

CENTURY TEXTILES AND INDUSTRIES LIMITED

Compliance Report on Corporate Governance

1. Name of Listed Entity : **CENTURY TEXTILES AND INDUSTRIES LIMITED**

2. Quarter ending : 30th June, 2019

I. Composition of Board of Directors								
Title (Mr./Ms)	Name of the Director	PAN \$ & DIN	Category (Chairperson/ Executive/Non Executive/ Independent/ Nominee) &	Date of Appointment in the current term/ cessation Refer Note 1	Tenure * Refer Note 2	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) Refer Note 3	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Basant Kumar Birla #	AEKPB3110L 00055856	Chairman Non Executive	31.07.2018	-	4	-	-
Mr.	Kumar Mangalam Birla	AEFPB5926H 00012813	Vice Chairman Non Executive	28.07.2016	-	6	-	-
Ms.	Rajashree Birla	AAFPPB1583L 00022995	Non Executive	09.08.2017	-	6	-	-
Mr.	Pradip Kumar Daga	AGAPD8547R 00040692	Independent Non Executive	25.07.2014	59 months	4	3	-
Mr.	Yazdi P. Dandiwala	AACPD0318G 01055000	Independent Non Executive	25.07.2014	59 months	3	3	1
Mr.	Rajan A. Dalal	AABPD8799G 00546264	Independent Non Executive	25.07.2014	59 months	3	5	2
Mr.	Sohanlal Kundanmal Jain	AAQPJ5701P 02843676	Independent Non Executive	31.10.2014	56 months	2	3	2
Ms.	Preeti Vyas	AAAPV4921B 02352395	Independent Non Executive	01.04.2019	3 months	1	-	-
Mr.	Rajendra Kumar Dalmia	ABMPD1378F 00040951	Executive Whole-time Director	15.09.2018	-	1	1	-

\$ PAN number of any director would not be displayed on the website of Stock Exchange

& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

Mr. Basant Kumar Birla ceased to be director of the Company w.e.f. 3rd July, 2019 due to his sad demise on the said date.

Notes:

1 In case of Non Executive and Non-Independent Directors the date of appointment is as per date of AGM in which they were appointed / re-appointed based on rotation.

2 Independent Directors are appointed for a term of five consecutive years from the date of appointment. Tenure is given in number of months elapsed from the date of appointment till 30th June, 2019.

3 The number of membership in Audit / Stakeholder Committees is inclusive of Committees where the Director is Chairperson also.

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II. Composition of Committees				
	Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive Independent/ Nominee) &	
1	Audit Committee	Mr. Yazdi P. Dandiwala Mr. Pradip Kumar Daga Mr. Rajan A. Dalal Mr. Sohanlal Kundanmal Jain	Chairman - Non-Executive/ Independent Non-Executive/ Independent Non-Executive/ Independent Non-Executive/ Independent	
2	Nomination & Remuneration Committee	Mr. Pradip Kumar Daga Mr. B.K. Birla # Mr. Yazdi P. Dandiwala Mr. Rajan A. Dalal Mr. Sohanlal Kundanmal Jain	Chairman - Non-Executive/ Independent Non-Executive/ Promoter Non-Executive/ Independent Non-Executive/ Independent Non-Executive/ Independent	
3	Risk Management Committee (if applicable)	Mr. Pradip Kumar Daga Mr. Rajan A. Dalal Mr. Sohanlal Kundanmal Jain Mr. Rajendra Kumar Dalmia	Non-Executive/ Independent Non-Executive/ Independent Non-Executive/ Independent Executive - Wholetime Director	
4	Stakeholders Relationship Committee	Mr. Rajan A. Dalal Mr. Pradip Kumar Daga Mr. Yazdi P. Dandiwala Mr. Rajendra Kumar Dalmia	Chairman - Non-Executive/ Independent Non-Executive/ Independent Non-Executive/ Independent Executive - Wholetime Director	
<p>& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</p> <p># Mr. Basant Kumar Birla ceased to be a member of the Committee w.e.f. 3rd July, 2019 due to his sad demise on the said date.</p>				
III. Meeting of Board of Directors				
	Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meeting (in number of days)	
1	28.01.2019	03.05.2019	34 days (from 29.03.2019)	
2	29.03.2019			
IV. Meeting of Committees				
	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
1	03.05.2019 - Audit Committee (10.15 AM)	Yes (4 members present out of 4)	28.01.2019 (10.15 A.M.) 28.01.2019 (1.45 P.M.) 29.03.2019	34 days (from 29.03.2019)
2	03.05.2019 - Nomination and Remuneration Committee	Yes (4 members present out of 5)	25.03.2019	-
3	03.05.2019 - Corporate Social Responsibility Committee	Yes (4 members present out of 5)	28.01.2019	-
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional				
V. Related Party Transactions				
	Subject	Compliance status (Yes/No/NA)		
	Whether prior approval of audit committee obtained	Yes		
	Whether shareholder approval obtained for material RPT	N.A.		
	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes		
<p>Note</p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed</p> <p>2 If status is "No" details of non-compliance may be given here.</p>				

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VI. Affirmations

- 1 The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 : Yes
- 2 The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee : Yes
 - b. Nomination & remuneration committee : Yes
 - c. Stakeholders relationship committee : Yes
 - d. Risk management committee (applicable to the top 100 listed entities) : Yes
- 3 The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 : Yes
- 4 The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 : Yes
- 5 This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: Yes, Board noted and there was no comment/observation/advise.



Name : Atul K. Kedia

Designation : Vice President (Legal) & Company Secretary

Date : 10.07.2019



Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.