



AN ISO 9001 COMPANY

Tel. : +91-8826794470, 71, 72, 73
Fax : +91-129-2307263
E-mail : cenlub@cenlub.in
Website : www.cenlub.in
CIN : L67120HR1992PLC035087

(Regd. Office-cum-Unit - I)

CENLUB INDUSTRIES LTD.

(Machine Lub. Division)

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

Ref:CIL/AR/24/SECT:-16

30.09.2016

THE SECRETARY,
BOMBAY STOCK EXCHANGE LIMITED
DEPARTMENT OF CORPORATE SERVICES
PHIROZE JEEJEEBHOY TOWERS
DALAL STREET,
MUMBAI-400 001

Our Scrip Code No.522251

Sub: Annual Report for the Financial Year 2015-16.

Dear Sir,

In compliance of Regulation 34 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith annual report for the financial year 2015-16, duly approved and adopted by the shareholders at the 24th Annual General Meeting of the Company held on September 30, 2016.

This is for your information and further dissemination.

Thanking you

Yours faithfully
For Cenlub Industries Limited


(V.K. Mittal)
Managing Director
Din:00006398

Encl: As above

ENGINEERS OF CENTRALISED LUBRICATION SYSTEM

SALES & SERVICE OFFICES :

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

UNIT -II : 45-B, 2nd Phase, Peenya Industrial Area, BANGALORE-560 058; TEL.: +91-80-65584624, 28374704, TELEFAX : +91-80-28374704
UNIT III : G-2116-2117/A, Near Kadvani Forge, Gate No. 3, G.I.D.C., Metoda, RAJKOT-360 021; M: 09725654006



CORPORATE Information

BANKERS

HDFC Bank Limited

AUDITORS**SATISH SINGLA & CO.**
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@ceclub.in
Website : www.cenlub.in

CONTENTS

24th Annual Report 2015-16

	<i>Page No.</i>
<i>Board of Directors</i>	: 02
<i>Chairman's Letter</i>	: 03
<i>Notice</i>	: 05
<i>Board's Report</i>	: 18
<i>Annexure A-F to the Board's Report</i>	: 24
<i>Corporate Governance Report</i>	: 44
<i>Management Discussions and Analysis</i>	: 65
<i>Standalone Financial Statements</i>	: 75
<i>Consolidated Financial Statements</i>	: 96

AGM-2016

DATE : 30.09.2016
DAY : Friday
TIME : 9:15 A.M.

VENUE

TERA PANTH BHAWAN
D-2/13, ANUVRAT MARG,
SECTOR-10, DLF,
FARIDABAD, (HARYANA)

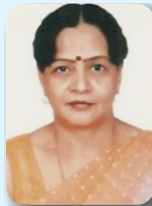
BOARD of directors



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 share holders, 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 and request you all to continue in the same spirit in future also, which will benefit CENLUB Industries Limited and help to achieve greater heights in the coming years.

I am really disappointed that there is still slow down in the sectors like Steel, Power, Cement, Earthmoving Equipment etc. where we are the major supplier of Lubrication System.

Besides the above, Machine Tool Industries are also not picking up well. Do to the persistent efforts and hard work of our Managers, Staff and Workers, we have touched a sale of Rs. 31.34 crs. this year (2015-16) as compared to the sale of Rs. 29.82 crs. last year (2014-15) which is not admirable.

I am quite optimistic that if the market takes a good shape in the above sectors, we will see a better result in the current year.

With warm regards,

V.K. MITTAL

Chairman Cum Managing Director



NOTICE

Notice is hereby given that the 24th (Twenty-fourth) Annual General Meeting ("AGM") of the Members of Cenlub Industries Limited will be held on Friday, September 30th, 2016 at 9.15 a.m (I.S.T) at the Terapanth Bhawan, D-2/13, Anuvrat Marg, Sector-10, DLF, Faridabad (Haryana) to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt:
 - a) the audited financial statement of the Company for the Financial Year ended March 31st, 2016 and the reports of the Board of Directors' and Auditors' thereon; and
 - b) the audited consolidated financial statements of the Company for the Financial Year ended 31st March 2016 and report of the Auditors thereon;
2. To appoint a director in the place of Mr. Ansh Mittal (DIN 00041986), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a director in place of Mr. Dinesh Kaushal (DIN 00006490), who retires by rotation and being eligible offers himself for re-appointment.
4. To ratify the appointment of Statutory Auditor

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 139 and all other applicable provisions of the Companies Act, 2013 (the "Act") read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. Satish Singla & Co., Chartered Accountants [Firm Registration No.: 000882N], as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting to be held in the financial year 2018 at such remuneration plus Service Tax at the applicable rates and reimbursement of out of pocket and travelling expenses etc. on progressive billing basis as may be mutually agreed between the Board of Directors of the Company and the Auditors, based on the recommendation of the Audit Committee."

SPECIAL BUSINESS:

5. APPOINTMENT OF MRS. SUJATA ARORA AS DIRECTOR

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

"RESOLVED THAT Mrs. Sujata Arora (DIN: 07585453), who was appointed as Additional Director of the company w.e.f. 13/08/

2016 under section 161 of the Companies Act, 2013 by the Board of Directors and holds office upto the conclusion of this Annual General Meeting, and being eligible offers himself for appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the act from a member proposing her candidature for the office of Director, be and is hereby appointed as Director not liable to retire by rotation".

6. APPOINTMENT OF MRS SUJATA ARORA AS AN INDEPENDENT DIRECTOR

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 152 and all other applicable provisions, if any, of the Companies act, 2013(the Act) and the companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mrs. Sujata Arora (DIN: 07585453) and in respect of whom the Company has received a notice in writing under Section 160 of the act, from a member proposing her candidature for the office of Director, be and is hereby appointed as a Independent, Non-Executive Director of the Company, not liable to retire by rotation for the period of Five consecutive years effective from the date of passing of this resolution."

7. RE-APPOINTMENT OF SMT. MADHU MITTAL AS 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 Sections 196, 197 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 is hereby accorded to the re-appointment of Smt. Madhu Mittal [DIN: 00006418] as the Executive Director of the Company for a period of 3 (Three) years with effect from April 01, 2016, liable to retire by rotation, on the following terms and conditions including remuneration:

I. Salary:

Salary of Rs. 70000/- Per month (Rupees Seventy Thousand only).

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

II Perquisites :

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

CATEGORY - A

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

a) Housing I:

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

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

b) 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.

c) Housing III:

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

Explanation:

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

b) Medical reimbursement:

As per the rules of the Company.

c) Leave travel concession:

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

d) Club fees:

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

(e) Personal accident insurance:

As per the rules of the Company.

Explanation:

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

CATEGORY - B

a) Contribution to provident fund, superannuation fund or annuity fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income-Tax-Act.1961.

b) Gratuity payable should not exceed half a month's salary for each completed year of service Subject to Maximum of Rs.10,00,000/- as per Gratuity Act 1972.

c) Encashment of leave the Executive Director should be entitled for privilege leave on full pay and allowances as per the rules of the Company for a period not exceeding one month after every 11 months of service. The leaves accumulated but not availed of will not be allowed to be encashed.

d) Retirement and other benefits as per the rules of the company.

e) This agreement may notwithstanding the period of Three years mentioned in clause I hereof, be terminated by either party giving to the other three months notice in writing, in the event of termination of the appointment of Whole Time Director by the Company, he shall not be entitled to receive any compensation.

CATEGORY - C

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

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

RESOLVED FURTHER THAT the Board of Directors of the Company on recommendation from the Nomination & Remuneration Committee of the Board be and is hereby authorised and empowered to approve annual increments and to make such improvements in the terms of remuneration to Smt. Madhu Mittal, as may be permissible under Schedule V of the Companies Act, 2013 (as may be amended from time to time) or by way of any government guidelines or instructions, the intention being that no further approval of the Company would be required so long as remuneration of the Executive Director is not in excess of the maximum permissible under the relevant laws, rules, regulations, guidelines or instructions as may be promulgated or issued after the date of this meeting.

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

8. RE-APPOINTMENT OF MR. ANSH MITTAL AS 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 Sections 196, 197 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 is hereby accorded to the re-appointment of Mr. Ansh Mittal [DIN: 00041986] as the Executive Director of the Company for a period of 3 (Three) years with effect from May 01, 2016, liable to retire by rotation, on the following terms and conditions including remuneration:

I. SALARY AND OTHER FIXED ALLOWANCE:

A salary of Rs.100000/- (Rupees One Lakh only P.M) including Rs.25000/- (Rupees Twenty Five Thousand only) of house rent allowance per month, will be paid as minimum remuneration.

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

II Perquisites :

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

CATEGORY - A

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

a) Housing I:

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

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

b) 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.

c) Housing III:

In case no accommodation is provided by the Company, the Executive Director shall be entitled to house rent allowance of Rs.25000/-p.m.

Explanation:

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

b) Medical reimbursement:

As per the rules of the Company.

c) Leave travel concession:

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

d) Club fees:

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

e) Personal accident insurance:

As per the rules of the Company.

Explanation :

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

CATEGORY - B

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

CATEGORY - C

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

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

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised and empowered to approve annual increments and to make such improvements in the terms of remuneration to Mr. Ansh Mittal as may be permissible under Schedule V of Companies Act, 2013 (as amended from time to time) or by way of any government guidelines or instructions, the intention being that no further approval of the Company will be required so long as remuneration of Executive Director is not in excess of the maximum permissible under relevant laws, rules, regulations, guidelines or instructions as may be promulgated or issued after the date of this meeting.

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

9. RE-APPOINTMENT OF MR. V.K.MITTAL AS MANAGING DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and all 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 is hereby accorded to the re-appointment of Mr. V.K.Mittal [DIN: 00006398] as the Managing Director of the Company for a period of 3 (Three) years with effect from June 01, 2016, liable to retire by rotation, on the following terms and conditions including remuneration:

REMUNERATION

The Company shall pay the following remunerations to Shri Vijendra Kumar Mittal as Managing Director.

I. Salary And Other Fixed Allowance:

A salary of Rs.250000/- (Rupees Two Lakh Fifty Thousand

only) per month including dearness and all other allowances. In case of inadequacy of profits or incase of loss incurred by the company the remuneration of Rs.250000/- (Rupees Two Lakh Fifty Thousand only) per month will be paid as minimum remuneration.

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

II Commission:

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

III Perquisites :

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

CATEGORY - A

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

(i) Housing I:

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

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

(ii) Housing II:

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

(iii) Housing III:

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

Explanation:

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

(iii) Medical reimbursement:

As per the rules of the Company.

(iv) Leave travel concession:

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

(v) Club fees:

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

(v) Personal accident insurance:

As per the rules of the Company.

Explanation :

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

CATEGORY - B

1. Contribution to provident fund, superannuation fund or annuity fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income-Tax-Act.1961.
2. Gratuity payable should not exceed half a month's salary for each completed year of service Subject to Maximum of Rs.10,00,000/- as per Gratuity Act 1972.
3. Encashment of leave the Managing Director should be entitled for privilege leave on full pay and allowances as per the rules of the Company for a period not exceeding one months after every 11 months of service. The leaves accumulated but not availed of will not be allowed to be encashed.
4. Retirement and other benefits as per the rules of the company.

CATEGORY - C

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

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

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised and empowered to approve annual increments and to make such improvements in the terms of remuneration to Mr. V.K.Mittal as may be permissible under Schedule V of Companies Act,2013 (as amended from time to time) or by way of any government guidelines or instructions, the intention being that

no further approval of the Company will be required so long as remuneration of Executive Director is not in excess of the maximum permissible under relevant laws, rules, regulations, guidelines or instructions as may be promulgated or issued after the date of this meeting.

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

10. RE-APPOINTMENT OF MR. AMAN MITTAL AS 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 Sections 196, 197 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 is hereby accorded to the re-appointment of Mr. Aman Mittal [DIN: 00006435] as the Executive Director of the Company for a period of 3 (Three) years with effect from August 01, 2016, liable to retire by rotation, on the following terms and conditions including remuneration:

I. Salary And Other Fixed Allowance:

A salary of Rs.100000/-(Rupees One Lakh only P.M)

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

II Perquisites :

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

CATEGORY - A

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

a) Housing I:

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

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

b) 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.

c) Housing III:

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

Explanation:

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

c) Medical reimbursement:

As per the rules of the Company.

d) Leave travel concession:

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

e) Club fees:

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

f) Personal accident insurance:

As per the rules of the Company .

Explanation :

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

CATEGORY - B

1. Contribution to provident fund, superannuation fund or annuity fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income-Tax-Act.1961.
2. Gratuity payable should not exceed half a month's salary for each completed year of service Subject to Maximum of Rs.10,00,000/- as per Gratuity Act 1972.
3. Encashment of leave the Executive Director should be entitled for privilege leave on full pay and allowances as per the rules of the Company for a period not exceeding one month after every 11 months of service. The leaves accumulated but not availed of will not be allowed to be encased.

4. Retirement and other benefits as per the rules of the company.

5. This agreement may notwithstanding the period of Three years mentioned in clause I hereof, be terminated by either party giving to the other three months notice in writing, in the event of termination of the appointment of Whole Time Director by the Company, he shall not be entitled to receive any compensation.

CATEGORY - C

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

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

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised and empowered to approve annual increments and to make such improvements in the terms of remuneration to Mr. Aman Mittal as may be permissible under Schedule V of Companies Act, 2013 (as amended from time to time) or by way of any government guidelines or instructions, the intention being that no further approval of the Company will be required so long as remuneration of Executive Director is not in excess of the maximum permissible under relevant laws, rules, regulations, guidelines or instructions as may be promulgated or issued after the date of this meeting.

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

11. APPOINTMENT OF MR DINESH KAUSHAL AS AN INDEPENDENT DIRECTOR

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 sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder , read with Schedule IV to the Act, as amended from time to time, Mr. Dinesh Kaushal (Din: 00006490), non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by

rotation for a period of 5 (five) years with effect from 30th September 2016."

12. APPOINTMENT OF MR ASHOK KUMAR AGARWAL AS AN INDEPENDENT DIRECTOR

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 sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Ashok Kumar Agarwal (Din: 00006512), non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for a period of 5 (five) years with effect from 30th September 2016."

13. APPOINTMENT OF MR OM PRAKASH VARMA AS AN INDEPENDENT DIRECTOR

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 sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Om Prakash Varma (Din: 00149756), non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for a period of 5 (five) years with effect from 30th September 2016."

14. SERVICE OF DOCUMENTS TO THE SHAREHOLDERS 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 provisions of Section 20 of the Companies Act, 2013 and Rule 16 of Chapter VII (The Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and relevant rules prescribed thereunder, which prescribed that a document may be served on any member or any other person entitled thereto, such documents may be provided by the Company by sending it to them by post or by registered post or by speed post or by courier or by delivery to his office address or

by such electronic or other mode as may be prescribed, the consent of the Company be and is hereby accorded that a fee of Rs. 10/- per page for providing such information/documents may be charged from the members, who have requested for such information/documents provided such request along with the requisite fee has been duly received by the Company at least one week in advance before the dispatch of the documents by the Company."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

Faridabad
13th August 2016

ON BEHALF OF THE BOARD OF DIRECTORS
FOR CENLUB INDUSTRIES LIMITED

V.K.Mittal
Managing Director
DIN: 00006398

V.K.Gupta
Whole time Director
DIN: 00006461

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the special business under item Nos. 5 to 14 of the notice is annexed herewith.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company duly completed and signed not less than forty eight (48) hours before the commencement of the Meeting. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolutions/authority as applicable. A person can act as proxy on behalf of Members not exceeding 50 (Fifty) and holding in the aggregate not more than 10% (Ten percent) of the total share capital of the Company. In case, a proxy is proposed to be appointed by a Member holding more than 10% (Ten percent) of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.

4. Corporate Members are requested to send board resolution duly certified, authorising their representative to attend and vote on their behalf at the AGM.
5. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 21. The Company will also send communication relating to remote e-voting which inter-alia would contain details about User ID and Password along with a copy of this Notice to the Members, separately.
6. The Company's Share Transfer Books and the Register of Members will remain closed from Saturday, September 24, 2016 to Friday, September 30, 2016 (both days inclusive).
7. Members holding shares in dematerialised form are requested to intimate any change in their address, bank details, ECS details etc. to their respective Depositories Participants and those holding shares in physical form are requested to intimate the above mentioned changes to the Secretarial Department at the Registered Office of the Company.
8. Equity Shares of the Company are under compulsory demat trading by all investors. Those Members who have not dematerialised their shareholding are advised to dematerialise their shareholding to avoid any inconvenience in future.
9. Members who hold shares in electronic form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio number/s in the Attendance Slip for attending the meeting to facilitate identification of Membership at the meeting.
10. Members are requested to bring their Attendance Slip along with the copy of Annual Report to the Meeting.
11. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names in the Register of Members of the Company will be entitled to vote.
12. In terms of the Articles of Association of the Company, read with Section 152 of the Companies Act, 2013, Mr. Ansh Mittal and Mr. Dinesh Kaushal, Directors of the Company are liable to retire by rotation at the ensuing AGM and being eligible, offer themselves for re-appointment. The Board of Directors of the Company recommends their respective re-appointments.
13. Brief Profile of Directors proposed to be appointed/re-appointed, names of Companies in which they hold Directorships and Memberships / Chairmanships of Board Committees, shareholding and relationships between Directors inter-se as stipulated under Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, are provided in the Report on Corporate Governance forming part of the Annual Report.
14. Those Members who have not encashed/received their Dividend Warrants for the 2010-11 and 2011-12, may approach to the Secretarial Department at the Registered Office of the Company for claiming unpaid /unclaimed Dividend.
15. Dividends which remain unclaimed/unencashed for a period of 7 (Seven) years will be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government under the provisions of Sections 205A and 205C of the Companies Act, 1956. Further, under the amended provisions of Section 205B of the Companies Act, 1956, no claim by the Members shall lie for the unclaimed dividend once the same is transferred to IEPF.
16. Non-Resident Indian Members are requested to inform the Company/Depository Participant, immediately of: a. Change in their residential status on return to India for permanent settlement. b. Particulars of their bank account maintained in India with complete name, branch, account type, MICR number, account number and address of the bank with pin code number, if not furnished earlier.
17. 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.
18. Members, who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names, are requested to send the Share Certificate(s) to the Company for consolidation into a single folio.
19. Green initiative in Corporate Governance:
20. The Ministry of Corporate Affairs has taken a Green Initiative in the Corporate Governance by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its Members. To support this green initiative of the Government in full measure, Members who have not registered their e-mail addresses so far, including change, if any, are requested to register their e-mail addresses immediately, in respect of electronic holdings with the Depository through their concerned Depository Participants and Members who hold shares in physical form with the Company at its e-mail address InvestorsI@cenlub.in or at its Registered Office at Secretarial Department, Plot No. 233-234, Sector- 58, Faridabad (Haryana).

21. The Notice of the AGM alongwith the annual report for the year 2015-16 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 the physical copy of the same.
22. Voting through electronic means:
- a) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL , on all the resolutions set forth in this Notice.
 - b) Ms Apoorva Singh, Practicing Company Secretary, (Membership No. 35621 and CP No.13277) has been appointed as the Scrutiniser to scrutinise the voting and remote e-voting process in a fair and transparent manner.
 - c) The facility for voting through Ballot Paper shall be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Ballot Paper.
 - d) The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- (F) The instructions for shareholders voting electronically are as under:
- (i) The voting period begins on 27.09.2016 9.00 a.m (I.S.T) and ends on 29.09.2016 5.00 P.M. 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 23.09.2016, 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) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iv) Click on Shareholders.
 - (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 _____.
 - 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
- Dividend** Enter the Dividend Bank Details or Date of Birth (in dd/ Bank mm/yyyy format) as recorded in your demat account or Details in the company records in order to login.
- OR Date of Birth** • If 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).
- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xii) Click on the EVSN for the relevant CENLUB INDUSTRIES LIMITED on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS 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 your 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 on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed 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) Note for Non - Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - 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.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (i) 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. 23.09.2016 may follow the same instructions as mentioned above for e-Voting.
- (ii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

Annexure to the Notice

INFORMATION AS REQUIRED UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013 READ WITH SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item No.5 & 6

The Board of Directors, on the recommendation of Nomination and Remuneration Committee and pursuant to the provisions of Section 161 of the Companies Act, 2013 (the Act) and articles of association of the company, have appointed Mrs. Sujata Arora as an additional Director (non-executive) of the Company, w.e.f. August 13, 2016, Mrs. Sujata Arora would hold office of Director upto the date of 24th Annual General Meeting of the Company. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mrs. Sujata Arora for the office of Director-Independent Director (non-executive), not liable to retire by rotation.

Mrs. Sujata Arora is a M.Tech from Manav Rachna International University, Faridabad (Haryana) with specialization in Acting HOD of the Electrical Engineering Department. Mrs. Sujata Arora has vast experience in 24 Years of the Electrical Engineering school taught are Electrical drives and Electrical technology.

Mrs. Sujata Arora is not disqualified for being appointed as an independent, non-executive Director of the company in terms of section 164 of the act.

Additional information, required under Regulation 26 of the securities and exchange Board of india (listing Obligations and Disclosure Requirements) Regulation, 2015 and secretarial standard on General meetings, issued by the institute of Company Secretaries of india, is given in Annexure to this Notice.

The Board of Directors is of the opinion that Mrs. Sujata Arora expertise and experience will be beneficial to the company.

Mrs. Sujata Arora is also serving as an Ass. Professor, school education at Noida International University. Mrs. Sujata Arora will not be receive any remuneration from the company.

Except Mrs. Sujata Arora, none of the Directors and Key managerial Personnel and any of their relatives is deemed to be concerned or interested in the passing of this resolution.

Approval of the Members is sought for Appointment to Ms. Sujata Arora, as detailed in the resolution(s), during the respective appointments. The Directors recommend the resolution(s) at Point no. 5 & 6 for approval of the Members as ordinary Resolution. Profile, Other Directorships and Shareholding details are:

DIN No- 07585453

Directorships Held in Other Public Limited Companies in India. : NIL

Chairmanships/Memberships of Committees in other public limited companies in India : NIL

Shareholding in the Company (No.of shares) : Nil

ITEM NO. 7

On the recommendations from the Remuneration Committee, the Board of Directors of the Company has approved the re-appointment of **Smt. Madhu Mittal**, Executive Director; of the Company for a further period of three (3) years. **Smt. Madhu Mittal** have been drawing remuneration as approved by the Members. The Board at its meeting held on 31.03.2016 approved the terms of remuneration of **Smt. Madhu Mittal** as detailed in the respective resolutions.

Approval of the Members is sought for re-appointment and payment of remuneration to **Smt. Madhu Mittal** as detailed in the resolution, during the respective terms of their re-appointments. The Directors recommend the resolution at Item No. 7 for approval of the Members as Ordinary Resolution. Profile, Other Directorships and Shareholding details are:

Smt. Madhu Mittal (61) is an M.A and was the proprietor of Cenlub Engineers prior to promoting the present company. Thereafter she joined as Promoter of the company. She had successfully guided a team of highly qualified professionals to make Cenlub Industries Ltd, a leader in the field of Lubrication Systems. She has been entrusted with the responsibilities of Developing new Export Markets and complete Administration of the company and Executive Director of the Company.

Other Directorships. NIL

Committee memberships: NIL

Smt. Madhu Mittal Holds 491168 Equity Shares of Rs. 10 each of the Company.

The Board recommends passing of the above resolution at Item No. 7 as Ordinary Resolution.

ITEM NO 8

The previous terms of appointments of **Mr. Ansh Mittal** Executive Director expired on April 30, 2016, On the recommendations from the Remuneration Committee, the Board of Directors of the Company has approved the re-appointment of **Mr. Ansh Mittal**, Executive Director;

for a further period of three (3) years. **Mr. Ansh Mittal**, have been drawing remuneration as approved by the Members. The Board at its meeting held on 30.04.2016 approved the terms of remuneration of **Mr. Ansh Mittal**, as detailed in the respective resolutions.

Approval of the Members is sought for re-appointment and payment of remuneration to **Mr. Ansh Mittal**, as detailed in the resolution(s), during the respective terms of their re-appointments. The Directors recommend the resolution(s) for approval of the Members. Profile, Other Directorships and Shareholding details are:

Mr. Ansh Mittal (32) is B.Tech (C.Sc.) is looking after the Lube Oil Consoles/Systems manufacturing plant of the company. He is also handling the complete IT department of the company and has been involved in the exports' promotion of the company and Executive Director of the Company.

Other Directorships.

Mr. Ansh Mittal is also Director on the Board of Directors of the Subsidiaries of the Company, viz. Ganpati Hand Tex Pvt. Ltd .

Committee memberships: NIL

Mr. Ansh Mittal Holds 3,42,342 Equity Shares of Rs. 10 each of the Company.

The Board recommends passing of the resolution at Item No. 8 as Ordinary Resolution.

ITEM NO .9

The previous terms of appointments of **Mr. Vijendra Kumar Mittal**, Managing Director expired on May 31, 2016 respectively. On the recommendations from the Remuneration Committee, the Board of Directors of the Company has approved the re-appointment of **Mr. Vijendra Kumar Mittal**, Managing Director of the Company for a further period of three (3) years. **Mr. Vijendra Kumar Mittal** have been drawing remuneration as approved by the Members. The Board at its meeting held on 28.05.2016, approved the terms of remuneration of **Mr. Vijendra Kumar Mittal** as detailed in the respective resolution.

Approval of the Members is sought for re-appointment and payment of remuneration to **Mr. Vijendra Kumar Mittal**, as detailed in the resolution(s), during the respective terms of their re-appointments. The Directors recommend the resolution(s) for approval of the Members. Profile, Other Directorships and Shareholding details are:

Mr. Vijendra Kumar Mittal (73) is M.Sc.(Physics), M.sc (Mech. Engg.) specialization in Machine Tools from Moscow. He has worked at senior position in TELCO for 10 Years. He is promoter of this company and under his able leadership the company is growing very well and Chairman & Managing Director of the Company.

