

NOTICE

CENTENIAL SURGICAL SUTURE LTD.

CIN: L99999MH1995PLCo89759 | Regd. Office: F-29, MIDC, Murbad, Thane 421401. Maharashtra.

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

NOTICE is hereby given that the 30th Annual General Meeting (30th e-AGM) of the members of CENTENIAL SURGICAL SUTURE LTD. will be held through Video Conferencing (VC) on Monday, July 28, 2025 at 02.00 p.m. to transact the following business:

A. ORDINARY BUSINESS:

- 1). To receive, consider and adopt the Audited Accounts for the year ended March 31, 2025 along with notes and schedules thereon as on that date and the reports of Directors and Auditors thereon.
- 2). To appoint a Director in place of Shri Devraj T. Poojary (DIN: 02041726), Executive Director of the Company who retires by rotation and being eligible offers himself for re-appointment.
- 3). To re-appoint Statutory Auditor of the Company and, if thought fit, to pass, the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force and pursuant to the recommendation of Audit Committee and Board of Directors, M/s. Mahesh Chandra & Associates, Chartered Accountants, Firm Registration No. 112334W be and is hereby reappointed as the Statutory Auditor of the Company to hold the office for the second term of 05 (five) consecutive years from the conclusion of the 30th Annual General Meeting until the conclusion of the 35th Annual General Meeting of the Company to be held in the year 2030 as may fixed by the Audit Committee / Board of Directors of the Company.

RESOLVED FURTHER THAT any of the Directors and/or Key Managerial Personnel be and are hereby severally authorised to file the returns / forms / other documents with the statutory and other authorities and to do all such acts, deeds and things as may be deemed expedient and necessary to give effect to the foregoing resolution”.

B. SPECIAL BUSINESS:

- 4). To consider and if thought fit to pass, with or without modification, the following resolution as a Special Resolution:
Re-appointment of Shri Vijay Majrekar, (DIN : 00804808) Managing Director of the Company.

“RESOLVED THAT pursuant to the provisions of 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, 2025 to September 30, 2028 (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.”

- 5). 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”.

- 6). To consider and if thought fit, pass, the following resolution as an Ordinary Resolution:

Appointment of Secretarial Auditor

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Company be and is hereby accorded for appointment of M/s. HSPN & Associates LLP Company Secretaries, Company Secretaries (Peer review No. 6035/2024) as the Secretarial Auditor of the Company for a period of five (05) years, commencing from Financial Year 2025-2026 to Financial Year 2029-2030, to conduct a Secretarial Audit of the Company and to furnish the Secretarial Audit Report.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to fix the annual remuneration plus applicable taxes and out-of-pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution.”

By Order of the Board of Directors

For **CENTENIAL SURGICAL SUTURE LTD.**

Place of Signature: Mumbai, Maharashtra.
Date: June 21, 2025

Mahima Bathwal
Company Secretary and Compliance Officer
ACS A35069

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

NOTES:

