

NOTICE

Notice is hereby given that the Twenty Third Annual General Meeting of the shareholders of **M/s Cenlub Industries Ltd. will be held on Wednesday 30 September 2015 at 9.15 A.M. at the Aggarwal Sewa Sadan D-48, Sector-11, Faridabad, (Haryana)** to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the standalone financial statements and the consolidated financial statements of the Company for the year ended 31 March 2015 together with the Directors' and Auditors' Reports thereon.
2. To appoint a director in place of Virendra Kumar Gupta (DIN 00006461), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.
3. To appoint a director in place of Ashok Kumar Agarwal (DIN 00006512), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.
4. To consider and, if thought fit, to pass the following resolutions as on **Ordinary Resolution**, relating to ratification of appointment of the Auditors of the Company:"

"RESOLVED THAT pursuant to provision of Section 139 of the Companies Act, 2013 and Rules made there under, the appointment of M/s. Satish Singla & Co., Chartered Accountants(Firm Registration No. 000882N) as Statutory Auditors of the Company approved in the Annual General Meeting (AGM) held on 27th September,2014 till the conclusion of 22nd AGM held in 2018 and is hereby ratified and that Board of Directors of the Company be and is hereby authorized to fix such remuneration as may be determined by the Board of Director and recommended by Audit Committee in consultation with auditors

SPECIAL BUSINESS:**5. Appointment of Krishna Gopal Gupta as an Independent Director**

To consider and if thought fit to pass, with or without modifications, the following resolution as an **ordinary resolution**:

"RESOLVED THAT Shri Krishna Gopal Gupta (DIN 00222525) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 13th November 2014 and who holds office up to the date of the forthcoming Annual General Meeting under Section 161 of the Companies Act, 2013(" the Act") and as per applicable Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

"RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 152, Schedule IV and other applicable provisions of the Act read with the Companies (Appointment and Qualification of

Directors) Rules,2014(including any modification(s) or re-enactment(s) there of for the time being in force), Shri Krishna Gopal Gupta (DIN 00222525), a Non-executive Director of the Company, who has submitted a declaration that the meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5(five) consecutive years from 13th November ,2014."

6. ALTERATION IN MEMORANDUM OF ASSOCIATION

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

"RESOLVED FURTHER THAT pursuant to the provisions of section 13, (correspond to section 16 of The Companies Act, 1956) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of shareholders be and is hereby accorded, for alteration in Memorandum of Association of the company by:

- a. Adding/replacing/deleting/substituting the clauses in the Object incidental and ancillary to the attainment of main Objects of company as mentioned in sub clause(B) of Clause III of the Memorandum of Association
- b. deleting the other object as mentioned in sub clause(C) of Clause III of the Memorandum of Association as per the provisions of Companies Act, 2013.

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

7. ALTERATION IN ARTICLES OF ASSOCIATION

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

"RESOLVED THAT pursuant to provisions of Section 14 and all other applicable provisions of Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

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

Faridabad **For and on Behalf of the Board of Directors**
13th August 2015

V.K.Gupta
Director
DIN 00006461

V.K.Mittal
Managing Director
DIN 00006398

NOTES:

1. **A member entitled to attend and vote is entitled to appoint a proxy to attend and vote, instead of himself/herself and the proxy need not be a member. A person can act as proxy on behalf of members' up to and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company. Further, a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member. The instrument appointing proxy must be deposited at the registered office of the company not less than 48 hours before the time of holding the meeting.**

2. Explanatory Statement pursuant to section 102 of the Companies Act, 2013 forms part of this Notice.
3. Brief details of the directors, who are seeking appointment/re-appointment, are annexed hereto as per requirements of clause 49 of the Listing Agreement.
4. At the Twenty-second Annual General Meeting of the Company held on 27th September, 2014 M/s Satish Singla & Co., Chartered Accountants (FRN 000882N) have been appointed as Statutory Auditors of the Company to hold office for a term of five years from conclusion of Twenty-second Annual General Meeting of the Company till the conclusion of the Twenty-Third Annual General Meeting (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 Statutory Auditors of the Company.

Your Directors request you to ratify the appointment of M/s Satish Singla & Co., Chartered Accountants (FRN 000882N) as statutory Auditors of the Company at the ensuing Twenty-third Annual General Meeting and to fix their remuneration.

5. Pursuant to the provisions of section 91 of the Companies Act, 2013, the register of members and share transfer books of the Company will remain closed from **Thursday 24 September 2015 to Saturday 30 September 2015**, both days inclusive.
6. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company (i.e. Beetal Financial & Computer Services (P) Ltd.). Members are requested to keep the same updated.
7. 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 or Beetal.

