
Cash and cash equivalents	68.46	33.00
Bank balances other than cash and cash equivalents	-	-
Loans	-	-
Other financial assets (current and non-current)	46.99	35.96
<b>Total Financial Assets</b>	<b>1,995.89</b>	<b>2,128.31</b>
<b>Financial Liabilities</b>		
<b>a) Measured at fair value through Profit or Loss (FVTPL)</b>		
Derivative contracts not designated as cash flow hedges	-	-
<b>b) Measured at fair value through Other Comprehensive Income (OCI)</b>		
Derivative contracts designated as cash flow hedges	-	-
<b>c) Measurement at amortised cost:</b>		

Trade payables	971.30	1,223.29
Other financial liabilities (current and non-current)	3,285.62	1,931.61
<b>Total Financial Liabilities</b>	<b>4,256.92</b>	<b>3,154.90</b>

#### Valuation techniques and significant unobservable inputs :

- The carrying amounts of trade receivables, cash and bank balances, other bank balances, non-current loans, current loans, other current financial asset, trade payables and other current financial liabilities are measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.
- There have been no transfers between Level 1 and Level 2 during the above periods.
- Short-term financial assets and liabilities are stated at carrying value which is approximately equal to their fair value.

#### 45 Dues to Micro, Small and Medium Enterprises :

Under the Micro, Small and Medium Enterprises Development Act 2006 (MSMED) which came into force from October 2, 2006 certain disclosures are required to be made relating to Micro, Small and Medium enterprises. On the basis of the information and records available with the management amount outstanding as on March 31, 2024 to Micro, Small and Medium Enterprises on account of principal amount aggregate to Rs.796.53 Lakhs (Previous Year Rs.142.29 Lakhs). As per the terms / understanding with the parties, no interest is payable and hence no provision has been made for the same.

#### 46 Segment reporting :

The business of the Company mainly comprises of manufacturing and sale of “Medical Devices” which has been identified as a single reportable segment for the purpose of Ind AS 108 on ‘Operating Segments’.

The geographical information analyses the Company’s revenues and non-current assets by the Company’s country of domicile (i.e. India) and outside India. In presenting the geographical information segment revenue has been based on geographical location of customers and segment assets which have been based on the geographical location of the assets.

##### i) Revenues :

Rs. In Lakhs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
India	4,930.28	5,000.80
Outside India	188.62	264.74

##### ii) Non-current assets\* :

Rs. In Lakhs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
India	-	-
Outside India	-	-

\* Non-current assets exclude financial instruments deferred tax post-employment benefit assets and rights arising under insurance contracts if any.

#### 47 Details of Benami Property held :

The Entity has not held any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder. Hence any proceeding have not been initiated or pending against the group companies for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

#### 48 Relationship with Struck Off Companies :

The company has not undertaken any transactions with struck off companies.

#### 49 Borrowings obtained on the basis of Security of Current Asset :

As per sanctioned letter issued by Banks, the company is required to submit Book Debts and Inventory statement to Banks on quarterly basis. The Books Debts and Inventory statement are in agreement with books of account.



## 50 Revaluation of Property, Plant and Equipment and Intangible Assets :

The company has not done revaluation of PPE / Intangible assets.

## 51 Utilisation of Borrowed Funds and Share Premium :

As on March 31, 2024 there is no unutilised amounts in respect of any issue of securities and long term borrowings from banks and financial institutions. The borrowed funds have been utilised for the specific purpose for which the funds were raised.

## 52 Undisclosed Income :

The company does not have any such transaction which is not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 ( Such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

## 53 Details of Crypto or Virtual Currency :

The Entity has not traded or invested in crypto currency or virtual currency during the financial year.

## 54 Registration of Charges or Satisfaction with Registrar of Companies :

The Entity does not have any charges or satisfaction, which is yet to be registered with ROC beyond the statutory period.

## 55 Compliance with Number of Layers of Companies :

The Entity does not have any Holding or Subsidiary Companies in respect of the prescribed clause (87) of section 2 of the Companies Act read with the Companies ( Restriction on number of Layers) Rules, 2017.

**56** The Entity have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
- (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

**57** The Entity have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

## 58 Accounting Ratios :

S. No.	Ratio	Formula	Particulars		Ratio as on		Comments
			Numerator	Denominator	31 March 2024	31 March 2023	
(a)	Current Ratio	Current Assets / Current Liabilities	Current Assets	Current Liability	1.99	2.04	Reduction in the ratio is due to increase in Borrowings.
(b)	Debt-Equity Ratio	Debt / Equity	Debt	Equity	0.43	0.19	The increase in the debt-equity ratio is because the company has taken on more debt relative to its equity.
(c)	Debt Service Coverage Ratio	Net Operating Income / Debt Service	Net Operating Income	Debt Service = Interest & Lease Payments + Principal Repayments	4.16	3.21	The increase in the debt-equity ratio is because the company has taken on more debt relative to its equity.

S. No.	Ratio	Formula	Particulars		Ratio as on		Comments
			Numerator	Denominator	31 March 2024	31 March 2023	
(d)	Return on Equity Ratio	Profit after tax less pref. Dividend x 100 / Shareholder's Equity	Net Income	Shareholder's Equity	3.52	2.85	Increase of ratio is an improvement in the company's profitability relative to shareholders' equity.
(e)	Inventory Turnover Ratio	Cost of Goods Sold / Average Inventory	Cost of Goods Sold	(Opening Inventory + Closing Inventory)/2	0.13	0.15	Decrease in Inventory Turnover ratio is due to higher levels of closing inventory maintained in the current year as compared to last year.
(f)	Trade Receivables Turnover Ratio	Net Credit Sales / Average Trade Receivables	Net Credit Sales	(Opening Trade Receivables + Closing Trade Receivable)/2	1.76	1.73	Increased sales and better collection has resulted in improvement of ratio.
(g)	Trade Payables Turnover Ratio	Net Credit Purchases / Average Trade Payables	Net Credit Purchases	(Opening Trade Payables + Closing Trade Payables)/2	1.28	1.46	Decrease in the ratio is because the company is taking longer to pay its suppliers as compared to before.
(h)	Net Capital Turnover Ratio	Revenue / Average Working Capital	Revenue	Average Working Capital	1.05	1.17	Decrease in this ratio is because of fresh capital employed by way borrowings.
(i)	Net Profit Ratio	Net Profit / Net Sales	Net Profit	Net Sales	0.02	0.02	Unchanged Net Profit Ratio is due to same level of changes in Net profit to net sales.
(j)	Return on Capital Employed	EBIT / Capital Employed	EBIT	Capital Employed	127.36	146.34	Reduction in return on capital employed ratio is because of fresh capital employed by way of borrowings.
(k)	Return on Investment	Net Profit / Net Investment	Net Profit	Net Investment	0.04	0.03	Unchanged Return on investment is due to same level of changes in profit as compared to the investment.

As per our report of even date attached

for **MAHESH CHANDRA & ASSOCIATES**  
Chartered Accountants  
Firm Registration No. 112334W

For & on behalf of the Board of Directors of **CENTENIAL SURGICAL SUTURE LTD.**  
CIN : L99999MH1995PLCo89759

**Adityavikram Bohra**  
Partner  
Membership No.: 193223  
Mumbai, MAHARASHTRA, May 28, 2024

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

**Anuradha Kashikar (DIN : 00804831)**  
Executive Director & Chief Financial Officer

**Mahima Bathwal**  
Company Secretary & Compliance Officer  
Membership No. ACS A35069

**29<sup>th</sup> Annual Report  
2023 ~ 2024**

