

CORPORATE GOVERNANCE REPORT

ANNEXURE I

1. Name of Listed Entity - **Century Textiles and Industries Limited**
2. Quarter ending - **30-Sep-2022**

i. Composition Of Board Of Director

Title (Mr./ Ms)	Name of the Director	DIN	Catego ry (Chair person /Exec utive /Non - Exec utive / Indep ende nt/ Nomi nee)	Su b Cat ego ry	Initial Date of Appoi ntmen t	Date of Appointm ent	Date of cessation	Tenur e	Date of Birth	Whe ther the direc tor is disq ualifi ed?	Det ails of dis quali ficat ion	Curr ent statu s	Wheth er special resolu tion passed ? [Refer Reg. 17 (1A) of Listing Regula tions]	Date of passing special resoluti on	No. of Director ship in listed entities includin g this listed entity [in referenc e to Regulati on 17A (1)]	No. of Independe nt Directorshi p in listed entities including this listed entity [in reference to provisio n to regula tion 17A (1)]	No. of memb erships in Audit/ Stakeh older Commite e(s) includi ng this listed entity	No. of post oth er Chairpe rson nes of the Audit/ Stakeho lder Commit tee held in listed entities includin g this listed entity	Members hip in Committe es of the Company	Rem arks
Mr.	Kumar Mangalam Birla	00012813	C & NED		07- Feb- 2006	16-Jul- 2021			14- Jun- 1967	No		Acti ve	NA		7	0	0	0	NRC	
Mrs.	Rajashree Birla	00022995	NED		05- May- 2015	25- Aug- 2020			15- Sep- 1945	No		Acti ve	Yes	25- Aug- 2020	6	0	0	0		
Mr.	Yazdi P Dandiwala	01055000	ID		25- Jul- 2014	25-Jul- 2019		98	10- Nov- 1950	No		Acti ve	NA		3	3	6	1	AC,SC, NRC	
Mr.	Rajan A Dalal	00546264	ID		25- Jul- 2014	25-Jul- 2019		98	18- Sep- 1949	No		Acti ve	NA		2	2	3	2	AC,SC, RC,NR C	
Mr.	Sohanlal K Jain	02843676	ID		31- Oct- 2014	31- Oct- 2019		95	07- Sep- 1949	No		Acti ve	NA		2	2	3	2	AC,RC, NRC	



Ms.	Preeti Vyas	02352395	ID		01-Apr-2019	01-Apr-2019		42	26-Nov-1956	No		Active	NA		2	2	1	0	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	
Mr.	Jagdish Chandra Laddha	03266469	NED		12-Aug-2019	12-Aug-2022	29-Sep-2022		22-Mar-1959	No		Active	NA		0	0	0	0	AC,RC	

Company Remarks	Mr. J. C. Laddha retired as Managing Director of the Company on completion of his tenure on 11th August, 2022 and thereafter, he has been appointed as Non-Executive and Non-Independent Director w.e.f. 12th August 2022. Further, he has resigned as Non-Executive and Non-Independent Director from the Board w.e.f. 29th September, 2022. Mr. R. K. Dalmia has been appointed as Managing Director of the Company w.e.f. 12th August, 2022 and ceased to be whole time director of the Company from the said date.
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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	Jagdish Chandra Laddha	NED	Member	30-Sep-2019	29-Sep-2022

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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	



Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Rajan A Dalal	ID	Member	24-Jul-2014	
2	Sohanlal K Jain	ID	Chairperson	04-Feb-2015	
3	Rajendra Kumar Dalmia	ED	Member	15-Sep-2018	
4	Jagdish Chandra Laddha	NED	Member	08-Nov-2019	29-Sep-2022

Company Remarks	
Whether Permanent chairperson appointed	No

d. Nomination and Remuneration Committee

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

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of meeting of the committee(s) in the previous quarter and in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent Directors present
17-Jun-2022	Yes	8	6	3
25-Jul-2022	Yes	8	8	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	37



iv. Meeting of Committees

Name of the Committee	Date(s) of meeting of the committee(s) in the previous quarter and in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Total Number of Directors attended the meeting (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	25-Apr-2022	Yes	4	4	3	0
Audit Committee	25-Jul-2022	Yes	4	4	3	0
Nomination & Remuneration Committee	25-Jul-2022	Yes	4	4	3	0
Risk Management Committee	22-Sep-2022	Yes	4	3	1	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	90

v. Related Party Transactions

Subject	Compliance (Yes/No/NA)	status	Remark
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 100 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**



ANNEXURE III
Affirmations

<i>Broad Heading</i>	<i>Regulation Number</i>	<i>Compliance Status</i>	<i>Company Remark</i>
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	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Note:

Name : Atul K Kedia
Designation : Company Secretary



ANNEXURE IV

%symbol%	%companyName%	%quarterEnded%
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(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them	Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them
0	0	0	0	0	0	0	0

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	Guarantee, comfort letter	0	0
Promoter Group or any other entity controlled by them	Guarantee, comfort letter	0	0
Directors (including relatives) or any other entity controlled by them	Guarantee, comfort letter	0	0
KMPs or any other entity controlled by them	Guarantee, comfort letter	0	0

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Cash, shares	0	0
Promoter Group or any other entity controlled by them	Cash, shares	0	0
Directors (including relatives) or any other entity controlled by them	Cash, shares	0	0
KMPs or any other entity controlled by them	Cash, shares	0	0



(D) If the Listed Entity would like to provide any other information the same may be indicated here

Affirmations

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company

Company Remarks in case of non-compliant status

Name: Snehal Shah
Designation: Chief Financial Officer
Place: Mumbai
Date: 06-Oct-2022

