

## NOTICE OF THE 27<sup>TH</sup> ANNUAL GENERAL MEETING (27<sup>TH</sup> e-AGM)

### 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 27<sup>th</sup> Annual General Meeting (27<sup>th</sup> e-AGM) of the members of CENTENIAL SURGICAL SUTURE LTD., will be held through Video Conferencing (VC) on Tuesday, August 9, 2022 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, 2022 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.

By Order of the Board of Directors

For **CENTENIAL SURGICAL SUTURE LTD.**

Mumbai, Maharashtra  
Date: May 28, 2022

Sd/-  
Mahima Bathwal  
Company Secretary & Compliance Officer

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

#### NOTES:

- 1). In view of the situation arising due to COVID-19 global pandemic, general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming 27<sup>th</sup> e-AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing 27<sup>th</sup> e-AGM through VC/OAVM.
- 2). The requirement to place the matter relating to the appointment of Statutory Auditors for ratification by Members at every Annual General Meeting has been done away with vide notification dated 7<sup>th</sup> May, 2018 issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed from the conclusion of the 25<sup>th</sup> Annual General Meeting.
- 3). 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 and Disclosure Requirements [LODR]) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 27<sup>th</sup> e-AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorised e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the 27<sup>th</sup> e-AGM will be provided by CDSL.
- 4). The Members can join the 27<sup>th</sup> e-AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the 27<sup>th</sup> e-AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include 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. who are allowed to attend the 27<sup>th</sup> e-AGM without restriction on account of first come first served basis.
- 5). The attendance of the Members attending the 27<sup>th</sup> e-AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- 6). Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this 27<sup>th</sup> e-AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the 27<sup>th</sup> e-AGM through VC/OAVM and cast their votes through e-voting.

- 7). In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the 27<sup>th</sup> 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 website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The 27<sup>th</sup> e-AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the 27<sup>th</sup> e-AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
- 8). The 27<sup>th</sup> e-AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
- 9). In continuation of this Ministry's General Circular No. 20/2020, dated 05<sup>th</sup> May, 2020, General circular no. 02/2021 dated January, 13, 2021, General Circular No. 19/2021 dated December 8, 2021, and 21/2021 dated December 14, 2021 and MCA General Circular 02/2022 dated May 5, 2022, it has been decided to allow companies whose AGMs are due in the Year 2022, to conduct their AGMs on or before December 31, 2022 in accordance with the requirements laid down in Para 3 and 4 of the General Circular No. 20/2020 dated May 5, 2020.
- 10). The Company has notified closure of Register of Members and Share Transfer Books from Thursday the August 4, 2022 to Tuesday the August 9, 2022 (both days inclusive).
- 11). 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 Shareregistry (India) Pvt. Ltd.
- 12). The Statutory Registers and the documents pertaining to the items of business to be transacted at the 27<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.
- 13). Voting at the 27<sup>th</sup> e-AGM: Members who could not vote through remote e-voting may avail the e-voting system provided in the 27<sup>th</sup> e-AGM by CDSL.

**THE INTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING 27<sup>th</sup> e-AGM AND JOINING MEETING THROUGH VC / OAVM ARE AS UNDER:**

**Step 1 :** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The e-voting period begins on Friday, August 5, 2022 at IST 9.00 a.m. and ends on Monday, August 8, 2022 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 (record date) of Tuesday, the August 2, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the 27<sup>th</sup> e-AGM.
- (iii) Pursuant to SEBI Circular No. SEBI / HO / CFD / CMD / CIR / P / 2020 / 242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) [SEBI (LODR)] Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1 :** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI / HO / CFD / CMD / CIR / P / 2020 / 242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through

their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL / NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi / Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot User ID and Forgot Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact toll free No. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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 e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
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>▪ Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company / RTA or contact Company / RTA.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>▪ If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li></ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the Electronic Voting Sequence No. (EVSN) : 220701003 on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login 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.
- (xvi) There is also an optional provision to upload BR / POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- 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 linked in the login will be mapped automatically and can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [shareinvestor@centennialindia.com](mailto:shareinvestor@centennialindia.com), if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE 27<sup>th</sup> e-AGM THROUGH VC/OAVM AND E-VOTING DURING MEETING ARE AS UNDER:**

