To,  
Department of Corporate Service  
BSE Limited,  
Registered Office : Floor 25, P. J. Towers,  
Dalai Street, Fort, Mumbai 400001. MAHARASHTRA  
T: 2272 1233 / 1234 | F: 2272 3121 / 3719 | www.bseindia.com

Subject: Intimation of Postal Ballot.  
Reference : Centenial Surgical Suture Ltd. | Scrip Code: 531380

February 25, 2020

Dear Sir,

We wish to inform you that pursuant to the provisions of Sections 108 and 110 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company is conducting a Postal Ballot (including e-voting) for obtaining the approval of the Members for the businesses as mentioned in the Postal Ballot Notice of the Company dated February 19, 2020.

The Postal Ballot Notice along with the Postal Ballot Form of the Company are enclosed herewith and are also available on the Company’s website i.e. www.centenialindia.com.

The results of the Postal Ballot (including e-voting) will be communicated to you on or before Saturday, March 28, 2020.

The said information may also be regarded as disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

You are requested to kindly take the same on your record.

Sincerely,

For CENTENIAL SURGICAL SUTURE LTD.

Devraj T. POOJARY
Executive Director
DIN : 02041726
POSTAL BALLOT NOTICE

To,
The Member(s)

NOTICE is hereby given to the Members of Centennial 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 CENTENIAL 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 Shareregistry (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.centenialindia.com or website of CDSL, i.e. www.cdslindia.com or contact Purva Shareregistry (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.centenialindia.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:

POSTAL BALLOT NOTICE
Centenial Surgical Suture Ltd., Thane, Maharashtra.
For Members holding shares in Demat Form and Physical Form

<table>
<thead>
<tr>
<th>PAN</th>
<th>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>• 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.</td>
</tr>
<tr>
<td></td>
<td>• 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.</td>
</tr>
</tbody>
</table>

| 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 up to 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.

<table>
<thead>
<tr>
<th>Name of the Director</th>
<th>Shri Devraj T. Poojary</th>
</tr>
</thead>
<tbody>
<tr>
<td>Brief resume of the Director including nature of expertise in specific functional areas</td>
<td>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.</td>
</tr>
<tr>
<td>Disclosure of relationships between directors inter-se.</td>
<td>NIL</td>
</tr>
<tr>
<td>Names of listed entities in which the person also holds the directorship and the membership of Committees of the Board;</td>
<td>NIL</td>
</tr>
<tr>
<td>No. of shares held in the Company</td>
<td>5,100</td>
</tr>
</tbody>
</table>

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

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
1. Name and Registered Address of the sole/first named member as registered with the Company:

2. Name(s) of the joint-holder(s), if any:

3. Folio No. / DP ID No.* / Client ID*:
   (*Applicable only to members holding equity shares in dematerialized form)

4. No. of equity shares held:

5. E-voting Event Number (EVEN):

6. User ID

7. Password

8. I/We hereby exercise my / our vote(s) in respect of the following resolutions to be passed through Postal Ballot for the businesses stated in the Postal Ballot Notice dated February 19, 2020, by conveying my / our assent or dissent to the said resolutions by placing the tick (✓) mark in the appropriate box below:

<table>
<thead>
<tr>
<th>Item No.</th>
<th>Description of Resolutions</th>
<th>Type of Resolution</th>
<th>No. of Equity Shares</th>
<th>(For) I/We assent to the Resolution</th>
<th>(Against) I/We dissent from the Resolution</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.</td>
<td>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.</td>
<td>Ordinary</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2.</td>
<td>Appointment of M/s. Mahesh Chandra &amp; 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 &amp; Co., Chartered Accounts (Firm Registration No. 009824S) and 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.</td>
<td>Ordinary</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

(Please note: Ticks in both the boxes would render your Form invalid)

Place: _________________________ Signature of the Member Or
Date: _________________________ Authorised Representative _________________________
Notes: 1. Please read the instructions printed below before exercising your vote. These details and instructions form an integral part of the Notice of Postal Ballot of the Company.

2. 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). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on Friday, February 14, 2020, may cast their votes electronically. E-voting will not be allowed beyond 5.00 p.m. on Friday, March 27, 2020 and the e-voting module will be disabled by CDSL thereafter.

INSTRUCTIONS

1. Members can opt for only one mode of voting, i.e., either by postal ballot or e-voting. However, in case members cast their votes through both these modes, then voting done through e-voting shall prevail and voting done through postal ballot will be treated as invalid. For detailed instructions on e-voting, please refer to the Notes to the Postal Ballot Notice.

2. Duly completed Postal Ballot Form should reach the Scrutinizer on or before Friday, March 27, 2020 (5.00 p.m. IST). All Postal Ballot Forms received after the above time and date will be treated as if reply / Postal Ballot Form from such Member have not been received.

3. A Member desiring to exercise vote by postal ballot should complete this Postal Ballot Form and send it to the Scrutinizer appointed by the Company in the enclosed self-addressed postage pre-paid Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Forms, if deposited in person or sent by courier or registered / speed post at the expense of the Member(s) will also be accepted. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice.

4. Members, whose names appear in the Register of Members / Record of Depositories as on Friday, February 14, 2020 will be eligible for 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 cut-off date.

5. There will be one postal ballot for every Client ID No. / Folio No., irrespective of the number of joint holders. A member cannot exercise his vote by proxy on postal ballot.

6. The signature of the member on this postal ballot form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or as registered with Purva Share registry (India) Pvt. Ltd. (RTA) / Company, in respect of shares held in dematerialized form or in physical form, respectively. In case of joint holding, this postal ballot form should be completed and signed by the first member (as per the specimen signature) and in his / her absence by the next named member.

7. A member may request in writing for a duplicate postal ballot form, if so required, from Purva Share registry (India) Pvt. Ltd., Mumbai. However, the duly filled-in duplicate postal ballot form should reach the Scrutinizer not later than Friday, March 27, 2020 (5.00 p.m. IST).

8. The consent must be accorded by recording the assent in the column ‘FOR’ or dissent in the column ‘AGAINST’ by placing a tick mark (✓) in the appropriate column in the postal ballot form. The assent or dissent received in any other form shall not be considered valid.

9. Postal Ballot Form which is incomplete or unsigned or defective in any manner is liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.

10. Members are requested not to send any other paper / documents along with the Postal Ballot Forms in the enclosed self-addressed postage-prepaid Business Reply Envelope as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.

11. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Power of Attorney in favour of the Signatory together with attested specimen signature of the duly authorised signatory(ies). In case of electronic voting, documents such as certified true copy of Board Resolution / Power of Attorney in favour of the Signatory together with attested specimen signature, should be mailed to the Scrutinizer at hs@hsassociates.net with a copy marked to helpdesk.evoting@cdslindia.com. The documents should reach the Scrutinizer on or before the close of working hours on Friday, March 27, 2020 (5.00 p.m. IST).

12. In case of any query / grievance in connection with the Postal Ballot including e-voting, Members may contact CDSL by email at helpdesk.evoting@cdslindia.com or the Company Secretary at shareinvestor@centenialindia.com.

By Order of the Board of Directors

For CENTENIAL SURGICAL SUTURE LTD.

Mahima Bathwal
Company Secretary cum Compliance Officer