

## NOTICE

### CENTENIAL SURGICAL SUTURE LTD.

CIN: L99999MH1995PLCo89759 | Regd. Office: F-29, MIDC, Murbad, Thane 421401. Maharashtra.  
E: admin@centenialindia.com | T: (2524) 222905 | F: (2524) 222872 | www.centenialindia.com

NOTICE is hereby given that the 24<sup>th</sup> Annual General Meeting of the members of CENTENIAL SURGICAL SUTURE LTD. will be held on Saturday, September 28, 2019 at 10.30 a.m. at Murbad Manufacturers Association, X-27, MIDC, Murbad, Thane 421401, Maharashtra to transact the following business:

#### A. ORDINARY BUSINESS:

- 1). To receive, consider and adopt the Audited Accounts for the year ended March 31, 2019 along with notes and schedules thereon as on that date and the reports of Directors and Auditors thereon.
- 2). To appoint a Director in place of Shri Devraj T. Poojary (DIN: 02041726), Executive Director of the Company who retires by rotation and being eligible offers himself for re-appointment.

#### B. SPECIAL BUSINESS:

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

Re-appointment of Shri Vijay Majrekar, (DIN: 00804808) Managing Director of the Company.

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to the approval of such other consents, permissions and sanctions of appropriate and / or concerned authorities, if required and subject to such conditions and modifications, as may be prescribed, imposed or suggested by any of such appropriate and / or concerned authorities while granting such approvals, consents, permissions and sanctions and as agreed by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers conferred by this resolution) without any further approval of the members of the Company, the consent of the members of the Company be and is hereby accorded for the re-appointment and remuneration payable to Shri Vijay Majrekar (DIN : 00804808) as the Managing Director of the Company for a further period of 5 (Five) years commencing from October 1, 2019 to September 30, 2024 upon the terms and conditions set out in the draft agreement between the Company and Shri Vijay Majrekar submitted to this meeting and for the purpose of identification initialled by a Director which agreement is hereby specifically approved with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment.

RESOLVED FURTHER THAT the Commission or Performance Linked Incentive or Bonus: Not exceeding 1% of the net profit of the Company in any financial year as the Board may determine from time to time but shall not exceed the amount equivalent to the salary for the relevant period; it may be paid pro-rata on a monthly basis at the absolute discretion of the Board.

RESOLVED FURTHER THAT the Board and Nomination and Remuneration Committee be and are hereby authorised to vary, amend, modify and revise from time to time the terms of remuneration payable to Shri Vijay Majrekar as Managing Director, within the above overall limit, as may be deemed appropriate.

RESOLVED FURTHER THAT where, during the financial years covered under the period of 5 years from October 1, 2019 to September 30, 2024 the Company has no profits or its profits are inadequate, the Company shall pay remuneration, benefits and amenities to Shri Vijay Majrekar as Managing Director as specified in the Agreement referred to above, based on the approval of the Nomination & Remuneration Committee and the Board of Directors of the Company and subject to obtaining necessary approvals, as may be required in accordance with the provisions of Sections 197, 198 and Schedule V of the Companies Act, 2013 or any amendments thereto as may be made from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby severally authorised to make necessary application(s) to such authorities, to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s), as may be required, for seeking its approval and to do and perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to seek necessary approvals and settle any questions, difficulties or doubts that may arise in this regard to give effect to the aforesaid resolution”.

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

Re-appointment of Shri Bhushan Suhas Limaye (DIN: 00804930), as an Independent Non-Executive Director of the Company for second term of five consecutive years w.e.f. 01-04-2019.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (“Rules”) (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, Shri Bhushan Suhas Limaye, Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for a second term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient or desirable to give effect to this resolution.”

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

Re-appointment of Shri Sunil C. Modi (DIN: 03103966), as an Independent Non-Executive Director of the Company for second term of five consecutive years w.e.f. 01-04-2019.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (“Rules”) (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, Shri Sunil C. Modi, Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for a second term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient or desirable to give effect to this resolution.”

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

Re-appointment of Shri Jagadish B. Shetty (DIN: 00731896), as an Independent Non-Executive Director of the Company for second term of five consecutive years w.e.f. 01-04-2019.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (“Rules”) (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, Shri Jagadish B Shetty, Independent Non-Executive Director of the Company, who

has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for a second term of five consecutive years with effect from 1st April, 2019 to 31<sup>st</sup> March, 2024 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient or desirable to give effect to this resolution.”

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

Alteration of Memorandum of Association as per the provisions of the Companies Act, 2013:

“RESOLVED THAT pursuant to the provisions of Section 4, 13, 15 and any other applicable provisions of the Companies Act, 2013 (“the Act”), the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table A of the Schedule I of the Act, and Subject to the approval of other Competent authorities, as may be required, consent of the members be and is hereby accorded for alteration in the Memorandum of Association of the Company as per the following:

