

CENTURY TEXTILES AND INDUSTRIES LIMITED

Compliance Report on Corporate Governance

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

2. Quarter ending : 30th September, 2016

| I. Composition of Board of Directors | | | | | | | | |
|--------------------------------------|-------------------------|------------------------|---|---|----------|---|--|---|
| Title (Mr./Ms) | Name of the Director | PAN S & DIN | Category (Chairperson/ Executive/Non Executive/ Independent/ Nominee) & | Date of Appointment in the current term/ cessation Refer Note 1 | Tenure * | 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 2 | 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 | 28.07.2015 | - | 5 | - | - |
| Mr. | Kumar Mangalam Birla | AFFPB5926H 00012813 | Vice Chairman Non Executive | 28.07.2016 | - | 7 | - | - |
| Ms. | Rajashree Birla | AAFPA1583L 00022995 | Non Executive | 28.07.2015 | - | 7 | - | - |
| Mr. | Pradip Kumar Daga | AGAPD8547R 00040692 | Independent Non Executive | 25.07.2014 | 5 yrs | 4 | 4 | - |
| Mr. | Yazdi P. Dandiwala | AACP0318G 01055000 | Independent Non Executive | 25.07.2014 | 5 yrs | 3 | 5 | 2 |
| Mr. | Rajan A. Dalal | AABPD8799G 00546264 | Independent Non Executive | 25.07.2014 | 5 yrs | 3 | 5 | 2 |
| Mr. | Sohanlal Kundanmal Jain | AAQPJ5701P 02843676 | Independent Non Executive | 31.10.2015 | 5 yrs | 2 | 3 | 2 |
| Mr. | D.K. Agrawal | AABPA4891L 00040123 | Executive Whole-time Director | 01.04.2016 | - | 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.

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



| 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. D.K. Agrawal | 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. D.K. Agrawal | Chairman - Non-Executive/ Independent Non-Executive/ Independent Non-Executive/ Independent Executive - Wholetime Director | |
| <p>* Not Applicable for our Company, however, since we have constituted the Committee the details have been furnished.</p> <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> | | | | |
| 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) | |
| | 03.05.2016 (11.30 A.M.) 03.05.2016 (12.30 P.M.) | 09.08.2016 | 98 days | |
| 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* |
| | 09.08.2016 - Audit Committee (10.45 A.M.) 09.08.2016 - Audit Committee (1.30 P.M.) | Yes (3 members present out of 4) | 03.05.2016 | 98 days |
| | 12.08.2016 - Finance Committee | Yes (3 members present out of 4) | - | - |
| <p>* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional</p> | | | | |

Contd...3



| V. Related Party Transactions | | |
|-------------------------------|--|---|
| | Subject | Compliance status (Yes/No/NA) refer note below |
| | 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 Listed Entity has no related party transactions, the words "N.A." may be indicated.

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

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, the report in respect of last quarter was placed before the Board and there was no comment / observation / advise.

Name : Atul K. Kedia

Designation : Vice President (Legal) & Company Secretary

Date : 13.10.2016

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.



CENTURY TEXTILES AND INDUSTRIES LIMITED

ANNEXURE - III

Compliance Report on Corporate Governance1. Name of Listed Entity : **CENTURY TEXTILES AND INDUSTRIES LIMITED**

2. Quarter ending : 30th September, 2016

| I. Affirmations | | |
|--|--------------------------------------|--|
| Broad heading | Regulation Number | Compliance status (Yes/No/NA)refer note below |
| Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2) | Yes |
| Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | Yes |
| Presence of Chairperson of the nomination and remuneration committee at the annual general meeting | 19(3) | Yes |
| Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | 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 Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

Name : Atul K. Kedia
Designation : Vice President (Legal) & Company Secretary**Date : 13.10.2016**