

EXISTING FOR LAST 40 YEARS



25th ANNUAL REPORT
2016 - 2017

CORPORATE Information

BANKERS

HDFC Bank Limited

AUDITORS**SINGLA TAYAL & CO.**
Chartered Accountants**COMPANY SECRETARY****KOMAL GUPTA****REGISTERED OFFICE :**

Plot No- 233 & 234 , Sector-58,
Ballabgarh, Faridabad – 121 004(Haryana)
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AGM-2017

DATE : 23.9.2017
DAY : Saturday
TIME : 9:30 A.M.

VENUE

AGARWAL SEWA SADAN
D-48, SECTOR-11,
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



O.P. Verma
Director



Ashok Kumar Agarwal
Director



Sujata Arora
Director

Chairman's Letter

CHAIRMAN-CUM MANAGING DIRECTOR's ADDRESS TO SHARE HOLDERS



I convey my sincere thanks to all share holders, employees as well as board members for having faith in the company and giving support from time to time. I expect the same spirit in the future too to achieve greater heights in coming years.

As you are well aware that after amalgamation of our company with two subsidiaries, we expect better yields both in terms of top line as well as in bottom line. This process shall take some time. We expect to get approval of this amalgamation from Hon'ble High Court of Chandigarh in near future. Apart from supplying machine tools lubricators with more than 90% market share, gradually your company entering to supply lubrication system to power plants with higher market share. Now, Vehicle lubrication is a new venture for us.

As regards GST, we expect good business, particularly from MNCs and big companies. However, very small company where there is still a dilemma and uncertainty to have smooth rolling.

In the coming year our vision is to become a trust worthy, innovative company for supply of lubrication system manufacturing. This is possible with the hard work of our Managers, Staff and Workers.

I am quite optimistic to achieve this milestone with all your support and heartedly thankful and grateful to them.

With warm regards

V.K. MITTAL

Chairman-Cum-Managing Director

NOTICE

Notice is hereby given that the 25th (Twenty- fifth) Annual General Meeting ("AGM") of the Members of **Cenlub Industries Limited** will be held on Saturday, **September 23rd, 2017 at 9.30 a.m (I.S.T)** at Agarwal Sewa Sadan, D-48, Sector-11, Faridabad (Haryana) 121006 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31st, 2017 together with the reports of the Board of Directors' and Auditors' thereon and the Audited consolidated Financial Statements of the Company for the Financial Year ended March 31st, 2017 and the report of the Auditors thereon.
2. To Appoint a director in the place of **Shri Aman Mittal** (DIN 00006435), who retires by rotation and being eligible, offers himself for re-appointment.
3. To Appoint a director in place of **Smt. Madhu Mittal** (DIN 00006418), who retires by rotation and being eligible offers himself for re-appointment.
4. To Appoint Statutory Auditors of the Company, to fix their remuneration and to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendations of the Audit Committee, M/s Sanmarks & Associates, Chartered Accountants (Firm Registration No. 003343N) be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the Sixth consecutive AGM of the Company (subject to ratification by members at every AGM held after this AGM) at such remuneration (including fees for certification) and reimbursement of out of pocket expenses as may be recommended by the Audit Committee and approved by the Board of Directors of the Company from time to time."

SPECIAL BUSINESS:

5. TO FIX REMUNERATION OF COST AUDITOR OF THE COMPANY

To appoint and fix the remuneration of Cost Auditors of the Company and to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/ s. Ritu Gupta & Associates , Cost Accountants appointed as Cost Auditors by the Board of Directors of the Company for the Financial Year 2017-18, the members do hereby confirm and

ratify the remuneration approved by the Board of Directors on the recommendations of the Audit Committee of Rs.60,000/- (Rupees sixty thousand only) plus applicable Goods and service tax/any other tax as applicable and out of pocket expenses, as may be incurred during the performance of such audit.

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

6. RE-APPOINTMENT OF SHRI VIRENDRA KUMAR GUPTA AS WHOLE TIME DIRECTOR :

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, 203 and all applicable provisions of the Companies Act, 2013 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules ,2014 (including any statutory modification(s) or re – enactment(s) thereof for the time being in force), Consent of the Company be and s hereby accorded to the re-appointment of Shri Virendra Kumar Gupta (DIN: 00006461) as Whole Time Director , Executive Director of the Company for a period of 3 years with effect from 1st August 2017 ,liable to retire by rotation , on the following terms and conditions including remuneration :

I. Salary:

Salary of Rs. 1,00,000/- Per month (Rupees One Lakh only).

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

II. Perquisites :

Perquisites will be added to salary and will be subject to the condition that the monetary value of those under Part A shall be restricted to an amount equal to the annual salary.