Other Directorships

Mr. Vijendra Kumar Mittal is a Director on the Board of Minihyd Hydraulics Limited .

Mr. Vijendra Kumar Mittal is also Director on the Board of Directors of the Subsidiaries of the Company, viz. Ganpati Hand Tex Pvt.Ltd .

Committee memberships: 1

Mr. Vijendra Kumar Mittal Holds 444857 Equity Shares of Rs. 10 each of the Company.

The Board recommends passing of the resolution at Item No. 9 as Special Resolution.

ITEM NO . 10

The previous terms of appointments of **Mr. Aman Mittal**, Executive Director, expired on July 31, 2016, respectively. On the recommendations from the Remuneration Committee, the Board of Directors of the Company has approved the re-appointment of **Mr. Aman Mittal**, Executive Director of the Company for a further period of three (3) years. **Mr. Aman Mittal**, have been drawing remuneration as approved by the Members. The Board at its meeting held on July 30, 2016, approved the terms of remuneration of **Mr. Aman Mittal** as detailed in the respective resolutions.

Approval of the Members is sought for re-appointment and payment of remuneration to **Mr. Aman Mittal** as detailed in the resolution(s), during the respective terms of their re-appointments. The Directors recommend the resolution(s) for approval of the Members. Profile, Other Directorships and Shareholding details are:

Mr. Aman Mittal (42) is B.E (Electronics) looking the total day to day activities of Bangalore unit for the Last 10 years and Executive Director of the Company.

Other Directorships: NIL

Committee memberships: NIL

Mr. Aman Mittal Holds 1,76,439 Equity Shares of Rs. 10 each of the Company.

The Board recommends passing of the resolution at Item NO. 10 as Ordinary Resolution

ITEM NO. 11

As per the provisions of Section 149 of the Act, which has come into force with effect from 1st April, 2014, an independent director shall hold office for a term up to five years on the Board of a company and is not liable to retire by rotation. **Mr. Dinesh Kaushal** has given a declaration that he meets the criteria of independence as provided under Section 149 (6) of the Act

In the opinion of the Board, **Mr. Dinesh Kaushal** fulfills the conditions specified in the Act and the Rules made thereunder for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of **Mr. Dinesh Kaushal** as Independent Director is now being placed before the Members in general meeting for their approval.

PROFILE

Mr. Dinesh Kaushal, a Chartered Accountant & Company Secretary with 20 Years Post qualification experience in handling Finance and Accounts matters of various or organizations.

Other Directorships: He is the Director in following companies:

1. VARSHNEYA AGROTECH PRIVATE LIMITED
2. SHIVA INDUSTRIAL WORKS PRIVATE LIMITED
3. MOMAGIC TECHNOLOGIES PRIVATE LIMITED
4. CONFERWIZ INFOTECH PRIVATE LIMITED
5. SR INFIN ADVISORS PRIVATE LIMITED
6. SIMPLY ACCOUNTING SOLUTIONS PRIVATE LIMITED
7. ROSHAN HI-TECH PROJECTS PRIVATE LIMITED
8. RISHNIK CONSULTANTS PRIVATE LIMITED

Committee memberships: He is the Chairman of Audit committee of the company

Mr. Dinesh Kaushal Holds 8500 Equity Shares of Rs. 10 each of the Company.

The Board recommends passing of the above resolution as Ordinary Resolution.

Except **Mr. Dinesh Kaushal**, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 11 of the Notice.

ITEM NO. 12

As per the provisions of Section 149 of the Act, which has come into force with effect from 1st April, 2014, an independent director shall hold office for a term up to five years on the Board of a company and is not liable to retire by rotation. **Mr. Ashok Kumar Aggarwal** has given a declaration that he meets the criteria of independence as provided under Section 149 (6) of the Act.

In the opinion of the Board, **Mr. Ashok Kumar Aggarwal** fulfills the conditions specified in the Act and the Rules made thereunder for appointment as Independent Director and he is independent of the management.



In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of **Mr. Ashok Kumar Aggarwal** as Independent Director is now being placed before the Members in general meeting for their approval.

PROFILE

Mr. Ashok Kumar Aggarwal, a BSc.(L.L.B-M.B.A), doing Management consultancy on Industrial and Labor Law for the last five year's. He has got around 35 years experience in Personal and Administration of different companies.

Other Directorships.

NIL

Committee memberships: He is the member in following committees:

1. Audit Committee
2. Nomination & Remuneration Committee
3. Stakeholder Relationship Committee

Mr. Ashok Kumar Aggarwal Holds 300 Equity Shares of Rs. 10 each of the Company.

The Board recommends passing of the above resolution as Ordinary Resolution.

Except **Mr. Ashok Kumar Aggarwal**, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 12 of the Notice.

ITEM NO. 13

As per the provisions of Section 149 of the Act, which has come into force with effect from 1st April, 2014, an independent director shall hold office for a term up to five years on the Board of a company and is not liable to retire by rotation. **Mr. Om Prakash Varma** has given a declaration that he meets the criteria of independence as provided under Section 149 (6) of the Act.

In the opinion of the Board, **Mr. Om Prakash Varma** fulfills the conditions specified in the Act and the Rules made thereunder for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of **Mr. Om Prakash Varma** as Independent Director is now being placed before the Members in general meeting for their approval.

PROFILE

Mr. Omprakash Verma, is a B.A (L.L.B) served as a Dy. General Manager with Indian Oil Corporation and is having vast experience in the field of administration, marketing and legal departments .

Other Directorships.

NIL

Committee memberships: He is the members of Nomination & Remuneration committee

The Board recommends passing of the above resolution as Ordinary Resolution.

Except **Mr. Om Prakash Varma**, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 13 of the Notice.

ITEM NO 14

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivery at his office or residence address or by such electronic or other mode as may be prescribed.

Further, proviso to sub-section (2) of Section 20 states that a member may request for delivery of any document through a particular mode, for which he shall pay such fees in advance as may be determined by the company in its Annual General Meeting.

Rule 16 of Chapter VII provides that Copies of the registers maintained under section 88 or entries therein and annual return filed under section 92 shall be furnished to any member, debentureholder, other security holder or beneficial owner of the company or any other person on payment of such fee as may be specified in the Articles of Association of the company but not exceeding rupees ten for each page and such copy shall be supplied by the company within a period of seven days from the date of deposit of fee to the company.

Since the cost of providing documents may vary according to the requirement of documents, mode of service, weight and its destination etc., therefore it is proposed the same may be fixed by the members as prescribed under the applicable provisions of the Act and Rules made thereunder.

The Board recommends passing of the above resolution as Ordinary Resolution.

None of the Directors or Key Managerial Personnel including their relatives is concerned or interested, financial or otherwise, in the said resolution.

Faridabad
13th August 2016

ON BEHALF OF THE BOARD OF DIRECTORS
FOR CENLUB INDUSTRIES LIMITED

V.K. Mittal
Managing Director
DIN: 00006398

V.K. Gupta
Whole time Director
DIN: 00006461

BOARD REPORT

For the year ended March 31, 2016

Your Directors have pleasure in presenting the 24th (Twenty -fourth) Annual Report on the business and operations of the Company and the audited financial statement for the Financial Year ended March 31,2016.

1. PERFORMANCE OF THE COMPANY

a) Total Income(on stand-alone basis):

2015-16	2014-15 %Change
3207.15	3033.83 +5.71%

During the year under review, total income of the Company was Rs3207.15Lacs (previous year Rs.3033.83 Lacs) representing a increased of 5.71%.

b) FINANCIAL SUMMARY(STANDALONE AND CONSOLIDATED)

In Rs. Lacs

Particulars	Stand Alone	
	2015-16	2014-15
1. Sales and other income	3207.15	3033.83
2. Profit before Depreciation, Finance Cost and Tax	397.79	418.12
3. Less:Depreciation	54.87	40.47
4. Finance Cost	189.90	201.42
5. Profit before Tax	153.02	176.23
6. Less: Provision for Tax(Including Income Tax, prior period tax and Deferred Tax)	53.05	57.41
7. Profit after Tax	99.97	118.82
8. Add: Balance Brought forward from the previous year	1093.04	974.22

In Rs. Lacs

Particulars	Consolidated	
	2015-16	2014-15
1. Sales and other income	3174.81	3033.94
2. Profit before Depreciation,Finance Cost and Tax	424.42	418.12
3. Less:Depreciation	54.87	40.47
4. Finance Cost	328.80	201.42
5. Profit before Tax	153.65	176.23
6. Less: Provision for Tax(Including Income Tax, Prior period tax and Deferred Tax)	53.17	57.41
7. Profit after Tax	100.48	118.82
8. Add: Balance Brought forward from the previous year	1196.86	974.22

2. EXTRACT OF ANNUAL RETURN

The extract of the Annual Return of the Company in Form MGT-9 is annexed herewith as **Annexure "A"** to this report.

3. NUMBER OF MEETINGS OF THE BOARD

During the Financial Year 2015-16, the Board of Directors duly met on 10 (Ten) times respectively on 4th May 2015, 28th May 2015, 20th July 2015, 13th August 2015, 3rd August 2015, 14th November 2015, 2nd December 2015, 30th December 2016, 13th February 2016 and 31st March 2016. The details of the meetings are given in Corporate Governance Report. The maximum interval between any two meetings does not exceed 120 days as prescribed in Companies Act, 2013.

4. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements under Section 134(5) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- a) In the preparation of the annual accounts for the year ended March 31, 2016, the applicable Accounting Standards have been followed and there were no material departures;
- b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2016 and of the profit of the Company for that period;
- c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors had prepared the annual accounts on a going concern basis;
- e) The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

5. NOMINATION AND REMUNERATION POLICY

The Board has, on the recommendation of the Nomination and Remuneration Committee, framed a policy for selection and appointment of Directors, Key Managerial Personnel and Senior Management Personnel and their remuneration. The Nomination and Remuneration policy is annexed herewith as **Annexure "B"** to this report.

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

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

7. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

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

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

Pursuant to Section 134 of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014, the particulars of such transactions are provided in Form AOC-2 which is annexed herewith as **Annexure "C"** to this report.

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

8. STATE OF COMPANY'S AFFAIRS

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

9. DIVIDEND

The Profit of the company has been slightly reduced as compared to last year. Repayment of borrowing has further increased pressure on the cash flows of the company in the financial year under review. The Board of Directors feels appropriate not to recommend any dividend for the financial year 2015-16.

10. SHARE CAPITAL

The paid-up Equity Share Capital as on 31st March 2016 stood at Rs. 4.12 Crore. During the year under review, the Company has neither issued any shares with differential voting rights nor granted any stock options or sweat equity. As on March 31st 2016, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

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

There are no adverse material changes or commitments occurred as on March 31st, 2016 which may affect the financial position of the Company or may require disclosure.

12. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 are annexed herewith as **Annexure "D"** to this report.

13. RISK MANAGEMENT POLICY

The Company has a robust risk management framework comprising risk governance structure and defined risk management processes. The risk governance structure of the Company is a formal organization structure with defined roles and responsibilities for risk management.

The processes and practices of risk management of the Company encompass risk identification, classification and evaluation. The Company identifies all strategic, operational and financial risks that the Company faces, by assessing and analyzing the latest trends in risk information available internally and externally and using the same to plan for risk management activities.

The Company has set-up a Finance and Risk Management Committee to review the risks faced by the Company and monitor the development and deployment of risk mitigation action plans. The Committee reports to the Board of Directors and the Audit Committee who provide oversight for the entire risk management framework in the Company.

As a part of the Company's strategic planning process, the Directors have reviewed the revised risk management policy and processes and also the risks faced by the Company and the corresponding risk mitigation plans deployed. The Company is on track in respect of its risk mitigation activities.

14. AUDIT COMMITTEE

The Audit Committee comprised of Mr. Dinesh Kaushal (Chairman), Mr. K.G.Gupta, and Mr. Ankur Garg. This was reconstituted on 31st March 2016 due to resignation of Mr. Ankur Garg from the directorship of the Company. After such reconstitution, the committee consisting of the following directors :

1. Mr. Dinesh Kaushal
2. Mr. K.G.Gupta
3. Mr. Ashok Kumar Agarwal

The Committee met 5 times during the year i.e 26th May 2015 , 11th August 2015 , 10th November 2015 , 10th February 2016 and 31st March 2016 , respectively.

15. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee comprised of Mr. Krishna Gopal Gupta (Chairman), Mr. Om Prakash Varma and Mr. Ankur Garg. This was reconstituted on 31.03.2016 due to resignation of Mr. Ankur Garg from the directorship of the Company. After such reconstitution, the committee consisting of the following directors

- 1 Mr. Krishna Gopal Gupta
2. Om Prakash Varma
3. Mr. Ashok Kumar Agarwal

The Committee met once during the year i.e 28th March 2016.

16. STAKEHOLDER RELATIONSHIP COMMITTEE

The Stakeholder Relationship Committee comprised of Mr. Ashok Kumar Agarwal (Chairman), Mr. Vijendra Kumar Mittal and Mr. Ankur Garg. This was reconstituted on 31st March 2016 due to resignation of Mr. Ankur Garg from the Directorship of the Company. After such reconstitution, the committee consisting of the following directors

1. Mr. Ashok Kumar Agarwal
2. Mr. Vijendra Kumar Mittal
3. Mr. Krishan Gopal Gupta

The Committee duly met 3 (three) times during the year i.e on 23rd July 2015, 9th January 2016 and 21st March 2016.

17. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI(Listing Obligations and Disclosure Requirements) Regulations 2015, the Board has carried out an annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Committees. Performance evaluation has been carried out as per the Nomination and Remuneration Policy.

18. DETAILS OF CHANGES OF DIRECTORS AND KMP

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

1. Mr. Ankur Garg has been resigned from the Board of the Company with effect from 31st March, 2016.
2. Smt. Madhu Mittal has been re-appointed as Executive Director for a period of 3(three) years w.e.f. April 1,2016 subject to the approval of Members.
3. Shri Ansh Mittal has been re-appointed as Executive Director for a period of 3(three) years w.e.f. May 1,2016 subject to the approval of Members.
4. Shri V.K. Mittal has been re-appointed as Managing Director for a period of 3(three) years w.e.f. June 1,2016 subject to the approval of Members.
5. Shri Aman Mittal has been re-appointed as Executive Director for a period of 3(three) years w.e.f. August 1,2016 subject to the approval of Members.
6. Mrs. Sujata Arora was appointed as an Additional Director in the capacity of an Independent Director on the Board of the Company with effect from 13th August, 2016 and being eligible offers herself to be appointed as Director as well as Independent Director at the ensuing Annual General Meeting for a term of five years upto 13th August, 2021.
7. Shri Ansh Mittal and Shri Dinesh Kaushal, Directors of the Company, retires by rotation and being eligible offer themselves for re-appointment.

The Company has not received any show cause notices/orders from any Regulatory Bodies during the year under review.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under of Section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Ashish Kumar Jha Company Secretary tendered his resignation w.e.f.26.05.2015. Further Ms. Varsha Aggarwal who was appointed as Company Secretary w.e.f 20th July 2015 has been resigned from the post w.e.f 28th November 2015. Ms Komal Gupta has been appointed as the Company Secretary Of the Company w.e.f 01.01.2016

19. FAMILIARISATION PROGRAMME

The Board members are provided with necessary documents/brochures, reports and internal policies to enable them to familiarise with the Company's procedures and practices.

Periodic presentations are made at the Board Meetings, Board Committee Meetings and Independent Directors Meetings, on business and performance updates of the Company, global business environment, business strategy and risks involved.

The details of programmers for familiarization for Independent Directors are posted on the website of the Company and can be accessed at: <http://cenlub.in>

20. SUBSIDIARIES

A separate statement containing the salient features of financial statements of subsidiaries of your Company forms part of consolidated financial statements in compliance with Section 129 and other applicable provisions, if any, of the Companies Act, 2013. The financial statements of the subsidiary companies and related information are available for inspection by the members at the Registered Office of your Company during business hours on all days except Saturdays, Sundays and public holidays up to the date of the Annual General Meeting (AGM) as required under Section 136 of the Companies Act, 2013. Any member desirous of obtaining a copy of the said financial

statements may write to the Company Secretary at the Registered Office of your Company. The financial statements includes the consolidated financial statements, financial statements of subsidiaries and all other documents required to be attached to this report.

The financial performance of each of the subsidiaries in the consolidated financial statements of your Company is set out in the Report. Additional details of the performance and operations of the subsidiaries along with details of the acquisitions and investments made by your Company and its subsidiaries during the financial year in the Management Discussion and Analysis which also forms part of this Report.

21. DEPOSITS

During the year under review, the Company has not accepted deposits under Chapter V of the Companies Act, 2013.

22. SIGNIFICANT AND MATERIAL ORDERS

There was no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

23. INTERNAL FINANCIAL CONTROLS

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

24. INFORMATION ON REMUNERATION

Information as per the provisions of Section 197(12) of the Companies Act,2013 read with Rule 5(1),5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personal) Rules,2014 are annexed as **Annexure-E** to this report.

25. VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES

Pursuant to the provisions of sub-sections 9 and 10 of Section 177 of the Act and as per the Listing Regulations, the Company has established a Vigil Mechanism to enable the Directors and employees of the Company to report concerns of any unethical behavior, unacceptable and improper practices or suspected fraud. The Company has a Whistle Blower Policy in place which has also been uploaded on its website. An Ethics Committee has been constituted comprising the Chief Financial Officer, HR Head and Company Secretary (Ethics Officer) to administer this Policy.

This Policy has adequate safeguards against victimization of the whistle blower and ensures protection of the whistle blower's identity. In addition, as part of the vigil mechanism framework, an independent internal audit mechanism has also been put in place to review and report instances of non compliances with laws, regulations and policies to the Audit Committee.

26. AUDITORS

a) Statutory Auditors

At the Twenty- Second Annual General Meeting of the company held on 27th September,2014, M/s.Satish Singla & Co.,Chartered Accountants (Firm Registration No.000882N) have been re-appointed as the Statuary Auditors of the company to hold office upto the conclusion of Annual General Meeting to be held in the year 2018 (subject to ratification by shareholders at every Annual General Meeting).

The Company has received consent from M/s. Satish Singla & Co.,Chartered Accountants, Auditors of the Company and confirmation regarding their eligibility to continue as Statuary Auditors of the Company .

Your Directors request you to ratify the appointment of M/s. Satish Singla & Co.,Chartered Accountants (Firm Registration No.000882N) as Statutory Auditors of the Company at the ensuing Twenty-fourth Annual General Meeting and to fix their remuneration. The report by Auditors is self -explanatory.

b) Cost Auditors

The Company was not required to appoint Cost Auditors for the financial year 2015-16 under the provisions of Section 148 of the Companies Act,2013 and rules made there under.

c) Secretarial Audit

M/s. Shreyansh Jain & Associates, Company Secretaries, were appointed as Secretarial Auditors of the Company for the financial year 2015-16 pursuant to Section 204 of the Companies Act, 2013. The Secretarial Audit Report submitted by them in the prescribed form MR- 3 is attached as **Annexure F** and forms part of this report.



There are no qualifications or observations or other remarks of the Secretarial Auditors in the Report issued by them for the financial year 2015-16 which call for any explanation from the Board of Directors.

27. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report for the year under review, as stipulated under the Listing Regulations is annexed to this report.

28. CORPORATE GOVERNANCE

The Company is committed to maintaining the highest standards of Corporate Governance and adhering to the disclosure norms as set out by Securities and Exchange Board of India. The Report on Corporate Governance, as stipulated under Regulation 27 Listing Regulations, forms part of the Annual Report. The certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance, as stipulated under Regulation 27 of the Listing Regulations, has been annexed with this report.

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

In terms of provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has formulated a Policy to prevent Sexual Harassment of Women at Workplace. During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

30. MERGER

The Board of directors of your company in their meeting had considered merger of M/s Minihyd Hydraulics Ltd with your company. Necessary steps in the process of complying various requirements are being taken.

31. ACKNOWLEDGEMENT

Your Directors acknowledge and thanks the Company's customers, shareholders, vendors ,state government authorities, business associates , banks and financial institutions for the support extended to the Company. Your Directors also record their appreciation for the commitment and dedication of the employees of your Company.

Faridabad

13th August 2016

ON BEHALF OF THE BOARD OF DIRECTORS

for CENLUB INDUSTRIES LIMITED

V.K.Mittal
Managing Director
DIN: 00006398

V.K.Gupta
Whole time Director
DIN: 00006461

**Form No. MGT-9
EXTRACT OF ANNUAL RETURN**

As on the financial year ended on March 31 2016
[Pursuant to section 92(3) of the companies Act, 2013 and rule 12(1)
Of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

i) CIN	L67120HR1992PLC035087
ii) Registration date	26.03.1992
iii) Name of the Company	M/s Cenlub Industries Limited
iv) Category/sub category of the Company	Public Company Limited by Shares Indian Non-Government Company
v) Address of Registered office and contact details	Plot No- 233-234 Sec -58 Faridabad-121004 Haryana Ph no : 08826794470, 71, 72 ,73 Fax no: 01292307263 E-mail: cenlub @cenlub.in Web: www.cenlub.in
vi) Whether listed company	Yes
vii) Name, Address AND Contact details of Registrar and Transfer Agent	Beetal Financial & Computer Services(P) Ltd Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi-110062 Ph no-011-29961281-87 Fax no.011-29961284 E-mail: beetal@beetalfinancial.com Website: www.beetalfinancial.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company are as stated below:-

Sr. No.	Name and Description of main products/ services	NIC Code of the product / service	% to total turnover of the Company"
1	Centralized Lubrication System Machine Tools, Press Tools, Die Casting, Pharmaceutical machines,	2912	100%

* On the basis of Gross Turnover

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name of the Company	Address of the Company	CIN/GLN	Holding / Subsidiary/ Associate	% of shares held	Applicable Section
1	GANPATI HANDTEX PRIVATE LIMITED	PLOT NO-233-234 SECTOR-58 FARIDABAD, HARYANA INDIA - 121004	U29100HR2007PTC036973	Subsidiary Company	100%	2(87)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
i) Category-wise Share Holding as on March 31, 2016

Category of shareholders	No. of Shares held at the beginning of the year				No of shares held at the end of the year				% Changed During the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoters Group									
1. Indian									
a) Individual	1645438	500	1645938	39.95	1652543	-	1652543	40.11	0.16
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	131361	-	131361	3.19	131461	-	131461	3.19	-
e) Banks/ FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub -total (A)(1) :-	1776799	500	1777299	43.14	1784004	-	1784004	43.30	0.16
2. Foreign									
a) NRIs-Individual	-	-	-	-	-	-	-	-	-
b) Others-Individual	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Bank/ FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub total (A) (2) :-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	1776799	500	1777299	43.14	1784004	-	1784004	43.30	0.16
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	2700	2700	0.07	-	2700	2700	0.07	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-

g) Fills	-	600	600	0.01	-	600	600	0.01	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (Specify)	-	-	-	-	-	-	-	-	-
(I-I) Foreign Bank	-	-	-	-	-	-	-	-	-
(I-II) Foreign Portfolio investor	-	-	-	-	-	-	-	-	-
Sub Total (B) (1) :-	-	3300	3300	0.08	-	3300	3300	0.08	-
2. Non-Institutions									
a) Bodies Corp.	31564	7600	39164	0.95	98353	7600	105953	2.57	1.62
b) Individual									
i. Individual									
-Holding Nom.Val. upto Rs.. 2 Lakhs	975757	632360	1608117	39.03	1049700	635960	1685660	40.92	1.89
ii. Individual									
-Holding Nom.Val. greater than Rs. 2lakhs	466027	12000	478027	11.60	337574	0	337574	8.19	(3.41)
c) Anyothers (specify)	-	-	-	-	-	-	-	-	-
(c-i) Clearing Member	518	0	518	0.01	200	-	200	0.00	(0.00)
(c-ii) HUF	112412	0	112412	2.73	119216	-	119216	2.90	0.17
(c-iii) Non Resident Indian	88963	12200	101163	2.46	71893	12200	84093	2.04	(0.42)
Sub Total (B) (2) :-	1675241	664160	2339401	56.78	1676936	655760	2332696	56.62	(0.16)
Total Public Shareholding (B)=(B) (1) + (B) (2)	1675241	667460	2342701	56.86	1676936	659060	2335996	56.70	(0.16)
C. Share held by custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	3452040	667960	4120000	100	3460940	659060	4120000	100	-

ii) Shareholding of Promoters:

Sr. no.	Shareholder's Name	Shareholding at the beginning of the year (as on 1 April, 2015)			Shareholding at the end of the year (as on 31 March, 2016)			% Change in Share holding during the year
		No. of shares	% of total shares of the company	% of total pledged/encumbered to total shares	No. of shares	% of total shares of the company	% of total pledged/encumbered to total shares	
1.	Vijendra Kumar Mittal	441984	10.73	0	444857	10.80	0	0.07
2.	Madhu Mittal	486936	11.82	0	491168	11.92	0	0.10
3.	Aman Mittal	176439	4.29	0	176439	4.29	0	-
4.	Ansh Mittal	342342	8.31	0	342342	8.31	0	-
5.	Leena Mittal	146270	3.55	0	146270	3.55	0	-
6.	Nilu Mittal	15783	0.38	0	15283	0.37	0	(0.01)
7.	Swati Mittal	14450	0.35	0	14450	0.35	0	-
8.	Virendra Kumar Gupta	19950	0.48	0	19950	0.48	0	0
9.	Santosh Gupta	1784	0.04	0	1784	0.04	0	-
10.	Minihyd Hydraulics Ltd	131361	3.19	0	131461	3.19	0	-
	Total	1777299	43.14	0	1784004	43.30	0	0.16

iii) Change in Promoter and Promoter Group Shareholding

Sr. No.	Shareholders Name	Shareholding		Date*	Increase/ (Decrease) in share holding	Reason	Cumulative shareholding during the year 01.04.15 to 31.03.16	
		No. of at the begging (01.04.2015) end of the year (31.03.2016)	% of total Shares of the company				No. of shares	% of total Shares of the company
1.	Vijendra Kumar Mittal	441984	10.73	04.09.15	2873	Market Purchase	444857	10.80
		444857	10.80					
2.	Madhu Mittal	486936	11.82	31.03.16	4232	Market Purchase	491168	11.92
		491168	11.92					
3.	Nilu Mittal	15783	038	03.10.15	-500	Market Sale	15283	0.37
		15283	0.37					

