

# 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, 2015

I. Composition of Board of Directors								
Title (Mr./Ms)	Name of the Director	PAN \$ & DIN	Category (Chairperson/ Executive/Non Executive/ Independent/ Nominee) &	Date of Appointment 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	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.	Basant Kumar Birla	AEPKB3110L 00055856	Chairman Non Executive	24.07.2013	-	5	-	-
Ms.	Rajashree Birla	AAFPPB1583L 00022995	Non Executive	28.07.2015	-	7	-	-
Mr.	Kumar Mangalam Birla	AEPFB5926H 00012813	Vice Chairman Non Executive	25.07.2014	-	7	-	-
Mr.	Pradip Kumar Daga	AGAPD8547R 00040692	Independent Non Executive	25.07.2014	5 yrs	4	4	-
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	31.10.2015	5 yrs	2	3	2
Mr.	B.L. Jain	AABPJ 7112M 00040804	Executive Whole-time Director	01.04.2013	-	1	1	-
<p>\$ PAN number of any director would not be displayed on the website of Stock Exchange</p> <p>&amp; 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</p> <p>* 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.</p> <p>Notes:</p> <p>1 In case of Non-Independent Directors the date of appointment is as per date of AGM in which they were appointed / re-appointed based on rotation.</p> <p>2 The number of membership in Audit / Stakeholder Committees is inclusive of Committees where the Director is Chairperson also.</p>								



<b>II. Composition of Committees</b>			
	Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive Independent/ Nominee) \$
1	Audit Committee	Mr. Yazdi P. Dandiwala Mr. Pradip Kumar Daga Mr. Rajan A. Dalal Mr. Sohanlal Kundanmal Jain	Chairman - Non-Executive/ Independent Non-Executive/ Independent Non-Executive/ Independent Non-Executive/ Independent
2	Nomination & Remuneration Committee	Mr. Pradip Kumar Daga Mr. B.K. Birla Mr. Yazdi P. Dandiwala Mr. Rajan A. Dalal Mr. Sohanlal Kundanmal Jain	Chairman - Non-Executive/ Independent Non-Executive/ Promoter Non-Executive/ Independent Non-Executive/ Independent Non-Executive/ Independent
3	Risk Management Committee (if applicable) *	Mr. Pradip Kumar Daga Mr. Rajan A. Dalal Mr. Sohanlal Kundanmal Jain Shri B.L. Jain	Non-Executive/ Independent Non-Executive/ Independent Non-Executive/ Independent Executive - Wholetime Director
4	Stakeholders Relationship Committee'	Mr. Rajan A. Dalal Mr. Pradip Kumar Daga Mr. Yazdi P. Dandiwala Mr. B.L. Jain	Chairman - Non-Executive/ Independent Non-Executive/ Independent Non-Executive/ Independent Non-Executive/ Independent

\* Not Applicable for our Company, however, since we have constituted the Committee the details have been furnished.

& 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

<b>III. Meeting of Board of Directors</b>			
	Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meeting (in number of days)
	27.07.2015	30.10.2015	94 days

<b>IV. Meeting of Committees</b>				
	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
1	30.10.2015 - Audit Committee	Yes (3 members present out of 4)	27.07.2015	94 days
2	30.10.2015 - Nomination & Remuneration Committee	Yes (4 members present out of 5)	-	-
3	26.11.2015 - Finance Committee	Yes (3 members present out of 4)	11.09.2015	-
4	18.12.2015 - Finance Committee	Yes (2 members present out of 4)	-	-

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

Contd...3



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 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.
- 2 The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee (applicable to the top 100 listed entities)
- 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.
- 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.
- 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:  
  
(This is being the first report, not applicable)

**Name : D.K. Agrawal**

**Designation : President (Corporate Affairs) & 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.

