

CENTENIAL SURGICAL SUTURE LTD.

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

NOTICE OF POSTAL BALLOT

Dear Member(s),

Notice is hereby given pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013, (the Act), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (Rules), read with the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and the latest one being General Circular No. 9/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs (MCA Circulars) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), that the Ordinary/Special Resolutions as set out in this Notice is proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means only.

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (Listing Regulations) and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / Depository Participant(s). The details of the procedure to cast the vote form part of the Notes to this Notice.

The remote e-voting period commences from 9.00 A.M. (IST) on **Thursday, May 2, 2024, and ends at 5.00 P.M. (IST) on Friday, May 31, 2024.**

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 or failing him Shri Prakash Naringrekar having Membership No. ACS-5941 and Certificate of Practice No. 18955, Designated Partner of M/s. HSPN & Associates LLP, Company Secretaries, to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company (the Chairman) or any other person authorised by the Chairman and the results of the voting by Postal Ballot will be announced not later than 48 hours from the conclusion of the e-voting.

The results declared along with the Scrutinizer's Report shall be communicated in the manner provided in this Postal Ballot Notice. The said results along with the Scrutinizer's Report would be intimated to the BSE Limited where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website www.centenialindia.com.

RESOLUTIONS:

Item no. 1 :

Appointment of Shri Anuj Shah (DIN: 10256390) as an Independent Non-Executive Director of the Company.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on

the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Shri Anuj Shah (DIN: 10256390), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors with effect from April 1, 2024, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the LODR Regulations, be and is hereby appointed as an Independent Non-Executive Director of the Company for a period of 05 (Five) years till March 31, 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

Item no. 2 :

Appointment of Ms. Ridhima Limaye (DIN: 10256393) as an Independent Non-Executive Director of the Company.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Ms. Ridhima Limaye (DIN: 10256393), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors with effect from April 1, 2024 and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the LODR Regulations, be and is hereby appointed as an Independent Non-Executive Director of the Company for a period of 05 (Five) years till March 31, 2029, and that she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

Item no. 3 :

Appointment of Shri Akash Modi (DIN : 08698016) as an Independent Non-Executive Director of the Company.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Shri Akash Modi (DIN : 08698016), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors with effect from April 1, 2024, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the LODR Regulations, be and is hereby appointed as an Independent Non-Executive Director of the Company for a period of 05 (Five) years till March 31, 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

Item no. 4 :

To consider and approve for giving authorisation to Board of Directors under Section 180(1)(c) of the Companies Act, 2013:

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in accordance with the Memorandum and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow any sum or sums of moneys on such terms and conditions and with or without security as the Board of Directors may think fit from time to time which together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the permissible limit i.e. aggregate of paid-up capital, free reserves and securities premium of the Company, provided that the aggregate amount of money/moneys so borrowed by the Board of Directors shall not at any time exceed the limit of Rs.100.00 Cr. (Rupees One Hundred Crores Only).

RESOLVED FURTHER THAT any Directors(s) of the Company be and is/are hereby severally authorised for and on behalf of the Company to do all such acts, deeds, matters and things as may be necessary, proper, expedient, or incidental to give effect to this resolution.”

Item no. 5 :

To approve and amend material related party transaction limits with promoter:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) and the applicable provisions of the Companies Act, 2013 (“Act”) read with applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company’s Policy on “Materiality of Related Party Transactions and also on dealing with Related Party Transactions” and all other laws and regulations, as may be applicable, as amended, supplemented or re-enacted from time to time and pursuant to the recommendation of the Audit Committee and the Board of Directors, with respect to material related party with Promoters, Directors, body corporate in which Promoters are interested for borrowing / availing of loan, the approval of the members of the Company be and is hereby accorded to the Company for borrowing/availing of additional loans/ advances, within the limits approved by the members, in one or more tranches, for an aggregate amount not exceeding Rs.50.00 Crores notwithstanding that such borrowings availed or to be availed individually or taken together with previous borrowings availed by the Company from any one or more promoters or promoter companies during any financial year exceeds ten percent or such other limit as may be specified under the SEBI Listing Regulations or any amendment thereof, of the annual consolidated turnover of the Company as per the last audited financial statements of the Company preceding the respective financial year in which such borrowings is availed by the Company, on arm’s length basis, and on such terms and conditions as may be considered appropriate by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any Committee of the Board) be and are hereby authorised to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution.”

