

Quarterly Compliance Report on Corporate Governance

Name of the Company : **CENLUB INDUSTRIES LIMITED**
Company Code : **522251**
Quarter Ending on : **31st March 2015**

Particulars	Clause of Listing agreement	Compliance Status Yes/No/N.A	Remarks
II. Board of Director	49 (I)		
(A) Composition of Board	49 (IIA)	Yes	The structure of the Board of Directors of the Company Comprises of Five Executive Directors and Five Non-executive/Independent Directors.
(B) Independent Directors	49 (IIB)	Yes	-
(C) Non- executive Directors' compensation & disclosures	49 (IIC)	Yes	-
(D) Other provisions as to Board and Committee	49 (IID)	Yes	-
(E) Code of Conduct	49 (IIE)	Yes	-
(F) Whistle Blower Policy	49 (IIF)	Yes	-
III. Audit Committee	49 (III)		
(A) Qualified & independent Audit Committee	49 (IIIA)	Yes	The Audit Committee comprises of three Non-Executive Independent Directors. All members of the Audit Committee are financially literate of the Audit Committee have related financial management expertise .
(B) Meeting of Audit Committee	49 (IIIB)	Yes	The Committee is regular in holding meeting. In last quarter, Audit Committee Meeting was held on 9 th February,2015.
(C) Powers of Audit Committee	49 (IIIC)	Yes	The powers of the Audit Committee cover all the requirements of Clause 49 of the Listing Agreement and Section 177 of the Companies Act, 2013 and Rules there under.
(D) Role of Audit Committee	49 (IIID)	Yes	The role of the Audit Committee includes all requirements of Clause 49 of the Listing Agreement and Section 177 of the Companies Act,2013 and Rules there under.
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	The Audit Committee reviews the relevant information as required under Clause 49 of the Listing Agreement and Section 177 of the Companies Act,2013 and Rules There under.
IV. Nomination and Remuneration Committee	49 (IV)	Yes	The Nomination and Remuneration Committee comprises of three Non-Executive Independent Directors. The role of the Nomination and Remuneration Committee includes all requirements of Clause 49 of the Listing Agreement and Section 178 of the Companies Act, 2013 and Rules there under.
V. Subsidiary Companies	49 (V)	Yes	-
VI. Risk Management	49 (VI)	Yes	The Risk Management Committee comprises of three members with majority being Directors of the Company. The role of the Risk Management Committee includes all requirements of Clause 49 of the Listing Agreement.
VII. Related Party Transaction	49 (VII)	Yes	-

Contd.....2



.....2.....

VIII. Disclosures	49 (VIII)	Yes	-
(A) Related party transaction	49 (VIII A)	Yes	The Policy on dealing with Related Party Transactions is disclosed on the website of the Company.
(B) Disclosure of Accounting Treatment	49(VIII B)	Yes	-
(C) Remuneration of Directors	49(VIII C)	Yes	-
(D) Management	49(VIII D)	Yes	-
(E) Shareholders	49(VIII E)	Yes	It was duly complied with at the time of Annual General Meeting.
(F) Proceeds from public issues, rights issues, preferential issues, etc	49 (VIII F)	N.A	Company has not raise any amount thru rights issues, preferential issues, etc
IX. CEO/ CFO Certification	49 (IX)	Yes	It Will be complied with at the time of Annual Report.
X. Report on Corporate Governance	49 (X)	Yes	It Will be complied with at the time of Annual Report.
XI. Compliance	49 (XI)	Yes	It Will be complied with at the time of Annual Report.

Note:-

The Compliance status indicated is for the quarter ended 31st March ,2015 or as on 31st March ,2015, as relevant.

Details of compliance have been mentioned in the "Remarks column for clarity and it is requested that the same be read along with the compliance status indicated.

Date: 10.04.2015


V. K. Mittal
(Managing Director)

