

**CENTURY
TEXTILES AND INDUSTRIES
LIMITED**

REGD. OFFICE: 'CENTURY BHAVAN' DR. ANNIE BESANT ROAD, WORLI, MUMBAI – 400 030, INDIA
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CIN:- L17120MH1897PLC000163

SH/XII/2020

30.04.2020

Corporate Relationship Department
BSE Ltd.
1st Floor, PhirozeJeebhoy Towers
Dalal Street, Fort,
Mumbai-400 001
Scrip Code: 500040

Listing Department
National Stock Exchange of India Ltd.
"Exchange Plaza" 5th floor,
Bandra-Kurla Complex
Bandra (East), Mumbai-400 051.
Scrip Code: CENTURYTEX

Dear Sir,

Sub : Compliance with Regulation 27(2) of Securities and Exchange Board
of India (Listing obligations and disclosure requirements) Regulations, 2015

As required under Regulation 27(2) of Securities and Exchange Board of India
(Listing obligations and disclosure requirements) Regulations, 2015, please find enclosed
herewith Quarterly Compliance Report on Corporate Governance for the quarter ended
31.03.2020 in prescribed format, receipt of which please acknowledge.

Thanking you,

Yours truly,
For Century Textiles and Industries Ltd.


Company Secretary

Encl: as above



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, 2020

| 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 | AEFPB5926H 00012813 | Chairman Non Executive | 07.02.2006 | 30.07.2019 | - | - | 14.06.1967 | 6 | - | - | - |
| Ms. | Rajashree Birla | AAFPB1583L 00022995 | Non Executive | 05.05.2015 | 09.08.2017 | - | - | 15.09.1945 | 6 | - | - | - |
| Mr. | Yazdi P. Dandiwala | AACPD0318G 01055000 | Independent Non Executive | 25.07.2014 | 25.07.2019 | - | 68 months | 10.11.1950 | 3 | 3 | 5 | 1 |
| Mr. | Rajan A. Dalal | AABPD8799G 00546264 | Independent Non Executive | 25.07.2014 | 25.07.2019 | - | 68 months | 18.09.1949 | 2 | 2 | 3 | 2 |
| Mr. | Sohanlal Kundanmal Jain | AAQPJ5701P 02843676 | Independent Non Executive | 31.10.2014 | 31.10.2019 | - | 65 months | 07.09.1949 | 2 | 2 | 3 | 2 |
| Ms. | Preeti Vyas | AAAPV4921B 02352395 | Independent Non Executive | 01.04.2019 | - | - | 12 months | 26.11.1956 | 1 | 1 | 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 | 19.10.2019 08.11.2019 | 28.01.2020 | Yes | 7 | 4 | 80 days (from 08.11.2019) |
| 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 | 28.01.2020 - Audit Committee (9.30 A.M.) | Yes (4 members present out of 4) | 4 | 3 | 19.10.2019 (11.00 A.M) 08.11.2019 (9.45 A.M.) | 80 days (from 08.11.2019) |
| 2 | 28.01.2020 - CSR Committee (11.30 A.M.) | Yes (5 members present out of 5) | 5 | 2 | 08.11.2019 | |
| 3 | 28.01.2020 - Stakeholders Relationship Committee (12.00 P.M.) | Yes (4 members present out of 4) | 4 | 3 | - | |
| 4 | 28.01.2020 - Risk Management Committee (2.30 P.M) | Yes (3 members present out of 4) | 3 | 2 | - | |
| 5 | 28.01.2020 - Independent Directors Committee (1.30 P.M.) | Yes (4 members present out of 4) | 4 | 4 | - | |
| 6 | 04.02.2020 - Finance Committee (10.30 A.M.) | 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. | | | | | | |

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 : 30.04.2020

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.

