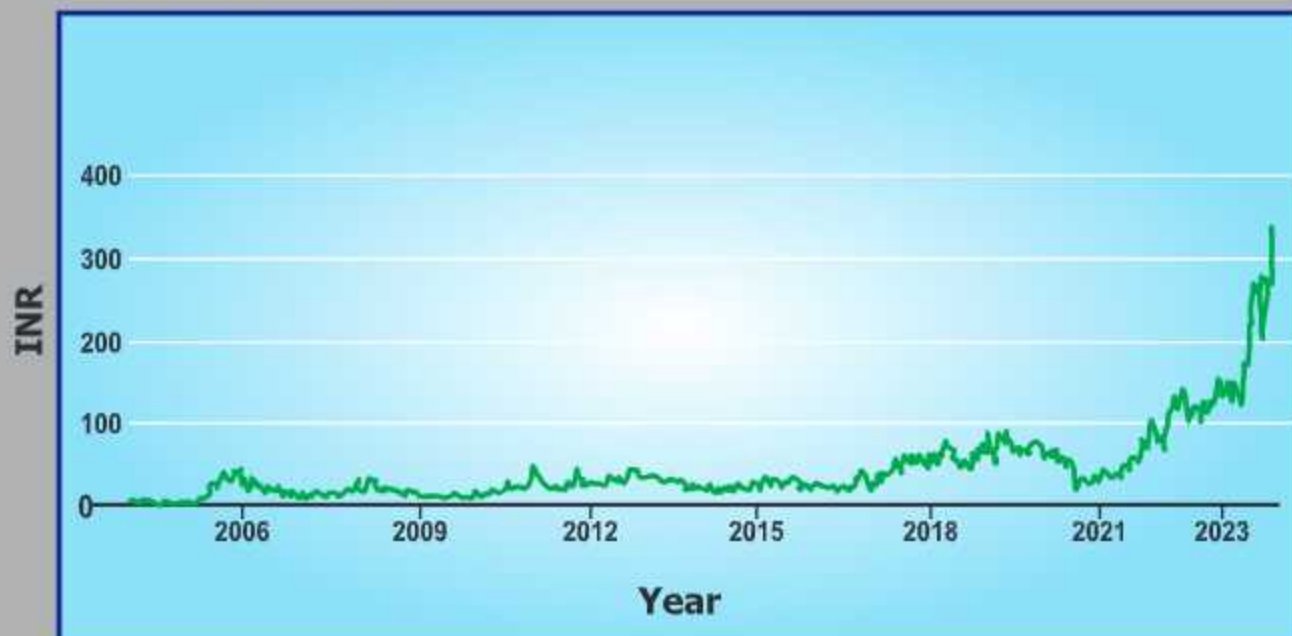


Cenlub's Share Price over the Years :



CORPORATE Information

BANKERS

HDFC Bank Limited

AUDITORS**SINGLA TAYAL & CO.**
Chartered Accountants**COMPANY SECRETARY****ANKUR GOYAL****REGISTERED OFFICE :**

Plot No- 233 & 234 , Sector-58,
Ballabgarh, Faridabad – 121 004(Haryana)
Ph: 91-8826794470 / 71
E mail : cenlub@cenlub.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-2023

DATE : 26.09.2023
DAY : Tuesday
TIME : 10.30 A.M.

VENUE

AGGARWAL SEWA SADAN
D-48, SECTOR-II
FARIDABAD 121006
(HARYANA) INDIA

Chairman's Letter

CHAIRMAN-CUM MANAGING DIRECTOR's ADDRESS TO SHARE HOLDERS



Dear Shareholders,

It gives me immense pleasure to address all of you and provide a review of the year's performance and our progress towards a stronger tomorrow.

This year has been a remarkable year for all of us here at Cenlub. We emerged more resilient and reinvigorated, and our confidence in our capabilities is reflected not only in our numbers but also in the trust that our clients have placed in us. I am grateful to our clients, partners, team members, and other stakeholders for their relentless collaboration to make this happen.