1. To alter Object Clause of the Memorandum of Association of the Company by replacing the existing clause No. 1 of the Clause 3 (a) of the Memorandum of Association with the following new clause No.1 as reproduced below:
  - (1) To carry on the business of manufacturing, trading, buying, importing, developing, selling, distributing, importing, exporting, processing, canning, converting, altering, refining, milling, preserving, packing, sterilization by ETO (ethylene oxide gas) and gamma irradiation of medical devices, dehydration, blister packaging, bottling and generally dealing in all types of medical devices, surgical sutures and suture materials, microsutures, absorbable and non-absorbable, synthetic monofilament / braided and catgut plain / chromic, surgical linen thread, silicone coated polyester synthetic suture material, wax coated braided silk non-absorbable suture, raw silk filaments, braiding / coating by wax, silicone, atraumatic needles, attaching machines, attaching dies, pouching machines, three side, four side sealing machines, film packaging machines, corrosion resistant wires monofilament stainless steel 316LVM, 316L, multifilament monofilament stainless steel 316L for cardiac pacing electrode, wire, synthetic fibers, tereylene, polyester - fiber plait, foil sachets, needles, disposable surgical skin staplers, titanium / polymer ligature clips, double wrapped in foil sachets, sterile catgut chromic / plain, braided coated, non-absorbable, dispenser pack, reels, Polyamide Braided, Polyamide monofilament black / blue / undyed, Polypropylene blue / undyed, monofilament polypropylene mesh undyed with various thickness, with blue lines for hernia repair, composite mesh with ePTFE, polyester mesh composite with IDPE film for hernia repair, with silicone for hernia repair, laser cutting of various kinds of mesh for hernia repair, monofilament, Polyvinylidene fluoride blue, undyed, monofilament, coated, braided polyester, virgin silk. Sterilizing fluid, stainless steel monofilament, umbilical cotton tape, bone wax, polyester fiber tape, future dispenser and micro surgical cellulose swabs.
2. Deletion of the clause III part (A) heading of the Memorandum of Association and replaced by new heading as reproduced below:
  - A. THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE: -
3. Deletion of the Clause III Part (B) heading of the Memorandum of association and replaced by new heading as reproduced below:
  - B. MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:
4. The existing Part C i.e. “OTHER OBJECTS” Clauses of the Memorandum of Association of the Company be deleted and all the clauses shall be renumbered from 1 to 45 (both inclusive) of revised Memorandum of Association of the Company.
5. Deletion of the Clause IV of the Memorandum of Association and replaced by new Clause IV as reproduced below:

The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient in order to give effect to this Resolution.”

By Order of the Board of Directors

For **C**ENTENIAL SURGICAL SUTURE LTD.

Place of Signature: Mumbai, Maharashtra.  
Date: August 9, 2019

Mahima Bathwal  
**Company Secretary**  
ACS A35069

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

**NOTES:**

- 1). A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. A proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company at its Registered Office not later than forty-eight hours before the Commencement of the meetings. Proxies submitted on behalf of companies, societies etc. must be supported by an appropriate resolution / authority, as applicable. A person shall not act as Proxy for more than 50 members and holding in the aggregate not more than 10 percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than 10 percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
- 2). Every member entitled to vote at the 24<sup>th</sup> Annual General Meeting (AGM) of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning twenty-four hours before the time fixed for the commencement of the 24<sup>th</sup> AGM and ending on the conclusion of the meeting. However, a prior notice of not less than 03 (Three) days in writing of the intentions to inspect the proxies lodged shall be required to be provided to the Company.
- 3). The Ordinary resolution for ratification of Statutory Auditor is not proposed as pursuant to the Companies (Amendment) Act, 2017.
- 4). Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the 24<sup>th</sup> AGM as set out in the Notice is annexed hereto.
- 5). Register of Members and Share Transfer Books in respect of equity shares of the Company will remain closed from Monday the September 23, 2019 to Saturday the September 28, 2019 (both days inclusive).
- 6). A route map showing directions to reach the venue of the 24<sup>th</sup> AGM is given along with this Annual Report as per requirement of the Secretarial Standards – 2 on General Meeting.
- 7). The Securities Exchange Board of India (SEBI) has mandated submission of Permanent Account (PAN) of every participant in Securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Purva Sharegistry (India) Pvt. Ltd.
- 8). Corporate members intending to send their authorised representatives to attend the 24<sup>th</sup> AGM are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the 24<sup>th</sup> AGM.
- 9). In case of joint holders attending the 24<sup>th</sup> AGM, only such joint holder who is higher in the order of names will be entitled to vote.

- 10). Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the 24<sup>th</sup> AGM.
- 11). In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, this Notice and the Annual Report of the Company for the Financial Year 2018 - 2019 are being sent by e-mail to those Members who have registered their e-mail address with the Company's Registrars and Share Transfer Agents (RTA) (in respect of shares held in physical form) or with their Depository Participants (DPs) (in respect of shares held in electronic form) and made available to the Company by NSDL and CDSL.
- 12). Members are advised to register / update their address, e-mail addresses to their DPs in case of shares held in electronic forms and to the Company's RTA in case of shares held in physical form for receiving all communications, including Annual Report, Notices, Circulars, etc. from the Company.
- 13). Members desiring any relevant information on accounts at the 24<sup>th</sup> AGM are requested to write to the Company well in advance to ensure that such requests reach the Company's registered office at least 7 days before the date of the 24<sup>th</sup> AGM, so as to enable the Company to keep the information ready.
- 14). Entry to the venue will be strictly regulated by the attendance slip which is annexed to the proxy form. Members are requested to produce the attendance slip duly signed along with photo identity proof i.e. PAN Card / Driving licence / Passport Copy, if any, at the entrance of venue.
- 15). Members holding shares in physical form and desirous of making a nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 read with Rule 19 of Companies (Share Capital and Debentures) Rules, 2014, may fill SH-13 and send the same to the office of RTA of the Company. In case of shares held in dematerialized form, the nomination / change in nomination should be lodged with their DPs.
- 16). Members, who hold shares in:
  - a). Multiple De-mat accounts and / or
  - b). One or more folios in physical form are advised to consolidate their holdings in single Demat account.
- 17). Members are requested to correspond with RTA for all matters relating to shareholding in the Company.
- 18). Members please note that as a measure of economy, copies of the 24<sup>th</sup> Annual Report will not be distributed at the 24<sup>th</sup> AGM venue.
- 19). Prevention of Frauds: You are advised to exercise due diligence and notify your DP of any change in address, stay abroad or demise of any shareholder as soon as possible. Do not leave your Demat account dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
- 20). Confidentiality of Security Details: Do not disclose your Folio Nos. / DP ID / Client ID to unknown persons. Do not hand over signed blank transfer deeds, delivery instruction slips to any unknown persons.
- 21). Dealing of Securities with Registered Intermediaries: Members must ensure that they deal with only SEBI registered intermediaries and must obtain a valid contract note / confirmation memo from the broker / sub-broker, within 24 hours of execution of the trade and it should be ensured that the Contract Note / Confirmation Memo contains order no., trade no., trade time, quantity, price and brokerage.
- 22). Members can opt for one mode of voting i.e. either by physical Assent / Dissent or through e-voting. If Members opt for e-voting then do not vote by Physical Assent / Dissent or vice versa. However, in case Members cast their vote both by Physical Assent / Dissent and e-voting, then voting done through e-voting shall prevail and voting done by Physical Assent / Dissent will be treated as invalid.
- 23). In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through e-voting or physical Assent / Dissent, the said resolutions will not be decided on a show of hands at the 24<sup>th</sup> AGM. The voting right of all shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday the September 20, 2019, may cast their vote electronically.
- 24). In Compliance with the provisions of Section 108 of the Act and the Rules framed thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements [LODR]), Regulations, 2015 hereinafter referred to as

