

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, 2019

I. Composition of Board of Directors												
Title (Mr./Ms)	Name of the Director	PAN \$ & DIN	Category (Chairperson/ Executive/Non Executive/ Independent/ Nominee) &	Initial date of appointment	Date of re-appointment	Date of cessation	Tenure *	Date of Birth	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [in reference to provision to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	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.	Kumar Mangalam Birla	AFFPB5926H 00012813	Chairman Non Executive	07.02.2006	30.07.2019	-	-	14.06.1967	6	-	-	-
Ms.	Rajashree Birla	AFFPB1583L 00022995	Non Executive	05.05.2015	09.08.2017	-	-	15.09.1945	6	-	-	-
Mr.	Yazdi P. Dandiwal	AACPD0318G 01055000	Independent Non Executive	25.07.2014	25.07.2019	-	65 months	10.11.1950	3	3	5	1
Mr.	Rajan A. Dalal	AABPD8799G 00546264	Independent Non Executive	25.07.2014	25.07.2019	-	65 months	18.09.1949	2	2	3	2
Mr.	Sohanlal Kundanmal Jain	AAQPJ5701P 02843676	Independent Non Executive	31.10.2014	31.10.2019	-	62 months	07.09.1949	2	2	3	2
Ms.	Preeti Vyas	AAAPV4921B 02352395	Independent Non Executive	01.04.2019	-	-	9 months	26.11.1956	1	-	-	-
Mr.	Jagdish Chandra Laddha	AAAPL5380L 03266469	Managing Director	12.08.2019	-	-	-	22.03.1959	1	-	1	-
Mr.	Rajendra Kumar Dalmia	ABMPD1378F 00040951	Executive Whole-time Director	15.09.2018	-	-	-	21.03.1954	1	-	1	-
Whether Regular chairperson appointed - Yes												
Whether Chairperson is related to managing director or CEO - No.												
\$ 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.												

Contd..2/-



II. Composition of Committees						
	Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive Independent/ Nominee) \$	Date of Appointment	Date of Cessation
1	Audit Committee	Yes	Mr. Yazdi P. Dandiwala Mr. Rajan A. Dalal Mr. Sohanlal Kundanmal Jain Mr. Jagdish Chandra Laddha	Chairman - Non-Executive/ Independent Non-Executive/ Independent Non-Executive/ Independent Executive / Managing Director	05.05.2014 05.05.2014 04.02.2015 30.09.2019	
2	Nomination & Remuneration	Yes	Mr. Yazdi P. Dandiwala Mr. Kumar Mangalam Birla Mr. Rajan A. Dalal Mr. Sohanlal Kundanmal Jain	Chairman - Non-Executive/ Independent Non-Executive/ Promoter Non-Executive/ Independent Non-Executive/ Independent	04.02.2015 12.08.2019 05.05.2014 04.02.2015	
3	Risk Management Committee (if applicable)	Yes @	Mr. Rajan A. Dalal Mr. Sohanlal Kundanmal Jain Mr. Rajendra Kumar Dalmia Mr. Jagdish Chandra Laddha	Non-Executive/ Independent Non-Executive/ Independent Executive - Wholetime Director Executive / Managing Director	24.07.2014 04.02.2015 15.09.2018 08.11.2019	
4	Stakeholders Relationship Committee	Yes	Mr. Rajan A. Dalal Mr. Yazdi P. Dandiwala Ms. Preeti Vyas Mr. Rajendra Kumar Dalmia	Chairman - Non-Executive/ Independent Non-Executive/ Independent Non-Executive/Independent Executive - Wholetime Director	05.05.2014 05.05.2014 08.11.2019 15.09.2018	
\$ 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						
@ Chairman is elected in every meeting by members						

Contd.3/-



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	Whether requirement of Quorum met *	Number of Directors present	Number of Independent directors present*	Maximum gap between any two consecutive (in number of days)
1	20.07.2019	19.10.2019	Yes	4	2	18 days (from 30.09.2019)
	12.08.2019	08.11.2019	Yes	7	4	
	30.09.2019		Yes			
IV. Meeting of Committees						
	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of Independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
1	19.10.2019 - Audit Committee (11.00 AM)	Yes (3 members present out of 4)	3	2	12.08.2019(10.15 A.M.)	67 days (from 12.08.2019)
2	08.11.2019 - Audit Committee (9.45 A.M)	Yes (4 members present out of 4)	4	3	12.08.2019 (1.00 P.M)	
3	08.11.2019 - Corporate Social Responsibility	Yes (4 members present out of 4)	4	2		
* 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) 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 the 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.						

Contd.4/-



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 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. Kedia

Designation : Vice President (Legal) & Company Secretary

Date : 13.01.2020



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.