



AN ISO 9001 COMPANY

Tel. : +91-8826794470, 71, 72, 73
E-mail : cenlub@cenlub.in
Website : www.cenlub.in
CIN : L67120HR1992PLC035087

(Regd. Office-cum-Unit – I)

CENLUB INDUSTRIES LTD.

(Machine Lub. Division)

Plot No. 233-234, Sector-58, Ballabgarh
Faridabad - 121 004, Haryana, India

Date: 7th September, 2019

To,

The Manager Listing

BOMBAY STOCK EXCHANGE LIMITED

5th Floor , P.J.Towers,

Dalal Street,

Mumbai-400 001

Our Scrip Code No.522251

Sub: Annual Report and Notice Convening 27th Annual General Meeting("AGM") of the Company .

Dear Sir/Madam,

Pursuant to Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (Listing Regulations"), please find enclosed the Annual Report of the Company and Notice convening the 27th AGM for the financial year 2018-19, which is being dispatched /sent to the members of the Company by permitted mode(s).

The AGM of the Company will be held on Saturday, 28th September, 2019 at 10:00 a.m Tera Panth Bhawan , D-2/13, Anvrat Marg, Sector-10, DLF , Faridabad ,Haryana 121006.

The Notice of AGM along with the Annual Report for the financial year 2018-19 is also being made available on the website of the Company at: www.cenlub.in in investor relations section.

This is for your information and records please.

Thanking you

Yours faithfully

For Cenlub Industries Limited

Rajesh Tiwari

Designated Officer-Filing

ENGINEERS OF CENTRALISED LUBRICATION SYSTEM

SALES & SERVICE OFFICES :

BANGALORE : 09845025144	BHOPAL : 07879457701	CHANDIGARH : 09711107357	CHENNAI : 09841295967
COIMBATORE : 09843269053	DHANBAD : 09431376028	HYDERABAD : 09849164156	JAMSHEDPUR : 09431472664
KOLHAPUR : 09960426926	KOLKATA : 09831006150	MUMBAI : 09323992597	PUNE : 08484990060
RAJKOT : 09313872253	VISHAKHAPATNAM : 09000252288		

UNIT -II : 45-B, 2nd Phase, Peenya Industrial Area, BANGALORE-560 058; TEL.: +91-80-65584624, 28374704, TELEFAX : +91-80-28374704
UNIT III : Plot No. 29, Balaji Park, Street of Radhe Way Bridge, Vill. Vajdi (Vad), Tal. Lodhika, Dist. Rajkot-360 021; M: 09725654006



27th

ANNUAL REPORT

2018-2019

CENLUB INDUSTRIES LTD.

CORPORATE Information

BANKERS

HDFC Bank Limited

AUDITORS**SANMARKS & ASSOCIATES**

Chartered Accountants

COMPANY SECRETARY**AKANSHA RAWAT****REGISTERED OFFICE :**

Plot No- 233 & 234 , Sector-58,
Ballabgarh, Faridabad – 121 004(Haryana)
Ph: 91-8826794470-73
Fax : +91-129-2307263
E mail : cenlub@ceclub.in
Website : www.cenlub.in

DELHI OFFICE :

Office No. 02, G/F
Mandirwali Building
Ch. Dharamveer Market
Badarpur, New Delhi-110044
Contact No. : 9650539364

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AGM-2019

DATE : 28.9.2019
DAY : Saturday
TIME : 10.00 A.M.

VENUE

TERA PANTH BHAWAN
D-2/13, ANUVRAT MARG,
SEC. 10, FARIDABAD 121006
(HARYANA) INDIA

BOARD of directors



Vijendra Kumar Mittal
Chairman and Managing Director



Virendra Kumar Gupta
Executive Director



Madhu Mittal
Executive Director



Aman Mittal
Executive Director



Ansh Mittal
Executive Director



Dinesh Kaushal
Director



K.G. Gupta
Director



Santosh Varma
Director



Ashok Kumar Agarwal
Director



Sujata Arora
Director

Chairman's Letter

CHAIRMAN-CUM MANAGING DIRECTOR'S ADDRESS TO SHARE HOLDERS



Dear Share Holders,

Good morning, Ladies and Gentlemen. It gives me great pleasure to welcome you all to the 27th Annual General Meeting of Cenlub Industries Limited. I would like to thank you for sparing the time to be with us today, and for your continued faith in the Company.

I also take this opportunity to convey my gratitude to all board members, shareholders, employees and work force, all of whom are equal partners in success of this company and give their every support to run this company with reasonable top-line.

Last year, the amalgamation of M/s. Minihyd Hydraulics Limited as well as M/s. Ganpati Handtex Pvt. Ltd with Cenlub Industries Limited has been completed and the combined synergies of this amalgamation has also started bearing fruit in the shape of better profitability of our company. I am very pleased to announce that this year, the company is going to pay 25% dividend to all our share holders.

.I would like to start with a brief overview of the strategy and performance of your company. We have introduced our Oil Circulatory System in many multinational industries in power sectors. As regards Railway lubrication (i.e. track based Rail Lubricator), we are getting good results with our R & D activities.

Our revenue as compared to last year is much better and we expect to grow faster and faster this year. We are trying our best to achieve our target of Power Sector export to European countries. Our next target is setting up of Oil and Gas Industries for domestic as well as export purposes.

We are trying our best to enter big way into Track based Lubricator. It is absolutely "Make in India" campaign. We have to compete with imported stuff.

You will also be happy to know that this year we have procured ISO 14001 and 18001 Certification for our Faridabad plant. This is the legal requirement of Environment, Health and Safety. We are trying to develop some automobile components for which we have received TS certificate.

In conclusion, on behalf of the Board of Directors of your Company I express my gratitude to all the shareholders for their continued support, whose trust and confidence are pillars of strength in all our endeavors. I thank my fellow Directors for the tremendous dedication and passion that they have shown in carrying forward all our activities. I also thank our government, bankers, employees, our customers, dealers, suppliers and other business associates for their support and cooperation.

With warm regards

V.K. MITTAL
Chairman-Cum-Managing Director

NOTICE OF TWENTY SEVENTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 27th Annual General Meeting of Cenlub Industries Limited (CIN: L67120HR1992PLC035087) will be held on Saturday, September 28, 2019 at 10.00 A.M. at Tera Panth Bhawan, D-2/13, Anuvrat Marg, Sector-10, DLF Faridabad-121006, (Haryana) to transact the following businesses:

ORDINARY BUSINESS:

To consider and if thought fit, to pass, with or without modification(s), the following resolutions, as Ordinary Resolutions:

1. TO CONSIDER AND ADOPT THE STANDALONE FINANCIAL STATEMENT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019:

"RESOLVED THAT the audited standalone financial statement of the Company for the financial year ended March 31, 2019 together with the reports of the Board and Auditors thereon be and are hereby considered and adopted."

2. DECLARATION OF DIVIDEND ON EQUITY SHARES:

"RESOLVED THAT a dividend of Rs.2.50 per equity share of Rs. 10/- each i.e. (25%) for the financial year 2018-19, as recommended by the Board, be and is hereby approved and declared."

3. RE-APPOINTMENT OF MRS. MADHU MITTAL

"RESOLVED THAT Mrs. Madhu Mittal (DIN: 00006418), who retires by rotation and being eligible offers herself for reappointment, be and is hereby reappointed as a Director of the Company liable to retire by rotation."

4. RE-APPOINTMENT OF MR. AMAN MITTAL

"RESOLVED THAT Mr. Aman Mittal (DIN: 00006435), who retires by rotation and being eligible offers herself for reappointment, be and is hereby reappointed as a Director of the Company liable to retire by rotation."

SPECIAL BUSINESS:

5. TO APPROVE RE-APPOINTMENT OF MR. KRISHNA GOPAL GUPTA AS INDEPENDENT DIRECTOR OF THE COMPANY FOR SECOND TERM:

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 Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with

Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other provisions, as applicable, Mr. Krishna Gopal Gupta (DIN: 00222525), Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for second term of five consecutive years with effect from 13th November, 2019 till 12th November, 2024 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental/ancillary thereto."

6. TO APPOINT SMT. SANTOSH VARMA AS A DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and any other provisions, as applicable, Mrs. Santosh Varma (DIN: 08441000), who was appointed by the Board of Directors, as an Additional Director of the Company with effect from April 1, 2019 and who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of Five consecutive years w.e.f. April 1, 2019 to March 31, 2024 and is not liable to retire by rotation.

RESOLVED FURTHER THAT the her term upto March 31, 2024 as independent Director shall remain valid irrespective of the fact that she attain the age of 75 year during the currency of this tenure."

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

7. TO REVISE THE REMUNERATION OF MR. VIJENDRA KUMAR MITTAL (DIN: 00006398), MANAGING DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other consents/approvals as may be required, the approval of the members of the Company be and is hereby accorded to the revision in the remuneration of Mr. Vijendra Kumar Mittal, Managing Director of the Company, with effect from 1st April 2019 for the remaining part of previous tenure 1st June 2016 to 31st May 2019 as detailed below subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof:

a. Salary	5,00,000/- per month
b. Commission	Commission to be paid based on net profit of the Company in a particular year, which put together with salary and perquisites shall be subject to the overall ceilings laid down in Section 197 and 198 of the Companies Act, 2013.
c. Medical Reimbursement	<p>i) Reimbursement of medical expenses incurred for self and family subject to a ceiling of one month's salary in a year or 3 months' salary over a period of 3 years.</p> <p>ii) Mediclaim insurance as per rules of the Company.</p>
d. Leave Travel Concession	for self & family once in a year as per the rules of the Company
e. Personal Accident Insurance	As per the rules of the company.
f. Club Fees Fees	Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fee.
g. Provident fund	Provident fund, superannuation benefits and gratuity as per the rules of the Company subject to the ceilings as per the guidelines for managerial remuneration in force from time to time.
h. Provision of Company's car with driver	
i. Provision of free telephone at residence	
j. Encashment of leave as per the rules of the Company	

“RESOLVED FURTHER THAT in addition to the above salary and perquisites, commission will also be payable up to 1% of the net profits of the Company calculated in the manner referred in Section 198 of the Companies Act, 2013, subject to the overall remuneration payable to Mr.Vijendra Kumar Mittal, Managing Director of the Company not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

8. TO REVISE THE REMUNERATION OF MR. ANSH MITTAL (DIN: 00041986), WHOLE-TIME DIRECTOR:

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other consents/approvals as may be required, the approval of the members of the Company be and is hereby accorded to the revision in the remuneration of Mr. Ansh Mittal, Whole-time Director of the Company, with effect from 1st April 2019 for the remaining part of previous tenure 1st May 2016 to 30th April 2019 as detailed below subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof:

a. Salary	3,00,000/- per month
b. Commission	Commission to be paid based on net profit of the Company in a particular year, which put together with salary and perquisites shall be subject to the overall ceilings laid down in Section 197 and 198 of the Companies Act, 2013.
c. Medical Reimbursement	<p>i) Reimbursement of medical expenses incurred for self and family subject to a ceiling of one month's salary in a year or 3 months' salary over a period of 3 years.</p> <p>ii) Mediclaim insurance as per rules of the Company.</p>
d. Leave Travel Concession	for self & family once in a year as per the rules of the Company
e. Personal Accident Insurance	As per the rules of the Company.
f. Club Fees Fees	Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fee.

g. Provident fund	Provident fund, superannuation benefits and gratuity as per the rules of the Company subject to the ceilings as per the guidelines for managerial remuneration in force from time to time.
h. Provision of Company's car with driver	
i. Provision of free telephone at residence	
j. Encashment of leave as per the rules of the Company	

9. TO REVISE THE REMUNERATION OF MR. AMAN MITTAL (DIN: 00006435), WHOLE TIME DIRECTOR:

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other consents/approvals as may be required, the approval of the members of the Company be and is hereby accorded to the revision in the remuneration of Mr. Aman Mittal, Whole Time Director of the Company, with effect from 1st April 2019 for the remaining part of previous tenure 1st August 2016 to 31st July 2019 as detailed below subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof:

a. Salary	3,00,000/- per month
b. Commission	Commission to be paid based on net profit of the Company in a particular year, which put together with salary and perquisites shall be subject to the overall ceilings laid down in Section 197 and 198 of the Companies Act, 2013.
c. Medical Reimbursement	i) Reimbursement of medical expenses incurred for self and family subject to a ceiling of one month's salary in a year or 3 months' salary over a period of 3 years. ii) Mediclaim insurance as per rules of the Company.
d. Leave Travel Concession	for self & family once in a year as per the rules of the Company
e. Personal Accident Insurance	As per the rules of the Company.
f. Club Fees Fees	Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fee.

g. Provident fund	Provident fund, superannuation benefits and gratuity as per the rules of the Company subject to the ceilings as per the guidelines for managerial remuneration in force from time to time.
h. Provision of Company's car with driver	
i. Provision of free telephone at residence	
j. Encashment of leave as per the rules of the Company	

10. TO REVISE THE REMUNERATION OF MR. VIRENDRA KUMAR GUPTA (DIN: 00006461), WHOLE TIME DIRECTOR:

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other consents/approvals as may be required, the approval of the members of the Company be and is hereby accorded to the revision in the remuneration of Mr. Virendra Kumar Gupta, Whole Time Director of the Company, with effect from 1st April 2019 for the remaining part of period of his tenure i.e. up to 31st July 2020 as detailed below subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof:

a. Salary	1,25,000/- per month
b. Medical Reimbursement	i) Reimbursement of medical expenses incurred for self and family subject to a ceiling of one month's salary in a year or 3 months' salary over a period of 3 years. ii) Mediclaim insurance as per rules of the Company.
c. Leave Travel Concession	for self & family once in a year as per the rules of the Company
d. Personal Accident Insurance	As per the rules of the Company.
e. Club Fees	Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fee.
f. Provident fund	Provident fund, superannuation benefits and gratuity as per the rules of the Company subject to the ceilings as per the guidelines for managerial remuneration in force from time to time.
g. Provision of Company's car with driver	
h. Provision of free telephone at residence	
i. Encashment of leave as per the rules of the Company	

11. RE-APPOINTMENT OF MR. VIJENDRA KUMAR MITTAL (DIN:00006398) AS MANAGING DIRECTOR OF THE COMPANY

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

RESOLVED THAT pursuant to the provisions of Sections 196, 197 and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other sanctions /approvals, as may be necessary or required, consent of the members be and is hereby accorded for re-appointment of Mr. Vijendra Kumar Mittal [DIN: 00006398] as Managing Director of the Company for a period of 3 (Three) years with effect from June 01, 2019 to May 31, 2022 on the following terms and conditions including remuneration :

I. SALARY :

A salary of Rs.5,00,000/- (Rupees Five Lakh only) per month including dearness and all other allowances. In case of inadequacy of profits or in case of loss incurred by the company the remuneration of Rs.5,00,000/- (Rupees Five Lakh only) per month will be paid as minimum remuneration.

The Board is authorized to determine the salary and grant such increases in Salary and /or Allowances by whatever name called from time to time within the aforesaid limit.

II COMMISSION:

Commission to be paid based on net profit of the Company in a particular year, which put together with salary and perquisites shall be subject to the overall ceilings laid down in Section 197 and 198 of the Companies Act, 2013.

III PERQUISITES :

Perquisites are classified into three categories 'A' 'B' and 'C' as follows:

CATEGORY – A

This will comprise house rent allowance, leave travel concession, medical reimbursement, fees of clubs and personal accident insurance. These may be provided as under:

(i) HOUSING I:

The expenditure by the Company on hiring furnished accommodation will be subject to the following ceiling:
Sixty percent (60%) of the salary over and above ten percent (10%) payable by the Managing Director

(ii) HOUSING II:

In case the accommodation is owned by the Company ten percent (10%) of the salary of the Managing Director shall be deducted by the Company.

(iii) HOUSING III:

In case no accommodation is provided by the Company, the Managing Director shall be entitled to house rent allowance subject to the ceiling laid down in HOUSING I .

EXPLANATION:

The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per the Income Tax Rules, 1962. This shall, however, be subject to a ceiling of ten percent (10%) of the salary of the Managing Director.

(iv) MEDICAL REIMBURSEMENT:

As per the rules of the Company.

(v) LEAVE TRAVEL CONCESSION:

For the Managing Director and his family in accordance with the rules of the Company.

(vi) CLUB FEES:

Fees of clubs subject to a maximum of two (2) clubs. This will not include admission and life membership fees.

(vii) PERSONAL ACCIDENT INSURANCE:

As per the rules of the Company.

EXPLANATION :

For the purpose of Category 'A' 'family' means the spouse, the dependent children and dependent parents of the Managing Director.

CATEGORY – B

1. Contribution to provident fund, superannuation fund or annuity fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income-Tax-Act.1961.
2. Gratuity to be paid as per the Rules of the Company.
3. Encashment of leave at the end of the tenure.
4. Retirement and other benefits as per the Rules of the company.

CATEGORY – C

Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the Managing Director.

Notwithstanding anything mentioned herein, where in any Financial Year during the currency of tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary and perquisites specified above subject to requisite approvals and limits, if any, as may be required under the Companies Act, 2013 and the rules made there under.

12. RE-APPOINTMENT OF MR. ANSH MITTAL(DIN:00041986) AS WHOLE TIME DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and all other applicable provisions, if any, read with Schedule V of the Companies Act,2013 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force and subject to such other sanctions/approvals, as may be necessary or required , consent of the members be and is hereby accorded for re-appointment of Mr. Ansh Mittal [DIN: 00041986] as a Whole Time Director and designate him as the Executive Director of the Company for a period of 3 (Three) years with effect from May 01, 2019 to April 30,2022, on the following terms and conditions including remuneration:

REMUNERATION

The Company shall pay the following remunerations to Shri Ansh Mittal as Whole Time Director (Executive Director).

1. SALARY AND OTHER FIXED ALLOWANCE:

A salary of Rs.3,00,000/- (Rupees Three Lakh only P.M) will be paid as minimum remuneration.

The Board is authorized to determine the salary and grant such increases in Salary and /or Allowances by whatever name called from time to time

2. PERQUISITES:

Perquisites are classified into three categories 'A' 'B' and 'C' as follows:

CATEGORY – A

This will comprise house rent allowance, level travel concession, medical reimbursement, fees of clubs and personal accident insurance. These may be provided as under:

(i) HOUSING I:

The expenditure by the Company on hiring furnished accommodation will be subject to the following ceiling:

Sixty percent (60%) of the salary over and above ten percent (10%)payable by the Executive Director.

(ii) HOUSING II:

In case the accommodation is owned by the Company ten percent(10%) of the salary of the Executive Director shall be deducted by the Company.

(iii) HOUSING III:

In case no accommodation is provided by the Company, the Executive Director shall be entitled to house rent allowance.

EXPLANATION:

The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per the Income Tax Rules,1962.This

shall, however, be subject to a ceiling of ten percent (10%) of the salary of the Executive Director.

(iv) MEDICAL REIMBURSEMENT:

As per the rules of the Company.

(v) LEAVE TRAVEL CONCESSION:

For the Executive Director and his family in accordance with the rules of the Company.

vi) CLUB FEES:

Fees of clubs subject to a maximum of two (2) clubs, This will not include admission and life membership fees.

vii) PERSONAL ACCIDENT INSURANCE:

As per the rules of the Company .

EXPLANATION:

For the purpose of Category 'A' 'family' means the spouse, the dependent children and dependent parents of the Executive Directors.

CATEGORY – B

- i. Contribution to provident fund, superannuation fund or annuity fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income-Tax-Act.1961.
- ii. Gratuity payable should not exceed half a month's salary for each completed year of service Subject to Maximum of Rs.10,00,000/- as per Gratuity Act 1972.
- iii. Encashment of leave the Executive Director should be entitled for privilege leave on full pay and allowances as per the rules of the Company for a period not exceeding one months after every 11 months of service. The leaves accumulated but not availed of will not be allowed to be encased.
- iv. Retirement and other benefits as per the rules of the company.
- v. This agreement may notwithstanding the period of Three years mentioned in clause I hereof, be terminated by either party giving to the other three months' notice in writing, in the event of termination of the appointment of Whole Time Director by the Company, he shall not be entitled to receive any compensation.

CATEGORY – C

Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the Executive Director.

Notwithstanding anything herein, wherein any financial year during the currency of tenure of the Executive Director, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary and perquisites specified above subject to requisite approval and limits, if any, as may be required under the Companies Act,2013 and rules made there under.

13. RE-APPOINTMENT OF MR. AMAN MITTAL AS WHOLE TIME DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other sanctions /approvals, as may be necessary or required, consent of the members be and is hereby accorded for re-appointment of Mr. Aman Mittal [DIN: 00006435] as a Whole Time Director of the Company for a period of 3 (Three) years with effect from August 01, 2019 to July 31, 2022 on the following terms and conditions including remuneration :

I. SALARY :

A salary of Rs. 3,00,000/- (Rupees Three Lakh only) per month including dearness and all other allowances. In case of inadequacy of profits or incase of loss incurred by the company the remuneration of Rs. 3,00,000/- (Rupees Three Lakh only) per month will be paid as minimum remuneration.

The Board is authorized to determine the salary and grant such increases in Salary and /or Allowances by whatever name called from time to time within the aforesaid limit.

II. COMMISSION:

Commission to be paid based on net profit of the Company in a particular year, which put together with salary and perquisites shall be subject to the overall ceilings laid down in Section 197 and 198 of the Companies Act, 2013.

III. PERQUISITES :

Perquisites are classified into three categories 'A' 'B' and 'C' as follows:

CATEGORY – A

This will comprise house rent allowance, level travel concession, medical reimbursement, fees of clubs and personal accident insurance. These may be provided as under:

(i) HOUSING I:

The expenditure by the Company on hiring furnished accommodation will be subject to the following ceiling:
Sixty percent (60%) of the salary over and above ten percent (10%) payable by the Managing Director

(ii) HOUSING II:

In case the accommodation is owned by the Company ten percent(10%) of the salary of the Managing Director shall be deducted by the Company.

(iii) Housing III:

In case no accommodation is provided by the Company, the Managing Director shall be entitled to house rent allowance subject to the ceiling laid down in HOUSING I .

EXPLANATION:

The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per the Income Tax Rules, 1962. This shall, however, be subject to a ceiling of ten percent (10%) of the salary of the Managing Director.

(v) MEDICAL REIMBURSEMENT:

As per the rules of the Company.

(vi) LEAVE TRAVEL CONCESSION:

For the Managing Director and his family in accordance with the rules of the Company.

(vii) CLUB FEES:

Fees of clubs subject to a maximum of two (2) clubs, This will not include admission and life membership fees.

(viii) PERSONAL ACCIDENT INSURANCE:

As per the rules of the Company .

EXPLANATION :

For the purpose of Category 'A' 'family' means the spouse, the dependent children and dependent parents of the Managing Director.

CATEGORY – B

1. Contribution to provident fund, superannuation fund or annuity fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income-Tax-Act.1961.
2. Gratuity to be paid as per the Rules of the Company.
3. Encashment of leave at the end of the tenure.
4. Retirement and other benefits as per the Rules of the company.

CATEGORY – C

Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the Managing Director.

Notwithstanding anything mentioned herein, where in any Financial Year during the currency of tenure of the Whole Time Director, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary and perquisites specified above subject to requisite approvals and limits, if any, as may be required under the Companies Act, 2013 and the rules made there under.

14. RE-APPOINTMENT OF SMT. MADHU MITTAL (DIN:00006418) AS WHOLE TIME DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and subject to such other sanctions/approvals, as may be necessary or required, consent of the members be and is hereby accorded for re-appointment of Smt. Madhu Mittal [DIN: 00006418] as a Whole Time Director and designate him as the Executive Director of the Company for a period of 3 (Three) years with effect from April 01, 2019 up to March 31, 2022, on the following terms and conditions including remuneration:

I SALARY:

A Salary of Rs.1,25,000/- (Rupees One Lakh Twenty Five Thousand only) per month.

The Board is authorized to determine the salary and grant such increase in Salary and /or Allowances by whatever name called from time to time.

II PERQUISITES:

Perquisites are classified into three categories 'A' 'B' and 'C' as follows:

CATEGORY – A

This will comprise house rent allowance, leave travel concession, medical reimbursement, fees of clubs and personal accident insurance. These may be provided as under:

(i) HOUSING I:

The expenditure by the Company on hiring furnished accommodation will be subject to the following ceiling:

Sixty percent (60%) of the salary over and above ten percent (10%) payable by the Executive Director.

(ii) HOUSING II:

In case the accommodation is owned by the Company ten percent (10%) of the salary of the Executive Director shall be deducted by the Company.

(iii) HOUSING III:

In case no accommodation is provided by the Company, the Executive Director shall be entitled to house rent allowance subject to the ceiling laid down in housing I above.

EXPLANATION:

The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per the Income Tax Rules, 1962. This

shall, however, be subject to a ceiling of ten percent (10%) of the salary of the Executive Director.

(iv) Medical reimbursement:

As per the rules of the Company.

(v) Leave travel concession:

For the Executive Director and his family in accordance with the rules of the company.

(vi) CLUB FEES:

Fees of clubs subject to a maximum of two (2) clubs, this will not include admission and life membership fees.

(vii) PERSONAL ACCIDENT INSURANCE:

As per the rules of the Company.

EXPLANATION:

For the purpose of Category 'A' 'family' means the spouse, the dependent children and dependent parents of the Executive Directors.