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

Sr No.	Shareholders Name For each of the top Ten Shareholders	Shareholding		Date*	Increase/ (Decrease) in shareholding	Reason	Cumulative shareholding during the year 01.04.15 to 31.03.16	
		No. of Shares at the beggning (01.04.2015) end of the year (31.03.2016)	% of total Shares of the company				No. of shares	% of total Shares of the company
1.	Kailashben Ashok Kumar Patel	134400 # 139000 *	3.26 3.37	31.07.15 07.08.15 21.08.15 06.11.15	1600 1415 585 1000	Market Purchase	139000	3.37
2.	Shyam Sunder Gupta	71863 # 71863 *	1.74 1.74			No Change	71863	1.74
3.	Vandana Vyomesh Shah	34250 # 34250 *	0.83 0.83			No Change	34250	0.83
4.	Vinaben Naresh Kumar Patel	29255 # 29255	0.71 0.71			No Change	29255 *	0.71
5.	Prashant Yashvantlal Sheth	22500 # 22500 *	0.55 0.55		0	No Change	22500	0.55
6.	Vyomesh Natvarlal Shah (HUF)	0 # 38000*	0 0.92	01.08.15	38000	Market Purchase	38000	0.92
7.	Dr.Sanjeev Arora	59002 # 59002 *	1.43 1.43			No Change	59002	1.43
8.	Camel Foods Pvt Ltd	16416# 25223*	0.40 0.61	30.10.15 04.12.15 31.12.15 08.01.16 22.01.16	11753 100 50 1605 4701	Market Purchase Market Sale	25223	0.61
9.	Shashi Rani Gupta	20430# 20430 *	0.50 0.50			No Change	20430	0.50
10.	Indianivesh Securities Limited	0 # 39783 *	0 0.97	24.04.15 01.05.15 08.05.15 22.05.15 05.06.15 21.08.15	24496 1120 8364 3731 2595 523	Market Purchase Market Sale	39783	0.97

AS ON 01.04.2015

* AS ON 31.03.2016

v) Shareholding of Directors and Key Managerial Personnel:

Shareholding of Directors:

Sr. no	For each of the Director and KMP	Shareholding at the beginning of the year		Cumulative Shareholder during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
01.	Vijendra Kumar Mittal				
	As on 01.04.2015	441984	10.73	441984 2873	10.53
	As on 31.03.2016	444857	10.80	444857	10.80
02.	Madhu Mittal				
	As on 01.04.2015	486936	11.71	486936 4232	11.71
	As on 31.03.2016	491168	11.82	491168	11.92
03.	Aman Mittal				
	As on 01.04.2015	176439	4.29	176439	4.29
	As on 31.03.2016	176439	4.29	176439	4.29
04.	Ansh Mittal				
	As on 01.04.2015	342342	8.31	342342	8.31
	As on 31.03.2016	342342	8.31	342342	8.31
05.	Virendra Kumar Gupta				
	As on 01.04.2015	19950	0.48	19950	0.48
	As on 31.03.2016	19950	0.48	19950	0.48
06.	Dinesh Kaushal				
	As on 01.04.2015	8500	0.20	8500	0.20
	As on 31.03.2016	8500	0.20	8500	0.20
07.	Ashok Kumar Agarwal				
	As on 01.04.2015	300	0.007	300	0.007
	As on 31.03.2016	300	0.007	300	0.007
08	K.G.Gupta				
	As on 13.11.2015	1000	0.02	1000	0.02
	As on 31.03.2016	1000	0.02	1000	0.02

Mr. O.P. Verma Non-Executive Director, Mr. Ankur Garg Non-Executive Director & Ms. Komal Gupta, Company Secretary do not hold any shares of the company at the beginning of the year as well as at the end of the year. They have neither acquired any shares not sold any shares during the year under review.

VI. INDEBTENDNESS

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

(In Rs.Lacs)

	Secured Loans excluding deposits	Unsecured Loan	Deposits	Total Indebtedness
Indebtedness as at April 1, 2015				
i) Principle Amount	1390.08	9.78	-	1399.86
ii) Interest due but not paid	-	-	-	
iii) Interest accrued but not due				
Total (i+ ii+ iii)	1390.08	9.78	-	1399.86
Change in indebtedness during the financial year*				
Addition			-	
(Reduction)	285.58	9.78	-	
Net Change	(285.58)	(9.78)	-	(295.36)
Indebtedness as at March 31, 2015				
i) Principle Amount	1104.5	-	-	1104.5
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (I + ii+ iii)	1104.5	-	-	1104.5

* includes exchange difference and interest movement.

VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(In Rs. Lac)

Sr. no	Particulars of Remuneration	Name of the Managing Director/ Whole-time Director/ Manger				Total Amount
		Mr. V.K. Mittal Chairman & Managing Director	Mrs. Madhu Mittal Executive Director	Mr. Aman Mittal Executive Director	Mr. Ansh Mittal Executive Director	
1.	Gross Salary					
	a. Salary as per provisions contained in section 17(1) of the Income Tax Act 1961	30.00	8.40	12.00	12.00	62.40
	b. Value of Perquisites u/s 17(2) Income Tax Act 1961	-	-	0	0	0
	c. Profits in lieu of salary under section 17(3) Income Tax Act 1961	-	-	0	0	0
2.	Stock option	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4.	Commission: -As a % of Net [Profit - others, specify	-	-	-	-	-
5.	Other, please specify	-	-	-	-	-
	Total A	30.00	8.40	12.00	12.00	62.40

B. Remuneration to other Director

(In Rs. Lac)

	Particulars of Remuneration	Name of Directors					Total
		Dinesh Kaushal	O.P. Verma	Ankur Garg	Ashok Kumar Agarwal	K.G. Gupta	
1.	Independent Director / other non-executive Directors						
	- Fee for attending board meeting	0.12	0.16	0.12	0.16	0.12	0.68
	- commission	-	-	-	-	-	-
	- others, please specify	-	-	-	-	-	-
Total B							0.68
Total Managerial Remuneration (A) + (B)							63.08

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

(In Rs. Lac)

Particulars of Remuneration	Key Managerial Personnel		
	CFO	CS	Total
1. Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act,1961 (b) Value of perquisites u/s 17(2) Income-tax Act,1961 (c) Profit in lieu of salary under section 17(3) Income-tax Act,1961	8.40	2.07	10.47
2 Stock Option			
3 Sweat Equity			
4 Commission -as% of profit Others, specify... Others, please specify			
Total c	8.40	2.07	10.47
Total Managerial Remuneration (A)+ (B+C)	73.55		

*For the period from 1st April 2015 to 31st March 2016.

VIII. PENALTIES /PUNISHMENT/COMPOUNDING OF OFFENCES

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

Faridabad

13th August 2016

ON BEHALF OF THE BOARD OF DIRECTORS

for CENLUB INDUSTRIES LIMITED

V.K.Mittal
Managing Director
DIN: 00006398

V.K.Gupta
Whole time Director
DIN: 00006461

NOMINATION AND REMUNERATION POLICY

The Board of Directors of Cenlub Industries Limited ("the Company") constituted the "Nomination and Remuneration Committee" ("Committee") at the Meeting held on 30th May 2014 with immediate effect, consisting of three(3) Non-Executive Directors of which majority are Independent Directors. The Committee was re constituted on 13th November 2014 and 31st March 2016.

1. OBJECTIVE

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013, as amended from time to time, read along with the applicable rules thereto and Clause 49 under the Listing Agreement. The Key Objectives of the Committee would be:

- 1.1 To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel (hereinafter referred to as "KMP") and Senior Management.
- 1.2 To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- 1.3 To recommend to the Board on Remuneration payable to the Directors, KMP and Senior Management.
- 1.4 To provide to KMP and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- 1.5 To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- 1.6 To devise a policy on Board diversity.
- 1.7 To develop a succession plan for the Board and to regularly review the plan;

2. DEFINITIONS

- 2.1 **Act** means the Companies Act, 2013 and Rules framed there under, as amended from time to time.
- 2.2 **Board** means Board of Directors of the Company.
- 2.3 **Directors** mean Directors of the Company.
- 2.4 **Key Managerial Personnel (KMP)** means
 - 2.4.1 Chairman and Managing Director
 - 2.4.2 Executive Directors;
 - 2.4.3 Company Secretary;
- 2.5 **Listing Agreement** means Agreement, as amended from time to time, executed with Stock Exchanges for Listing of Securities of the Company.
- 2.6 **Senior Management** means personnel of the Company who are members of its core management team being functional heads not below grade of Senior Vice President.

3. ROLE OF COMMITTEE

- 3.1 **Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee**

The Committee shall:

- 3.1.1 Formulate the criteria for determining qualifications positive attributes and independence of a director
- 3.1.2 Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- 3.1.3 Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

3.2 Policy for appointment and removal of Director, KMP and Senior Management

3.2.1 Appointment criteria and qualifications

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his/her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

3.2.2 Term / Tenure

i

- i. Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time .No re-appointment shall be made earlier than one year before the expiry of term.

- ii. Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

3.2.3 Evaluation

The Committee shall carry out yearly evaluation of performance of every Director, KMP and Senior Management Personnel

3.2.4 Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

3.2.5 Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the

Director, KMP, Senior Management Personnel in the same position/remuneration or otherwise even after attaining the retirement age , for the benefit of the Company.

3.3 Policy relating to the Remuneration for the Whole-time Director, KMP and Senior Management Personnel

3.3.1 General:

- i. The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- ii. The remuneration and commission to be paid to the Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Act.
- iii. Increments to the existing remuneration/compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director.
- iv. Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

3.3.2 Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:

a) Fixed pay:

The Whole-time Director/ KMP and Senior Management Personnel shall be eligible for a monthly as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

b) Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate ,the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V of the Act .

c) Provisions for excess remuneration:

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

3.3.3 Remuneration to Non- Executive / Independent Director:

a) Remuneration / Commission:

The remuneration /commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Act.

b) Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rs. 4000/- (Rupees Four Thousand Only) per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time

4. MEMBERSHIP

- 4.1 The Committee shall consist of a minimum 3 non-executive directors, majority of them being independent.
- 4.2 Minimum two (2) members shall constitute a quorum for the Committee meeting.
- 4.3 Membership of the Committee shall be disclosed in the Annual Report.
- 4.4 Term of the Committee shall be continued unless terminated by the Board of Directors.

5. CHAIRPERSON

- 5.1 Chairperson of the Committee shall be an Independent Director.
- 5.2 Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- 5.3 In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.
- 5.4 Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

6. FREQUENCY OF MEETINGS

The meeting of the Committee shall be held at such regular intervals as may be required.

7. COMMITTEE MEMBERS' INTERESTS

- 7.1 A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- 7.2 The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

8. SECRETARY

The Company Secretary of the Company shall act as Secretary of the Committee.

9. VOTING

- 9.1 Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- 9.2 In the case of equality of votes, the Chairman of the meeting will have a casting vote.

10. NOMINATION DUTIES

The duties of the Committee in relation to nomination matters include:

- 10.1 Ensuring that there is an appropriate induction in place for new Directors and members of Senior
- 10.2 Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter appointment in accordance with the Guidelines provided under the Act;

- 10.3 Identifying and recommending Directors who are to be put forward for retirement by rotation.
- 10.4 Determining the appropriate size, diversity and composition of the Board;
- 10.5 Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- 10.6 Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- 10.7 Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- 10.8 Making recommendations to the Board concerning any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- 10.9 Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- 10.10 Recommend any necessary changes to the Board; and
- 10.11 Considering any other matters, as may be requested by the Board.

11. REMUNERATION DUTIES

The duties of the Committee in relation to remuneration matters include:

- 11.1 To consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
- 11.2 To delegate any of its powers to one or more of its members or the Secretary of the Committee.
- 11.3 To consider any other matters as may be requested by the Board.
- 11.4 Professional indemnity and liability insurance for Directors and senior Management.

12. MINUTES OF COMMITTEE MEETING

Proceedings of all meetings must be minute and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third provision thereto

1. Details of contracts or arrangements or transactions not at arm's length basis

a.	Name(s) of the related party and nature of relationship	Ganpati Handtex Pvt. Limited (Subsidiary Company)
b.	Nature of contracts/arrangements/transactions	Taking Premises On Lease
c.	Duration of the contracts/arrangements/transactions	-
d.	Salient terms of the contracts or arrangements or transactions including the value, if any	-
e.	Date(s) of approval by the Board ,if any	30.10.2015
f.	Amount paid as advances, if any	Nil

2. Details of material contracts or arrangement or transactions at arm's length basis

a.	Name(s) of the related party and nature of relationship	Ganpati Handtex Pvt. Limited (Subsidiary Company)
b.	Nature of contracts/arrangements/transactions	Plant & Machinery etac.
c.	Duration of the contracts/arrangements/transactions	5 years
d.	Salient terms of the contracts or arrangements or transactions including the value, if any	In tune with market parameters, Estimated annual value of Rs. 20 crore
e.	Date(s) of approval by the Board ,if any	30.05.2014
f.	Amount paid as advances, if any	Nil

3. Details of material contracts or arrangement or transactions at arm's length basis

a.	Name(s) of the related party and nature of relationship	Shree Ganpati Boxmaker Pvt. Limited (Influence by KMP)
b.	Nature of contracts/arrangements/transactions	Printing of stationery & Cat log etc
c.	Duration of the contracts/arrangements/transactions	5 years
d.	Salient terms of the contracts or arrangements or transactions including the value, if any	In tune with market parameters, Estimated annual value of Rs. 1 crore
e.	Date(s) of approval by the Board ,if any	30.05.2014
f.	Amount paid as advances, if any	Nil

4. Details of material contracts or arrangement or transactions at arm's length basis

a.	Name(s) of the related party and nature of relationship	Minihyd Hydraulics Limited (Influence by KMP)
b.	Nature of contracts/arrangements/transactions	Purchase of Raw Materials etc
c.	Duration of the contracts/arrangements/transactions	5 years
d.	Salient terms of the contracts or arrangements or transactions including the value, if any	In tune with market parameters, Estimated annual value of Rs. 5 crore
e.	Date(s) of approval by the Board ,if any	30.05.2014
f.	Amount paid as advances, if any	Nil

Faridabad
13th August 2016

ON BEHALF OF THE BOARD OF DIRECTORS
for CENLUB INDUSTRIES LIMITED

V.K.Mittal
Managing Director
DIN: 00006398

V.K.Gupta
Whole time Director
DIN: 00006461

Information as per Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 forming part of the Directors' Report for the year ended March 31, 2016.

A. CONSERVATION OF ENERGY

Company has been doing quite a good work in this regard.

1. The electrical appliance/motor for products as well as internal testing is done and supplied with IE2 motor which is approximately saving 10% of energy. Side by side instead of DG sets VFD appliances are used which give 100% utilization of power against loss of 50 to 60% power by DG sets.

Our company has transparent roof on some areas where we can use solar light instead of tube as required by works.

2. As regard ultimate source of energy, company has done home work for putting solar energy equipment of 20 KW. This will be done on available of roof area.
3. The capital investment for putting solar energy panel shall be around 20 Lacs.

TECHNICAL OBSERVATION

All our equipments particularly Oil Circulatory System are made as per API/ASME/ANSI standards, which are the most modern standards in the world.

Our equipments are protected by IP45/IP54 measures. Due to various international standards, our products became more efficient and internationally competitive, technically. As regards price reduction is concerned it is not immediately achievable but efforts are being made to achieve the goal for cost reduction / product development. Many of our products are already coming into imports substitute.

CENLUB is also a member of Lubrication Equipment Sectional Committee, PGD 19 and we keep on attending the meeting at Bureau of Indian Standards, Manak Bhavan, New Delhi

TECHNOLOGY ABSORPTION

- I The benefits derived like products improvement, cost reduction, product development, import substitution :

Due to various international standards, our products of course became more efficient and internationally competitive technology.

As regards price reduction is concerned, it is not immediately achievable, but efforts are being made to achieve the goal. For cost reduction / product development. Many of our products are already accepted as Import Substitute.

B. FOREIGN EXCHANGE EARNINGS AND OUTGO.

Details of Foreign Exchange, Earnings and Outgo are given as below:-

(Rs. in Lacs)

Particulars	31.03.2016	31.03.2015
Foreign Exchange earning	156.88	195.28
Foreign Exchange outgoing	-	-

DETAILS OF REMUNERATION UNDER SECTION 197 OF COMPANIES ACT 2013 AND RULE 5 OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANGERIAL PERSONNEL RULES, 2014)

A. Details as per Section 197 and Rule 5(1)

- (i) Ratio of the remuneration of each Director to the median remuneration of the employee of the Company for the Financial Year 2015-16, Perfect increase in remuneration of Chief Financial Officer, Chief Executive Officer, Company Secretary or Manger, if any, in the Financial Year 2015-16

(Rs. in Lacs)

Sr. No.	Name of Executive Director / KMP	Designation	Ratio of Remuneration of each Director to median Remuneration of employee	Percentage increase in remuneration from previous year
01	Vijendra Kumar Mittal	Chairman,Managing Director	7.69	Nil
02	Madhu Mittal	Whole Time Director	2.15	Nil
03	Aman Mittal	Whole Time Director	3.07	Nil
04	Ansh Mittal	Whole Time Director	3.07	Nil
05	Virendra Kumar Gupta	Whole Time Director	2.15	Nil

The Non- Executive Independent Director of the Company are paid sitting fee only within the limits as prescribed under the Companies Act 2013. The median remuneration of employees in the Financial Year 2015-16 was increase by 0 %

- (ii) The Company has 119 permanent employees on its rolls on standalone basis on March 31, 2016
- (iii) Explanation on the relationship[between average increase in remuneration and Company performance during Financial Year 2015-16.

Profit of the Company on standalone basis (without considering Exceptional item)decreased by 15.86% in the Financial Year 2015-16 as compared to the previous Financial Year. The average increase in employee's remuneration in Financial Year 2015-16 was 1.50% which was in line with Industry Standards. While recommending increase in employee's remuneration, Company considered the financial performance of the Company, Industries Benchmarking, and inflation level.

- (iv) Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company during the Financial Year 2015-16. Remuneration of the senior employees, including key Managerial Personnel includes Performance Linked Bonus (PLB) payable on annual basis. The PLB pay-out is decided on the basis of the performance of the Company as a whole and individual performance.
- (v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.

Mr. Virendra Kumar Gupta, whole time Director of the Company is also working as CFO and Drawing the revolution in the capacity of whole time director only.

- (vi) Comparison of each remuneration of the key Managerial Personnel against the performance of the Company during the Financial Year 2015-16

B. Details as per Section 197 and Rules 5(2) and 5(3):

- During the Financial Year 2015-16 no employee including the Managing Director, Received remuneration in excess of sixty lacs rupees while working for the whole year or five lacs rupees per month while working for the part of the year.
- During the Financial Year 2015-16 no employee, posted and working in a Country outside India, not being Directors or their relatives, draw more than sixty lacs as per Financial Year or 5lacs rupees per month.

FORM No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH 2015
[Pursuant to section 204(1) of Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
CENLUB INDUSTRIES LIMITED
(CIN No.: L67120HR1992PLC035087)
PLOT NO. -233 & 234, SECTOR-58,
FARIDABAD -121004

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

We report that

- a) Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- b) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed, provide a reasonable basis for our opinion.
- c) We have not verified the correctness and appropriateness of the financial statements of the Company.
- d) Wherever required, we have obtained the Management representation about the compliances of laws, rules and regulations and happening of events etc.
- e) The compliance of the provisions of the corporate and other applicable laws, rules, regulation and standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
- f) The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended 31st March, 2016 complied with the statutory provisions listed hereunder. The Company has proper Board - processes and compliance -mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended March 31st, 2016 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under/ Companies Act, 1956 (wherever applicable);
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye- laws Framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (wherever applicable);
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act,1992('SEBI Act') :-
 - a) The securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015/ the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- d) The securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999/ The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the Audit Period);
- e) The securities and Exchange Board of India (Issue and Listing Of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit Period);
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit Period);
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit Period); and
- i) The Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 applicable w.e.f. December 1, 2015;

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

- i. Secretarial Standard on Meetings of the Board of Directors issued by The Institute of Company Secretaries of India applicable w.e.f. July 01, 2015.
- ii. Listing Agreements (applicable upto November 30, 2015) entered into by the Company with BSE Limited.

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

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

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

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

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

FOR SHREYANSH JAIN & ASSOCIATES

Company Secretaries

(SHREYANSH PRATAP JAIN)

Company Secretary

Membership No.: 25359

Certificate of Practice No.: 9515

Place: Delhi

Date: 13.08.2016

CORPORATE GOVERNANCE

Company's Philosophy on Corporate Governance:

Cenlub Industries Limited has consistently aimed at developing and internalising such policies and implementing best-in-class actions that make it a good model for Corporate Governance. SEBI has notified SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on September 2, 2015. These Regulations came into effect from December 1, 2015. To that effect, Cenlub Industries Limited has adopted practices mandated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 under Corporate Governance and has established procedure and systems to be fully compliant with it. The procedure and systems are reviewed periodically to ensure continued relevance, effectiveness and responsiveness to the needs of the Shareholders.

The Company is in compliance with the requirements stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regard to the Corporate Governance, applicable for the year 2015-16.

BOARD OF DIRECTORS

Composition of the Board

The Company's policy is to maintain an optimum combination of Executive and Non -Executive Directors. As on March 31, 2016, Cenlub Board comprises of ten (10) Directors. The Board consists of the five (5) Executive Directors (including Chairman and Managing Director, who is a promoter Director) and five (5) Non-executive Independent Directors. The composition of the Board is in conformity with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Details of the composition of the Board of Directors are given in **Table 1**.

Number of Board Meetings

In 2015-16, the Board of the Company met (10) ten times: on May 04,2015 , May 28,2015, July 20,2015, August 13,2015, October 03,2015, November 14,2015, December 02,2015,December 30,2015, February 13,2016, March 31,2016. The gap between any two meetings does not exceed one hundred and twenty days.

Directors Attendance Record and Directorships

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year 2015-16, the last Annual General Meeting(AGM) held on September 30th , 2015 and the number of Directorships & Committee Chairmanships/ Memberships held by them in other Indian public limited companies as on March 31,2016,are given herein below:

Table1: Composition of the Board of Director etc. for the year 2015-16

Name of the Director	Category	Attendance Particulars			No. of Directorships and Committee Memberships/ Chairmanships in India Companies as on March 31 2016*		
		Number of Board Meetings		Last AGM	Number of Directorship(s) held in Indian Companies*	Committee Membership(s) held in Indian Public Ltd. Companies	Committee Chairman ship(s) held in Indian Public Ltd. Companies
		Held	Attended				
Mr. Vijendra Kumar Mittal	Executive	10	9	Yes	3	1	Nil
Mrs. Madhu Mittal	Executive	10	10	Yes	1	Nil	Nil
Mr. Aman Mittal	Executive	10	7	No	1	Nil	Nil
Mr. Virendra Kumar Gupta	Executive	10	9	Yes	2	Nil	Nil
Mr. Ansh Mittal	Executive	10	9	Yes	2	Nil	Nil
Mr. Dinesh Kaushal	Independent	10	4	Yes	9	1	1
Mr. Ashok Kumar Agarwal	Independent	10	5	No	1	3	1
Mr. Ankur Garg**	Independent	10	4	No	1	Nil	Nil
Mr. Om Prakash Verma	Independent	10	5	Yes	1	1	Nil
Mr. Krishna Gopal Gupta	Independent	10	5	No	3	3	1

* Other directorships do not include foreign companies. In accordance with Regulation 26(1)(b) of Sebi (Listing Obligations and Disclosure Requirements) Regulations, 2015 Memberships/Chairmanships of only the Audit Committee and Stakeholders' Relationship Committee in all Indian Public limited companies have been considered.

**Mr Ankur Garg has been resigned from the Directorship with effect from 31st March 2016. However, he attended the board Meeting of Directors held on 31st March 2016 as Director of the company. Audit Committee , Nomination Committee and Stakeholder Relationship Committee was reconstituted due to resignation of Mr Ankur Garg from the directorship w.e.f 31st March 2016

Independent Directors

As mandated by Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, the Independent Directors on Cenlub Industries Limited's Board:

- are person of integrity and possesses relevant expertise and experience;
- (i) are not a promoter of the Company or its holding, subsidiary or associate company;
- (ii) are not related to promoters or directors in the Company, its holding, subsidiary or associate company;
- apart from receiving director's remuneration, has or had no material pecuniary relationship with the Company, its holding, subsidiary or associate company or their promoters or directors, during the two immediately preceding financial years or during the current financial year; or none of whose relatives has or had pecuniary relationship or transaction with the Company, its holding, subsidiary or associate company or their promoters or directors, amounting to two per cent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year; or who, neither himself/ herself, nor any of his/her relatives:

holds or has held the position of a key managerial personnel or is or has been employee of the Company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;

is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of:

- (a) a firm of auditors or company secretaries in practice of the Company or its holding, subsidiary or associate company; or
- (b) any legal or a consulting firm that has or had any transaction with the Company, its holding, subsidiary or associate company amounting to 10% (Ten percent) or more of the gross turnover of such firm; holds together with his relatives 2% (Two percent) or more of the total voting power of the Company; or
- is a Chief Executive or Director, by whatever name called, of any non-profit organization that receives 25% (Twenty-five percent) or more of its receipts from the Company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% (Two percent) or more of the total voting power of the Company;

Familiarisation Programme for Independent Directors

The Independent Directors are provided with necessary documents/brochures, reports and internal policies to enable them to familiarise with the Company's procedures and practices. Periodic presentations are made at the Board and Board Committee Meetings, on business and performance updates of the Company, global business environment, business strategy and risks involved. Detailed presentations on the Company's business segments are made at separate meetings of the Independent Directors held during the year. Quarterly updates on relevant statutory changes and landmark judicial pronouncements encompassing important laws are regularly circulated to the Directors. Site visits to various plant locations are organised for the Directors to enable them to understand the operations of the Company. The details of such familiarization programmes for Independent Directors are posted on the website of the Company.