The overall operating environment for Cenlub Industries in the past year was stable, especially in India where the macro-economic scenario was positive despite the global challenges. India's economy has been resilient in the face of many macro headwinds like high inflation and interest rate hikes by central banks globally.

Our long-term vision of achieving exceptional growth will be a success. We continue to explore new areas of growth and have made investments towards strengthening our Core Pillars – Finance / Human Resource / Intellect / Machinery / Supply Base.

We care for our people and ensure their safety & well-being, while simultaneously training them and providing them with opportunities for growth. This enables them to be highly motivated and dedicated.

Our CSR activities and ethical corporate governance are focused on delivering our social and governance responsibilities. I am proud of the progress we have made so far in providing sustainable solutions for our communities. However, we still have a long road ahead to ensure a better and brighter future for our next generations. As we enter our fourth decade as a sustainable business, we are thrilled to embark on this journey with our people, our families, and the communities we serve.

None of this would have been possible without the people who make Cenlub Industries what it is today. On behalf of the entire Cenlub Industries, I would like to place on record my deep sense of gratitude to our customers, dealers, business associates and vendors for their trust in the Company. Most importantly, I would like to appreciate all employees who rose to the occasion and fulfilled the needs of our customers and ensured that we grow faster than the market in our business in near future.

I wish you and your family good health.

With warm regards,

Madhu Mittal
Chairperson Cum Managing Director

BOARD of directors



Madhu Mittal
Chairperson and Managing Director



Aman Mittal
Executive Director



Ansh Mittal
Executive Director



Dinesh Kaushal
Director



Tarun Kumar Gupta
Director



Santosh Varma
Director

NOTICE is hereby given that the 31st Annual General Meeting of the members of the Company **Cenlub Industries Limited** will be held at Aggarwal Sewa Sadan, D-48, Sector-11, Faridabad-121006, (Haryana) on Tuesday, the 26th September, 2023 at 10.30 A.M. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended 31st March, 2023 along with the Report of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Ansh Mittal, Director (DIN: 00041986), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Ansh Mittal (DIN: 00041986), who retires by rotation at this meeting and being eligible has offered herself for reappointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. RATIFICATION OF REMUNERATION TO THE COST AUDITORS FOR FINANCIAL YEAR 2023-24

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 148(3) of the Companies Act, 2013 read with Rules issued under the Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable law, consent of the members be and is hereby accorded for ratification of the remuneration of Rs. 1,00,000/- (Rupees One Lakh only) plus GST payable to M/s. Rashmi Singla, Cost Accountants, Faridabad, (Firm Registration No. 004724,) for conducting the audit of the cost records made and maintained by the Company for the financial year 2023-24.

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

4. RE-APPOINTMENT OF SMT. SANTOSH VARMA 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, Smt. Santosh Varma (DIN: 08441000), 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 1st April, 2024 till 31st March, 2029 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".

5. SALE OF UNDERTAKING/PROPERTY TO MR. ANSH MITTAL, WHOLE TIME DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Section 188 and section 180(1)(a) of Companies Act, 2013 read with relevant rules made thereunder and any other applicable provisions, if any, including any modification(s) thereto or re-enactment(s) thereof for the time being in force and subjects to the provisions of Memorandum and Article of Association of the company and such other approvals and sanctions as may be required, the Consent of the members of the company be and is hereby accorded to the Board of Directors to sell, or otherwise dispose of the immovable property/undertaking of the company being the property situated at Plot No.B-20 Faridabad Industrial (FIT), Sector-57, Faridabad, Haryana-121004. to Mr. Ansh Mittal, Whole time Director of the company, on such terms and conditions as set out in the explanatory statement to this notice."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to execute any documents, deed or writings as may be necessary to be executed in relation to the sale of property/undertaking of the company and to make any applications to government authorities to take any approval or sanctions as required to be obtained by the company in this regard."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto."

**By Order of the Board of Directors
For Cenlub Industries Limited**

Madhu Mittal
Chairperson and Managing Director
DIN:00006418

Place: Faridabad
Date: August 12, 2023
Registered Office:
Plot No-233-234,
Sector-58, Faridabad (Haryana)
CIN: L67120HR1992PLC035087
e-mail: investors@cenlub.in
Website: www.cenlub.in

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.