“Listing Regulations” (including any statutory modification(s) and / or re-enactment(s) for the time being in force), the members are provided with the facility to cast their electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. In order to enable its Members, who do not have access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as sent out in this Notice, the Company is enclosing a Ballot Form with the Notice. Instructions for Ballot form are given at the back of the said form and instructions for e-voting are given here in below. Resolutions passed Members through Ballot Forms or e-voting is / are deemed to have been passed as if they have been passed at the 24<sup>th</sup> AGM.

- 25). Shri Hemant Shetye, Partner of M/s. HS Associates, Company Secretaries, C.P. No. 1483; Practicing Company Secretary [Membership No. FCS: 2827], has been appointed as the Scrutinizer to scrutinise the voting and remote e-voting process (including the ballot forms received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- 26). The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be above to exercise their right at the meeting.
- 27). The members who have cast their vote by remote e-voting or by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- 28). Members can opt for only one mode of voting, i.e. either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and vote cast through ballot Form shall be treated as invalid.
- 29). Members who do not have access to e-voting facility may send duly completed Assent / Dissent Form (enclosed with the Annual Report) so as to reach the Scrutiniser appointed by the Board of Directors of the Company, Shri Hemant Shetye, Partner of M/s. HS Associates, Company Secretaries, C.P. No. 1483; Practicing Company Secretary [Membership No. FCS: 2827], at the Registered Office of the Company OR reach M/s. Purva Sharegistry (India) Pvt. Ltd. Unit: CENTENIAL SURGICAL SUTURE LTD., Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (E), Mumbai 400011. T: 23016761/8261/2518 | F:23012517 | SEBI Registration No.: INR000001112 not later than, Friday the September 27, 2019 (5.00 p.m. IST). Members have the option to request for physical copy of the Assent / Dissent Form by sending an e-mail to [shareinvestor@centenialindia.com](mailto:shareinvestor@centenialindia.com) by mentioning their Folio / DP ID and Client ID No. However, the duly completed Assent / Dissent Form reach not later than Friday the September 27, 2019 (5.00 p.m. IST). Assent / Dissent Form received after this date will be treated as invalid.
- 30). The instructions for e-voting are as under:
  - A. Instructions for Demat folios:

The instructions for shareholders voting electronically are as under:

    - (i) The voting period begins on Tuesday, September 24, 2019 at IST 9.00 a.m. and ends on Friday, September 27, 2019 at IST 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Friday the September 20, 2019, i.e. the date prior to the commencement of book closure being the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
    - (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
    - (iii) Click on Shareholders.
    - (iv) Now Enter your User ID
      - [a]. For CDSL: 16 digits beneficiary ID,
      - [b]. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
      - [c]. Members holding shares in Physical Form should enter Folio Number registered with the Company.
    - (v) Next enter the Image Verification as displayed and Click on Login.
    - (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
    - (vii) If you are a first-time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> <li>▪ Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> </ul>
	<ul style="list-style-type: none"> <li>▪ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the Electronic Voting Sequence No. (EVSN): 190814042 for CENTENIAL SURGICAL SUTURE LTD. on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xviii) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- B. In case of members receiving the physical copy of the Notice of the AGM (for Members whose e-mail addresses are not registered with the Company / Depositories):
- i. Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
  - ii. Initial password is provided in the enclosed ballot form: EVEN (E-voting Event Number) + USER ID and PASSWORD.

C. Other instructions:

- 1). The e-voting period commence on Tuesday, September 24 2019 at IST 9.00 a.m. and ends on Friday, September 27, 2019 at IST 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday the September 20, 2019 may cast their vote electronically.
- 2). The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date (record date) of Friday the September 20, 2019.
- 3). In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- 4). The scrutinizer shall, immediately after the conclusion of voting at the 24<sup>th</sup> AGM, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witness not in the employment of the Company and make, not later than three days for conclusion of the meeting, a consolidated Scrutinizers Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- 5). The Results declared along with the Scrutinizers Report shall be placed on the Company’s website [www.centennialindia.com](http://www.centennialindia.com) and on the website of CDSL [www.evoting.cdsl.com](http://www.evoting.cdsl.com) immediately after the result is declared. The Company shall simultaneously forward the results to BSE (“BSE”) where the shares of the Company are listed.
- 6). The shareholders can also access the Annual Report 2018 - 2019 of the Company circulated to the Members of the Company and other information about the Company on Company’s website, i.e., [www.centennialindia.com](http://www.centennialindia.com) or on Stock Exchange website, which is [www.bseindia.com](http://www.bseindia.com).
- 7). Members are requested to come and occupy their seats at least 15 minutes before commencement of 24<sup>th</sup> AGM. Due to SECURITY REASONS, note that briefcase / bags / eatables / electronic gadgets such as a mobile, laptop, camera, pens with camera etc., will NOT be allowed along with members / proxies in the 24<sup>th</sup> AGM venue during meeting hours. In case any member / proxy brings electronic gadgets or other items mentioned above the same has to be deposited with security outside the 24<sup>th</sup> AGM venue at the owners’ risk.
- 8). Members who are holding shares in identical order of names in more than one folio are requested to write to the Company requesting the Company to consolidate their holdings in one folio.
- 9). As per Section 118(10) of the Companies Act, 2013 read with the Secretarial Standards for General Meeting issued by Institute of Company Secretaries of India “**NO GIFTS, GIFT COUPONS OR CASH IN LIEU OF GIFTS SHALL BE DISTRIBUTED TO MEMBERS AT OR IN CONNECTION WITH THE 24<sup>th</sup> AGM**”.