8. In terms of section 101 and 136 of the Companies Act, 2013 read together with the Rules made there under, the listed companies may send the notice of annual general meeting and the annual report, including Financial statements, Board Report, etc. by electronic mode.

The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company.

9. To receive shareholders' communications through electronic means, including annual reports and notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their e-mail address with Cenlub Industries Limited on **investors@cenlub.in**
10. Documents referred to in the Notice and the explanatory statement shall be open for inspection by the members at the registered office of the Company on all working days (Monday to Friday) from 10.00 a.m. to 1.00 p.m. except holidays, up to the date of the meeting.
11. The Company has been maintaining, inter alia, the following statutory registers at its registered office at Plot No- 233-234, Sector-58, Ballabgarh, Faridabad (Haryana), which are open for inspection in terms of the applicable provisions of Companies Act, 2013 by members and others as specified below:
 - i) Register of contracts or arrangements in which directors are interested under section 189 of the Companies Act, 2013, on all working days during business hours. The said Register shall also be produced at the commencement of the annual general meeting of the Company and shall remain open and accessible during the continuance of the meeting to any person having the right to attend the meeting.
 - ii) Register of Directors and Key Managerial Personnel and their shareholding under section 170 of the Companies Act, 2013, on all working days during business hours. The said Register shall be kept open for inspection at the annual general meeting of the Company and shall be made accessible to any person attending the meeting.
12. Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013 read with the Rules issued there under. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. **SH-13** duly filled to Beetal Financial & Computer Services (P) Ltd. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.
13. Corporate members are requested to send in advance, duly certified copy of the Board Resolution/Power of Attorney authorising their representative to attend the annual general meeting.
14. Members/Proxies are requested to bring the copies of annual reports to the meeting.

15. Please note that for security reasons, no article/baggage will be allowed at the venue of the meeting.

16. Voting through electronic means

In terms of the provisions of section 108 of the Companies Act, 2013 (the Act) read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and clause 35B of the Listing Agreement, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on 23 September 2015 (End of Day) being the Cut-off date for the purpose of Rule 20 (4) (vii) of the Rules fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by Beetal Financial & Computer Services (P) Ltd or to vote at the annual general meeting.

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY "CENLUB INDUSTRIES LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) 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)
	<ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
	<ul style="list-style-type: none"> • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Rajesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
	<ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Cenlub Industries Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.

- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- 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.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) To sl. no. (xvii) Above to cast vote.
- (B) The voting period begins on 26.09.2015 (9.00 A.M) and ends on 29.09.2015 (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 23.09.2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

General Instructions:

- The Board of Directors has appointed Apoorva Singh, Practicing Company Secretary (Membership No. 35621CP No.13277) as the scrutinizer to the e-voting process, (including voting through ballot form received from the members) and voting at the venue of the annual general meeting in a fair and transparent manner.
- The scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unlock the votes through e-voting in the presence of at least two (2) witnesses, not in the employment of the Company and make, not later than three (3) days from the conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Company, who shall countersign the same.
- The scrutinizer shall submit his report to the Chairman, who shall declare the result of the voting. The results declared along with the scrutinizer's report shall be placed on the Company's website: www.cenlub.in and shall also be communicated to the stock exchanges. The resolution shall be deemed to be passed at the annual general meeting of the Company Scheduled to be held on Wednesday 30 September 2015.

Annexure to the Notice

Explanatory Statement

The following Explanatory Statement relating to Special Business at item No. 5 to 7 of the accompanying Notice sets out all materials facts as required under Section 102 of the Companies Act, 2013("the Act").

ITEM NO.5

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, Shri Krishna Gopal Gupta as an Additional Director of the Company with effect from 13th November, 2014.

In terms of the provision of section 161 of the Act, Shri Krishna Gopal Gupta will hold office up to the date of the ensuing Annual General Meeting. The company has received a notice in writing from a member along with the deposit if requisite amount under section 160 of the Act proposing the candidature of Shri Krishna Gopal Gupta for the office of Director of the Company

Shri Krishna Gopal Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

The Company has received a declaration from Shri Krishna Gopal Gupta that he meets with the criteria of independence as prescribed both under sub-section (6) of section 149 of the Act and under Clause 49 of the listing Agreement.

The Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee of Directors has appointment Shri Krishna Gopal Gupta as Independent Director for five consecutive years with effect from, 13th November 2014 subject to approval of members.

In terms of section 149 and other applicable provision of Act, Shri Krishna Gopal Gupta being eligible is proposed for appointment as Independent Director for five consecutive years on the Board of the Company.

