



AN ISO 9001 COMPANY

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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

14th July 14, 2017

Stock Code :BSE: 522251

BSE Limited,

Corporate Relationship Department ,

2nd Floor, New Trading Wing,

Rotunda Building, P.J.Towers,

Dalal Street,

Mumbai-400 001

Dear Sirs,

Sub:Outcome of voting of Court Convened Meeting held on 13th July,2017

This is with reference to our earlier communication regarding the Court Convened Meeting of the Company. Please note that the Court Convened Meeting (CCM) of the Company was held on 13th July, 2017 at Tera Panth Bhawan, D-2/13, Anuvarat Marg, Sector 10, DLF, Faridabad, Haryana.

As per the requirements of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided remote e-voting facility and e-voting facility at the CCM to its Shareholders for voting on the business to be transacted at the CCM of the Company. The Company had appointed Mr. Swaran Kumar Jain, Practicing Company Secretary and Mr. Ajai Garg, Practicing Company Secretary as the Scrutinizers for the remote e-voting and e-voting at the CCM. As per the Scrutinizers' Report, the Resolution as set out in the Notice of CCM has been duly approved by the Shareholders with requisite majority. The Scrutinizers' Report is enclosed as Annexure 1.

In accordance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including Regulation 44(3) read with SEBI Circular No. CIR/CFD/CMD/8/2015 dated November 4, 2015 thereof, please find attached the consolidated outcome of voting held through remote e-voting and e-voting at the Court Convened Meeting of the Company as Annexure 2.

You are requested to kindly take above information on your records.

Thanking You,

Yours faithfully,

For CENLUB INDUSTRIES LIMITED

V.K. Gupta

Director

Din:00006461

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 |
| KOLHAPUR : 09960426926 | 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

Outcome of Voting Court Convened Meeting

(As per Regulation 44(3) of Listing Regulations)

| | |
|--|---------------|
| Date of Court Convened Meeting | July 13, 2017 |
| Total number of shareholders as on relevant date(i.e. 30 th April , 2017) | 4866 |
| No. of shareholders present in the meeting either in person or through proxy | |
| Promoter & Promoter Group | 10 |
| Public | 98 |
| No. of Shareholders attended the meeting through Video Conferencing | |
| Promoter & Promoter Group | Nil |
| Public | Nil |



Agenda wise disclosure:

| Resolution required (Ordinary/Special) | | | Approval by majority in number representing three fourths in value of the members or class members. To consider, and if thought fit, approving, with or without modification(s), the proposed arrangement embodied in the Scheme of Arrangement amongst Cenlub Industries Limited and its Members to reclassify and transfer the amounts lying to the credit of General Reserves to the "Profit and Loss Account; in accordance with the Scheme. | | | | | |
|--|----------------|-------------------|---|--|----------------------------|----------------------|---|---|
| Whether promoter/promoter group are interested in the agenda/resolution? | | | Promoter and Promoter group are not interested in the resolution except to the extent of their shareholding . | | | | | |
| Category | Mode of Voting | No.of Shares held | No.of votes polled | % of Votes Polled on outstanding shares(3)=(2)/(1)*100 | No.of Votes -in Favour (4) | No. of Votes-against | % of Votes in favour on votes polled (6)=[(4)/(2)] *100 | % of Votes against on votes polled (7)=[(5)/(2)] *100 |
| Promoter and Promoter Group | E-Voting | 1776626 | 1776626 | 100.00 | 1776626 | 0 | 100 | 0 |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot | | - | - | - | - | - | - |
| | Total | 1776626 | 1776626 | 100.00 | 1776626 | 0 | 100 | 0 |
| Public-Institutions | E-Voting | - | - | - | - | - | - | - |
| | Poll | 3300 | - | - | - | - | - | - |
| | Postal Ballot | - | - | - | - | - | - | - |
| | Total | 3300 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public-Non Institutions | E-Voting | 2340074 | 423169 | 18.08 | 423169 | 0 | 100.00 | 0 |
| | Poll | | 35330 Including Invalid votes (9273) | 1.51 | 26057 | 0 | 100.00 | 0 |
| | Postal Ballot | | 4170 | 0.178 | 4170 | - | 100 | 0 |
| | Total | 4120000 | 462669 | 11.23 | 453396 | 0 | 100 | 0 |

Thanking You,

Yours faithfully,

For CENLUB INDUSTRIES LIMITED



 V.K. Gupta
 Director
 Din:00006461
 Encl: As above

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FORM NO. MGT.13

Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
Ms. Justice Navita Singh (Retd)
Chairperson

National Company Law Tribunal convened Meeting of the Equity Shareholders of Cenlub Industries Limited (hereafter referred as Company) held on the 13th day of July, 2017 at 2.00 P.M. at Tera Panth Bhawan, D-2/13, Anuvarat Marg, Sector 10 DLF, Faridabad, Haryana.