CATEGORY – B

- a) Contribution to provident fund, superannuation fund or annuity fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income-Tax-Act. 1961.
- b) Gratuity payable should not exceed half a month's salary for each completed year of service Subject to Maximum of Rs.10,00,000/- as per Gratuity Act 1972.
- c) Encashment of leave the Executive Director should be entitled for privilege leave on full pay and allowances as per the rules of the Company for a period not exceeding one month after every 11 months of service. The leaves accumulated but not availed of will not be allowed to be encashed.
- d) Retirement and other benefits as per the rules of the company.
- e) This agreement may notwithstanding the period of Three years mentioned in clause I hereof, be terminated by either party giving to the other three months' notice in writing, in the event of termination of the appointment of Whole Time Director by the Company, he shall not be entitled to receive any compensation.

CATEGORY – C

Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance, calls on telephone and use of car for private purpose shall be billed by the Company to the Executive Director.

Notwithstanding anything herein, wherein any financial year during the currency of tenure of the Executive Director, the Company has no profits or its profits are inadequate, the Company will pay her remuneration by way of salary and perquisites specified above subject to requisite approval, if any, as may be required under the Companies Act, 2013 as applicable and rules made there under.

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the special business under item number 5 to 15 set out in the notice is annexed herewith.
2. A statement giving additional details of the Directors seeking appointment /re-appointment as set out at item nos.3 to 10 are annexed herewith as required under SEBI(Listing Obligations and Disclosure Requirements) Regulations,2015.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY.**
4. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company duly completed and signed not less than forty-eight (48) hours before the commencement of the AGM i.e. by 10:00 a.m.(I.S.T.) on September 28, 2019. Proxies submitted on behalf of companies, societies, etc. must be supported by appropriate resolutions/ letter of authority as applicable. A person can act as a proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. In case, a proxy is proposed to be appointed by a Member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.
5. Members / Proxies / Authorised Representatives are requested to bring their Attendance Slip; which is enclosed herewith. Members who hold shares in electronic form, are requested to write their DP ID and Client ID number/s and those who hold shares in physical form, are requested to write their Folio Number/s in the Attendance Slip for attending the AGM to facilitate identification of Membership at the AGM.
6. In case of joint holders attending the AGM, only such joint holder whose name appears as first holder in the order of names in the Register of Members of the Company will be entitled to vote.
7. The register of directors and key managerial personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 ("the Act") and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act will be available for inspection by the Members at the AGM.
8. The Company's Share Transfer Books and the Register of Members will remain closed from Monday, September 23, 2019 to Saturday, September 28, 2019 (both days inclusive) for determining the names of the Members eligible for final dividend on Equity Shares, if declared at the AGM.
9. The final dividend on Equity Shares, if declared at the AGM, shall be paid/credited on or before Monday, October 28, 2019 to those Members:
 - (i) whose names appear in the Register of Members of the Company after giving effect to all valid share transfers lodged with the Company before the closing hours on Saturday, September 21, 2019; and
 - (ii) whose names appear as beneficial owners holding shares in electronic form as per the beneficial ownership data as may be made available to the company by the National Securities Depository Limited (NSDL) and the Central Depository Services(India) Limited (CDSL), as of the end of the day on Saturday, September 21, 2019.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number(PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Secretarial Department at the Registered Office of the Company in case the shares are held by them in physical form.
11. Equity Shares of the Company are under compulsory demat trading by all investors. Those Members who have not dematerialised their shareholding are advised to dematerialise their shareholding to avoid any inconvenience in future.
12. Members are requested to note that, dividends if not encashed for a consecutive period of seven (7) years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No.IEPF-5 available on : www.iepf.gov.in.
13. During the financial year 2018-19 the unpaid/unclaimed final dividend for the financial year 2010-11 was transferred to the Investor Education and Protection Fund (IEPF). The Company has uploaded the details of the unpaid and unclaimed dividend amounts of the previous years' on the website of the Company (www.cenlub.in) and also on the website of Ministry of Corporate Affairs. The unpaid/unclaimed dividend for the financial year 2011-12 will be transferred to the Investor Education and Protection Fund of the Central Government on the due date. The shares pertaining to unclaimed final dividend for the financial year 2010-11 were also transferred to IEPF. To claim the equity shares and dividend that were transferred to IEPF, Members may file e-Form IEPF 5 with Ministry of Corporate Affairs and submit all the required documents as prescribed under IEPF Rules.

The Company has appointed a Nodal Officer under the provisions of IEPF, the details of which are available on the website of the Company at <https://www.cenlub.in>

The following are the due dates for transfer of unclaimed/unpaid dividend for the financial year 2011-12 and thereafter to IEPF:

Financial Year	Dividend	Declaration Date	Due Date for transfer to IEPF
2011-12	05.09.2012	05.09.2012	October 12, 2019

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
15. Members, who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names, are requested to send the Share Certificate(s) to the Company for consolidation into a single folio.
16. The SEBI has mandated that transfer of shares of the Company in physical form has been prohibited from April 1, 2019. Members holding shares in physical form are requested to get them converted into dematerialized form.
17. The Notice of the AGM along with the annual report for the financial year 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless the Member has requested for a physical copy of the same. For members who have not registered their email addresses, physical copies are being sent by the permitted mode.
18. To support the 'Green Initiative', Members who have not registered their e-mail addresses so far, including change, if any, are requested to register their e-mail addresses, immediately in respect of electronic holdings with the Depository through their concerned Depository Participants and Members who hold shares in physical form with the Company at its e-mail address: investors@cenlub.in at its Registered Office at Secretarial Department, Plot No-233-234, Sector-58, Faridabad-121004(Haryana) Road map showing directions to reach the venue of the AGM is enclosed with this Annual Report.
19. **General Information for voting through electronic mode:**
 - i. In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Members are provided with the facility to cast their vote electronically, through electronic

voting(e-voting) services provided by Central Depositories Services Limited (CDSL), on all the resolutions set forth in the Notice. The instructions of electronic voting are given herein below.

- ii. The facility for voting through Ballot Paper shall be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM through Ballot Paper.
- iii. The Members who have cast their vote by remote-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- iv. Ms. Apoorva Singh, Company Secretary in practice, has been appointed as Scrutinizer to scrutinize the voting and remote-voting process in a fair and transparent manner. The procedure with respect to e-voting as provided by the CDSL is as below:

Voting through electronic means

Pursuant to the provisions of Section 108 of Companies Act, 2013, Rule 20 and Rule 21 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depositories Services Limited (CDSL). It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility, and a member may avail of the facility at his/her/its discretion, subject to compliance with the instructions prescribed below:

The instructions for members for voting electronically are as under:-

In case a Member receives e-mail:

- (i) The voting period begins on 25th September 2019 at 9.00 a.m. and ends on 27th September 2019 at 5.00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21st September 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Log on to the e-voting website www.evotingindia.com
- (iv) Click on Shareholders / Members
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.

- (vii) 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.
- (viii) 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 and physical shareholders) Members who have not updated their PAN with the Company/Depositories participant are requested to use the first two letters of their name and the last 8 digits of the sequence number in the PAN field, sequence number is printed on Annual Report's envelop. In case the sequence number is less than 8 digits enter the applicable number of '0' 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 100 then enter RA00000100 in the PAN field.
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 to login. If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details as mentioned in instruction (v) above.

- (ix) After entering the details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then reach directly to 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 the password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in the Notice.
- (xii) Click on the EVSN of Cenlub Industries Limited on which you choose to vote.

- (xiii) 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.
- (xiv) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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 the vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

For Institutional Shareholders

- 1) Institutional shareholders (i.e other than Individuals, HUF, NRI, etc) are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 2) They should submit a scanned copy of the Registration Form bearing the stamp and sign to the entity to helpdesk.evoting@cdslindia.com
 - 3) After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - 4) 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.
 - 5) They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for scrutinizer to verify the same.
- (xx) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 16th August , 2019 may follow the same instructions as mentioned above for e-Voting.

xxi) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions (“FAQs”) and remote 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:

(A) Please follow all steps from Sl. No. (i) to Sl. No. (x) above to cast vote.

The results of the e-voting along with the scrutinizer’s report shall be placed in the Company’s website www.cenlub.in and on the website of CDSL e-Voting within two days of passing of the resolution at the AGM of the Company. The results will also be communicated to the stock exchanges where the shares of the company are listed.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

As required by Section 102(1) of the Companies Act, 2013 (“the Act”), the following Explanatory Statement sets out the material facts relating to the Special Business mentioned under item nos. 5 to 14 in the accompanying Notice:

ITEM NO. 5

The members of the Company at the 23rd Annual General Meeting held on September 30, 2015 appointed Mr. Krishna Gopal Gupta as the Independent Directors of the Company effective from November 13, 2014, to hold office for the term of 5 (five) consecutive years till November 12, 2019.

The Board, based on performance evaluation and as per the recommendation of Nomination and Remuneration Committee, considers that, given their background and experience and contributions made by Mr. Krishna Gopal Gupta during their tenure, the continual association of directors would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors for another term of five (5) years.

Accordingly, approval of the members is sought for passing a Special Resolution for re-appointment of Mr. Krishna Gopal Gupta as Independent Directors of the Company, not liable to retire by rotation, for a second term of 5 (five) years on the Board of Company.

Mr. Krishna Gopal Gupta are not disqualified from being appointed as a Director in terms of Section 164 of the Act and have given their consent to act as a Director. The Company has received a declaration from them that they meet the criteria of Independence as prescribed

both under sub-section (6) of Section 149 of the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Mr. Krishna Gopal Gupta is independent of the management and possesses appropriate skills, experience and knowledge to hold such position in the Board of the Company.

Copy of draft letter of appointment(s) setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Mr. Krishna Gopal Gupta may be regarded as concerned with or interested in the respective resolution of their appointment set out at Item Nos. 5 of the Notice. The other relatives of them may be regarded as concerned with or interested in the said resolution(s) to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out at Item Nos. 5 of the Notice for approval of the members.

ITEM NO. 6

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed that Smt. Santosh Varma (DIN: 08441000), be appointed as the Independent Directors on the Board of the Company.

Pursuant to the provisions of Section 161(1) of the Act and Article 88 of the Articles of Association of the Company, each of these Directors shall hold office upto the date of this Annual General Meeting (“AGM”) and are eligible to be appointed as Director.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member(s), proposing their candidature for the office of Director.

The appointments of Smt. Santosh Varma, will be effective upon approval by the members in the Meeting.

Smt. Santosh Varma is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has received a declaration from Smt. Santosh Varma that she meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and under the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015. In the opinion of the Board, Smt. Santosh Varma is independent of the management and possesses appropriate skills, experience and knowledge to hold such position on the Board of the Company.

Copy of draft letter of appointment of Smt. Santosh Vermasetting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution(s).

The Board recommends the Special Resolution set out at Item No.6 of the Notice for approval of the members.

ITEM NO. 7

Revision of remuneration of Mr.Vijendra Kumar Mittal (DIN: 00006398), Managing Director. The Members of the Company at the 25th Annual General Meeting held on 23rd September, 2017 approved revision of Remuneration of Mr.Vijendra Kumar Mittal as a Managing Director of the w.e.f. 1st October 2016 at a remuneration of 'Rs. 42.00/-Lakhs per annum and other perquisites with liberty to the Board of Directors to alter and vary the terms and conditions of the re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr.Vijendra Kumar Mittal, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification or re-enactment thereof.

Mr.Vijendra Kumar Mittal is serving the company as Managing Director. He has done his specialization in Machine Tools from Moscow. He has worked at senior position in TELCO for 10 Years. He is promoter of this company and under his able leadership the company is growing very well. The Board felt it appropriate to revise the remuneration of Mr.Vijendra Kumar Mittal, Whole time Director of the Company to commensurate with his role and responsibilities. Accordingly, it is proposed to revise the remuneration of Mr.Vijendra Kumar Mittal from Rs.42.00/- Lakhs per annum to Rs.60.00/- Lakhs per annum with effect from April 1, 2019 and other perquisites with no other changes in other terms and conditions of his appointment.

The aforesaid revision of remuneration shall be within the ceiling limits as mentioned in Schedule V of the Companies Act, 2013.

The proposed revision of remuneration of Mr.Vijendra Kumar Mittal was recommended by the Nomination and Remuneration / Compensation Committee of the Company.

Besides Mr.Vijendra Kumar Mittal, whose remuneration is proposed to be revised, Smt. MadhuMittal, Shri Aman Mittal, Shri Ansh Mittal, all Whole time Directors being relative thereof, is concerned or interested in this resolution .

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the Special Resolution set forth at Item No. 7 of the Notice for the approval of Members of the Company.

ITEM NO. 8

Revision of remuneration of Mr. Ansh Mittal (DIN: 000041986), Whole-time Director. The Members of the Company at the 25th Annual General Meeting held on 23rd September, 2017 approved revision of Remuneration of Mr. Ansh Mittal as a Whole-time Director of the w.e.f. 1st October 2016 at remuneration of Rs. 24.00/-Lakhs per annum and other perquisites with liberty to the Board of Directors to alter and vary the terms and conditions of the re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Ansh Mittal, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification or re-enactment thereof.

Mr. Ansh Mittal looks after the Lube Oil Consoles/Systems manufacturing plants operations and supply chain management. Considering his multiple roles and responsibilities, the Board felt it appropriate to revise the remuneration of Mr. Ansh Mittal, Whole time Director of the Company to commensurate with his role and responsibilities. Accordingly, it is proposed to revise the remuneration of Mr. Ansh Mittal from Rs.24.00/- Lakhs per annum to Rs.36.00/- Lakhs per annum with effect from April 1, 2019 and other perquisites with no other changes in other terms and conditions of his appointment.

The aforesaid revision of remuneration shall be within the ceiling limits as mentioned in Schedule V of the Companies Act, 2013.

The proposed revision of remuneration of Mr. Ansh Mittal was recommended by the Nomination and Remuneration / Compensation Committee of the Company.

Besides Mr.Ansh Mittal, whose remuneration is proposed to be revised, Mr. Vijendra Kumar Mittal, Managing Director Smt. MadhuMittal and Shri Aman Mittal, Whole time Directors being relative thereof, is concerned or interested in this resolution .

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the Ordinary Resolution set forth at Item No. 8 of the Notice for the approval of Members of the Company.

ITEM NO. 9

Revision of remuneration of Mr. Aman Mittal (DIN: 00006435), Whole-time Director. The Members of the Company at the 25th Annual General Meeting held on 23rd September, 2017 approved revision of Remuneration of Mr. Aman Mittal as a Whole-time Director of the w.e.f. 1st October 2016 at a remuneration of Rs. 24.00/-Lakhs per annum and other perquisites with liberty to the Board of Directors to alter and vary the terms and conditions of the re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Aman Mittal, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification or re-enactment thereof.

Mr. Aman Mittal looks after the formulations plants operations and supply chain management total day to day activities of Bangalore unit for the last 15 years. Considering his multiple roles and responsibilities, the Board felt it appropriate to revise the remuneration of Mr. Aman Mittal, Whole time Director of the Company to commensurate with his role and responsibilities. Accordingly, it is proposed to revise the remuneration of Mr. Aman Mittal from Rs.24.00/- Lakhs per annum to Rs.36.00/- Lakhs per annum with effect from April 1, 2019 and other perquisites with no other changes in other terms and conditions of his appointment.

The aforesaid revision of remuneration shall be within the ceiling limits as mentioned in Schedule V of the Companies Act, 2013.

The proposed revision of remuneration of Mr. Aman Mittal was recommended by the Nomination and Remuneration / Compensation Committee of the Company.

Besides Mr. Aman Mittal, whose remuneration is proposed to be revised, Mr. Vijendra Kumar Mittal, Managing Director, Smt. Madhu Mittal and Shri Ansh Mittal, Whole time Directors being relative thereof, is concerned or interested in this resolution .

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the Ordinary Resolution set forth at Item No. 9 of the Notice for the approval of Members of the Company.

ITEM NO. 10

Revision of remuneration of Mr. Virendra Kumar Gupta (DIN: 00006461), Whole-time Director. The Members of the Company at the 25th Annual General Meeting held on 23rd September, 2017 approved revision of Remuneration of Mr. Virendra Kumar Gupta as a Whole-time Director of the w.e.f. 1st October 2016 at a remuneration of Rs. 12.00/-Lakhs per annum and other perquisites

with liberty to the Board of Directors to alter and vary the terms and conditions of the re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Virendra Kumar Gupta, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification or re-enactment thereof.

Mr. Virendra Kumar Gupta looks after the Finance and administration matters of the company. Considering his multiple roles and responsibilities, the Board felt it appropriate to revise the remuneration of Mr. Virendra Kumar Gupta, Whole time Director of the Company to commensurate with his role and responsibilities. Accordingly, it is proposed to revise the remuneration of Mr. Virendra Kumar Gupta from Rs.12.00/- Lakhs per annum to Rs.15.00/- Lakhs per annum with effect from April 1, 2019 and other perquisites with no other changes in other terms and conditions of his appointment.

The aforesaid revision of remuneration shall be within the ceiling limits as mentioned in Schedule V of the Companies Act, 2013.

The proposed revision of remuneration of Mr. Virendra Kumar Gupta was recommended by the Nomination and Remuneration / Compensation Committee of the Company.

Besides Mr. Virendra Kumar Gupta, who himself is proposed to be re-appointed, None of the Directors / Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in this resolution.

The Board of Directors recommends the Ordinary Resolution set forth at Item No. 10 of the Notice for the approval of Members of the Company

ITEM NO. 11

The previous terms of appointment of Mr. Vijendra Kumar Mittal as an Managing Director of the Company expired on May 30, 2019. On the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company approved at its meeting held on May 30, 2019 approved re-appointment of Mr. Vijendra Kumar Mittal as Managing Director of the Company for a further period of three (3) years, on the terms of remuneration as detailed in the resolution.

It is now proposed to seek member's approval for the reappointment of and remuneration payable to Mr. Vijendra Kumar Mittal as a Managing Director of the Company, in terms of applicable provisions of the Act.

Mrs Madhu Mittal, Mr. Aman Mittal and Mr. Ansh Mittal, all Whole time Directors being relatives of Mr. Vijendra Kumar Mittal and Mr. Vijendra Kumar Mittal, who himself is proposed to be reappointed, may be regarded as concerned with or interested in this resolution.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out at Item No. 9 of the Notice for approval of the members.

ITEM NO. 12

The previous terms of appointment of Mr. AnshMittal as Executive Director of the Company expired on April 30, 2019. On the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company approved at its meeting held on April 30, 2019 re-appointment of Mr. AnshMittal as Executive Director of the Company for a further period of three (3) years, on the terms of remuneration as detailed in the resolution.

It is now proposed to seek member's approval for the reappointment of and remuneration payable to Mr. Ansh Mittal as a Whole Time Director of the Company, in terms of applicable provisions of the Act.

Mr. V.K.Mittal, Managing Director, Mr. Aman Mittal, Whole time Director and Mrs. Madhu Mittal, Whole time Director being relatives of Mr. Ansh Mittal and Mr. Ansh Mittal, who himself is proposed to be reappointed may be regarded as concerned with or interested in this resolution.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval of the members.

ITEM NO. 13

The previous terms of appointment of Mr. Aman Mittal as an Executive Director of the Company expired on July 31, 2019. On the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company approved at its meeting held on June 29, 2019 re-appointment of Mr. Aman Mittal as an Executive Director of the Company for a further period of three (3) years, on the terms of remuneration as detailed in the resolution.

It is now proposed to seek member's approval for the reappointment of and remuneration payable to Mr. Aman Mittal as a Whole Time Director of the Company, in terms of applicable provisions of the Act.

Mr. V.K.Mittal, Managing Director, Mr. Ansh Mittal, Whole time Director and Mrs. Madhu Mittal, Whole time Director being relatives of Mr.

Aman Mittal and Mr. Aman Mittal, who himself is proposed to be reappointed may be regarded as concerned with or interested in this resolution.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out at Item No. 10 of the Notice for approval of the members.

ITEM NO. 14

The previous terms of appointment of Smt. Madhu Mittal as Executive Director of the Company expired on March 31, 2019. On the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on March 30, 2019 approved re-appointment of Smt. Madhu Mittal as Executive Director of the Company for a further period of three (3) years, on the terms of remuneration as detailed in the resolution.

It is now proposed to seek member's approval for the reappointment of and remuneration payable to Smt. Madhu Mittal as Whole Time Director of the Company, in terms of applicable provisions of the Act.

Mr. V.K.Mittal, Managing Director, Mr. Aman Mittal, Whole time Director and Mr. Ansh Mittal, Whole time Director being relatives of Mrs. Madhu Mittal and Mrs. Madhu Mittal, who himself is proposed to be reappointed may be regarded as concerned with or interested in this resolution.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out at Item No.7 of the Notice for approval of the members.

Place : Faridabad
Date : 14th August 2019

**ON BEHALF OF THE
BOARD OF DIRECTORS**

FOR CENLUB INDUSTRIES LIMITED

VIJENDRA KUMAR MITTAL
MANAGING DIRECTOR
DIN: 00006398

VIRENDRA KUMAR GUPTA
WHOLE TIME DIRECTOR
DIN: 00006461

BRIEF PROFILE OF DIRECTORS TO BE APPOINTED/RE-POINTED.

Name of the Director	Mr. K.G. Gupta	Mrs. Santosh Verma
Age	65	72
Date of Birth	05.11.1954	28.11.1947
Date of First appointment on the Board	13.11.2014	01.04.2019
A brief resume of the Director along with his experience	Mr. K.G. Gupta is an Independent Director on the Board of the Company .He has an experience of about 40 years in the fields of General Management and Administration in reputed companies, Finance and Accounts.	Mrs. Santosh Varma is an Independent Director on the Board of the Company .She has experience of working in the field of personal and marketing.
Qualification	M.S.C(Chemistry)	B.A
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	Not related to any Director, Manager or Key Managerial Personnel	Not related to any Director, Manager or Key Managerial Personnel
Directorships held in other Listed Companies	Roopa Builders Pvt. Ltd.	Nil
Membership/Chairmanship of Committees of Boards of other Listed Companies	Nil	Nil
Shareholding in the Company	1000	Nil

Name of the Director	Mrs. Madhu Mittal	Mr. Ansh Mittal
Age	64	35
Date of Birth	02.08.1955	15.09.1984
Date of First appointment on the Board	26.05.1992	01.04.2007
A brief resume of the Director along with his experience	Mrs. Madhu Mittal, Whole Time Director-a woman entrepreneur, is an M.A. and was the proprietor of Cenlub Engineers prior to promoting the present company. Thereafter, she joined as Promoter of the company. She had successfully guided a term of highly qualified professionals to make Cenlub Industries Ltd., a leader in the field of Lubrication Systems. She has been entrusted with the responsibilities of Developing new Export Markets and complete Administration of the company.	Mr. Ansh Mittal, Whole Time Director –a B.Tech (C.Sc.) is looking after Lube Oil Consoles/Systems manufacturing plant of the company. He is also handling the complete IT department of the company and has been involved in the exports' promotion of the company.
Qualification	M.A	B.Tech (C.Sc.)
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	Wife of Mr. V.K. Mittal, Chairman and Managing Director of the company.	Son of Mr. V.K. Mittal, Chairman and Managing Director of the company
Directorships held in other Listed Companies	Nil	Nil
Membership/Chairmanship of Committees of Boards of other Listed Companies	Nil	Nil
Shareholding in the Company	693288	342342

Name of the Director	Mr. Vijendra Kumar Mittal	Mr. Aman Mittal
Age	76	45
Date of Birth	10.06.1943	08.04.1974
Date of First appointment on the Board	26.02.1992	01.09.1994
A brief resume of the Director along with his experience	Mr. V.K. Mittal, Managing Director-a Mechanical Engineer with M.Sc. (Physics), M. Sc. Mech. Engg. Specialization in Machine Tools from Moscow. He has worked at senior position in TELCO for more than a decade. He started working on the import-substitution of the lubrication systems of machine tools in the name of CENLUB ENGINEERS and had been instrumental in making the company a profitable concern in this field. Later the company became a public limited company in the year 1992 by the name CENLUB INDUSTRIES LIMITED.	Mr. Aman Mittal, Whole Time Director – a B.E. (Electronics) looking the total day to day activities of Bangalore unit for the Last 25 years.
Qualification	M.Sc (Physics) M.Sc (Mech. Engg.)	B.E.(Electronics.)
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	Husband of Smt. Madhu Mittal Whole Time Director of the company.	Son of Mr. V.K. Mittal, Chairman and Managing Director of the company
Directorships held in other Listed Companies	Nil	Nil
Membership/Chairmanship of Committees of Boards of other Listed Companies	Nil	Nil
Shareholding in the Company	847671	176439

BOARD'S REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2019

To the Members,

Your Directors have pleasure in presenting the 27th(Twenty-Seventh) Annual Report on the business and operations of the Company together with audited financial statements for the Financial statements for the Financial Year ended March 31 2019.

1. FINANCIAL HIGHLIGHTS

The financial performance of the Company for the Financial Year ended March31,2019 as compared to previous year is summarized in the following table:

in (Lacs)

Particulars	Standalone 31-Mar-19	In Rs. 31-Mar-18
Revenue from Operations	4810.47	3773.72
Other Income	145.31	100.95
Total revenue	4955.78	3874.67
Profit Before Depreciation, finance cost and taxes(PBDIT)	941.86	674.12
Profit before exceptional items and tax	718.91	475.40
Exceptional items	0	0
Profit before Taxation	718.91	475.40
Taxation		
Current tax	208.08	126.63
Deferred	16.68	0.55
Profit after taxation	494.15	348.23
Other Comprehensive Income/(expenses)(net of taxes)	(4.25)	0.50
Total Comprehensive Income	489.90	348.72
Earnings per Equity share of Rs.10/- Basic	10.60	7.47
Earnings per Equity share of Rs.10/-Diluted(Rs.)	10.60	7.47

2. FINANCIAL STATEMENT

The financial statement is prepared in terms of provisions of Section 129 of the Companies Act, 2013 and Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time, the same forms part of this Annual Report. The financial statement has been prepared on the basis of audited financial statements of your Company.

