

**Quarterly Compliance Report on Corporate Governance.**

Name of the Company: **Century Textiles and Industries Limited**

Quarter ending on : 31<sup>st</sup> December, 2014

Particulars	Clause of Listing agreement	Compliance Status Yes / No	Remarks
<b>II. Board of Directors</b>	49 II	Yes	--
(A) Composition of Board	49(IIA)	Yes	--
(B) Independent Directors	49 (IIB)	Yes	As regards the criteria for performance evaluation and separate meeting of Independent Directors, the same will be complied with before 31.03.2015
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	--
(D) Other provisions as to Board and Committees	49 (IID)	Yes	--
(E) Code of Conduct	49 (IIE)	Yes	Code of Conduct is in the process of being revised so as to include duties of Independent Directors
(F) Whistle Blower Policy	49 (IIF)	Yes	--
<b>III. Audit Committee</b>	49 (III)	Yes	--
(A) Qualified.& Independent Audit Committee	49 (IIIA)	Yes	--
(B) Meeting of Audit Committee	49 (IIIB)	Yes	--
(C) Powers of Audit Committee	49 (IIIC)	Yes	--
(D) Role of Audit Committee	49 (IIID)	Yes	--
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	--



<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	As regards criteria for determining qualifications, independence etc. of a Director and recommendation of policy relating to remuneration to Directors, Key Managerial Personnel etc. will be done by 31.3.2015 and remuneration policy and evaluation criteria will be disclosed in the annual report accordingly
<b>V. Subsidiary Companies</b>	49 (V)	Not Applicable	Since we do not have any subsidiary the provision is not applicable to us.
<b>VI. Risk Management</b>	49 (VI)	Yes	--
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	--
<b>VIII. Disclosures</b>	49 (VIII)	Yes	--
(A) Related party transactions	49 (VIII A)	Yes	Since there is no material transaction with related parties hence disclosure in this respect is not applicable.
(B) Disclosure of Accounting treatment	49 (VIII B)	Yes	--
(C) Remuneration of Directors	49 (VIII C)	Yes	--
(D) Management	49 (VIII D)	Yes	--
(E) Shareholders	49 (VIII E)	Yes	--
(F) Proceeds from public issues, rights Issue, preferential issues, etc.	49 (VIII F)	Yes	--



<b>IX.CEO / CFO Certification</b>	49 (IX)	Yes	--
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	--
<b>XI. Compliance</b>	49 (XI)	Yes	--

For Century Textiles and Industries Limited



Secretary

Dated : 13<sup>th</sup> January, 2015

