

## NOTICE OF THE ANNUAL GENERAL MEETING

### CENTENIAL SURGICAL SUTURE LTD.

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

**NOTICE** is hereby given that the 25<sup>th</sup> Annual General Meeting of the members of CENTENIAL SURGICAL SUTURE LTD., will be held through Video Conferencing (VC) on Monday, September 28, 2020 at 10.30 a.m. to transact the following business:

#### **A. ORDINARY BUSINESS:**

- 1). To receive, consider and adopt the Audited Accounts for the year ended March 31, 2020 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 Anuradha Kashikar (DIN : 00804831), Executive Director of the Company who retires by rotation and being eligible offers herself for re-appointment.
- 3). Re-Appointment of Statutory Auditor for a period of 05 (Five) consecutive years.

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of the Sections 139 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder or any other law for the time being in force (including any statutory modification(s) or amendment(s) thereto or re-enactments thereof), applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and pursuant to the recommendation of the Audit Committee, M/s. Mahesh Chandra & Associates, Chartered Accountants, Firm Registration No. 112334W be and are hereby re-appointed as Statutory Auditors of the Company for a period of 05 (Five) consecutive years, from the conclusion of ensuing 25<sup>th</sup> Annual General Meeting (“e-AGM”) until the conclusion of the 30<sup>th</sup> AGM on such remuneration and other terms as specified in the explanatory statement, approved by the Board of Directors of the Company on the recommendation of the Audit Committee.”

#### **B. SPECIAL BUSINESS:**

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

Re-appointment of Anuradha Kashikar, Executive Director of the Company.

“RESOLVED THAT pursuant to recommendation of Nomination and Remuneration Committee and approval of Board and subject to the provisions Sections 196, 197, 198, 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, and consent of members of the Company be and is hereby accorded to the re-appointment to Anuradha Kashikar, Executive Director of the Company for a period of 03 (Three) years from April 1, 2021 to March 31, 2024 on the terms and conditions of re-appointment and remuneration as mentioned in detail in Explanatory Statement and the Board of Directors be and is hereby authorised to alter vary such terms of re-appointment and remuneration as specified in Schedule V of the Companies Act, 2013 and other applicable provisions (if any), as may be agreed to by the Board of Directors and Anuradha Kashikar.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any

of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution”.

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

Mumbai, Maharashtra  
Date: August 10, 2020

**Mahima Bathwal**  
**Company Secretary**  
ACS A35069

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

**NOTES:**

- 1). In view of the prevailing lock down situation across the country due to outbreak of the COVID-19 pandemic and restrictions on the movements apart from social distancing, MCA (Ministry of Corporate Affairs) vide circular Nos. Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 read with Circular No. 20/2020 dated May 05, 2020, companies are permitted to hold their e-AGM through Video Conferencing (VC) for the calendar year 2020.
- 2). Accordingly, in compliance with the applicable provisions of the Companies Act, 2013 read with the aforesaid circulars issued by MCA, the 25<sup>th</sup> Annual General Meeting of the Company shall be conducted through Video Conferencing (VC) to be referred to as “e-AGM”.
- 3). The Company has appointed M/s. Purva Shareigstry (India) Pvt. Ltd. to provide Video Conferencing facility for the e-AGM.
- 4). The Notice calling the e-AGM has been uploaded on the website of the Company at [www.centennialindia.com](http://www.centennialindia.com). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).
- 5). In the e-AGM:
  - a. Members can attend the meeting through log in credentials provided to them to connect to Video Conference (VC). Physical attendance of the Members at the Meeting venue is not required.
  - b. Appointment of proxy to attend and cast vote on behalf of the member is not available.
  - c. Body Corporates are entitled to appoint authorised representatives to attend the e-AGM through VC and participate thereat and cast their votes through e-voting.
- 6). Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the 25<sup>th</sup> AGM as set out in the Notice is annexed hereto.
- 7). The Company has notified closure of Register of Members and Share Transfer Books from Wednesday the September 23, 2020 to Monday the September 28, 2020 (both days inclusive).
- 8). The Securities Exchange Board of India (SEBI) has mandated submission of Permanent Account (PAN) 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 Shareigstry (India) Pvt. Ltd.
- 9). The Statutory Registers and the documents pertaining to the items of business to be transacted at the 25<sup>th</sup> e-AGM are available for inspection in electronic mode. The shareholders may write an e-mail to [shareinvestor@centennialindia.com](mailto:shareinvestor@centennialindia.com) and the Company shall respond suitably.
- 10). The Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