Information Supplied to the Board

Among others, information supplied to the Board includes:

- Annual operating plans of businesses and budgets and any updates thereof;
- Capital budgets and any updates thereof;
- Quarterly results for the Company ;
- Minutes of the meetings of the Audit Committee, other Committees of the Board and minutes of meetings of Subsidiary Companies;
- The information on recruitment and remuneration of senior officers just below the level of Board, including the appointment or removal of Chief Financial Officer and Company Secretary;
- Show cause, demand, prosecution notices and penalty notices, which are materially important;
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems;
- Any material default in financial obligations to and by the Company or substantial non-payment for goods sold by the Company;
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order, which may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company;
- Making of loans and investment of surplus funds;
- General notices of interests of Directors;
- Constitution/Reconstitution of Board Committees;
- Appointment, remuneration and resignation of Directors;
- Dividend declaration;
- Significant changes in accounting policies and internal controls;

- Details of any joint venture or collaboration agreements;
- Transactions that involve substantial payment towards goodwill, brand equity or intellectual property;
- Significant labour problems and their proposed solutions, any significant development on human resources/industrial relations front like signing of wage agreement, implementation of voluntary retirement scheme etc.;
- Sale of material nature of investments, subsidiaries, assets which are not in the normal course of business;
- Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material;
- Non-compliance of any regulatory, statutory nature or listing regulations and shareholders' service, such as nonpayment of dividend, delay in share transfer, if any, and others;
- Declaration of Independent Directors at the time of appointment/annually;
- Takeover of a Company or acquisition of a controlling of a substantial stake in another Company;
- Appointment of and fixing of remuneration of the Auditors as recommended by the Audit Committee;
- Annual financial results of the Company, Auditors' Report and the Report of the Board of Directors; and
- Compliance Certificates for all the laws as applicable to the Company.

The Board of Directors of Cenlub Industries Limited is presented with detailed notes, along with the agenda papers, well in advance of the meeting. All material information is incorporated in the agenda for facilitating meaningful and focused discussions at the meeting. Where it is not practical to attach any document to the agenda, the same is tabled before the meeting with the specific reference to this effect in the agenda. In special and exceptional circumstances, additional or supplementary items on the agenda are permitted. The Board periodically reviews compliance reports of laws applicable to the Company, prepared and placed before the Board by the Management.

Separate Meeting of the Independent Director was held on 19th March 2016.

CEO/MD and CFO Certification

The Chairman and Managing Director and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Regulation 17 read with Part B of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said certificate is annexed and forms part of the Annual Report. The Chairman and Managing Director and the Chief Financial Officer also give quarterly certification on financial results, while placing the financial results before the Board in terms of Regulation 33(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Code of Conduct

The Company has adopted a Code of Conduct (the Code) for Directors and Senior Management of the Company. The Code has been circulated to all the members of the Board and Senior Management and the same is available on the Company's website at the link: <http://cenlub.in>. The Board members and Senior Management personnel have affirmed their compliance with the code. A declaration to this effect signed by the Chairman and Managing Director of the Company is contained in this Annual Report.

COMMITTEES OF THE BOARD

As on March 31, 2016, the Company has Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Finance and Risk Management Committee. The Board Committees are set-up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by the members of the respective Board Committees.

The Company's guidelines relating to Board Meetings are applicable to Committee Meetings, as far as may be practicable. Each Committee has the authority to engage outside experts, advisors and counsels to the extent it considers appropriate to assist in its work. Minutes of the proceedings of the Committee Meetings are placed before the Board Meeting for perusal and noting. The Company Secretary acts as the Secretary of all the Committees.

1. AUDIT COMMITTEE

The Audit Committee comprised of Mr. Dinesh Kaushal (Chairman), Mr. K.G.Gupta, and Mr. Ankur Garg. This was reconstituted on 31st March 2016 due to resignation of Mr. Ankur Garg from the directorship of the Company. After such reconstitution, the committee consisting of the following directors :

1. Mr. Dinesh Kaushal, Independent Director, Chairman
2. Mr. K.G.Gupta, Independent Director
3. Mr. Ashok Kumar Aggarwal, Independent Director

All the members of the Audit Committee possess accounting, economic, legal and financial management expertise. The composition of the Audit Committee meets with the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Annual General Meeting held on Wednesday, September 30, 2015 was attended by the Chairman of the Committee, Mr. Dinesh Kaushal, to answer shareholders' queries.

The Audit Committee assists the Board in discharging of its responsibility to oversee the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements. The Committee's purpose is to oversee the accounting and financial reporting statements, the appointment, independence, performance and remuneration of the Statutory Auditors, including the Cost Auditors and the performance of Internal Auditors of the Company.

Meetings:

The Audit Committee met 5 (Five) times during the year 2015-16 on 26th May 2015, 11th August 2015, 10th November, 2015, 10th February 2016 and March 31, 2016.

Table 2: Attendance record of Audit Committee members for 2015-16

Name of the Member	Nature of Membership	Meeting details	
		Held	Attended
Dinesh Kaushal	Chairman	5	4
Ankur Garg	Member	5	5
K.G.Gupta	Member	5	4

The Meetings of the Audit Committee are also attended by the Chairman and Managing Director, Executive Directors, Chief Financial Officer, Statutory Auditors, Internal Auditors and other Management Representatives as special invitees as and when required. The Company Secretary acts as the Secretary to the Audit Committee.

Powers of the Audit Committee:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Role of the Audit Committee inter alia includes the following:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company;
- Approval of payment of remuneration to Statutory Auditors for any other services rendered by the Statutory Auditors;
- Reviewing, with the management, the Annual Financial Statement and Auditor's Report thereon before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of Section 134(3)(c) of the Companies Act, 2013.
 - Changes, if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgment by management.
 - Significant adjustments made in the Financial Statement arising out of audit findings.
 - Compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and other legal requirements relating to Financial Statement.
 - Disclosure of any related party transactions.
 - Qualifications in the draft Audit Report.
- Reviewing, with the management, the quarterly Financial Statement before submission to the Board for approval;
- Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public issue, rights issue, preferential issue, etc. and making appropriate recommendations to the Board to take steps in the matter
- Review of quarterly/annual statement of deviations including report of monitoring agency, if applicable, for public issue, rights issue, preferential issue, etc. before submitting the same to stock exchanges.
- Review and monitor the Auditor's independence and performance and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing with the management, performance of Statutory and Internal Auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department staffing and seniority of the official heading the department ,reporting structure coverage and frequency of internal audit;
- Discussion with Internal Auditors of any significant findings and follow up thereon;
- Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

- To review the functioning of the Whistle Blower Mechanism;
- Approval of appointment of CFO after assessing the qualifications, experience and background, etc. of the candidate; and
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Review of information by the Audit Committee:

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- Management letters/letters of internal control weaknesses issued by the Statutory Auditors;
- Internal audit reports relating to internal control weaknesses, if any;
- The appointment, removal and terms of remuneration of the Internal Auditors is subject to review by the Audit Committee;
- The Financial Statement, in particular, the investments made by the unlisted subsidiaries of the Company, in view of the requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Details of material individual transactions with related parties, which are not in the normal course of business;
- Details of material individual transactions with related parties or others, which are not at arm's length basis, along with management's justification for the same;
- Review and monitor the Auditor's independence and performance and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary; and
- Evaluation of internal financial controls and risk management systems.

2. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee comprised of Mr. Krishna Gopal Gupta (Chairman), Mr. Om Prakash Varma and Mr. Ankur Garg. This was reconstituted on 31.03.2016 due to resignation of Mr. Ankur Garg from the directorship of the Company. After such reconstitution, the committee consisting of the following directors

1. Mr. K. G. Gupta, Independent Director, Chairman
2. Mr. O. P. Verma, Independent Director
3. Mr. Ashok Kumar Aggarwal, Independent Director

Terms of Reference:

- To identify qualified persons to become Directors and Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and to carry out evaluation of every Director's performance;
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees;
- To extend or continue the term of appointment of the Independent Director based on the performance report of Independent Directors; and o To act in terms of any consequent statutory modification(s) /amendment(s)/revision(s) to any of the applicable provisions to the said Committee.

Meetings:

The Nomination and Remuneration Committee held once during the year 2015-16 on March 28, 2016.

Table 3: Attendance record of Nomination and Remuneration Committee for 2015-16

Name of the Member	Nature of Membership	Meeting details	
		Held	Attended
K.G.Gupta	Chairman	1	1
O.P.Verma	Member	1	1
Ankur Garg	Member	1	1

3. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Stakeholder Relationship Committee comprised of Mr. Ashok Kumar Agarwal (Chairman), Mr. Vijendra Kumar Mittal and Mr. Ankur Garg. This was reconstituted on 31st March 2016 due to resignation of Mr. Ankur Garg from the Directorship of the Company. After such reconstitution, the committee consisting of the following directors

1. Mr.Ashok Kumar Agarwal, Non-Executive Director, Chairman
2. Mr. V.K.Mittal, Chairman and Managing Director
3. Krishna Gopal Gupta, Independent Director

Terms of Reference:

- To specifically look into the redressal of grievances of shareholders, debenture holders and other security holders;
- To consider and resolve the grievances of the security holders of the Company including complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends; and
- To act in terms of any consequent statutory modification(s)/amendment(s)/revision(s) to any of the applicable provisions to the said Committee.

Meetings:

The Stakeholders Relationship Committee met twice during the year 2015-16 on 23rd July 2015, 09th January 2016 and 21st March 2016.

Table 4: Attendance record of Stakeholders Relationship Committee for 2015-16

Name of the Member	Nature of Membership	Meeting details	
		Held	Attended
Ashok Kumar Agarwal	Chairman	3	3
V.K. Mittal	Member	3	3
Ankur Garg	Member	3	3

Compliance Officer

Ms .Komal Gupta, Company Secretary , is the Compliance Officer for complying with requirements of Securities Laws and SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015.

Table 5: Number and nature of complaints received and redressed during the year 2015-16

Investors' complaints attended and resolved during 2015-16

Investors' Complaints	Attended/resolved during 2015-16
Pending at the beginning of the year	Nil
Received during the year	8
Disposed of during the year	8
Remaining unresolved at the end of the year	Nil

SEBI Complaints Redress System (SCORES)

The investor complaints are processed in a centralized web-based complaints redressed system. The salient features of this system include Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of action taken on the complaints and its current status.

Designated Exclusive E-mail-ID

The Company has also designated the e-mail-id: investors@cenlub.in exclusively for investor servicing.

REMUNERATION OF DIRECTORS

Information on remuneration of Directors for the year ended March 31, 2016 are given below in Table 6:

Table 6: Remuneration paid or payable to Directors for the year ended March 31, 2016 and relationships of the Directors with each other

(Rs. In Lacs)

Name of the Director	Relationship with other Directors*	Sitting Fees**	Salary and Perquisites	Provident Fund and Superannuation Fund	Commission***	Total
Mr. V.K.MITTAL (Chairman and Managing Director)	None	NA	30.00	3.60	Nil	33.60
Smt. Madhu Mittal	Wife of Mr. V.K.Mittal	NA	8.40	0.72	Nil	9.12
Mr.V.K.Gupta	None	NA	8.40	0.72	NIL	9.12
Mr.Aman Mittal	Son of Mr. V.K.Mittal	NA	12.00	1.44	NIL	13.44
Mr. Ansh Mittal	Son of Mr. V.K.Mittal	NA	12.00	1.00	NIL	13.00
Mr. Dinesh Kaushal	None	0.12	N.A	-	NIL	0.12
Mr. O.P.Verma	None	0.16	N.A	-	NIL	0.16
Mr.Ashok K.Agarwal	None	0.16	N.A	-	NIL	0.16
Mr. K.G.Gupta	None	0.16	N.A	-	NIL	0.12
Mr. Ankur Garg	None	0.12	N.A	-	NIL	0.12

Notes:

*Determined on the basis of criteria of Section 2(77) of the Companies Act, 2013.

**Sitting fees include payment of fees for attending Board meetings.

***Commission proposed and payable after approval of accounts by the shareholders in the ensuing Annual General Meeting (AGM).

Further, Company would make all travelling and other arrangements for Directors for their participation in the Board and other Committee meetings or reimburse such expenses, if any.

The remuneration payments in the Company are made with an aim of rewarding performance based on review of achievements. The remuneration levels are in consonance with the existing industry practices.

Payments to Non-Executive Directors are decided based on multiple criteria of seniority/experience, number of years on the Board, Board/Committee meetings attended, Director's position on the Company's Board Committees, other relevant factors and performance of the Company. There are no pecuniary relationships or transactions of the Non-Executive Directors vis-a-vis the Company.

Details of equity shares of the Company held by Directors as on March 31, 2016 are given below in **Table 7**.

Table 7: Details of equity shares of the Company held by Directors as on March 31, 2016

Name of the Director	Number of equity Shares held of Rs.10-each
Mr. V.K.Mittal	444857
Smt.Madhu Mittal	491168
Mr. Aman Mittal	176439
Mr. Ansh Mittal	342342
Mr. V.K.Gupta	19950
Mr. Dinesh Kaushal	8500
Mr. K.G.Gupta	1000
Mr. Ashok Kr. Agarwal	300

Other Directors do not hold any equity shares of the Company.

None of the Non-Executive Directors holds any Convertible Instruments as on March 31, 2016.

APPOINTMENT/RE-APPOINTMENT OF DIRECTORS

As per the provisions of the Companies Act, 2013 ('the Act'), two-thirds of the total number of Directors (other than Independent Directors) should be retiring Directors. One-third of these retiring Directors are required to retire every year, and if eligible, these Directors qualify for re-appointment by the members at the Annual General Meeting.

Pursuant to the provisions of the Act, Mr Ansh Mittal (DIN: 00041986) retires by rotation at the ensuing Annual General Meeting, and being eligible, offers himself for re-appointment.

Mr Dinesh Kaushal (DIN: 00006490) retires by rotation at the ensuing Annual General Meeting, and being eligible, offers himself for re-appointment.

Smt. Sujata Arora (Din: 07585453) is proposed to be appointed Additional Director as well as Independent Director of the Company for a period of 5(five) years, with effect from August 13, 2016, Subject to approval by shareholders.

Smt. Madhu Mittal (DIN: 00006418) is proposed to be Re-appointed as Executive Director of the Company for a period of three (3) years, with effect from April 1, 2016, subject to approval by the shareholders.

Shri Ansh Mittal (DIN: 00041986) is proposed to be Re-appointed as Executive Director of the Company for a period of three (3) years, with effect from May 1, 2016, subject to approval by the shareholders.

Mr. V.K. Mittal (DIN: 00006398) is proposed to be Re-appointed as Managing Director of the Company for a period of three (3) years, with effect from June 1, 2016, subject to approval by the shareholders.

Shri Aman Mittal (DIN: 00006435) is proposed to be Re-appointed as Executive Director of the Company for a period of three (3) years, with effect from August 1, 2016, subject to approval by the shareholders.

A detailed profile of Smt. Madhu Mittal, Mr Ansh Mittal, Mr. V.K. Mittal and Mr. Aman Mittal who is eligible for re-appointment has been provided separately by way of an Annexure to the Notice for the Annual General Meeting, as required under the Act and the SEBI (Listing Obligation and Disclosure Requirements), 2015 (hereinafter called as 'Listing Regulations'). Explanatory statements on the resolutions proposed for appointment are also provided therein, as required by the Act.

GENERAL BODY MEETINGS

Annual General Meeting

Date, time and venue for the last 3 (Three) Annual General Meetings are given in Table 8 below:

Table 8: Details of last three Annual General Meetings

Financial Year	Date	Time	Venue	Special Resolutions Passed
2012-13	28/09/2013	9.00 a.m	Aggarwal Sewa Sadan D-48, Sector-11, Faridabad, (Haryana)	None
2013-14	27/09/2014	9.00A.M	Aggarwal Sewa Sadan D-48, Sector-11, Faridabad, (Haryana)	<ol style="list-style-type: none"> 1. Reappointment of Smt. Madhu Mittal as a whole time director 2. Reappointment of Mr. V.K Gupta as a whole time Director 3. Authority to the for mortgage of properties of Company 4. Authority to the Board to Borrow money. 5. Related Party Transactions of the Company with Minihyd Hydraulics Limited 6. Related Party Transactions of the Company with Shree Ganpati Boxmaker Pvt. Limited 7. Related Party Transactions of the Company with Ganpati Handtex Pvt.Limited
2014-15	30/09/2015	9.15A.M	Aggarwal Sewa Sadan D-48, Sector-11, Faridabad, (Haryana)	<ol style="list-style-type: none"> 1. Alteration in Memorandum of Association as per Companies Act, 2013 2. Adoption of new set of Article of Association of the Company as per Companies Act, 2013,.

No Extraordinary General Meeting of the Members was held during the year 2015-16.

Postal Ballot

No resolution was passed through Postal Ballot during the year 2015-16.

None of the businesses proposed to be transacted in the ensuing Annual General Meeting require passing a Special Resolution conducted through Postal Ballot.

Subsidiary Companies

Cenlub Industries Limited has 1 (One) subsidiaries viz . Ganpati Handtex Pvt. Ltd, in India, whose turnover does not exceed the materiality limit prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The details of these subsidiaries are reported elsewhere in this report.

DISCLOSURES

Related Party Transactions

All transactions entered into with related parties during the financial year were in the ordinary course of business. These have been approved by the Audit Committee. The Board has approved a policy for related party transactions which has been uploaded on the Company's website none of the transactions with any of the related parties were in conflict with the interest of the Company. Attention of the Members is drawn to the disclosure set out in notes to Financial Statement.

The related party transactions are entered into based on consideration of various business exigencies, such as synergy in operation, sectorial specification and the Company's long-term strategy for sectorial investments, market share optimisation, profitability, legal requirements, liquidity and capital resources.

Management Discussion and Analysis

This Annual Report has a detailed chapter on Management Discussion and Analysis (MDA) and includes discussion on various matters specified under Regulation 34(2)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Disclosure by Management to the Board

Disclosures relating to financial and commercial transactions where senior management may have personal interest that might have been in potential conflict with the interest of the Company are provided to the Board.

Details of Non-Compliance

Cenlub Industries Limited has complied with all the requirements of regulatory authorities. There has been no instance of non compliance by the Company on any matter related to capital market during the last three years and hence, no penalties/ strictures were imposed on the Company by the Stock Exchanges or SEBI or any Statutory Authority on any matter related to capital market during the last 3 (Three) years.

Whistle Blower Policy

The Company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior. The Company has adopted a Whistle Blower Policy and has established the necessary Vigil Mechanism for employees and Directors to report concerns about unethical behavior. The Whistle Blower Policy complies with the requirements of Vigil Mechanism as stipulated under Section 177(9) of the Companies Act, 2013. The policy comprehensively provides an opportunity for an employee and Director to report the instances of unethical behavior, actual or suspected fraud or any violation of the Code of Conduct and/or laws applicable to the Company and seek redressal. The policy provides for a mechanism to report such concerns to the Audit Committee through specified channels. The policy is being communicated to the employees and also posted on Company's intranet. The details of establishment of Whistle Blower Policy/Vigil Mechanism have been disclosed on the Company's website.

Policy on Determining "Material" Subsidiaries

This Policy is framed in accordance with the requirement of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory enactments/amendments thereof) and is intended to identify Material Subsidiaries and to establish a governance framework for such subsidiaries. The details of policy on determining "Material" subsidiaries have been disclosed on the Company's website.



COMPLIANCE WITH MANDATORY AND NON-MANDATORY REQUIREMENTS

The Company has complied with the applicable mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has adopted following non-mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board

The Company has Executive Chairman and the office with required facilities is provided and maintained at the Company's expenses for use of the Chairman.

Shareholder Rights

Half yearly financial results are forwarded to the stock exchanges and uploaded on the website of the Company like Quarterly results.

Audit Qualification

The Company is in the regime of unqualified financial statement.

MEANS OF COMMUNICATION

Cenlub Industries Limited puts forth vital information about the Company and its performance, including quarterly results, official news releases and communication to investors and analysts on Company's website: www.cenlub.in regularly for the benefit of the public at large.

During the year, the quarterly, half-yearly and annual results of the Company's performance have been published in leading newspapers, such as Millennium Post and Samachar Jagat and Financial Express and Jansatta (all editions) News releases, official news and media releases are sent to the stock exchanges.

Website

The Company's website contains a separate dedicated section titled "Investors". The basic information about the Company, as called for in terms of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided on the Company's website: www.cenlub.in and the same is updated from time to time.

Presentations to Institutional Investors/Analysts

Detailed presentations are made to Institutional Investors and Financial Analysts on the unaudited quarterly financial results as well as the annual audited financial results of the Company.

SHAREHOLDERS

Annual Report

Annual Report containing, inter alia, Audited Financial Statements, Consolidated Financial Statements, Board's Report, Independent Auditor's Report and other important information, is circulated to members and others entitled thereto. The Management Discussion and Analysis Report and Business Responsibility Report forms part of the Annual Report and is displayed on the Company's website: www.cenlub.in .



Support Green Initiative of MCA

The Ministry of Corporate Affairs, Government of India, has taken a "Green Initiative in the Corporate Governance by allowing paperless compliances by Companies vide General Circular 17/2011 dated April 21, 2011, in terms of which the Company has been forwarding such documents through electronic mode. Company requests Shareholders to provide their e-mail addresses to enable Company to forward the notices/documents through e-mail, to the maximum possible extent in order to support green initiative. Members are once again requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants and members who hold shares in physical form with the Company at its e-mail address at investors@cenlub.in or at its registered office at Secretarial Department, Plot No-233-234 ,Sector-58, Faridabad-121004 (Haryana).

GENERAL SHAREHOLDER INFORMATION

Company Registration Details

The Company is registered in the State of Delhi and Haryana, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is: L67120HR1992PLC035087

ANNUAL GENERAL MEETING

Day : Friday

Date : September 30, 2016

Time : 9:15 a.m.

Venue : Terapanth Bhawan, D-2/13, Anuvrat Marg, Sector-10, DLF, Faridabad (Haryana)

FINANCIAL YEAR

April 1, 2015 to March 31, 2016.

For the year ended March 31, 2016, results were announced on:

- o August 13, 2015 : First quarter
- o November 14, 2015 : Half yearly
- o February 13, 2016 : Third quarter
- o May 28, 2016 : Annual

Quarterly results of the Company are published in Millennium Post and Samachar Jagat and Financial Express and Jansatta (all editions) and are displayed on the Company's website: www.cenlub.in

Key financial reporting dates for the financial year 2016-17:

Quarter ending June 30, 2016	: on or before August 14, 2016
Quarter ending September 30, 2016	: on or before November 14, 2016
Quarter ending December 31, 2016	: on or before February 14, 2017
Audited results for the Financial Year 2016-17	: on or before May 30, 2017



BOOK CLOSURE

The books will be closed from Saturday, September 24, 2016 to Friday, September 30, 2016 (both days inclusive).

Dividend

The Profit of the company has been slightly reduced as compared to last year. Also, due to the additional borrowings made for implementing the capital projects under expansion, there is an increase in the commitments towards repayments to the lending banks. As such, Board of Directors feel appropriate not to recommend any dividend for the Financial Year 2015-2016.

Unclaimed dividends

The shareholders who have not encashed their dividend warrants for the years 2010-11 and 2011-2012 onwards are requested to claim the amount from Beetal Financial Services (P) Ltd/registered office of the Company.

As per section 205 C of the Companies Act, 1956, any money transferred by the Company to the unpaid dividend account and remaining unclaimed for a period of seven years from the date of such transfer shall be transferred to a fund called 'The Investor Education and Protection Fund' (IEPF) set up by the Central Government. No claims shall lie against the fund or the Company in respect of amount so transferred.

Further, the Ministry of Corporate Affairs vide its notification dated 10 May 2012 prescribed the Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 which mandates all the companies to file the particulars of all the unclaimed and unpaid amounts through e-form 5 INV on the web portal of MCA <http://www.iepf.gov.in/IEPF/services.html> and subsequently also upload the data on the website of the Company, dividends for the past years 2010-11 to 2011-12 have been uploaded on the Company's website on www.cenlub.in

LISTING

Equity

Equity Shares of Cenlub Industries Limited are listed on the BSE Limited, Mumbai

BSE Script Code - 522251

Equity ISIN: INE627F01011

All annual listing fees due during the year have been paid.

STOCK DATA

Table 9 below gives the monthly high and low prices and volumes of Cenlub Industries Limited Equity Shares at BSE during the year 2015-16.

