



SH/XII/2023

03<sup>rd</sup> May, 2023

Corporate Relationship Department  
**BSE Limited**  
1<sup>st</sup> Floor, Phiroze Jeejeebhoy Towers  
Dalal Street, Fort,  
Mumbai-400 001  
**Scrip Code: 500040**

Listing Department  
**National Stock Exchange of India Limited**  
Exchange Plaza, 5<sup>th</sup> floor,  
Bandra-Kurla Complex  
Bandra (East), Mumbai-400 051.  
**Scrip Code: CENTURYTEX**

Dear Sir/ Madam,

**Sub: Submission of Annual Secretarial Compliance Report of Century Textiles and Industries Limited ('the Company') for the year ended 31<sup>st</sup> March, 2023**

**Ref: Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')**

Pursuant to Regulation 24A of Listing Regulations read with the relevant Circular(s) issued by SEBI/Exchanges from time to time, please find enclosed herewith the Annual Secretarial Compliance Report dated 24<sup>th</sup> April, 2023 issued by Mr. Gagan B. Gagrani, Practising Company Secretary for the financial year ended 31<sup>st</sup> March, 2023 to the Company.

The above is also available on Company's website: [www.centurytextind.com](http://www.centurytextind.com).

This is for your information and record.

Thanking you,

Yours truly

For **CENTURY TEXTILES AND INDUSTRIES LIMITED**

**ATUL K. KEDIA**  
**Sr. Vice President (Legal) & Company Secretary**

Encl: as above



**ANNUAL SECRETARIAL COMPLIANCE REPORT**

**Secretarial Compliance Report of  
CENTURY TEXTILES AND INDUSTRIES LIMITED  
for the year ended 31<sup>st</sup> March, 2023**

We have examined:

- (a) all the documents and records made available to us and explanation provided by **Century Textiles and Industries Limited CIN: L17120MH1897PLC000163 ("the listed entity")**
- (b) the filings/submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March, 2023 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Delisting of Equity Shares) (Amendment) Regulations, 2016;



(i) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;

(j) Securities and Exchange Board of India (Depository Participant) Regulations, 2018;

and based on the above examination, We hereby report that, during the Review Period compliance status of the listed entity is appended below;

| Sr. No. | Particulars   | Compliance status (Yes/ No/ NA) | Observation s/ Remarks by PCS                 |
|---------|---|---------------------------------|---|
| 1.      | <u>Secretarial Standards:</u><br>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI) and mandatorily applicable as notified u/s 118(10) of the Companies act, 2013.  | YES                             | -   |
| 2.      | <u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entity</li> <li>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/ guidelines issued by SEBI</li> </ul>   | YES<br><br>YES                  | -<br><br>-                                    |
| 3.      | <u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> <li>The listed entity is maintaining a functional website</li> <li>Timely dissemination of the documents/information under a separate section on the website</li> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website</li> </ul> | YES<br><br>YES<br><br>YES       | -<br><br>-<br><br>-                           |
| 4.      | <u>Disqualification of Director:</u><br>None of the Directors of the Company are disqualified under Section 164 of the Companies Act, 2013  | YES                             | -   |
| 5       | <u>To examine details related to Subsidiaries of listed entities:</u> <p>(a) Identification of material subsidiary companies</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries</p>   | YES<br><br>YES                  | None of the Subsidiary is Material Subsidiary |



|     |  |              |   |
|-----|--|--------------|---|
| 6.  | <u>Preservation of Documents:</u><br>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.   | YES          | -   |
| 7.  | <u>Performance Evaluation:</u><br>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations   | YES          | -   |
| 8.  | <u>Related Party Transactions:</u><br>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions<br><br>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee | YES<br><br>- | -<br><br>-  |
| 9.  | <u>Disclosure of events or information:</u><br>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.  | YES          | -   |
| 10. | <u>Prohibition of Insider Trading:</u><br>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015   | YES          | -   |
| 11. | <u>Actions taken by SEBI or Stock Exchange(s), if any:</u><br>No Actions taken against the listed entity/its promoters/Directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder                  | Yes, 2 cases | Details of fine levied by BSE and waived / withdrawn as given below |
| 12. | <u>Additional Non-compliances, if any:</u><br>No any additional non compliance observed for all SEBI regulation/circular/guidance note etc.  | YES          | -   |



(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: –

| Sr. No | Compliance Requirement (Regulations/ circulars /guidelines including specific clause) | Regulation/ Circular No.                             | Deviations   | Action Taken by | Type of Action | Details of Violation  | Fine Amount (Rs.) | Observations/ Remarks of the Practicing Company Secretary | Management Response  | Remarks |
|--------|---|--|--|-----------------|----------------|---|-------------------|---|--|---------|
| 1      | SEBI (LODR) Regulations 2015 - Regulation 52 (4)                                      | SEBI/HO/ DDHS_Div2 /P/CIR/2021/ 699/dated 29.12.2021 | Non- disclosure of line items prescribed under Regulation 52(4) along with annual financial results    | BSE             | Fine           | Non-disclosure of some ratios for March, 2022                 | 30000 + GST 18%   | Fine withdrawn by Stock Exchange on 02/08/2022            | Written representation made by the company before Stock Exchange to waive fine | -       |
| 2      | SEBI (LODR) Regulations 2015 - Regulation 57(5)                                       | SEBI/HO/ DDHS_Div2 /P/CIR/2021/ 699/dated 29.12.2021 | Non- submission of certificate confirming payment of interest/ principal obligation due in the quarter | BSE             | Fine           | Payment of interest obligation due in the quarter March, 2022 | 1000 + GST 18%    | Fine waived by Stock Exchange on 27/03/2023               | Written representation made by the company before Stock Exchange to waive fine | -       |



(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No | Compliance Requirement (Regulations/circulars /guidelines including specific clause) | Regulation/ Circular No. | Deviations | Action Taken by | Type of Action | Details of Violation | Fine Amount (Rs.) | Observations/ Remarks of the Practicing Company Secretary | Management Response | Remarks |
|--------|--|--------------------------|------------|-----------------|----------------|----------------------|-------------------|---|---------------------|---------|
| -      | -  | -                        | -          | -               | -              | -                    | -                 | -   | -                   | -       |

For Gagrani & Gagan  
Company Secretaries  
PR No.1199/2021

*G. B. Gagrani*

Gagan B. Gagrani  
M.No. : FCS 1772  
CP No. : 1388

UDIN : F001772E000146257

Place : Mumbai  
Date : April 24, 2023