By Order of the Board of Directors

For **C**ENTENIAL SURGICAL SUTURE LTD.

Sd/-

Mahima Bathwal

Membership No.: A35069

Company Secretary & Compliance Officer

Mumbai, Maharashtra

Date: April 29, 2024

Registered Office:

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

NOTES :

1. The Explanatory Statements and reasons for the proposed Special Resolution pursuant to Section 102 read with Section 110 of the Act setting out material facts are appended herein below. Details in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) form part of the Explanatory Statement forming part of this Notice.
2. In compliance with the MCA Circulars, the Notice is being sent by electronic mode alone to those Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company and as received from National Securities and Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (Depositories) as on Friday the April 26, 2024 and whose e-mail IDs are registered with the Company / Depositories.

For Members who have not registered their e-mail IDs, please follow the instructions given under **Note No.12**.

3. In accordance with the MCA Circulars, physical copies of the Notice are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
4. The Members, whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories as on Friday the, April 26, 2024, being the cut-off date, are entitled to vote on the Resolution set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
5. In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has availed the service of Central Depository Services (India) Limited for facilitating e-voting to enable the Members to cast their votes electronically.
6. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.cdslindia.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, and on the website of Central Depository Services (India) Limited at www.cdslindia.com.
7. All the material documents referred to in the Explanatory Statement, shall be available for inspection for Members through electronic mode from May 2, 2024 to May 31, 2024 basis the request being sent on shareinvestor@centenialindia.com mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
8. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on April 26, 2024, being the cut-off date fixed for the purpose.
9. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at shareinvestor@centenialindia.com along with the copy of the signed request letter in Form ISR-1 mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Aadhaar, Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to shareinvestor@centenialindia.com
10. The Scrutinizer will submit his report to the Chairman or a Director authorised by him after completion of the scrutiny and the results of the e-voting by Postal Ballot will be announced on May 31, 2024 at registered office of the Company. The Resolution, if passed by requisite majority shall be deemed to have been passed on May 31, 2024, being the last date specified by the Company for e-voting.
11. The declared results along with the Report of the Scrutinizer shall be forwarded to the BSE Limited and shall be uploaded on the website of the Company i.e. www.centenialindia.com.
12. **The instructions for Shareholders for e-voting are as under:**

- a) 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.
- b) Pursuant to abovesaid SEBI Circular, Login method for e-Voting **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 CDSL Depository	<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 users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 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 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 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.
Individual Shareholders (holding securities in demat mode) login	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for

Type of shareholders	Login Method
through their Depository Participants (DP)	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.

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 toll free no. 1800 22 55 33
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.: 022-4886 7000 and 022-2499 7000

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) Login method for Remote e-Voting 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.
- 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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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.

- ii) After entering these details appropriately, click on “SUBMIT” tab.
- iii) 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.

- iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- vi) 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.
- vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- viii) 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.
- ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xi) 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 & enter the details as prompted by the system.
- xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

xiii) 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 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.
- 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 & 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 mandatorily 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, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 & 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 e-Voting from the CDSL e-Voting System, you can write an email to 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, Sr. Manager, (CDSL) 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 or call at toll free no. 1800 22 55 33.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (the Act)

Item No.1:

The Board of Directors at their meeting held on February 14, 2024, based on the recommendation of Nomination and Remuneration Committee, appointed Shri Anuj Shah (DIN : 10256390), as an Additional Director (in the capacity of Independent Director) of the Company, with effect from April 1, 2024 for a term of 05 (Five) consecutive years i.e. upto March 31, 2029 under Sections 149, 150 and 152 of the Act. Pursuant to Regulation 17(1C) of Listing Regulations, Shri Anuj Shah (DIN: 10256390), shall hold office until the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier. Shri Anuj Shah (DIN: 10256390), is eligible to be appointed as an Independent Non-Executive Director for a term of upto five consecutive years.

The Company has also received a declaration of independence from Shri Anuj Shah. In terms of Regulation 25(8) of the Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Non-Executive Director without any external influence. Further, he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of a Director by virtue of any SEBI order or any other such authority and has successfully registered himself in the Independent Director's Data Bank maintained by Indian Institute of Corporate Affairs.

For appointment of Shri Anuj Shah on the Board, the Nomination and Remuneration Committee took into consideration his 15 years of experience. Further, the Nomination and Remuneration Committee also noted that skills, expertise and competencies possessed by Shri Anuj Shah were in alignment with the skills and expertise, identified by the Committee and the Board, for the Directors of the Company.