- (i) The procedure for attending meeting and e-Voting on the day of the 27th e-AGM is same as the instructions mentioned above for e-voting.
- (ii) The link for VC/OAVM to attend meeting will be available where Electronic Voting Sequence No. (EVSN) : 220701003 of the Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- (iii) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the 27th e-AGM.
- (iv) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (v) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (vi) 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.
- (vii) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [shareinvestor@centennialindia.com](mailto:shareinvestor@centennialindia.com). The shareholders who do not wish to speak during the 27th e-AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [shareinvestor@centennialindia.com](mailto:shareinvestor@centennialindia.com). These queries will be replied to by the company suitably by email.
- (viii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting .
- (ix) Only those shareholders, who are present in the 27th e-AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the 27th e-AGM.
- (x) If any Votes are cast by the shareholders through the e-voting available during the 27th e-AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company / RTA email id.

2. For Demat shareholders - Please update your email id and mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id and mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting and joining virtual meetings through Depository.

If you have any queries or issues regarding attending 27th e-AGM and e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Senior Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai 400013 or send an email to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com) or call toll free no. 1800 22 55 33.

#### **Other instructions:**

- 1). The Board of Directors of the Company has appointed Shri Hemant Shetye, Designated Partner of M/s. HSPN & Associates LLP, 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.
- 2). Any person who becomes a member of the Company after dispatch of the Notice of the 27th e-AGM 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).
- 3). 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.
- 4). 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 2021 ~ 2022 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.
- 5). 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.
- 6). Members, who hold shares in:
  - a). Multiple Demat accounts and / or
  - b). One or more folios in physical form are advised to consolidate their holdings in single Demat account.
- 7). Members are requested to correspond with RTA for all matters relating to shareholding in the Company.
- 8). 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.
- 9). 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.
- 10). 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.
- 11). An Electronic copy of the Notice of the 27th e-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.
- 12). The shareholders can also access the Annual Report 2021 ~ 2022 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).

- 13). 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. In case of shares held in dematerialized form, the nomination / change in nomination should be lodged with their DPs.
- 14). 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 **C**ENTENIAL SURGICAL SUTURE LTD.

Mumbai, Maharashtra  
Date: May 28, 2022

Sd/-  
Mahima Bathwal  
Company Secretary & Compliance Officer

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

# CENTENIAL SURGICAL SUTURE LTD.

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## ADDENDUM TO THE NOTICE OF 27<sup>th</sup> ANNUAL GENERAL MEETING (27<sup>th</sup> e-AGM)

Addendum to the Notice dated May 28, 2022 convening 27<sup>th</sup> Annual General Meeting [27<sup>th</sup> e-AGM] of CENTENIAL SURGICAL SUTURE LTD., (“Company”) scheduled to be held on Tuesday, August 9, 2022 at 10.30 a.m. through Video Conferencing / Other Audit Visual Means (VC/OAVM):

Notice is hereby given that pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and read with Schedule V, as amended from time to time (“Act”) the following items of businesses are added in the aforesaid Notice as Item No. 3 as a Special Resolution and Item No. 4 as an Ordinary Resolution and this addendum shall be deemed to be a part of the original Notice dated May 28, 2022 and the notes provided therein:

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 and fix his remuneration

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and read with Schedule V, as amended from time to time (“Act”) and pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (“Regulations”), approval of the members of the Company be and is hereby accorded for the re-appointment and remuneration payable to Shri Vijay Majrekar (DIN : 00804808), Managing Director of the Company for a period 03 (Three) years with effect from October 1, 2022 to September 30, 2025 (not liable to retire by rotation) on the following overall remuneration:

- i) Fixed Remuneration : Salary not exceeding Rs. Fourteen lakhs per month.
- ii) Commission on Profits : based on recommendation of Nomination and Remuneration Committee to be paid on profit only.

**RESOLVED FURTHER THAT** within the maximum fixed Remuneration for each year, the Managing Director shall be entitled to Salary, allowances and perquisites, as determined under the provisions of the Companies Act, 2013 read with the provisions of Income Tax Act, 1961 listed herein below:

- i. Basic Salary not exceeding Rs. Fourteen lakhs per month
- ii. House rent Allowances (HRA) However, he is entitled to Rent Free Accommodation, if he so chooses. Then in case, no HRA will be paid and the valuation of Rent-Free Accommodation shall be the perquisite value computed as per the provisions of the Income Tax Act, 1961 for the purpose of Managerial Remuneration.
- iii. Special Allowances.