3. DIVIDEND

The Board at its meeting held on 30thMay, 2019 has recommended a Dividend of Rs. 2.50 (i.e. 25%) per equity share on the equity share of Rs. 10/- each for the financial year 2018-19, amounting to Rs.140.53 Lakhs (excluding dividend distribution tax). The dividend payout is subject to the approval of Shareholders at ensuing Annual General Meeting. The dividend will be paid to those members, whose names appear in register of members as on 21st September, 2019.

4. TRANSFER TO RESERVES

The Board decided not to transfer any amount out of the profit for the year to the general reserves.

5. PERFORMANCE OF THE COMPANY

The financial year 2018-19 has been a record year for your Company, with strong revenue and profit growth. In the financial year 2018-19, the revenue of the Company increased by 27.47% and Profit after Tax increased by 41.90% as compared to the last financial year 2017-18 on a standalone basis.

6. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The company has not provide any loans, give guarantees or made any investments during the Financial Year under review, which falls within the purview of Section 186 of the Companies Act, 2013.

7. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All contracts or arrangements entered into by the Company with Related Parties have been done at arm's length and are in the ordinary course of business.

The policy on Related Party Transaction as approved by the Board has been displayed on the Company's website.

Related Party disclosures as per AS-18 have been provided in Note-38 to the financial statement.

8. PUBLIC DEPOSITS

During the Financial Year 2018-2019, the Company has not accepted / renewed any deposits from the public or the Members, within the meaning of Section 73 of the Companies Act, 2013, read with Chapter V of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014, and as such, no amount of principal or interest on deposits from public or the Members, was outstanding as of the Balance Sheet date.

9. INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to financial statements. During the year such controls were tested and no reportable material weakness in the design or operation was observed.

10. RISK MANAGEMENT POLICY

The Company has a Risk Management framework in place which is designed to identify, assess and monitor various risks related to key business and strategic objectives and lead to the formulation of a mitigation plan. All identified risks are categorized based on a matrix of likelihood of occurrence and impact thereof and a mitigation plan is worked out to the extent possible. Major risks in particular are monitored regularly at meetings of the Executive Risk Committee and the Board of Directors of the Company is kept abreast of such issues.

11. MATERIAL CHANGES AND COMMITMENTS, AFFECTING THE FINANCIAL POSITION OF THE COMPANY.

There are no adverse material changes or commitments occurred after March 31, 2019 which affects the financial position of the Company or may require disclosure.

12. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant and material orders passed by any Regulators/Courts that would impact the Going concern status of the Company and its future operations.

13. STATE OF COMPAN'Y AFFAIRS

Discussion on state of affairs of the Company has been covered as part of the Management Discussion and Analysis (MDA) MDA for the year under review as stipulated under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 is presented in a separate section forming part of this Annual Report.

14. SHARE CAPITAL

The paid –up Equity Share Capital of the Company as on March 31, 2019 stood at Rs. 4,66,28,990.

During the year under review, the Company has not issued shares with the differential voting rights nor granted any stock options or sweet equity. As on March 31, 2019 none of the Directors of the Company hold instruments convertible into equity shares of the Company.

15. TRANSFER OF UNPAID AND UNCLAIMED AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND ('IEPF')

Pursuant to the provisions of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting) Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), the declared dividends, which remained unpaid or unclaimed for a period of 7 (seven) years and shares thereof shall be transferred by the company to the Investors Education and Protection Fund (IEPF) established by the Central Government.

Accordingly, during the year, the company has transferred the unpaid or unclaimed dividend for a period of 7 (seven) years from the date they become due for payment along with the shares thereof to IEPF account. The shareholders have an option to claim their shares and/or amount of dividend transferred from IEPF. No claim shall be entertained against the Company for the amounts and shares transferred.

The list of equity shareholders whose shares are transferred to IEPF can be accessed on the website of the Company www.cenlub.in

The Company has sent notices to respective shareholders who have not claimed dividend for 7 (seven) consecutive years and whose shares are liable to be transferred to IEPF during the financial year 2019-20. The newspaper advertisement stating the same has also been published in the newspapers. The list of equity shareholders whose shares are liable to be transferred to IEPF can be accessed on the website of the Company at www.cenlub.in

16. EXTRACT OF ANNUAL RETURN

In accordance with Section 134(3) (a) of the Companies Act, 2013, an extract of the Annual Return of the company in **Form MGT-9** is appended as **Annexure "A"** to this Report.

17. DIRECTORS' RESPONSIBILITY STATEMENT

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the Internal, Statutory, Cost and Secretarial Auditors and external consultant(s) including audit of internal financial controls over financial reporting by the statutory auditors, reviews performed by the management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2018-19.

Accordingly, pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- (i) in the preparation of annual financial statements, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (ii) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year 2018-19 and of the profit of the company for that period;
- (iii) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) the directors had prepared the annual accounts on a going concern basis;
- (v) Internal financial controls have been laid down and followed by the Company and that such controls are adequate and are operating effectively.
- (vi) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

18. DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

In terms of provisions of the Companies Act ,2013 and the Articles of Association of the Company, Mrs.Madhu Mittal (Din:00006418) and Mr. Aman Mittal (Din: 00006435),Executive Directors of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible have offered themselves for re-appointment.

There was no change in the directorship of the Company during the year under review except the following:

1. Mrs. Madhu Mittal has been re-appointed as Executive Director for a period of 3(three) years w.e.f. April 1,2019 subject to the approval of Members.
2. Mr. Ansh Mittal has been re-appointed as Executive Director for a period of 3(three) years w.e.f. May 1,2019 subject to the approval of Members.
3. Mr. V.K. Mittal has been re-appointed as Managing Director for a period of 3(three) years w.e.f. June 1,2019 subject to the approval of Members.
4. Mr.Aman Mittal has been re-appointed as Executive Director for a period of 3(three) years w.e.f. August 1,2019subject to the approval of Members.
5. Mrs. Santosh Verma was appointed as an Additional Director in the capacity of an Independent Director on the Board of the Company with effect from 1st April 2019 and being eligible offers herself to be appointed as Director as well as Independent Director at the ensuing Annual General Meeting for a term of five years.
6. As per the Retirement Policy for Non-Executive Directors of the Company, Mr.Om Prakash Verma(DIN:0149756) has resigned from the Board of the Company , from the closure of working hours on 30.03.2019. The Board places on record its sincere appreciation of the contribution made by Mr. Om Prakash Varma during their tenure with the Company.
7. Mr. Krishna Gopal Gupta was appointed as Non-Executive Independent Directors, for a period of 5 (five) years from November 13.11.2014.Based on the recommendation of the Nomination and Remuneration Committee their re-appointment for a second term of 5(five) years is proposed at the ensuing AGM for the approval of the Members by way special resolution.
The Company has received declaration from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under section 149(6) of the Companies Act,2013 and Regulation 25 of SEBI(Listing Obligations and Disclosure Requirements) Regulations,2015.

The disclosure pertaining to Directors being appointed/re-appointed as required pursuant to Regulation 36 of the SEBI Listing Regulations given in the explanatory statement to the Notice convening the 27th Annual General Meeting of the Company for reference of the Shareholders.

19. NUMBER OF BOARD MEETINGS

The Board met Nine (9) times during the Financial Year ended 31st March 2019. For further details, please refer to Report onCorporate Governance enclosed to thisreport.

20. BOARD EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance, the performance of different committees and the performance of independent directors of the company pursuant to the provisions of Companies Act 2013, SEBI Listing Regulations and the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on May 24, 2017. The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of criteria such as, the board composition and structure effectiveness of board processes, information and functioning etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of criteria such as, the composition of committees, effectiveness of committee meetings etc. In a separate meeting of independent directors, the performance of non-independent directors, the Chairman of the Company and the board as a whole was evaluated, taking into account the views of executive directors and non-executive directors.

21. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Independent Directors are familiarized through various programmes on a continuing basis including the following:

- (a) nature of the industry in which Company operates;
- (b) business model of the Company;
- (c) roles, rights, responsibilities of Independent Directors etc.,

The familiarization programme along with terms and conditions of appointment of Independent Directors is disclosed on the Company's website www.cenlub.in

22. PARTICULARS OF EMPLOYEES AND REMUNERATION

The information required under Section 197 (12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed as 'Annexure B'.

23. NOMINATION AND REMUNERATION POLICY

The Board, on the recommendation of the Nomination & Remuneration Committee, has framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The remuneration paid to the Directors and the Senior Management is as per the Managerial Remuneration Policy of the Company. Brief details of the Managerial Remuneration Policy are provided in the Corporate Governance Report.

The Nomination & Remuneration Policy of the Company can be accessed at <http://www.cenlub.in/investorrelations/policies-codes/>

24. CORPORATE GOVERNANCE

As required under Regulation 34 read with Schedule V of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "the Listing Regulations"), a separate report on Corporate Governance is enclosed as a part of this Annual Report, duly certified by M/s Jain Viney & Associates, Practising Company Secretaries, confirming the compliance of the conditions of Corporate Governance.

25. SUBSIDIARY COMPANIES

The company does not have any subsidiary, Joint Venture or Associate Company

26. AUDIT COMMITTEE

The Audit Committee comprised of Mr. Dinesh Kaushal (Chairman), Mr. Ashok Kumar Agarwal (Member) and Mrs. Sujata Arora (Member)

All the recommendations made by the Audit Committee during the Financial Year under review were accepted by the Board.

The Audit Committee met 6 (six) times during the year. Details of the meeting held are mentioned in the Report on Corporate Governance attached to this report.

27. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee is comprised of Mr. Krishan Gopal Gupta (Chairman), Mr. Ashok Kumar Agarwal (Member) and Mrs. Sujata Arora (Member)

The Nomination and Remuneration Committee met one time during the financial year i.e. on 28th March 2019.

28. STAKEHOLDER RELATIONSHIP COMMITTEE

The Stakeholder Relationship Committee is comprised of Mr. Ashok Kumar Agarwal (Chairman), Mrs. Madhu Mittal (Member) and Mrs. Sujata Arora (Member)

The Stakeholder Relationship Committee ('SRC') met 4 (Four) times during the year

The detailed terms of reference and other information about the Committee has been provided in the Corporate Governance Report

29. AUDITORS

A: STATUTORY AUDITORS AND AUDITORS' REPORT

At the 25th Annual General Meeting of the Company held on 23rd September 2017, the members approved appointment of M/s Sanmarks & Associates, Chartered Accountants (Firm Registration No. 003343N) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that Annual General Meeting till the conclusion of the 30th Annual General Meeting, subject to ratification of their appointment by members at every Annual General Meeting if so required by the Companies Act 2013.

Pursuant to the notification issued by the Ministry of Corporate Affairs dated 7th May, 2018 amending Section 139 of Companies Act, 2013 and the Rules framed thereunder, the mandatory requirement for ratification of appointment of Statutory Auditor by the Members at every Annual General Meeting has Omitted. Accordingly, no resolution is being proposed for ratification of appointment of M/s Sanmarks & Associates, Chartered Accountants as Statutory Auditors at the forthcoming Annual General Meeting.

The Auditor's Report for FY 2018-19 does not contain any qualification, reservation or adverse remark. The Auditors Report is enclosed with the Financial Statements in this Annual Report.

B. SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company had appointed Ms. Apoorva Singh., Practicing Company Secretaries, (Membership No.: 35621), as its Secretarial Auditor to conduct the Secretarial Audit of the Company for the financial year 2018-2019.

The Report on Secretarial Audit for the financial year 2018-2019, in **Form MR-3**, as **Annexure C** forms integral part of this Board's Report. There has been no qualification, reservation or adverse remark or any Disclaimer in their Report.

C. INTERNAL AUDIT

During the Financial year ended 31st March 2018, your Company has appointed M/s. Sanjeev Meenu & Co., Chartered Accountants, as Internal Auditors to carry out the Internal audit of the Company. The reports of the Internal auditors, along with comments from the management are replaced for review before the Audit Committee. The Audit Committee in consultation with the Statutory Auditor also scrutinizes the audit plan and the adequacy of Internal controls.

D. REPORTING OF FRAUDS

There have been no frauds reported by the Auditors, under sub section (12) of Section 143 of the Companies Act, 2013 (including amendments), during the financial year under review, which required to be reported to the Audit Committee or the Board of Directors and hence, as such there is nothing to report by the Board under Section 134 (3)(ca) of the Companies Act, 2013.

30. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The provision of Corporate Social Responsibility does not apply to the Company.

31. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

As per the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, every Company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee.

The Company had adopted a policy for prevention of Sexual Harassment of Women at workplace and had set up a Committee for implementation of said policy.

As per the provisions of Section 21 & 22 of the said Act, the Report on the details of the number of cases filed under Sexual Harassment and their disposal for the financial year under review, is as under:

Sr. No.	No. of cases pending as on the beginning of the Financial Year under review	No. of complaints filed during the financial year under review	No. of cases pending as on the end on the Financial Year under review
1	Nil	Nil	Nil

The Prevention of Sexual Harassment Policy of the Company can be accessed at <http://www.cenlub.in/investorrelations/policies-codes/>

32. VIGIL MECHANISM / WHISTLE BLOWER POLICY

In terms of the requirements of the Companies Act, 2013 and Regulation 22 of Listing Regulations, the Company has a vigil mechanism to deal with instance of fraud and mismanagement, if any. The details of the vigil mechanism are displayed on the website of the Company <http://www.cenlub.in>. During the year 2018-2019, the policy has been amended in view of the changes in listing regulations to cover instances relating to insider trading i.e. reporting instances of leak of UPSI or suspected leak of UPSI by employees and taking appropriate actions on such reporting. The Audit Committee reviews the functioning of the vigil / whistle blower mechanism from time to time. There were no allegations / disclosures / concerns received during the year under review in terms of the vigil mechanism established by the Company.

33. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO

A statement giving details of conservation of energy, technology absorption, foreign exchange earnings and outgo in accordance with Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is provided in **Annexure D to this Report**.

34. GREEN INITIATIVE:

In an effort to make the Earth a better place to live, the green movement has been sweeping all over the globe. Not only the individuals but companies and government are also taking different steps to protect the environment. The Companies Act, 2013 & SEBI Regulations is a step forward in promoting "Green Initiative" by providing for service of documents by a Company to its Members through electronic mode. The move of the regulators allows public at large to contribute to the green movement. To support this green initiative of the Government in full measure, and in order to save the natural resources, Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

35. COMPLIANCE WITH SECRETARIAL STANDARDS

The Company has complied with all the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

36. DISCLOSURE UNDER SECTION 43(a)(ii) OF THE COMPANIES ACT, 2013

The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 has been furnished.

37. DISCLOSURE UNDER SECTION 54(1)(d) OF THE COMPANIES ACT, 2013

The Company has not issued any sweat equity shares during the financial year under review and hence no information as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 has been furnished.

38. DISCLOSURE UNDER SECTION 62(1)(b) OF THE COMPANIES ACT, 2013

The Company has not issued any equity shares under Employees Stock Option Scheme during the financial year under review and hence no information as per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 has been furnished.

39. DISCLOSURE UNDER SECTION 67(3) OF THE COMPANIES ACT, 2013

During the financial year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014 and hence no information has been furnished.

40. ACKNOWLEDGEMENT

Your Company takes pride in all of its highly motivated officers, employees and workers, who have been wholeheartedly supporting and sincerely contributing their best for the sustained success and growth of your Company as well as maintaining harmonious relations throughout the Company. We also placed on records the guidance and support we received from our Auditors- Statutory auditors, internal auditors, secretarial auditors, and other professionals, which enables us to comply with the all the applicable provisions of law, as applicable to us and enable us to follow the true spirit of corporate governance, in both letter and spirit besides enhancing shareholder value.

Your Directors also place on record their sincere thanks and appreciation for the continuing support and assistance received from the financial institutions, banks, Government as well as non-government authorities, customers, vendors, stock exchange and members during the period under review.

Place :Faridabad

Date :14thAugust 2019

ON BEHALF OF THE BOARD OF DIRECTORS

FOR CENLUB INDUSTRIES LIMITED

VIJENDRA KUMAR MITTAL
MANAGING DIRECTOR
DIN: 00006398

VIRENDRA KUMAR GUPTA
WHOLE TIME DIRECTOR
DIN: 00006461

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN as on marach 31, 2019
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	L67120HR1992PLC035087
Registration Date	26.03.1992
Name of the Company	M/s Cenlub Industries Limited
Category/Sub – Category of the Company	Public Company, Limited by Shares
Address of the Registered office and contact details	Plot No- 233-234 Sec -58 Ballabgarh Faridabad-121004 Haryana Ph no : 08826794470, 71, 72 ,73 Fax no: 01292307263 E-mail: cenlub @cenlub.in Web: www.cenlub.in
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	Beetal Financial & Computer Services(P) Ltd Beetal House, 3 rd Floor, 99, Madangir, Behind Local Shoping Centre, Near Dada Harsukhdas Mandir, New Delhi-110062 Tel.: +9111-29961281-83 E-mail:beetal@beetalfinancial.com Web:www.beetalfinancial.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

SL.No.	Name and Description of main products/ services	NIC Code of the product / service	% to total turnover of the Company"
1.	Centralized Lubrication System Machine Tools, Press Tools, Die Casting, Pharmaceutical machines,	28299	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and address of the Company	CIN/GLN	Holding/subsidiary/ associate	% of shares held	Applicable Section
		NA			

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)
i. Category-wise Share Holding as on March 31, 2019:

Category of shareholders	No. of Shares held at the beginning of the year (As on 01.04.2018)				No of shares held at the end of the year (As on 31.03.2019)				% Changed During the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoters Group									
(1) Indian									
a) Individual/HUF	1636762	671760*	2308522	49.51	2307183	3000	2310183	49.54	0.03
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks/ FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(1)	1636762	671760*	2308522	49.51	2307183	3000	2310183	49.54	0.03
(2) Foreign									
a) NRIs-Individual	-	-	-	-	-	-	-	-	-
b) Others-Individual	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Bank/ FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2)	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	1636762	671760*	2308522	49.51	2307183	3000	2310182	49.54	0.03
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	2700	2700	0.06	-	-	-	-	-
b) Venture Capital Funds	-	-	-	-	-	-	-	-	-
c) Alternate Investment Funds	-	-	-	-	-	-	-	-	-
d) Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
e) Foreign Portfolio Investors	-	-	-	-	-	-	-	-	-
f) Financial Inst/ banks	-	-	-	-	-	-	-	-	-
g) Insurance Companies	-	-	-	-	-	-	-	-	-
h) Provident Fund / Pension Fund	-	-	-	-	-	-	-	-	-
i) Any other	-	-	-	-	-	-	-	-	-
j) Other-Foreign Fin Inst/bank	-	600	600	0.01	-	-	-	-	-
Sub-total (B) (1)	-	3300	3300	0.07	-	-	-	-	-
2. Central Govt/ State Govt/ President of India	-	-	-	-	-	-	-	-	-
Sub-total (B)(2)	-	-	-	-	-	-	-	-	-

3. Non-Institutions									
(a) (i) Individual-Holding Nom. Val. Upto Rs. 2 lakhs.	1060692	601360	1662052	35.64	1058104	353150	1411254	30.27	(5.37)
(ii) Individual-Holding Nom. Val. greater then Rs. 2 lakhs	441446	-	441446	9.47	456642	-	456642	9.79	0.32
Kailashben Ashok Kumar Patel	122000	-	122000	2.62	122000	-	122000	2.62	-
Shyam Sunder Gupta	71863	-	71863	1.54	71863	-	71863	1.54	-
Bhimavarapu Sridhar Reddy	64286	-	64286	1.38	76727	-	76727	1.65	-
Varsha Sharad Shah	-	-	-	-	46650	-	46650	-	-
(b) NBFC Registered With RBI	-	-	-	-	-	-	-	-	-
(c-i) Employees Trust	-	-	-	-	-	-	-	-	-
(d) Overseas Depository Holding DRs	-	-	-	-	-	-	-	-	-
(e) Any Other Other-Body Corp	40734	7600	48334	1.04	32904	1400	34304	0.74	(0.30)
Other-Clearing Member	1226	-	1226	0.03	1300	-	1300	0.03	-
Other-N R I- Non-Repatriable	1035	-	1035	0.02	1310	-	1310	0.02	0.00
Other N R I	68016	12200	80216	1.72	62404	2300	64704	1.39	(0.33)
Dr. Sanjeev Arora	59002	-	59002	1.43	59002	-	59002	1.43	-
Other-Individual									
HUF	116768	-	116768	2.50	158597	-	158597	3.40	0.90
IEPF Authority	-	-	-	-	224605	-	224605	4.82	4.82
Sub Total (B)(3)	1729917	621160	2351077	50.43	1995866	356850	2352716	50.46	(0.03)
Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)	17729917	624460	2354377	50.49	1995866	356850	2352716	50.46	3.00
Total (A)+(B)	3366679	1296220	4662899	100	4303049	359850	4662899	100	-
C. Non-Promoter – Non-Public	-	-	-	-	-	-	-	-	-
1) Custodian/Dr Holder	-	-	-	-	-	-	-	-	-
2) Employee Benefit Trust (Under SEBI (Share based Employee Benefit) Regulation, 2014)	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	3366679	1296220	4662899	100	4303049	359850	4662899	100	-

ii). Shareholding of Promoters:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (as on 1 April, 2018)			Shareholding at the end of the year (a on 31 March, 2019)			% Change in Share holding during the year
		No of shares	% of total shares of the company	% of total pledged/ encumbered to total shares/	No of shares	% of total shares of the company	% of total pledged/ encumbered to total shares	
1.	Vijendra Kumar Mittal	830197	17.80	Nil	829861	17.80	Nil	(0.01)
2.	Madhu Mittal	690526	14.81	Nil	690526	14.81	Nil	0.00
3.	Aman Mittal	176439	3.78	Nil	176439	3.78	Nil	0.00
4.	Ansh Mittal	342342	7.34	Nil	342342	7.34	Nil	0.00
5.	Leena Mittal	146270	3.14	Nil	146270	3.14	Nil	0.00
6.	Nilu Mittal	95283	2.04	Nil	95283	2.04	Nil	0.00
7.	Swati Mittal	6631	0.14	Nil	8628	0.18	Nil	0.04
8.	Virendra Kumar Gupta	19550	0.42	Nil	19550	0.42	Nil	0.00
9.	Santosh Gupta	1284	0.03	Nil	1284	0.03	Nil	0.00
10.	Minihyd Hydraulics Ltd	0	0	Nil	0	0	Nil	0.00
	Total	2308522	49.51	0	2310183	49.54	0	0.04

iii). Change in Promoter and Promoter Group Shareholding

Sr No.	Shareholders Name	Shareholding		Date*	Increase/ (Decrease) in shareholding	Reason	Cumulative shareholding during the year 01.04.17 to 31.03.18	
		No of Shares at the begning (01.04.2018) end of the year (31.03.2019)	% of total Shares of the company				No of shares	% of total Shares of the Company
1.	Vijendra Kumar Mittal	830197	17.81	06.04.18	21	Purchase	830197	17.81
				19.10.18	1059	Purchase		
				26.10.18	3814	Purchase		
				02.11.18	145	Purchase		
				04.01.19	-1270	Sell		
				11.01.19	-4035	Sell		
				29.03.19	- 70	Sell		
		829861	17.80					
2.	Madhu Mittal	690526	14.81	06.07.18	80	Purchase	690526	14.81
				13.07.18	-80	Sale		
		690526	14.81					
3.	Swati Mittal	6631	0.14	09.01.19	1003	Sale	8628	0.18
				28.03.19	3000	Purchase		
		8628	0.18					

iv). Shareholding pattern of top ten shareholders (other than Directors, promoters and holders of GDRs and ADRs)

Sr No.	Shareholders Name For each of the top Ten Shareholders	Shareholding		Date*	Increase/ (Decrease) in share-holding	Reason	Cumulative shareholding during the year 01.04.17 to 31.03.18	
		No of Shares at the begning (01.04.2018) end of the year (31.03.2019)	% of total Shares of the company				No of shares	% of total Shares of the Company
1.	Kailashben Ashok Kumar Patel	120000 122000*	2.62 2.62			No Change	122000	2.62
2.	Shyam Sunder Gupta	71863 # 71863*	1.54 1.54			No Change	71863	1.54
3.	Bhimavarapu Sridhar Reddy	64286 # 76727*	1.38 1.65	27.04.18 11.05.18 18.05.18 25.05.18 08.06.18 15.06.18 22.06.18 29.06.18 06.07.18	1 901 4319 3005 669 10 1212 1224 1100	Purchase Purchase Purchase Purchase Purchase Purchase Purchase Purchase Purchase	64286	1.38
4.	Dr. Sanjeev Arora	59002 # 59002*	1.43 1.27	-	-	No Change	59002	1.27
5.	Varsha Sharad Shah	0 # 42250*	0 0.91	15.09.17	42250	Purchase	42250	0.91
6.	Vyomesh Natvarlal Shah (HUF)	31455 # 31440 *	0.68 0.68	19.10.18	-15	Sale	31455	0.68
7.	Vandana Vyomesh Shah	30018 # 30018 *	0.64 0.64			No Change	30018	0.64
8.	Ashok Kumr	11890 # 24332*	0.25 0.52	23.11.18 07.12.18 14.12.18	5500 5842 1100	Purchase Purchase Purchase Purchase	11890	0.25
9.	Prashant Yshwantlal Sheth	22500 # 22500*	0.48 0.48			No Change	22500	0.48
10.	Kalpana Prakash Pandey	21846 # 21846*	0.47 0.47			No Change	21846	0.47

AS ON 01.04.2018

* AS ON 31.03.2019

V) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name of Directors and KMPs	Shareholding at the beginning of the year		Cumulative Shareholder during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
01.	Vijendra Kumar Mittal	830197	17.81	830197	17.81
	As the beginning of the year				
	06.04.2018(Purchase)	21		830218	17.80
	19.10.2018(Purchase)	1059		831277	17.83
	26.10.2018((Purchase)	3814		835091	17.91
	02.11.2018(Purchase)	145		835236	17.91
	04.01.2019(Sell)	-1270		833966	17.88
	11.01.2019(Sell)	-4035		829931	17.80
	29.03.2019(Sell)	-70		829861	17.80
	As the end of the Year			829861	17.80
02.	Madhu Mittal	690526	14.81	690526	14.81
	As the beginning of the year				
	06.07.2018(Purchase)	80		690606	14.81
	13.07.2018(Sell)	-80		690526	14.81
	As the end of the Year			690526	14.81
03.	Aman Mittal	176439	3.78	176439	3.78
	As the beginning of the year				
	As the end of the Year	176439	3.78	176439	3.78
04.	Ansh Mittal	342342	7.34	342342	7.34
	As the beginning of the year				
	As the end of the Year	342342	7.34	342342	7.34
05.	Virendra Kumar Gupta	19550	0.42	19550	0.42
	As the beginning of the year				
	As the end of the Year	19550	0.42	19550	0.42
06.	Ashok Kumar Agarwal	300	0.006	300	0.006
	As the beginning of the year				
	As the end of the Year	300	0.006	300	0.006
07	K.G.Gupta	1000	0.02	1000	0.02
	As the beginning of the year				
	As the end of the Year	1000	0.02	1000	0.02

Ms. Santosh Varma, Mr. Dinesh Kaushal, Mrs.Sujata Arora, Non-Executive Directors, & Ms. Komal Gupta, Company Secretary does not hold any shares of the company at the beginning of the year as well as at the end of the year. They have neither acquired any shares nor sold any shares during the year under review.