- 1). The Ministry of Corporate Affairs, Government of India ("MCA") has, vide its circular No. 9/2025 dated September 19, 2025, read with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 28, 2022 and September 25, 2023 (collectively referred to as "MCA Circulars"), allowed inter-alia the conducting of AGMs through Video Conferencing / Other Audio-Visual Means ("VC / OAVM") facilities on or before September 30, 2025, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular dated May 5, 2020. The Securities and Exchange Board of India ("SEBI") has also, vide its Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2025/133 dated October 3, 2024 ("SEBI Circular"), provided certain relaxations from compliance with certain provisions of the SEBI Listing Regulations. In compliance with these Circulars, the provisions of the Act and SEBI Listing Regulations, the 30th e-AGM of the Company is being conducted through the VC/OAVM facility without the physical presence of members at a common venue. The deemed venue for the 30th e-AGM shall be the registered office of the Company.
- 2). Pursuant to the provisions of the act, a member entitled to attend and vote at the 30th e-AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since this 30th e-AGM is being held pursuant to the MCA circulars through VC or OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars, the facility for appointment of proxies by the members will not be available for this 30th e-AGM and hence the proxy form, attendance slip and route map of 30th e-AGM are not annexed to this notice.
- 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 Regulations (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 30th e-AGM. For this purpose, the Company has entered into an agreement with Purva Shareregistry (India) Private Limited (Purva) 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 30th e-AGM will be provided by Purva.
- 4). The Members can join the 30th 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 30th 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 30th e-AGM without restriction on account of first come first served basis.
- 5). The attendance of the Members attending the 30th 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 30th 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 30th 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 30th e-AGM has been uploaded on the website of the Company at www.centennialindia.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The 30th e-AGM Notice is also disseminated on the website of PURVA (agency for providing the Remote e-Voting facility and e-voting system during the 30th e-AGM) i.e. <https://evoting.purvashare.com/>.
- 8). In accordance with the aforesaid MCA Circulars and the Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/ HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023 and Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2025/133 dated October 3, 2024 issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars"), the Notice of the 30th e-AGM along with the Annual Report for Financial Year 2024 - 2025 are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. The Company shall send the physical copy of Annual Report Financial Year 2024 - 2025 to those Members who request the same at shareinvestor@centennialindia.com mentioning their Folio No. / DP ID and Client ID at the cost of shareholders. The Notice convening the 30th e-AGM along with the Annual Report Financial Year 2024 - 2025 will also be available on the website of the Company at www.centennialindia.com, websites of the Stock Exchanges i.e. BSE Limited, respectively.
- 10). Members of the Company holding shares either in physical form or in electronic form as of the cut-off date of Monday, July 21, 2025 may cast their vote by remote e-voting. The remote e-voting period commences on Thursday, July 24, 2025, at 9:00 a.m. (IST) and ends on Sunday, July 27, 2025, at 5:00 p.m. (IST). The remote e-voting module shall be disabled by Purva for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e-voting before the 30th e-AGM and e-voting during the 30th e-AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as of the cut-off date of Monday, July 21, 2025. Subject to receipt of the requisite number of votes, the Resolutions passed by remote e-voting are deemed to have been passed as if they have been passed at the 30th e-AGM i.e. Monday, July 28, 2025. The Notice of the 30th e-AGM indicating the instructions for the remote e-voting process can be downloaded from the PURVA website or the Company's website www.centennialindia.com

- 11). The Company has notified closure of Register of Members and Share Transfer Books from Tuesday, July 22, 2025 to Monday, July 28, 2025 (both days inclusive).
- 12). The 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 PURVA.
- 13). The Register of Directors and Key Managerial Personnel (KMP) and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, under Section 189 of the Act, and all other documents referred to in the Notice can be inspected in electronic mode by sending a request via email to shareinvestor@centennialindia.com.
- 14). Voting at the 30th e-AGM : Members who could not vote through remote e-voting may avail the e-voting system provided in the 30th e-AGM by PURVA.
- 15). The Board has appointed Shri Hemant Shetye, having Membership No. FCS-2827 and Certificate of Practice No. 1483, Designated Partner of M/s. HSPN & Associates LLP and failing him Shri Kunal Sakpal having Membership No. ACS-75123 and Certificate of Practice No. 27860, Partner of M/s. HSPN & Associates LLP, Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting process before the 30th AGM as well as e-voting process during the 30th AGM fairly and transparently.
- 16). Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone / mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc. to their Depository Participant ("DP") in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self - attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.





THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING 30th e-AGM AND JOINING MEETING THROUGH VC / OAVM ARE AS UNDER:

Purva e-Voting System – For Remote e-voting and e-voting during e-AGM.

- (i) The voting period begins on Thursday, July 24, 2025 at 9:00 a.m. (IST) and ends on Sunday, July 27, 2025 at 5:00 p.m. (IST)–During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Monday, July 21, 2025 may cast their vote electronically. The e-voting module shall be disabled by Purva for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 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.
- (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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | <ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 & 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/PURVA, so that the user can visit the e-Voting service providers' website directly. |

| Type of shareholders | Login Method |
|--|--|
| | <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
| Individual Shareholders holding securities in demat mode with NSDL | <p>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: https://eservices.nsdl.com 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 redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 held 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 & voting during the meeting.</p> <p>4) Shareholders / Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div> <p>5) For OTP based login click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants | <p>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 & voting during the meeting.</p> |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget 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 CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43. |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

(v) LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETING FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING IN DEMAT FORM & PHYSICAL SHAREHOLDERS.