**RESOLVED FURTHER THAT** Managing Director of the Company be and is hereby also eligible for the following perquisites which shall not be included in the Fixed Remuneration :

- i. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act 1961.
- ii. Gratuity payable should not exceed half month’s salary for each completed year of services and
- iii. Encashment of leave as per Company’s rules, at the end of tenure.

**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** 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 an Ordinary Resolution:

Re-appointment of Shri Devraj T. Poojary (DIN : 02041726), as an Executive Director.

**“RESOLVED THAT** pursuant to recommendation of Nomination and Remuneration Committee and approval of Board and subject to the provisions Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013, if any and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule - V of the Companies Act, 2013, and consent of members of the Company be and is hereby accorded to the re-appointment to Shri Devraj T. Poojary (DIN : 02041726), Executive Director of the Company for a period of (3) Three years on the terms and conditions of re-appointment and remuneration as mentioned in detail in Explanatory Statement a copy thereof initialled by the Chairman for the purpose of identification is placed before the meeting and the Board of Directors be and is hereby authorised to alter vary such terms of re-appointment, as may be agreed to by the Board of Directors and Shri Devraj T. Poojary (DIN : 02041726).

**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 **C**ENTENIAL SURGICAL SUTURE LTD.

Mumbai, Maharashtra  
Date: June 27, 2022

Sd/-  
Mahima Bathwal  
Company Secretary & Compliance Officer

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

Notes:

1. In view of the situation arising due to COVID-19 global pandemic, general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming 27<sup>th</sup> e-AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing 27<sup>th</sup> e-AGM through VC/OAVM.
2. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of Special Business as proposed above to be transacted at the ensuing 27<sup>th</sup> e-AGM is annexed hereto.
3. Relevant documents referred to in this Addendum to Notice of 27<sup>th</sup> e-AGM are available electronically for inspection by the members on all working days during normal business hours upto the date of AGM.
4. This addendum to the Notice of 27<sup>th</sup> e-AGM is available on the website of the Company.
5. All the processes, notes and instructions relating to attending 27<sup>th</sup> e-AGM through VC/OAVM and e-voting set out for and applicable for the ensuing 27<sup>th</sup> e-AGM shall mutatis-mutandis apply to attending 27<sup>th</sup> e-AGM through VC/OAVM and e-voting for the resolution proposed in this Addendum to the Notice of 27<sup>th</sup> e-AGM.

**Annexure - I**

**STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 (“ACT”) AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (“REGULATIONS”)**

**Item No. 3:**

The present term of Shri Vijay Majrekar as Managing Director of the Company will expire on October 1, 2022. Based on the approval and recommendation of Nomination and Remuneration Committee, the Board of Directors in its meeting held on June 27, 2022 had approved the re-appointment of Shri Vijay Majrekar.

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 June 27, 2022 have recommended the re-appointment of Shri Vijay Majrekar, as a Managing Director of the Company, for a further period of 03 (Three) years commencing from October 1, 2022 to September 30, 2025 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 & II of Schedule V of the Companies Act, 2013 (“the Act”) & 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 Shri Vijay Majrekar in respect of his re-appointment, inter alia, contain the following:

1. Period : 03 (Three) year’s re-appointed w.e.f. October 1, 2022.
2. 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 is given below.
3. 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 be 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.
4. 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's appointment may be terminated by the Company or by him 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 203 read with Schedule V 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 Rupees Fourteen Lacs per month 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 2021 ~ 2022, 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.168 lakhs per annum is also within the specified limit of Rs. 5 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	<p><b>C</b>ENTENIAL SURGICAL SUTURE LTD., was incorporated in 1995 as a Public Limited Company with the sole aim of providing the medical profession with a full range of Quality atraumatic needles and sutures; absorbable ~ synthetic and natural (catgut plain &amp; chromic) and the entire range of non-absorbable sutures, as per United States Pharmacopoeia (USP) and other medical devices approved &amp; licensed by Central Drugs Standard Control Organisation (CDSCO) and Food and Drug Administration (FDA) ESIS Hospital Building, 4th Floor, Waghle Estate Rd No. 33, Thane (West) 400604, Maharashtra. Already a GMP (Good Manufacturing Practices) Certified Company; <b>CENTENIAL</b> established its ISO 9001:2015 QUALITY ASSURANCE SYSTEM accreditation. The stringent ISO 9001: 2015 and ISO 13485 : 2016 system means effective control over every step to achieve true quality assurance for customers. Our company follows strict Quality Assurance procedures right from the stage of planning. This goes to reconfirm the belief of the management to ensure that the products are of the highest standard.</p> <p>Our company has been primarily engaged in the design, development, manufacturing and marketing of wound closure products for use in the medical industry. Suture products include sutures (a product consisting of suture material attached to a surgical needle) and ligatures (suture material not attached to a surgical needle). Suture materials are made from silk, catgut and other similar materials. The Company manufactures and markets its products for general surgery applications and for specialty surgery applications, including for use in plastic, ophthalmic and cardiovascular surgery.</p> <p>Right since inception, our company has partnered with global leaders in its core areas of operation as well as other support and back- end functions. OUR COMPANY recognizes that products of outstanding Quality are the foundation for long-term operations, and defines its Quality Policy as Manufacturing Products with World Class Quality to satisfy SURGEON'S needs. In today's competitive world where distances are decreasing and the further opening of the Indian economy the country witnessed new international entrants along with new local entrants in the Suture Industry the sustained marketing effort has helped the Company to get recognition in the market as a supplier of reliable World-Class Quality Atraumatic Needled sutures.</p>
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		Our Company has manufacturing facility as per the requirements of Schedule M of the Drugs Act and Central Drugs Standard Control Organisation (CDSCO).				
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	2018 - 2019	2019 - 2020	2020 - 2021	2021 - 2022
		Gross Income	5,607.53	5570.68	3702.56	4447.12
		Profit before Tax	284.17	215.49	152.99	107.45
		Profit after Tax	201.63	129.58	96.18	62.71
		Net worth	2805.62	2860.92	2957.11	3019.81
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	Rupees Fourteen Lacs per month
c.	Recognition or Awards	Nil
d.	Job profile and his suitability	<p>Aged 61 years, is well Educated and Qualified, holds a Bachelor of Commerce Degree (B.Com.) from University of Mumbai and also holds a Master's Degree in Business Administration (MBA) from U.S.A. Vijay Majrekar set out with a vision to create a global sutures and other medical device manufacturing company. Under his able and dynamic leadership, CENTENIAL has grown rapidly to attain newer milestones and the highest level of performance. He is the principal architect for the progress of the organization. Vijay Majrekar is well versed with the overall management of the company and possesses vast amount of hands-on experience in marketing, production and finance with good leadership and sound technical knowledge and has given the organization very sound systems which are capable of standing up to very tough regulatory inspections of recent years.</p> <p>Vijay Majrekar was appointed as Managing Director of the Company since January 9, 1996 &amp; is designated Chief Executive Officer (CEO) and has over 33 years of extensive industrial experience in the suture industry and other varied experience &amp; was instrumental in setting up the Company as well as its manufacturing facilities. To approve new medical devices and product codes for launch and design change. Approving all vendor's and their development in consultation with President – Production, General Manager - Quality Assurance and Assistant Vice President – Production &amp; QA. To co-ordinate with staff for production planning and purchase activities, material procurement as per specifications &amp; to maintain vendor appraisal / evaluation. To take the stock of inventories. Developing new medical devices / products codes and implementation for production. Give training to senior staff level personnel when required. To update printed packing materials to meet Regulatory requirements. Maintain productivity with quality. Monitoring of compliance with GMP and cGMP requirements. To identify and approve the new market for the company's medical devices / product. To interface with the surgeons for company's medical devices / product. To coordinate and manage the finished goods store for ensuring the minimum inventory.</p>