By Order of the Board of Directors

For **C**ENTENIAL SURGICAL SUTURE LTD.

Place of Signature: Mumbai, Maharashtra.  
Date: August 9, 2019

Mahima Bathwal  
Company Secretary  
ACS A35069



**EXPLANATORY STATEMENT**  
**as required by Section 102 of the Companies Act, 2013**

ITEM NO. 3

Shri Vijay Majrekar (DIN : 00804808) was re-appointed as the Managing Director of the company w.e.f. October 1, 2016 for a period of three years. The present term of Shri Vijay Majrekar as Managing Director of the Company will expire on September 30, 2019.

In view of his significant and valuable contribution to the Company and as the Company is contemplating further growth, it is imperative that the Company should continue to benefit from his stewardship so as to achieve the growth plans so contemplated. Keeping the above in mind, as recommended by the Nomination and Remuneration Committee, the Board of Directors at the meeting held on August 9, 2019 have recommended the re-appointment of Shri Vijay Majrekar, as Managing Director of the Company, for a further period of 5 (Five) years commencing from October 1, 2019 to September 30, 2024 on the terms and conditions including the proposed remuneration as set out in the resolution at Item No.3.

Shri Vijay Majrekar satisfies all the conditions set out in Part I of Schedule V of the Companies Act, 2013 (“the Act”) and is eligible for re-appointment and is not Disqualified or Debarred by SEBI. As required under the provisions of the Act, approval of the members is being sought for the re-appointment of and the remuneration payable to Shri Vijay Majrekar as Managing Director of the Company.

The major terms and conditions proposed to be entered into by the Company with Mr. Vijay Majrekar in respect of his re-appointment, inter alia, contain the following: Shri Vijay Majrekar, Managing Director will be entitled for following perquisites, which shall not be part of the ceiling of remuneration. The agreement referred to in the resolution at item no.3 of the accompanying notice sets out the remuneration, other terms and conditions applicable to Shri Vijay Majrekar upon his re-appointment as the Managing Director and will be entitled for following perquisites, which shall not be part of the ceiling of remuneration. The abstract of the terms and conditions of his re-appointment as mentioned in the said Agreement are as follows:

1. Period : 5 (Five) year’s re-appointed w.e.f. October 1, 2019.
2. The Managing Director shall exercise and perform such powers and duties as the Board shall from time to time determine and subject to any directions and restrictions given and imposed by the Board. The Managing Director shall devote his whole-time attention and abilities to the business of the Company. During the period of his employment, the Managing Director shall whenever required by the Company undertake such travelling in India / abroad as the Board may from time to time direct in connection with or in relation to the business of the Company.
3. Remuneration:
  - a) Salary not exceeding Rs. Fourteen lakhs per month.
  - b) Perquisites:
    - (A) In addition to payments under (a) above, the Managing Director will be entitled to perquisites and allowances including provision of rent-free furnished residential accommodation or house rent allowance of upto sixty percent of salary in lieu thereof for the Managing Director and of such house rent allowance in lieu thereof as may be approved by the Board or Committee, medical reimbursement and hospitalization insurance for the Managing Director and his family, leave travel concession/allowance for the Managing Director and his family, club fees (subject to a maximum of 2 clubs and not including admission and life membership fees), Personal Accident Insurance cover and any other general or specific allowance and/or perquisite in accordance with the rules of the Company or as may be agreed to by the Board of Directors and the Managing Director. For the above purposes (a) the expenditure incurred by the Company on gas, electricity, water and furnishings will be valued as per the Income Tax Rules, 1962 and (b) “family” means the spouse and dependent children of the Managing Director. The amount of the aforesaid perquisites and allowances will be restricted to an amount equal to the annual salary of the Managing Director.
    - (B) The Managing Director shall be member of the Company’s Provident Fund and the rules, regulations and bye-laws of this Fund, for the time being in force, shall apply to them. The Managing Director will be member of the company’s Pension Fund Scheme and shall be entitled to the benefits provided under the said Scheme and the rules, regulations and bye-laws of that for the time being in force, shall apply to them. Provided that the Company’s contribution to the Provident Fund and the Pension Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act. The Managing Director shall be entitled to annual leave (which leave

shall be on full salary with all benefits and amenities) and gratuity which shall be paid as per the Company's rules and will not be included in the computation of the ceiling on perquisites. Encashment of leave at the end of the tenure will be permitted in accordance with the rules of the Company, and will not be included in the computation of the ceiling on perquisites.

- (C) (i) The Company shall provide and make available to the Managing Director, a car of such make, as may from time to time be determined by the Company, and a driver, and shall bear and pay all garage rent, repairs, maintenance, running and other costs and charges whatsoever, in connection with the use of such car aforesaid by the Managing Director.
- (ii) The Company shall provide the Managing Director with telecommunication facilities at his residence. Provision of a car for use on Company's business and telecommunication facilities at residence will not be considered as perquisites. Personal long distance calls on telephone and use of the car for private purposes shall be recovered by the Company from the Managing Director. In the event of any increase in the limits of the emoluments, benefits and perquisites payable in accordance with the laws, policies, rules, regulations or guidelines in force from time to time, the Company may, in its discretion, increase the remuneration payable to the Managing Director, subject to obtaining such approvals as may be required.

#### Other Terms

- (i) Shri Vijay Majrekar shall not become interested or otherwise concerned directly or through their wife and / or minor children in any selling agency of the Company without the prior approval of the Central Government.
- (ii) Shri Vijay Majrekar shall be entitled to reimbursement of all actual expenses including on entertainment and travelling incurred in the course of the Company's business.
- (iii) Shri Vijay Majrekar appointment may be terminated by the Company or by them by giving not less than six months' prior notice in writing.
- (iv) The agreement also set out the mutual rights and obligations of the Company and Shri Vijay Majrekar.