- 1) The shareholders should log on to the e-voting website <https://evoting.purvashare.com>.
- 2) Click on “Shareholder/Member” 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) If you are holding shares in demat form and had logged on to www.evotingindia.com or www.evoting.nsdl.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 5) If you are a first-time user follow the steps given below:

| | For Shareholders holding shares in Demat Form other than individual 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"> ▪ 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. |
| Dividend Bank Details OR 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"> ▪ 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 as mentioned in instruction (v). |

- (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.
- (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 EVENT NO. 110 for the **CENTENIAL SURGICAL SUTURE LTD.** on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES / NO / ABSTAIN” for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.
- (xi) Click on the “NOTICE FILE LINK” if you wish to view the Notice.
- (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) **Facility for Non – Individual Shareholders and Custodians – Remote Voting**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the “Custodians / Mutual Fund” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@purvashare.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.
 - 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 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@centenialindia.com, if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutiniser to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is the same as the instructions mentioned above for Remote e-voting.
2. The link for VC / OAVM to attend the meeting will be available where the EVENT NO. 110 for the **CENTENIAL SURGICAL SUTURE LTD.** will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. 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 AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. 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@centenialindia.com. The shareholders who do not wish to speak during the 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@centenialindia.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the 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 AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC / OAVM facility, then the votes cast by such shareholders shall 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 & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the Purva e-Voting System, you can write an email to evoting@purvashare.com or contact at 022-49614132 and 022-49700138.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to evoting@purvashare.com or contact at 022- 022-49614132 and 022-35220056.

By Order of the Board of Directors

For **CENTENIAL SURGICAL SUTURE LTD.**

Mumbai, Maharashtra
Date: June 21, 2025

Sd/-
Mahima Bathwal
Membership No.: A35069
Company Secretary & Compliance Officer

Registered Office:

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

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 Members at the 25th Annual General Meeting of the Company held on 28th September, 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 hold office from the conclusion of 30th Annual General Meeting of the Company. In terms of the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the Company can appoint or reappoint an audit firm as statutory auditors for not more than 2 (two) terms of 05 (five) consecutive years. M/s. Mahesh Chandra & Associates, Chartered Accountants, is eligible for reappointment for a further period of five years.

After taking into consideration several factors which includes independence of the auditors, experience in the industry, competency of the audit team, efficiency in conduct of audit, etc., the Board of Directors of the Company (‘Board’) has, based on the recommendation of the Audit Committee, proposed the reappointment of M/s. Mahesh Chandra & Associates, Chartered Accountants, as the Statutory Auditors of the Company, for the second consecutive term of five years from the conclusion of 30th AGM till the conclusion of 35th AGM of the Company to be held in the year 2030.

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 2025 - 2026 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 marketplace. In this venture, they are greatly helped by their access to best practices followed globally due to our ability to control 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 the 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.

The Board recommends the Ordinary Resolution as set out in Item No. 3 of the Notice for approval of the members.

Item No. 4:

The present term of Shri Vijay Majrekar as Managing Director of the Company will expire on October 1, 2025. Based on the approval and recommendation of Nomination and Remuneration Committee, the Board of Directors in its meeting held on June 21, 2025 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 21, 2025 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, 2025 to September 30, 2028 on the terms and conditions including the proposed remuneration as set out in the resolution at Item No.4.

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, 2025.

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.4 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 Lakhs 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 2024 ~ 2025, 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.168.00 Lakhs per annum is also within the specified limit of Rs. 5.00 Crores or 2.5% of Net Profits whichever is more.

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

I. General Information

| | | | | | |
|----|---|--|-------------|-------------|-------------|
| a. | Nature of industry | <p>CENTENIAL 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 & chromic) and the entire range of non-absorbable sutures, as per United States Pharmacopoeia (USP) and other medical devices approved & 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. 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> <p>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. | | Particulars | 2022 - 2023 | 2023 - 2024 | 2024 - 2025 |

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| | Financial performance based on given indicators (Rs. In Lakhs) | Gross Income | 5278.47 | 5131.50 | 5363.63 |
| | | Profit before Tax | 146.29 | 127.29 | (161.78) |
| | | Profit after Tax | 88.59 | 113.43 | (146.36) |
| | | Net worth | 3108.40 | 3221.83 | 3075.49 |
| e | Foreign investments or collaborations, if any. | None | | | |