VI) INDEBTENDNESS

Indebtedness of the Company including interest outstanding accrued but not due for payment

(In Rs. Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loan	Deposits	Total Indebtedness
Indebtedness as at April 1, 2018				
i) Principle Amount	1045.20	22.77	-	1067.97
ii) Interest due but not paid	-	-	-	
iii) Interest accrued but not due				
Total (i+ ii+ iii)	1045.20	22.77	-	1067.97
Change in indebtedness during the financial year*				
Addition		25.08	-	25.08
(Reduction)	(73.44)	-	-	(73.44)
Net Change	(73.44)	25.08	-	(48.36)
Indebtedness as at March 31, 2019				
i) Principle Amount	971.76	47.85	-	1019.61
ii) Interest due but not paid				
iii) Interest accrued but not due	2.76			
Total (I + ii+ iii)	974.52	47.85	-	1019.61

VII) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Director and /or Manager

(In Rs. Lacs)

Sr. No.	Particulars of Remuneration	Name of the Managing Director/ Whole-time Director/ Manger				
		Mr. V.K. Mittal Chairman & Managing Director	Mrs. Madhu Mittal Executive Director	Mr. Aman Mittal Executive Director	Mr. Ansh Mittal Executive Director	Total Amount
1.	Gross Salary a. Salary as per provisions contained in section 17(1) of the Income Tax Act 1961	42,00,000	12,00,000	24,00,000	24,00,000	1,02,00,000
	b. Value of Perquisites u/s 17(2) Income Tax Act 1961	-	-	-	-	-
	c. Profits in lieu of salary under section 17(3) Income Tax Act 1961	-	-	-	-	-
2.	Stock option	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4.	Commission/ -As a % of Net [Profit -others, specify	-	-	-	-	-
5.	Other, please specify	-	-	-	-	-
	Total A	42,00,000	12,00,000.00	24,00,000	24,00,000	1,02,00,000

B. Remuneration to other Director

(In Rs. Lacs)

	Particulars of Remuneration	Name of Directors					Total
		Dinesh Kaushal	O.P. Verma	Sujata Arora	Ashok Kumar Agarwal	K.G. Gupta	
1.	Independent Director / other non-executive Directors	20,000	12,000	16,000	20,000	16,000	84,000
	- Fee for attending board meeting	-	-	-	-	-	-
	-commission	-	-	-	-	-	-
	-others, please specify	-	-	-	-	-	-
Total B							84,000
Total Managerial Remuneration (A)+ (B)							1,02,84,000

C. Remuneration to Key Managerial Personnel other than M/D/Manager /WTD

(In Rs. Lacs)

	Particulars of Remuneration	Key Managerial Personnel		
		CFO	CS	Total
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	12,00,000	3,24,128	15,24,128
	(b) Value of perquisites u/s 17(2) Income-tax Act,1961	-	-	-
	(c) Profit in lieu of salary under section 17(3) Income-tax Act,1961	-	-	-
2	Stock Option			
3	Sweat Equity			
4	Commission			
	-as% of profit			
	Others, specify...			
	Others, please specify			
Total c		12,00,000	3,24,128	15,24,128
Total Managerial Remuneration (A)+ (B+C)				1,18,08,128

VII. PENALTIES /PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Selection of Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/NCLT/ COURT)	Appeal made if any (give details)
A. Company Penalty Punishment Compounding	NIL				
B. Directors Penalty Punishment Compounding	NIL				
C. Other Officers in default Penalty Punishment Compounding	NIL				

Place : Faridabad
Date : 14th August 2019

ON BEHALF OF THE BOARD OF DIRECTORS
FOR CENLUB INDUSTRIES LIMITED

VIJENDRA KUMAR MITTAL
MANAGING DIRECTOR
DIN: 00006398

VIRENDRA KUMAR GUPTA
WHOLE TIME DIRECTOR
DIN: 00006461

STATEMENT OF DISCLOSURE OF REMUNERATION

[Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

Sl. No.	Disclosure Requirement	Disclosure	
1.	The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year	Name of the Directors Mr. V.K.Mittal Smt. Madhu Mittal Mr. V.K. Gupta Mr. Aman Mittal Mr. Ansh Mittal	Ratio No Change Managerial Remuneration No Change Managerial Remuneration No Change Managerial Remuneration No Change Managerial Remuneration No Change Managerial Remuneration
* Non-executive Directors are not paid any remuneration or commission except sitting fee. ** The median remuneration of all the employees of the Company was Rs. 3.30 Lakhs p.a.			
2.	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	Name of the Directors Mr. V.K.Mittal Smt. Madhu Mittal Mr. Aman Mittal Mr. Ansh Mittal Mr. V.K. Gupta Ms. Komal Gupta	% increase in remuneration No Change Managerial Remuneration No Change Managerial Remuneration No Change Managerial Remuneration No Change Managerial Remuneration No Change Managerial Remuneration No Change Managerial Remuneration
3.	The percentage increase in the median remuneration of employees in the financial year	During FY 2018-19, the percentage increase in the median remuneration of employee is 10.64.%	
4.	The number of permanent employees on the rolls of Company	There were 132 employees as on March 31, 2019	
5.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Average increase in remuneration is 10.64% for Employees other than Managerial Personnel.	
6.	Affirmation that the remuneration is as per Remuneration Policy of the Company: It is affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees, adopted by the Company.		

Place : Faridabad
 Date : 14th August 2019

ON BEHALF OF THE BOARD OF DIRECTORS
 FOR CENLUB INDUSTRIES LIMITED

VIJENDRA KUMAR MITTAL
 MANAGING DIRECTOR
 DIN: 00006398

VIRENDRA KUMAR GUPTA
 WHOLE TIME DIRECTOR
 DIN: 00006461

FORM NO. MR-3**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2019**

[Pursuant to section 204(1) of Companies Act, 2013 and Rule No. 9 of the Companies

(Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,

CENLUB INDUSTRIES LIMITED

(CIN No.: L67120HR1992PLC035087)

PLOT NO. -233 & 234,

SECTOR-58,

FARIDABAD -121004

I have conducted the secretarial audit of the compliance of **CENLUB INDUSTRIES LIMITED**, applicable statutory provisions and adherence to good corporate practices by **CENLUB INDUSTRIES LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended 31st March, 2019 complied with the statutory provisions listed hereunder. The Company has proper Board – processes and compliance –mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended March 31st, 2018 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under/ Companies Act, 1956 (wherever applicable);
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye- laws Framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (wherever applicable);
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act,1992('SEBI Act') :-
 - a) The securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations,2009;
 - d) The Securities and Exchange Board of India (Sharebased Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the Audit Period)**;
 - e) The securities and Exchange Board of India (Issue and Listing Of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the Audit Period)**;
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India(Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company)**
 - h) The Securities and Exchange Board of India(Buyback of Securities) Regulations, 1998**(Not applicable to the Company during the Audit Period)**
 - i) The Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015;

I have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standard on Meetings of the Board of Directors issued by The Institute of Company Secretaries of India.
- ii. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that the Board of directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decisions are carried through while the dissenting member's views are captured and recorded as a part of minutes. **Many of the decisions at the Board Meetings were passed unanimously.**

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place: Delhi
Date: 14.08.2019

Apoorva Singh
Company Secretary
Membership No.: 35621
Certificate of Practice No.: 13277

This Report is to be read with my letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

'ANNEXURE A'

To,
The Members,
CENLUB INDUSTRIES LIMITED

My report of even date is to be read along with this letter.

- (1) Maintenance of Secretarial record is the responsibility of the Management of the Company. My responsibility is to express an opinion on these Secretarial Records based on my audit.
- (2) I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records.

The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.

- (3) I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- (4) The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of the Management. My examination was Limited to the verification of procedures on test basis.
- (5) The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

Apoorva Singh
Company Secretary
Membership No.: 35621
Certificate of Practice No.: 13277

Place: Delhi
Date: 14/08/2019

Conservation of energy, research and development, technology absorption, foreign exchange earnings and outgo.
(A) Conservation of energy-
(i) the steps taken or impact on conservation of energy;

Our company has taken the following steps to reduce consumption of electricity:

- The electrical appliance/motor for products as well as internal testing is done and supplied with IE2 motor which consumes low energy by 10%.
- In place of DG sets, VFD appliances are used which gives 100% utilization of power against loss of 50 to 60% power by DG sets.
- Optimum utilization of manufacturing units to save energy
- The company is planning to generate and use solar power as alternate/green energy.

(ii) the steps taken by the company for utilising alternate sources of energy;

Our company proposed to initiate energy audit and is also exploring use of solar energy in various units.

(iii) the capital investment on energy conservation equipments;

All the expenditures on capital equipments incurred by the company during the financial year under review, is on energy conservation equipments. Most of the equipments installed by the company are energy saving in industry.

(B) Technology absorption-
(i) the efforts made towards technology absorption;

Our company is working to make valuable equipments viable by undertaking value engineering projects. Our company is also designing products that will be most efficient on consumption of power and our equipments are protected by IP45/IP54 measures.

(ii) the benefits derived like product improvement, cost reduction, product development or import substitution;

The efforts made towards technology absorption will enable the business to be sustainable in the future. Our company is also developing such products suitable for operations in adverse Indian power supply conditions.

(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-

Our Company has not imported any new technology during the year.

(iv) the expenditure incurred on Research and Development.

Our company has a well equipped R&D department which is engaged in activities related to development of company's products. R&D is also engaged in the development of our products/equipments that is expected to provide cutting edge in this new technology.

Expenditure on R&D: The R & D is done by our regular employees and no separate expenditure is being incurred on such activities.

(C) Foreign exchange earnings and Outgo-

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows are given hereunder:

	(In Rs. lacs)	
Particulars	2018-19	2017-18
Foreign exchange earnings	100.14	74.66
Foreign exchange outgoing	96.49	74.25

**ON BEHALF OF THE BOARD OF DIRECTORS
FOR CENLUB INDUSTRIES LIMITED**

**VIJENDRA KUMAR MITTAL
MANAGING DIRECTOR
DIN: 00006398**

**VIRENDRA KUMAR GUPTA
WHOLE TIME DIRECTOR
DIN: 00006461**

Place : Faridabad

Date : 14th August 2019

MANAGEMENT DISCUSSION & ANALYSIS REPORT

1. **Global Economics :**

During the year 18-19 again global economy is showing up and down features. This is apparently because of brexit again. Import and Export is steady during the dollar price.

2. **Industry Structure :**

Your company is not only a simple lubrication system manufacturer but it takes care of various sectors covering from Machines, Power, Steel, Paper, Railway, Navy etc. The company is very anxious to get business from Railway and Navy Sector. Power sector is going to become our main sector.

3. **Industry Structure and Developments :**

As mentioned above, your company caters to various fields. However, in Machine Tools sector, we have around 90% market share. At present more than 10,00,000 Systems are working in Machine Tools alone. Most of the machine tools builders, particularly CNC, have adopted our product as OE and we are getting repeat order from them. Our manufacturing unit at Faridabad is covering North, East and West India while Bangalore Plant is covering South India market. The 3rd unit i.e. Rajkot, is covering Guarat area.

4. **Opportunities and threats :**

GDP of India is growing reasonably well and thus all industrial sectors are also taking shape. Here Machine Tool, Power Sector, Steel Sector, Paper Sector are getting mainly affected. As far as we are concerned, all these sector are our backbone. Machine Tool, Power and Steel sectors are giving us a higher topline business. We expect the same in the next financial year also. As regards opportunities we expect power sector as well as railway sector giving us good opportunities this year 19-20.

5. **Risks and Concern :**

This is not limited to economic condition. It is equally depend on labour shortage, competitive market and threats given by new entrance as a competitor. We have 3 manufacturing units because of this reason. If one unit does not behave properly, the other unit will take care of the market. That is our strategy from the beginning. Keeping this into mind, after amalgamation of Minihyd and Ganpati one more unit has become into existence where you plan for small automotive components.

6. **Internal Control System and their adequacy**

The Company has adequate system of Internal Control System to commensurate with its nature of business ad size of operations to safeguard and protect from loss, unauthorized use or disposition of Company's resources. There are proper procedures for authorization, recording and reporting of transactions to the management. Systems and procedures exist to ensure that all transactions are recorded as necessary to permit preparation of financial statements in conformity with applicable accounting standards and principles or any other criteria applicable to such statements and to maintain accountability for assets. The Company's internal audit process covers all significant operational areas and reviews the records regularly.

7. Innovation and intellectual property right

From the beginning the company is engaged in innovation by its own R&D activity. There are certain areas where innovation related to Lubrication is needed. Once such a goal is achieved, patent/intellectual property right also to be thought.

We have an idea to apply for (IREPS) for Rail Track Lubricator.

8. Operational Performance

This year operational performance of the company shall depend upon certain level because of GST (Goods and Service Tax). Besides this, national economic condition will also effect. As regards GST is concerned, it was more awaited and accepted by most of the manufacturing units. But the small scale units are finding it little difficult and cumbersome. The input coming to the company is less than the output tax. This is little confusion.

9. Human Resource

The company is taking various initiative to increase human resource for better productivity by providing internal training and develop of skills to non experienced staff. This will help in enhancing their emotional and intellectual engagement with the company.

10. Dividend

In the year 18-19, our revenue was encouraging & hence profitability was appreciable, the board of directors decided to offer to all share holders a dividend of 25%.

11. Acknowledgement

Your Directors acknowledge and thank the Company's customers, shareholders, vendors, statement government authorities, business associates and bank for the support extended to the Company. Your Directors also record their appreciation for the commitment and dedication of the employees of your Company.

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Our Corporate Governance philosophy has been scripted as under:

"As a good corporate citizen, our Company is committed to sound corporate practices based on conscience, openness, fairness, professionalism and accountability besides building confidence in its various stakeholders, thereby paving the way for long term Success."

The above philosophy of corporate governance entails that our governance process is devised in such a manner as to meet aspirations of our stakeholders and expectations of the society. CIL is constantly striving to adopt emerging best practices in corporate governance. It is our endeavor to achieve higher standards and provide oversight and guidance to management in strategy implementation and risk management and fulfillment of stated goals and objectives.

2. BOARD OF DIRECTORS

As on 31st March 2019, the strength of your Company's Board was (9) Directors as Mr. O.P. Verma, non executive director of the company has resigned from the directorship w.e.f. 30th March 2019 and Mrs. Santosh Verma was appointed as non executive director of the company w.e.f. 1st April 2019. The Board consists of the five (5) Executive Directors-Promoter Directors (including Chairman and Managing Director) and five (5) Non-executive Independent Directors. All Directors are professionals from diverse fields having valuable experience in management, legal, administration and finance. Independent Directors do not have any material pecuniary relationship and have not entered into any transactions with the Company, its promoters and management which in the judgment of the Board may affect the independence of judgment of the directors.

The details of constitution of the Board and the number of Directorships and Committee memberships held in other Companies as on 31st March 2019, and their attendance at the Board Meetings held during the year 1st April 2018 to 31st March 2019 and at the last Annual General Meeting, are given below:

(A) Composition and category of Directors:

Executive Director	Non Executive Director
1. Mr. V.K.Mittal, Chairman & Managing Director	1. Mr. Dinesh Kaushal
2. Mrs. Madhu Mittal –Executive Director	2. Mrs. Santosh Verma
3. Mr. V.K.Gupta-Executive Director	3. Mr. K.G.Gupta
4. Mr. Aman Mittal –Executive Director	4. Mr. Ashok Kumar Agarwal
5. Mr. Ansh Mittal-Executive Director	5. Mrs. Sujata Arora

All executive Directors falls under Promoter Group.

All Non Executive Directors are Independent Directors.

(B) Attendance of each director at the Board Meetings, last Annual General Meeting (AGM) and the details of membership(s)/chairmanship(s) of Directors in Board and Board Committees:

Name of Director	No. of Board Meetings held during the year	No. of Board Meetings Attended	Whether attended last AGM	No. of Memberships in other Boards as on 31st March, 2019**	No. of Memberships of other Board Committees**	No. of Chairmanships in other Board Committees*
Mr. Vijendra Kumar Mittal	9	9	Yes	0	0	0
Smt. Madhu Mittal	9	9	Yes	0	0	0
Mr. Aman Mittal	9	9	No	0	0	0
Mr. Virendra Kumar Gupta	9	9	Yes	0	0	0
Mr. Ansh Mittal	9	9	Yes	0	0	0
Mr. Dinesh Kaushal	9	5	No	0	0	0
Mr. Ashok Kumar Agarwal	9	5	No	0	0	0
Mr. Om Prakash Verma	9	3	Yes	0	0	0
Mr. Krishna Gopal Gupta	9	4	No	0	0	0
Smt. Sujata Arora	9	4	No	0	0	0

* As per Regulation 26(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, only Audit Committee and Stakeholders Relationship Committees of Indian public companies have been considered.

** None of the directors of the company are directors of other listed company.

Board Agenda

Meetings are governed by a structured agenda. The Board members, in consultation with the Chairman, may take up any matter for consideration of the Board. All major agenda items are backed by comprehensive background information to enable the Board to take informed decisions.

Information placed before the Board:

Apart from the items that are required to be placed before the Board for its approval, the following information also will be provided to the board and the board committees as required under Regulation 17(7) of SEBI (LODR) Regulations, 2015. Such information is submitted as part of the agenda papers either in advance of the meetings or by way of presentations and discussion materials during the meetings.

- a) Annual operating plans and budgets, capital budgets, updates and all variances;
- b) Quarterly, Half yearly, Nine months and Annual results of the company;
- c) Detailed presentations on the business performance of the company, its units and its material subsidiaries;
- d) Minutes of meetings of the Audit Committee and other committees;
- e) Contract in which Directors and Senior Management Personnel are interested, if any;
- f) Update on the significant legal cases of the Company;
- g) Subsidiary company's minutes, financial statements and significant investments;
- h) Reviews the compliance reports of all laws applicable to the Company;
- i) Evaluates the Company's strategic direction, management policies, performance objectives and effectiveness of Corporate Governance practices; and
- j) Any other matter that requires the attention and intervention of the Board.

(C) Brief profiles of the Directors being appointed/re-appointed have been given in the AGM Notice, forming part of the Annual Report.

(D) Details of Board Meetings held during the Year 2018-19:

Date of the Meeting	Board Strength	No. of Directors Present
30 th May, 2018	10	10
11 th August, 2018	10	9
15 th September, 2018	10	5
18 th October, 2018	10	5
14 th November, 2018	10	10
8 th December, 2018	10	5
14 th February, 2019	10	10
2 nd March, 2019	10	7
30 th March, 2019	10	5

(E) **Disclosure of relationship between directors inter-se:**

The Promoter Directors are relatives of each other in terms of Section 2(77) of the Companies Act, 2013 and none of the other Directors has any relationship with each other.

(F) **Shares held by non-executive Directors:**

Mr. K.G. Gupta holds 1000 equity shares of Rs 10/- each (0.02%) and Mr. Ashok Kumar Agarwal holds 300 equity shares of Rs. 10/- each (0.02%) of the Company as on 31st March, 2019 and none of the other non-executive directors hold any shares in the Company.

(G) Web-link where details of familiarization programmes imparted to independent Directors: Web-link: <http://www.cenlub.in>

(H) A chart or a matrix setting out the skills/expertise/competence of the board of directors specifying the list of core skills/expertise/competencies identified by the board of directors as required in the context of its business and sector for it to function effectively and those actually available with the board, is covered in Nomination and Remuneration Policy.

(I) **Independent Directors confirmation by the Board**

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the Listing Regulations. In the opinion of the Board, the Independent Directors, fulfill the conditions of independence specified in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations. A formal letter of appointment to Independent Directors as provided in Companies Act, 2013 has been issued and disclosed on website of the Company.

(J) Number of Independent Directorships

As per Regulation 17A of the Listing Regulations, Independent Directors of the Company do not serve as Independent Director in more than seven listed companies. Further, the Managing Director of the Company does not serve as an Independent Director in any other listed entity.

(K) PCS Certificate

M/s Jain Viney & Associates, Practicing Company Secretaries, Delhi has certified that none of the directors on the board of the company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority. A copy of certificate received from him is enclosed as '**Annexure I**' to this report.

(L) Code of conduct:

The Board has laid down Code of Conduct for its Directors and Senior Management of the Company. The text of the Code of Conduct is uploaded on the website of the Company – www.cenlub.in The Directors and Senior Management personnel have affirmed compliance with the Code applicable to them during the year ended 31st March, 2019. The Annual Report of the Company contains a Certificate duly signed by the Managing Director in this regard.

COMMITTEES OF THE BOARD

The Board of Directors has constituted Board Committees to deal with specific areas and activities which concern the Company and requires a closer review. The Board Committees are formed with approval of the Board and function under their respective Charters. These Committees play an important role in the overall Management of day-to-day affairs and governance of the Company. The Board Committees meet at regular intervals and take necessary steps to perform its duties entrusted by the Board. The Minutes of the Committee Meetings are regularly placed before the Board for noting.

The Company has three Board Level Committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee

3. AUDIT COMMITTEE

The terms of reference of the Audit Committee encompass the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

Mandate, Role and Responsibilities of the Audit Committee:

As specified under the Companies Act, 2013, and the Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other SEBI Regulations and regulatory requirements that may come into force from time to time; and as may be mandated by the Board of Directors from time to time.

Composition of the Audit Committee as on March 31, 2019:

Name	Designation
Mr. Dinesh Kaushal	Chairman
Mr. Ashok Kumar Agarwal	Member
Smt. Sujata Arora	Member

The Audit Committee consists of Independent Directors as members and all the members of the Committee are financially literate and Mr. Dinesh Kaushal & Mr. Ashok Kumar Agarwal have accounting and related financial management expertise. The Company Secretary of the Company is secretary to the Committee.

Meetings and Attendance:

Six Audit Committee Meetings were held during the year ended 31st March, 2019. The maximum time gap between any of the two consecutive meetings was not more than one hundred twenty days.

Audit Committee Meetings held during the year 2018-19 and attendance details:

Date of the Meeting	Committee Strength	No. of Directors present
28 th May, 2018	3	3
10 th August, 2018	3	3
12 th November, 2018	3	3
12 th February, 2019	3	3
2 nd March, 2019	3	2
30 th March, 2019	3	3

Managing Director, Chief Financial Officer and Internal Auditors are invitees for all the Audit Committee Meetings. The Statutory Auditors, Secretarial Auditors invited for Audit Committee meetings on need base.

4. NOMINATION & REMUNERATION COMMITTEE

The terms of reference of Nomination & Remuneration Committee encompass the requirements of section 178 of Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

The key role of this Committee is as follows:

- Provide oversight on strategic Human Capital issues.
- Search for, evaluate shortlist and recommend the incumbent for the position of Managing Director and other Directors and their engagement terms to the Board.
- Evaluate and approve for the appointment candidates recommended by the Managing Directors for key senior positions.
- Review the succession plan for critical positions and suggest actions.

- Have the responsibility for setting the remuneration for the Managing Director and Whole Time Directors. Review remuneration for the Key Managerial Personnel's and other senior management of the Company. Remuneration in this context will include salary and performance based variable component and any compensation payments, such as retrial benefits or stock options.

Mandate, Role and Responsibilities of the Nomination and Remuneration Committee:

As specified under the Companies Act, 2013, Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time; and as may be mandated by the Board of Directors from time to time.