In view of the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013, the Board recommends the Special Resolution set out at the said resolution of the accompanying Notice for the approval of the Members. Copy of the terms and conditions referred to in the Resolution would be available for inspection without any fee to the members at the Registered Office of the Company during normal business hours on any working days, up to and including the date of the Annual General Meeting.

Pursuant to Regulation 23 of SEBI (LODR) Regulations, 2015 Payment of Managerial Remuneration to Shri Vijay Majrekar, Managing Director of the Company of Rs.14 lakhs p.m. is not a material Related Party transaction, as it does not exceed 10 percent of the annual turnover of the Company as per the last audited financial statement 2018 - 2019, Consequently all the Related Parties as per the Definition Covered under the SEBI (LODR) Regulation 2015 are eligible to vote on the above mentioned Resolution.

Further Pursuant to Regulation 17 (e) (i) the Annual Remuneration payable to Shri Vijay Majrekar, Managing Director of the Company of Rs. 1.68 crores per annum is also within the specified limit of Rs. 5.00 Crores or 2.5% of net profits whichever is more.

Statement containing required information as per category A of part II of sub section II of the Schedule V of the Companies Act, 2013 is given below:

#### I. General Information

- |   |  |
|---|--|
| a. Nature of industry   | CENTENIAL SURGICAL SUTURE LTD., was incorporated in 1995 as a Public Limited Company with the sole aim of providing the medical profession in our country with a full range of Quality atraumatic needles and sutures; absorbable - synthetic / natural (catgut plain & chromic) and the entire range of non-absorbable sutures, as per United States Pharmacopoeia (USP) and other medical devices approved and licensed by Food and Drug Administration (FDA) ESIS Hospital Building, Thane (W) 400604, Maharashtra and as per Medical Device Rules, 2017. |
| b. Date or expected date of commencement of commercial production | Commercial production started in 1997.   |

c.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable.			
d.	Financial performance based on given indicators	Particulars	2016 - 2017 (Rs. In Lakhs)	2017 - 2018 (Rs. In Lakhs)	2018 - 2019 (Rs. In Lakhs)
		Gross Income	5,285.67	5,279.78	5,607.53
		Profit before Tax	254.80	241.31	284.17
		Profit after Tax	171.88	154.21	201.63
		Net worth	2,449.77	2,603.98	2,805.62
e.	Foreign investments or collaborations, if any.	None.			

II. Information about the appointee:

- |    |   |   |
|----|---|---|
| a. | Background Details  | A brief profile of Shri Vijay Majrekar is given herein above.   |
| b. | Past Remuneration   | The remuneration drawn by Shri Vijay Majrekar during the past 2 (two) years is as follows:<br><br>Year<br>2017 – 2018           Rs.120.00 lakhs<br>2018 – 2019           Rs.120.00 lakhs  |
| c. | Recognition or Awards   | Nil.  |
| d. | Job profile and his suitability   | Shri Vijay Majrekar has a Bachelor’s Degree in Commerce (B. Com) and Master Degree in Business Management (MBA) and has over 35 years of professional experience in the medical device industry. Shri Vijay Majrekar has significant knowledge of various aspects relating to the Company’s affairs and long business experience, and for smooth and efficient running of the business, the services of and the valuable contribution to the Company and as the Company is contemplating further growth, it is imperative that the Company should continue to benefit from Shri Vijay Majrekar stewardship so as to achieve the growth plans so contemplated and on the recommendation of the Nomination and Remuneration Committee, approved the re-appointment of Shri Vijay Majrekar as Managing Director & Chief Executive Officer (CEO) of the Company for a period of 5 years. During his career Shri Vijay Majrekar has worked in many different roles encompassing finance, formation of manufacturing facility, production, sales, product development and management, surgeon support, project expansion management and CEO. The past 28 years Shri Vijay Majrekar has been in leadership roles. Shri Vijay Majrekar’s varied experience over such long period has resulted into a wide and deep understanding of all the aspects of medical device business. This enables Shri Vijay Majrekar to drive operational excellence and strategic growth in the organization and deliver effectively across the breadth of responsibilities. |
| e. | Remuneration proposed   | The remuneration proposed is set out in the resolution at Item No.3.  |
| f. | Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) | There are no Companies of the same size in the industry; as such there is no statistics available of comparative remuneration profiles. While deciding the remuneration payable to Shri Vijay Majrekar, the Nomination and Remuneration Committee and the Board inter alia considered the compensations levels for similar positions in the medical devices industry and comparable organisations and have considered the proposed levels as appropriate and reasonable.  |

- g. Pecuniary relationship directly or indirectly with the company, or relationship with the Managerial personnel, if any.
- Besides the present / proposed remuneration, Shri Vijay Majrekar does not have any other pecuniary relationship with the Company.

### III. Other information

Reasons of loss or inadequate profits	<ul style="list-style-type: none"> <li>▪ Economic slowdown in Indian and global market</li> <li>▪ Falling prices in suture industry</li> <li>▪ Lower margins on products under execution due to highly competitive environment</li> <li>▪ Slower growth in the order entries due to volatile business environment.</li> </ul>
Steps taken or proposed to be taken for improvement	All efforts are now being focused on to improve order book by sourcing new orders from domestic as well as overseas customers and improving operational efficiency. The manufacturing facilities have been restructured for better productivity and cost savings. Greater emphasis is placed on optimisation of various processes to improve operational efficiency across the Company. These proactive steps are aimed at improving profitability in the face of a challenging environment in the suture industry.
Expected increase in productivity and profits in measurable terms	Barring unforeseen circumstances, the Company hopes to increase the revenue and profits by improved margins in the current year.