II. Information about the appointee:

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| a. | Background Details | A brief profile of Shri Vijay Majrekar is given herein below. |
| b. | Past Remuneration | Rupees Fourteen Lakhs per month |
| c. | Recognition or Awards | Nil |
| d. | Job profile and his suitability | <p>Aged 64 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 & is designated Chief Executive Officer (CEO) and has over 36 years of extensive industrial experience in the suture industry and other varied experience & 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 & QA. To co-ordinate with staff for production planning and purchase activities, material procurement as per specifications & 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 & Chief Executive Officer (CEO) of the Company for a period of 03 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</p> |

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| | | <p>31 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 & Remuneration Committee, Stakeholders Relationship Committee and being a Promoter of the Company, holds 8,25,401 shares of the Company in his name as on March 31, 2025.</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.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 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. | Spouse of Ms. Anuradha Kasikar, Executive Director of the Company. |

III. Other information

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| Reasons of loss or inadequate profits | <p>The Company has earned profit of Rs.263.68 Lakhs before depreciation and however incurred loss of Rs.146.36 Lakhs, due to high depreciation of Rs.425.46 Lakhs. Furthermore, high levels of competition is forcing our company to lower prices and spend more on marketing, which impact profitability. During the financial year ended March 31, 2025, the profits of the Company was not adequate due to depreciation, high competition, impact of emerging technologies and to some extent presence of new performing assets for manufacturing suture threads and raw materials for manufacturing suture threads and new medical device development, and also includes the costs associated with keeping our existing customers happy and engaged, such as customer support, annual conferences, marketing campaigns, and this includes the costs associated with attracting and acquiring new customers. In today's medical device business, there is a lot of competition, making it extremely difficult to maintain high profitability and margins and to stay competitive, we are considering keeping our prices low, which can lead to lower profits and margins. Our company has been working overtime to broaden our customer base by reaching out to new nursing homes and hospitals. This is why it's so crucial for our company to focus on marketing and attracting new hospitals and nursing homes and our company is aware of the market conditions that can lead to low profitability and margins. By being aware of these conditions, we are taking steps to avoid them or at least mitigate their effects. The company is constantly innovating and keeping up with the latest requirements of the surgeons, by offering new suture needle combinations of medical device / Products. Medical device / Product pricing pressure has been too high and hence struggling to compete against businesses with lower prices, however, if our prices are too low, we won't make enough profit to sustain our business. The company is working, and it is important to find a happy medium when it comes to pricing. The Company has taken significant steps to overcome the negative market conditions and steps to improve its position by remaining competitive, effective and adaptive with strong</p> |
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| | <p>fundamentals and focus on long-term value creation. During the financial year 2025 - 2026, Company expects more than 7% to 9% increase in turnover and corresponding increase in profit.</p> <p>Sales of goods are returning to normal and 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 7% to 9 % growth in the operations for year 2025 - 2026.</p> <ul style="list-style-type: none"> ▪ Falling prices in suture / medical device industry ▪ Lower margins on medical devices / other products under execution due to highly competitive environment. |
| Steps taken or proposed to be taken for improvement | <ul style="list-style-type: none"> ▪ 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. 4 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. 4.

Item No. 5

Shri Devraj T. Poojary (DIN: 02041726), tenure as Whole Time Director designated as Executive Director of the Company expires on January 31, 2026. At the meeting of the Board of Directors of the Company held on June 21, 2025 the re-appointment of Shri Devraj T. Poojary (DIN: 02041726) as a Whole Time Director designated as Executive Director for a period of 03 (Three) years with effect from February 1, 2026 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 (DIN: 02041726), aged 57 years, has a Bachelor of Commerce Degree (B.Com.) and he is one among the senior most employees of the Company. Devraj T. Poojary is well Educated and Qualified, joined Centenial Surgical Suture Ltd., in its early age in 1996 and since February 1, 2008 he is a Whole-time Director designated as Executive Director ~ Sales and Marketing on the Board of the Company. Devraj T. Poojary is primarily responsible for sales and marketing. In addition, he continues to shoulder several other corporate responsibilities and managing affairs related to Food and Drug Administration, Thane, Maharashtra and holds 5,100 shares of the Company in his name as on March 31, 2025.

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 (DIN: 02041726), Whole Time Director.
2. Date of Appointment: Appointed w.e.f. February 1, 2026.
3. Period : 03 years (from February 1, 2026 to January 31, 2029).
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 (p.m.): Rs.65,000.00 (Rupees Sixty Five Thousand Only) p.m. 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 (DIN: 02041726), 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.12,000.00 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.