Brief profile of Mr. Anuj Shah (DIN: 10256390) is as follows:

Shri Anuj Shah, holds a Master of Science degree from Stevens Institute of Technology (USA), specializing in the field of Pharmaceutical Manufacturing Practices, Validation and Qualification.

Shri Anuj Shah is a Business Owner at Mars Incorporation, a firm involved in supplying and providing service of unique products, focusing in simplifying problems related to Water Conditioning, Energy savings and Construction Industry. Anuj has 10+ years of experience in developing the business focusing on such products which are helpful in solving problems of various sectors.

Additionally, he has 5+ years of experience as a Sr. Validation Engineer (USA & India) in the field of pharmaceutical manufacturing. He has knowledge of cGMP, GxP, SOPs, IQ OQ PQ, ICH Guidelines, Risk Analysis, CAPA, 21CFRPart11, Compliance, Validation (Process, Cleaning and Computer System).

In the opinion of the Board, Shri Anuj Shah (DIN: 10256390) fulfils the conditions as set out in Section 149(6) and Schedule IV of the Act and Listing Regulations and is thereby eligible for appointment as an Independent Director.

The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and Secretarial Standards, as on the date of Notice, are of this Notice. A copy of the draft Letter of Appointment for Independent Directors is available for inspection as per the procedure of inspection details provided in point no.7 of this Notice.

Shri Anuj Shah (DIN: 10256390), being the appointee, is interested in this resolution, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No.2:

The Board of Directors at their meeting held on February 14, 2024, based on the recommendation of Nomination and Remuneration Committee, appointed Ms. Ridhima Limaye (DIN: 10256393), as an Additional Director (in the capacity of Independent Director) of the Company, with effect from April 1, 2024 for a term of 05 (Five) consecutive years i.e. upto March 31, 2029, under Sections 149, 150 and 152 of the Act. Pursuant to Regulation 17(1C) of Listing Regulations, Ms. Ridhima Limaye (DIN: 10256393) shall hold office until the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier. Ms. Ridhima Limaye (DIN: 10256393), is eligible to be appointed as an Independent Non-Executive Director for a term of upto five consecutive years.

The Company has also received a declaration of independence from Ms. Ridhima Limaye (DIN: 10256393). In terms of Regulation 25(8) of the Listing Regulations, she has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Non-Executive Director without any external influence. Further, she is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority and has successfully registered herself in the Independent Director's Data Bank maintained by Indian Institute of Corporate Affairs.

For appointment of Ms. Ridhima Limaye (DIN: 10256393) on the Board, the Nomination and Remuneration Committee took into consideration her more than 9 years of experience. Further, the Nomination and Remuneration Committee also noted that skills, expertise and competencies possessed by Ms. Ridhima Limaye (DIN: 10256393) were in alignment with the skills and expertise, identified by the Committee and the Board, for the Directors of the Company.

Brief profile of Ms. Ridhima Limaye (DIN: 10256393) is as follows:

Ms. Ridhima Limaye is very well Educated and Qualified, holds a Bachelor of Commerce Degree (B.Com.) from University of Mumbai, Intermediate Chartered Accountant and having nearly 9 years of professional experience in areas of financial and GST consultancy, corporate banking, taxation, valuation, accounting, auditing, Company law, Audit & Assurance services, tax compliances and advisory services, especially for personal taxation & personal tax planning, designing & implementing internal controls systems for all types of business entities and working in her own firm. Ms. Ridhima Limaye has received young entrepreneur award on Women's day 2021 from WIMA (Association of women entrepreneurs / industrialists of Maharashtra) Mumbai chapter in Dance field. In the opinion of the Board, Ms. Ridhima Limaye (DIN: 10256393) fulfils the conditions as set out in Section 149(6) and Schedule IV of the Act and Listing Regulations and is thereby eligible for appointment as an Independent Director.

The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and Secretarial Standards, as on the date of Notice, are of this Notice. A copy of the draft Letter of Appointment for Independent Non-Executive Directors is available for inspection as per the procedure of inspection details provided in point no.7 of this Notice.