Composition as on March 31, 2019:

Name	Designation
Mr. K.G.Gupta	Chairman
Mr.Ashok Kumar Agarwal	Member
Mrs. Sujata Arora	Member

Meetings and Attendance:

Date of the Meeting	Committee Strength	No. of Directors present
28 th March,2019	3	3

Performance evaluation criteria for Independent Directors:

The performance evaluation of the Independent Directors was carried out by the entire Board. The criteria for performance evaluation are as follows:

Role & Accountability:

- Understanding the nature and role of Independent Directors' position.
- Understanding of risks associated with the business.
- Application of knowledge for rendering advice to management for resolution of business issues.
- Offer constructive challenge to management strategies and proposals.
- Active engagement with the management and attentiveness to progress of decisions taken.

Objectivity:

- Non-partisan appraisal of issues.
- Own recommendations given professionally without tending to majority or popular views.

Leadership & Initiative:

- Heading Board Sub-committees.
- Driving any function or identified initiative based on domain knowledge and experience.

Personal Attributes:

- Commitment to role & fiduciary responsibilities as a Board member.
- Attendance and active participation.
- Proactive, strategic and lateral thinking.

5. REMUNERATION OF DIRECTORS

i) **For Executive Directors:** The elements of remuneration package of Managing Directors are as under:

(Rs.in Lakhs)

Particulars	Mr. V.K.Mittal Managing Director	Smt. Madhu Mittal Executive Director	Mr. V.K.Gupta Executive Director/CFO	Mr. Aman Mittal Executive Director	Mr. Ansh Mittal Executive Director
Salary (Including perquisites)	42.00	12.00	12.00	24.00	24.00
Commission	-	-	-	-	-
Contribution to Provident Fund and Superannuation Fund	-	-	-	-	-
Benefits	-	-	-	-	-
Total	42.00	12.00	12.00	24.00	24.00

Having regard to the fact that there is a global contribution to Gratuity Fund, the amount applicable to an individual employee is not ascertainable and accordingly, contribution to Gratuity Fund has not been considered in the above computation.

Managing Director & Executive Director are under contract of employment with the company with three months notice period. There is no severance fee payable to the Executive Directors. The Company does not have any stock option scheme.

ii) **For Non-executive Directors:**

- The sitting fee is paid to the non-executive Directors for attending the Board meeting is Rs. 4,000/- for attending and no sitting fee is paid for Audit Committee meeting, Nomination & Remuneration Committee and Stakeholders Relationship Committee meetings.
- Commission to the Non-executive Directors – NIL

(Rs. In Lakhs)

Non-executive Directors	Sitting Fees
Mr. Dinesh Kaushal	0.20
Mr. K.G. Gupta	0.16
Mr. O.P. Verma	0.12
Mr. Ashok Kumar Agarwal	0.20
Smt. Sujata Arora	0.16

Further apart from sitting fee, non-executive directors are entitled to claim reimbursement of out of pocket expenses incurred for the purpose of attending various meetings and no remuneration is paid to the non-executive directors.

6. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The terms of reference of Stakeholders' Relationship Committee encompass the requirements of section 178 of Companies Act, 2013 and Regulation 20 of the SEBI (LODR) Regulations, 2015 as amended.

Composition as on March 31, 2019:

Name	Designation
Mr. Ashok Kumar Agarwal	Chairman
Smt. Madhu Mittal	Member
Smt. Sujata Arora	Member

Ms. Komal Gupta, Company Secretary acted as Compliance Officer of the Company upto 31st March 2019.

Meetings and Attendance:

Date of the Meeting	Committee Strength	No. of Directors present
31 st July, 2018	3	3
29 th September, 2018	3	3
31 st December, 2018	3	3
30 th March, 2019	3	3

The Stakeholder's Relationship Committee specifically looks into various aspects of interest of shareholders including transfer of shares, non-receipt of declared dividends, ensures expeditious share transfer process and investors complaints and also approves issue of duplicate/split share certificates, transmission of shares etc.,

Number of shareholders complaints received during the year	6
Number of complaints solved to the satisfaction of the shareholders	5
Number of pending complaints	1

7. GENERAL BODY MEETINGS

Location, time and venue where last three General Meetings were held:

Financial Year	Purpose	Date & Time of AGM	Venue of AGM
2018-19	AGM	Monday, September 24, 2018 at 3.30 PM	Tera Panth Bhawan D-2/13, Anuvrat Marg, Sector-10, DLF Faridabad, (Haryana)
2017-18	Court Convened Meeting of Shareholders	Thursday, 13 th July 2017 at 2.30 P.M.	Tera Panth Bhawan D-2/13, Anuvrat Marg, Sector-10, DLF Faridabad, (Haryana)
2017-18	AGM	Saturday, September 23, 2017 at 9.30 AM	Tera Panth Bhawan D-2/13, Anuvrat Marg, Sector-10, DLF Faridabad, (Haryana)
2016-17	AGM	Friday, September 30, 2016 at 9.15 AM	Tera Panth Bhawan D-2/13, Anuvrat Marg, Sector-10, DLF Faridabad, (Haryana)

Special Resolutions:

Special resolutions passed at abovementioned meetings are as under:

i) 24th AGM held on 30th September, 2016-Special Resolutions.

1. To Re-appointment Mr.V.K. Mittal (DIN:00006398) as Managing Director of the Company

ii) 25th AGM held on 23rd September, 2017-Special Resolutions.

1. To Re-appointment Mr.V.K.Gupta (DIN:00006461) as Executive Director of the Company

iii) 26th AGM held on 24th September, 2018-Special Resolutions-Nil

Court Convened Meeting of Shareholders was held on Thursday, 13th July 2017 at 2.30 P.M. for passing special resolutions u/s. 230(4) and 232(1) of the Companies Act, 2013. Details whereof are given in point 7 (iv) Postal ballot of this report.

iv) Postal ballot

Whether special resolutions were put through postal ballot last year, details of voting pattern: Yes, the special resolutions u/s. 230(4) and 232(1) of the Companies Act, 2013 read with Rules 5 and 6 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016, and Rules 20 and 22 of Companies (Management and Administration) Rules, 2014 relating to approval of the Scheme of Arrangement between Minihyd Hydraulics Limited and Ganpati Handtex Pvt. Limited and Cenlub Industries Limited and their respective shareholders and creditors, were approved by member through postal ballot on 13th July, 2017.

Mr. Ajay Garg, Practicing Company Secretary, appointed as a scrutinizer, conducted the Postal Ballot voting process. The details of voting pattern are given herein below:

Agenda wise disclosure:

Resolution required (Ordinary/Special) Approval by majority in number representing three fourths in value of the members or class members.

To consider, and if thought fit, approving, with or without modification(s), the proposed arrangement embodied in the Scheme of Arrangement amongst Cenlub Industries Limited and its Members to reclassify and transfer the amounts lying to the credit of General Reserves to the "Profit and Loss Account; in accordance with the Scheme.

Whether promoter/promoter group are interested in the agenda/resolution? Promoter and Promoter group are not interested in the resolution except to the extent of their shareholding

Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares (3) = (2)/(1)*100	No. of Votes in Favour (4)	No. of Votes in against	% of Votes in favour on votes polled (6) = [(4)/(2)] *100	% of Votes against on votes polled (7) = [(5)/(2)] *100
Promoter and Promoter Group	E-Voting	1776626	1776626	100.00	1776626	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot							
	Total	1776626	1776626	100.00	1776626	0	100	0
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	3300	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	3300	0	0	0	0	0	0
Public-Non Institutions	E-Voting	2340074	423169	18.08	423169	0	100.00	0
	Poll		35330	1.51	26057	0	100.00	0
			Including Invalid votes (9273)					
	Postal Ballot		4170	0.178	4170	-	100	0
	Total	2340074	462669	11.23	453396	0	100	0

8. MEANS OF COMMUNICATION

Financials Calendar (Tentative):

- Unaudited results for 1st quarter of next Financial Year – by 14th August, 2019
- Unaudited results for 2nd quarter of next Financial Year – by 14th November, 2019
- Unaudited results for 3rd quarter of next Financial Year – by 14th February 2020
- Audited results for next Financial Year – by 30th May 2020

The quarterly unaudited results and annual audited results are published in Financial Express and in the local newspaper – Jansatta and are displayed on the website of the Company www.cenlub.in. Official press releases and official media releases, if any, are sent to Stock Exchanges and are uploaded on the website of the Company along with the presentations made to institutional investors or to analysts, if any.

The Management Discussion and Analysis Report forms part of the Board's Report.

9. GENERAL SHAREHOLDERS INFORMATION

Annual General Meeting:

Day & Date	-	Saturday, September 28, 2019
Venue	-	Tera Panth Bhawan D-2/13, Anuvrat Marg, Sector-10, DLF Faridabad, Haryana
Time	-	10.00 AM (IST)
Financial Year	-	2018-19 (1st April, 2018 to 31st March, 2019)
Date of Book Closure	-	September 23, 2019 to September 28, 2019 (both days inclusive)
Date of Dividend Payment	-	From September 29, 2019 to October 28, 2019

Name and address of Stock Exchanges where the shares of the Company are listed:

BSE Limited
Phiroze Jeejeebhoy Tower, Dalal Street
Mumbai- 400 001
Scrip Code: 522251

ISIN for the Equity Shares – INE627F01011

The Company has paid listing fee to Stock Exchanges for the financial year 2018-19.

Market Price Data: in respect of the Company's shares on BSE Limited, monthly high and low during the Financial Year 2018-19:

Month & Year	High (Rs.)	LOW (Rs.)
April 2018	60.00	43.05
May 2018	62.40	42.05
June 2018	68.00	53.50
July 2018	72.65	56.20
August 2018	80.30	60.15
September 2018	100.00	66.95
October 2018	73.20	55.65

November 2018	87.90	60.00
December 2018	83.95	73.05
January 2019	88.00	70.25
February 2019	82.00	62.20
March 2019	76.40	63.00

Share Transfer System

As per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or Transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialised form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.

Dematerialization of shares and liquidity: 43,03,049 (NSDL: 35,90,490; CDSL: 7,12,559) equity shares were dematerialized amounting to 84.72% of the total paid-up capital of the Company and the shares of the company are traded on BSE. The Company had entered into agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) whereby shareholders can dematerialise their shares with either of the Depositories. Shareholders, who still holds shares in physical form, are requested to dematerialize their shares at the earliest and avail the benefits of dealing in shares in demat form.

Nomination

Individual shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable, in case of death of the registered shareholder(s). Nomination facility in respect of shares held in electronic form is also available with the Depository Participants as per the bye-laws and business rules applicable to NSDL and CDSL. Nomination forms can be obtained from the Company's Registrar and Share Transfer Agent.

Service of documents through electronic mode

As a part of Green Initiative, the members who wish to receive the notices/documents through e-mail, may kindly intimate their e-mail addresses to the Company's Registrar and Share Transfer Agent, Beetal Financial and Computer Services Pvt. Ltd or to the company by submitting a written request letter.

Name and Designation of Compliance Officer: Mr. Akash Rajak, Company Secretary & Compliance Officer.

Distribution of shareholding (in shares) as on 31st March 2019

No. of shares	No. of shareholders	% of total shareholders	No. of shares	% of total share capital
UP TO 5000	3223	85.85	553412	11.87
5001 -10000	290	7.72	246394	5.28
10001-20000	114	3.03	175298	3.76
20001-30000	37	0.98	97468	2.09
30001-40000	22	0.58	78235	1.68
40001-50000	19	0.50	88754	1.90
50001-100000	16	0.42	101558	2.18
100001 and above	33	0.87	3321780	71.24
Total	3754		4662899	100

Pattern of Shareholding as on March 31, 2019:

Category	No. of shareholders	No. of Shares	% of shareholding
Promoters	9	2310183	49.54
Public :			
Institutional Investors:			
Mutual Funds -	-	-	-
Foreign Portfolio investors	-	-	-
Financial Institutions, Banks & Others	-	-	-
Overseas Corporate Bodies	-	-	-
Central Govt/ State Govt	-	-	-
Non-Institutional Investors:			
Indian Public	3596	1867896	40.06
NBFCs	-	-	-
Bodies Corporate	51	34304	0.74
Foreign Nationals/NRIs	18	66014	1.42
Clearing Members	5	1300	0.02
Trust/HUF	74	158597	3.40
IEPF	1	224605	4.82
GRAND TOTAL	3754	4662899	100

* No. of shareholders based on PAN No.

Address for correspondence from shareholders:
Regd. & Corporate Office of the Company:

Plot No-233 & 234, Sector-58, Ballabhgarh

Faridabad – 121 004, Haryana, India

Tel. : +91-8826794470-73

Mail id: cenlub@cenlub.in

Website: www.cenlub.in

Registrar and Share Transfer Agents:

Beetal Financial & Computer Services (P) Limited

Beetal House ,3rd Floor, 99 Madangir , Behind LSC ,

Near Dada Harshukhdas Mandir,

New Delhi -110062, India.

Telephone: +91 11-29961281-83 Fax: +91 11-29961281

E-mail id : beetal@beetalfinancial.com

Website: www.beetalfinancial.com

Bangalore Plant:

Plot No.45-B , 2nd Phase ,
Peenya industrial Area
Bangalore-560058

Rajkot Plant :

Plot No-G-1081 Kishan Gate
Metoda GIDC -360021
Rajkot(Gujarat)

Delhi Office:

Office No-02,G/F
Mandirwali Building
Ch. Dharamveer Market
Badarpur, New Delhi-110044
Cont.No. 9650539364

10. OTHER DISCLOSURES

- a. Compliance of corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 are done. For details please verify the Annual Corporate Governance Report uploaded on the Stock Exchanges and a copy of the same is made available on website of the company www.cenlub.in.
- b. Disclosure on materially significant related party transactions:**
There were no materially significant related party transactions which may have potential conflict with the interests of the Company. The Company maintains a Register of Contracts containing the transactions, if any in which the directors are interested and same is placed before the Board. Transactions with related parties as required under Accounting Standard 24, Related Party Transactions are disclosed in Note 38 forming part of the financial statements. Web-link for the Policy on dealing with related party transactions is <http://www.cenlub.in> Further during the year there were no transactions with the entities belonging to the promoter or promoter group which holds 10% or more shareholding in the company.
- c. Disclosure of non-compliance by company:**
There were no strictures or penalties imposed on the Company by either Stock Exchanges or SEBI or any Statutory Authority for non-compliance on any matter related to Capital Market during the last three years.
- d. Vigil mechanism / Whistle Blower Policy:**
In terms of the requirements of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company has a vigil mechanism to deal with instance of fraud and mismanagement, if any. The details of the vigil mechanism are displayed on the website of the Company. The Audit Committee reviews the functioning of the vigil / whistle blower mechanism from time to time. There were no allegations / disclosures / concerns received during the year under review in terms of the vigil mechanism established by the Company and no personnel has been denied access to audit committee in this regard.

Further, during the year the policy has been amended in view of the changes in listing regulations to cover instances relating to insider trading so as enable employees to report instances of leak of Unpublished Price Sensitive Information (UPSI) or suspected leak of UPSI to the Committee and to take appropriate action by the Committee in this regard.

e. Policy for determining material subsidiary:

The Company does not have material unlisted Indian Subsidiary.

f. Risk Management:

The Company has laid down procedures to inform the Board of Directors about the Risk Management and its minimization procedures. The Audit Committee and the Board of Directors review these procedures periodically. Detailed report on Risk Management forms part of the Board's Report.

g. Code of Conduct for Directors and members of Senior Management:

The Company adopted a Code of Business Conduct and Ethics for its Directors and members of senior management. The Code has also been posted on the Company's website. The Chairman & Managing Director has given a declaration that all the Directors and members of senior management have affirmed compliance with the Code of Conduct.

h. CEO/CFO Certification:

A certificate duly signed by Chairman & Managing Director and CFO relating to financial statements and internal control systems for financial reporting as per the format provided in Regulation 17(8) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 was placed before the Board and was taken on record. A copy of the same is provided in this Annual Report.

i. Auditor's Certificate on Corporate Governance:

As required by Schedule V of the Listing Regulations, a certificate from the Practicing Company Secretary is enclosed as **Annexure I** to this Report.

j. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company has adopted a Policy in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under and has constituted Internal Complaints Committee (ICC) under the said Act. No complaint has been received by the ICC, during the year.

k. Since the company has not issued any debt instruments and does not have any fixed deposit programme or any scheme or proposal that involves mobilization of funds, disclosure of credit rating is not applicable.

11. Disclosure with respect to demat suspense account/ unclaimed suspense account

- (a) Aggregate number of shareholders and the outstanding shares lying in the suspense account at the beginning of the year - Nil.
- (b) Number of shareholders who approached listed entity for transfer of shares from suspense account during the year - Nil

- (c) Number of shareholders to whom shares were transferred from suspense account during the year - Nil
- (d) Aggregate number of shareholders and the outstanding shares lying in the suspense account at the end of the year - Nil
- (e) That the voting rights on these shares, if any shall remain frozen till the rightful owner of such shares claims the shares.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

V.K.Mittal
Managing Director
DIN:00006398

V.K.Gupta
Executive Director
DIN:00006461

Place: Faridabad

Date: 14thAugust 2019

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members
Cenlub Industries Limited

1. This certificate is issued in accordance with the terms of our engagement letter.
2. This report contains details of compliance of conditions of Corporate Governance by **Cenlub Industries Limited** ('the Company') for the year ended 31st March 2019, as stipulated in Regulations 17-27, clauses (b) to (i) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), pursuant to the Listing Agreement of the Company with Stock exchanges.

Management's Responsibility for compliance with the conditions of SEBI Listing Regulations.

3. The compliance with the conditions of Corporate Governance is the responsibility of the management of the Company, including the preparation and maintenance of all relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures.

Auditor's Responsibility

4. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. Pursuant to the requirements of the SEBI Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in SEBI Listing Regulations for the year ended 31 March, 2019.
6. We conducted our examination in accordance with the, Guidance Note on Corporate Governance Certificate, issued by the Institute of Company Secretaries of India ('ICSI'), in so far as applicable for the purpose of this certificate..

Opinion

7. In our opinion, and to the best of our information and according to explanations given to us and the representation provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned SEBI Listing Regulations.
8. We state that such compliance is neither an assurance as to the future viability of the Company.

Restriction on use

9. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the SEBI Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For JAIN VINEY & ASSOCATES

Company Secretaries

VINEY KUMAR JAIN

(Proprietor)

FCS 5376, CP. No.4614

Place: Delhi

Date: 14 August 2019

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members

Cenlub Industries Limited
Plot No-233-234, Sector-58 ,Faridabad Haryana,

We **JAIN VINEY & ASSOCIATES, Company Secretaries**, have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Cenlub Industries Limited having CIN L67120HR1992PLC035087 and having registered office at Plot No-233-234, Sector-58 ,Faridabad Haryana (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

List of Director of the Company as on 31st March, 2019:

S.No.	DIN	Full Name	Designation	Date of Appointment in Company
1.	00006398	Sri. Vijendra Kumar Mittal	Managing Director	01/06/2010
2.	00006418	Smt. Madhu Mittal	Executive Director	01/04/2008
3.	00006461	Sri. Virendra Kumar Gupta	Executive Director	17/12/2002
4.	00006435	Sri. Aman Mittal	Executive Director	01/08/2010
5.	00041986	Sri. Ansh Mittal	Executive Director	01/04/2007
6.	00006490	Sri. Dinesh Kaushal	Independent Director	15/02/2003
7.	00006512	Sri. Ashok Kumar Agarwal	Independent Director	02/12/2005
8.	00222525	Sri. Krishna Gopal Gupta	Independent Director	13/11/2014
9.	07585453	Smt. Sujata Arora	Independent Director	13/08/2016

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For JAIN VINEY & ASSOCIATES
Company Secretaries

VINEY KUMAR JAIN
FCS: 5376, CP. No.4614

Place: Delhi
Date: 14th August 2019

DECLARATION ON CODE OF CONDUCT

This is to confirm that the Board has laid down a Code of Conduct for all Board Members and senior management personnel of the Company. The code of conduct has also been posted on the website of the Company. It is further confirmed that all Directors and Senior Management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended on 31st March, 2019 as envisaged in Listing Regulations.

**For and on behalf of the Board of Directors
Of CENLUB INDUSTRIES LIMITED**

**V.K.Mittal
Managing Director
DIN:00006398**

**Place: Faridabad
Date: 14th August 2019**

**TO THE BOARD OF DIRECTORS OF CENLUB INDUSTRIES LIMITED
CERTIFICATION BY CHIEF EXECUTIVE OFFICER/MANAGING DIRECTOR AND
CHIEF FINANCIAL OFFICER OF THE COMPANY**

(Under Regulation 17 read with Part B of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

We the undersigned, in our respective capacities as Chairman and Managing Director and Chief Financial Officer of Cenlub Industries Limited, ("the Company") to the best of our knowledge and belief certify that:

- a) We have reviewed financial statement and the cash flow statement for the year 2018-19 and that to the best of our knowledge and belief:
 - i) these statement do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2018-19 which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee:
 - i) significant changes in internal control over financial reporting during the year;
 - ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statement; and
 - iii) instances of significant fraud of which we are aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

V.K.MITTAL
CHAIRMAN AND MANAGING DIRECTOR
DIN : 00006398

V.K.GUPTA
CHIEF FINANCIAL OFFICER & WTD
DIN : 00006461

INDEPENDENT AUDITOR'S REPORT

To the Members of
CENLUB INDUSTRIES LIMITED

Report on the Audit of the Financial Statements

Opinion

- a) We have audited the accompanying Financial Statements of Cenlub Industries Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Financial Statements").
- b) In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for opinion

We conducted our audit of the Financial Statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Financial Statements.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Financial Statements of the current period. These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Information other than the financial statements and auditors' report thereon

- a) The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Financial Statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon
- b) In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's responsibility for the financial statements

- a) The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting

principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

- b) In preparing the Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
- c) The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

- a) Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.
- b) As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - i) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - ii) Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
 - iii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - iv) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - v) Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- c) Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Financial Statements.
- d) We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- e) We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

- f) From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

II. Report on Other Legal and Regulatory Requirements

1. As required by section 143 (3) of the Act, we report that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. in our opinion, the aforesaid financial statements comply with the Ind-AS specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e. On the basis of written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements.
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended. In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For SANMARKS & ASSOCIATES
Firm Reg. No. 003343N
(Chartered Accountants)

PLACE: Faridabad
DATE: 30.05.2019

(CA. ARVIND GUPTA)
Partner
M.NO: 92101

“Annexure B” to the Independent Auditors’ Report

(Referred to in paragraph 2 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date)

1. In respect of the fixed assets of the Company:

- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
- (c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds/registered sale deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.

2. As explained to us, the inventories have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on physical verification

3. The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.

4. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.

5. The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

6. As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.

7. According to the information and explanations given to us, in respect of statutory dues:

(a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has generally been regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, GST, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2019 for a period of more than six months from the date on when they become payable.

(b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, except Value Added Tax (as detailed below) outstanding on account of any dispute.

<u>Name of the Statute</u>	<u>Nature of Dues</u>	<u>Forum where pending</u>	<u>Period</u>	<u>Amount</u>
VAT Laws	VAT	Commissioner Appeals	2010-11	5,76,466

8. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks.

9. Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
10. Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
11. Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
12. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
13. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Ind-AS financial statements as required by the applicable accounting standards.
14. Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
15. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
16. In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For SANMARKS & ASSOCIATES
Firm Reg. No. 003343N
(Chartered Accountants)

PLACE: Faridabad
DATE: 30.05.2019

(CA. ARVIND GUPTA)
Partner
M.NO: 92101

“Annexure A” to the Independent Auditor’s Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Cenlub Industries Limited (“the Company”) as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’).] These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the Ind-AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind-AS financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in

accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Ind-AS financial statements.

Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. There is always scope for further improvement.

For SANMARKS & ASSOCIATES
Firm Reg. No. 003343N
(Chartered Accountants)

PLACE: Faridabad
DATE: 30.05.2019

(CA. ARVIND GUPTA)
Partner
M.NO: 92101

BALANCE SHEET AS AT 31ST MARCH, 2019

Amount in 'Lacs

Particulars	Note No.	As At 31st March, 2019	As At 31st March, 2018
A. ASSETS			
I Non-current assets			
(a) Property, plant and equipment	3	1,904.79	1,720.97
(b) Capital work-in-progress	3	-	31.66
(c) Investment property	4	177.13	170.57
(d) Other intangible assets	5	4.81	6.69
(e) Financial assets			
(i) Investments	6(i)	4.94	6.21
(ii) Other financial assets	6(ii)	107.15	64.29
(iii) Other balances with banks	6(iii)	393.36	88.33
(f) Other non-current assets	7	27.33	28.96
Total non-current assets		2,619.52	2,117.69
II Current Assets			
(a) Inventories	8	362.16	518.84
(b) Financial assets			
(i) Trade Receivables	9	1,290.91	1,065.37
(ii) Cash and cash equivalents	10	113.44	88.74
(iii) Bank Balances other than (ii) above	11	754.00	684.00
(c) Other current assets	12	91.55	80.04
Total current assets		2,612.07	2,437.00
TOTAL ASSETS		5,231.59	4,554.68
B EQUITY AND LIABILITIES			
I Equity			
(a) Equity share capital	13	466.29	466.29
(b) Other equity	14	2,355.13	1,865.23
Total Equity		2,821.42	2,331.52
II Liabilities			
(1) Non-current liabilities			
(a) Financials liabilities			
(i) Borrowings	15	348.16	432.97
(b) Provisions	16	95.92	88.93
(c) Deferred tax liabilities (net)	17	36.19	20.66
Total non-current liabilities		480.26	542.56
(2) Current liabilities			
(a) Financials liabilities			
(i) Borrowings	18	518.09	525.94
(ii) Trade payables	19	753.67	689.15
(iii) Other financial liabilities	20	188.69	137.99
(b) Provisions	21	172.39	127.57
(c) Other current liabilities	22	297.06	199.95
Total current liabilities		1,929.91	1,680.60
TOTAL EQUITY AND LIABILITIES		5,231.59	4,554.68

Corporate information and significant accounting policies

See accompanying notes (1-41) forming part of the financial statements

In terms of our report attached.