		<p>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's 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 &amp; Chief Executive Officer (CEO) of the Company for a period of 3 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 of our company. 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 and this enables Shri Vijay Majrekar to drive operational excellence and strategic growth in the organization and deliver effectively across the breadth of responsibilities. At CENTENIAL SURGICAL SUTURE LTD., he is the Member of the Audit Committee, Nomination &amp; Remuneration Committee, Stakeholders Relationship Committee and being a Promoter of the Company, holds 7,48,675 shares of the Company in his name as on March 31, 2022.</p> <p>With a vision to revolutionize the suture and medical device industry, he has played a pivotal role in establishing manufacturing, sales and distribution for CENTENIAL across India. Today, CENTENIAL has a strong presence in India. His business acumen, entrepreneurial zeal, organizational skills and managerial abilities have enabled CENTENIAL to grow and spread its wings across INDIA.</p>
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 & 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 pharma 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	<p>Covid 19 - The world is still facing an unprecedented challenge in this century with Corona Virus (Covid 19). World Health Organization (WHO), Geneva has been guiding the world in handling Covid 19 and has finally declared on 11th Mar 2020 as a Pandemic through an outbreak in China during December 2019.</p> <p>Time will tell the cause for the origin and spread, but the world is on tender hook (or on its toes) to stop the spread through various measures including lock-down or work from home or isolation with the concept of social distancing. Health care professionals are struggling to manage increasing Covid 19 cases across the globe. The human being is trying to adopt a new way of life and may soon see a significant change in the lifestyle of the people post-Covid 19. As Virus is novel, health regulators started screening of existing medications for the treatment. Hydroxychloroquine (HCQ) was shortlisted as one of the preferred first-line therapy for the treatment of Covid 19 by the ICMR along with Azithromycin and HCQ was also recommended for prophylaxis for health care professionals and members exposed to</p>
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	<p>other quarantined persons with confirmed Covid-19. The pharmaceutical industry was categorized under essential commodities and allowed to operate during the lockdown.</p> <p>At CENTENIAL, steps have been initiated to monitor and control the operations including the travel ban, thermal screening, sanitation of cars, pantry / cafeteria and restrooms and awareness campaigns have been conducted through video, mailers, posters, etc. The initial period (about a week) of lockdown operations were at a slow pace due to streamlining of processes by the Government authorities for movement of materials and personnel. Post this, operations are started improving on a week-by-week basis.</p> <p>Sales of goods are below normal even in the initial period of lockdown. Created 'Covid 19 Task Force' with all internal risk committee members, functional heads and senior team including CEO and organized to have twice a day calls to take decisions on priority. Team CENTENIAL has exhibited very good teamwork to maintain and accelerate operations during these toughest days. There is significant impact on the operations of CENTENIAL and the Company is poised to generate low growth in the operations.</p> <ul style="list-style-type: none"> <li>▪ Co-vid 19 has Economic slowdown in Indian and global market</li> <li>▪ Falling prices in suture industry</li> <li>▪ Lower margins on medical devices and other products under execution due to highly competitive 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.

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 Devraj T. Poojary (DIN: 02041726), tenure as Whole Time Director designated as Executive Director of the Company expires on January 31, 2023. At the meeting of the Board of Directors of the Company held on June 27 2022 the re-appointment of Shri Devraj T. Poojary as a Whole Time Director designated as Executive Director for a period of 03 (Three) years with effect from February 1, 2023 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.

Shri Devraj T. Poojary, aged 53 years, 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, joined Centenial Surgical Suture Ltd., in its early age in 1996 and since February 1, 2008 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 and holds 5,100 shares of the Company in his name as on February 19, 2020.

- I. The principal terms and conditions of re-appointment of Shri Devraj T. Poojary (DIN: 02041726) (hereinafter referred to as "the appointee") are given below:
  1. Name & Designation of Director: Shri Devraj T. Poojary, Whole Time Director.
  2. Date of Appointment: Appointed w.e.f. February 1, 2023.
  3. Period : 03 years (from February 1, 2023 to January 31, 2026).
  4. The Whole Time 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 Whole Time Director shall devote his

whole-time attention and abilities to the business of the Company. During the period of his employment, the Whole Time Director shall whenever require 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.

5. Salary : Rupees Sixty-Five Thousand per month with power to Board to vary from time to time within the limits of schedule V of the Companies Act.

II. PERQUISITES:

Shri Devraj T. Poojary, as a Whole Time Director will be entitled for following perquisites, which shall not be part of the ceiling of remuneration.

- a. Contribution to provident Fund, Superannuation fund or annuity fund to the extent such contribution either singly or put together are not taxable under the Income Tax Act, 1961.
- b. Gratuity: as per the rules of the Company, payable in accordance with the Approved Gratuity Fund and which shall not exceed half a month's salary for each completed year of service.
- c. Children's education allowance: In case of children studying in or outside India, an allowance limited to a maximum of Rs.12,000/- per month per child or actual expenses incurred, whichever is less such allowance is admissible upto a maximum of two children.
- d. Holiday passage for children studying outside India/family staying abroad: Return holiday passage once in a year by economy class or once in two years by first class to children and to the members of the family from the place of their study or stay abroad India if they are not residing in India with the managerial person.
- e. Leave travel concession: Return passage for self and family in accordance with the rules specified by the Company where it is proposed that the leave be spent in home country instead of anywhere in India.

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

- IV) The whole Time Director shall not be paid any sitting fee for attending the meetings of the Board of Director or committee thereof.

