# CENTURY TEXTILES AND INDUSTRIES LIMITED

## Compliance Report on Corporate Governance

Annerwre 18 212

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

### 2. Quarter ending : 31st March, 2018

1.	Composition of Board of D						bl och og af	No. of post
Title (Mr/. Ms)	Name of the Director	PAN \$ & DIN	Category (Chairperson/ Executive/Non Executive/ Independent/ Nominee) &	Date of Appoint- ment 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	of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(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:

- 1 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.
- 2 The number of membership in Audit / Stakeholder Committees is inclusive of Committees where the Director is Chairperson also.



Contd...2

	Composition of Committees Name of Committee	Name of Committee members	3	Category			
				(Chairperson/Exec	cutive/Non-Executive		
				Independent/ Norr	ninee) & ·		
+	Audit Committee	Mr. Yazdi P. Dandiwala		Chairman - Non-Executive/ Independent			
	Addit Obininities	Non-Executive/ Independent					
		Non-Executive/ Independent					
		ir. Rajan A. Dalal Ir. Sohanlal Kundanmal Jain		Non-Executive/ Independent			
-	Nomination & Remuneration Committee	Chairman - Non-Executive/ Independent					
-	Normination & Remaneration Committee	Mr. Pradip Kumar Daga Mr. B.K. Birla		Non-Executive/ Promoter			
		Non-Executive/ Independent					
		Mr. Yazdi P. Dandiwala Mr. Rajan A. Dalal		Non-Executive/ Independent			
		Mr. Sohanlai Kundanmai Jain		Non-Executive/ Independent			
3	Risk Management Committee	Mr. Pradip Kumar Daga		Non-Executive/ Independent			
	(if applicable) *	Mr. Rajan A. Dalal		Non-Executive/ Independent			
		Mr. Sohanlal Kundanmal Jain	1	Non-Executive/ Independent			
		Mr. D.K. Agrawal		Executive - Wholetime Director			
4	Stakeholders Relationship Committee	Mr. Rajan A. Dalal	Ir. Rajan A. Dalal		Chairman - Non-Executive/ Independent		
7	*	Mr. Pradip Kumar Daga		Non-Executive/ Independent			
		Mr. Yazdi P. Dandiwala		Non-Executive/ Independent			
		Mr. D.K. Agrawal		Executive - Wholetime Director			
*	Not Applicable for our Company, however, s	ince we have constituted the C	committee	the details have	been furnished.		
٥	Category of directors means executive/non-	executive/independent/Nomine	e. if a dire	ector fits into more	e than one		
a	category write all categories separating then	with hyphen					
11.	Meeting of Board of Directors	m to (a) of the ation (if any) in	the	Maximum dan be	tween any two		
	Date(s) of Meeting (if any)	Date(s) of Meeting (if any) in	lie	Maximum gap between any two consecutive meeting (in number of days)			
	in the previous quarter	relevant quarter	levant quarter				
	06.11.2017 (11.30 A.M.)	29.01.2018	48 days		A8 days		
_		29.01.2010			40 0035		
	12.12.2017 (5.00 P.M.)	29.01.2018			40 days		
IV.	12.12.2017 (5.00 P.M.) Meeting of Committees		Deta(a)	of mosting			
IV.	12.12.2017 (5.00 P.M.) Meeting of Committees Date(s) of meeting of	Whether requirement of	Date(s)	of meeting	Maximum gap between any		
IV.	12.12.2017 (5.00 P.M.) Meeting of Committees Date(s) of meeting of the committee in the		of the co	ommittee in the	Maximum gap between any two consecutive meetings in		
IV.	12.12.2017 (5.00 P.M.) Meeting of Committees Date(s) of meeting of	Whether requirement of	of the co	of meeting ommittee in the a quarter	Maximum gap between any		
IV. 1	12.12.2017 (5.00 P.M.) Meeting of Committees Date(s) of meeting of the committee in the relevant quarter	Whether requirement of	of the co previous	ommittee in the	Maximum gap between any two consecutive meetings in		
	12.12.2017 (5.00 P.M.) Meeting of Committees Date(s) of meeting of the committee in the	Whether requirement of Quorum met (details) Yes (4 members present (out of 4)	of the co previous 06.11.2	ommittee in the quarter 2017 (10.15 A.M.)	Maximum gap between any two consecutive meetings in number of days*		
	12.12.2017 (5.00 P.M.) Meeting of Committees Date(s) of meeting of the committee in the relevant quarter 29.01.2018 - Audit Committee (10.15 AM)	Whether requirement of Quorum met (details) Yes (4 members present	of the co previous 06.11.2	ommittee in the quarter	Maximum gap between any two consecutive meetings in number of days*		
	12.12.2017 (5.00 P.M.) Meeting of Committees Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details) Yes (4 members present (out of 4) Yes (4 members present (out of 4)	of the co previous 06.11.2	ommittee in the quarter 2017 (10.15 A.M.)	Maximum gap between any two consecutive meetings in number of days*		