### Information pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS-2) regarding Director seeking appointment / re-appointment

Age	58 years
Qualifications	Bachelor of Commerce Degree (B.Com.) from University of Mumbai, Maharashtra. Master's Degree in Business Administration (MBA) from U.S.A.
Experience	34 years  Tenure of the re-appointment of Shri Vijay Majrekar as Managing Director shall be 5 (Five) years w.e.f. October 1, 2019. The Managing Director will be employed on whole time basis and will not be permitted to undertake any other business, work or public office, honorary or remunerative, except with the permission of the Board. The Managing Director shall be entitled to such other privileges, allowances, facilities and amenities in accordance with the rules and regulations as may be applicable to other employees of the Company and as may be decided by the Board, within the overall limits prescribed under the Act. Shri Vijay Majrekar will cease to be a Director on cessation of his employment with the Company. The appointment shall be governed by Section 196, 197, 203 read with Schedule V of the Act and Rules made thereunder.
Terms and conditions of re-appointment	
Last drawn remuneration	Rs.10.00 lakhs p.m.
Date of First appointment on the Board	June 20, 1995
No. of Shares held	7,48,675
Relationship with Directors, Managers and Key Managerial Personnel's	Husband of Anuradha Kashikar, Executive Director and Chief Financial Officer of the Company.
Number of Board Meetings attended during Financial Year 2018 - 2019	5 (Five)
Other Directorships	Nil
Chairman / Member of the Committees of Board of other companies.	Nil

Your Directors recommend Resolution No. 3 as a Special Resolution for approval by the members, except Shri Vijay Majrekar, being an appointee and Anuradha Kashikar, Executive Director and Chief Financial Officer of the Company, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

#### ITEM NO. 4

Shri Bhushan S. Limaye, is very well Educated and Qualified, holds a Bachelor of Commerce Degree (B.Com) from University of Mumbai and is a Chartered Accountant having nearly 30 years of professional experience in areas of financial consultancy, corporate structuring / restructuring, corporate banking, business re-organisations, taxation, valuation, accounting, auditing company law and Insurance. Shri Bushan S. Limaye is the proprietor of Bushan S. Limaye an Investment and Insurance Advisory firm and has been associated with the company since March 1, 2002. Shri Bushan 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, Remuneration Committee and Shareholders' / Investors' Grievance Committee of the Company and not related to any other Director of the Company and holds 100 shares of the Company in his name and is an Independent Non-Executive Director of the Company. Shri Bushan S. Limaye is member of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee. Shri Bushan S. Limaye joined the Board on March 1, 2002.

Shri Bushan S. Limaye hold the office for a period of 5 (five) consecutive years for a term upto 31st March, 2019 ("first term"), as approved by the Members of the Company in their 19th Annual General Meeting held on September 29th, 2014. The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended the re-appointment of Shri Bhushan S. Limaye as an Independent Director for the second term of 5 (five) consecutive years i.e. from 1st April, 2019 to 31st March, 2024 on the Board of the Company. In the opinion of the Board of Directors of the Company, Shri Bhushan S. Limaye fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the Management. The Board, considers that it would be beneficial and desirable in the interest of the Company, to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Shri Bhushan S. Limaye as an Independent Director on the Board of the Company for a second term of 5 (five) consecutive years i.e. from 1st April, 2019 to 31st March, 2024 on the Board of the Company, not liable to retire by rotation. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received declaration from him that he meets the criteria of independence as prescribed under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Copy of the draft letter of appointment proposed to be issued to Shri Bhushan S. Limaye setting out the terms and conditions of his appointment is available for inspection by the Members at the registered office of the Company during the office hours on all the working days except Saturdays, Sundays and public holidays.

Pursuant to Secretarial Standards on General Meetings, the summary of performance evaluation of Shri Bhushan S. Limaye is as follows: Shri Bushan S. Limaye helps in bringing judgment on the Board of Directors' deliberations especially on issues of financial consultancy, corporate structuring / restructuring, corporate banking, business re-organisations, taxation, valuation, accounting, auditing company law and Insurance strategy, performance, risk management, resources, key appointments and standards of conduct. Shri Bushan S. Limaye participates constructively and actively in the meetings of the Board /committees of the Board in which he is a member. Shri Bushan S. Limaye is interested in the resolution as set out at Item No. 3 of the Notice of Annual General Meeting with regard to his re-appointment. Relatives of Shri Bhushan S. Limaye may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations. The Board of Directors recommends the Special Resolution as set out at Item No. 4 of the accompanying Notice for approval of the Members.

#### ITEM NO. 5

Shri Sunil C. Modi, is very well Educated and Qualified, holds a Bachelor of Commerce Degree (B.Com) from University of Mumbai and is a practicing Chartered Accountant having nearly 25 years of professional experience in areas of financial consultancy, corporate structuring / restructuring, corporate banking, business re-organisations, taxation, valuation, accounting, auditing and company law and is an Independent Non-Executive Director of the Company. Shri Sunil C. Modi is member of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee. Shri Sunil C. Modi joined the Board on June 10, 2010. Shri Sunil C. Modi hold the office for a period of 5 (five) consecutive years for a term upto 31st March, 2019 ("first term"), as approved by the Members of the Company in their 19th Annual General Meeting held on September 29th, 2014. The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended the re-appointment of Shri Sunil C. Modi as an Independent Director for the second term of 5 (five) consecutive years i.e. from 1st April, 2019 to 31st March, 2024 on the Board of the Company.

In the opinion of the Board of Directors of the Company, Shri Sunil C. Modi fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the Management. The Board, considers that it would be beneficial and

desirable in the interest of the Company, to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Shri Sunil C. Modi as an Independent Director on the Board of the Company for a second term of 5 (five) consecutive years i.e. from 1st April, 2019 to 31st March, 2024 on the Board of the Company, not liable to retire by rotation. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received declaration from him that he meets the criteria of independence as prescribed under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). Copy of the draft letter of appointment proposed to be issued to Shri Sunil C. Modi setting out the terms and conditions of his appointment is available for inspection by the Members at the registered office of the Company during the office hours on all the working days except Saturdays, Sundays and public holidays.