- V) The whole Time Director shall not become interested or otherwise concerned directly or through his wife or minor children in any selling agency of the Company as per the provisions of the Law in force as applicable to the company.

The terms and conditions including the remuneration payable to the Whole Time Director for the appointment and terms and condition may be altered and varied from time to time by the Board as it may, in its discretion, deem fit.

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	<p><b>CENTENIAL SURGICAL SUTURE LTD.</b>, was incorporated in 1995 as a Public Limited Company with the sole aim of providing the medical profession with a full range of Quality atraumatic needles and sutures; absorbable ~ synthetic and natural (catgut plain &amp; chromic) and the entire range of non-absorbable sutures, as per United States Pharmacopeia (USP) and other medical devices approved &amp; licensed by Central Drugs Standard Control Organisation (CDSCO) and Food and Drug Administration (FDA) ESIS Hospital Building, 4th Floor, Waghle Estate Rd No. 33, Thane (West) 400604, Maharashtra. already a GMP (Good Manufacturing Practices) Certified Company; CENTENIAL established its ISO 9001:2015 QUALITY ASSURANCE SYSTEM accreditation. The stringent ISO 9001: 2015 and ISO 13485 : 2016 system means effective control over every step to achieve true quality assurance for customers. The company follows strict quality assurance procedures right from the stage of planning. This goes to reconfirm the belief of the management to ensure that the products are of the highest standard.</p> <p><b>CENTENIAL SURGICAL SUTURE LTD.</b>, has been primarily engaged in the design, development, manufacturing and marketing of wound closure products for use in the medical industry. Suture products include sutures (a product consisting of suture material attached to a surgical needle) and ligatures (suture material not attached to a surgical needle). Suture materials are made from silk, catgut and other similar materials.</p>
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		<p>The Company manufactures and markets its products for general surgery applications and for specialty surgery applications, including for use in plastic, ophthalmic and cardiovascular surgery.</p> <p>Right since inception, <b>CENTENIAL SURGICAL SUTURE LTD.</b>, has partnered with global leaders in its core areas of operation as well as other support and back-end functions. OUR COMPANY recognizes that products of outstanding Quality are the foundation for long-term operations, and defines its Quality Policy as Manufacturing Products with World Class Quality to satisfy SURGEON'S needs. In today's competitive world where distances are decreasing and the further opening of the Indian economy the country witnessed new international entrants along with new local entrants in the Suture Industry the sustained marketing effort has helped the Company to get recognition in the market as a supplier of reliable World-Class Quality Atraumatic Needled sutures. Our Company has manufacturing facility as per the requirements of Schedule M of the Drugs Act and Central Drugs Standard Control Organisation (CDSCO).</p>				
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	2018 -2019	2019 -2020	2020-2021	2021 - 2022
		Gross Income	5,607.53	5570.68	3702.56	4447.12
		Profit before Tax	284.17	215.49	152.99	107.45
		Profit after Tax	201.63	129.58	96.18	62.71
		Net worth	2805.62	2860.92	2957.11	3019.81
e.	Foreign investments or collaborations, if any.	None				

II. Information about the appointee:

a.	Background Details	A brief profile of Shri Devraj Thaniya Poojary is given herein above.
b.	Past Remuneration	Rupees Sixty-Five thousand per month
c.	Recognition or Awards	Nil
d.	Job profile and his suitability	Shri Devraj Thaniya Poojary aged 53 years, 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, joined Centenial Surgical Suture Ltd., in its early age in 1996 . 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.
e.	Remuneration proposed	The remuneration proposed is set out in the resolution at Item No.4.
f.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position & 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 Devraj Thaniya Poojary, the Nomination and Remuneration Committee and the Board inter alia considered the compensations levels for similar positions in the pharma 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 Devraj Thaniya Poojary does not have any other pecuniary relationship with the Company



