

CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity - **Century Textiles & Industries Limited**
 2. Quarter ending - **30 June2023**

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of Cessation	Tenure	Date of Birth	Whether the director is disqualified?	Current status	Whether special resolution passed? [Refer Reg. 17 (1A) of Listing Regulations]	Date of passing special resolution	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A (1)]	No of Independent Directors in listed entities including this listed entity [in reference to proviso to regulation 17A (1)]	No of memberships in Audit/Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity	Members hip in Committees of the Company
Mr.	Kumar Mangalam Birla	00012813	C & NED		07-Feb-2006	16-Jul-2021			14-Jun-1967	No	Active	NA		7	0	0	0	NRC
Mrs.	Rajashree Birla	00022995	NED		05-May-2015	25-Aug-2020			15-Sep-1945	No	Active	Yes	25-Aug-2020	6	0	0	0	
Mr.	Yazdi P Dandiwal a	01055000	ID		25-Jul-2014	25-Jul-2019		107	10-Nov-1950	No	Active	NA		4	4	7	1	AC,SC,R C,NRC
Mr.	Rajan A Dalal	00546264	ID		25-Jul-	25-Jul-		107	18-Sep-	No	Active	NA		2	2	3	2	AC,SC, R C, NRC



Mr.	Sohanlal K Jain	02843676	ID		2014 31- Oct- 2014	2019 31- Oct- 2019		104	1949 07- Sep- 1949	No	Active	NA		2	2	3	2	AC,RC,N RC
Ms.	Preeti Vyas	02352395	ID		01- Apr- 2019	01- Apr- 2019		51	26- Nov- 1956	No	Active	NA		2	2	2	0	AC,SC
Mr.	Rajendra Kumar Dalmia	00040951	ED	M D	15- Sep- 2018	12- Aug- 2022			21- Mar- 1954	No	Active	NA		1	0	1	0	SC,RC

Company Remarks	
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Yazdi P Dandiwala	ID	Chairperson	05-May-2014	
2	Rajan A Dalal	ID	Member	05-May-2014	
3	Sohanlal K Jain	ID	Member	04-Feb-2015	
4	Preeti Vyas	ID	Member	26-Oct-2022	

Company Remarks	
Whether Regular chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Rajan A Dalal	ID	Chairperson	05-May-2014	
2	Yazdi P Dandiwala	ID	Member	05-May-2014	
3	Preeti Vyas	ID	Member	08-Nov-2019	



4	Rajendra Kumar Dalmia	ED	Member	15-Sep-2018	
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Company Remarks	
Whether Regular chairperson appointed	Yes

c. Risk Management Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Rajan A Dalal	ID	Chairperson	24-Jul-2014	
2	Sohanlal K Jain	ID	Member	04-Feb-2015	
3	Yazdi P Dandiwala	ID	Member	26-Oct-2022	
4	Rajendra Kumar Dalmia	ED	Member	15-Sep-2018	

Company Remarks	
Whether Regular chairperson appointed	No

d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Rajan A Dalal	ID	Chairperson	05-May-2014	
2	Kumar Mangalam Birla	C & NED	Member	12-Aug-2019	
3	Yazdi P Dandiwala	ID	Member	04-Feb-2015	
4	Sohanlal K Jain	ID	Member	04-Feb-2015	

Company Remarks	
Whether Regular chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met	Total Number of Directors as on date of the	Number of Directors present (All directors including Independent	No. of Independent Directors attending the meeting
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	(Yes/No)	meeting	Director)	
16-Jan-2023	Yes	7	5	4
31-Jan-2023	Yes	7	6	4
24-Apr-2023	Yes	7	6	4
23-May-2023	Yes	7	6	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	82

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	31-Jan-2023	Yes	4	4	4	0
Audit Committee	24-Apr-2023	Yes	4	4	4	0
Nomination & Remuneration Committee	24-Apr-2023	Yes	4	3	3	0
Nomination & Remuneration Committee	22-Jun-2023	Yes	4	2	2	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	82



v. **Related Party Transactions**

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</i>
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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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 1000 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. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

Name : **Atul K. Kedia**
Designation : **Company Secretary**