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.

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:

VI) General Information

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| a. | Nature of industry | <p>CENTENIAL 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 & chromic) and the entire range of non-absorbable sutures, as per United States Pharmacopoeia (USP) and other medical devices approved & 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. 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> |
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|----|---|---|-------------|-------------|-------------|
| | | 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. 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 (Rs. In Lakhs) | Particulars | 2022 - 2023 | 2023 - 2024 | 2024 - 2025 |
| | | Gross Income | 5278.47 | 5131.50 | 5363.63 |
| | | Profit before Tax | 146.29 | 127.29 | (161.78) |
| | | Profit after Tax | 88.59 | 113.43 | (146.36) |
| | | Net worth | 3108.40 | 3221.83 | 3075.49 |
| e | Foreign investments or collaborations, if any. | None | | | |

VII) Information about the appointee:

| | | |
|----|---|---|
| a. | Background Details | A brief profile of Shri Devraj T. Poojary is given herein below. |
| b | Past Remuneration | Rupees Sixty Five Thousand per month |
| c. | Recognition or Awards | Nil |
| d. | Job profile and his suitability | <p>Devraj T. Poojary aged 57 years, has a Bachelor of Commerce Degree (B. Com) and he is one among the senior most employees of the Company. Devraj T. Poojary is well Educated and Qualified, joined Centenial Surgical Suture Ltd., in its early age in 1996.</p> <p>Devraj T. Poojary is a Wholetime Director designated as Executive Director ~ Sales and Marketing on the Board of the Company.</p> <p>Devraj T. Poojary is primarily responsible for sales and marketing. In addition, he continues to shoulder several other corporate responsibilities.</p> |
| e. | Remuneration proposed | The remuneration proposed is set out in the resolution at Item No.5 |
| 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 T. 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. | None |

IV. Other information

| | |
|---|---|
| Reasons of loss or inadequate profits | <p>The Company has earned profit of Rs.263.68 Lakhs before depreciation and however incurred loss of Rs.146.36 Lakhs, due to high depreciation of Rs.425.46 Lakhs. Furthermore, high levels of competition is forcing our company to lower prices and spend more on marketing, which impact profitability. During the financial year ended March 31, 2025, the profits of the Company was not adequate due to depreciation, high competition, impact of emerging technologies and to some extent presence of new performing assets for manufacturing suture threads and raw materials for manufacturing suture threads and new medical device development, and also includes the costs associated with keeping our existing customers happy and engaged, such as customer support, annual conferences, marketing campaigns, and this includes the costs associated with attracting and acquiring new customers. In today's medical device business, there is a lot of competition, making it extremely difficult to maintain high profitability and margins and to stay competitive, we are considering keeping our prices low, which can lead to lower profits and margins. Our company has been working overtime to broaden our customer base by reaching out to new nursing homes and hospitals. This is why it's so crucial for our company to focus on marketing and attracting new hospitals and nursing homes and our company is aware of the market conditions that can lead to low profitability and margins. By being aware of these conditions, we are taking steps to avoid them or at least mitigate their effects. The company is constantly innovating and keeping up with the latest requirements of the surgeons, by offering new suture needle combinations of medical device / Products. Medical device / Product pricing pressure has been too high and hence struggling to compete against businesses with lower prices, however, if our prices are too low, we won't make enough profit to sustain our business. The company is working, and it is important to find a happy medium when it comes to pricing. The Company has taken significant steps to overcome the negative market conditions and steps to improve its position by remaining competitive, effective and adaptive with strong fundamentals and focus on long-term value creation. During the financial year 2025-2026, Company expects more than 7% to 9% increase in turnover and corresponding increase in profit.</p> <p>Sales of goods are returning to normal and 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 7% to 9 % growth in the operations for year 2025 - 2026.</p> <ul style="list-style-type: none"> ▪ Falling prices in suture / medical device industry ▪ Lower margins on medical devices / other products under execution due to highly competitive environment. |
| Steps taken or proposed to be taken for improvement | <ul style="list-style-type: none"> ▪ 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. |

Item no. 6:

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board's report, prepared under Section 134(3) of the Act.