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1	12.12.2017 (5.00 P.M.) Meeting of Committees Date(s) of meeting of the committee in the relevant quarter 29.01.2018 - Audit Committee (10.15 AM) 29.01.2018 - Audit Committee (1.45 PM) 29.01.2018 - Nomination and Remuneration Committee	Whether requirement of Quorum met (details) Yes (4 members present (out of 4) Yes (4 members present (out of 4) Yes (4 members present (out of 5)	of the co previous 06.11.2	ommittee in the quarter 2017 (10.15 A.M.)	Maximum gap between any two consecutive meetings in number of days*		
1	12.12.2017 (5.00 P.M.)         Meeting of Committees         Date(s) of meeting of         the committee in the         relevant quarter         29.01.2018 - Audit Committee (10.15 AM)         29.01.2018 - Audit Committee (1.45 PM)         29.01.2018 - Nomination and         Remuneration Committee         29.01.2018 - Corporate Social	Whether requirement of Quorum met (details)         Yes (4 members present (out of 4)         Yes (4 members present (out of 4)         Yes (4 members present (out of 5)         Yes (4 members present present (out of 5)	of the co previous 06.11.2	ommittee in the quarter 2017 (10.15 A.M.)	Maximum gap between any two consecutive meetings in number of days*		
1 2 3	12.12.2017 (5.00 P.M.) Meeting of Committees Date(s) of meeting of the committee in the relevant quarter 29.01.2018 - Audit Committee (10.15 AM) 29.01.2018 - Audit Committee (1.45 PM) 29.01.2018 - Nomination and Remuneration Committee 29.01.2018 - Corporate Social Responsibility Committee	Whether requirement of Quorum met (details) Yes (4 members present (out of 4) Yes (4 members present (out of 4) Yes (4 members present (out of 5) Yes (4 members present (out of 4)	of the co previous 06.11.2	ommittee in the quarter 2017 (10.15 A.M.)	Maximum gap between any two consecutive meetings in number of days*		
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1 2 3 4	12.12.2017 (5.00 P.M.) Meeting of Committees Date(s) of meeting of the committee in the relevant quarter 29.01.2018 - Audit Committee (10.15 AM) 29.01.2018 - Audit Committee (1.45 PM) 29.01.2018 - Nomination and <u>Remuneration Committee</u> 29.01.2018 - Corporate Social <u>Responsibility Committee</u> 29.01.2018 - Committee of Independent <u>Directors</u>	Whether requirement of Quorum met (details) Yes (4 members present (out of 4) Yes (4 members present (out of 4) Yes (4 members present (out of 5) Yes (4 members present (out of 4) Yes (4 members present (out of 4)	of the co previous 06.11.2	ommittee in the quarter 2017 (10.15 A.M.)	Maximum gap between any two consecutive meetings in number of days*		
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1 2 3 4	12.12.2017 (5.00 P.M.)         Meeting of Committees         Date(s) of meeting of         the committee in the         relevant quarter         29.01.2018 - Audit Committee (10.15 AM)         29.01.2018 - Audit Committee (1.45 PM)         29.01.2018 - Nomination and         Remuneration Committee         29.01.2018 - Corporate Social         Responsibility Committee         29.01.2018 - Committee of Independent         Directors         29.01.2018 - Stakeholder Relationship	Whether requirement of Quorum met (details)         Yes (4 members present (out of 4)         Yes (4 members present (out of 4)         Yes (4 members present (out of 5)         Yes (4 members present (out of 4)	of the co previous 06.11.2	ommittee in the quarter 2017 (10.15 A.M.)	Maximum gap between any two consecutive meetings in number of days*		
1 2 3 4 5	12.12.2017 (5.00 P.M.) Meeting of Committees Date(s) of meeting of the committee in the relevant quarter 29.01.2018 - Audit Committee (10.15 AM) 29.01.2018 - Audit Committee (1.45 PM) 29.01.2018 - Nomination and Remuneration Committee 29.01.2018 - Corporate Social Responsibility Committee 29.01.2018 - Committee of Independent Directors 29.01.2018 - Stakeholder Relationship Committee 29.01.2018 - Risk Management Committee	Whether requirement of Quorum met (details)         Yes (4 members present (out of 4)         Yes (4 members present (out of 4)         Yes (4 members present (out of 5)         Yes (4 members present (out of 4)	of the co previous 06.11.2 12.12.20	ommittee in the s quarter 2017 (10.15 A.M.) 017 (4.30 P.M.) - - - - - -	Maximum gap between any two consecutive meetings in number of days* 48 days - - - -		
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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

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- 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/advise.

Name : Atul K. Kedia

Designation : Vice President (Legal) & Company Secretary

#### 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.

