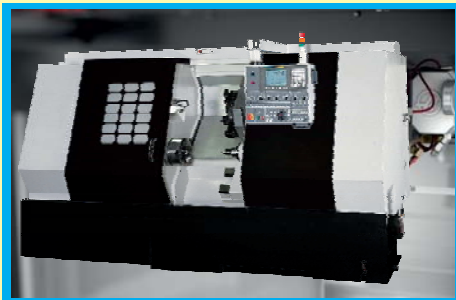




CEMENT PLANT



POWER PLANT



CNC MACHINE



PAPER MILL



ROADWAYS



SUGAR MILL



STEEL PLANT



RAILWAYS



CORPORATE Information

BANKERS

HDFC Bank Limited

AUDITORS

SANMARKS & ASSOCIATES

Chartered Accountants

COMPANY SECRETARY

KOMAL GUPTA

REGISTERED OFFICE :

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

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AGM-2018

DATE : 24.9.2018
DAY : Monday
TIME : 3:30 P.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



O.P. Verma
Director



Ashok Kumar Agarwal
Director



Sujata Arora
Director

Chairman's Letter

CHAIRMAN-CUM MANAGING DIRECTOR's ADDRESS TO SHARE HOLDERS



Dear Share Holders,

I Wholeheartedly convey my gratitude to all our shareholders, the board members and the employees for having faith and patience as well as for the unstitching support to me as well as to the company.

I wish to inform you all that the Amalgamation of M/s Minihyd Hydraulics Limited and M/s Ganpati Handtex Private Limited with our Company on the appointed date i.e. 1st April, 2016 was approved by the Chandigarh Bench of National Company Law Tribunal (NCLT) on 11th September, 2017. The merger is expected to result in creation of a combined entity and synergy in the business besides achieving economies of scale. Combining the functions and the operations of both the companies is expected to result In better performance with the benefits in the form of better utilisation of managerial, technical and the financial resources, thereby enhancing the value

of stakeholders. The amalgamation and restructuring is expected to result in Operational rationalization, Cost reduction, better administration and organizational efficiency.

Looking at our business in 2017-2018, I am pleased to report that despite the difficult market environment, we laid a strong foundation to build the future of the company around our well-performing surface solutions business. As expected, the financial result is better.

Side by side impact of GST on our business is also positive.

*This year our long expected Railway Lubrication has become reality. The track lubrication through **Make in India** campaign was really our R & D effort. Our Engineers worked hard to achieve this goal. Ultimately we did it.*

Apart from our standard products, we are doing well in Power Sector i.e. Oil Circulatory System with much bigger capacity. Wind Turbine Lubrication is our next target to achieve. We hope to get it done in near future. we are able to attain all these with the efforts of our work force, Managers and Staff.

I am thankful to all our stakeholders, for the trust and faith that you repose in us. I expect your support as it was in the past.

With warm regards

V.K. MITTAL

Chairman-Cum-Managing Director



CENLUB



CENLUB

NOTICE OF 26th ANNUAL GENERAL MEETING

Notice is hereby given that the 26th Annual General Meeting ("AGM") of the Members of **CENLUB INDUSTRIES LIMITED** will be held on **Monday, 24th September 2018** at 3.30 P.M. (I.S.T) at Tera Panth Bhawan ,D-2/13, Anvrat Marg, Sector-10, DLF, Faridabad, Haryana 121006 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March 2018 and the Statement of Profit & Loss for the financial year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ansh Mittal (DIN: 00041986) who retires by rotation and, being eligible, offers him for re-appointment.
3. To appoint a Director in place of Mr. Virendra Kumar Gupta (DIN: 00006461) who retires by rotation and, being eligible, offers him for re-appointment.

Place : Faridabad

Date : 11th August 2018

ON BEHALF OF THE BOARD OF DIRECTORS
FOR CENLUB INDUSTRIES LIMITED

VIJENDRA KUMAR MITTAL
CHAIRMAN & MANAGING DIRECTOR
DIN: 00006398

VIRENDRA KUMAR GUPTA
WHOLE TIME DIRECTOR
DIN: 00006461

NOTES:

1. **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.**

The instrument appointing a proxy, duly completed must be deposited at the Company's Registered office not less than 48 hours before the commencement of the meeting. **A proxy form for the AGM is enclosed .**

A person can act as 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 carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