2. 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.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 20th September, 2023 to Tuesday, 26th September, 2023 (both days inclusive).
4. Corporate Members/institutional investors intending to send their authorised representatives to attend the meeting are requested to send a duly certified copy of the Board Resolution/ authorization letter authorizing their representatives to attend and vote on their behalf at the Annual General Meeting.
5. All documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturday, up to the date of AGM between 11:00 a.m. and 5:00 p.m.
6. 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.
7. Members/Proxies attending the meeting are requested to bring the Attendance Slips (duly completed) in the meeting.
8. The Notice of the Annual General Meeting along with the Annual Report 2022-23 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 2022-23 will also be available on the Company's website viz. www.cenlub.in, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and website of the CDSL at www.evotingindia.com. Members holding shares in demat mode, who have not registered/updated their email addresses are requested to register/update their email addresses with their respective DP, and members holding shares in physical mode are requested to register/update their email addresses with the Company's RTA, Beetal Financial & Computer Services (P) Limited at beetal@beetalfinancial.com or can intimate the same to the Company.

9. 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) Limited., Address: Beetal House ,3rd Floor, 99, Madangir, Behind LSC, Near Dada Harshukhdas Mandir, New Delhi -110062, Ph.: 011-29961281-83; Email Id:beetal@beetalfinancial.com. Members holding shares in dematerialized form are requested to intimate any changes of the above mentioned details to their Depository Participant. Changes intimated to the Depository Participant will be automatically reflected in the Company's records.
10. 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.
11. Members may please note that SEBI vide its Circular dated 25th January, 2022 has mandated the listed companies to issue securities in demat form only while processing investors' service requests viz. issue of duplicate securities certificate; renewal/exchange of securities certificate; endorsement; subdivision/splitting of securities certificates; consolidation of securities certificates/ folios and transposition. Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/ electronic form to get inherent benefits of dematerialization and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI.
12. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by October 1, 2023, and linking PAN with Aadhaar by June 30, 2023 vide its circular dated March 16, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA, Beetal Financial & Computer Services (P) Limited, at beetal@beetalfinancial.com. The forms for updating the same are available at www.cenlub.in.

Members holding shares in electronic form are, therefore, requested to submit these details to their DP.

In case a holder of physical securities fails to furnish PAN and KYC details before October 1, 2023 or link their PAN with

Aadhaar before June 30, 2023, in accordance with the SEBI circular dated March 16, 2023, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and can lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

13. As per Section 72 of the Act, the facility for submitting nomination is available for 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 SH-13. The form can be downloaded from the Company's website at www.cenlub.in. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA in case the shares are held in physical form.
14. 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.
15. The route map showing directions to reach the venue of the Fiftieth AGM is annexed.

16. Voting through electronic means:

- a) 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 31st Annual General Meeting.
- b) 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.
- c) The remote e-voting period begins on **23rd September, 2023 at 9.00 a.m.** and ends on **25th September, 2023 at 5.00 p.m.** During this period shareholders of the Company holding shares either in physical form or in dematerialized form as on **19th September, 2023** 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.

- d) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on **19th September, 2023** (the "Cut-off Date") only shall be entitled to vote through remote e-voting and at the AGM.
- e) 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.
- f) 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.
- g) 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
- h) 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.
- i) Members holding multiple folios/demat accounts may choose the voting process separately for each folio/demat account.
- j) 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.
- k) 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.
17. The Board of Directors has appointed Mrs. Apoorva Singh, Practicing Company Secretary as the Scrutinizer to scrutinize the entire voting process in a fair and transparent manner.
18. The Scrutinizer shall immediately 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 make, not later than two working days of the conclusion of the Meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the meeting and the results shall be declared by the Chairman.
19. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.cenlub.in and on the website of the CDSL www.evotingindia.com, immediately after the declaration of result by the Chairman. The result will simultaneously be communicated to the BSE Limited where the securities of the Company are listed.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in</p>

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/ Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the</p>