

CENTENIAL SURGICAL SUTURE LTD.

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

POSTAL BALLOT NOTICE

To,
The Member(s)

NOTICE is hereby given to the Members of Centenial Surgical Suture Limited (hereinafter referred to as the “Company”) pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements [LODR]) Regulations, 2015 (including any statutory modification or re-enactment(s) thereof for the time being in force) and such other applicable laws and Regulations for seeking the approval of the Members for the matters as set out in the resolutions appended below, through Postal Ballot including voting by electronic means (e-voting).

The Explanatory Statement pursuant to Section 102 and other applicable provisions of the Companies Act, 2013, pertaining to the resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto along with a ‘Postal Ballot Form’ and postage-prepaid self-addressed Business Reply Envelope for your consideration.

The Board of Directors of the Company at their meeting held on February 19, 2020 have appointed Shri Hemant Shetye, Practicing Company Secretary, M/s.HS Associates, 206, 2nd Floor, Tantia & Jogani Industrial Estate, J.R. Boricha Marg, Opposite Lodha Excelus, Lower Parel (East), Mumbai 400011, MAHARASHTRA having Membership No. FCS-2827 & Certificate of Practice No. 1483, as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is providing an option of e-voting to its Members to cast their vote on the resolutions proposed in the Notice of Postal Ballot. For this purpose, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility to the Members.

Members desiring to exercise their vote by using e-voting facility are requested to carefully follow the instructions under the Section ‘Voting through Electronic Means’ in this Notice of Postal Ballot.

Members desiring to exercise their vote by Postal Ballot are requested to read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed postage-prepaid self-addressed Business Reply Envelope. The duly completed Postal Ballot Form should reach the Scrutinizer not later than Friday, March 27, 2020 (5.00 p.m. IST) to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

References to Postal Ballot in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman of the Company or to any other person authorised by the Chairman after the completion of the scrutiny of the Postal Ballots (including e-voting). The results shall be announced on or before March 29, 2020 and will be displayed on the notice board at the Registered Office of the Company. The said results will be intimated to the Stock Exchange where the shares of the Company are listed and displayed on the Company’s www.centenialindia.com and also on the website of CDSL www.cdslindia.com.

ITEMS OF ORDINARY BUSINESS

Item No. 1 : Approval for appointment of M/s.Mahesh Chandra & Associates, Chartered Accountants, Firm Registration No. 112334W as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s.A. Vijay Kumar & Co., Chartered Accountants.

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

“RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time or any other law for the time being in force (including any statutory modification(s) or amendment(s) thereto or re-enactment thereof), M/s. Mahesh Chandra & Associates, Chartered Accountants (Firm Registration No. 112334W) be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. A. Vijay Kumar & Co., Chartered Accountants, (Firm Registration No. 009824S)

RESOLVED FURTHER THAT M/s.Mahesh Chandra & Associates, Chartered Accountants (Firm Registration No. 112334W) shall also be responsible for the statutory audit of the financial statements of the Company for the financial year 2019 - 2020 as per the requirement of the Companies Act, 2013 and all other applicable laws and they shall hold office up to the conclusion of the ensuing 25th Annual General Meeting of the Company on such remuneration as may be mutually agreed between the Board of Directors / Committee thereof and the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No. 2:

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, 198, 203 and other applicable provisions of the Companies Act, 2013, if any and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013, and consent of members of the Company be and is hereby accorded to the re-appointment to Shri Devraj T. Poojary, Executive Director of the Company for a period of (03) Three years from February 1, 2020 to January 31, 2023 on the terms and conditions of re-appointment and remuneration as mentioned in detail in Explanatory Statement and the Board of Directors be an is hereby authorised to alter vary such terms of re-appointment and remuneration as specified in Schedule V of the Companies Act, 2013 and other applicable provisions (if any), as may be agreed to by the Board of Directors and Shri Devraj T. Poojary [DIN: 02041726].

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution”.

By Order of the Board of Directors

For **C**ENTENIAL SURGICAL SUTURE LTD.

Mahima Bathwal
Company Secretary
ACS A35069

Place of Signature: Mumbai, Maharashtra
Date: February 19, 2020

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

NOTES :

1. The Postal Ballot Notice is being sent to those Members whose name appears in the Company's Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on Friday, February 14, 2020. The Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company or with their Depository Participants or with M/s. Purva Sharegistry (India) Pvt. Ltd., Company's Registrar and Share Transfer Agent. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form and postage-prepaid self-addressed Business Reply Envelope through permitted mode. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form can download the form from the website of the Company, i.e., www.centennialindia.com or website of CDSL, i.e. www.cdslindia.com or contact Purva Sharegistry (India) Pvt. Ltd., Company's via e-mail at support@purvashare.com or on Tel. No. 23016761 / 8261 / 2518 | F : 23012517.
2. Members whose names appear in the Company's Register of Members / List of Beneficial Owners as on the close of business hours on Friday, February 14, 2020 will be considered for the purpose of voting. The voting rights of Members shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as on the close of business hours on Friday, February 14, 2020. A person who is not a Member as on Friday, February 14, 2020 should treat this Notice for information purposes only.
3. The Postal Ballot Notice is uploaded on the website of the Company, i.e., www.centennialindia.com and on the website of CDSL, i.e. www.cdslindia.com
4. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting i.e. either physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
6. The e-voting period commences on Wednesday, February 26, 2020 (9.00 a.m. IST) and ends on Friday, March 27, 2020 (5.00 p.m. IST).
7. The last date of receipt of the Business Reply Envelope with Postal Ballot Form, i.e. Friday, March 27, 2020 (5.00 p.m. IST), shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
8. All documents referred in the Notice and the Explanatory Statement will be available for inspection by the Members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) during working hours upto the date of announcement of results of this Postal Ballot.