For Sanmarks & Associates.

 Chartered Accountants
 (Firm's Reg no. 003343N)

CA Arvind Gupta

 Partner
 (M.No. 092101)

 Place: Faridabad
 Date: 30-May-19

For and on behalf of the Board of Directors
Vijendra Kumar Mittal
 Managing Director
 (DIN: 00006398)

Virendra Kumar Gupta
 Director - CFO
 (DIN: 00006461)

Akansa Rawat
 Company Secretary
 (Membership No. 55367)

STATEMENT PROFIT & LOSS STATEMENT FOR THE YEAR ENDING 31ST MARCH, 2019

Amount in 'Lacs

Particulars	Note No.	As At 31st March, 2019	As At 31st March, 2018
I Revenue from operations	23	4,810.47	3,773.72
II Other income	24	145.31	100.96
III Total Income (I+II)		4,955.78	3,874.67
IV Expenses			
(a) Cost of materials consumed	25	2,686.41	2,062.30
(b) Changes in inventories of finished goods, stock-in-trades and work-in-progress	26	44.64	(52.30)
(c) Excise Duty on sale of goods		-	62.96
(d) Employee benefit expense	27	794.99	699.54
(e) Depreciation and amortisation expense	4 & 28	101.13	77.96
(f) Other expenses	29	487.88	428.06
(g) Finance costs	30	121.82	120.75
Total Expenses (IV)		4,236.86	3,399.27
V Profit/(loss) before tax (III – IV)		718.91	475.40
VI Tax expense:	31		
- Current tax		208.08	126.63
- Deferred tax		16.68	0.55
Total tax expense (VI)		224.76	127.18
VII Profit after tax (V-VI)		494.15	348.22
VIII Other comprehensive income			
Items that will not be reclassified to profit or loss			
-Changes in fair value of FVOCI equity instruments		(1.27)	0.23
-Remeasurement of post employee benefit obligations		(4.13)	0.37
-Income Tax relating to the items that will not be reclassified to profit or loss		1.15	(0.10)
Items that may be reclassified to profit or loss		0.00	0.00
Total other comprehensive income for the year (VIII)		(4.25)	0.50
IX Total comprehensive income		489.90	348.72
Earnings per equity share			
(1) Basic (in Rs.)	36	10.60	7.47
(2) Diluted (in Rs.)	36	10.60	7.47

In terms of our report attached.
For Sanmarks & Associates.
 Chartered Accountants
 (Firm's Reg no. 003343N)

CA Arvind Gupta
 Partner
 (M.No. 092101)

Place: Faridabad
 Date: 30-May-19

For and on behalf of the Board of Directors

Vijendra Kumar Mittal
 Managing Director
 (DIN: 00006398)

Virendra Kumar Gupta
 Director - CFO
 (DIN: 00006461)

Akansha Rawat
 Company Secretary
 (Membership No. 55367)

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2019

Amount in 'Lacs

Sr. No.	Particulars	For the year ended 31st March, 2019 Amount Rupees	For the year ended 31st March, 2018 Amount Rupees
A	Cash flows from operating activities		
	Net profit before tax	718.91	475.40
	Adjustments for:		
	- Depreciation and amortisation expense	79.88	72.85
	- (Profit)/Loss on disposal of property, plant and equipments (net)	(63.31)	(46.37)
	- Finance Costs	112.27	111.61
	- Interest & Dividends Received	(69.34)	(49.52)
	Operating profit before working capital changes	<u>778.42</u>	<u>563.96</u>
	Changes in working capital		
	(Increase)/decrease in trade receivables	(225.54)	(11.61)
	(Increase)/decrease in other financial and non-financial assets	(11.51)	4.30
	(Increase)/decrease in inventories	156.68	(0.21)
	Increase/(decrease) in trade payables	64.52	90.53
	Increase/(decrease) in other financial and non-financial liabilities and provisions	157.87	138.59
	Net change in working capital	<u>142.02</u>	<u>221.60</u>
	Cash generated from operations	920.44	785.56
	Direct taxes paid and others	(170.47)	(112.11)
	Net cash flow from operating activities (A)	<u>749.97</u>	<u>673.45</u>
B	Cash flow from investing activities		
	Payments for property, plant and equipment and intangible assets	(259.93)	(23.28)
	Proceeds from disposal of property, plant and equipment and intangible assets	93.08	153.40
	Loan (paid)/taken to/from Govt. Authorities & others	1.63	5.55
	Proceeds from redemption/ sale of equity shares	(0.00)	0.97
	Other financial assets	(42.86)	(24.93)
	Interest / dividends received	69.34	49.52
	Purchase of Investment property	(6.56)	(8.35)
	Investment in Term Deposit	(375.03)	(80.57)
	Net cash flow from investing activities (B)	<u>(520.33)</u>	<u>72.31</u>
C	Cash flow from financing activities		
	Repayment of long-term borrowings	(84.82)	(279.05)
	Net increase / (decrease) in working capital and short-term borrowings	(7.85)	(395.24)
	Interest paid on borrowings	(112.27)	(111.61)
	Net cash generated from financing activities (C)	<u>(204.94)</u>	<u>(785.90)</u>
	Net increase /(decrease) in cash and cash equivalents (A+B+C)	24.70	(40.14)
	Cash and cash equivalents at the beginning of the year	88.74	128.88
	Effect of fair valuation of cash and cash equivalents		
	Cash and cash equivalents on account of business combinations	24.70	(40.14)
	Cash and cash equivalents at the end of the year	113.44	88.74
	Reconciliation of cash and cash equivalents with the balance sheet		
	Cash and cash equivalents as per balance sheet	113.44	88.74
	Cash on hand	8.08	5.17
	Balance with banks	105.36	83.57
	Total	113.44	88.74

In terms of our report attached.

For Sanmarks & Associates.

 Chartered Accountants
 (Firm's Reg no. 003343N)

CA Arvind Gupta
 Partner
 (M.No. 092101)

 Place: Faridabad
 Date: 30-May-19

For and on behalf of the Board of Directors
Vijendra Kumar Mittal
 Managing Director
 (DIN: 00006398)

Virendra Kumar Gupta
 Director - CFO
 (DIN: 00006461)

Akansha Rawat
 Company Secretary
 (Membership No. 55367)

Statement of Changes in Equity for the years ended 31 March, 2019 and 31 March, 2018

(A) Equity share capital

Particulars	Amount Rupees
Balance as at March 31, 2018	46,629
Changes in equity share capital during the year	-
Balance as at March 31, 2019	46,629

(B) Other Equity

Amount in 'Lacs

Particulars	Reserves & Surplus			Other Reserves/ (Deficits)	Total
	Securities Premium Reserve	Reserves Amalgamation	Retained Earnings	FVOCI equity investments	
Balance as at March 31, 2018	13.38	85.65	1,774.38	(8.18)	1,865.23
Profit/loss for the year			494.15		494.15
Other comprehensive income for the year			-	(4.25)	(4.25)
Total comprehensive income			-	(4.25)	(4.25)
Other adjustments due to IND AS			-		-
Balance as at March 31, 2019	13.38	85.65	2,268.53	(12.44)	2,355.13

Notes forming part of the Financial Statements

Note	Particulars
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1.00	Corporate information
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Cenlub Industries Limited ("the Company") is an engineering company primarily engaged in designing, engineering, manufacturing, supply, installation, and erection of Lubrication systems. The company is headquartered in Faridabad, Haryana. The company is listed in BSE limited of India. The Financial Statements were approved by the Board of Directors and authorised for issue on May 30, 2019.

2.00	Significant accounting policies:
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2.01	Basis of accounting and preparation of financial statements
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These Financial Statements have been prepared in accordance with the provisions of the Companies Act, 2013 and the Indian Accounting Standards ('Ind AS') as notified under the Companies (Indian Accounting Standard) Rules, 2015 and Companies (Indian Accounting Standard) Amendment Rules, 2016 as applicable.

The Ind AS financial statement have been prepared on accrual & going concern basis. The Accounting policies are applied consistently to all the periods presented in the Ind AS financial statements.

2.02	Basis of measurement
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The financial statements have been prepared on the historical cost basis except for:

- certain financial assets and liabilities, plan assets of the defined benefit plan and equity settled share based payment that are measured at fair values at the end of each reporting period;
- certain fixed assets of the company were fair valued in earlier years (prior to transition date),

2.03	Use of estimates and judgements
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The preparation of Ind AS financial statements in conformity with the recognition and measurement principles of Ind AS requires management to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures of contingent liabilities as at the date of the Ind AS financial statements and reported amounts of income and expense for the years presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected

Key source of estimation of uncertainty at the date of financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of impairment of goodwill, useful lives of property, plant and equipment, valuation of deferred tax assets, provisions and contingent liabilities.

Useful lives of property, plant and equipment

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

Valuation of Deferred Tax assets

The Company reviews the carrying amount of deferred tax assets at the end of each reporting period.

Provisions and contingent liabilities

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligations at the Balance sheet date. These are reviewed at each Balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the financial statements. A contingent asset is neither recognised nor disclosed in the financial statements.

2.04 Revenue recognition

Revenue is measured at the fair value of consideration received or receivable. Revenue is reduced for estimated customer returns, rebates and other similar allowances.

2.04.1 Sale of Goods:

Timing of Recognition: Revenue from sale of goods are recognised when significant risks and rewards are transferred in accordance with the terms of sale, and there is no unfulfilled obligation that could affect the customers' acceptance of the products.

Measurement of Revenue: Revenue is measured at the Fair Value of the consideration received or receivables sales are recognised when the significant risks and rewards of ownership are transferred to the buyer. Amounts disclosed as Revenue are inclusive of excise duty and net of returns trade allowances, rebates, liquidated damages and value added taxes.

2.04.2 Rendering of Services: Revenue from services is recognised on rendering of services

Timing of Recognition: Installation and commissioning revenue is recognised in the period in which the services are rendered. Service revenue from extended warranty and annual maintenance contract are recognised on time proportion basis over the period of contract.

Measurement of Revenue: Revenue from services are disclosed exclusive of service tax/ GST

2.04.3 Dividend and Interest Income: Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably)

2.05 Government grants - Export incentives:

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions. Government grants relating to income are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

2.06 Borrowing costs

Borrowing costs include:

- (i) interest expense calculated using the effective interest rate method,
- (ii) finance charges in respect of finance leases, and
- (iii) exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs.

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in statement of profit and loss in the period in which they are incurred.

2.07 Leases

Finance Lease

Assets taken on lease by the company in its capacity as lessee, where the company has substantially all the risks and rewards of ownership are classified as finance lease. Such leases are capitalised at the inception of the lease at lower of the fair value or the present value of the minimum lease payments and a liability is recognised on an equivalent amount. Each lease rent paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

Operating Lease

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor, are recognised as operating lease. Operating lease payments are recognised on a straight line basis over the lease term in the statement of profit and loss, unless the lease agreement explicitly states that the increase is on account of inflation.

2.08 Employee benefits

- Retirement benefits costs and termination benefits

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

For defined benefit retirement plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to statement of profit and loss. Past service cost is recognised in statement of profit and loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- remeasurement

The Company presents the first two components of defined benefit costs in statement of profit and loss in the line item 'Employee benefits expense'. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognised in the consolidated balance sheet represents the actual deficit or surplus in the company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

A liability for a termination benefit is recognised at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognises any related restructuring costs.

-Defined contribution plan

Contribution to defined contribution plans are recognised as expense when employees have rendered services entitling them to such benefits.

-Compensated absences

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised at an actuarially determined liability at the present value of the defined benefit obligation at the Balance sheet date. In respect of compensated absences expected to occur within twelve months after the end of the period in which the employee renders the related services, liability for short-term employee benefits is measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

2.90 Cost recognition

Cost and Expenses are recognised when incurred and have been classified according to their nature.

The cost of the Company are broadly categorised in employee benefit expense, depreciation and amortisation and other expense. Employee benefit expenses include employee compensation, allowances paid, contribution to various funds and staff welfare expenses. Other expenses mainly include fees to external consultant, travel expenses, cost of equipment and software licenses, communication costs, and other expenses. Other miscellaneous expenses is aggregation of costs which are individually not material such as printing & stationery, AGM expenses, festival celebration expenses, other general expense etc.

2.10 Taxes on income

Income tax expense represents the sum of the tax currently payable and deferred tax.

-Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the consolidated statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

-Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets include Minimum Alternate Tax (MAT) paid in accordance with the tax laws in India which is likely to give future economic benefits in the form of availability of set-off against future tax liability. Accordingly, MAT is recognised as deferred tax asset in the Balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

-Current and deferred tax for the year

Current and deferred tax are recognised in statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

2.11 Property, plant and equipment

Property, plant and equipment held for use in the production or supply of goods or services, or for administrative purposes, are stated in the consolidated balance sheet at cost less accumulated depreciation and accumulated impairment losses.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the company's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Freehold land is not depreciated

Depreciation is recognised so as to write off the cost of assets less their residual values over their useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Assets	Useful Lives
1. Plant and Equipment	15 years
2. Furnitures & Fixtures	10 years
3. Office Equipment	5 years
4. Buildings	30 years
5. Computer	3 Years
6. Tools & Equipments	5 years
7. Electrical Installation	10 years
8. Vehicles	8-10 years
9. Air Conditioner	5 years

Depreciation on tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and

the carrying amount of the asset and is recognised in statement of profit and loss.

When an item of property, plant and equipment is acquired in exchange for a non-monetary asset or assets, or a combination of monetary and non-monetary assets, the cost of that item is measured at fair value (even if the entity cannot immediately derecognise the asset given up) unless the exchange transaction lacks commercial substance or the fair value of neither the asset received nor the asset given up is reliably measurable. If the acquired item is not measured at fair value, its cost is measured at the carrying amount of the asset given up.

2.12 Investment property

Properties that is held for long-term rentals or for capital appreciation or both, and that is not occupied by the company, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of the investment property is replaced, the carrying amount of the replaced part is derecognised.

Investment property are depreciated using the straight line method over their estimated useful lives. Investment properties generally have a useful life of 25-40 year. The useful life would be determined based on technical evaluation performed by the management's expert.

2.13 Intangible Assets

Costs associated with maintaining software programmes are recognised as an expense as incurred. Separately acquired software's are shown at transaction cost. They are subsequently carried at cost less accumulated amortisation.

<u>Assets</u>	<u>Useful Lives</u>
Software	3 years

Deemed cost on transition to Ind AS:

For transition to Ind AS, the company has elected to continue with the carrying value of all of its intangible assets recognised as of April 1, 2016 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

2.14 Impairment of assets

2.14.1 Impairment of financial assets:

The company assesses at each date of balance sheet, whether a financial asset or a company of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The company recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the twelve-month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly, since initial recognition.

2.14.2 Impairment of other assets:

At the end of each reporting period, the company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a

reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest company of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in statement of profit and loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior year¹. A reversal of an impairment loss is recognised immediately in statement of profit and loss.

2.15 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost of raw materials comprises cost of purchases. The cost of finished goods and work in progress includes raw materials, direct labour, other direct costs and appropriate portion of variable and fixed overhead expenditure, computed on normal capacity. Costs are assigned to individual items of inventory on a first-in first-out basis. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Costs of purchased inventory are determined after deducting rebates, discounts and refundable duties and taxes. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

2.16 Cash and bank balances

Cash and bank balances also include fixed deposits, margin money deposits, earmarked balances with banks and other bank balances which have restrictions on repatriation. Short term and liquid investments being subject to more than insignificant risk of change in value, are not included as part of cash and cash equivalents.

2.17 Provisions

Provisions are recognised when the company has a present obligation (legal or constructive) as a result of a past event, it is probable that the company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Contingent liabilities are disclosed in notes when there is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity.

2.18 Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

2.19 Financial instruments

2.19.1 Financial assets and financial liabilities

Financial assets and financial liabilities are recognised when a company entity becomes a party to the contractual provisions of the instruments.

2.19.2 Initial recognition and measurement:

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in statement of profit and loss.

2.19.3 Subsequent measurement:

- Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and contractual terms of financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

- Financial assets at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within business whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

- Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless it measured at amortised cost or fair value through other comprehensive income on initial recognition. The transaction cost directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in the statement of profit and loss.

- Financial liabilities

Financial liabilities are measured at amortised cost using effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

- Equity instruments

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Equity instruments recognised by the company are recognised at the proceeds received net off direct issue cost.

2.20 Earning Per Share

Basic earning per share are computed by dividing profit and loss attributable to equity shareholders of the company by the Weighted average number of equity shares outstanding during the year. The Company did not have any potentially dilutive securities in the year.

2.21 Recent accounting pronouncements

On 30th March 2019, the Ministry of Corporate Affairs (MCA) has notified Ind AS 116 Leases, under Companies (Indian Accounting Standards) Amendment Rules, 2019 which is applicable with effect from 1st April, 2019.-Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lease accounting model for lessee and requires the lessee to recognize right of use assets and lease liabilities for all leases with a term of more than twelve months, unless the underlying asset is low value in nature.

As per Ind AS 116, the lessee needs to recognise depreciation on rights of use assets and finance costs on lease liabilities in the statement of profit and loss. The lease payments made by the lessee under the lease arrangement will be adjusted against the lease liabilities.

NOTE : 3 PROPERTY, PLANT AND EQUIPMENT

Amount in 'Lacs

Particulars	Plant & Equipment	Furnitures & Fixtures	Office Equipment	Land	Buildings	Tools & Equipments	Electrical Installation	Vehicle	Air Conditioners	Total	Capital Work
											In progress
Gross Carrying Cost/Deemed cost											
As at 31 March 2018	381.29	56.46	28.62	683.42	904.30	17.42	16.45	132.28	3.67	2,223.91	31.66
Additions	62.21	11.12	3.90	-	116.09	0.09	0.20	97.16	-	290.76	-
Disposals	20.95	-	-	-	15.79	-	-	16.83	-	53.57	31.66
As at 31 March 2019	422.55	67.58	32.52	683.42	1,004.60	17.51	16.65	212.62	3.67	2,461.10	-
Depreciation											
As at 31 March 2018	229.43	36.38	25.74	-	118.18	15.64	10.79	64.59	2.20	502.94	-
Depreciation charge for the year	18.98	5.03	1.61	-	32.59	0.69	1.15	16.77	0.35	77.17	-
Disposals	14.12	-	-	-	3.79	-	-	5.89	-	23.80	-
As at 31 March 2019	234.29	41.41	27.35	-	146.98	16.32	11.94	75.47	2.54	556.31	-
Net Book Value											
As at 31 March 2018	151.86	20.08	2.88	683.42	786.12	1.78	5.66	67.69	1.47	1,720.97	31.66
As at 31 March 2019	188.25	26.17	5.17	683.42	857.62	1.19	4.70	137.15	1.13	1,904.79	-

Note: 4 Investment Property

Amount in Lacs

Particulars	As at 31st March 19	As at 31st March 18
Opening gross carrying amount / deemed cost	170.57	170.57
Add : Transfers / additions during the year	6.56	-
Less: Deletions during the year	-	-
Add/ (Less): Exchange Translation adjustment	-	-
Gross Block	177.13	170.57
Accumulated Depreciation		
Opening Balance	-	-
Add: Depreciation for the year	-	-
Add/ (Less): Exchange Translation adjustment	-	-
Closing Accumulated Depreciation	-	-
Net Investment Properties	177.13	170.57

(i) Estimation of fair value

The fair value of investment property is considered equivalent to the carrying cost of the properties by the management, based on prevailing stage of completion since all the properties are under construction and physical possession has not been offered.

NOTE 5 : OTHER INTANGIBLE ASSETS

Amount in Lacs

Particulars	Software
Gross Carrying Cost/Deemed cost	
As at 31 March 2018	20.59
Additions	0.84
Disposals	-
As at 31 March 2019	21.43
Amortisation	
As at 31 March 2018	13.91
Amortization charge for the year	2.71
Disposals	-
As at 31 March 2018	16.62
Net carrying amount	
As at 31 March 2018	6.69
As at 31 March 2019	4.81

Note: 6 Non Current Assets - (i) Investments
Amount in Lacs

Particulars	<i>As at 31st March 19</i>	<i>As at 31st March 18</i>
Investments at Fair Value Through Other Comprehensive Income (FVTOCI):		
Investment in non-company companies:		
Equity Shares (Fully Paid) - Quoted		
- 600 shares (As at March 31, 2018: 600) shares of Rs. 1 each fully paid up in Jai Corp Ltd., India)	0.69	0.80
- 1500 shares (As at March 31, 2018: 1500) shares of Rs. 2 each fully paid up in Jaiprakash Associates Ltd., India)	0.08	0.28
- 1500 shares (As at March 31, 2018: 1500) shares of Rs. 10 each fully paid up in Jaiprakash Power Ventures Ltd., India)	0.03	0.07
- 410 shares (As at March 31, 2018: 410) shares of Rs. 1 each fully paid up in JSW Steel Ltd., India)	1.20	0.12
- 1500 shares (As at March 31, 2018: 1500) shares of Rs. 1 each fully paid up in Vedanta Ltd., India)	2.76	4.17
- 10000 shares (As at March 31, 2018: 10000) shares of Rs. 1 each fully paid up in Sunil Hitech Engineers Ltd., India)	0.11	0.41
- 1000 shares (As at March 31, 2018: 1000) shares of Rs. 1 each fully paid up in Mercator Ltd., India)	0.07	0.35
Equity Shares (Fully Paid) - Unquoted	4.94	6.21
Total FVTOCI investments	4.94	6.21

Note: 6 Non Current Assets - (ii) Investments
Amount in Lacs

Particulars	As at 31st March 19	As at 31st March 18
Other financial assets - amortized cost		
Margin Money Deposits	65.55	38.14
Earnest Money (Non-Current)	41.60	5.71
Other Assets	-	20.44
Total	107.15	64.29

Note: 6 Non Current Asset - (iii) Other balances with banks
Amount in Lacs

Particulars	As at 31st March 19	As at 31st March 18
Term Deposits (Others) – More than 1 year maturity	393.36	88.33
Total	393.36	88.33

Note: 7 Other Non- Current Assets
Amount in Lacs

Particulars	As at 31st March 19	As at 31st March 18
(Unsecured, considered good, unless otherwise stated)		
Loans and advances - Security Deposits	19.38	21.73
Deposits with Government, Public bodies and others: - Government Authorities	7.96	723
Total	27.33	28.96

Note: 8 Inventories
Amount in Lacs

Particulars	As at 31st March 19	As at 31st March 18
Raw Materials	193.51	308.99
Work-in-Progress	140.66	201.99
Finished Goods	17.91	-
Stock-in-Trade	5.39	6.61
Stores and Spares	4.69	1.25
Total	362.16	518.84
Total inventories at the lower of cost and net realisable value	362.16	518.84

Note: 9 Current Assets - Trade Receivables
Amount in Lacs

Particulars	As at 31st March 19	As at 31st March 18
Unsecured, considered good Trade receivables	1,290.91	1,065.37
Total	1,290.91	1,065.37

Note: 10 Current Assets - Cash & Cash Equivalents
Amount in Lacs

Particulars	As at 31st March 19	As at 31st March 18
Balances with banks: – In current accounts	97.76	68.11
Cash on hand	8.08	5.17
Other bank balances: – Unpaid dividend accounts	7.60	15.46
Total	113.44	88.74

Note: 11 Current Assets - Bank Balances other than (ii) above
Amount in Lacs

Particulars	As at 31st March 19	As at 31st March 18
Term Deposits (Others) – Less than 1 year maturity	754.00	684.00
Total	754.00	684.00

Note: 12 Current Assets - Other Current Assets
Amount in Lacs

Particulars	As at 31st March 19	As at 31st March 18
(Considered Good, Unsecured unless stated otherwise)		
Advances and Claims Recoverable		
– Employee related	6.35	3.39
– Prepaid expenses	5.19	2.46
– Interest accrued on deposits	23.62	8.04
– Other Advances	50.10	43.68
Balances with Customs, Excise and Sales Tax Authorities	4.27	3.72
Tax Payment (Net of Provision)	2.02	18.75
Total other current assets	91.55	80.04

Note: 13 Equity Share Capital
Amount in Lacs

Particulars	As at 31st March 19	As at 31st March 18
AUTHORIZED CAPITAL		
55,10,000 Equity Shares of Rs. 10/- each	551.00	551.00
Total	551.00	551.00
ISSUED , SUBSCRIBED & FULLY PAID UP CAPITAL		
46,62,899 Equity Shares of Rs. 10/- each	466.29	466.29
Total	466.29	466.29

NOTE:

- The Company has only one class of shares referred to as equity shares having a par value of Rs. 10. Each holder of equity shares is entitled to one vote per share.
- The Company has not declared any dividend during the year.