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 | If yes provide link to website. If No / NA provide reasons |
| As per regulation 46(2) of the LODR | | | |
| a) | Details of business | Yes | https://www.centurytextind.com/businesses.html |
| b) | Terms and conditions of appointment of independent directors | Yes | https://www.centurytextind.com/investors.html#investorTab4 |
| c) | Composition of various committees of board of directors | Yes | |
| d) | Code of conduct of board of director and senior management | Yes | |
| e) | Details of establishment of vigil mechanism / Whistle Blower Policy | Yes | https://www.centurytextind.com/investors.html#investorTab4 |
| f) | Criteria of making payments to non-executive directors | Yes | https://www.centurytextind.com/investors.html#investorTab1 |
| g) | Policy on dealing with related party transactions | Yes | https://www.centurytextind.com/investors.html#investorTab4 |
| h) | Policy for determining 'material' subsidiaries | Yes | |
| i) | Details of familiarization programmes imparted to independent | Yes | https://www.centurytextind.com/investors.html#investorTab2 |
| j) | email address for grievance redressal and other relevant details | Yes | |
| k) | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor | Yes | |
| l) | Financial results | Yes | https://www.centurytextind.com/investors.html#investorTab1 |
| m) | Shareholding pattern | Yes | https://www.centurytextind.com/investors.html#investorTab2 |
| n) | Details of agreements entered into with the media companies and/or their associates | N.A. | No such agreement entered into. |
| o) | Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock | Yes | https://www.centurytextind.com/investors.html#investorTab2 |
| p) | New name and the old name of the listed entity | New name: | Century Textiles and Industries Limited |
| | | Old name : | The Century Spinning & Manufacturing Company Limited |
| q) | Advertisements as per regulation 47(1) | Yes | https://www.centurytextind.com/investors.html#investorTab2 |

| | | | |
|----|---|-----|---|
| r) | Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments | Yes | https://www.centurytextind.com/investors.html#investorTab2 |
| s) | Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year | Yes | https://www.centurytextind.com/investors.html#investorTab1 |

As per other regulations of the LODR

| | | | |
|----|--|-----|---|
| a) | Whether company has provided information under separate section on its website as per Regulation 46(2) | Yes | https://www.centurytextind.com/investors.html |
| b) | Materiality policy as per regulation 30 | Yes | https://www.centurytextind.com/investors.html#investorTab4 |
| c) | Dividend distribution policy as per regulation 43A (as applicable) | Yes | https://www.centurytextind.com/investors.html#investorTab4 |

It is certified that these contents on the website of the listed entity are correct

| II | Annual Affirmations | | |
|-----------|---|--------------------------|---|
| | Particulars | Regulation 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), 17(1A) & 17(1B) | Yes |
| | Meeting of Board of Directors | 17(2) | Yes |
| | Quorum of Board meeting | 17(2A) | 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 * |
| | Recommendation of Board | 17(11) | Yes |
| | Maximum number of directorship | 17A | Yes |
| | Composition of Audit Committee | 18(1) | Yes |
| | Meeting of Audit Committee | 18(2) | Yes |
| | Composition of Nomination & Remuneration Committee | 19(1) & (2) | Yes |
| | Quorum of Nomination & Remuneration Committee meeting | 19(2A) | Yes |
| | Meeting of Nomination & Remuneration Committee | 19(3A) | Yes |
| | Composition of Stakeholder Relationship Committee | 20(1), 20(2) and 20(2A) | Yes |
| | Meeting of Stakeholder Relationship Committee | 20(3A) | Yes |
| | Composition and role of Risk Management Committee | 21(1),(2),(3),(4) | Yes |
| | Meeting of Risk Management Committee | 21(3A) | Yes |
| | Vigil Mechanism | 22 | Yes |

| | | | |
|--|---|-------------------------------|-------|
| | Policy for Related Party Transactions | 23(1),(1A),(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. |
| | Disclosure of related party transactions on consolidated basis | 23(9) | Yes |
| | 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 |
| | Annual secretarial compliance report | 24(A) | Yes* |
| | Alternate director to Independent Director | 25(1) | NA |
| | Maximum Tenure | 25(2) | Yes |
| | Meeting of independent directors | 25(3) & (4) | Yes |
| | Familiarization of independent directors | 25(7) | Yes |
| | Declaration from Independent Director | 25(8) & (9) | Yes* |
| | Directors and officers insurance | 25(10) | 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 |

* for 2019-20 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. |
| <p>Name : Atul K. Kedia Designation : Company Secretary Date : 30.04.2020</p> | |