Voting through electronic means

The instructions for shareholders voting electronically are as under:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders.
- (iii) Now Enter your User ID
 - [a]. For CDSL: 16 digits beneficiary ID,
 - [b]. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - [c]. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first-time user follow the steps given below:

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

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the Electronic Voting Sequence No. (EVSN): 200220002 for CENTENIAL SURGICAL SUTURE LTD. on which you choose to vote.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xvii) Note for Non – Individual Shareholders and Custodians.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members receiving the physical copy of the Notice of the Postal Ballot (for Members whose e-mail addresses are not registered with the Company / Depositories):

- i. Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- ii. Initial password is provided in the enclosed ballot form: EVEN (E-voting Event Number) + USER ID and PASSWORD.

(xix) Other instructions

- a. In case of any query or grievance pertaining to e-voting, Members may contact Purva Sharegistry (India) Pvt. Ltd., Company’s RTA via e-mail at support@purvashare.com or on Tel. No. 23016761 / 23018261 / 23012518 | F : 23012517
- b. There will be one vote for every Client ID No. / Registered Folio No. irrespective of the number of joint holders.

EXPLANATORY STATEMENT
Pursuant to Section 102 of the Companies Act, 2013

Item No. 1

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

Casual vacancy caused by the resignation of Statutory Auditors can only be filled up by the Company in General Meeting with the consent of the members. The Board as per the recommendation of the Audit Committee, has proposed to appoint M/s.Mahesh Chandra & Associates, Chartered Accountants, Firm Registration No. 112334W, as the Statutory Auditors of the Company for the financial year 2019 -2020 to hold office up to the conclusion of the ensuing 25th Annual General Meeting of the Company in order to fill the casual vacancy caused by the resignation of M/s. A. Vijay Kumar & Co., Chartered Accountants, Firm Registration No. 009824S.

Brief Profile:

M/s.Mahesh Chandra & Associates, Chartered Accountants, Firm Registration No. 112334W, a peer reviewed firm by the Institute of Chartered Accountants of India (ICAI) was formed by Late Shri Mahesh Chandra Bohra in the year 1992. M/s.Mahesh Chandra & Associates, Chartered Accountants, Firm Registration No. 112334W, offers an extensive variety of expert and proficient services that meet the immediate as well as the long-term business requirements. M/s. Mahesh Chandra & Associates, Chartered Accountants, Firm Registration No. 112334W, focuses on providing dedicated services intended at creating a strong competitive advantage for our company in order to help us compete successfully in a swiftly changing market place and are greatly helped by their access to best practices followed globally due to our ability to control on International practices and knowledge database through our international associations. M/s.Mahesh Chandra & Associates, Chartered Accountants, Firm Registration No. 112334W has expert and proficient team of professionals comprising 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 our company.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise in the said Ordinary Resolution set out at Item No. 1 of the Postal Ballot Notice, except to the extent of their respective shareholding, if any, in the Company.

Item No. 2:

Shri Devraj T. Poojary (DIN: 02041726), tenure as Whole Time Director designated as Executive Director of the Company expires on January 31, 2020. At the meeting of the Board of Directors of the Company held on November 12, 2019 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, 2020 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 51 years, has a Bachelor of Commerce Degree (B.Com) and he is one among the senior most employees of the Company. Shri Devraj T. Poojary is well Educated and Qualified, joined Centennial Surgical Suture Ltd., in its early age in 1996 and since February 1, 2008 he is a Whole-time Director designated as Executive Director ~ Sales and Marketing on the Board of the Company. Shri Devraj T. Poojary is primarily responsible for sales and marketing. In addition, he continues to shoulder several other corporate responsibilities and holds 5,100 shares of the Company in his name as on February 19, 2020.

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, 2020.
3. Period : 03 years (from February 1, 2020 to January 31, 2023).
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 (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.

I. 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.

- II 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.

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

Shri 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 as Executive Director is interested and concerned in the Resolution mentioned at Item No. 2 of the Postal Ballot Notice. None of the other Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution.

Additional information on Director's recommended for appointment / re-appointment as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name of the Director	Shri Devraj T. Poojary
Brief resume of the Director including nature of expertise in specific functional areas	Shri Devraj T. Poojary (DIN: 02041726), aged 51 years, has a Bachelor of Commerce Degree (B.Com) and he is one among the senior most employees of the Company. Shri Devraj T. Poojary is well Educated and Qualified, joined Centenial Surgical Suture Ltd., in its early age in 1996 and since February 1, 2008 he is a Whole-time Director designated as Executive Director ~ Sales and Marketing on the Board of the Company. Shri Devraj T. Poojary is primarily responsible for sales and marketing. In addition, he continues to shoulder several other corporate responsibilities and holds 5,100 shares of the Company in his name as on February 19, 2020.
Disclosure of relationships between directors inter-se.	NIL
Names of listed entities in which the person also holds the directorship and the membership of Committees of the Board;	NIL
No. of shares held in the Company	5,100

By Order of the Board of Directors

For **CENTENIAL SURGICAL SUTURE LTD.**

Mahima Bathwal
Company Secretary
 ACS A35069

Place of Signature: Mumbai, Maharashtra
 Date: February 19, 2020

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 Corporate Identification Number: L99999MH1995PLC089759
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