Ms. Ridhima Limaye (DIN: 10256393) being the appointee, is interested in this resolution, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No.3:

The Board of Directors at their meeting held on February 14, 2024, based on the recommendation of Nomination and Remuneration Committee, appointed Shri Akash Modi (DIN: 08698016), as an Additional Director (in the capacity of Independent Director) of the Company, with effect from April 1, 2024 for a term of 05 (Five) consecutive years i.e. upto March 31, 2029, under Sections 149, 150 and 152 of the Act. Pursuant to Regulation 17(1C) of Listing Regulations, Shri Akash Modi (DIN: 08698016), shall hold office until the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier. Shri Akash Modi (DIN: 08698016), is eligible to be appointed as an Independent Non-Executive Director for a term of upto five consecutive years.

The Company has also received a declaration of independence from Shri Akash Modi (DIN: 08698016). In terms of Regulation 25(8) of the Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Non-Executive Director without any external influence. Further, he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority and has successfully registered himself in the Independent Director's Data Bank maintained by Indian Institute of Corporate Affairs.

For appointment of Shri Akash Modi (DIN: 08698016) on the Board, the Nomination and Remuneration Committee took into consideration his more than 5 years of experience. Further, the Nomination and Remuneration Committee also noted that skills, expertise and competencies possessed by Shri Akash Modi (DIN: 08698016) were in alignment with the skills and expertise, identified by the Committee and the Board for the Directors of the Company.

Brief profile of Shri Akash Modi (DIN: 08698016) is as follows:

Shri Akash Modi is very well Educated and Qualified, holds a Bachelor of Commerce Degree (B.Com.) from University of Mumbai and is a practicing Chartered Accountant having nearly 5 years of professional experience in areas of financial and GST consultancy, corporate structuring / restructuring, corporate banking, business re-organisations, taxation, valuation, accounting, auditing and Company law, Audit and Assurance services, SOX Audit, Tax compliance and advisory services, especially for personal taxation and personal tax planning, Payroll and human resource management services, Designing and implementing internal controls systems for all types of business entities. Further, Shri Akash Modi has wide experience in performing valuations and Due Diligence for businesses. In the opinion of the Board, Shri Akash Modi (DIN: 08698016) fulfils the conditions as set out in Section 149(6) and Schedule IV of the Act and Listing Regulations and is thereby eligible for appointment as an Independent Non-Executive Director.

The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and Secretarial Standards, as on the date of Notice, are of this Notice. A copy of the draft Letter of Appointment for Independent Directors is available for inspection as per the procedure of inspection details provided in point no.7 of this Notice.

Shri Akash Modi (DIN: 08698016), being the appointee, is interested in this resolution, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No.4:

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), the Board of Directors have the powers to borrow money, where the money to be borrowed, together with the money already borrowed by the company could exceed aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business provided a consent by way of Special Resolution by the Shareholders of the Company has been obtained.

Keeping in view the long term strategic and business objectives and as a measure of achieving greater financial flexibility and to enable optimal financing structure, the Board of Directors in its meeting held on April 29, 2024 has, subject to the approval of shareholders of the Company, proposed and approved for seeking the shareholder approval for giving authorisation to Board of Directors under Section 180(1)(c) of the Companies Act, 2013 upto an aggregate limit of Rs.100 crores.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any).

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 4 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a Special Resolution.

Item No. 5:

Pursuant to the applicable provision of the Companies Act, 2013 (“Act”) read with the applicable rules issued under the Act, Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with amendment thereof (“SEBI Listing Regulations”) and the Company’s Policy on Materiality of Related Party Transactions and also on dealing with Related Party Transactions of the Company (“the Policy”), all material related party transactions of the Company require prior approval of the members of the Company through Ordinary Resolution.

In accordance with Regulation 23 of the SEBI Listing Regulations, “Material Related Party Transaction” means any transaction with a related party if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover as per the last audited financial statements of the Company.

Considering the long term strategic and business objectives and as a measure of achieving greater financial flexibility and to enable optimal financing structure in the future, the approval of the members is being sought for the proposal of increasing the aforesaid borrowing limit of Rs.50.00 Crores notwithstanding that such borrowings availed or to be availed individually or taken together with previous borrowings availed by the Company from any one or more promoters during any financial year exceeds ten percent or such other limit as may be specified under the SEBI Listing Regulations or any amendment thereof, of the annual standalone turnover of the Company as per the last audited financial statements of the Company preceding the respective financial year in which such borrowings is availed by the Company, by way of resolution as stated in Item No.5 of this Notice.