3 Reconciliation of the Number of shares

Particulars	As at 31st March 19 No. of Shares	As at 31st March 18 No. of Shares
Balance at the beginning of the reporting period	47	47
Changes in equity share capital during the year	-	-
Balance at the end of the reporting period	47	47

4 Shares held by each shareholder holding more than 5% shares

Promoters' Holding	31st March 2019		31st March 2018	
	% Holding	No. of Shares	% Holding	No. of Shares
Vijendra Kumar Mittal	17.80	8.30	17.80	8.30
Madhu Mittal	14.81	6.91	14.81	6.91
Ansh Mittal	7.34	3.42	7.34	3.42

Note: 14 Other Equity
Amount in Lacs

Particulars	As at 31st March 19	As at 31st March 18
Securities Premium Account	13.38	13.38
Reserve on Amalgamation	85.65	85.65
Retained Earnings	2,265.55	1,774.38
Other Reserves/ (Deficits)	-9.45	-8.18
Total	2,355.13	1,865.23

(i) Securities Premium Account
Amount in Lacs

Particulars	As at 31st March 19	As at 31st March 18
Opening Balance	13.38	13.38
Additions during the year	-	-
Closing Balance	13.38	13.38

(ii) Reserve on Amalgamation
Amount in Lacs

Particulars	As at 31st March 19	As at 31st March 18
Opening Balance	85.65	85.65
Additions during the year	-	-
Closing Balance	85.65	85.65

(iii) Retained Earnings
Amount in Lacs

Particulars	As at 31st March 19	As at 31st March 18
Opening Balance	1,774.38	1,425.48
Add: Transferred from P&L	494.15	348.22
Remeasurement of defined employee benefit plans (net of taxes)	-2.98	0.27
Other adjustments due to Ind AS		0.42
Closing Balance	2,265.55	1,774.38

(iv) Other Reserves/ (Deficits)
Amount in Lacs

Particulars	FVOCI Equity Instruments
As at March 31, 2018	(8.18)
Change in Fair Value of FVOCI equity instruments	(1.27)
As at March 31, 2019	(9.45)

Securities Premium Reserve

Securities Premium Reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

Reserve on Amalgamation

This reserve was created at the time of amalgamation and mergers carried out in earlier year. The reserve is utilised in accordance with the provisions of the Act.

Retained Earnings

Retained earnings is a general reserve of a Company which are kept aside out of the Company's profits to meet future (known or unknown) obligations.

FVOCI Equity Investments

The Company has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the FVOCI equity Investment reserve within equity. The Company transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

Note: 15 Non Current Liabilities -Financial Liabilities- Borrowing

Amount in Lacs

Particulars	As at 31st March 19	As at 31st March 18
Secured Borrowings		
From Banks		
Term Loan (Bank)	415.09	499.98
Term Loan (NBFC)	38.58	19.27
Less: Shown in Current Maturities of Long Term Debt	-113.90	-86.28
Unsecured Borrowings		-
Term Loan	47.85	22.77
Less: Shown in Current Maturities of Long Term Debt	-39.46	-22.77
Total	348.16	432.97

(i) Details of Loan

Amount in Lacs

Name of Bank	Loan Amount in Lacs	Date of Loan	Balance as on 31st March, 2019 in Lacs	Balance EMI Months as at 31st March 2019	ROI	Security
HDFC BANK BBG TERM LOAN A/C	400.00	03.10.2018	365.44	43	10.10%	233-234-235 SECTOR 58, FARIDABAD
HDFC BANK (IGNIS) A/C	5.58	27.03.2018	4.03	25	9.05	Vehicle
HDFC BANK LOAN A/C (BMW)	36.00	7.10.2018	34.74	80	8.85%	Vehicle
HDFC BANK (MARUTI CNG)	4.38	16.04.2018	3.16	25	9	Vehicle
HDFC (Maruti Car Loan)	3.60	16.09.2016	0.68	6	10.50%	Vehicle
ICICI BANK CAR LOAN A/C (ALTO)	2.15	01.09.2014	0.21	5	11.25%	Vehicle
VOLKSWAGEN FINANCE PVT LTD	40.00	05.05.2015	10.45	13	10.10%	Vehicle
HDFC BANK (GENRATOR) LOAN A/C	6.83	13.03.2019	6.83	36	14.00%	Generator
HDFC BANK (BMW LOAN A/CBANGLORE)	30.00	26.09.2018	28.13	55	8.60%	Vehicle
TATA CAPITAL FINANCIL SER.LTD	60.15	12.12.2018	47.85	14	16.50%	UNSECURED LOAN

(ii) Assets pledged as security

Amount in Lacs

Name of Assets	Note	Net Carrying Cost	
		As at 31st March 19	As at 31st March 18
Buildings	3	680.71	637.82
Land	3	456.04	456.04
Vehicles	3	120.81	40.03
Cash and Cash Equivalentents	10	113.44	88.74
Trade Receivables	9	1,290.91	1,065.37
Inventories	8	362.16	518.84
Plant and Equipment	3	6.83	-

Note: 16 Non Current Liabilities- Provisions
Amount in Lacs

Particulars	As at 31st March 19	As at 31st March 18
Provision for Compensated absences (Note 34)	17.97	15.43
Provision for Gratuity (Note 34)	77.95	73.50
Total	95.92	88.93

Note: 17 Deferred Tax Liabilities (net)
Amount in Lacs

Particulars	As at 31st March 19	As at 31st March 18
Deferred tax liabilities (net)	36.19	20.66
Total	36.19	20.66

Note: 18 Current Liabilities- Financial Liabilities - (i) Borrowings
Amount in Lacs

Particulars	As at 31st March 19	As at 31st March 18
Secured		
<i>From Banks</i>		
Cash credit and other borrowings	518.09	525.94
Total	518.09	525.94

NOTE:

- Cash Credit and other borrowings are guaranteed by directors Mr. Vijendra Kuamr Mittal, Mrs. Madhu Mittal, Mr. Virendra Kumar Gupta, Mr. Aman Mittal & Mr. Ansh Mittal
- Cash Credit limit is secured by first & exclusive charge on All current assets of the company and immoveable properties situated at 233-235 Sector 58, Faridabad, Haryana
- Rate of Interest for CC 10.10% & for WCDL 9.55%

Note: 19 Current Liabilities- Financial Liabilities- Trade Payables
Amount in Lacs

Particulars	<i>As at 31st March 19</i>	<i>As at 31st March 18</i>
Total Outstanding of Micro, Small and medium enterprises (MSME) (refer Note 33)	-	-
Other than Micro and Small Enterprises	753.67	689.15
Total	753.67	689.15

Note: 20 Current Liabilities- Other Financial Liabilities
Amount in Lacs

Particulars	<i>As at 31st March 19</i>	<i>As at 31st March 18</i>
Current Maturities of Long Term Debt		
- From Banks	104.29	88.86
- From Others	49.07	20.20
Rental Deposits	2.88	0.75
Unpaid dividends*	7.60	15.46
Dues to Directors	24.85	12.72
Total other financial liabilities at amortised cost	188.69	137.99
Total	188.69	137.99

Note: There are no amounts due for payment to the Investor Education & Protection Fund u/s 125 of Companies Act, 2013 as at the year end.

Note: 21 Current Liabilities- Provisions
Amount in Lacs

Particulars	<i>As at 31st March 19</i>	<i>As at 31st March 18</i>
Provision for Compensated Absences (Note 34)	5.35	4.22
Provision for Gratuity (Note 34)	50.72	45.95
Tax Provision	37.61	14.52
Other Liabilities - Provisions	78.70	62.88
Total	172.39	127.57

Note: 22 Other Current Liabilities
Amount in Lacs

Particulars	As at 31st March 19	As at 31st March 18
Statutory liabilities	60.76	64.86
Advances and Deposits from Customers / Others	202.53	135.09
Other Current Liabilities	33.78	-
Total	297.06	199.95

Note: 23 Revenue from Operations
Amount in Lacs

Particulars	For the Year ended 31st March 19	For the Year ended 31st March 18
Sale of Products *		
- Finished Goods	4,789.85	3,756.38
- Traded Goods	-	-
Sale of Products (A)	4,789.85	3,756.38
Sale of Services		
- Engineering services	18.32	15.49
- Supervision of installation services	1.91	1.74
- Others	-	-
Sale of Services (B)	20.23	17.22
Other Operating Revenue		
- Scrap Sales (Gross)	0.39	0.11
Other Operating Revenue (C)	0.39	0.11
Total (A+B+C)	4,810.47	3,773.72

* Previous Year Sales Includes Excise Duty

Note: 24 Other Income
Amount in Lacs

Particulars	For the Year ended 31st March 19	For the Year ended 31st March 18
Dividend income	0.03	0.03
Rental Income	2.23	0.63
Gain on Exchange Fluctuation (Net)	1.83	1.62
Net gain/ (loss) on sale of property, plant and equipment	63.21	46.43
Miscellaneous Income	8.60	2.75
Interest Income	-	-
Fixed Deposits with Banks	68.93	49.48
Others	0.38	0.01
Total	145.31	100.96

Note: 25 Costs Of Material Consumed
Amount in Lacs

Particulars	For the Year ended 31st March 19	For the Year ended 31st March 18
Opening Stock of Raw Materials	308.99	361.27
Add : Purchase of Raw Material	2,532.23	1,977.51
Add: Freight Inward	38.70	32.51
Less: Closing Stock of Raw Materials	193.51	308.99
Total	2,686.41	2,062.30

Note 26 Changes in inventories of finished goods, stock-in-trades and work-in-progress
Amount in Lacs

Particulars	For the Year ended 31st March 19	For the Year ended 31st March 18
(Increase)/ Decrease in stocks		
Stock at the opening of the year:		
Finished Goods	-	0.27
Work-in-progress	201.99	141.26
Stock in Trade	6.61	14.78
Total A	208.60	156.30
Stock at the end of the year:		
Finished Goods	17.91	-
Work-in-progress	140.66	201.99
Stock in Trade	5.39	6.61
Total B	163.96	208.60
(Increase)/ Decrease in stocks (A - B)*	44.64	-52.30

* Previous Year Includes (Increase)/Decrease in Excise Duty on Finished Goods

Note 27 Employee Benefits Expense
Amount in Lacs

Particulars	For the Year ended 31st March 19	For the Year ended 31st March 18
Salaries, Wages and Bonus	702.44	607.38
Contribution to Provident and Other Funds	43.73	43.28
Gratuity	18.43	31.53
Leave Encashment	4.76	4.07
Staff Welfare Expenses	25.62	13.28
Total	794.99	699.54

Note 28 Depreciation and amortization expense
Amount in Lacs

Particulars	For the Year ended 31st March 19	For the Year ended 31st March 18
Depreciation		
Depreciation of property, plant and equipment	77.17	70.25
Depreciation of Intangible Assets	2.71	2.60
Other	21.25	5.11
Total	101.13	77.96

Note 29 Other Expenses
Amount in Lacs

Particulars	For the Year ended 31st March 19	For the Year ended 31st March 18
Consumption of stores and spares	39.82	34.75
Power and Fuel	43.56	36.07
Rent (Net of recoveries)	25.76	29.91
Repairs and maintenance - Building	13.47	6.35
Repairs and maintenance - Machinery	11.04	5.53
Repairs and maintenance - Others	15.12	12.98
Insurance	5.00	3.68
Rates and Taxes	2.49	1.74
Travelling and Conveyance	65.28	62.61
Legal and professional charges	16.27	26.89
Security expenses	17.35	17.35
Communication, Telephone, Postage	16.94	12.18
Freight & Forwarding	24.22	25.15
Commission expenses	4.23	2.57
Selling Expense	14.93	21.07
Advertisement and Publicity	6.67	5.30
Bad Debts written off	3.26	2.09
Auditor's Remuneration	2.00	2.00
Processing Charges	44.05	24.43
Packaging & Material	71.06	34.69
Other Miscellaneous Expenses	45.37	60.71
Total	487.88	428.06

Note 30 Finance Costs
Amount in Lacs

Particulars	For the Year ended 31st March 19	For the Year ended 31st March 18
Interest expenses	112.27	111.61
Bank charges	9.55	9.14
Other Borrowing Costs	-	-
Total	121.82	120.75

Note 31 Tax Expenses
Amount in Lacs

Particulars	For the Year ended 31st March 19	For the Year ended 31st March 18
Current Tax		
Current Tax on profits for the year	206.02	125.08
Adjustments for current tax of prior periods	2.06	1.55
Total current tax expense	208.08	126.63
Deferred Tax		
Decrease / (Increase) in deferred tax assets	-	-
(Decrease) / Increase in deferred tax liabilities	16.68	0.55
Total deferred tax expense / (benefit)	16.68	0.55
Total	224.76	127.18

Note No 32 Contingent liabilities
Amount in Lacs

Particulars	31st March 19	31st March 18
a) Claims against the Company not acknowledged as debt -Disputed excise, custom, service tax and sales tax liabilities arising from assessment proceedings relating to prior year. The outflow, if any, on account of disputed liabilities is dependent on completion of assessments / disposal of appeals and adjustment for payments made under protest	5.76	5.76
b) Bank Guarantees	514.73	326.40

Note:

- It is not practicable to estimate the timing of cash outflows, if any, in respect of matters (a) above pending resolution of the arbitration/ appellate proceedings. Further, the liability mentioned in (a) above excludes interest and penalty in cases where the company has determined that the possibility of such levy is remote.
- In respect of matter (b), the cash outflows, if any, could generally occur upto 3 years, being the period over which the validity of the guarantees extends.

Note No 33 Disclosure required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

The Company has not received any intimation/certificate from its vendors regarding the status under the Micro, Small and Medium Enterprises Development Act 2006. Accordingly no principle/interest amount is considered to be payable to Mirco, Small & Medium Enterprises.

Note No 34 Employee Benefits Plan

(a) Defined contribution plans

Contributions to Employee's Regional provident Fund, Superannuation Fund, Employees Pension Scheme and Employee's state insurance are recognised as defined contribution plan. The company recognised Rs. 35.75 Lakhs for Employee's Regional provident Fund (previous year Rs. 33.67 Lakhs), Rs. NIL for Superannuation Fund (previous year Rs. NIL), Rs. NIL for Employees Pension Scheme (previous year Rs. NIL), Rs. 0.08 Lakhs for Employee's Welfare Fund (previous year Rs. 0.14 Lakhs) and Rs. 2.59 Lakhs for Employee's state insurance (previous year Rs. 2.46 Lakhs)

(b) Defined benefit plan

The Company offers gratuity and leave encashment benefits, a defined employee benefit scheme of its employees.

The said benefit plan is exposed to actuarial risks as below:

Longevity Risk The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

Investment risk: The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to government/high quality bond yields; if the return on plan asset is below this rate, it will create a plan deficit.

Interest risk: A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investments.

The principal assumptions used for the purposes of the actuarial valuations were as follows:

Particulars	Valuation as at			
	31st March 19		31st March 18	
	Gratuity	Compensated Absences	Gratuity	Compensated Absences
Discount rate(s)	7.75% per annum	7.75% per annum	7.75% per annum	7.75% per annum
Expected rate(s) of salary increase	5.00 % per annum	5.00 % per annum	5.00 % per annum	5.00 per annum
Mortality Rate	IALM 2006-08 Ultimate	IALM 2006-08 Ultimate	IALM 2006-08 Ultimate	IALM 2006-08 Ultimate
Withdrawal rate (Per Annum)	5.00% p.a. (18 to 30 Years)	5.00% p.a. (18 to 30 Years)	5.00% p.a. (18 to 30 Years)	5.00% p.a. (18 to 30 Years)
Withdrawal rate (Per Annum)	3.00% p.a. (30 to 44 Years)	3.00% p.a. (30 to 44 Years)	3.00% p.a. (30 to 44 Years)	3.00% p.a. (30 to 44 Years)
Withdrawal rate (Per Annum)	2.00% p.a. (44 to 58 Years)	2.00% p.a. (44 to 58 Years)	2.00% p.a. (44 to 58 Years)	2.00% p.a. (44 to 58 Years)

Amounts recognised in statement of profit and loss in respect of these defined benefit plans are as follows:

Amount in Lacs

Particulars	31st March 19		31st March 18	
	Gratuity	Compensated Absenses	Gratuity	Compensate Absenses
Service cost:				
Current service cost	9.17	3.24	7.94	2.94
Net interest expense	9.26	1.52	7.33	1.13
Past Service Cost		-	16.27	-
Components of defined benefit costs recognised in statement of profit and loss	18.43	4.76	31.53	4.07
Remeasurement on the net defined benefit liability:				
Remeasurement return on plan assets [excluding amounts included in net interest expense] (excess) / Short return				
Actuarial (gains) / losses arising from changes in demographic assumptions	-	-	-	-
Actuarial (gains) / losses arising from changes in financial assumptions	3.00	0.70	(17.26)	-0.15
Actuarial (gains) / losses arising from changes in experience adjustments	(3.06)	3.50	12.01	5.04
Components of defined benefit costs recognised in other comprehensive income	(0.07)	4.20	(5.26)	4.89
Total	18.36	8.97	26.28	8.96

The current service cost, the net interest expense and past service cost for the year are included in the 'Employee benefit expense' line item in the statement of profit and loss. The remeasurement of the net defined benefit liability is included in 'Other comprehensive income'.

The amount included in the balance sheet arising from the entity's obligation in respect of its defined benefit plans is as follows:

Amount in Lacs

Particulars	31st March 19		31st March 18	
	Gratuity	Compensated Absenses	Gratuity	Comensated Absenses
Present value of defined benefit obligation	128.67	23.32	119.45	19.65
Fair value of plan assets	-	-	-	-
Funded status	(128.67)	(23.32)	(119.45)	(19.65)
Restrictions on asset recognised	-	-	-	-
Net liability arising from defined benefit obligation	128.67	23.32	119.45	19.65

Movements in the present value of the defined benefit obligation are as follows:

Particulars	Year ended		Year ended	
	31st March 19		31st March 18	
	Gratuity	Compensated Absenses	Gratuity	Compensate Absenses
Opening defined benefit obligation	119.45	19.65	94.52	14.56
Add/(Less): on account of acquisitions /Business transfers				
Current service cost	9.17	3.24	7.94	2.94
Interest cost	9.26	1.52	7.33	1.13
Past Service Cost	-	-	16.27	-
Remeasurement (gains)/losses:				
Actuarial (gains)/losses arising from changes in demographic assumptions	-	-	-	-
Actuarial (gains)/losses arising from changes in financial assumptions	3.00	0.70	(17.26)	(0.15)
Actuarial (gains)/losses arising from changes in experience adjustments	(3.06)	3.50	12.01	5.04
Benefits paid	(9.14)	(5.29)	(1.34)	(3.87)
Closing defined benefit obligation	128.67	23.32	119.45	19.65

Significant actuarial assumptions for the determination of the defined obligation are discount rate, expected salary increase and withdrawal rate. The sensitivity analysis below have been determined based on reasonably possible changes of the respective assumption occurring at the end of the reporting period, while holding all other assumptions constant.

If the discount rate increases by 1%, the defined benefit obligation would be Rs. 113.30 Lakhs as at March 31, 2019.

If the expected (decreases) by 1%, the defined benefit obligation would be Rs. 126.57 Lakhs as at March 31, 2019.

If the expected salary growth increases by 1%, the defined benefit obligation would be Rs. 125.67 Lakhs as at March 31, 2019.

If the expected salary growth (decreases) by 1%, the defined benefit obligation would be Rs. 114.04 Lakhs as at March 31, 2019.

If the expected withdrawal rate increases by 1%, the defined benefit obligation would be Rs. 120.80 Lakhs as at March 31, 2019.

If the expected withdrawal rate (decreases) by 1%, the defined benefit obligation would be Rs. 117.91 Lakhs as at March 31, 2019.

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

There has been no change in the process used by the Group to manage its risks from prior periods.

Note No 35 Operating lease arrangement

Lease arrangements which does not transfer risks and rewards incidental to ownership of an asset is classified under Operating Lease. Lease payments under an operating lease shall be recognised as an expense on a straight-line basis over the lease term.

Particulars	31st March 19	31st March 18
Disclosures in respect of cancellable agreements for office premises taken on lease		
(i) Lease payments recognised in the Statement of Profit and Loss	25.76	29.9
(ii) Significant leasing arrangements The Company has given refundable interest free security deposits under the agreements. The lease agreements are upto 11 months		
(iii) Future minimum lease payments under non-cancellable agreements		
Not later than 1 year	NIL	NIL
Later than 1 year and not later than 5 year	NIL	NIL
Later than 5 year	NIL	NIL
Total	25.76	29.91

Note No 36 Earnings per share

Particulars	31st March 19	31st March 18
Basic earnings per share From continuing operations	10.60	7.47
Diluted earnings per share From continuing operations	10.60	7.47

Earnings used in computing basic and diluted earnings per share

Particulars	31st March 19	31st March 18
Profit/(loss) attributable to the equity holders of the Company From continuing operations	494.15	348.24

Weighted average number of shares used as the denominator

Particulars	31st March 19	31st March 18
Weighted average number of equity shares used as denominator in calculating basic earnings per share	46.63	46.63
Adjustments for calculation of diluted earnings per share		
- employee stock options	-	-
- Share warrants	-	-
Weighted average number of equity shares used as denominator in calculating diluted earnings per share	46.63	46.63

Note No 37 Segment Reporting

The Company's operating business is organised and managed according to a single primary reportable business segment namely 'Lubrication Systems'. Accordingly, information relating to segment reporting as per Accounting Standard Ind 108 'Operating Segment' is not required to be furnished.

Note No 38 Related party transaction

List of the related parties

Relationship	Name
Key Management Personnel (KMP)	V. K. GUPTA, WHOLETIME DIRECTOR V. K. MITTAL, MANAGING DIRECTOR MADHU MITTAL, WHOLETIME DIRECTOR AMAN MITTAL, WHOLETIME DIRECTOR ANSH MITTAL, WHOLETIME DIRECTOR AKANSHA RAWAT, COMPANY SECRETARY
Relatives of KMP	SWATI MITTAL NILU MITTAL
Enterprise owned or significant influenced by key management personnel and relative of key	SHREE GANAPATI BOXMAKER (P.) LTD., FARIDABAD

Related Party Balances

Amount in Lacs

Particulars	Key Management Personnel (KMP)		Relatives of KMP		Enterprise owned or significant influenced by key management personnel and relative of key management personnel	
	As at 31/03/19	As at 31/03/18	As at 31/03/19	As at 31/03/18	As at 31/03/19	As at 31/03/18
Other Financial Assets (Liabilities) and Other Assets (Liabilities)	(24.85)	(12.72)	(0.45)	(1.94)		
Balance of trade payables (net of advance paid) as at					2.77	0.06

Related Party Transaction

Amount in Lacs

Particulars	Key Management Personnel (KMP)		Relatives of KMP		Enterprise owned or significant influenced by key management personnel and relative of key management personnel	
	As at 31/03/19	As at 31/03/18	As at 31/03/19	As at 31/03/18	As at 31/03/19	As at 31/03/18
Purchase of materials/services	-	-	-	-	10.82	1.58
Consultancy	3.43	4.80	-	-	-	-
Short Term Employee Benefits paid	126.67	129.95	6.58	8.08	-	-
Rent Paid	0	2.10	-	-	-	-

Note No 39 Financial instruments

Amount in Lacs

Categories of Financial Instruments

Particulars	As at 31/03/19 Carrying Value	As at 31/03/18 Carrying Value
Measured at amortised cost		
(a) Cash and bank balances	1,260.80	861.07
(b) Other financial assets at amortised cost	1,398.06	1,129.66
Measured at FVTOCI		
(a) Investments in certain equity instruments designated upon initial recognition	4.94	6.21
Financial liabilities:		
Measured at amortised cost		
(a) Borrowings	866.25	958.91
(b) Other financial liabilities	942.36	827.14

Fair value hierarchy

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consist of the following three levels:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

Fair value of the Group's Financial assets and financial liabilities that are measured at fair value on a recurring basis

Some of the Company's financial assets and financial liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation technique(s) and inputs used).

Financial assets / financial liabilities	Fair value as at in '00000		Fair value hierarchy	Valuation technique(s) and key input(s)
	31-03-2019	01-04-2018		
Financial assets				
Measured at fair value through profit or loss (FVTPL)				
(a) Mandatorily Measured				
Equity investments - Quoted	4.94	6.21	Level 1	Closing Price taken from recognized stock exchange.
Equity investments - Unquoted	-	-	Level 2	The fair value of unquoted investments is determined based on quoted prices for identical or similar assets or liabilities in markets that are not active.
Financial liabilities	-	-		

Fair value of financial assets and financial liabilities that are not measured at fair value (but fair value disclosures are required)

Amount in Lacs

Particulars	31st March 2019		31st March 2018	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Borrowings	866.25	866.25	958.91	958.91

Financial risk management objectives

The Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below:

Market risk management

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in the foresight currency exchange rates, interest rates, credit, liquidity and other market changes. The Company's exposure to market risk is primarily on account of liquidity risk.

Liquidity Risk

The liquidity risk encompasses any risk that the Company cannot fully meet its financial obligations. To manage the liquidity risk, cash flow forecasting is performed in the operating divisions of the Company and aggregated by Company finance. The Company's finance monitors rolling forecasts of the Company's liquidity requirements to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities / overdraft facilities at all times so that the Company does not breach borrowing limits or covenants (where applicable) on any of its borrowing facilities.

The Company had access to the following undrawn borrowing facilities at the end of the reporting period.

Particulars	31st March 2019	31st March 2018
Borrowings		
Total Amount	501.52	1,067.97
Upto 1 Year	154.90	635.00
1-5 Years	335.93	432.97
More than 5 Years	10.68	-
Trade Payables		
Total Amount	753.67	689.15
Upto 1 Year	753.67	689.15
1-5 Years	-	-
More than 5 Years	-	-
Other Financial Liabilities		
Total Amount	35.33	57.25
Upto 1 Year	35.33	57.25
1-5 Years	-	-
More than 5 Years	-	-

Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit Risk to the company primarily arises from trade receivables. Credit risk also arises from cash and cash equivalents, financial instruments and deposits with banks and financial institutions and other financial assets

The Company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. The Company only transacts with entities that are rated equivalent of investment grade and above. The Company has an internal mechanism of determining the credit rating of the customers and setting credit limits. Credit exposure is controlled by counterparty limits that are reviewed and approved by the risk management committee annually. Ongoing credit evaluation is performed on the financial condition of accounts receivable.