- 11). Up to 500 members will be able to join on a First Come First Serve basis to the e-AGM.
- 12). No restrictions on account of First Come First Serve basis entry into e-AGM in respect of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc.
- 13). The attendance of the Members (members' logins) attending the e-AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 14). Remote e-Voting: Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members through e-Voting agency M/s. Central Depository Securities Limited (CDSL).
- 15). Voting at the e-AGM: Members who could not vote through remote e-voting may avail the e-voting system provided in the e-AGM by M/s. Central Depository Securities Limited (CDSL).

**Instructions for the Members for attending the e-AGM through Video Conference (VC):**

- 16). Member will be provided with a facility to attend the e-AGM through VC through the CDSL e-Voting system by accessing <https://www.evotingindia.com> under shareholders / members login by using the remote e-voting credentials. The link for VC will be available in shareholder / members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further, members can also use the OTP based login for logging into the e-Voting system of CDSL.
- 17). Members are encouraged to join the Meeting through Laptops for better experience.
- 18). Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 19). Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 20). Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number / folio number, email id, mobile number at [shareinvestor@centenialindia.com](mailto:shareinvestor@centenialindia.com).
- 21). Shareholders who would like to express their views / have questions may send their questions 7 days in advance mentioning their name, demat account number / folio number, email id, mobile number at [shareinvestor@centenialindia.com](mailto:shareinvestor@centenialindia.com). The same will be replied by the company suitably.
- 22). Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.
- 23). **The instructions for e-voting are as under:**

The instructions for shareholders voting electronically are as under:

- (a) The voting period begins on **Thursday, September 24, 2020 at IST 9.00 a.m. and ends on Sunday, September 27 2020 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 **Monday the**

**September 21, 2020**, 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.

- (b) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (c) Click on Shareholders.
- (d) 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.
- (e) Next enter the Image Verification as displayed and Click on Login.
- (f) 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.
- (g) 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 o'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.

- (h) After entering these details appropriately, click on "SUBMIT" tab.
- (i) 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.
- (j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (k) Click on the Electronic Voting Sequence No. (EVSN) : 200813015 for CENTENIAL SURGICAL SUTURE LTD. on which you choose to vote.
- (l) 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.
- (m) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (n) 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.
- (o) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (p) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (q) If Demat account holder has forgotten the same password then Enter the User ID & the image verification code and click on Forgot Password & enter the details as prompted by the system.

(r) **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 & 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.

(s) 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).

**Instructions for members for e-Voting during the e-AGM session:**

- 24). The procedure for e-Voting on the day of the e-AGM is same as the instructions mentioned above for remote e-voting.
- 25). Only those Members / shareholders, who will be present in the e-AGM through Video Conference facility and have not casted their vote through remote e-Voting are eligible to vote through e-Voting in the e-AGM and they can exercise their vote while they are connected in the Video Conference by following the guidelines provided therein.
- 26). However, members who have voted through remote e-Voting will be eligible to attend the e-AGM.
- 27). The Board of Directors of the Company has appointed Shri Hemant Shetye, Partner of M/s. HS Associates, Company Secretaries, C.P. No. 1483; Practicing Company Secretary [Membership No. FCS: 2827], as scrutinizer to scrutinize the remote e-voting process and voting at the meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
- 28). The voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. Monday, September 21, 2020.
- 29). A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Monday, September 21, 2020 only shall be entitled to avail the facility of remote e-voting / e-voting at the meeting.
- 30). Any person who becomes a member of the Company after dispatch of the Notice of the Annual General Meeting and holding shares as on the cut-off date may obtain the USER ID and Password by sending an e-mail request to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com).
- 31). The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company at [www.centennialindia.com](http://www.centennialindia.com). The results shall simultaneously be communicated to the Stock Exchange.

#### Other instructions:

- 32). 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 2019 ~ 2020 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.
- 33). 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.
- 34). Members holding shares in physical form and desirous of making a nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 read with Rule 19 of Companies (Share Capital & Debentures) Rules, 2014, may fill SH-13 and send the same to the office of RTA of the Company. In case of shares held in dematerialized form, the nomination / change in nomination should be lodged with their DPs.
- 35). 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.
- 36). Members are requested to correspond with RTA for all matters relating to shareholding in the Company.
- 37). 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.
- 38). 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.
- 39). 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.
- 40). 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 (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.
- 41). An Electronic copy of the Notice of the 25th AGM of the Company inter alia indicating the process and manner of e-voting is being sent to all the members by email and physical copy of the same will not be made available to the Members as per the directions of MCA and SEBI circulars.

Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice :

Members of the Company holding shares in physical form or who have not registered / updated their e-mail addresses with the Company / Depositories, are requested to update the same on our RTA website : <http://purvashare.com/email-and-phone-updation> and send the following documents / information via e-

mail to support@purvashare.com in order to register / update their e-mail addresses and to obtain user id & password to cast their vote through remote e-voting or e-voting at the 25<sup>th</sup> AGM:

1. Name registered in the records of the Company;
2. DP Id & Client Id, Client Master Copy or Consolidated Account Statement (For shares held in demat form);
3. Folio No., Share Certificate (For shares held in physical form);
4. E-mail id and mobile number;
5. Self-attested scanned copies of PAN & Aadhaar.

It is hereby requested to the Members who have not provided their KYC details and PAN details to update the same with the RTA and also update their bank account details with the RTA.

- 42). The e-voting period commence on Thursday, September 24, 2020 at IST 09.00 a.m. and ends on Sunday, September 27 2020 at IST 05.00 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 Monday the September 21, 2020 may cast their vote electronically.
- 43). The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date (record date) of Monday the September 21, 2020.
- 44). The shareholders can also access the Annual Report 2019 ~ 2020 of the Company and other information about the Company on Company's website, i.e., www.centennialindia.com or on Stock Exchange website, which is www.bseindia.com.
- 45). Pursuant to Section 72 of the Act, Members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH- 13, to M/s. Purva Shareigstry (India) Pvt. Ltd. Further, Members desirous of cancelling / varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14, to M/s. Purva Shareigstry (India) Pvt. Ltd. These forms will be made available on request.
- 46). 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.

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

**Mahima Bathwal**  
**Company Secretary**  
ACS A35069

Mumbai, Maharashtra  
Date: August 10, 2020

**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	Anuradha Kashikar
Director Identification Number (DIN)	00804831
Age	59
Date of Joining of the Board	March 27, 2015
Date of appointment/ Re-appointment	April 1, 2021

Brief resume of the Director including nature of expertise in specific functional areas

Anuradha Kashikar has been appointed as an Executive Director of the Company since March 27, 2015. The members have at the 20<sup>th</sup> Annual General Meeting held on September 28, 2015 approved the appointment of Anuradha Kashikar as an Executive Director of the Company to hold office for a term of 03 (Three) consecutive years with effect from April 1, 2015. Accordingly, current term of Anuradha Kashikar expires on March 31, 2021.

Anuradha Kashikar is eligible for being appointed as an Executive Director for another term up to 3 consecutive years effective April 1, 2021. The Company has received a Notice in writing from a member proposing her re-appointment as an Executive Director of the Company for another term of three (3) consecutive years effective April 1, 2021.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on August 10, 2020, approved, subject to the approval of the members at the ensuing 25<sup>th</sup> AGM, the re-appointment of Anuradha Kashikar as an Executive Director for another term of three consecutive years commencing from April 1, 2021. Anuradha Kashikar is an eminent personality in her field. Considering her vast experience and knowledge, the Board considers her continued association to be of immense benefit to the Company.

Brief profile covering qualifications, areas of expertise and other details of the said Executive Director as required under SEBI (LODR) Regulations, 2015 are provided in the Notice & a detailed profile of Anuradha Kashikar is provided in the Annual Report & also hosted on the website of the Company at [www.centennialindia.com](http://www.centennialindia.com).

The remuneration paid to the aforesaid Executive Director is Nil and is mentioned in the Corporate Governance Report forming part of the Annual Report 2019 - 2020.

Anuradha Kashikar aged 59 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 and she has attended all the Board Meetings during her tenure as an Executive Director. 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. Anuradha Kashikar meets all the skills required to be possessed as per the Board skill-set matrix defined by the Board.
No. of equity shares held in the Company	6,94,800 Equity Shares
Terms and Conditions of Re-appointment	As per the resolution at item no. 4 of the Notice convening this Meeting read with explanatory statement.
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	Spouse of Vijay Majrekar, Managing Director of the Company.