In the option of the Board, Shri Krishna Gopal Gupta fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement, Shri Krishna Gopal Gupta is Independent of the management.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Shri Krishna Gopal Gupta is appointed as an independent Director.

The terms and conditions for appointment of Shri Krishna Gopal Gupta as an Independent Director is available for inspection by members at the Registered Office of the Company.

Except Shri Krishna Gopal Gupta, none of the Director, Manger, other Key Managerial Personnel and their relatives are in any way concerned or interested, financial or otherwise, in the aforesaid Resolution.

ITEM NO. 6

The existing Memorandum of Association ("MOA") are based on the Companies Act, 1956 and several Clauses in the existing MOA contain references to specific sections of the Companies Act, 1956 and some Clauses in the existing MOA are no longer in conformity with the Act. With the coming into force of the Companies Act, 2013, it is considered expedient to overhaul the existing moa by Adding/replacing/deleting/substituting the clauses in the Object incidental and ancillary to the attainment of main Objects of company as mentioned in sub clause(B) of Clause III of the Memorandum of Association and deleting the other object as mentioned in sub clause(C) of Clause III of the Memorandum of Association.

The new MOA to be substituted in place of the existing MOA is based on the provisions of Companies Act, 2013.

The proposed new draft of MOA is available for inspection by the members at the Registered Office of the Company on any working day excluding public holidays and Sundays, between 11.00 A.M. to 1.00 P.M. upto and including the date of Annual General Meeting.

Your Directors recommend the passing of this Resolution as Special Resolutions by the members.

None of the Directors, Key Managerial Personnel and Relatives of the Directors / Key Managerial Personnel of the Company is interested in the proposed Resolution.

ITEM NO. 7

The existing Articles of Association ("AoA") are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Act. With the coming into force of the Companies Act, 2013, wherein Table F has been prescribed to be adopted as standard Articles of Association, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on Table `F' of the Act which sets out the model Articles of Association for a Company limited by shares.

The proposed new draft of AoA is available for inspection by the members at the Registered Office of the Company on any working day excluding public holidays and Sundays, between 11.00 A.M. to 1.00 P.M. upto and including the date of Annual General Meeting.

Your Directors recommend the passing of this Resolution as Special Resolutions by the members.

None of the Directors, Key Managerial Personnel and Relatives of the Directors / Key Managerial Personnel of the Company is interested in the proposed Resolution.

Faridabad **For and on Behalf of the Board of Directors**
13th August 2015

V.K.Gupta
Director
00006461

V.K.Mittal
Managing Director
00006398



CENLUB INDUSTRIES LIMITD
CIN: (L67120HR1992PLC035087)

Registered Office: Plot No 233-234 Sector-58 Ballabgarh, Faridabad-121004 Haryana

ATTENDANCE SLIP

DP ID _____

(To be presented at the entrance)

Folio No. / Client ID _____

I/We hereby record my/our presence at the **23rd ANNUAL GENERAL MEETING** of the Company at Aggarwal Sewa Sadan D-48, Sector-11, Faridabad (Haryana) on Wednesday, 30th September, 2015 at 9.15 A.M.

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. JOINT SHAREHOLDER(S) MAY OBTAIN ADDITIONAL SLIP AT THE VENUE OF THE MEETING.

Signature of the Member/ Proxy

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013
read with Rule 19 (3) of the Companies (Management
and Administration) Rules, 2014]

CENLUB INDUSTRIES LIMITD
CIN: (L67120HR1992PLC035087)

Registered Office: Plot No 233-234 Sector-58 Ballabgarh, Faridabad-121004 Haryana

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

I/We being the member(s) of _____ shares of the above named Company hereby appoint:

- 1) Name : _____
Address: _____
E-mail Id.: _____ or falling him:

- 2) Name : _____
 Address: _____
 E-mail Id.: _____ or falling him:
- 3) Name : _____
 Address: _____
 E-mail Id.: _____ or falling him

As my / our proxy to attend and vote (on a poll) for me/us and on my/belief at the **23rd ANNUAL GENERAL MEETING** of the Company to be held on Wednesday,30th September,2015 at 9.15 A.M at Aggarwal Sewa Sadan D-48, Sector-11, Faridabad(Haryana) and at any adjournment thereof in respect of such resolution as are indicated below.

