(Regd. Office-cum-Unit-I)

CENLUB

AN ISO 9001 COMPANY

Tel. : 08826794470, 71, 72, 73
Fax : 0129-2307263
E-mail : cenlub@cenlub.in
Website : www.cenlub.in
CIN : L67120HR1992PLC035087

CENLUB INDUSTRIES LTD.
Plot No.233-234, Sector-58,
Ballabgarh,Faridabad – 121004,
Haryana, India

CIL/SE/R-15/2023-24/131

29th May , 2023

To,
The General Manager
DCS-CRD
BSE Limited.
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001

Scrip Code: 522251

Ref.: Submission of Annual Secretarial Compliance Report of the Company for the financial year ended March 31, 2023 under Regulation 24A of SEBI (LODR) Regulations, 2015)

Dear Sir/Ma'am,

Sub: Submission of the Annual Secretarial Compliance Report for the year ended 31st March, 2023.

Pursuant to Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Secretarial Compliance Report of the Company for the financial year ended March 31, 2023 as obtained from Mrs. Apoorva Singh, Practicing Company Secretary, Delhi.

Further, the Annual Secretarial Compliance Report will also be filed in XBRL mode within the stipulated time period.

You are requested to please take on record the above said document for your reference and further needful.

Thanking You,

Yours faithfully,

INDUSTRIES LTD

AN M
WH TI E ECTOR
DIN:

Encl: As above

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APOORVA SINGH
COMPANY SECRETARY

C-84, 8TH FLOOR, MEADOWS VISTA, RAJNAGAR EXTENTION, MORTA,
GHAZIABAD-201001, Ph. No.9971148606
Email id- cs[illegible]ail.com

Secretarial Compliance Report of Cenlub Industries Limited for the financial year ended 31.03.2023

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **CENLUB INDUSTRIES LIMITED (hereinafter referred as 'the listed entity')**, having its Registered Office at Plot No-233 & 234 Sector-58 Faridabad, Haryana-121004. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in my opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and [redacted] extent, in the manner and subject to the reporting made hereinafter:

I **APOORVA SINGH, Company Secretary in Practice** have examined:

(a) all the documents and records made available to us and explanation provided by **Cenlub Industries Limited (listed entity)**.

(b) the filings/ submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2023 in respect of compliance with the provisions of

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations

(d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **(Not applicable to the company during the period under review)**

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the company during the period under review)**

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the company during the period under review)**

(g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021; **(Not applicable to the company during the period under review)**

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;

(j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

(k) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;

(l) Any other regulations and circulars/ guidelines issued thereunder as applicable to the company;

We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

S. No.	Particulars	Compliance Status (Yes/No/NA)	Observation/Remark by PCS
1.	**Secretarial Standards**: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	-
2.	**Adoption and timely updation of the Policies:** i) All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities ii)All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per theregulations/circulars / guidelines issued by SEBI.	Yes Yes	-
3.	**Maintenance and disclosures on Website:** i)The Listed entity is maintaining a functional website. ii)Timely dissemination of the documents/ information under a	Yes Yes	-

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	separate section on the website. iii) Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes	
4.	**Disqualification of Director**: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.	Yes	None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013
5.	**To examine details related to Subsidiaries of listed entities**: (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	NA NA	The Listed entity is not having any subsidiary.
6.	**Preservation of Documents**: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	-
7.	**Performance Evaluation**: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	-
8.	**Related Party Transactions:** (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/rejected by the Audit committee.	Yes Yes	-
9.	**Disclosure of events or information**: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time	Yes	

	limits prescribed thereunder.		
10.	**Prohibition of Insider Trading**: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-
11.	**Actions taken by SEBI or Stock Exchange(s), if any**: No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	No	As Mentioned in Table A
12.	**Additional Non-compliances, if any**: No any additional non-compliance observed for all SEBI regulation/ circular/guidance note etc.	N.A.	There is no other Non-Compliance observed