Table 9 High and Low Prices and Trading Volumes on BSE

Month	BSE Ltd.(BSE)	
	Mont's High Price (In Rs)	Mont's Low Price(In Rs)
April 2015	33.90	24.90
May 2015	29.80	23.00
June 2015	25.40	21.15
July 2015	26.80	21.05
August 2015	26.10	20.25
September 2015	22.90	19.30
October 2015	26.45	20.75
November 2015	25.00	20.65
December 2015	25.50	19.25
January 2016	24.40	20.45
February 2016	22.55	16.40
March 2016	21.75	18.50
*Price in ' per Equity Share		

Share transfer agent

The Company appointed Beetal Financial Services (P) Ltd. as its share transfer agent and accordingly, processing of share transfer/dematerialization / rematerialisation.

All physical transfers, transmission, transposition, issue of duplicate share certificate/s, issue of demand drafts in lieu of dividend warrants etc. as well as requests for dematerialization / rematerialisation are being processed at Beetal Financial Services (P) Ltd. through connectivities with National Securities Depository Ltd. and Central Depository Services (India) Ltd.

Share transfer system

Share transfers received by the share transfer agent/Company would be registered within 15 days from the date of receipt, provided the documents are complete in all respects.

Secretarial Audit for Reconciliation of Capital

In compliance with the requirements of SEBI, the Company has, at the end of every quarter, submitted a Certificate of Reconciliation of Share Capital reconciling the total shares held by both the depositories NSDL and CDSL and in physical form, duly certified by qualified Practising Company Secretaries, to the stock exchanges where the Company's securities are listed within 30 (Thirty) days of the end of each quarter and the certificate is also placed periodically before the Board of Directors of the Company at its Board Meetings.

As of the date of this report, there are no legal proceedings pending against the Company on any share transfer matter.

Code of Conduct for Prevention of Insider Trading Practices

The Securities and Exchange Board of India vide its Notification dated January 15, 2015 has notified Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (New Regulations). The New Regulations came into effect from May 15, 2015 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 shall stand repealed from that date. The Company has formulated a comprehensive Code of Conduct for Insider Trading and Fair Disclosure of Unpublished Price Sensitive Information in the securities of the Company to its Directors, Promoters, Key Managerial Personnel and Designated Persons.

SHAREHOLDING PATTERN

Table 10 Pattern of Shareholding by ownership as on March 31, 2016.

Categories	No. of Shareholders	31 March 2016	
		No of shares	% to total capital
Promoters	10	1784004	43.30
Institutions			
Mutual Funds/UTI	2	2700	0.07
Foreign Institutional Investors	1	600	0.01
Bodies Corporate	57	105953	2.57
Public	4605	2023234	49.11
NRI	31	84093	2.04
HUF	52	119216	2.90
CLEARING MEMBERS	1	200	0.00
TOTAL	4759	4120000	100

1 and 2: For definition of Promoter's shareholding and Public shareholding, refer to Regulation 38 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Table 11: Distribution Schedule as on March 31, 2016

Categories(Shares)	No of shareholders	Number of shares held	Shareholding%
1 to 5000	4,707	1504100	98.91
5001 to 10000	19	148129	0.40
10001 to 20000	16	235652	0.34
20001 to 30000	5	117684	0.10
30001 to 40000	3	112033	0.06
40001 to 50000	0	0	0
50001 to 100000	2	130865	0.04
100001 and above	7	1871537	0.15
	4759	4120000	100.00

Table 12: Dematerialisation of Shares as on March 31, 2016

Sr. No.	Mode of holding	%
1.	NSDL	70.43
2.	CDSL	13.57
3.	Physical	16.00
Total		100.00

PLANT LOCATIONS:

- I. Plot No-233 & 234, Sector-58, Ballabgarh
Faridabad – 121 004, Haryana, India
Tel. : +91-8826794470-73
Fax. : +91-129-2307263

45-B, PHASE – II
PEENYA INDL.AREA
BANGALORE – 560 058, KARNATAKA

G-2116-2117/A, NEAR KADVANI FORGE, GATE NO.3, G.I.D.C, METODA
RAJKOT-360021, GUJRAT

II. INVESTOR CORRESPONDENCE ADDRESS

Secretarial Department
Plot No-233 & 234, Sector-58, Ballabgarh
Faridabad – 121 004, Haryana, India
Tel. : +91-8826794470-73
Fax. : +91-129-2307263
Email : Investors@cenlub.in
Corporate website: www.cenlub.in

DECLARATION ON COMPLIANCE WITH THE CODE OF CONDUCT

I, V.K. Mittal, Chairman and Managing Director of Cenlub Industries Limited hereby declare that all the Board Members and senior managerial personal have affirmed for the year ended March 31, 2016, compliance with the Code of Conduct of the Company laid down for them.

V.K.Mittal
Chairman and Managing Director
DIN : 00006398

Faridabad
August 13, 2016



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

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

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

- a) We have reviewed financial statement and the cash flow statement for the year 2015-16 and that to the best of our knowledge and belief:
 - i) these statement do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2015-16 which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee:
 - i) significant changes in internal control over financial reporting during the year;
 - ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statement; and
 - iii) instances of significant fraud of which we are aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

V.K. MITTAL
Chairman and Managing Director
DIN : 00006398

V.K. GUPTA
Chief Financial Officer & WTD
DIN : 00006461

Faridabad
13th August, 2016



TO THE MEMBERS OF CENLUB INDUSTRIES LIMITED
CERTIFICATE BY THE AUDITORS ON CORPORATE GOVERNANCE

We have examined the compliance of conditions of corporate governance by Cenlub Industries Limited, for the year ended on March 31, 2016, as stipulated in chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the provisions as specified in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to Listing Agreement of the said Company with stock exchanges.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Satish Singla & Co.

Chartered accountants

ICAI Firm registration number :000882N

(CA. Satish Singla)

Partner

Membership No.:080836

Place: Faridabad

Date : 13.08.2016

MANAGEMENT DISCUSSION AND ANALYSIS

1. Global Economics

The FY 2015-16 again is slow down in the global economy. Besides this the Britain exit from Euro Zone attracted downward trend in the European demands and business confusions.

2. Industry Structure

As you know, your company caters to various sectors like Power, Steel, Paper, Machine Tools, Vehicle Chassis as well as Railways.

Our Advantage : If any sector is doing bad due to recession, the other sector may pick up.

CENLUB Industries Limited is doing R & D work to pick up new sectors like Railway Wheel Flange / Track Lubrication, Wind Turbine Lubrication etc.

3. Industry Structure and Developments :

CENLUB Industries Limited has an advantage of supplying more than 10,00,000 Lubrication system to various industries in India particularly machine tools, press tools, printing, die casting, pharmaceutical machines etc.

Since last few years CENLUB Industries Limited is doing business with Power Sectors. Our export is also good in this sector.

With dedicated efforts of our Engineers and Officers, we could get order of Track Lubrication System from Indian Railways as well as from Delhi Metro to start with.

As regards Railway lubrication system, we were doing R & D work for the last few years and now we got breakthrough in this field under "Make in India" campaign.

CENLUB Industries Limited is now trying to be a part of Wind Turbine Lubrication System. This is under our R & D activity.

4. Opportunities and threats :

In business, opportunities and threats are inseparable as mentioned last year also. Your company Directors and Management keep this in mind while taking decision to ensure that stakeholders are not adversely affected. The company's risk management team comprises various departmental heads, who meet regularly to identify the process that are exposed to risk.

Your company has done quite well from the beginning as regards machine tool lubrication is concerned and is having more than 80% market share in supplying Lubrication System for CNC machines. The production of CNC machine at present in India is little low. However, because of our effort in other sectors like Power, Earthmoving Equipment etc. we are managing the gap.

Threats :

Lately a few multinationals entered into manufacture and supply of Lubrication System in India. They are giving a very tough competition since they want to put their root in Indian market. Their prices are very competitive to start with. We are finding it difficult to do business in competition with such multinationals.

Moreover, due to insertion of new manufacturers from unorganized sector, the competition is becoming more and more tight and cheaper products are coming in the market for machine tool lubrication.

5 Outlook

This year the company is very eager to enter into Vehicle Chassis Lubrication System in big way. We have already got some orders in this field and hope to get more

During the year under review your company has been able to generate a net profit of Rs.99.97 lacs against a net profit of Rs.118.82 lacs of last year.

Our main motive is to maintain a high quality product. Our growth strategy will revolve around the premises of high quality at reasonable cost. Unfortunately there is a strong challenge now but we believe that we have strong strategy and management team to accept it.

6. Risks and concerns

The major risks in front of us are not limited to economic condition but to labour shortage, competitive market condition and new entries to the market.

We have expectation of tackling the slowing economy and facing challenging market conditions in most efficient manner.

In addition to Faridabad plant, we have two more manufacturing units i.e. at Bangalore and Rajkot. Hence, the risks are taken care from our other units depending upon the need arises.

7. Internal Control System

The company has well documented policy guidelines, defined authority levels and an exhaustive budgetary control system. It will ensure adequate internal checks and control levels. The internal audit function ensures the system of internal controls and checks, recording and reporting, safeguarding and protection of assets.

An Internal Audit Committee was laid down with responsibilities and powers which are entrusted to them so that the Internal Audit Department can work independently. The department maintains various manuals, controls and checklists that are to be carried out before execution of any activity.

Internal checks are exercised so that the various procedures laid at the time of delegation of authorities and other procedures are strictly followed. The delegation clearly indicates the powers along with the monetary limits, wherever necessary, that can be exercised by various levels of the managers in the Company.

Similarly, the Company has a well defined manuals for all the functional areas, viz., Administration, Personnel, Sales, Production, etc. These manuals contain elaborate procedures and checklist for the related activities. Necessary controls and checks are exercised by strictly adhering to the various procedures and checklist prescribed in the Manuals. Also these are updated from time to time, on ongoing basis, keeping in view the latest developments in different areas.

Proper checks and controls are exercised by the company as per the procedures prescribed in various manuals.

8. Innovation and intellectual property right

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

9. Operational Performance

Operational performance of the company is being maintained to its best. But the financial results depends on national economic condition. In the FY 15-16 there was a slowdown in Steel sector, Power sector as well as Manufacturing sector. Hence, in spite of the best efforts by the company result are not very much appreciable and upto the expectation of the management.

10. Dividend

Due to the marginal increase of profit and the decrease in the cash accruals, there is an increased pressure on the cash flows. Also, due to the additional borrowings made for implementing the capital projects under expansion, there is an increase in the commitments towards repayments to the lending banks. As such, Board of Directors feel appropriate not to recommend any dividend for the FY 15-16.

11. Material Development in Human Resources / Industrial Relation Front :

During the year the company has developed various HRD plans with in various departments in order to enhance the productivity between various employees groups. Also special steps has been taken to create awareness for growth in the minds of the employees.

The company policies included emphasis in growth and all-round development of various persons employed in company. The company had also given special emphasis on training its employees to equip themselves to face the challenges in the competitive business environment and to achieve the desired goals. I appreciate cordial relations between management and work force during the financial year 2015-16.

12. Cautionary Statement

The statement made in this report describing company's plan, projection and expectation may constitute forward looking statement within the meaning of applicable law and regulations. Actual result may defer materially from those expressed or implied.

13. Acknowledgement

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



INDEPENDENT AUDITORS REPORT

To the Members of Cenlub Industries Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of CENLUB INDUSTRIES LIMITED ("the Company") which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these (Standalone) financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, and its Profit/Loss and its Cash Flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

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

For SATISH SINGLA & CO.
Firm Regn: No. 000882N
(Chartered Accountants)

PLACE: FARIDABAD
DATE: 28.05.2016

(CA. SATISH SINGLA)
M.NO: 80836

"ANNEXURE A" TO THE INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2016, we report that:

1. **In respect of the fixed assets of the Company:**
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
 - (c) The title deeds of immovable properties are held in the name of the company.
2. The management has conducted the physical verification of inventory at reasonable intervals. No material discrepancies were noticed on physical verification of the inventory as compared to books records.
3. The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
4. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
5. The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
6. As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
7. **According to the information and explanations given to us, in respect of statutory dues:**
 - (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2016 for a period of more than six months from the date on when they become payable.
 - (b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, except Value Added Tax (as detailed below) outstanding on account of any dispute.

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

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

For SATISH SINGLA & CO.
Firm Regn: No. 000882N
(Chartered Accountants)

PLACE: FARIDABAD
DATE: 28.05.2016

(CA. SATISH SINGLA)
M.NO: 80836

"ANNEXURE B" TO THE INDEPENDENT AUDITOR'S REPORT

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

We have audited the internal financial controls over financial reporting of Cenlub Industries Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company broadly has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. There is always scope for further improvement.

**For SATISH SINGLA & CO.
Firm Regn: No. 000882N
(Chartered Accountants)**

**PLACE: FARIDABAD
DATE: 28.05.2016**

**(CA. SATISH SINGLA)
M.NO: 80836**



BALANCE SHEET AS AT 31ST MARCH, 2016

Particulars	Note	As At 31st March, 2016	As At 31st March, 2015
EQUITY AND LIABILITIES			
Shareholder's Funds			
(a) Share Capital	3	4,12,00,000	4,12,00,000
(b) Reserves and Surplus	4	11,99,41,915	10,93,04,295
Non-Current Liabilities			
(a) Long-Term Borrowings	5	1,83,75,448	4,01,40,343
(b) Deferred Tax Liabilities (Net)	6	28,83,871	27,27,017
(c) Long Term Provisions	7	92,62,749	81,02,443
Current Liabilities			
(a) Short-Term Borrowings	8	9,20,77,281	9,99,25,058
(b) Trade Payables	9	6,54,28,180	4,78,15,774
(c) Other Current Liabilities	10	1,05,54,394	2,85,51,322
(d) Short-Term Provisions	11	1,00,19,684	47,75,559
Total Equity & Liabilities		36,97,43,521	38,25,41,811
ASSETS			
Non-Current Assets			
(a) Fixed Assets			
Tangible Assets	12	9,77,89,303	6,77,56,159
Intangible Assets	12	8,08,715	9,94,189
Capital Work in Progress		-	-
		9,85,98,018	6,87,50,349
(b) Non-current investments	13	1,59,69,993	4,56,21,246
(c) Long term loans and advances	14	2,77,52,044	8,65,08,504
Current Assets			
(a) Current investments			
(b) Inventories	15	6,13,92,292	5,70,43,579
(c) Trade receivables	16	8,23,17,770	6,69,29,262
(d) Cash and cash equivalents	17	7,27,41,798	4,82,20,019
(e) Short-term loans and advances	18	1,02,37,017	89,95,562
(f) Other current assets	19	7,34,589	4,73,291
Total Assets		36,97,43,521	38,25,41,811
Significant Accounting Policies	2	0	0

The accompanying notes are an integral part of the financial statements

As per our report of even date

FOR CENLUB INDUSTRIES LIMITED

For SATISH SINGLA & CO.
(Chartered Accountants)

VIJENDRA KUMAR MITTAL
MANAGING DIRECTOR
(DIN: 00006398)

CA SATISH SINGLA
(Partner)
Membership No.: 080836
Firm Reg. No.: 000882N

KOMAL GUPTA
COMPANY SECRETARY
Membership No.: 42613

VIRENDRA KUMAR GUPTA
DIRECTOR
(DIN: 00006461)

Place : Faridabad
Date : 28-05-2016



PROFIT & LOSS STATEMENT FOR THE YEAR ENDING 31ST MARCH, 2016

Particulars	Note	As At 31st March, 2016	As At 31st March, 2015
INCOME			
Revenue from operations	20	31,34,06,113	29,81,68,142
Other Income	21	73,08,595	52,14,850
Total Revenue(I)		32,07,14,708	30,33,82,992
EXPENSES			
Cost of materials consumed		18,68,87,909	17,08,93,540
Purchase of Stock-in-Trade		-	-
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	22	(84,30,538)	(16,71,538)
Employee Benefit Expense	23	5,32,27,593	5,30,46,432
Other Expenses	24	4,92,51,129	3,93,02,886
Total Expenses (II)		28,09,36,093	26,15,71,320
Profit before Interest, Depreciation & Tax	(I - II)	3,97,78,615	4,18,11,672
Financial Costs	25	1,89,90,438	2,01,41,729
Depreciation and Amortization Expense	12	54,86,740	40,47,232
Profit before Exceptional Items and tax		1,53,01,437	1,76,22,711
Extraordinary Items		-	-
Profit before tax		1,53,01,437	1,76,22,711
Tax expense:			
Current tax		51,44,174	48,00,000
Income Tax Earlier Years		3,645	24,549
Deferred tax		1,56,854	9,15,942
Profit/(Loss) for the period		99,96,764	1,18,82,219
Earning per equity share:			
(1) Basic		2.43	2.88
(2) Diluted		2.43	2.88

The accompanying notes are an integral part of the financial statements

As per our report of even date

FOR CENLUB INDUSTRIES LIMITED

For SATISH SINGLA & CO.
(Chartered Accountants)

VIJENDRA KUMAR MITTAL
MANAGING DIRECTOR
(DIN: 00006398)

CA SATISH SINGLA
(Partner)
Membership No.: 080836
Firm Reg. No.: 000882N

KOMAL GUPTA
COMPANY SECRETARY
Membership No.: 42613

VIRENDRA KUMAR GUPTA
DIRECTOR
(DIN: 00006461)

Place : Faridabad
Date : 28-05-2016



CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2016

Sr. No.	Particulars	As At 31st March, 2016	As At 31st March, 2015
A	<u>CASH FLOW FROM OPERATING ACTIVITIES</u>		
	Net Profit Before Tax & Extraordinary Items	1,53,01,437	1,76,22,711
	<u>Adjustment For :</u>		
	Depreciation And Amortisation Expenses	54,86,740	40,47,232
	Finance Costs	1,89,90,438	2,01,41,729
	(Profit)/Loss On Sale Of Assets	66,356	(11,45,364)
	Interest/Dividends Received	(72,36,214)	(39,76,808)
	Operating Profit Before Working Capital Changes	<u>3,26,08,757</u>	<u>3,66,89,500</u>
	(Increase)/Decrease In trade & Other Receivables	(1,56,49,806)	71,00,785
	(Increase)/Decrease In Inventories	(43,48,713)	(75,00,000)
	Increase/(Decrease) In Liabilities & Provisions	<u>60,19,908</u>	<u>63,64,678</u>
	Cash Generated From Operations	1,86,30,146	4,26,54,963
	Direct Taxes (Net)	(51,47,819)	(48,24,549)
	Net Cash From/ (Used In) Operating Activities	<u>1,34,82,327</u>	<u>3,78,30,414</u>
B	<u>CASH FLOW FROM INVESTING ACTIVITIES</u>		
	Purchase Of Fixed Assets	(3,53,83,263)	(1,78,71,630)
	Sale Of Fixed Assets	6,23,354	31,36,600
	Movement In Loan	5,75,15,005	(18,72,827)
	Purchase Of Investments	2,96,51,253	(3,52,01,663)
	Interest Received	72,19,748	39,56,355
	Dividend Received	16,466	20,453
	Net Cash Used In Investing Activities	<u>5,96,42,563</u>	<u>(4,78,32,712)</u>
C	<u>CASH FLOW FROM FINANCING ACTIVITIES</u>		
	Proceeds From Borrowings	-	65,16,828
	Repayment Of Borrowings	(2,96,12,672)	-
	Finance Costs Paid	(1,89,90,438)	(2,01,41,729)
	Dividend Paid (Including Dividend Tax)	-	-
	Net Cash From Financing Activities	<u>(4,86,03,110)</u>	<u>(1,36,24,901)</u>
	Net Increase/(Decrease) In Cash And Cash Equivalents	2,45,21,780	(2,36,27,199)
	Cash And Cash Equivalents As At The Beginning Of The Year	4,82,20,019	7,18,47,218
	Cash And Cash Equivalents As At The End Of The Year	7,27,41,799	4,82,20,019
	NOTES :		
	Cash And Cash Equivalents Include :		
	- Cash, Cheques In Hand And Remittances In Transit	5,18,626	6,59,738
	- Balances With Banks	7,22,23,172	4,75,60,281

As per our report of even date

FOR CENLUB INDUSTRIES LIMITED

For SATISH SINGLA & CO.
(Chartered Accountants)

VIJENDRA KUMAR MITTAL
MANAGING DIRECTOR
(DIN: 00006398)

CA SATISH SINGLA
(Partner)
Membership No.: 080836
Firm Reg. No.: 000882N

KOMAL GUPTA
COMPANY SECRETARY
Membership No.: 42613

VIRENDRA KUMAR GUPTA
DIRECTOR
(DIN: 00006461)

Place : Faridabad
Date : 28-05-2016

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2016

1. Company overview

Cenlub Industries Limited is an engineering company primarily engaged in designing, engineering, manufacturing, supply, installation and erection of Lubrication systems.

2. Significant Accounting Policies

2.1 Basis of preparation of financial statements

The financial statements are prepared on accrual basis under the historical cost convention, modified to include revaluation of certain assets, in accordance with applicable Accounting Standards (AS) specified in the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013.

2.2 Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent liabilities on the date of the financial statements and the reported amounts of revenue and expenses during the reporting year. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future years.

2.3 Revenue recognition

Revenue from sale of goods is recognised on transfer of all significant risks and rewards of ownership in the goods to the customer.

Revenue from services is recognised on rendering of services to customers.

Interest income is recognised using the time proportion method, based on underlying interest rates.

2.4 Tangible fixed assets and capital work-in-progress

Fixed assets, including capital work in progress are stated at cost of acquisition or construction less accumulated depreciation. Cost comprises the purchase price and any directly attributable costs of bringing the asset to its working condition for the intended use. Tangible fixed assets under construction are disclosed as Capital work-in-progress.

2.5 Intangible assets

Intangible assets comprising computer software are stated at cost, including taxes, less accumulated amortisation. Computer software is amortised on a straight line basis at the rates prescribed for the computers in schedule II of Companies Act.

2.6 Borrowing Cost

Financing costs relating to borrowed funds attributable to construction or acquisition of qualifying assets for the period up to the completion of construction or acquisition of such assets are included in the cost of the assets. All borrowing costs are charged to Statement of Profit and Loss.

2.7 Impairment

The carrying values of assets are reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the amount recoverable towards such asset is estimated. An impairment loss is recognised whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognised in the Statement of Profit and Loss. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined net of depreciation or amortisation, if no impairment loss has been recognised.

2.8 Depreciation

Till the year ended 31 March 2015, Schedule XIV to the Companies Act, 1956, prescribed requirements concerning depreciation of fixed assets. From the current year, Schedule XIV has been replaced by Schedule II to the Companies Act, 2013. The applicability of Schedule II has resulted in the following changes related to depreciation of fixed assets. Unless stated otherwise, the impact mentioned for the current year is likely to hold good for future years also.

Useful lives/ depreciation rates till the year ended 31 March 2015, depreciation rates prescribed under Schedule XIV were treated as minimum rates and the Company was not allowed to charge depreciation at lower rates even if such lower rates were justified by the estimated useful life of the asset. Schedule II to the Companies Act 2013 prescribes useful lives for fixed assets which, in many cases, are different from lives prescribed under the erstwhile Schedule XIV. However, Schedule II allows companies to use higher/ lower useful lives and residual values if such useful lives and residual values can be technically supported and justification for difference is disclosed in the financial statements

Considering the applicability of Schedule II, the management has re-estimated useful lives and residual values of all its fixed assets, though these rates in certain cases are different from lives prescribed under Schedule II. This change in accounting policy did not have any material impact on financial statements of the company.

2.9 Inventories

Inventories are valued at the lower of cost and net realisable value. Cost includes all applicable costs incurred in bringing goods to their present location and condition, determined on a first in first out basis.

2.10 Foreign currency transactions

Foreign currency transactions are recorded by applying the prevailing exchange rate on transaction date. All exchange rate differences are dealt with in Profit and Loss Account.

2.11 Provisions and contingencies

A provision is created when there is a present obligation as a result of a past event that entails a probable outflow of resources and a reliable estimate can be made of the amount of the obligation. Disclosure of a contingent liability is made when there is a possible but not probable obligation or a present obligation that may, but probably will not, entail an outflow of resources. When there is an obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

2.12 Taxation

Tax expenses for the period, comprising current tax and deferred tax, is included in determining the net profit/(loss) for the year. The company provides for deferred tax using the net liability method based on the tax effect of timing differences resulting from recognition of items in the financial statement. The deferred tax charge of credit is recognised using the tax rates and tax laws that have been enacted or substantially enacted by the balance sheet date.

2.13 Employee benefits

(a) Defined-contribution plans

Contributions to the Employees' Regional Provided Fund, Superannuation Fund, Employees Pension Scheme and Employees' state Insurance are recognised as defined contribution plan and charges as expenses during the period in which the employees perform the services.

(b) Defined-benefit plans

Retirement benefits in the form of gratuity and Leave Encashment are considered as defined benefit plan and determined on actuarial valuation using the Projected Unit Credit Method at the balance sheet date. Actuarial Gains and Losses are recognised immediately in the Profit & Loss Accounts.

(c) Short term employee benefits:

Short term benefits are charged off at the undiscounted amount in the year in which the related service is rendered.

2.14 Investments

Long term investments are valued at cost. Any decline other than temporary, in the value of long-term investments, is adjusted in the carrying value of such investments. Diminution, if any, is determined individually for each long-term investment. Current investments are valued at the lower of cost and fair value of individual scrips.

2.15 Earnings per share

Basic earnings per share are computed by dividing the net profit/(loss) for the year attributable to the equity shareholders with the weighted average number of equity shares outstanding during the year. Diluted earnings per share are computed using the weighted average number of equity and dilutive potential equity shares outstanding during the year, except where the results would be anti-dilutive.

2.16 Leases

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are classified as operating leases. Lease rents under operating leases are recognized in the Statement of Profit and Loss on a straight line basis over the lease term.

2.17 Events occurring after the balance sheet date

Adjustment to assets and liabilities are made for events occurring after the balance sheet date that provide additional information materially affecting the determination of the amount of assets and liabilities relating to condition existing at the balance sheet date.