2. Members/proxies should bring the duly filled attendance slip enclosed herewith to attend the meeting.
3. Corporate members intending to send their authorized representative to attend the meeting are requested to send to the Company, a certified copy of the Board Resolution authorising their representative to attend and vote at the meeting on their behalf.
4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 'Tuesday, 18th September, 2018 to Monday, 24th September, 2018 (both days inclusive).
6. The Register of Directors and KMP and their shareholding and Register of contracts or arrangements in which Directors are interested maintained under Sections 170 and 189 of the Companies Act, 2013, respectively, will be available for inspection by the members at the AGM.
7. The copies of relevant documents are open for inspection at the Registered Office of the Company on all working days between 2.30 P.M. to 3.30 P.M. (IST) till the date of the 26th Annual General Meeting.
8. Members are requested to send their Demat/ Remat applications, request for share transfers, intimation of change of address and other correspondence to the Company's Registrar and Share Transfer Agent, M/s Beetal Financial & Computer Services (P) Ltd having its office at Beetal House , 3rd Floor 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi-110062 .
9. Members who hold shares in physical form are requested to notify immediately, any change in their addresses to the Registrar and Share Transfer Agent of the Company at the above address and to their respective depository participants, in case shares are held in electronic form.
10. Non-Resident Indian Members are requested to inform Registrar and Share Transfer Agent of the Company in case of any change in their residential status on return to India for permanent settlement, particulars of their bank account maintained in India with complete name, branch account type, account number and address of the bank with pin code number, if not furnished earlier.

11. In terms of SEBI circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20-04-2018; the Company is required to obtain copy of PAN Card, Bank details, Email id and Mobile / Telephone No from all the shareholders holding shares in physical form. Accordingly you are requested to kindly furnish self-attested copy of your PAN Card and original cancelled "Name printed Cheque" failing which copy of Bank Passbook / Statement attested by the Bank.

You may send the above details to the Company's Registrar & Share Transfer Agent (RTA), Beetal Financial & Computer Services Private Limited at Beetal House ,3rd Floor, 99 Madangir , Behind LSC, Near Dada Harshukhdas Mandir, New Delhi -110062 on urgent basis.

12. With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form only w.e.f. December 5, 2018. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization at earliest. After December 5, 2018, no request for transfer of shares in physical form can be processed by the Company/RTA. For your information ISIN No. of the company is INE627F01011 for both the depositories, viz National Securities Depository Ltd (NSDL) and Central Depository Services (India) Ltd. (CDSL).

13. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Form No. SH-13 is enclosed .

14. Members wishing to claim dividends that remain unclaimed, are requested to correspond with M/s Beetal Financial Services Pvt. Ltd, Registrars and Share Transfer Agents of the Company. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per section 124 of the Act, be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividends remain unclaimed for seven consecutive years will be transferred to the IEPF as per section 124 of the Act, and the applicable rules. An advertisement to this effect was also published in leading English and vernacular newspapers.

Unpaid/unclaimed dividend for the financial year 2010-11 shall become due for transfer to the said Fund in September 2018. Communication is being sent to the members, who have not yet claimed dividend for the financial year 2010-11, requesting them to claim the same as well as unpaid dividend, if any, for the subsequent years.

We request you to claim the dividends, if any, remaining unpaid to/ unclaimed by you for FY 2010-2011 and 2011-2012, as applicable, by making an application immediately to M/s Beetal Financial Services Pvt. Ltd , Registrars and Share Transfer Agents of the Company.

15. 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. Vide notification dated May 7, 2018, the Ministry of Corporate Affairs has done away with the requirement of seeking ratification of members for appointment of auditors at every Annual General Meeting. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 26th Annual General Meeting

16. The Notice of AGM along with the Annual Report 2017-18 is being sent to all the Members whose name appear in the Register of Members/List of Beneficial Owners received from National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) as on 30th August, 2018 by electronic mode to those members whose email address is registered with the Company/Depositories, unless any member has requested for a physical copy of the same. For Members who have not registered their email address, physical copies are being sent by the permitted mode.

17. Copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of the Annual Report in the meeting.

18. The Annual Report of the Company for the Financial Year 2017-2018 is available on the Company's website at www.cenlub.in.

19. We urge members to support our commitment to environmental protection by choosing their shareholding communication through email. You can do this by updating your email address with your depository participants/RTA.

20. The instruction for remote e-voting is being sent separately through permitted mode, shall form part of the Notice.

21. The route map showing direction to reach the venue of the 26th AGM is annexed to this Annual Report.

22. Pursuant to the prohibition imposed vide Secretarial Standard on General Meetings (SS-2) issued by the ICSI and the MCA circular , no gifts/ coupons shall be distributed at the meeting.

23. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 the Company has engaged the services of CDSL to provide the facility of electronic voting ('e-voting') in respect of the Resolutions proposed at this Annual General Meeting. The Board of Directors of the Company has appointed Mrs. Apoorva Singh, Company Secretary in practice, as the Scrutinizer for this purpose. Please note that the voting through electronic means is optional to the Members.

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 21st September 2018 at 9.00 a.m. and ends on 23rd September 2018 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 17th September 2018, 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 as well as physical shareholders). Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field, 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 field as mentioned in instruction (v) above.

- (ix) After entering these 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 share 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 for the relevant < Company Name> 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. 17th September, 2018 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. (xix) 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.

Place: Faridabad **ON BEHALF OF THE BOARD OF DIRECTORS**
FOR CENLUB INDUSTRIES LIMITED

Date: 11th August 2018

Vijendra Kumar Mittal
Managing Director
DIN: 00006398

Virendra Kumar Gupta
Whole time Director
DIN: 00006461