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

S.NO.	PARTICULARS	COMPLIANCE STATUS (YES/NO/ NA)	OBSERVATIONS/ REMARKS BY PCS
1	**Compliances with the following conditions while appointing/re-appointing an auditor:**		
	i) If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	At the 25th Annual General Meeting of the Company held on Saturday, September 23, 2017, M/s. Sanmarks & Associates, Chartered Accountants, Faridabad (Firm Registration No.000882N) were appointed as Statutory Auditors to hold office up to the conclusion of the 30th Annual General Meeting of the Company to be held in the year 2022.
	ii) If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	NA	
	iii) If the auditor has signed the limited review/ audit report for the first three	NA	

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	quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.		The Company has appointed M/s. Singla Tayal & Co., Chartered Accountants (ICAI Firm Registration No. 000882N), Faridabad as the Statutory Auditors of the Company in the Annual General Meeting held on 20.09.2022 to hold office for a period of 5 (five) consecutive years from the conclusion of Annual General Meeting of the Company held on Tuesday September 20, 2022, till the conclusion of 35th Annual General Meeting to be held in the year 2027.
2.	**Other conditions relating to resignation of statutory auditor**		
	i) Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:	NA	
	a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.	NA	
	b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In	NA	

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	cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable. c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor. **ii. Disclaimer in case of non-receipt of information:** The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.	 NA NA	
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019.	NA	

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder except in respect of matters specified below: -.

S.No.	Compliance Requirement (Regulations/	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action by	Details of Violation	Fine amo	Observations/Remarks of the Practicing	Management Response	Remarks

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	circulars/ guidelines including Specific clause)						unt	Company Secretary		
1.	Regulation 23 (9) of SEBI LODR 2015	Action underSEBI circular no. SEBI/HO/CFD/CMD */CIR/* P/2020 dated 22.01.2020	Non-Compliance of SEBI Regulation of Submission of Related *Party* Disclosure for the half year ended on 31.03.2022	BSE	Freezing of promoter demat account	-	41300	The company has submitted the reply immediately regarding the *filing of* related party disclosure for the half year ended on 31st March 2022. stating clearly that the company has already filed Related Party Disclosure for the half year ended on 31st March 2022 of all its promoters/KMP within time as prescribed in the respective	Though the company has complied with the ment*ione*d provisions, however, in view to settle the matter, we have paid the amount of fine of Rs. 41300/- imposed by BSE as fine through NEFT dated 24th	

signed

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								on in both PDF & XBRL formats as required under the said regulation and also paid the amount of fine imposed by BSE.	st 2022.	
2.	Regulation 34 of SEBI LODR 2015	action under SEBI circular no' SEBI/HO/CFD/CMD/CIR/P/2020/12 dated 22.01.2020	non-submission of Annual Report within prescribed time March 2022.	BSE	Freezing of promoter demat account	-	2360	The company was required to submit the Annual Report to Stock exchange along with the notice of the annual general meeting not later than the day of commencement of dispatch to its shareholders; but the company has has submitted the Annual Report	The Company has paid the amount of fine of Rs. 2360/- as imposed by BSE as fine through NEFT dated 09tr November 2022 non-submission of Annual Repo	

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								on 29/08/2022, hence the company has not complied with the Provision of Regulation 34 of SEBI LODR 2015. The company has paid the amount of fine as imposed by BSE for such Non-Compliance.	rt within prescribed time March 2022.	

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

S.No	Compliance Requirement (Regulations/ circulars / guidelines including Specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action by	Details of Violation	Fine amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks

During the previous year 2021-2022, the company has received the show cause notice from BSE through mail on 22/11/2021 regarding the non- compliance of regulation 19 (1) & 19 (2) & imposed fine as mentioned herein. The company has submitted its representation for the same vide mail dated 24/11/2021 with request for waiver of Fine. The communication to this effect has been received by the company from BSE vide their mail dt. 25.01.2022 for waiver

of fine. There is no other non-compliance which is pending to be complied with during previous period.

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.

2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.

3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.

4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

APOORVA SINGH Digitally signed by APOORVA SINGH Date: 2023.05.29 13:59:37 +05'30'

Signature:

Apoorva Singh
Company Secretary In Practice
M.No.: 35621
CP. No.: 13277
PR NO.: 1322/2021
UDIN: A035621E000406926

Place: New Delhi
Date: 29.05.2023