Notes to Financial Statements for the year ended 31st March, 2016

NOTE : 3 SHARE CAPITAL

Sr. No.	Particulars	As At 31st March, 2016	As At 31st March, 2015
1	AUTHORIZED CAPITAL		
	50,00,000 Equity Shares of Rs. 10/- each	5,00,00,000	5,00,00,000
		<u>5,00,00,000</u>	<u>5,00,00,000</u>
2	ISSUED , SUBSCRIBED & FULLY PAID UP CAPITAL		
	41,20,000 Equity Shares of Rs. 10/- each	4,12,00,000	4,12,00,000
	Total	<u>4,12,00,000</u>	<u>4,12,00,000</u>

NOTE:

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

3 Reconciliation of the Number of shares

Particulars	31st March, 2016 No. of Shares	31st March, 2015 No. of Shares
Outstanding at the beginning of the year	41,20,000	41,20,000
Outstanding at the end of the year	41,20,000	41,20,000

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

Promoters' Holding	31st March 2016		31st March 2015	
	% Holding	No. of Shares	% Holding	No. of Shares
1 Vijendra Kumar Mittal	10.80	4,44,857	10.73	4,41,984
2 Madhu Mittal	11.92	4,91,168	11.82	4,86,936
3 Ansh Mittal	8.31	3,42,342	8.31	3,42,342

NOTE : 4 RESERVE & SURPLUS

Sr. No.	Particulars	As At 31st March, 2016	As At 31st March, 2015
1	General Reserve	-	-
2	Surplus (Profit & Loss Account)	11,99,41,915	10,93,04,295
	Balance brought forward from previous year	10,93,04,295	9,74,22,076
	Add: Profit for the period after Tax as per Profit & Loss Account	99,96,764	1,18,82,219
	Add: Appropriations		
	Depreciation Write Back extra charged in earlier years	6,40,856	-
	Total	<u>11,99,41,915</u>	<u>10,93,04,295</u>

NOTE : 7 LONG TERM PROVISIONS

Sr. No.	Particulars	As At 31st March, 2016	As At 31st March, 2015
1	Provision for Employee Benefits		
	Gratuity	81,64,014	67,63,548
	Leave Encashment	10,98,735	13,38,895
	Total in	92,62,749	81,02,443

NOTE : 8 SHORT TERM BORROWINGS

Sr. No.	Particulars	As At 31st March, 2016	As At 31st March, 2015
	From Bank		
	Cash Credit	7,96,59,150	9,99,25,058
	Bill Discounting From HDFC Bank	1,24,18,131	-
	Total in	9,20,77,281	9,99,25,058

Secured By

- i) Hypothecation of all current assets of the Company
- ii) Equitable Mortgage of Land, building at Faridabad, Thane, Rajkot & Bengaluru and pledge of Fixed deposits of Rs. 1.00 Cr.
- iii) Guaranteed by (5) Directors

NOTE : 9 TRADE PAYABLE

Sr. No.	Particulars	As At 31st March, 2016	As At 31st March, 2015
1	Micro & Small Enterprises	1,66,73,290	97,01,087
2	Others (Includes Rs. 49,98,512/- for Services, Previous Year Rs. 12,14,726/-)	4,87,54,890	3,81,14,687
	Total	6,54,28,180	4,78,15,774

NOTE : 10 OTHER CURRENT LIABILITIES

Sr. No.	Particulars	As At 31st March, 2016	As At 31st March, 2015
1	Advance From Customers	31,75,178	1,18,61,126
2	Statutory Liabilities	26,42,112	14,73,717
3	Current Maturities of Long Term Debt		
	From Banks	22,26,278	82,39,936
	From Others	9,58,983	54,21,701
4	Unpaid Dividend	15,51,843	15,54,843
	Total	1,05,54,394	2,85,51,322

NOTE : 11 SHORT TERM PROVISIONS

Sr. No.	Particulars	As At 31st March, 2016	As At 31st March, 2015
1	Provision for Taxation	13,00,000	-
2	Others Provisions	87,19,684	47,75,559
	Total	1,00,19,684	47,75,559

NOTE : 12 FIXED ASSETS

II . FIXED ASSETS

Sr. No.	Particulars	Rate	Gross Block			Depreciation				Net Block			
			Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Deduction during the year	Adjustment*	Value at the end	WDV as on 31.03.2016	WDV as on 31.03.2015
Tangible Assets													
1	Plant and Equipment		3,31,18,036	3,71,177	3,47,334	3,31,41,879	1,55,81,772	19,06,835	92,499	(1,95,077)	1,72,01,030	1,59,40,849	1,75,36,264
2	Furnitures & Fixtures		38,80,699	34,710	-	39,15,409	21,86,742	4,39,412	-	(1,77,507)	24,48,647	14,66,762	16,83,957
3	Office Equipment		24,17,772	34,928	-	24,52,700	13,90,897	2,69,137	-	2,99,565	19,59,599	4,93,101	10,26,875
4	Land		1,16,58,350	3,720	-	1,16,62,070	-	-	-	-	-	1,16,62,070	1,16,58,350
5	Buildings		3,31,15,422	3,41,97,600	-	6,73,13,022	60,74,704	12,09,752	-	-	72,84,456	6,00,28,566	2,70,40,718
6	Tools & Equipments		14,83,666	1,51,508	-	16,35,174	11,69,652	1,26,896	-	86,411	13,82,959	2,52,215	3,14,014
7	Electrical Installation		11,19,209	15,683	-	11,34,892	3,84,348	1,27,033	-	(8,727)	5,02,655	6,32,237	7,34,861
8	Vehicles		1,15,63,670	4,77,579	6,18,654	1,14,22,595	38,12,549	11,25,058	1,83,779	(6,44,736)	41,09,092	73,13,503	77,51,121
	SUB-TOTAL (A)		9,83,56,824	3,52,86,905	9,65,988	13,26,77,741	3,06,00,664	52,04,123	2,76,278	(6,40,071)	3,48,88,438	9,77,89,303	6,77,56,160
Intangible Assets													
1	Goodwill		15,00,000	-	-	15,00,000	15,00,000	-	-	-	15,00,000	-	-
2	Software		16,20,996	96,358	-	17,17,354	6,26,807	2,82,617	-	(785)	9,08,639	8,08,715	9,94,189
	SUB-TOTAL (B)		31,20,996	96,358	-	32,17,354	21,26,807	2,82,617	-	(785)	24,08,639	8,08,715	9,94,189
	Total [A + B] (Current Year)		10,14,77,820	3,53,83,263	9,65,988	13,58,95,095	3,27,27,471	54,86,740	2,76,278	(6,40,856)	3,72,97,077	9,85,98,018	6,87,50,349
	(Previous Year)		8,67,02,483	1,78,71,630	30,96,293	10,14,77,820	2,97,85,296	40,47,232	11,05,057	-	3,27,27,471	6,87,50,349	5,69,17,187

*Note: Adjustment is on Account of (excess)/ short depreciation charged in previous years



NOTE : 13 NON CURRENT INVESTMENT

Sr. No.	Particulars	As At 31st March, 2016	As At 31st March, 2015
	AT COST		
1	Advance for Flat at Noida & Fbd	1,00,45,469	92,39,670
2	Plot 235 Sector-58 FBD	-	3,22,04,851
3	Flat 4111 (Prestige)	45,68,105	28,20,306
4	Shares (Unquoted)	1,00,000	1,00,000
5	Shares (Quoted)	12,56,419	12,56,420
	Total	1,59,69,993	4,56,21,246

NOTE : 14 LONG TERM LOANS AND ADVANCES

Sr. No.	Particulars	As At 31st March, 2016	As At 31st March, 2015
	(Unsecured - Considered Good unless otherwise stated)		
I)	Loan to Subsidiary	2,45,53,274	8,35,09,189
II)	Security Deposit		
	a) Government Authorities	1,24,846	1,20,132
	b) Others	22,47,499	20,46,061
III)	Earnest Money Deposit	8,26,425	8,33,122
IV)	Other Loans & Advances	-	-
	Total	2,77,52,044	8,65,08,504

NOTE :15 INVENTORIES

Sr. No.	Particulars	As At 31st March, 2016	As At 31st March, 2015
1	Raw Material	2,97,49,675	3,38,38,630
2	Work-in-Progress	3,00,48,214	2,15,06,600
3	Finished Goods	-	-
4	Stock-in-Trade	14,78,713	15,89,789
5	Stores & Spares	1,15,690	1,08,560
	Total	6,13,92,292	5,70,43,579

NOTE : 16 TRADE RECIEVABLES

Sr. No.	Particulars	As At 31st March, 2016	As At 31st March, 2015
	(Unsecured, Considered Good)		
1	Outstanding for a period exceeding six months from due date	1,90,49,354	1,37,56,115
2	Others	6,32,68,416	5,31,73,147
	Total	8,23,17,770	6,69,29,262



NOTE : 17 CASH & CASH EQUIVALENT

Sr. No.	Particulars	As At 31st March, 2016	As At 31st March, 2015
1	Cash & Cash Equivalnts		
	Cash on Hand	5,18,626	6,59,738
	Balance with Banks		
	In Current Accounts	42,01,892	36,72,410
	In Dividend Accounts	15,51,843	15,64,343
2	Other bank Balance		
	Term Deposits (Margin Money) ^	1,00,00,000	82,00,000
	Term Deposits (Others) Less than 1 year maturity	5,64,69,437	3,41,23,528
	Total [A + B + C]	7,27,41,798	4,82,20,019

NOTE:

^ Fixed deposits under lean marked in favour of the bank for CC limits & bank guarantee which are not available for use of the company

NOTE : 18 SHORT TERMS LOANS AND ADVANCES

Sr. No.	Particulars	As At 31st March, 2016	As At 31st March, 2015
	(Unsecured, Considered Good)		
1	Tax Payment (Net of Provisions)	24,44,463	24,46,355
2	Taxes and Duties Recoverable / Adjustable	54,17,054	47,19,680
3	Prepaid Expenses	7,17,750	2,98,537
4	Other Advances	16,57,750	15,30,990
	Total	1,02,37,017	89,95,562

NOTE :19 OTHER CURRENT ASSETS

Sr. No.	Particulars	As At 31st March, 2016	As At 31st March, 2015
1	Interest Accrued on Fixed Deposits	6,97,908	4,73,291
2	Tata Capital Services ltd	36,681	-
	Total	7,34,589	4,73,291

NOTE: 20 REVENUE FROM OPERATIONS

Sr. No.	Particulars	As At 31st March, 2016	As At 31st March, 2015
1	Sales	31,01,58,207	29,41,02,777
2	Installation & Erection	32,47,906	40,65,365
	Total	31,34,06,113	29,81,68,142



NOTE: 21 OTHER INCOME

Sr. No.	Particulars	As At 31st March, 2016	As At 31st March, 2015
1	Interest on FDR's	72,19,748	39,56,355
2	Profit on Sale of Assets (Net)	2,425	11,45,364
3	Dividend (On Current Investments)	16,466	20,453
4	Misc. Income	10,756	10,478
5	Rental Income	59,200	82,200
	Total	73,08,595	52,14,850

NOTE : 22 CHANGE IN INVENTORIES

Sr. No.	Particulars	As At 31st March, 2016	As At 31st March, 2015
1	Opening Stock		
	Work in progress	2,15,06,600	1,98,65,298
	Finished Goods	-	500
	Traded Goods	15,89,789	15,59,053
		<u>2,30,96,389</u>	<u>2,14,24,851</u>
2	Closing Stock		
	Work in progress	3,00,48,214	2,15,06,600
	Finished Goods	-	-
	Traded Goods	14,78,713	15,89,789
		<u>3,15,26,927</u>	<u>2,30,96,389</u>
	(Increase)/ Decrease	<u>-84,30,538</u>	<u>-16,71,538</u>

NOTE : 23 EMPLOYEMENT BENEFIT EXPENSES

Sr. No.	Particulars	As At 31st March, 2016	As At 31st March, 2015
1	Salary, Wages, Bonus & Leave Encashment	4,76,31,512	4,89,04,890
2	Gratuity	15,38,264	4,13,780
3	Contribution to Provident and Other Funds	27,90,289	24,84,528
4	Staff Welfare Expenses	12,67,528	12,43,234
	Total	5,32,27,593	5,30,46,432

NOTE : 24 OTHER EXPENSES

Sr. No.	Particulars	As At 31st March, 2016	As At 31st March, 2015
1	Stores & Consumables	89,08,258	94,41,594
2	Power & Fuel	31,77,747	33,09,345
3	Processing Charges	27,65,643	28,88,047
4	Rates & Taxes	2,80,691	2,14,333
5	Rent	83,01,996	15,08,896
6	Travelling & Conveyance	54,71,871	62,40,156
	Repair & Maintenance		
7	Plant & Machinery	7,47,428	5,56,323
8	Building	5,58,365	7,29,905
9	Others	6,43,682	5,31,674
10	Misc. Expenses	77,73,580	52,90,321
11	Communication Exp.	12,06,543	12,00,766
12	Selling Expenses	42,06,354	42,78,271
13	Sales Commission	4,29,141	5,73,410
14	Insurance Charges	4,53,167	2,40,057
15	Bad Debts	7,39,044	3,42,224
16	Freight Outward	30,01,538	14,85,565
17	Directors Sitting Fee	68,000	72,000
18	Auditors Remuneration	4,49,300	4,00,000
19	Loss on sale of Assets	68,781	-
	Total	4,92,51,129	3,93,02,886

SCHEDULE :25 FINANCIAL COST

Sr. No.	Particulars	As At 31st March, 2016	As At 31st March, 2015
1	Bank Charges	27,32,384	16,11,982
2	Interest on Term loan	37,98,089	52,85,839
3	Interest on unsecured loans	5,70,618	11,82,492
4	Interest on Other loans	1,18,89,347	1,20,61,416
	Total	1,89,90,438	2,01,41,729

26 Contingent liability not provided for:-

- a) Claims against the company not acknowledged as liabilities in respect of:

Particulars	31.3.2016	31.3.2015
Sales tax Matters	8,23,523	8,23,523
Less: Advance Paid	2,47,057	2,47,057
	<u>5,76,466</u>	<u>5,76,466</u>

- b) In respect of Bank Guarantees given by Bank for Rs. 172.89 Lacs (previous year Rs.163.14 Lacs).

27 Auditors Remuneration

	Year ended 31.3.2016	Year ended 31.3.2015
Audit fees	300,000	300,000
Tax Audit Fees	100,000	100,000
	<u>400,000</u>	<u>400,000</u>

- 28 As required by Accounting Standard (AS 28) "impairment of Assets", the management has carried out the assessment of impairment of assets and no impairment loss has been recognised during the year other than the assets discarded/ dismantled and written off to Profit and loss account.

29 Information regarding capacity, production, sales & closing stocks :

- a) **Licensed Capacity**

The Central Government has not prescribed the Licensed Capacity of the Company

- Installed Capacity**

It depends on product mix and in view of the varied nature of products, installed capacity can not be specified

- b) **Production, Purchases, Sales & Stocks**

ITEMS	Opening Stock		Production/Purchase		Sales		Closing Stock	
	Qty. Nos.	Value Rupees	Qty. Nos.	Value Rupees	Qty. Nos.	Value Rupees	Qty. Nos.	Value Rupees
MANUFACTURED GOODS								
lubrication Equipment / Hand Pump	0	0	11763		11763	262359140	0	0
(Previous Year)	(1)	(500)	(11448)		(11449)	(240292658)	0	0
Accessories & Other Goods	0	0	----		----	47799067	----	----
(Previous Year)	(----)	(----)	(----)		(----)	(69865549)	(----)	(----)
TRADED GOODS								
PPR	0	0	0	0	0	0	0	0
(Previous Year)	0	0	0	0	0	0	0	0
SCRIPS	130595	549249	0	0	0	0	130595	468909
(Previous Year)	(130595)	(549249)	0	0	0	0	(130595)	(549249)

30 Raw Material Consumed during the year were as follows:-

	31.03.2016 VALUE(Rs.)	31.03.2015 VALUE(Rs.)
MOTORS	1,88,18,271	1,88,01,449
MISCELLANEOUS ITEMS	16,80,69,638	15,20,92,091
	<u>18,68,87,909</u>	<u>17,08,93,540</u>

31 The value of imported & indigenous Raw Materials, Components, Stores & Spares consumed is as follows : -

	31.03.2016		31.03.2015	
	Percentage %	VALUE Rupees	Percentage %	VALUE Rupees
a) Raw Materials & Components				
i) Imported	3.16	58,97,693	2.97	50,78,066
ii) Indigenous	96.84	18,09,90,216	97.03	16,58,15,474
	100.00	18,68,87,909	100.00	17,08,93,540
b) Stores and Spares				
i) Imported	0.00	-	0.00	-
ii) Indigenous	100.00	89,08,258	100.00	94,41,594
	100.00	89,08,258	100.00	94,41,594

32 CIF Value of imports

	31.03.2016 VALUE Rupees	31.03.2015 VALUE Rupees
Raw Material & Components	66,44,550	46,96,348
	66,44,550	46,96,348

33 Earning in Foreign Currency : -

	31.03.2016 VALUE Rupees	31.03.2015 VALUE Rupees
FOB value of Exports (including exchange rate fluctuation LOSS Rs. 45,705/- Pr. Year Rs. 13,788/-)	1,56,87,586	1,95,28,258
	1,56,87,586	1,95,28,258

34 Expenditure in foreign currency :-

Nil

Nil

35 Previous year figures have been regrouped/rearranged wherever considered necessary.

36 Balance Confirmations:

Sundry Debtors, Loans & Advances and Creditors balances are subject to confirmation, reconciliation and consequent adjustment, if any.

37 Segment Reporting

The Company's operating business is organised and managed according to a single primary reportable business segment namely 'Lubrication systems'. Accordingly, information relating to segmental reporting as per Accounting Standard-17 is not required to be furnished.

38 Related Party Disclosures:

1. The list of related parties as identified by the management is as under: (with whom transactions have occurred during the year).

Name of Party	Relationship
Mr. Vijendra Kuamr Mittal	Managing Director
Mr. Virendra Kumar Gupta	Whole Time Director
Mrs.. Madhu Mittal	Whole Time Director
Mr. Aman Mittal	Whole Time Director
Mr. Ansh Mittal	Whole Time Director
Mrs. Swati Mittal	Relative of Key Management Personnel
Ganpati Handtex Pvt. Ltd.	Subsidiary Company (Since 14/09/2011)
Minihyd Hydraulics Pvt. Ltd.	Others
Shree Ganpati Boxmaker Pvt. Ltd.	Relative of Key Management Personnel

2. The following transactions were carried out with related parties in the ordinary course of business:-

(Rs. In Lacs)

Particulars	Key Management Personnel	Relative of Key Mgmt. Personnel	Others	SUBSIDIARY	TOTAL
REVENUE TRANSACTIONS					
Purchase of Goods					
Minihyd Hydraulics Ltd.			179.37	-	179.37
Printing & Stationery					
Shree Ganpati Boxmaker P Ltd.		8.50			8.50
Rent					
Ganpati Handtex Pvt. Ltd.				66.00	66.00
Interest Received					
Ganpati Handtex Pvt. Ltd.				32.34	32.34
Remuneration to Directors	70.80				70.80
Salary		4.80			4.80
Contribution to PF	7.32	0.43			7.75
BALANCES AS AT 31.03.16					
Loan Given					
Ganpati Handtex Pvt. Ltd.				245.53	245.53
Creditors					
Minihyd Hydraulics Ltd.			108.90		108.90
Ganpati Boxmaker Pvt. Ltd.				0.45	0.45
Ganpati Handtex Pvt. Ltd.				29.40	29.40

NOTE :-

1. Related party relationship is as identified and certified by the Management.
2. No amount has been provided as doubtful debts, written off or written back in the year in respect of debts due to above related parties.

39 Earning per share (EPS)

Earning per share has been computed as follows:-

	(Value in Rupees)	
	Year ended 31.03.16	Year ended 31.03.15
Net Profit/(Loss) attributable to Shareholders	99,96,764	1,18,82,219
Effect of Dilutive Securities	-	-
Diluted income available to Equity Shareholders	99,96,764	1,18,82,219
Weighted average shares outstanding	41,20,000	41,20,000
Effect of Dilutive Securities	-	-
Diluted weighted average shares outstanding	41,20,000	41,20,000
Nominal value of Equity shares	10	10
Basic earnings per share	2.43	2.88
Diluted earnings per share	2.43	2.88

40 During the current year, pursuant to the Companies Act 2013 the company has revised depreciation rates on fixed assets as per the useful life specified in Part 'C' of Schedule II of the Act. As a result of this change, the depreciation change for the year ended as on 31 March 2016 is higher by Rs. 5.06 Lac. Further, based on transitional provision an amount of Rs. 6.41 Lac has been credited to opening balance of retained earnings in respect of the fixed assets where life has expired as per the said Schedule as on 31 March 15.

41 No Interest has been paid/ provided on credit from Micro, Smal & Medium enterprises as no amount was overdue at any time.

For and on behalf of

For SATISH SINGLA & CO.
(Chartered Accountants)

CA SATISH SINGLA
(Partner)
Membership No.: 080836
Firm Reg. No.: 000882N

Place : Faridabad
Date : 28-05-2016

For an on behalf of the Board

VIJENDRA KUMAR MITTAL
MANAGING DIRECTOR
(DIN: 00006398)

KOMAL GUPTA
COMPANY SECRETARY
Membership No.: 42613

VIRENDRA KUMAR GUPTA
DIRECTOR
(DIN: 00006461)



INDEPENDENT AUDITOR'S REPORT

To the Members of
CENLUB INDUSTRIES LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying Consolidated financial statements of CENLUB INDUSTRIES LIMITED ("the Company") which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these (Consolidated) financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor

considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated financial statements

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, and its Profit/Loss and its Cash Flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by section 143 (3) of the Act, we report that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. in our opinion, the aforesaid (Consolidated) financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e. On the basis of written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".

- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For SATISH SINGLA & CO.

Firm Regn: No. 000882N

(Chartered Accountants)

PLACE: FARIDABAD

DATE: 28.05.2016

(CA. SATISH SINGLA)

M.NO: 80836

"ANNEXURE A" TO THE INDEPENDENT AUDITOR'S REPORT

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

We have audited the internal financial controls over financial reporting of Cenlub Industries Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the Consolidated financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the



transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company broadly has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. There is always scope for further improvement.

