



28th

ANNUAL REPORT

2019-2020

CENLUB INDUSTRIES LTD.

CORPORATE Information

BANKERS

HDFC Bank Limited

AUDITORS

SANMARKS & ASSOCIATES
Chartered Accountants

COMPANY SECRETARY

ANKUR GOYAL

REGISTERED OFFICE :

Plot No- 233 & 234 , Sector-58,
Ballabgarh, Faridabad – 121 004(Haryana)
Ph: 91-8826794470-73
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-2020

DATE : 30.9.2020
DAY : Wednesday
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 28th Annual General Meeting of Cenlub Industries Limited.

I would like to thank you all for sparing you valuable time to be with us today, and for your continued faith in the Company.

The Novel Corona virus has created the largest pandemic in the recent history of the world, affecting all the countries all over the world and affect almost all the peoples on this planet.

The abruptness of this virus incidence, the speed of its spread and the extent of its impact represent a watershed in the modern history of humankind.

In the last month of FY 2020, the COVID-19 pandemic developed rapidly into a global crisis, forcing governments to enforce lockdowns of all economic activity. For the Company, the focus immediately shifted to ensuring the health and well-being of all employees and on minimizing disruption to services for all our customers globally. However, due to restrictions on movements, workers attendance was very low, resulting in the only partially working of the plant. The situation is being improved steadily and in gradual manner. The Plant is operating with complete compliance of all directives related to maintaining of Social Distancing and mandatory to wear face mask and have proper sanitizations.

An unpredictable environment as the one that we are passing through puts a premium on strategic de-risking and the need for managed growth. This is a time when we believe that the truly sustainable Companies will remain agile enough to resist a sharp downside in revenues, profits and margins and be even quicker once conditions revive.

Coming year going to spoil the business both Topline as well as Bottomline. However, I being optimistic "Storms make trees take dipper roots"

I am thankful to our Stake Holders for the trust and faith you have reposed 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 TWENTY EIGHTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 28th Annual General Meeting of Cenlub Industries Limited (CIN: L67120HR1992PLC035087) will be held on Wednesday, September 30, 2020 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. ADOPTION OF FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

To consider and adopt the Audited Financial Statements (Standalone Financial Statements) of the Company for the Financial Year ended March 31, 2020 and the Board's Report and Statutory Auditor's Report thereon.

2. APPOINTMENT OF MR. ANSH MITTAL AS A DIRECTOR, LIABLE TO RETIRE BY ROTATION, WHO HAS OFFERED HIMSELF FOR RE-APPOINTMENT

To consider and if thought fit, to pass, the following as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the Members of the Company, be and is hereby accorded to the re-appointment of Mr. Ansh Mittal (DIN: 00041986) as a "Director" to the extent that he is required to retire by rotation."

SPECIAL BUSINESS:

3. RE-APPOINTMENT OF SHRI VIRENDRA KUMAR GUPTA AS WHOLE TIME DIRECTOR AND CHIEF FINANCIAL OFFICER/ NODAL OFFICER

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 provision of section 196, 197, 203 and all applicable provisions of the Companies Act, 2013 read with Schedule V as amended and such consents, approvals and permissions as may be needed, Shri Virendra Kumar Gupta be and is hereby re-appointed as Whole Time Director, CFO and Nodal Officer-IEPF of the company for a period of 1 years with effect from 1st August, 2020 subject to the terms and condition as placed before the Board and

after one years of completion of his term he will retire from all such posts from the company on such terms and conditions including remuneration on terms set out below.

| | | |
|------|-----------------------------|---|
| I. | Salary | Rs. 1,25,000/-per month |
| 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. |
| III. | 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. |
| | <i>Explanation:</i> | |
| | | 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. |
| | 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." |

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE MUST BE DULY COMPLETED, STAMPED, SIGNED AND MUST BE SENT TO THE COMPANY SO AS TO REACH AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING.**

Pursuant to the provisions of section 105 of the Companies Act, 2013, 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 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 a proxy for any other person or shareholder. Proxy Form is enclosed.