Furthermore, pursuant to recent amendments to Regulation 24A of the SEBI Listing Regulations, every listed entity is required to conduct a Secretarial Audit and annex the Secretarial Audit Report to its annual report. Additionally, a listed entity must appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years, with shareholder approval to be obtained at the Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s. HSPN & Associates LLP, (HSPN) Company Secretaries, as the Secretarial Auditors of the Company for a period of five years, commencing from financial year 2025 - 2026 to 2029 - 2030. The appointment is subject to shareholders' approval at the Annual General Meeting.

While recommending HSPN for appointment, the Board and the Audit Committee evaluated various factors, including the firm's capability to handle a diverse, its existing experience in the Company's business segments. HSPN was found to be well-equipped to manage the scale, diversity, and complexity associated with the Secretarial Audit of the Company.

The terms and conditions of HSPN appointment include a tenure of five years, from financial year 2025- 2026 to 2029 - 2030. The fixed remuneration for the Secretarial Audit for the Financial Year 2025 - 2026 is set at Rs.2,00,000.00 (Rupees Two Lakhs only), plus applicable taxes and other. The proposed fees are determined based on the scope of work, and the time and expertise required by HSPN to conduct the audit effectively. Additional fees for statutory certifications and other professional services will be determined separately by the management, in consultation with HSPN, and will be subject to approval by the Board of Directors and/or the Audit Committee. The remuneration for the subsequent years from Financial Year 2026 - 2027 to 2029 - 2030 will also be approved by the Board and / or the Audit Committee.

HSPN has provided its consent to act as the Secretarial Auditors of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations. Accordingly, the consent of the shareholders is sought for the appointment of HSPN as the Secretarial Auditors of the Company.

The Board of Directors recommends the resolution for approval by the Members, as set out at Item No. 5 of the Notice.

None of the Directors, Key Managerial Personnel (KMP), or their relatives have any financial or other interest in the proposed resolution.

By Order of the Board of Directors

For **CENTENIAL SURGICAL SUTURE LTD.**

Mahima Bathwal

Company Secretary and Compliance Officer

ACS A35069

Place of Signature: Mumbai, Maharashtra.

Date: June 21, 2025

Registered Office:

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

E: admin@centenialindia.com | W: www.centenialindia.com | T: (2524) 222905 | F: (2524) 222872

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's Identification Number | 00804808 | 02041726 |
| Age | 64 years | 57 years |
| Date of Joining of the Board | January 9, 1996 | February 1, 2008 |
| Date of appointment/Re-appointment | October 1, 2025 | February 1, 2026 |
| Brief resume of the Director including nature of expertise in specific functional areas | Shri Vijay Majrekar, aged 64 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. | Devraj T. Poojary aged 57 years, has a Bachelor of Commerce Degree (B. Com) and he is one among the senior |

| Name of the Director | Shri Vijay Majrekar | Shri Devraj Thaniya Poojary |
|----------------------|---|--|
| | <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 organisation.</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 & is designated Chief Executive Officer (CEO) and has over 36 years of extensive industrial experience in the suture industry and other varied experience & 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 & QA. To co-ordinate with staff for production planning and purchase activities, material procurement as per specifications & 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 stewardship so as to achieve the growth plans so contemplated and on the recommendation of the Nomination and Remuneration Committee, approved the re-appointment of Shri Vijay Majrekar as Managing Director & Chief Executive Officer (CEO) of the Company for a period of 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 31 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 & Remuneration</p> | <p>most employees of the Company. Devraj T. Poojary is well Educated and Qualified, joined Centenial Surgical Suture Ltd., in its early age in 1996.</p> <p>Devraj T. Poojary is a Wholetime Director designated as Executive Director ~ Sales and Marketing on the Board of the Company.</p> <p>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>Committee, Stakeholders Relationship Committee and being a Promoter of the Company, holds 8,25,401 shares of the Company in his name as on March 31, 2025.</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 equity shares held in the Company | 8,25,401 (Eight Lacs Twenty Five Thousand Four Hundred one) Equity shares. | 5,100 (Five Thousand One Hundred) Equity Shares. |
| Terms and Conditions of Re-appointment | As per the resolution at item no.4 of the Notice convening this Meeting read with an explanatory statement. | Re-appointment as Executive Director under sec 152(6) of Companies Act 2013 |
| Directorships & 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 & Chairmanship of Audit & 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. |