Part-A

Housing I :

The expenditure incurred by the Company on hiring unfurnished accommodation will be subject to the ceiling of 50% of salary.

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.

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 .

Explanation:

The expenditure incurred by the Company on gas, electricity, water and furnishings will be valued as per the Income Tax Rules, 1962. This will, however, be subject to a ceiling prescribed under the Rules.

2. Medical reimbursement:

As per the rules of the Company.

3. Leave travel concession:

For self and family once in a year subject to a maximum of one month's salary.

4. Club fees:

Fees of clubs subject to a maximum of two clubs, admission and life membership fees not being allowed.

5. Personal accident insurance:

Premium for 60 months basic salary, as per the prevailing rates.

6. Mediclaim Policy:

Premium, as per the amount allowed under IT Rules per annum for self and family.

PART – B

Contribution to Provident Fund, Superannuation Fund, Annuity Fund, Gratuity 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.

PART – C

Provision of (i) car with driver, and (ii) telephone at residence. Personal long distance calls on telephone, and use of car for private purpose, shall be billed by the Company to the Executive Director .”

“RESOLVED FURTHER THAT that in the event of loss or inadequacy of profits of the company in any financial year, the above stated remuneration shall be considered as minimum remuneration to be paid to the Executive Director, subject to the maximum limits prescribed under Part II Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof or relaxation granted there under.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to increase, vary or amend the remuneration and other terms of the appointment from time to time provided that such revised remuneration shall also be conformity with Part II of Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof or relaxation granted there under.”

7. REMUNERATION OF SHRI. VIJENDRA KUMAR MITTAL , MANAGING DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions Section 196, 197 of the Companies Act, 2013 and all other applicable

provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) subject to such other consents, approvals and permissions if any needed, remuneration of Shri. Vijendra Kumar Mittal , Managing Director be and is hereby revised on the terms and conditions hereinafter mentioned with effect from 1st October, 2016 for the remaining period.

Consolidated Salary : Upto a Maximum of Rs. 42.00/-Lakhs p.a. which includes the variable pay and perquisites, with the authority to Board to fix the salary within the said maximum amount from time to time.

Benefits over annual CTC: Long Term Incentive, Accident Insurance Coverage, Medical Insurance Coverage, Life time Insurance Coverage and Gratuity: as per company policy.

“RESOLVED FURTHER THAT pursuant to provisions of the Section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 the revised remuneration of Shri. Vijendra Kumar Mittal , Managing Director is hereby confirmed that it is well within the prescribed limit mentioned in the said section.

“RESOLVED FURTHER THAT all the Directors of the Company be and are hereby severally authorized to file necessary forms with the Registrar of Companies, Delhi and Haryana and to do or cause to do such other acts, deeds and things as may be considered necessary in connection with or incidental to the above.”

OTHER TERMS AND CONDITIONS:

No sitting fees will be paid to the Managing Director for attending meeting of the Board of Directors or any committee thereof.

8. REMUNERATION OF SMT . MADHU MITTAL, EXECUTIVE DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the Section 196 ,197 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) subject to such other consents, approvals and permissions if any needed, remuneration of Smt. Madhu Mittal , Executive Director be and is hereby revised on the terms and conditions hereinafter mentioned with effect from 1st October, 2016 for the remaining period.

Consolidated Salary : Upto a Maximum of Rs. 12.00/-Lakhs p.a. which includes the variable pay and perquisites, with the authority to Board to fix the salary within the said maximum amount from time to time.

Benefits over annual CTC: Long Term Incentive, Accident Insurance Coverage, Medical Insurance Coverage, Life time Insurance Coverage and Gratuity: as per company policy.

"RESOLVED FURTHER THAT pursuant to provisions of the Section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 the revised remuneration of Smt. Madhu Mittal, Executive Director is hereby confirmed that it is well within the prescribed limit mentioned in the said section.

"RESOLVED FURTHER THAT all the Directors of the Company be and are hereby severally authorized to file necessary forms with the Registrar of Companies, Delhi and Haryana and to do or cause to do such other acts, deeds and things as may be considered necessary in connection with or incidental to the above."

OTHER TERMS AND CONDITIONS:

No sitting fees will be paid to the Whole Time Director for attending meeting of the Board of Directors or any committee thereof.

9. REMUNERATION OF SHRI AMAN MITTAL, EXECUTIVE DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) subject to such other consents, approvals and permissions if any needed, remuneration of Shri Aman Mittal, Executive Director be and is hereby revised on the terms and conditions hereinafter mentioned with effect from 1st October, 2016 for the remaining period.