Resolution No	Resolutions	For	Against
1.	Ordinary Business To consider and adopt the standalone financial statements and the consolidated financial statements of the Company for the year ended 31 March 2015 together with the Directors' and Auditors' Reports thereon.		
2.	To appoint a director in place of Virendra Kumar Gupta (DIN 00006461),who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.		
3.	To appoint a director in place of Ashok Kumar Agarwal (DIN 00006512), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.		
4.	To ratify appointment of Satish Singla & Co.,Chartered Accountants, (Firm Registration No. 000882N) as Statutory Auditors of the Company for the year 2015-16 and to fix their remuneration.		
	Special Business		
5.	Appointment of Krishna Gopal Gupta(Din:00222525) as an Independent Director		
6.	Alteration in memorandum of association		
7.	Alteration in articles of association		

Signed this _____ day of _____ 2015

Signature of the Shareholder _____

Affix
Revenue
Stamp

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Note: This form of in order to be effective should be duly completed and Deposited at the Registered Office of the Company, not less than 48 hours before the commencement of Meeting.

CENLUB INDUSTRIESLIMITD
CIN: (L67120HR1992PLC035087)

Registered Office: Plot No 233-234 Sector-58 Ballabgarh Faridabad-121004 Haryana

E-MAIL: cenlub@cenlub.in Website: www.cenlub.in Tel: 08826794470, 71, 72, 73 Fax No: 0129-2307263

1. Name
Registered Address of the sole/ first named Shareholder :
2. Name(s) of the Joint Holder(s),if any :
3. Registered Folio No./DPID & Client ID No :
4. No. of Shares held :

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed for the business stated in the notice of 23rd Annual General Meeting of the Company to be held on Wednesday, September,30,2015, by conveying my/our assent or dissent to the said Resolution(s) by placing the tick (?) mark at the appropriate box below:

Item No.	Description	No. of Equity Shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	ORDINARY BUSINESS Adoption of the audited financial statements including audited consolidated financial statement of the Company for the financial year ended 31 March 2015 together with the reports of the Board of Directors' and Auditors thereon..			
2	Re-appointment of Mr. Virendra Kumar Gupta (DIN 00006461)as a Director, who retires by rotation.			
3	Re-appointment of Mr. Ashok Kumar Agarwal (DIN 00006512) as a Director, who retires by rotation.			
4	Appointment of M/s. Satish Singla & Co.as Statutory Auditors of the Company			
	SPECIAL BUSINESS:			
5	Appointment of Mr. K.G.Gupta (Din:00222525)as a Non Executive Director of the Company.			
6	Alteration in memorandum of association			
7	Alteration in articles of association			

Place: _____

Date : _____

Signature of Shareholder
Notes : Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

1. This Ballot form is provided for the benefit of members who do not access to remote e-voting facility.
2. A member can opt for only one mode of voting i.e. either through remote e-voting or by Ballot. If a member casts vote by both modes, then voting done through remote e-voting shall prevail and ballot shall be traded as invalid.
3. For detailed instructions on remote e-voting, please refer to the remote e-voting Notice.
4. The Scrutinizer will collate the votes downloaded from the remote e-voting system and votes received through ballot to declared the final result for each of the Resolution forming part of the Notice convening the AGM of the Company.

PROCESS AND MANNER FOR MEMBERS OPTING TO VOTE BY USING THE BALLOT FORM

- a. Voting rights are reckoned on the basis of the shares registered in the names of the Members/Beneficial Owners as on 23.09.2015
- b. Please complete and sign the Ballot form and return the form in the self-addressed business reply envelope so as to reach the scrutinizer appointed by the Board of Director of the Company on or before.
- c. The form should be signed by the member as per the specimen signature registered with the company/ Depositories. In case of joint holding, the form should be completed and signed by the first named member and in his/her absence, by the next named joint holder. A power of Attorney (POA) holder may vote on behalf of a member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot is not through proxy.
- d. In case the shares are held by companies, trusts, societies, etc., the duly completed Ballot form should be accompanied by a certified true copy of the relevant Board Resolution together with their specimen signature authorizing their representative.
- e. A member may requested for a duplicate Ballot Form, if so required. However, duly filled and signed duplicate form should reach the scrutinizer not later than the date and time specified in serial no(b) above.
- f. Undersigned, incomplete, improperly or incorrectly tick marked Ballot Form will be rejected. The form will also be rejected, if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or it the signature cannot be verified.
- g. The decision of the Scrutinizer on the validity of the Ballot from and any other related matter shall be final.
- h. The result declared along with Scrutinizer's Report shall be placed on the Company's Website www.cenlub.in and on the website of the National Securities Depository Limited with in three (3) days of the passing of the Resolution at the AGM of the Company to be held on 30 September 2015 and communicated to BSE Limited, where the shares of the Company are listed