

# CENTURY TEXTILES AND INDUSTRIES LIMITED

## Compliance Report on Corporate Governance

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

2. Quarter ending : 31st December, 2018

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	-	5	-	-
Mr.	Kumar Mangalam Birla	AFFPB5926H 00012813	Vice Chairman Non Executive	28.07.2016	-	6	-	-
Ms.	Rajashree Birla	AFFPB1583L 00022995	Non Executive	09.08.2017	-	6	-	-
Mr.	Pradip Kumar Daga	AGAPD8547R 00040692	Independent Non Executive	25.07.2014	53 months	4	3	-
Mr.	Yazdi P. Dandiwala	AACPD0318G 01055000	Independent Non Executive	25.07.2014	53 months	3	5	2
Mr.	Rajan A. Dalal	AABPD8799G 00546264	Independent Non Executive	25.07.2014	53 months	3	5	2
Mr.	Sohanlal Kundanmal Jain	AAQPJ5701P 02843676	Independent Non Executive	31.10.2014	50 months	2	3	2
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. Rajendra Kumar Dalmia was appointed as a Whole-time Director w.e.f. 15.09.2018 in the Board Meeting held on 15.09.2018.

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 31st December, 2018.
- 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

\* . Not Applicable for our Company, however, since we have constituted the Committee the details have been furnished.

& 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

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	30.07.2018	29.10.2018	43 days
2	15.09.2018	21.12.2018	

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	29.10.2018 - Audit Committee (10.15 AM)	Yes (4 members present out of 4)	30.07.2018 (10.15 AM) 30.07.2018 (1.00 PM)	43 days
2	21.12.2018 - Audit Committee (11.00 A.M)	Yes (3 members present out of 4)	15.09.2018 (2.45 PM)	
3	29.10.2018 - Corporate Social Responsibility	Yes (5 members present out of 5)	-	

\* 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

Note

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

2 If status is "No" details of non-compliance may be given here.

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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) : N.A.
- 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 : 09.01.2019

**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.