- An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto and forms part of the Notice. Also, the relevant details in respect of Directors seeking appointment/reappointment at the Annual General Meeting in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard, SS-2 on General Meetings are annexed to the Notice.
- The Register of Members and Share Transfer Books of the Company will remain closed from 24th September, 2020 to 30th September, 2020 (both days inclusive).
- Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Annual General Meeting.
- In case of joint holders attending the Annual General Meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the meeting.
- 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.
- Members/Proxies attending the meeting are requested to bring the Attendance Slips (duly completed) in the meeting.
- The Notice of the Annual General Meeting along with the Annual Report 2019-20 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company / Depositories, unless any member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2019-20 will also be available on the Company's website viz. www.cenlub.in
- Members holding the shares in physical form are requested to immediately intimate any changes pertaining to their name, address, registered e mail id, bank details etc. to the Registrar and Share Transfer Agent (RTA) of the Company at Beetal Financial & Computer Services (P) Ltd Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir , New Delhi-110062, or to the Company at Plot No-233-234, Sector-58, Ballabgarh Faridabad - 121004, Haryana. Members holding shares in dematerialized form are requested to intimate any of the above mentioned details to their Depository Participant. Changes intimated to the Depository Participant will be automatically reflected in the Company's records.
- For the purpose of availing Nomination facility, members holding shares in dematerialised form are required to lodge the nomination with their Depository Participant and members holding shares in physical form are required to fill and submit Form SH-13 (available on request) with the Company's Registrar and Transfer Agent, at Beetal Financial & Computer Services (P) Ltd Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir , New Delhi-110062, or to the Company at Plot No-233-234, Sector-58, Ballabgarh Faridabad -121004, Haryana.
- Members of the Company may kindly note that the shares of the Company are traded on Bombay Stock Exchange Ltd.(BSE) compulsorily in demat mode. Hence, the Members who are still holding physical Share Certificates are advised that it is in their own interest to dematerialize their shareholding to avail benefits of dematerialization viz. easy liquidity, electronic transfer, savings in stamp duty and prevention of forgery.
- The Ministry of Corporate Affairs has notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of the Act and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed / claimed by the Members for a period of 7 (seven) consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The IEPF Rules mandate the companies to transfer the shares

of Members whose dividends remain unpaid / unclaimed for a period of 7 (Seven) consecutive years to the demat account of IEPF Authority. Hence, the Company urges all the Members to encash / claim their respective dividend during the prescribed period. The details of the unpaid / unclaimed amounts lying with the Company as on September 28, 2019 (date of last AGM) are available on the website of the Company. The Members whose dividend / shares as transferred to the IEPF Authority can now claim their shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority www.iepf.gov.in.

During the year, the Company transferred unclaimed dividend of Rs. 849527/- (Rupees Eight Lakh Forty Nine Thousand Five Hundred Twenty Seven Only) and 54948 Shares were required to be transferred to IEPF.

| Dividend for the Financial Year ended | Date of Dividend Declaration | Date/Due Date for Transfer |
|--|---------------------------------|-------------------------------|
| 31.03.2011 | 31.08.2011 | October 12, 2018 |
| 31.03.2012 | 05.09.2012 | November 23, 2019 |
| 31.03.2019 | 28.09.2019 | November 03, 2026 |

13. Members seeking any information with regard to the accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Annual General Meeting.
14. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again in the meeting.

The route map showing directions to reach the venue of the Twenty-Eighth AGM is annexed.

15. Pursuant to the prohibitions imposed vide Secretarial Standards on General Meetings (SS-2) issued by the ICSI and the MCA circular, no gifts/coupons shall be distributed at the Meeting.

16. Voting through electronic means:

- In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide remote e-voting facility to the members of the Company to exercise their right to vote by electronic means in respect of the resolutions to be passed at the 28th Annual General Meeting.
- The facility of casting the votes by the members using an electronic voting system from a place other than the venue of the AGM ("remote e-voting") will be provided by the

Central Depository Services (India) Limited ("CDSL"). The e-voting facility will be available at the link www.evotingindia.com.

- The remote e-voting period begins on 26th September, 2020 at 9.00 a.m. and ends on 29th September, 2020 at 5.00 p.m.

During this period, shareholders of the Company holding shares either in physical form or in dematerialized form as on **23rd September, 2020** being the **cut-off date** (record date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on **23rd September, 2020** (the "Cut-off Date") only shall be entitled to vote through remote e-voting and at the AGM.
- At the venue of AGM, voting shall be done through ballot papers and the members attending AGM who have not cast their vote by remote e-voting shall be entitled to cast their vote through Ballot papers.
- The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-voting process along with printed attendance slips and proxy forms can be downloaded from the link www.cenlub.in or www.evotingindia.com.
- A person who is not a member of the Company as on the cut-off date should treat this Notice for the information purposes only.
- Members holding multiple folios/demat accounts may choose the voting process separately for each folio/demat account.
- The voting rights of the members shall be in proportion to the paid up value of their shares in the equity capital of the Company as on the cut-off date.
- A member can opt only one mode of voting i.e. either in person or through proxy at the meeting or through remote e-voting.
- The Company has appointed Mrs. Apoorva Singh, Company Secretary, as 'scrutinizer' (the "Scrutinizer"), to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.

The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.cenlub.in and on the website of the CDSL e-Voting www.evotingindia.com. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

THE INSTRUCTIONS FOR MEMBERS FOR VOTING ELECTRONICALLY ARE AS UNDER:-

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

| For Members holding shares in Demat Form and Physical Form | |
|---|--|
| PAN | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on Attendance Slip. |

| | |
|-----------------------------------|--|
| | <ul style="list-style-type: none"> In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| Dividend Bank Details | 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 in order to login. |
| OR Date of number (DOB) | <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member ID / Birthfolio in the Dividend Bank details field as mentioned in instruction (iii). |

- vii) After entering these details appropriately, click on "SUBMIT" tab.
- viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x) Click on the EVSN of Cenlub Industries Limited on which you choose to vote.
- xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting.

Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.