Respected Ma'am,

I, Ajay Garg, appointed as Scrutinizer by the direction of Hon'ble National Company Law Tribunal - Chandigarh Bench vide order number 04/Chd/Hry/2017 dated 15.05.2017 (mentioned in Para no. 28 page no. 17) for the purpose of the Poll taken, E-Voting and Postal Ballot process on the below mentioned Resolution, at the National Company Tribunal convened General Meeting of the Equity Shareholders of Cenlub Industries Limited (hereinafter referred as Company), held on 13th day of July, 2017 at 2.30 P.M. due to absence of quorum at 2.00 P.M. at Tera Panth Bhawan, D-2/13, Anuvarat Marg, Sector 10 DLF, Faridabad, Haryana submit my report as under:

1. After the time fixed for closing of the poll by the Chairperson, one (1) ballot box kept for voting was locked in my presence with due identification marks placed by me.
2. Brief summary of Voting is as under:

| S.no. | Description | E-voting | Postal Ballot | Poll |
|-------|----------------------------|--|--|--|
| 1. | Dates and timing of Voting | June 13, 2017 to July 12, 2017 at 5.00 | June 13, 2017 to July 12, 2017 at 5.00 | 13 th July, 2017 at 2.30 PM |



| | | | |
|----|--|--|----|
| | | PM | PM |
| 2. | Date and timing of Tribunal convened Meeting | 13 th July, 2017 at 2.30 PM | |
| 3. | Total Number of Shares on Record Date | 41,20,000 | |
| 4. | Cut-off date | 30.04.2017 | |

3. The locked ballot boxes (Poll and Postal Ballot) were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
4. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
5. The result of the E-voting, Postal Ballot and Poll is as under:
 - (a) **Resolution:** To accord approval to the scheme of Amalgamation and Arrangement amongst the Cenlub Industries Limited, Applicant No. 1/Transferee Company, Minihyd Hydraulics Limited (Transferor Company 1/ Applicant No. 2). Ganpati Handtex Private Limited (Transferor Company 2/ Applicant No. 3) and their respective shareholders and creditors.

(i) Voted **in favour** of the resolution:

| Particulars | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---------------|--|------------------------------|---------------------------------------|
| E- Voting | 29 | 423169 | 100% |
| Postal Ballot | 13 | 26057 | 100% |
| Poll | 56 | 4170 | 100% |

(ii) Voted **against** the resolution:

| Particulars | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---------------|--|------------------------------|---------------------------------------|
| E- Voting | NIL | NIL | NIL |
| Postal Ballot | NIL | NIL | NIL |
| Poll | NIL | NIL | NIL |



(iii) **Invalid** votes:

| Particulars | Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---------------|---|------------------------------------|
| E- Voting | 15 | 1777126 |
| Postal Ballot | 8 | 9273 |
| Poll | NIL | NIL |

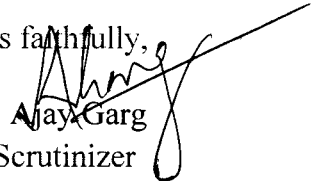
5. A detailed list of Voting done by way of (i) Poll, (ii) Postal Ballot, and (iii) E-Voting by the Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the authorized signatory for safe keeping.

Thanking you.

Place: Faridabad
Dated: 13.07.2017



Yours faithfully,


Ajay Garg
Scrutinizer

- Annexure -** (1) Register of Voting by Poll – Standalone
(2) Register of Voting through E-Voting – Standalone
(3) Voting records downloaded from CDSL (E-Voting)
(4) Register of Voting through Postal Ballot – Standalone
(5) Register of Voting - Consolidated