Consolidated Salary :Upto a Maximum of Rs. 24.00/-Lakhs p.a. which includes the variable pay and perquisites, with the authority to Board to fix the salary within the said maximum amount from time to time.

Benefits over annual CTC: Long Term Incentive, Accident Insurance Coverage, Medical Insurance Coverage, Life time Insurance Coverage and Gratuity: as per company policy.

"RESOLVED FURTHER THAT pursuant to provisions of the Section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 the revised remuneration of Shri Aman Mittal, Executive Director is hereby confirmed that it is well within the prescribed limit mentioned in the said section.

"RESOLVED FURTHER THAT all the Directors of the Company be and are hereby severally authorized to file necessary forms with the Registrar of Companies, Delhi and Haryana and to do or cause to do such other acts, deeds and things as may be

considered necessary in connection with or incidental to the above."

OTHER TERMS AND CONDITIONS:

No sitting fees will be paid to the Whole Time Director for attending meeting of the Board of Directors or any committee thereof.

10. REMUNERATION OF SHRI ANSH MITTAL, EXECUTIVE DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the Section 196, 197 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) subject to such other consents, approvals and permissions if any needed, remuneration of Shri Ansh Mittal, Executive Director be and is hereby revised on the terms and conditions hereinafter mentioned with effect from 1st October, 2016 for the remaining period.

Consolidated Salary :Upto a Maximum of Rs. 24.00/-Lakhs p.a. which includes the variable pay and perquisites, with the authority to Board to fix the salary within the said maximum amount from time to time.

Benefits over annual CTC: Long Term Incentive, Accident Insurance Coverage, Medical Insurance Coverage, Life time Insurance Coverage and Gratuity: as per company policy.

"RESOLVED FURTHER THAT pursuant to provisions of the Section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 the revised remuneration of Shri Ansh Mittal, Executive Director is hereby confirmed that it is well within the prescribed limit mentioned in the said section.

"RESOLVED FURTHER THAT all the Directors of the Company be and are hereby severally authorized to file necessary forms with the Registrar of Companies, Delhi and Haryana and to do or cause to do such other acts, deeds and things as may be considered necessary in connection with or incidental to the above."

OTHER TERMS AND CONDITIONS:

No sitting fees will be paid to the Whole time Director for attending meeting of the Board of Directors or any committee thereof.

11. REMUNERATION OF SHRI VIRENDRA KUMAR GUPTA, EXECUTIVE DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the Section 196, 197 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment there of for the time being in force) subject to such other consents, approvals and permissions if any needed, remuneration of Shri Virendra Kumar Gupta , Executive Director be and is hereby revised on the terms and conditions hereinafter mentioned with effect from 1st October, 2016 for the remaining period.

Consolidated Salary : Upto a Maximum of Rs. 12.00/-Lakhs p.a. which includes the variable pay and perquisites, with the authority to Board to fix the salary within the said maximum amount from time to time.

Benefits over annual CTC: Long Term Incentive, Accident Insurance Coverage, Medical Insurance Coverage, Life time Insurance Coverage and Gratuity: as per company policy.

"RESOLVED FURTHER THAT pursuant to provisions of the Section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 the revised remuneration of Shri Virendra Kumar Gupta , Executive Director is hereby confirmed that it is well within the prescribed limit mentioned in the said section.

"RESOLVED FURTHER THAT all the Directors of the Company be and are hereby severally authorized to file necessary forms with the Registrar of Companies, Delhi and Haryana and to do or cause to do such other acts, deeds and things as may be considered necessary in connection with or incidental to the above."

OTHER TERMS AND CONDITIONS:

No sitting fees will be paid to the Whole Time Director for attending meeting of the Board of Directors or any committee thereof.

Place : Faridabad ON BEHALF OF THE BOARD OF DIRECTORS
Date : 11th August 2017 FOR CENLUB INDUSTRIES LIMITED

