

# CENTURY TEXTILES AND INDUSTRIES LIMITED

## Compliance Report on Corporate Governance

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

2. Quarter ending : 31st March, 2018

1. 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 *	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 28(1) of Listing Regulations)
Mr.	Basant Kumar Birla	AEKPB3110L 00055856	Chairman Non Executive	28.07.2015	-	5	-	-
Mr.	Kumar Mangalam Birla	AEFPB5926H 00012813	Vice Chairman Non Executive	28.07.2016	-	7	-	-
Ms.	Rajashree Birla	AAFPB1583L 00022995	Non Executive	09.08.2017	-	6	-	-
Mr.	Pradip Kumar Daga	AGAPD8547R 00040692	Independent Non Executive	25.07.2014	5 yrs	4	3	-
Mr.	Yazdi P. Dandiwala	AACPD0318G 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	31.10.2014	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:

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



Contd...2

<b>II. Composition of Committees</b>				
	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	
* 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				
<b>III. Meeting of Board of Directors</b>				
	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)	
	06.11.2017 (11.30 A.M.)	29.01.2018	48 days	
	12.12.2017 (5.00 P.M.)			
<b>IV. Meeting of Committees</b>				
	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	29.01.2018 - Audit Committee (10.15 AM) 29.01.2018 - Audit Committee (1.45 PM)	Yes (4 members present (out of 4) Yes (4 members present (out of 4)	06.11.2017 (10.15 A.M.) 12.12.2017 (4.30 P.M.)	48 days
2	29.01.2018 - Nomination and Remuneration Committee	Yes (4 members present (out of 5)	-	-
3	29.01.2018 - Corporate Social Responsibility Committee	Yes (4 members present (out of 4)	-	-
4	29.01.2018 - Committee of Independent Directors	Yes (4 members present (out of 4)	-	-
5	29.01.2018 - Stakeholder Relationship Committee	Yes (4 members present (out of 4)	-	-
6	29.01.2018 - Risk Management Committee	Yes (4 members present (out of 4)	-	-
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional				
<b>V. Related Party Transactions</b>				
	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		
<b>Note</b>				
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.				

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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/advice.

Name : Atul K. Kedla



Designation : Vice President (Legal) & Company Secretary

Date : 10.04.2018

**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.



## ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I.	Disclosure on website in terms of Listing Regulations Item	Compliance status (Yes/No/NA) refer note below	
	Details of business	Yes	
	Terms and conditions of appointment of independent directors	Yes	
	Composition of various committees of board of directors	Yes	
	Code of conduct of board of director and senior management personnel	Yes	
	Details of establishment of vigil mechanism / Whistle Blower Policy	Yes	
	Criteria of making payments to non-executive directors	Yes	
	Policy on dealing with related party transactions	Yes	
	Policy for determining 'material' subsidiaries	N.A.	
	Details of familiarization programmes imparted to independent directors	Yes	
	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
	email address for grievance redressal and other relevant details	Yes	
	Financial results	Yes	
	Shareholding pattern	Yes	
	Details of agreements entered into with the media companies and/or their associates	N.A.	
	New name and the old name of the listed entity New name: Old name :	Century Textiles and Industries Limited The Century Spinning & Manufacturing Company Limited	
II	Annual Affirmations		
	Particulars	Regulaion Number	Compliance status (Yes/No/NA) refer note below
	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
	Board composition	17(1)	Yes
	Meeting of Board of Directors	17(2)	Yes
	Review of Compliance Reports	17(3)	Yes
	Plans for orderly succession for appointments	17(4)	Yes
	Code of Conduct	17(5)	Yes
	Fees/compensation	17(6)	Yes
	Minimum Information	17(7)	Yes
	Compliance Certificate	17(8)	Yes *
	Risk Assessment & Management	17(9)	Yes
	Performance Evaluation of Independent Directors	17(10)	Yes *
	Composition of Audit Committee	18(1)	Yes
	Meeting of Audit Committee	18(2)	Yes



Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for Related Party Transactions	23(1),(5),(6),(7) & (8)	Yes
Prior or Ombibus approval of Audit Committee for all related party transactions	23(2),(3)	Yes
Approval for material related party transactions	23(4)	N.A.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & 6	Yes \$
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management personnel	26(3)	Yes *
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

\$ will be complied with as and when required.

\* for 2017-18 will be complied with at the time of approval of Annual Accounts

**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.

**III Affirmations :**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. N.A.

Name : Atul K. Kedia

Designation : Company Secretary

Date : 10.04.2018