The Company does borrow from banks and/ or financial institutions, in compliance with provisions of applicable laws, in its normal course of business, however such borrowings have certain standard restrictive covenants due to which immediate release of funds by the banks/ financial institutions sometimes takes longer than expected. Accordingly, to ensure continuity of working capital for operations of the Company, it is proposed to keep the option of availing borrowings from the promoters of the Company, in normal course of its business and on arms’ length basis. The Board of Directors on recommendation of the Audit Committee, at its meeting held on April 29, 2024 has approved the above proposal subject to the approval of the members of the Company. The Board recommends and proposes this resolution to the members of the Company for their approval in the best interest of the Company.

Except Shri Vijay Majrekar, Managing Director and Anuradha Kashikar, Executive Director and Chief Financial Officer of the Company, none of the Directors & 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. 5.

By Order of the Board of Directors

For **C**ENTENIAL SURGICAL SUTURE LTD.

Sd/-

Mahima Bathwal

Membership No.: A35069

Company Secretary & Compliance Officer

Mumbai, Maharashtra

Date: April 29, 2024

Registered Office:

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

Details of Director seeking Appointment

[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings]

Name of the Director	Shri Anuj Shah	Shri Akash Modi	Ms. Ridhima Limaye
DIN	10256390	08698016	10256393
Age			
Date of first appointment on the Board	April 1, 2024	April 1, 2024	April 1, 2024
Qualifications	Master of Science degree from Stevens Institute of Technology (USA).	Bachelor of Commerce Degree (B.Com.) and Chartered Accountant.	Bachelor of Commerce Degree (B.Com.), Bachelor of Commerce Degree (B.Com.) Final 1 group cleared.
Expertise in specific functional areas	<p>Specialising in the field of Pharmaceutical Manufacturing Practices, Validation and Qualification.</p> <p>Anuj Shah is a Business Owner of Mars Incorporation, a firm involved in supplying and providing service of unique products, focusing in simplifying problems related to Water Conditioning, Energy savings and Construction Industry. Anuj has more than 10 years of experience in developing the business focusing on such products which are helpful in solving problems of various sectors.</p> <p>Additionally, he has 5+ years of experience as a Sr. Validation Engineer (USA & India) in the field of pharmaceutical manufacturing.</p> <p>He has knowledge of cGMP, GxP, SOPs, IQ OQ PQ, ICH Guidelines, Risk Analysis, CAPA, 21CFRPart11, Compliance, Validation (Process, Cleaning and Computer System).</p>	<p>Audit and Assurance services, SOX Audit Tax compliance and advisory services, especially for personal taxation and personal tax planning, payroll and human resource management services and designing and implementing internal controls systems for all types of business entities.</p>	<p>Working as GST Advisor in own firm. Received young entrepreneur award on Women's Day 2021 from WIMA (Association of women entrepreneurs / industrialists of Maharashtra) Mumbai chapter in Dance field.</p>
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	<p>Specializing in the field of Pharmaceutical Manufacturing Practices, Validation and Qualification.</p>	<p>Tax compliance and advisory services, especially for personal taxation and personal tax planning, payroll and human resource management services, financial reporting, auditing and GST advisory.</p>	<p>Industry-wide experience and knowledge of finance, accounting, financial reporting, auditing and GST advisory.</p>
Terms and conditions of appointment	<p>Appointment as an Independent Non-Executive Director for a period of 5 consecutive years effective from April 1, 2024 to March 31, 2029 (for further details refer the Notice and Explanatory Statement).</p>	<p>Appointment as an Independent Non-Executive Director for a period of 5 consecutive years effective from April 1, 2024 to March 31, 2029 (for further details refer the Notice and Explanatory Statement).</p>	<p>Appointment as an Independent Non-Executive Director for a period of 5 consecutive years effective from April 1, 2024 to March 31, 2029 (for further details refer the Notice and Explanatory Statement).</p>

Name of the Director	Shri Anuj Shah	Shri Akash Modi	Ms. Ridhima Limaye
Directorships in other listed Companies (excluding foreign companies)	None	None	None
Membership/ Chairpersonship of Committees in other listed companies (excluding foreign companies)	None	None	None
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	None	None	None
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	None	None	None
No. of shares held:			
(a) Own	9,000 Equity Shares	NIL	NIL
(b) For other persons on a beneficial basis	NIL	NIL	NIL