III. Other information

<p>Reasons of loss or inadequate profits</p>	<p>Covid 19 - The world is still facing an unprecedented challenge in this century with Corona Virus (Covid 19). World Health Organization (WHO), Geneva has been guiding the world in handling Covid 19 and has finally declared on 11th Mar 2020 as a Pandemic through an outbreak in China during December 2019.</p> <p>Time will tell the cause for the origin and spread, but the world is on tender hook (or on its toes) to stop the spread through various measures including lock-down or work from home or isolation with the concept of social distancing. Health care professionals are struggling to manage increasing Covid 19 cases across the globe. The human being is trying to adopt a new way of life and may soon see a significant change in the lifestyle of the people post-Covid 19. As Virus is novel, health regulators started screening of existing medications for the treatment. Hydroxychloroquine (HCQ) was shortlisted as one of the preferred first-line therapy for the treatment of Covid 19 by the ICMR along with Azithromycin and HCQ was also recommended for prophylaxis for health care professionals and members exposed to other quarantined persons with confirmed Covid-19. The pharmaceutical industry was categorized under essential commodities and allowed to operate during the lockdown.</p> <p>At CENTENIAL, steps have been initiated to monitor and control the operations including the travel ban, thermal screening, sanitation of cars, pantry / cafeteria and restrooms and awareness campaigns have been conducted through video, mailers, posters, etc. The initial period (about a week) of lockdown operations were at a slow pace due to streamlining of processes by the Government authorities for movement of materials and personnel. Post this, operations are started improving on a week-by-week basis.</p> <p>Sales of goods are below normal even in the initial period of lockdown. Created 'Covid 19 Task Force' with all internal risk committee members, functional heads and senior team including CEO and organized to have twice a day calls to take decisions on priority. Team CENTENIAL has exhibited very good teamwork to maintain and accelerate operations during these toughest days. There is significant impact on the operations of CENTENIAL and the Company is poised to generate low growth in the operations.</p> <ul style="list-style-type: none"> <li>▪ Co-vid 19 has Economic slowdown in our Indian and global market</li> <li>▪ Falling prices in suture industry, lower margins on medical devices and other products under execution due to highly competitive environment.</li> </ul>
<p>Steps taken or proposed to be taken for improvement</p>	<p>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.</p>
<p>Expected increase in productivity and profits in measurable terms</p>	<p>Barring unforeseen circumstances, the Company hopes to increase the revenue and profits by improved margins in the current year.</p>

Devraj T. Poojary (DIN: 02041726), is not debarred from holding the office of Director by virtue of any order of the Securities & Exchange Board of India or any other such Authority. Shri Devraj T. Poojary (DIN: 02041726), as a Whole Time Director designated is interested and concerned in the Resolution mentioned at Item No. 4 of the Notice.

None of the other Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution.

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	Shri Vijay Majrekar	Shri Devraj Thaniya Poojary
Director Identification Number	00804808	02041726
Age	61 years	53 years
Date of Joining of the Board	January 9, 1996	February 1, 2008
Date of appointment/Re-appointment	October 1, 2022	February 1, 2023
Brief resume of the Director including nature of expertise in specific functional areas	<p>Shri Vijay Majrekar, aged 61 years, is well Educated and Qualified, holds a Bachelor of Commerce Degree (B.Com.) from University of Mumbai and also holds a Master's Degree in Business Administration (MBA) from U.S.A.</p> <p>Vijay Majrekar set out with a vision to create a global sutures and other medical device manufacturing company. Under his able and dynamic leadership, CENTENIAL has grown rapidly to attain newer milestones and the highest level of performance. He is the principal architect for the progress of the organization.</p> <p>Vijay Majrekar is well versed with the overall management of the company and possesses vast amount of hands-on experience in marketing, production and finance with good leadership and sound technical knowledge and has given the organization very sound systems which are capable of standing up to very tough regulatory inspections of recent years.</p> <p>Vijay Majrekar was appointed as Managing Director of the Company since January 9, 1996 &amp; is designated Chief Executive Officer (CEO) and has over 33 years of extensive industrial experience in the suture industry and other varied experience &amp; was instrumental in setting up the Company as well as its manufacturing facilities. To approve new medical devices and product codes for launch and design change. Approving all vendor's and their development in consultation with President – Production, General Manager - Quality Assurance and Assistant Vice President – Production &amp; QA. To co-ordinate with staff for production planning and purchase activities, material procurement as per specifications &amp; to maintain vendor appraisal / evaluation. To take the stock of inventories. Developing new medical devices / products codes and implementation for production. Give training to senior staff level personnel when required. To update printed packing materials to meet Regulatory requirements. Maintain productivity with quality. Monitoring of compliance with GMP and cGMP requirements. To identify and approve the new market for the company's medical devices / product. To interface with the surgeons for company's medical devices / product. To coordinate and manage the finished goods store for ensuring the minimum inventory.</p>	<p>Shri Devraj Thaniya Poojary aged 53 years, has a Bachelor of Commerce Degree (B.Com) and he is one among the senior most employees of the Company.</p> <p>Shri Devraj T. Poojary is well Educated and Qualified, joined Centenial Surgical Suture Ltd., in its early age in 1996.</p> <p>Shri Devraj Thaniya Poojary is a Whole-time Director designated as Executive Director ~ Sales and Marketing on the Board of the Company.</p> <p>Shri Devraj T. Poojary is primarily responsible for sales and marketing. In addition, he continues to shoulder several other corporate responsibilities.</p>