Pursuant to Secretarial Standards on General Meetings, the summary of performance evaluation of Shri Sunil C. Modi is as follows: Shri Sunil C. Modi helps in bringing judgment on the Board of Directors' deliberations especially on issues of in areas of financial consultancy, corporate structuring / restructuring, corporate banking, business re-organisations, taxation, valuation, accounting, auditing and company law strategy, performance, risk management, resources, key appointments and standards of conduct. Shri Sunil C. Modi participates constructively and actively in the meetings of the Board / committees of the Board in which he is a member. Shri Sunil C. Modi is interested in the resolution as set out at Item No. 5 of the Notice of Annual General Meeting with regard to his re-appointment. Relatives of Shri Sunil C. Modi may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations. The Board of Directors recommends the Special Resolution as set out at Item No. 5 of the accompanying Notice for approval of the Members.

#### ITEM NO.6

Shri Jagadish B. Shetty, is very well Educated and Qualified, holds a Bachelor of Commerce Degree from University of Mumbai and is a practicing Chartered Accountant having nearly 20 years of professional experience in areas of financial consultancy, corporate structuring / restructuring, corporate banking, business re-organisations, taxation, valuation, accounting, auditing and company law. Shri Jagadish B. Shetty is a partner of Messrs RSA and Company, Chartered Accountants and has been associated with the company since May 9, 2013. Shri Jagadish B. Shetty as on the date of this report is a member of the Audit Committee of Centennial Surgical Suture Ltd., and also a member of the Remuneration Committee and Shareholders' / Investors' Grievance Committee of the Company. Shri Jagadish B. Shetty is an Independent Non-Executive Director, not related to any other Director of the Company and does not hold any shares of the Company is an Independent Non-Executive Director of the Company. Shri Jagadish B. Shetty is member of Nomination and Remuneration Committee. Shri Jagadish B. Shetty joined the Board on May 9, 2013.

Shri Jagadish B. Shetty holds the office for a period of 5 (five) consecutive years for a term upto 31st March, 2019 (“first term”), as approved by the Members of the Company in their 19<sup>th</sup> Annual General Meeting held on September 29<sup>th</sup>, 2014. The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended the re-appointment of Shri Jagadish B. Shetty as an Independent Director for the second term of 5 (five) consecutive years i.e. from 1st April, 2019 to 31st March, 2024 on the Board of the Company. In the opinion of the Board of Directors of the Company, Shri Jagadish B. Shetty fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the Management. The Board, considers that it would be beneficial and desirable in the interest of the Company, to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Shri Jagadish B. Shetty as an Independent Director on the Board of the Company for a second term of 5 (five) consecutive years i.e. from 1st April, 2019 to 31st March, 2024 on the Board of the Company, not liable to retire by rotation. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received declaration from him that he meets the criteria of independence as prescribed under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

Copy of the draft letter of appointment proposed to be issued to Shri Jagadish B. Shetty setting out the terms and conditions of his appointment is available for inspection by the Members at the registered office of the Company during the office hours on all the working days except Saturdays, Sundays and public holidays. Pursuant to Secretarial Standards on General Meetings, the summary of performance evaluation of Shri Jagadish B. Shetty is as follows: Shri Jagadish B. Shetty helps in bringing judgment on the Board of Directors' deliberations especially on issues of financial consultancy, corporate structuring / restructuring, corporate banking, business re-organisations, taxation, valuation, accounting, auditing and company law, strategy, performance, risk management, resources, key appointments and standards of conduct. Further, Shri Jagadish B. Shetty participates constructively and actively in the meetings of the Board / committees of the Board in which he is a member. Shri Jagadish B. Shetty is interested in the resolution as set out at Item No. 6 of the Notice of Annual General Meeting with regard to his re-appointment. Relatives of Shri Jagadish B. Shetty may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned

or interested, financially or otherwise, in the resolution. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations. The Board of Directors recommends the Special Resolution as set out at Item No. 6 of the accompanying Notice for approval of the Members.

#### ITEM NO. 7

The Companies Act, 2013, has prescribed a new format of Memorandum of Association (“MOA”) for public companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter the MOA of the Company by merging, altering and retaining the Objects under Clause III (C) – “The Other Objects are” with Clause III (B) – “The Objects Incidental or Ancillary to the attainment of the Main Objects are” to the extent possible and also to rename and renumber the Clause III (A) and III (B) of the Object Clause.

The Board at its meeting held on August 9, 2019 has approved alteration of the MOA of the Company and recommends the Special Resolution set forth in Item No. 7 of the Notice for approval of the Members. The proposed draft MOA is being uploaded on the Company’s website for perusal by the Members. Further, a copy of the proposed MOA of the Company would be available for inspection for the Members at the Registered Office / Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of AGM. The aforesaid documents are also available for inspection at the AGM. None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the resolution except to the extent of their shareholding, if any, in the Company.