Interest rate risk

Interest rate risk arises from borrowings. Debt issued at variable rates exposes the Company to cash flow risk. Debt issues at fixed rates exposes the Company to fair value risk.

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. The Company's main interest rate risk arises from long-term borrowings with variable rates, which exposes the Company to cash low interest rate risk. During March 31, 2017 and March 31, 2016, the Company's borrowings at variable rate were mainly denominated in INR.

(i) Interest rate risk exposure

The exposure of the Company's borrowing to interest rate changes at the end of the reporting period are as follows:

Amount in Lacs

S.No	Particulars	31st March 2019	31st March 2018
1	Variable rate borrowings	883.53	1,017.67
2	Fixed rate borrowings	136.08	50.30
Total Borrowings		1,019.61	1,067.97

(i) Sensitivity analysis

For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was:

Particulars	Impact on profit after tax in Lacs	
	31st March 2019	31st March 2018
Interest rates- increases by 50 basis points*	(3.19)	(3.69)
Interest rates- decreases by 50 basis points*	3.19	3.69

* Holding all other variables constant

Note No 40 Auditors' Remuneration

Auditors' Remuneration (GST):

Amount in Lacs

S. No	Particulars	2018-19	2017-18
a.	For Audit fees	2.00	2.00
b.	For Tax Audit	-	-
c.	For Taxation matters	-	-

Note No 41 Tax Expense

Amount in Lacs

Particulars	31 March 2019	31 March 2018
Current tax		
Current tax expense	206.02	125.08
Current tax expense relating to prior years	2.06	1.55
Deferred tax benefit		
Deferred tax (credit) / expense	-	-
	16.68	0.55
Income Tax Expense reported in the consolidated Statement of Profit and Loss	224.76	127.18

The reconciliation of estimated income tax expenses at statutory income tax rate to income tax expense reported in statement of profit and loss is as follows:

Particulars	31 March 2019	31 March 2018
Profit before income taxes	718.91	475.40
Indian statutory income tax rate	27.82%	27.55%
Expected income tax expense	200.00	130.99
Tax effect of adjustments to reconcile expected income tax expense to reported income tax expenses:		
Income exempt from tax	(0.01)	(12.79)
Effect of expenses that are not deductible in determining taxable profit	7.81	13.42
Tax pertaining to prior years	2.06	1.55
Deferred Tax effect on various items	16.68	0.55
Others	(4.61)	(6.54)
Total Income tax expense	221.93	127.18
Effective Tax Rate	30.87%	26.75%

CENLUB INDUSTRIES LIMITED
CIN: (L67120HR1992PLC035087)

Regd. Office & Works : Plot No. 233-234, Sector-58, Ballabgarh, Faridabad - 121004

Phone No. : 08826794470, 71, 72, 73

E-mail : cenlub@cenlub.in Website : www.cenlub.in

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

Name of the Member(s) :		E-mail ID :	
Registered Address :		Folio No./Client ID :	
		DP ID:	

I/we, being the Member(s) of holding _____ Shares of Cenlub Industries Limited, hereby appoint:

1)	of _____	having e-mail id _____
Signature	or failing him/her _____	
2)	of _____	having e-mail id _____
Signature	or failing him/her _____	
3)	of _____	having e-mail id _____
Signature	or failing him /her _____	

as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the 27th (Twenty-Seventh) Annual General Meeting of the company, to be held on Saturday , September 28, 2019 at 10:00 a.m. (I.S.T.) at Tera Panth Bhawan D-2/13, Anuvrat Marg , Sector -10, DLF Faridabad -121006 (**Haryana**), India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Breif details of the Resolution	For	Against	Abstain
ORDINARY BUSINESS:				
1	To consider and adopt the Standalone Financial Statement of the Company for the financial year ended March 31, 2019.			
2	Declaration of Dividend on Equity Shares			
3	Re-appointment of Smt. Madhu Mittal (DIN 00006418) as a Director, who retires by rotation and being eligigle,offers himself for re-appointment.			
4	Re-appointment of Mr. Aman Mittal (DIN 00006435) as a Director, who retires by rotation and being eligigle,offers himself for re-appointment.			

SPECIAL BUSINESS:

5	To approve re-appointment Mr. Krishna Gopal Gupta as Independent Director of the Company for Second Term			
6	To appoint Smt. Santosh Varma as a Director of the Company.			
7	To Revise Remuneration of Shri Vijendra Kumar Mittal (DIN 00006398) as Managing Director of the Company.			
8	To Revise Remuneration of Shri Ansh Mittal (DIN 00041986) as Executive Director of the Company.			
9	To Revise Remuneration of Shri Aman Mittal (DIN 00006435) as Executive Director of the Company.			
10	To Revise Remuneration of Shri Virendra Kumar Gupta (DIN 00006461) as Executive Director of the Company.			
11	To Re-appointment of Mr. Vijendra Kumar Mittal (DIN: 00006398) As Managing Director of the Company			
12	To Re-appointment of Mr. Ansh Mittal (DIN: 00041986) As Whole Time Director of the Company			
13	To Re-appointment of Mr. Aman Mittal (DIN: 00006435) As Whole Time Director of the Company			
14	To Re-appointment of Smt.Madhu Mittal (DIN: 00006418) As Whole Time Director of the Company			

Signed thisday of, 2019

Signature of Member(s)

Signature of the Proxy holder(s)

Notes :

- 1 This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less 48 hours before the commencement of the Meeting.
- 2 A Proxy need not be a Member of the Company
- 3 It is optional to indicate your preferences. If you leave the 'For' or 'Against' column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she may deem appropriate.

CENLUB INDUSTRIES LIMITED
CIN: (L67120HR1992PLC035087)

Regd. Office & Works : Plot No. 233-234, Sector-58, Ballabgarh, Faridabad - 121004
 Phone No. : 08826794470, 71, 72, 73
 E-mail : cenlub@cenlub.in Website : www.cenlub.in

ATTENDANCE SLIP
TO BE COMPLETED AND HANDED OVER AT THE ENTRANCE OF THE AUDITORIUM

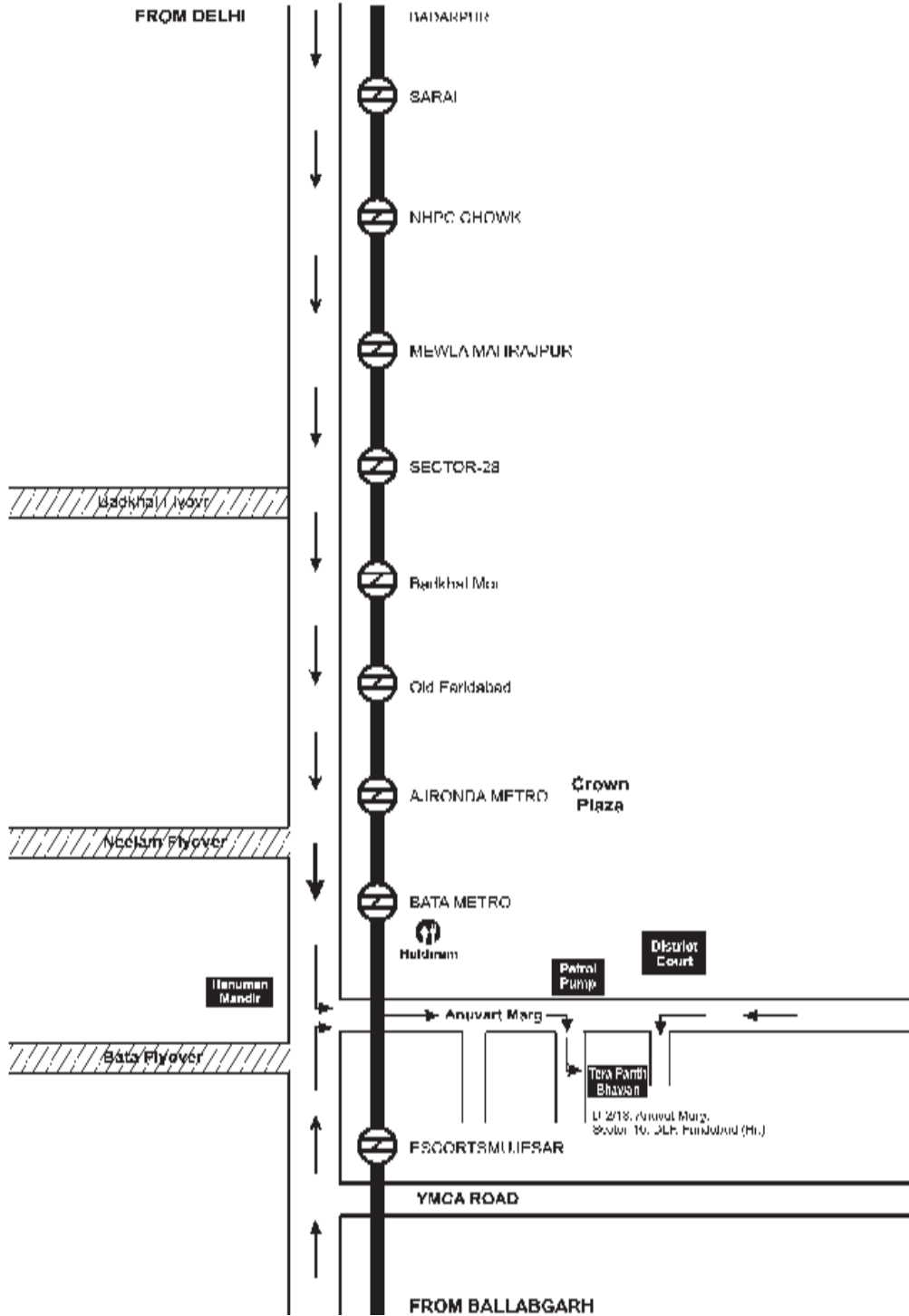
I hereby record my presence at the 27th ANNUAL GENERAL MEETING of the company held at Tera Panth Bhawan,
 D-2/13, Anuvrat Marg, Sector-10, DLF Faridabad-121006, (Haryana) on Saturday, September 28, 2019 at 10.00 A.M

DPID*		Folio No.	
Client ID*		No. of Shares	
Shareholder(s) Name			
Address of the Shareholder(s)			
If Shareholder(s), please sign here		If proxy, please mention name and sign here	
Name of Proxy		Signature	
*Applicable for shareholders holding shares in electronic form			

ELECTRONIC VOTING PARTICULARS

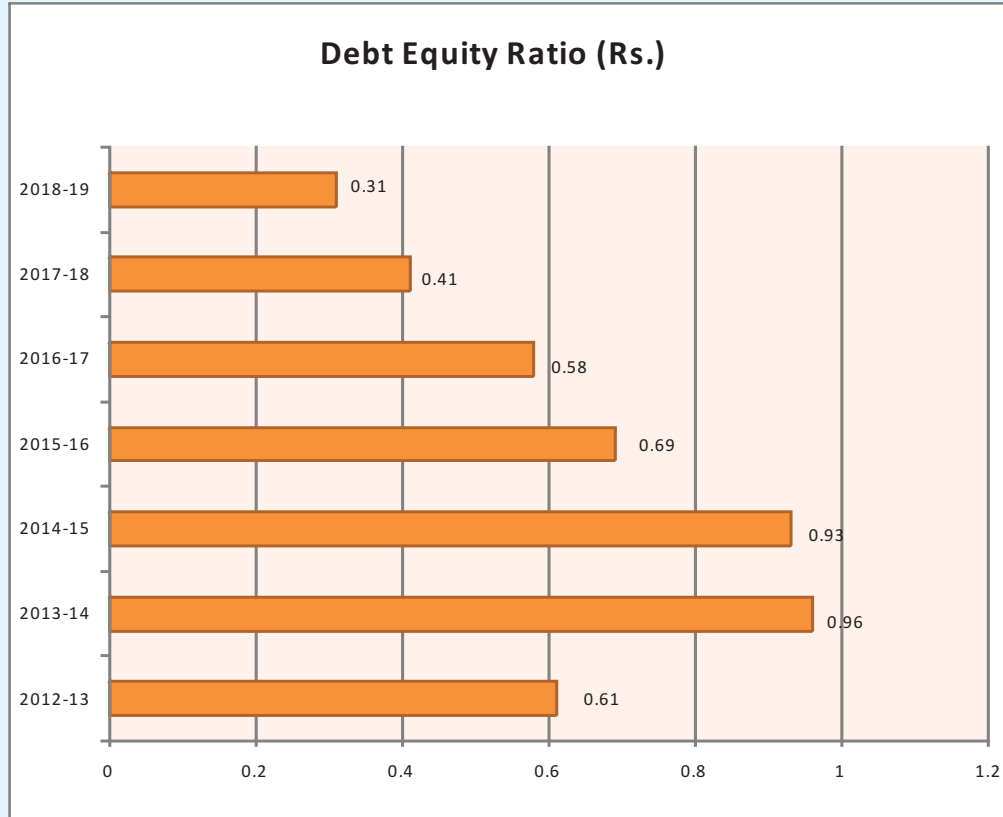
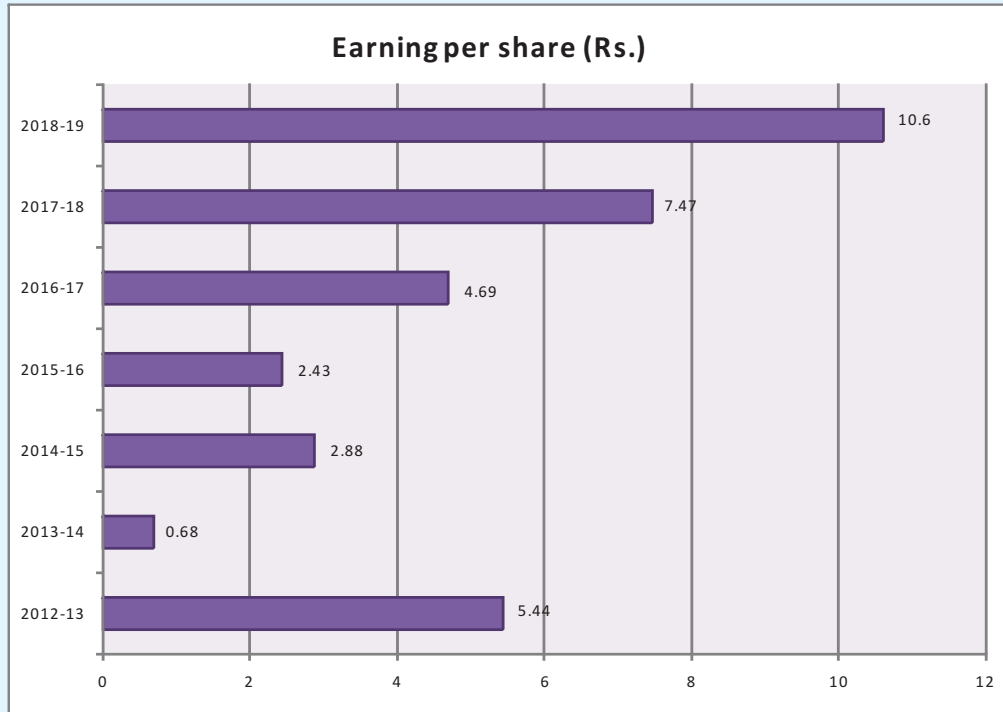
Electronic Voting Sequence Number(EVSN)	User ID	*Default Sequence Number
*Members who have not updated their PAN with the Company/Depository Participant shall use default Sequence Number in the PAN field.		
Other members should use their PAN.		

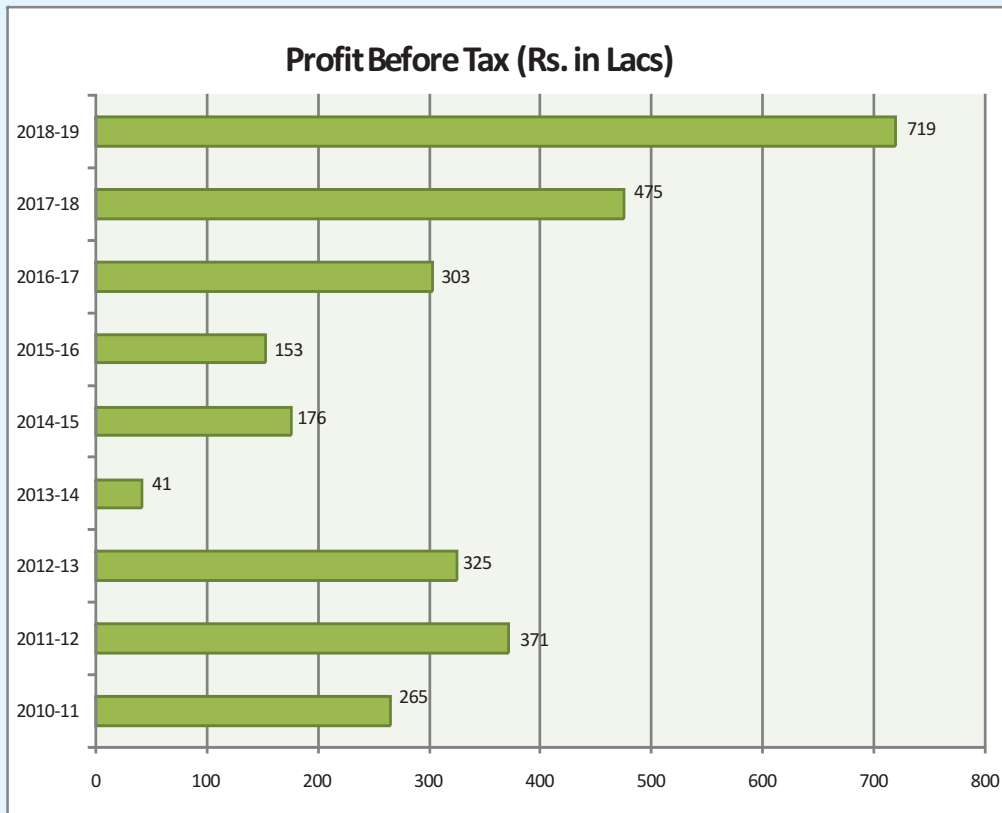
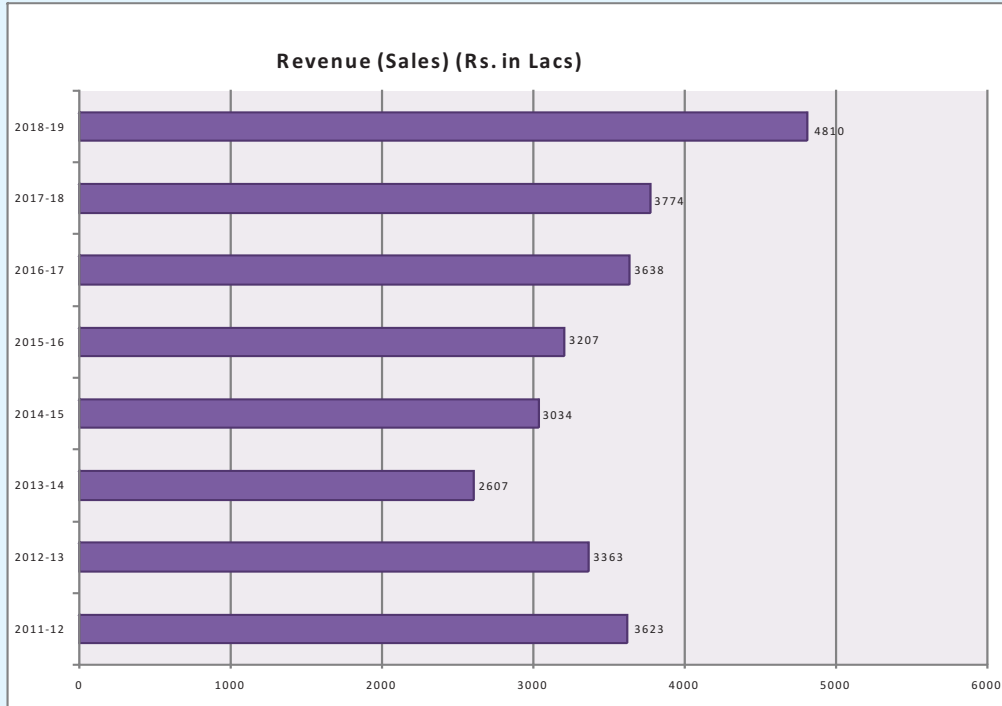
Route Map of Meeting Venue

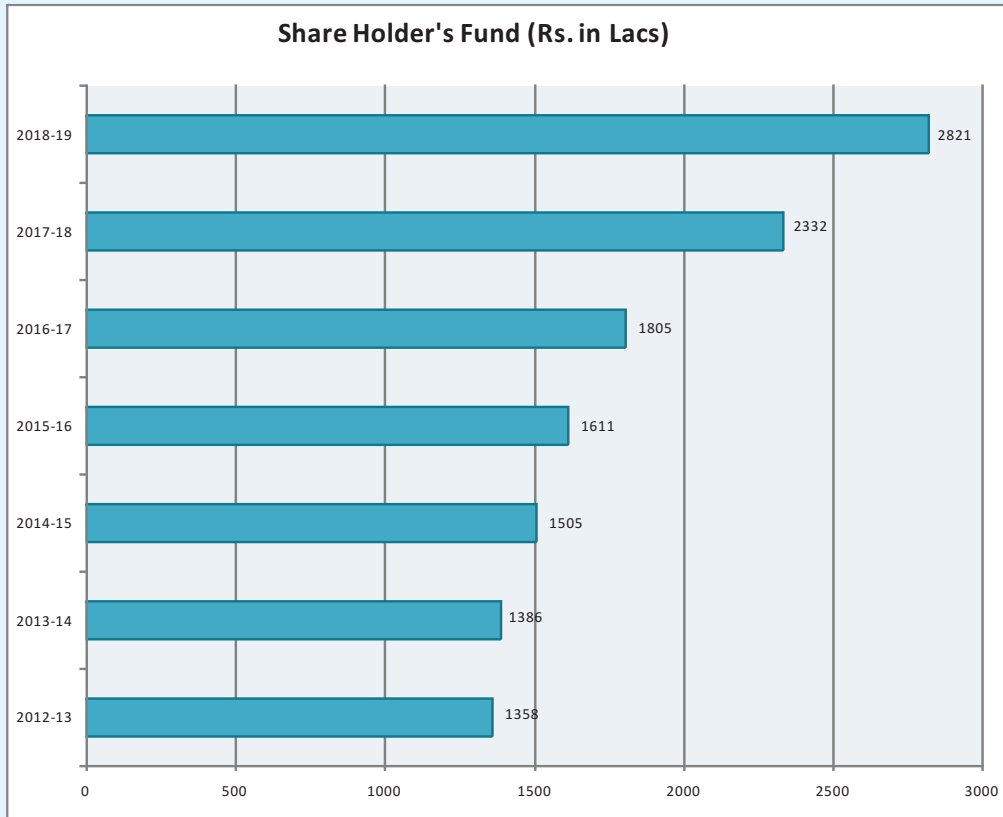
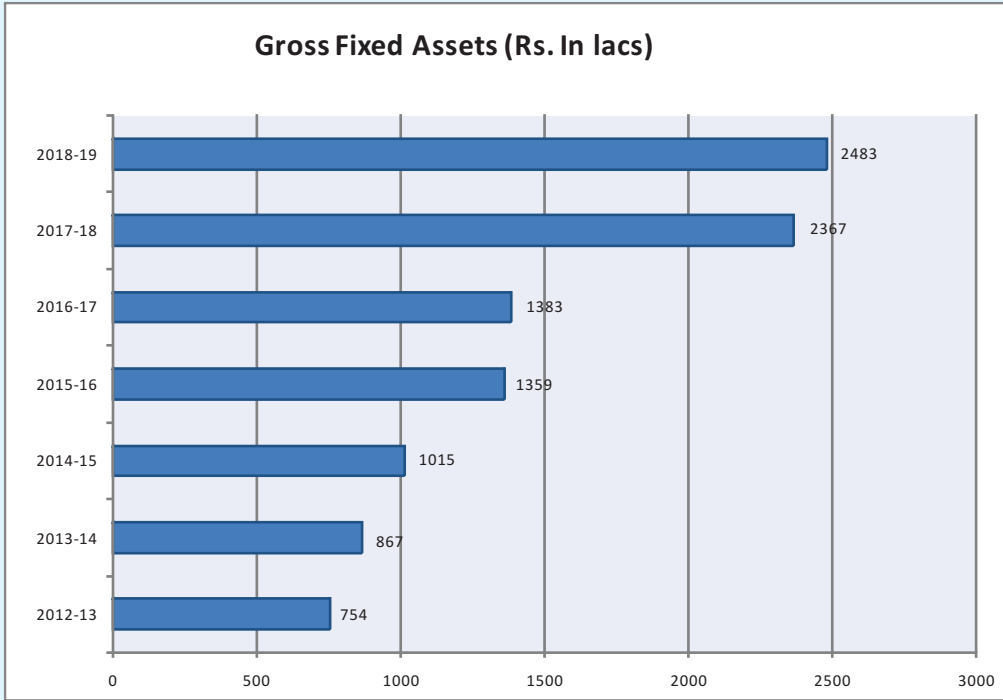


Events of Annual General Meeting - 2017-2018









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