Vijendra Kumar Mittal
Managing Director
DIN: 00006398

Virendra Kumar Gupta
Whole time Director
DIN: 00006461

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT**

EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

- 2.** The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the special business under item Nos. 5 to 11 of the notice is annexed herewith.
- 3.** Relevant documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Act, shall be available for inspection at the Registered Office and the copies thereof at the Registered Office of the Company during normal business hours (between 11.00 A.M. to 1.00 P.M.) on all working days upto 22nd September 2017 and also at the venue of the Meeting.
- 4.** The Register of Members and the Share Transfer Books of the Company will remain closed from 15th September to 23rd September, 2017 (both days inclusive).
- 5.** In furtherance of the Go Green Initiative of the Government, electronic copy of the Annual Report for 2016-17, the Notice of the 25th AGM of the Company along with Admission Slip and Proxy Form are being sent to all the members whose email addresses are registered with the Company/Depository Participants (Physical copy of the aforesaid documents may be sent on request by any such Member).
- 6.** Physical copy of the Annual Report for 2016-17, the Notice of the 25th AGM of the Company along with Admission Slip and Proxy Form are being sent to those members who have not registered their email addresses with the Company/Depository Participants. The Annual Report for 2016-17 and the Notice of the 25th AGM will also be available on the Company's website www.cenlub.in.
- 7. Members who have not registered their email addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically. Any such member may use registration form attached with this Notice.**
- 8. Unclaimed Dividend:**
Dividends unclaimed and unpaid for over 7 years will be transferred to the Investor Education and Protection Fund. Further, shares of such shareholders, who have not encashed any dividend warrant/instrument during the last 7 years, will be transferred to the Investor Education and Protection Fund.
Therefore, Please refer to the company website (www.cenlub.in) for the list of unclaimed and unpaid dividend warrant(s)/ instrument(s). Shareholders, who have not so far en-cashed

the dividend warrant(s)/ instrument(s), are requested to seek revalidation of expired and unclaimed dividend warrant(s)/ instrument(s).

Information in respect of unclaimed dividend and the last date for claiming the same are given below:

Dividend for the Year	Date of declaration	Last date of claiming
2010-11 Final	31.08.2011	30.09.2018
2011-12 Final	05.09.2012	05.10.2019

9. The Securities and Exchange Board of India (SEBI) has made it mandatory for every participant in the securities / capital market to furnish Income Tax Permanent Account Number (PAN) for transactions involving transfer of shares. Therefore, members holding shares in physical form are requested to furnish their PAN along with self-attested photocopy of PAN Card to the STA. Members holding shares in demat form are requested to register the details of their PAN with their DPs.
10. As per the provisions of the Act, the facility for making /varying/ cancelling nominations is available to individuals holding shares in the Company. Nominations can be made in Form SH-13 and any variation /cancellation thereof can be made by giving notice in Form SH-14, prescribed under the Companies (Share Capital and Debentures) Rules, 2014 for the purpose. The Forms can be obtained from the Share Department of the Company /Registrar and Share Transfer Agent or from the Website of the Ministry of Corporate Affairs at www.mca.gov.in.
11. In terms of Section 101 and 136 of the Act, read together with the Rules made there under, the Listed Companies may send the notice of Annual General Meeting and the Annual Report, including Financial Statements, Board Report, etc. by electronic mode. The Company is accordingly forwarding copies of the above referred documents to all those members who have registered their email ids with their respective DPs or with the STA by electronic mode.
12. The Company has designated an exclusive e-mail ID viz. investors@cenlub.in to enable the investors to post their grievance, if any, and monitor its redressal.
13. As regards the re-appointment of retiring directors viz. Shri Aman Mittal and Smt Madhu Mittal referred to in item No. 2 & 3 of the Notice, their brief resumes, as per the requirements of Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR, 2015") and paragraph 1.2.5 of Secretarial Standard-2 on General Meetings, are provided in "Details of Directors seeking Appointment/ Reappointment at the Annual General Meeting" annexed herewith as **Annexure I**.
14. The members who did not exercise their vote by E-Voting shall have an option to cast their vote on poll that will be conducted at the AGM Venue. Further there shall not be any voting through Show of Hands.

15. The Company has appointed Ms. Apoorva Singh, Practicing Company Secretary as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
16. The Scrutinizer shall, immediately after the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make not later than three(3) days of conclusion of the meeting, a consolidated Scrutinizer's Report of the votes cast in favour or against, if any forthwith to the Chairman of the Company, who shall counter-sign the same.
17. The result shall be declared at or after the Annual General Meeting of the Company. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.cenlub.in immediately after the result is declared by the Chairman and communicated to BSE Limited.
18. Route map for directions to the venue of the meeting is provided in the Annual Report.
19. For more details on shareholders' matters, please refer to the section on Shareholders' Information, included in the Report on Corporate Governance forming part of the Directors' Report.
20. **Voting through electronic means(E-voting) :**

In terms of the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and Regulation 44 of SEBI LODR, 2015, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on 16th September, 2017 (End of Day) being the cut-off date for the purpose of Rule 20(4)(vii) of the Rules fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by Beetal or to vote at the Annual General Meeting. Person who is not a member as on the cut-off date should treat this Notice for information purpose only.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 20th September 2017 on 9:00 am and ends on 22nd September 2017 on 5:00 pm. 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 16th September 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,