Name of the Director	Shri Vijay Majrekar	Shri Devraj Thaniya Poojary
	<p>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 &amp; Chief Executive Officer (CEO) of the Company for a period of 3 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.</p> <p>At CENTENIAL SURGICAL SUTURE LTD., he is the Member of the Audit Committee, Nomination &amp; Remuneration Committee, Stakeholders Relationship Committee and being a Promoter of the Company, holds 7,48,675 shares of the Company in his name as on March 31, 2022.</p> <p>With a vision to revolutionize the suture and medical device industry, he has played a pivotal role in establishing manufacturing, sales and distribution for CENTENIAL across India. Today, CENTENIAL has a strong presence in India. His business acumen, entrepreneurial zeal, organizational skills and managerial abilities have enabled CENTENIAL to grow and spread its wings across INDIA.</p>	
No. of shares held in the Company	7,48,675	5,100
Terms and Conditions of Re-appointment	As per the resolution at itemno.3 of the Notice convening this Meeting read with explanatory statement.	As per the resolution at item no. 4 of the Notice convening this Meeting read with explanatory statement

Name of the Director	Shri Vijay Majrekar	Shri Devraj Thaniya Poojary
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	NIL
Inter-se relationships between Directors	Spouse of Anuradha Kashikar, Executive Director of the Company.	Not related to any Director / Key Managerial Personnel.

To,  
**Department of Corporate Service  
BSE Limited,**

July 8, 2022

Registered Office : Floor 25, P. J. Towers,  
Dalal Street, Fort, Mumbai 400001. MAHARASHTRA.  
T: 2272 1233 / 1234 | F : 2272 3121 / 3719 | www.bseindia.com

Subject : Notice of Book Closure as per Regulation 42 of the SEBI (Listing Obligations and Disclosures Requirements [LODR]), Regulations, 2015.

**Reference: Centenial Surgical Suture Ltd. | Scrip Code: 531380**

Dear Sir,

This is to inform you that in the meeting of Board of Directors held on Saturday the May 28 2022, the Board had approved the dates of closure of the Share Transfer Books & Register of Members from Thursday the August 4, 2022 to Tuesday the August 9, 2022 (both days inclusive) for the purpose of 27th Annual General Meeting of the Company to be held on Tuesday the August 9, 2022.

This is for your information and record.

Sincerely,

For **CENTENIAL SURGICAL SUTURE LTD.**



**MAHIMA BATHWAL** Digitally signed by  
**MAHIMA BATHWAL**  
Date: 2022.07.08  
22:22:43 +05'30'

**Mahima BATHWAL**  
Company Secretary & Compliance Officer

c.c. to

- NATIONAL SECURITIES DEPOSITORY LIMITED**  
4<sup>th</sup> Floor, "A" Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013. MAHARASHTRA.
- CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED**  
25<sup>th</sup> Floor, Marathon Futurex, N. M. Joshi Marg, Lower Parel (East), Mumbai 400013. MAHARASHTRA.
- PURVA SHAREREGISTRY (INDIA) (P) LIMITED**  
Office Number 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai 400011, MAHARASHTRA.

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MAHARASHTRA.  
912524222905 Fax 912524222905

Manufacturing Facility  
B-17 / F-29 / F-22 MIDC, Murbad, Thane 421401. MAHARASHTRA.  
2524223200 Fax 912524 222872

Sales Office - Mumbai  
1<sup>st</sup> Floor, Palai Complex CHS Ltd., Bhandarkar Road, Matunga (East), Mumbai 400019. MAHARASHTRA.  
912224102876 Fax 912224161261

Sales Office - Bengaluru  
No.12/42, Udhani Layout, Off. Cambridge Road, Halasur, Bengaluru 560008. KARNATAKA.  
9180 25577791 Fax 9180 25577792

Sales Office - Kolkata  
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91 3324844875 Fax 91 3324844875

CENTENIAL  
www.centenialindia.com | ISO 9001 : 2015 / ISO 13485 : 2016 certified company