By Order of the Board of Directors

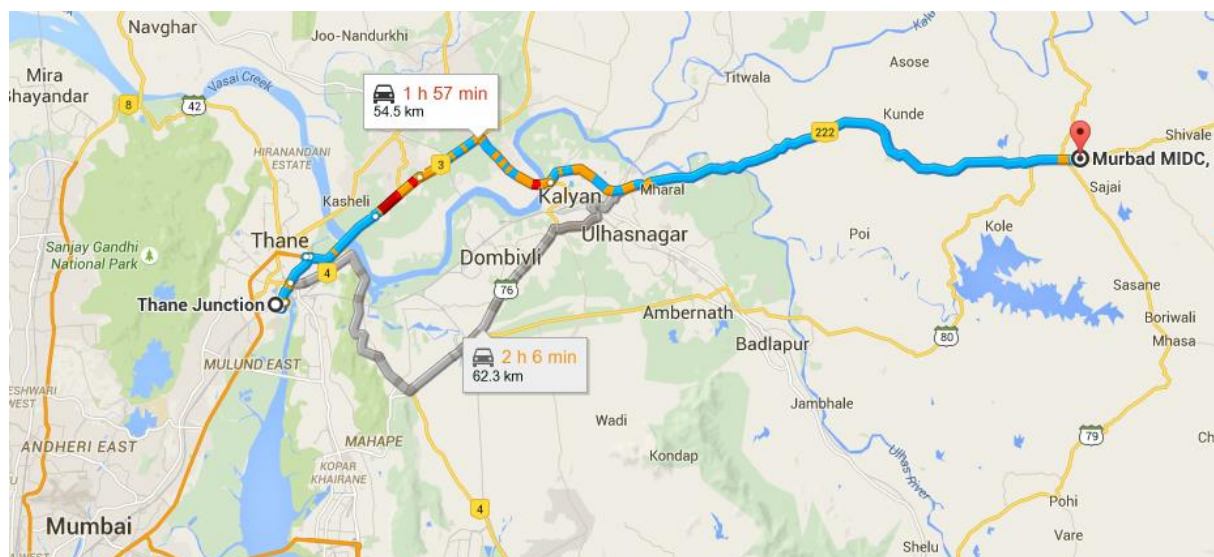
For **CENTENIAL SURGICAL SUTURE LTD.**

Place of Signature: Mumbai, Maharashtra.  
Date: August 9, 2019

Mahima Bathwal  
Company Secretary  
ACS A35069

Registered Office: F-29, MIDC, Murbad, Thane 421401. Maharashtra.  
Corporate Identification Number: L99999MH1995PLC089759  
E: admin@centenialindia.com | W: www.centenialindia.com | T: (2524) 222905 | F: (2524) 222872

Route Map: Thane Station to MIDC, Murbad, Thane, Maharashtra, INDIA.



Additional information on directors recommended for appointment / re-appointment as required under Regulation 36 (3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard – 2 on General Meeting :

Name of the Director	Vijay Majrekar	Devraj T. Poojary
Director Identification Number	(DIN : 00804808)	(DIN : 02041726),
Age	58 years	51 years
Date of Joining of the Board	June 20, 1995	February 1, 2008
Date of Re-appointment	October 1, 2019	Retire by Rotation
Brief resume of the Director including nature of expertise in specific functional areas	Vijay Majrekar is well Educated and Qualified, holds a Bachelor of Commerce Degree (B.Com.) from University of Mumbai and also holds a Master's Degree in Business Administration (MBA) from U.S.A. Shri Vijay Majrekar was appointed as Managing Director of the Company and is designated Chief Executive Officer (CEO) and has over 30 years of varied experience & was instrumental in setting up the Company as well as its manufacturing facilities.	Devraj T. Poojary has a Bachelor of Commerce Degree (B.Com) and he is one among the senior most employees of the Company. Shri Devraj T. Poojary is well Educated and Qualified. He is a Whole-time Director designated as Executive Director ~ Sales and Marketing on the Board of the Company. Shri Devraj T. Poojary is primarily responsible for sales and marketing. In addition, he continues to shoulder several other corporate responsibilities.
No. of shares held in the Company	7,48,675	5100
Terms and Conditions of Re-appointment	As per the resolution at item no.3 of the Notice convening this Meeting read with explanatory statement.	As per the resolution at item no. 2 of the Notice convening this Meeting.
Directorships and Committee memberships held in other companies (Excluding alternate directorship, directorships in private limited companies, foreign companies & companies under Section 8 of the Companies Act, 2013. Membership & Chairmanship of Audit Committee and Stakeholder's Relationship Committee have been included.)	NIL	NIL
Inter-se relationships between Directors	Spouse of Anuradha Kashikar, Executive Director of the Company.	Not related to any Director / Key Managerial Personnel.

Name of the Director	Bhushan S. Limaye Independent Non-Executive Director.	Sunil C. Modi Independent Non-Executive Director.
Director Identification Number	(DIN : 00804930)	(DIN : 03103966)
Age	58 years	55 years
Date of Joining of the Board	March 1, 2002	June 10, 2010
Date of Re-appointment	April 1, 2019	April 1, 2019
Brief resume of the Director including nature of expertise in specific functional areas	Bhushan S. Limaye is very well Educated and Qualified, holds a Bachelor of Commerce Degree from University of Mumbai & is a Chartered Accountant having nearly 30 years of professional experience in areas of financial consultancy, corporate structuring / restructuring, corporate banking, business re-organisations, taxation, valuation, accounting, auditing Company law & Insurance.	Sunil C. Modi is very well Educated & Qualified, holds a Bachelor of Commerce Degree (B.Com.) from University of Mumbai & is a practicing Chartered Accountant having nearly 25 years of professional experience in areas of financial consultancy, corporate structuring / restructuring, corporate banking, business re-organisations, taxation, valuation, accounting, auditing & Company law.
Terms and Conditions of Re-appointment	As per the resolution at item no. 4 of the Notice convening this Meeting.	As per the resolution at item no.5 of the Notice convening this Meeting read with explanatory statement.
No. of shares held in the Company	100	100
Directorships and Committee memberships held in other companies (Excluding alternate directorship, directorships in private limited companies, foreign companies & companies under Section 8 of the Companies Act, 2013. Membership & Chairmanship of Audit Committee and Stakeholder's Relationship Committee have been included.)	NIL	NIL
Inter-se relationships between Directors	Not related to any Director / Key Managerial Personnel.	Not related to any Director / Key Managerial Personnel.



Name of the Director	Jagadish B. Shetty
Director Identification Number	(DIN: 03103966)
Age	52
Date of Joining of the Board	May 9, 2013
Director Identification Number	(DIN: 00731896)
Date of Re-appointment	April 1, 2019
Terms and Conditions of Re-appointment	As per the resolution at itemno.6 of the Notice convening this Meeting read with explanatory statement.
Brief resume of the Director including nature of expertise in specific functional areas	Jagadish B. Shetty is very well Educated and Qualified, holds a Bachelor of Commerce Degree from University of Mumbai and is a practicing Chartered Accountant having nearly 20 years of professional experience in areas of financial consultancy, corporate structuring/restructuring, corporate banking, business re-organisations, taxation, valuation, accounting, auditing and company law.
No. of shares held in the Company	NIL
Directorships and Committee memberships held in other companies (Excluding alternate directorship, directorships in private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013. Membership and Chairmanship of Audit Committee and Stakeholder's Relationship Committee have been included.)	NIL
Inter-se relationships between Directors	Not related to any Director / Key Managerial Personnel.