For SATISH SINGLA & CO.
Firm Regn: No. 000882N
(Chartered Accountants)

PLACE: FARIDABAD
DATE: 28.05.2016

(CA. SATISH SINGLA)
M.NO: 80836



CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2016

Particulars	Note	As At 31st March, 2016	As At 31st March, 2015
EQUITY AND LIABILITIES			
Shareholder's Funds			
(a) Share Capital	3	4,12,00,000	4,12,00,000
(b) Reserves and Surplus	4	11,96,86,053	10,89,97,177
Non-Current Liabilities			
(a) Long-Term Borrowings	5	7,98,59,274	4,01,40,343
(b) Deferred Tax Liabilities (Net)	6	28,83,871	27,27,017
(c) Long Term Provisions	7	92,62,749	81,02,443
Current Liabilities			
(a) Short-Term Borrowings	8	9,20,77,281	9,99,25,058
(b) Trade Payables	9	6,63,34,510	4,82,41,290
(c) Other Current Liabilities	10	1,07,21,766	2,85,51,322
(d) Short-Term Provisions	11	71,23,613	47,92,825
Total Equity & Liabilities		42,91,49,116	38,26,77,475
ASSETS			
Non-Current Assets			
(a) Fixed Assets			
Tangible Assets	12	18,07,06,366	15,06,73,224
Intangible Assets	12	8,08,715	9,94,189
Capital Work in Progress		-	-
		18,15,15,081	15,16,67,413
(b) Non-current investments	13	1,58,69,993	4,55,21,246
(c) Long term loans and advances	14	36,10,974	34,11,519
Current Assets			
(a) Current investments			
(b) Inventories	15	6,13,92,292	5,70,43,579
(c) Trade receivables	16	8,23,35,438	6,69,46,930
(d) Cash and cash equivalents	17	7,27,72,278	4,84,34,003
(e) Short-term loans and advances	18	1,09,18,471	91,79,495
(f) Other current assets	19	7,34,589	4,73,291
Total Assets		42,91,49,116	38,26,77,475

Significan Accounting Policies 2

The accompanying notes are an integral part of the financial statements

As per our report of even date

FOR CENLUB INDUSTRIES LIMITED

For SATISH SINGLA & CO.
(Chartered Accountants)

VIJENDRA KUMAR MITTAL
MANAGING DIRECTOR
(DIN: 00006398)

CA SATISH SINGLA
(Partner)
Membership No.: 080836
Firm Reg. No.: 000882N

KOMAL GUPTA
COMPANY SECRETARY
Membership No.: 42613

VIRENDRA KUMAR GUPTA
DIRECTOR
(DIN: 00006461)

Place : Faridabad
Date : 28-05-2016



CONSOLIDATED PROFIT & LOSS STATEMENT FOR THE YEAR ENDING 31ST MARCH, 2016

Particulars	Note	As At 31st March, 2016	As At 31st March, 2015
INCOME			
Revenue from operations	20	31,34,06,113	29,81,68,142
Other Income	21	40,74,565	52,26,030
Total Revenue(I)		31,74,80,678	30,33,94,172
EXPENSES			
Cost of materials consumed		18,68,87,909	17,08,93,540
Purchase of Stock-in-Trade		-	-
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	22	(84,30,538)	(16,71,538)
Employee Benefit Expense	23	5,32,27,593	5,30,46,432
Other Expenses	24	4,33,53,349	3,93,42,368
Total Expenses (II)		27,50,38,313	26,16,10,802
Profit before Interest, Depreciation & Tax	(I - II)	4,24,42,365	4,17,83,370
Financial Costs	25	2,15,90,866	2,01,41,729
Depreciation and Amortization Expense	12	54,86,740	40,47,232
Profit before Exceptional Items and tax		1,53,64,759	1,75,94,409
Extraordinary Items		-	-
Profit before tax		1,53,64,759	1,75,94,409
Tax expense:			
Current tax		51,56,240	48,00,000
Income Tax Earlier Years		3,645	24,549
Deferred tax		1,56,854	9,15,942
Profit/(Loss) for the period		1,00,48,020	1,18,53,917
Earning per equity share:			
(1) Basic		2.44	2.88
(2) Diluted		2.44	2.88

The accompanying notes are an integral part of the financial statements

As per our report of even date

FOR CENLUB INDUSTRIES LIMITED

For SATISH SINGLA & CO.
(Chartered Accountants)

VIJENDRA KUMAR MITTAL
MANAGING DIRECTOR
(DIN: 00006398)

CA SATISH SINGLA
(Partner)
Membership No.: 080836
Firm Reg. No.: 000882N

KOMAL GUPTA
COMPANY SECRETARY
Membership No.: 42613

VIRENDRA KUMAR GUPTA
DIRECTOR
(DIN: 00006461)

Place : Faridabad
Date : 28-05-2016



CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2016

Particulars	As At 31st March, 2016	As At 31st March, 2015
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax & Extraordinary Items	1,53,64,759	1,75,94,409
Adjustment For :		
Depreciation And Amortisation Expenses	54,86,740	40,47,232
Finance Costs	2,15,90,866	2,01,41,729
(Profit)/Loss On Sale Of Assets	66,356	(11,45,364)
Interest/Dividends Received	(40,02,184)	(39,87,988)
Operating Profit Before Working Capital Changes	<u>3,85,06,537</u>	<u>3,66,50,018</u>
(Increase)/Decrease In trade & Other Receivables	(1,56,49,805)	70,83,117
(Increase)/Decrease In Inventories	(43,48,713)	(75,00,000)
Increase/(Decrease) In Liabilities & Provisions	<u>37,54,756</u>	<u>62,82,979</u>
Cash Generated From Operations	2,22,62,775	4,25,16,114
Direct Taxes (Net)	(51,59,885)	(48,24,549)
Net Cash From/ (Used In) Operating Activities	<u>1,71,02,890</u>	<u>3,76,91,565</u>
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase Of Fixed Assets	(3,53,83,263)	(1,83,75,487)
Sale Of Fixed Assets	6,23,354	31,36,600
Movement In Loan	(19,38,431)	(10,87,316)
Purchase Of Investments	2,96,51,253	(3,52,01,663)
Interest Received	39,85,718	39,67,535
Dividend Received	16,466	20,453
Net Cash Used In Investing Activities	<u>(30,44,903)</u>	<u>(4,75,39,878)</u>
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds From Borrowings	3,18,71,154	65,16,828
Repayment Of Borrowings	-	-
Finance Costs Paid	(2,15,90,866)	(2,01,41,729)
Dividend Paid (Including Dividend Tax)	-	-
Net Cash From Financing Activities	<u>1,02,80,288</u>	<u>(1,36,24,901)</u>
Net Increase/(Decrease) In Cash And Cash Equivalents	2,43,38,275	(2,34,73,214)
Cash And Cash Equivalents As At The Beginning Of The Year	4,84,34,003	7,19,07,216
Cash And Cash Equivalents As At The End Of The Year	7,27,72,277	4,84,34,002
NOTES :		
Cash And Cash Equivalents Include :		
- Cash, Cheques In Hand And Remittances In Transit	5,37,111	6,78,223
- Balances With Banks	7,22,35,167	4,77,55,780

The accompanying notes are an integral part of the financial statements

As per our report of even date

For SATISH SINGLA & CO.
(Chartered Accountants)

CA SATISH SINGLA
(Partner)
Membership No.: 080836
Firm Reg. No.: 000882N

Place : Faridabad
Date : 28-05-2016

FOR CENLUB INDUSTRIES LIMITED

VIJENDRA KUMAR MITTAL
MANAGING DIRECTOR
(DIN: 00006398)

KOMAL GUPTA
COMPANY SECRETARY
Membership No.: 42613

VIRENDRA KUMAR GUPTA
DIRECTOR
(DIN: 00006461)

Notes to Consolidated financial statements for the year ended 31 March 2016

1. Principles of Consolidation

The consolidated statements financial information is prepared in accordance with the principles and procedures prescribed by Accounting standard 21 - "Consolidated financial statements" ('AS 21') prescribed by the Companies (accounting Standards) Rules, 2006, for the purposes of preparation and presentation of consolidated financial statements.

The financial statements of the Company and its subsidiary have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income & expense after eliminating intra-group balances and transactions resulting in un-realised profits in full. Unrealised losses resulting from intra-group transactions have also been eliminated unless cost cannot be recovered in full. The amounts shown in respect of accumulated reserves comprise the amount of relevant reserves as per the balance sheet of the company and its share in the past acquisition reserves of its subsidiary. Goodwill arising on consolidation represents the excess of cost of investments to the Company over the Company's portion of equity of the respective subsidiary, at the date on which investment in the subsidiary is made. The losses applicable to minority that exceeds the minority interest in the equity of subsidiary have been adjusted in the majority interest.

These consolidated financial statements relate to Cenlub Industries Limited, the parent company and its subsidiary (hereinafter collectively referred as "the group"), which are as follows:

Name of Company	% Holding	Country of Incorporation
Ganpati Handtex Pvt. Ltd.	100%	India

2. Significant Accounting Policies

2.1 Basis of preparation of financial statements

The financial statements are prepared on accrual basis under the historical cost convention, modified to include revaluation of certain assets, in accordance with applicable Accounting Standards (AS) specified in the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013.

2.2 Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent liabilities on the date of the financial statements and the reported amounts of revenue and expenses during the reporting year. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future years.

2.3 Revenue recognition

Revenue from sale of goods is recognised on transfer of all significant risks and rewards of ownership in the goods to the customer.

Revenue from services is recognised on rendering of services to customers.

Interest income is recognised using the time proportion method, based on underlying interest rates.

2.4 Tangible fixed assets and capital work-in-progress

Fixed assets, including capital work in progress are stated at cost of acquisition or construction less accumulated depreciation. Cost comprises the purchase price and any directly attributable costs of bringing the asset to its working condition for the intended use. Tangible fixed assets under construction are disclosed as Capital work-in-progress.

2.5 *Intangible assets*

Intangible assets comprising computer software are stated at cost, including taxes, less accumulated amortisation. Computer software is amortised on a straight line basis at the rates prescribed for the computers in schedule II of Companies Act.

2.6 *Borrowing Cost*

Financing costs relating to borrowed funds attributable to construction or acquisition of qualifying assets for the period up to the completion of construction or acquisition of such assets are included in the cost of the assets. All borrowing costs are charged to Statement of Profit and Loss.

2.7 *Impairment*

The carrying values of assets are reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the amount recoverable towards such asset is estimated. An impairment loss is recognised whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognised in the Statement of Profit and Loss. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined net of depreciation or amortisation, if no impairment loss has been recognised.

2.8 *Depreciation*

Till the year ended 31 March 2015, Schedule XIV to the Companies Act, 1956, prescribed requirements concerning depreciation of fixed assets. From the current year, Schedule XIV has been replaced by Schedule II to the Companies Act, 2013. The applicability of Schedule II has resulted in the following changes related to depreciation of fixed assets. Unless stated otherwise, the impact mentioned for the current year is likely to hold good for future years also.

Useful lives/ depreciation rates till the year ended 31 March 2015, depreciation rates prescribed under Schedule XIV were treated as minimum rates and the Company was not allowed to charge depreciation at lower rates even if such lower rates were justified by the estimated useful life of the asset. Schedule II to the Companies Act 2013 prescribes useful lives for fixed assets which, in many cases, are different from lives prescribed under the erstwhile Schedule XIV. However, Schedule II allows companies to use higher/ lower useful lives and residual values if such useful lives and residual values can be technically supported and justification for difference is disclosed in the financial statements

Considering the applicability of Schedule II, the management has re-estimated useful lives and residual values of all its fixed assets, though these rates in certain cases are different from lives prescribed under Schedule II. This change in accounting policy did not have any material impact on financial statements of the company.

2.9 *Inventories*

Inventories are valued at the lower of cost and net realisable value. Cost includes all applicable costs incurred in bringing goods to their present location and condition, determined on a first in first out basis.

2.10 *Foreign currency transactions*

Foreign currency transactions are recorded by applying the prevailing exchange rate on transaction date. All exchange rate differences are dealt with in Profit and Loss Account.

2.11 *Provisions and contingencies*

A provision is created when there is a present obligation as a result of a past event that entails a probable outflow of resources and a reliable estimate can be made of the amount of the obligation. Disclosure of a contingent liability is made when there is a possible but not probable obligation or a present obligation that may, but probably will not, entail an outflow of resources. When there is an obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

2.12 *Taxation*

Tax expenses for the period, comprising current tax and deferred tax, is included in determining the net profit/ (loss) for the year. The company provides for deferred tax using the net liability method based on the tax effect

of timing differences resulting from recognition of items in the financial statement. The deferred tax charge of credit is recognised using the tax rates and tax laws that have been enacted or substantially enacted by the balance sheet date.

2.13 *Employee benefits*

(a) *Defined-contribution plans*

Contributions to the Employees' Regional Provided Fund, Superannuation Fund, Employees Pension Scheme and Employees' state Insurance are recognised as defined contribution plant and charges as expenses during the period in which the employees perform the services.

(b) *Defined-benefit plans*

Retirement benefits in the form of gratuity and Leave Encashment are considered as defined benefit plant and determined on actuarial valuation using the Projected Unit Credit Method at the balance sheet date. Actuarial Gains and Losses are recognised immediately in the Profit & Loss Accounts.

(c) *Short term employee benefits:*

Short term benefits are charged off at the undiscounted amount in the year in which the related service is rendered.

2.14 *Investments*

Long term investments are valued at cost. Any decline other than temporary, in the value of long-term investments, is adjusted in the carrying value of such investments. Diminution, if any, is determined individually for each long-term investment. Current investments are valued at the lower of cost and fair value of individual scrips.

2.15 *Earnings per share*

Basic earnings per share are computed by dividing the net profit/(loss) for the year attributable to the equity shareholders with the weighted average number of equity shares outstanding during the year. Diluted earnings per share are computed using the weighted average number of equity and dilutive potential equity shares outstanding during the year, except where the results would be anti-dilutive.

2.16 *Leases*

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are classified as operating leases. Lease rents under operating leases are recognized in the Statement of Profit and Loss on a straight line basis over the lease term.

2.17 *Events occurring after the balance sheet date*

Adjustment to assets and liabilities are made for events occurring after the balance sheet date that provide additional information materially affecting the determination of the amount of assets and liabilities relating to condition existing at the balance sheet date.

Notes to Consolidated Financial Statements for the year ended 31st March, 2016

NOTE : 3 SHARE CAPITAL

Sr. No.	Particulars	As At 31st March, 2016	As At 31st March, 2015
1	AUTHORIZED CAPITAL		
	50,00,000 Equity Shares of Rs. 10/- each	5,00,00,000	5,00,00,000
		<u>5,00,00,000</u>	<u>5,00,00,000</u>
2	ISSUED , SUBSCRIBED & FULLY PAID UP CAPITAL		
	41,20,000 Equity Shares of Rs. 10/- each	4,12,00,000	4,12,00,000
	Total	4,12,00,000	4,12,00,000

NOTE:

1 The Company has only one class of shares referred to as equity shares having a par value of Rs. 10. Each holder of equity shares is entitled to one vote per share.

2 The Company has not declares any dividend during the year.

3 Reconciliation of the Number of shares

Sr. No.	Particulars	31st March, 2016 No. of Shares	31st March, 2015 No. of Shares
	Outstanding at the beginning of the year	41,20,000	41,20,000
	Outstanding at the end of the year	41,20,000	41,20,000

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

Promoters' Holding	31st March 2016		31st March 2015	
	% Holding	No. of Shares	% Holding	No. of Shares
Vijendra Kumar Mittal	10.80	4,44,857	10.73	4,41,984
Madhu Mittal	11.92	4,91,168	11.82	4,86,936
Ansh Mittal	8.31	3,42,342	8.31	3,42,342

NOTE : 4 RESERVE & SURPLUS

Sr. No.	Particulars	As At 31st March, 2016	As At 31st March, 2015
1	General Reserve	-	-
2	Surplus (Profit & Loss Account)		
	Balance brought forward from previous year	11,96,86,053	10,89,97,177
	Add: Profit for the period after Tax as per Profit & Loss Account	10,89,97,177	9,71,43,260
	Add: Appropriations	1,00,48,020	1,18,53,917
	Depreciation Write Back extra charged in earlier years	6,40,856	-
	Total	11,96,86,053	10,89,97,177



NOTE : 5 LONG TERM BORROWINGS

Sr. No.	Particulars	As At 31st March, 2016	As At 31st March, 2015
1	Term Loan (Secured)		
	- From Banks	7,86,71,677	3,11,27,073
	- From Other Parties (NBFC)	34,13,875	1,62,75,548
		<u>8,20,85,552</u>	<u>4,74,02,621</u>
	Less: Shown in Current Maturities of Long Term Debt (Sub Total A)	22,26,278	82,39,936
	(Secured by hypothecation of vehicles)	<u>7,98,59,274</u>	<u>3,91,62,685</u>
2	Term Loan (Un Secured)		
	- From Bank	-	14,07,312
	- From Other Parties (NBFC)	9,58,983	49,92,047
		<u>9,58,983</u>	<u>63,99,359</u>
	Less: Shown in Current Maturities of Long Term Debt (Sub Total B)	9,58,983	54,21,701
		-	<u>9,77,658</u>
	Total	<u>7,98,59,274</u>	<u>4,01,40,343</u>

NOTE:

1 Terms of repayment and interest are as follows:-

Loan From	No. of Install. Left	Year of Maturity	As At 31st March, 2016	As At 31st March, 2015
1 Bajaj Finance Ltd.	1	2016-17	1,07,618	19,56,427
2 Tata Capital Financial Services Ltd.	5	2016-17	8,51,365	3,17,904
3 HDFC Bank (LAP)	91	2022-23	1,70,29,613	-
4 ICICI Bank Ltd.	41	2019-20	1,58,238	1,93,473
5 Volkswagen Finance (P) Ltd	48	2020-21	34,13,875	40,00,000
6 HDFC Bank	91	2023-24	6,14,83,826	-
7 Kotak Mahindra Bank Ltd.			-	14,07,312
8 State Bank of India			-	3,09,33,600
9 Tata Capital Financial Services Ltd.			-	27,17,716
10 Tata Capital Financial Services Ltd.			-	1,22,75,548
			<u>8,30,44,535</u>	<u>5,38,01,980</u>
			Less: Shown in current maturities of Long Term debt	31,85,261
			Balance shown as above	<u>7,98,59,274</u>
				<u>4,01,40,343</u>

NOTE : 6 DEFERRED TAX LAIABILITIES (NET)

Sr. No.	Particulars	As At 31st March, 2016	As At 31st March, 2015
1	Deferred Tax Liability		
	Difference between carrying amount of Fixed assets in financial statement and income tax computation	62,88,459	55,80,906
	LESS:		
2	Deferred Tax Asset		
	Leave Encashment/ Gratuity/ Bonus	34,04,588	28,53,889
	Total in	<u>28,83,871</u>	<u>27,27,017</u>

NOTE : 7 LONG TERM PROVISIONS

Sr. No.	Particulars	As At 31st March, 2016	As At 31st March, 2015
1	Provision for Employee Benefits		
	Gratuity	81,64,014	67,63,548
	Leave Encashment	10,98,735	13,38,895
	Total in	92,62,749	81,02,443

NOTE : 8 SHORT TERM BORROWINGS

Sr. No.	Particulars	As At 31st March, 2016	As At 31st March, 2015
	From Bank		
	Cash Credit	7,96,59,150	9,99,25,058
	Bill Discounting From HDFC Bank	1,24,18,131	-
	Total in	9,20,77,281	9,99,25,058

Secured By

- i) Hypothecation of all current assets of the Company
- ii) Equitable Mortgage of Land, building at Faridabad, Thane, Rajkot & Bengaluru and pledge of Fixed deposits of Rs. 1.00 Cr.
- iii) Guaranteed by (5) Directors

NOTE : 9 TRADES PAYABLE

Sr. No.	Particulars	As At 31st March, 2016	As At 31st March, 2015
1	Micro & Small Enterprises	1,66,73,290	97,01,087
2	Others (Includes Rs. 49,98,512/- for Services, Previous Year Rs. 12,14,726/-)	4,96,61,220	3,85,40,203
	Total	6,63,34,510	4,82,41,290

NOTE : 10 OTHER CURRENT LIABILITIES

Sr. No.	Particulars	As At 31st March, 2016	As At 31st March, 2015
1	Advance From Customers	31,75,178	1,18,61,126
2	Statutory Liabilities	28,09,484	14,73,717
3	Current Maturities of Long Term Debt		
	From Banks	22,26,278	82,39,936
	From Others	9,58,983	54,21,701
4	Unpaid Dividend	15,51,843	15,54,843
	Total	1,07,21,766	2,85,51,322

NOTE : 11 SHORT TERM PROVISIONS

Sr. No.	Particulars	As At 31st March, 2016	As At 31st March, 2015
1	Provision for Taxation	13,19,332	7,266
2	Others Provisions	58,04,281	47,85,559
	Total	71,23,613	47,92,825

NOTE : 12 FIXED ASSETS
II. FIXED ASSETS

Sr. No.	Particulars	Rate	Gross Block			Depreciation			Net Block				
			Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Deduction during the year	Adjustment*	Value at the end	WDV as on 31.03.2016	WDV as on 31.03.2015
	Tangible Assets												
1	Plant and Equipment		3,58,88,353	3,71,177	3,47,334	3,59,12,196	1,60,32,219	19,06,835	92,499	(1,95,077)	1,76,51,478	1,82,60,718	1,98,56,134
2	Furniture & Fixtures		54,44,689	34,710	-	54,79,399	23,33,200	4,39,412	-	(1,77,507)	25,95,105	28,84,295	31,11,489
3	Office Equipment		24,17,772	34,928	-	24,52,700	13,90,897	2,69,137	-	2,99,565	19,59,599	4,93,100	10,26,874
4	Land		2,99,60,031	3,720	-	2,99,63,751	-	-	-	-	-	2,99,63,751	2,99,60,031
4	Buildings		9,42,90,767	3,41,97,600	-	12,84,88,367	66,38,113	12,09,752	-	-	78,47,865	12,06,40,502	8,76,52,654
5	Tools & Equipments		14,83,666	1,51,508	-	16,35,174	11,69,652	1,26,896	-	86,411	13,82,958	2,52,216	3,14,014
6	Electrical Installation		11,19,208	15,683	-	11,34,891	3,84,348	1,27,033	-	(8,727)	5,02,655	6,32,236	7,34,860
7	Vehicles		1,18,98,670	4,77,579	6,18,654	1,17,57,595	38,81,503	11,25,058	1,83,779	(6,44,736)	41,78,047	75,79,548	80,17,167
	SUB TOTAL (A)		18,25,03,156	3,52,86,905	9,65,988	21,68,24,073	3,18,29,933	52,04,123	2,76,278	(6,40,071)	3,61,17,707	18,07,06,366	15,06,73,224
	Intangible Assets												
1	Goodwill		15,00,000	-	-	15,00,000	15,00,000	-	-	-	15,00,000	-	-
2	Software		16,20,996	96,358	-	17,17,354	6,26,807	2,82,617	-	(785)	9,08,639	8,08,715	9,94,189
	SUB TOTAL (B)		31,20,996	96,358	-	32,17,354	21,26,807	2,82,617	-	(785)	24,08,639	8,08,715	9,94,189
	Total [A + B] (Current Year)		18,56,24,152	3,53,83,263	9,65,988	22,00,41,427	3,39,56,740	54,86,740	2,76,278	(6,40,856)	3,85,26,346	18,15,15,081	15,16,67,413
	(Previous Year)		17,03,44,959	1,83,75,487	30,96,293	18,56,24,153	3,10,14,565	40,47,232	11,05,057	-	3,39,56,740	15,16,67,413	13,93,30,394

*Note: Adjustment is on Account of (excess)/ short depreciation charged in previous years



NOTE : 13 NON CURRENT INVESTMENT

Sr. No.	Particulars	As At 31st March, 2016	As At 31st March, 2015
	AT COST		
1	Advance for Flat at Noida & Faridabad	1,00,45,469	92,39,670
2	Plot 235 Sector-58 Faridabad	-	3,22,04,851
3	Flat 4111 (Prestige) Bangalore	45,68,105	28,20,306
4	Shares (Unquoted)	-0	-
5	Shares (Quoted)	12,56,419	12,56,420
	Total	1,58,69,993	4,55,21,246

NOTE : 14 LONG TERM LOANS AND ADVANCES

Sr. No.	Particulars	As At 31st March, 2016	As At 31st March, 2015
	(Unsecured - Considered Good unless otherwise stated)		
I)	Loan to Subsidiary	-0	-
	II) Security Deposit		
a)	Government Authorities	1,24,846	1,20,132
b)	Others	26,59,703	24,58,265
	III) Earnest Money Deposit	8,26,425	8,33,122
	IV) Other Loans & Advances	-	-
	Total	36,10,974	34,11,519

NOTE : 15 INVENTORIES

Sr. No.	Particulars	As At 31st March, 2016	As At 31st March, 2015
1	Raw Material	2,97,49,675	3,38,38,630
2	Work-in-Progress	3,00,48,214	2,15,06,600
3	Finished Goods	-	-
4	Stock-in-Trade	14,78,713	15,89,789
5	Stores & Spares	1,15,690	1,08,560
	Total	6,13,92,292	5,70,43,579

NOTE : 16 TRADE RECEIVABLES

Sr. No.	Particulars	As At 31st March, 2016	As At 31st March, 2015
	(Unsecured, Considered Good)		
1	Outstanding for a period exceeding six months from due date	1,90,49,354	1,37,56,115
2	Others	6,32,86,084	5,31,90,815
	Total	8,23,35,438	6,69,46,930



NOTE : 17 CASH & CASH EQUIVALENT

Sr. No.	Particulars	As At 31st March, 2016	As At 31st March, 2015
1	Cash & Cash Equivalnts		
	Cash on Hand	5,37,111	6,78,223
	Balance with Banks		
	In Current Accounts	42,13,887	38,67,909
	In Dividend Accounts	15,51,843	15,64,343
2	Other Bank Balance		
	Term Deposits (Margin Money) ^	1,00,00,000	82,00,000
	Term Deposits (Others) Less than 1 year maturity	5,64,69,437	3,41,23,528
	Total [A + B + C]	7,27,72,278	4,84,34,003

NOTE:

^ Fixed deposits under lien marked in favour of the bank for CC limits & bank guarantee which are not available for use of the company

NOTE :18 SHORT TERMS LOANS AND ADVANCES

Sr. No.	Particulars	As At 31st March, 2016	As At 31st March, 2015
	(Unsecured, Considered Good)		
1	Tax Payment (Net of Provisions)	31,25,917	24,67,809
2	Taxes and Duties Recoverable / Adjustable	54,17,054	48,82,159
3	Prepaid Expenses	7,17,750	2,98,537
4	Other Advances	16,57,750	15,30,990
	Total	1,09,18,471	91,79,495

NOTE :19 OTHER CURRENT ASSETS

Sr. No.	Particulars	As At 31st March, 2016	As At 31st March, 2015
1	Interest Accrued on Fixed Deposits	6,97,908	4,73,291
2	Tata Capital Services Ltd	36,681	-
	Total	7,34,589	4,73,291

NOTE: 20 REVENUE FROM OPERATIONS

Sr. No.	Particulars	As At 31st March, 2016	As At 31st March, 2015
1	Sales	31,01,58,207	29,41,02,777
2	Installation & Erection	32,47,906	40,65,365
	Total	31,34,06,113	29,81,68,142

NOTE: 21 OTHER INCOME

Sr. No.	Particulars	As At 31st March, 2016	As At 31st March, 2015
1	Interest Received	39,85,718	39,67,535
2	Profit on Sale of Assets (Net)	2,425	11,45,364
3	Dividend (On Current Investments)	16,466	20,453
4	Misc. Income	10,756	10,478
5	Rental Income	59,200	82,200
	Total	40,74,565	52,26,030

NOTE : 22 CHANGE IN INVENTORIES

Sr. No.	Particulars	As At 31st March, 2016	As At 31st March, 2015
1	Opening Stock		
	Work in progress	2,15,06,600	1,98,65,298
	Finished Goods	-	500
	Traded Goods	15,89,789	15,59,053
		<u>2,30,96,389</u>	<u>2,14,24,851</u>
2	Closing Stock		
	Work in progress	3,00,48,214	2,15,06,600
	Finished Goods	-	-
	Traded Goods	14,78,713	15,89,789
		<u>3,15,26,927</u>	<u>2,30,96,389</u>
	(Increase)/ Decrease	<u>(84,30,538)</u>	<u>(16,71,538)</u>

NOTE : 23 EMPLOYMENT BENEFIT EXPENSES

Sr. No.	Particulars	As At 31st March, 2016	As At 31st March, 2015
1	Salary, Wages, Bonus & Leave Encashment	4,76,31,512	4,89,04,890
2	Gratuity	15,38,264	4,13,780
3	Contribution to Provident and Other Funds	27,90,289	24,84,528
4	Staff Welfare Expenses	12,67,528	12,43,234
	Total	<u>5,32,27,593</u>	<u>5,30,46,432</u>

NOTE : 24 OTHER EXPENSES

Sr. No.	Particulars	As At 31st March, 2016	As At 31st March, 2015
1	Stores & Consumables	89,08,258	94,41,594
2	Power & Fuel	31,77,747	33,09,345
3	Processing Charges	27,65,643	28,88,047
4	Rates & Taxes	2,90,208	2,15,561
5	Rent	17,01,996	15,08,896
6	Travelling & Conveyance	54,71,871	62,40,156
	Repair & Maintenance		
7	Plant & Machinery	7,47,428	5,56,323
8	Building	12,03,165	7,29,905
9	Others	6,43,682	5,31,674
10	Misc. Expenses	78,06,483	52,40,475
11	Communication Exp.	12,06,543	12,00,766
12	Selling Expenses	42,06,354	42,78,271
13	Sales Commission	4,29,141	5,73,410
14	Insurance Charges	4,53,167	2,40,057
15	Bad Debts	7,39,044	3,42,224
16	Freight Outward	30,01,538	14,85,565
17	Directors Sitting Fee	68,000	72,000
18	Auditors Remuneration	4,64,300	4,88,100
19	Loss on sale of Assets	68,781	-
	Total	<u>4,33,53,349</u>	<u>3,93,42,368</u>

SCEDULE :25 FINANCIAL COST

Sr. No.	Particulars	As At 31st March, 2016	As At 31st March, 2015
1	Bank Charges	29,62,618	16,11,982
2	Interest on Term loan	61,68,283	52,85,839
3	Interest on unsecured loans	5,70,618	11,82,492
4	Interest on Other loans	1,18,89,347	1,20,61,416
	Total	2,15,90,866	2,01,41,729

26 Contingent liability not provided for:-

a) Claims against the company not acknowledged as liabilities in respect of:

Particulars	31.3.2016	31.3.2015
Sales tax Matters	8,23,523	8,23,523
Less: Advance Paid	2,47,057	2,47,057
	<u>5,76,466</u>	<u>5,76,466</u>

a) In respect of Bank Guarantees given by Bank for Rs. 172.89 Lacs (previous year Rs.163.14 Lacs).