### Explanatory Statement

Pursuant to the provisions of Section 102 of the Companies Act, 2013 and Secretarial Standard on General Meetings (SS-2)

#### ITEM NO.3:

During the year under review, M/s. A. Vijay Kumar & Co., Chartered Accountants, Firm Registration No. 009824S have tendered their resignation due to increase in the Compliances as well as the auditing functions, health and age issues, from the position of Statutory Auditors, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013.

Based on the recommendation of the Audit Committee, the Board of Directors at its Meeting held on February 19, 2020 had approved the appointment of M/s. Mahesh Chandra & Associates, Chartered Accountants, Firm Registration No. 112334W as the Statutory Auditors of the Company to fill the casual vacancy. Their appointment was subsequently approved by the Shareholders through Postal Ballot on March 27, 2020. M/s. Mahesh Chandra & Associates, Chartered Accountants, Firm Registration No. 112334W) holds office as the Statutory Auditors of the Company till the conclusion of the ensuing 25<sup>th</sup> Annual General Meeting (AGM). The Board of Directors of the Company at its meeting held on August 10, 2020, on the recommendation of the Audit Committee, have re-appointed M/s. Mahesh Chandra & Associates, Chartered Accountants, Firm Registration No. 112334W as the Statutory Auditors of the Company for the period of five years i.e. till the conclusion of the 30<sup>th</sup> AGM, subject to the approval of Shareholders of the Company.

M/s. Mahesh Chandra & Associates, Chartered Accountants, [Firm Registration No. 112334W] have conveyed their consent for the appointment as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the Members, would be within the limits prescribed under The Act. They have further confirmed that they are not disqualified to be appointed as Statutory Auditor in terms of the provisions to 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 financial year 2020 - 2021 would be Rs.1.75 lakhs excluding the fees for limited review, other services availed, if any and out of the pocket expenses.

M/s. Mahesh Chandra & Associates (MCA) was formed by Late Shri Mahesh Chandra Bohra in the year 1992. MCA offers an extensive variety of expert and proficient services that meet the immediate as well as the long-

term business needs of clients. At MCA focus on providing dedicated services intended at creating a strong competitive advantage for our clients in order to help them compete successfully in a swiftly changing market place. In this venture, they are greatly helped by their access to best practices followed globally due to our ability to control on International practices and knowledge database through our international associations. MCA expert and proficient team of professionals comprise of Chartered Accountants, Company Secretaries, Lawyers and IT Consultants, who are well equipped with the essential business and technical skills, experience and knowledge base to deliver customized solutions to clients. The above are the credentials taken into consideration for reappointment of the Statutory Auditors.

None of the Directors and Key Managerial Personnel (KMP) or their relatives are, in any way, concerned or interested in the said resolution at Item No. 3 of the accompanying notice and the Board recommends the Ordinary Resolution as set out in Item No. 3 of the notice for approval of the members.

#### **ITEM NO. 4:**

Anuradha Kashikar, tenure as Whole Time Director designated as Executive Director of the Company expires on March 31, 2021. At the meeting of the Board of Directors of the Company held on August 10, 2020 the re-appointment as a Whole Time Director designated as Executive Director for a period of 03 (Three) years with effect from April 1, 2021 was approved on the terms and conditions as set out below, based on the recommendations of the Nomination & Remuneration Committee of the Board and subject to the approval by the shareholders of the Company. Anuradha Kashikar aged 59 years, is well Educated and Qualified, holds a Bachelor of Commerce Degree (B. Com) and also a Bachelor of Law (LLB) 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 and also responsible for financial planning and record-keeping.

The terms and conditions of re-appointment are given below:

A). Tenure of Appointment:

The appointment of Whole Time Director designated as Executive Director is for a period of 03 (Three) years with effect from April 1, 2021 with NIL Remuneration.

B). Nature of Duties: The Executive Director shall devote her whole time and attention to the business of the Company and shall perform such duties as may be entrusted to her by the Board from time to time and separately communicated to her and exercise such powers as may be assigned to her, Subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the company and except Anuradha Kashikar being an appointee and Vijay Majrekar, as a Managing Director cum CEO 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. 4.

By Order of the Board of Directors  
For **C**ENTENIAL SURGICAL SUTURE LTD.

**Mahima Bathwal**  
Company Secretary  
ACS A35069

Mumbai, Maharashtra  
Date : August 10, 2020

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