27 Auditors Remuneration	31.3.2016	31.3.2015
Audit fees	3,00,000	3,00,000
Tax Audit Fees	1,00,000	1,00,000
	<u>4,00,000</u>	<u>4,00,000</u>

28 As required by Accounting Standard (AS 28)"impairment of Assets", the management has carried out the assessment of impairment of assets and no impairment loss has been recognised during the year other than the assets discarded/ dismantled and written off to Profit and loss account

29 Expenditure in foreign currency :- Nil

30 Previous year figures have been regrouped/rearranged wherever considered necessary.

31 Balance Confirmations:

Sundry Debtors, Loans & Advances and Creditors balances are subject to confirmation, reconciliation and consequent adjustment, if any

32 Segment Reporting

The Company's operating business is organised and managed according to a single primary reportable business segment namely 'Lubrication systems ". Accordingly, information relating to segmental reporting as per Accounting Standard-17 is not required to be furnished.

33 Related Party Disclosures:

1. The list of related parties as identified by the management is as under: (with whom transactions have occurred during the year).

Name of Party	Relationship
Mr. Vijendra Kuamr Mittal	Managing Director
Mr. Virendra Kumar Gupta	Whole Time Director
Mrs.. Madhu Mittal	Whole Time Director
Mr. Aman Mittal	Whole Time Director
Mr. Ansh Mittal	Whole Time Director
Mrs. Swati Mittal	Relative of Key Management Personnel
Ganpati Handtex Pvt. Ltd.	Subsidiary Company (Since 14/09/2011)
Minihyd Hydraulics Pvt. Ltd.	Others
Shree Ganpati Boxmaker Pvt. Ltd.	Relative of Key Management Personnel

2. The following transactions were carried out with related parties in the ordinary course of business:- (Rs. In Lacs)

PARTICULARS	KEY MANAGEMENT PERSONNEL	RELATIVES OF KEY MGMT. PERSONNEL	OTHERS	Subsidiary	TOTAL
REVENUE TRANSACTIONS					
Purchase of goods					
Minihyd Hydraulics Ltd.			179.37	-	179.37
Printing & Stationery					
Shree Ganpati Boxmaker P Ltd.		8.50			8.50
Remuneration to Directors	70.80				70.80
Salary		4.80			4.80
Contribution to PF	7.32	0.43			7.75
BALANCES AS AT 31.03.16					
Creditors					
Minihyd Hydraulics Ltd.			108.90		108.90
Ganpati Boxmaker Pvt. Ltd.				0.45	0.45

NOTE :-

1. Related party relationship is as identified and certified by the Management.
2. No amount has been provided as doubtful debts, written off or written back in the year in respect of debts due to above related parties.

34. Earning per share (EPS)

Earning per share has been computed as follows:-

(Value in Rupees)

	Year ended 31.03.16	Year ended 31.03.15
Net Profit/(Loss) attributable to Shareholders	1,00,48,020	1,18,53,917
Effect of Dilutive Securities	-	-
Diluted income available to Equity Shareholders	<u>1,00,48,020</u>	<u>1,18,53,917</u>
Weighted average shares outstanding	41,20,000	41,20,000
Effect of Dilutive Securities	-	-
Diluted weighted average shares outstanding	<u>41,20,000</u>	<u>41,20,000</u>
Nominal value of Equity shares	10	10
Basic earnings per share	2.44	2.88
Diluted earnings per share	2.44	2.88

35 During the current year, pursuant to the Companies Act 2013 the company has revised depreciation rates on fixed assets as per the useful life specified in Part 'C' of Schedule II of the Act. As a result of this change, the depreciation change for the year ended as on 31 March 2016 is higher by Rs. 5.06 Lac. Further, based on transitional provision an amount of Rs. 6.41 Lac has been credited to opening balance of retained earnings in respect of the fixed assets where life has expired as per the said Schedule as on 31 March 15.

36 No Interest has been paid/ provided on credit from Micro, Small & Medium enterprises as no amount was overdue at any time.

For and on behalf of

For an on behalf of the Board

For SATISH SINGLA & CO.
(Chartered Accountants)

VIJENDRA KUMAR MITTAL
MANAGING DIRECTOR
(DIN: 00006398)

CA SATISH SINGLA
(Partner)
Membership No.: 080836
Firm Reg. No.: 000882N

KOMAL GUPTA
COMPANY SECRETARY
Membership No.: 42613

VIRENDRA KUMAR GUPTA
DIRECTOR
(DIN: 00006461)

Place : Faridabad
Date : 28-05-2016



ATTENDANCE SLIP

**CENLUB INDUSTRIES LIMITED
CIN: (L67120HR1992PLC035087)**

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

NAME AND ADDRESS OF THE MEMBER/PROXY*			
DPID/CLIENT ID**		NO. OF SHARES HELD	
FOLIO NO.			

I/We hereby record my/our presence at the **24th (Twenty Fourth) ANNUAL GENERAL MEETING** of the Company held at **TERAPANTH BHAWAN, D-2/13, ANUVRAT MARG, SECTOR-10, DLF, FARIDABAD (HARYANA)** Friday, September 30, 2016 at 9:15 a.m. (I.S.T.)

SIGNATURE OF THE MEMBER/PROXY*

* Strike out whichever is not applicable.

** Applicable for Members holding shares in Dematerialised form.

Note : Please handover this slip at the entrance of the Meeting Venue

E-VOTING

Users who wish to opt for e-voting may use the following login credentials.

_____	_____	_____
EVEN (Remote E-Voting Event No.)	User ID	Password
_____	_____	_____

Please follow steps for e-voting procedure as given in the Notice of AGM.



PROXY FORM

CENLUB INDUSTRIES LIMITD
CIN: (L67120HR1992PLC035087)

Regd. Office & Works : Plot No. 233-234, Sector-58, Ballabgarh, Faridabad - 121004
Phone No. : 08826794470, 71, 72, 73

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

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

I/We being the member(s) of _____ Shares of Cenlub Industries Limited, hereby appoint:

- 1) Name : _____
Address: _____
E-mail Id.: _____ Signature _____ or failing him:
- 2) Name : _____
Address: _____
E-mail Id.: _____ Signature _____ or failing him:
- 3) Name : _____
Address: _____
E-mail Id.: _____ Signature _____ or failing him:

as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the 24th (Twenty-Fourth) Annual General Meeting of the company, to be held on Friday, September 30, 2016 at 9:15 a.m. (I.S.T.) at the **TERAPANTH BHAWAN, D-2/13, ANUVRAT MARG, SECTOR-10, DLF, FARIDABAD (HARYANA)** and at my adjournment thereof in respect of such resolutions as are indicated below:

Item No	Resolutions	Vote (Optional-See Note 4)	
		For	Against
ORDINARY BUSINESS			
1	To consider and adopt: a. Audited financial Statement for the year ended March 31, 2016 and the reports of Board of Directors and Auditors thereon; and b. Audited consolidated financial statement for the year ended March 31, 2016		
2	Re-appointment of Mr. Ansh Mittal (DIN 00041986) as a Director, who retires by rotation and being eligible, offers himself for re-appointment.		
3	Re-appointment of Mr. Dinesh Kaushal (DIN 00006490) as a Director, who retires by rotation and being eligible, offers himself for re-appointment.		
4	Appointment of M/s Satish Singla & Co., Chartered Accountants as Statutory Auditors of the Company.		



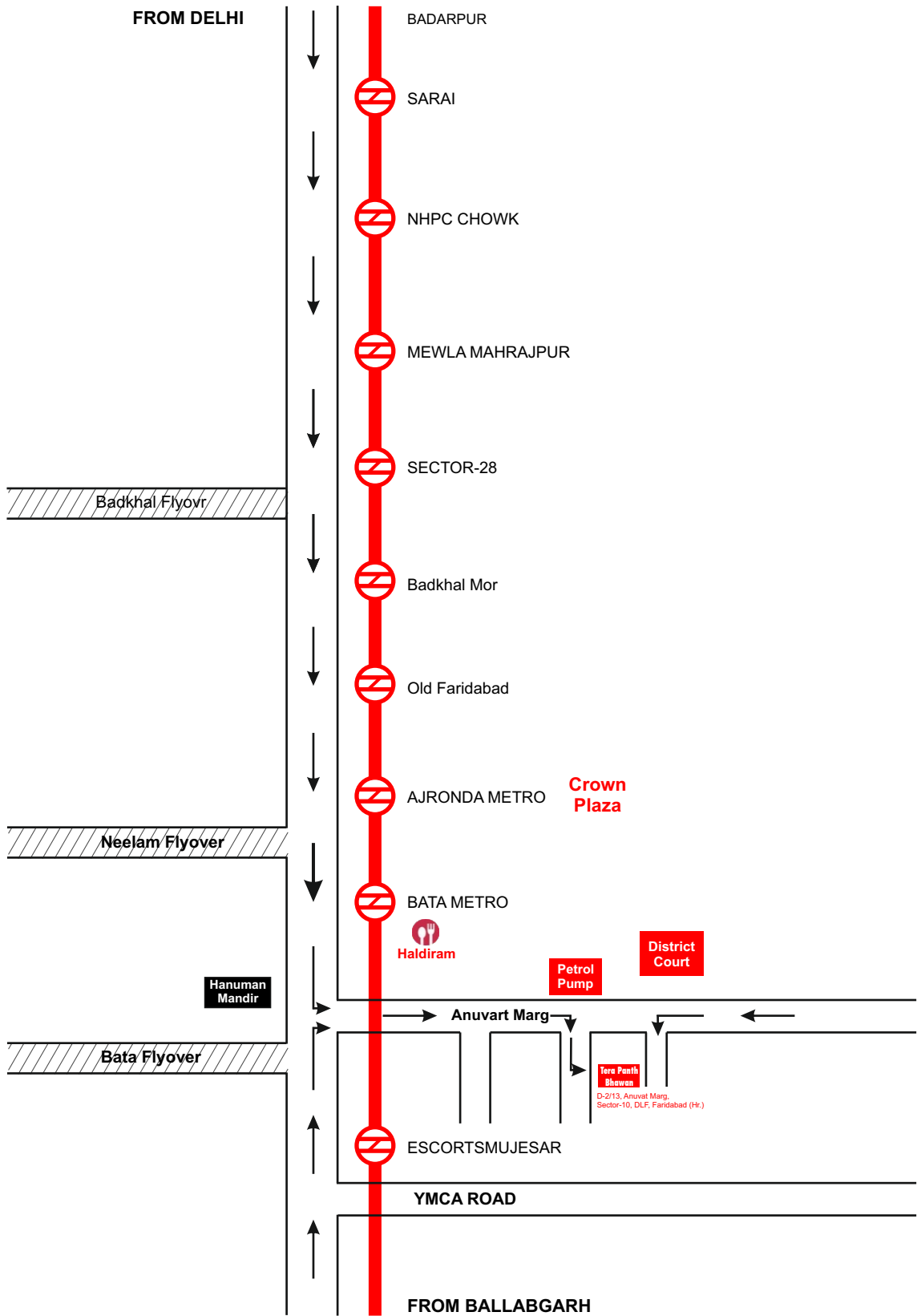
SPECIAL BUSINESS:			
5	Appointment of Smt. Sujata Arora (DIN No. 07585453)as Director.		
6	Appointment of Smt. Sujata Arora (DIN No. 07585453)as an Independent Director.		
7	Re-appointment of Smt. Madhu Miital (DIN No. 00006418) as Executive Director of the Company.		
8	Re-appointment of Mr. Ansh Mittal (DIN 00041986) as Executive Director of the Company.		
9	Re-appointment of Mr. V.K. Mittal (DIN 00006398) as Managing Director of the Company.		
10	Re-appointment of Mr. Aman Mittal (DIN 00006435) as Executive Director of the Company.		
11	Appointment of Shri Dinesh Kaushal (DIN No. 00006490)as an Independent Director		
12	Appointment of Shri Ashok Kumar Agarwal (DIN No. 00006512)as an Independent Director		
13	Appointment of Shri Om Prakash Varma (DIN No. 00149756) as an Independent Director		
14	Service of Documents to the Shareholders of the Company		

Signed thisday of, 2016

Signature of Member(s)

Notes :

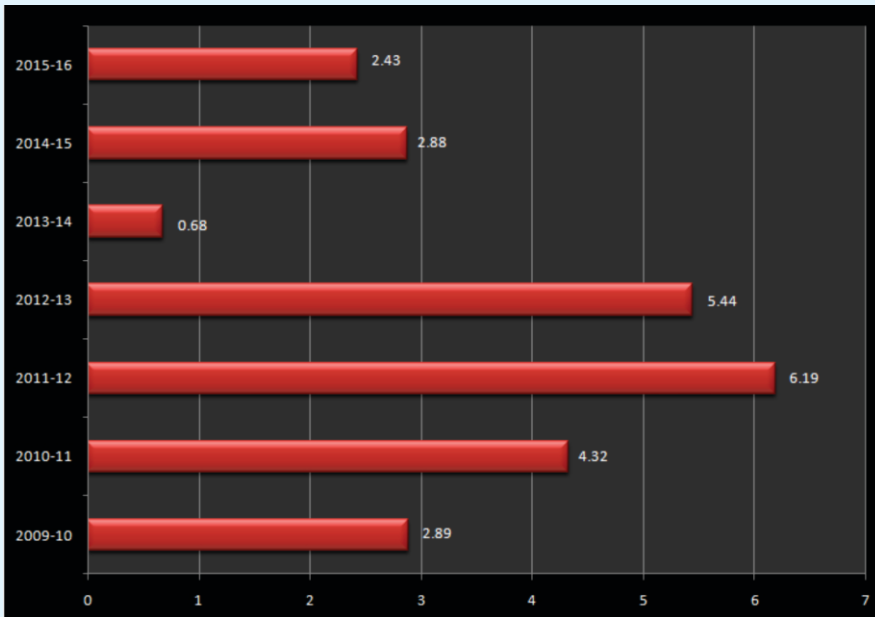
- 1 This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less 48 hours before the commencement of the Meeting.
- 2 A Proxy need not be a Member of the Company
- 3 A person can act as a Proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than 10% (ten percent) of the total share capital of the Company carrying voting rights. A member holding more than 10% (Ten percent) of the total share capital of the Company carrying voting rights, may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder.
- 4 It is optional to indicate your preferences. If you leave the 'For' or 'Against' column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she may deem appropriate.



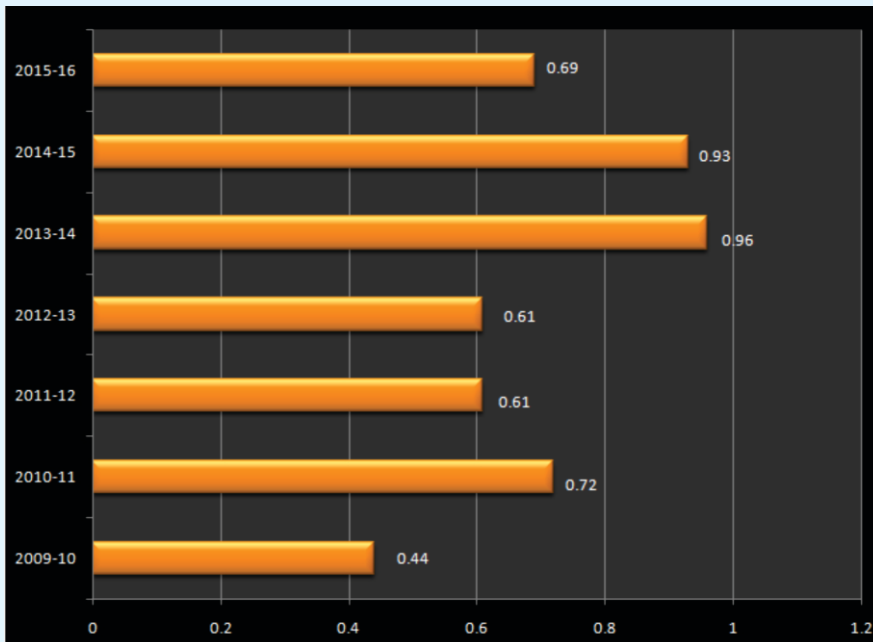
Events of Annual General Meeting - 2014-2015



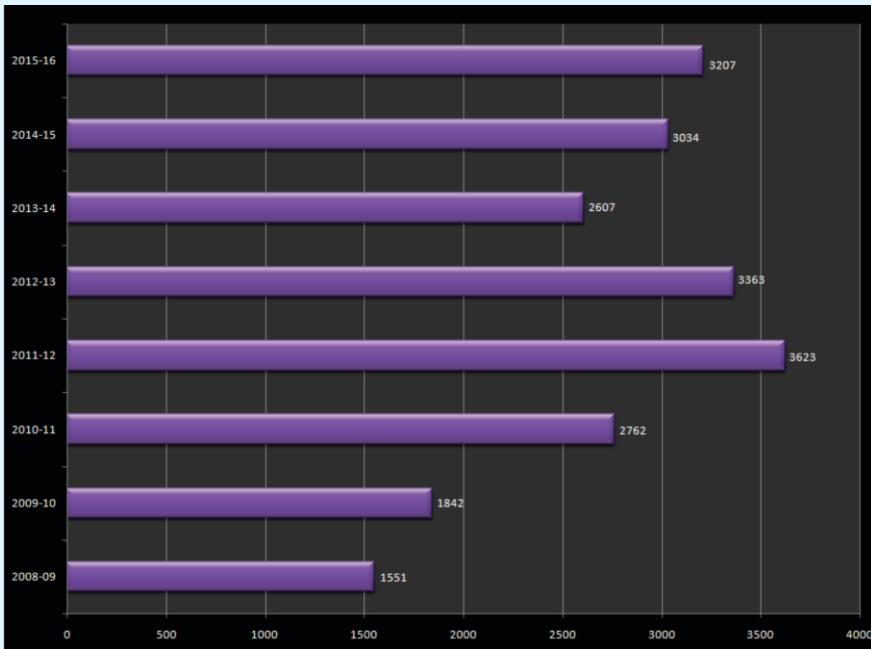
Earning per share (Rs.)



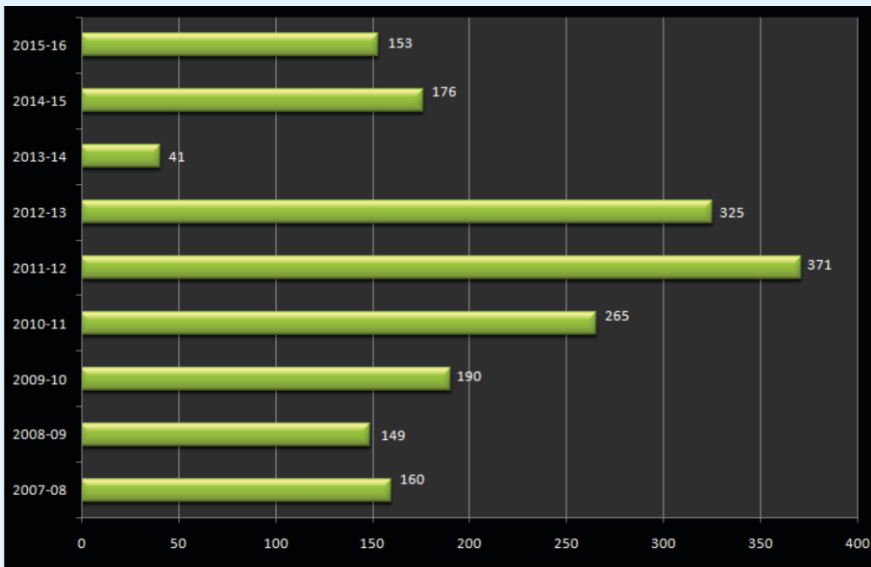
Debt Equity Ratio (Rs.)



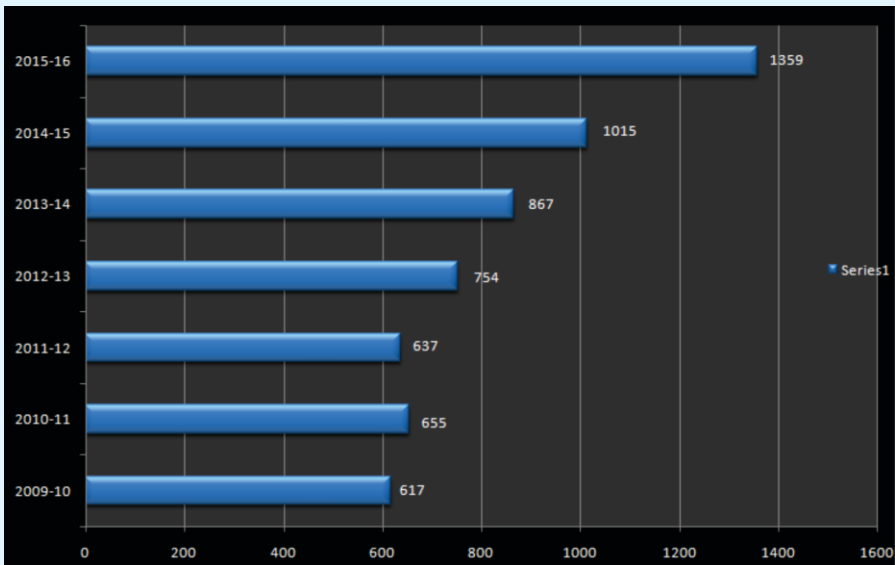
Revenue (Sales) (Rs. in Lacs)



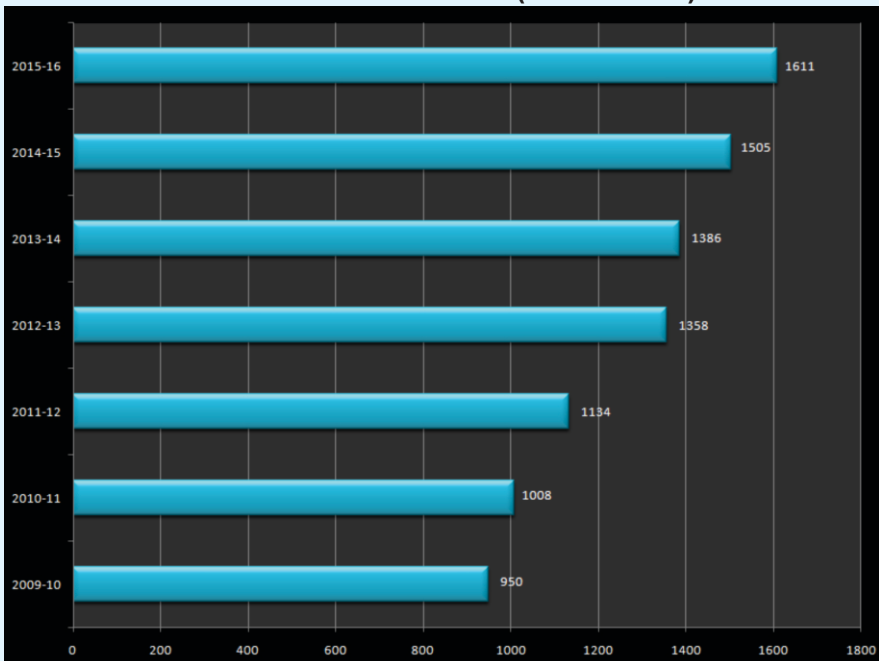
Profit Before Tax (Rs. in Lacs)



Gross Fixed Assets (Rs. In Lacs)



Share Holder's Fund (Rs. In Lacs)



REGISTERED POST

If undelivered, please return to :

CENLUB INDUSTRIES LTD.

Plot No. 233 & 234, Sector-58, Ballabgarh, Faridabad-121004 (Haryana)

Tel. : +91-8826794470-73, Fax : +91-129-2307263

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