

**CORPORATE GOVERNANCE REPORT**

**ANNEXURE I**

1. Name of Listed Entity - **Century Textiles & Industries Limited**
2. Quarter ending - **31-Dec-2021**

**i. Composition Of Board Of Director**

| Title<br>Mr./Ms) | Name of the Director   | DIN      | PAN        | Category<br>(Chairperson /Executive/ Non-Executive/ Independent/ Nominee) | Sub Category | Initial Date of Appointment | Date of Appointment | Date of Cessation | Tenure | Date of Birth | Whether special resolution passed? | Date of passing special resolution | No. of Directorship in listed entities including this listed entity | No of Independent Directorship in listed entities including this listed entity | No of membership in Audit/ Stakeholder Committee (s) including this listed entity | No of post Chairperson / Audit/ Stakeholder Committee held in this listed entity | Members of the Company | Remarks |
|------------------|------------------------|----------|------------|---------------------------------------------------------------------------|--------------|-----------------------------|---------------------|-------------------|--------|---------------|------------------------------------|------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|----------------------------------------------------------------------------------|------------------------|---------|
| Mr.              | Kumar Mangalam Birla   | 00012813 | AFFPB5926H | C & NED                                                                   |              | 07-Feb-2006                 | 16-Jul-2021         |                   | 0      | 14-Jun-1967   | NA                                 |                                    | 7                                                                   | 0                                                                              | 0                                                                                 | 0                                                                                | NRC                    |         |
| Mrs.             | Rajashree Birla        | 00022995 | AAFPB1583L | NED                                                                       |              | 05-May-2015                 | 25-Aug-2020         |                   | 0      | 15-Sep-1945   | Yes                                | 25-Aug-2020                        | 6                                                                   | 0                                                                              | 0                                                                                 | 0                                                                                |                        |         |
| Mr.              | Yazdi P Dandiwala      | 01055000 | AACPD0318G | ID                                                                        |              | 25-Jul-2014                 | 25-Jul-2019         |                   | 89     | 10-Nov-1950   | NA                                 |                                    | 3                                                                   | 3                                                                              | 5                                                                                 | 1                                                                                | AC,SC, NRC             |         |
| Mr.              | Rajan A Dalal          | 00546264 | AABPD8799G | ID                                                                        |              | 25-Jul-2014                 | 25-Jul-2019         |                   | 89     | 18-Sep-1949   | NA                                 |                                    | 2                                                                   | 2                                                                              | 3                                                                                 | 2                                                                                | AC,SC, RC,NRC          |         |
| Mr.              | Sohanlal K Jain        | 02843676 | AAQPJ5701P | ID                                                                        |              | 31-Oct-2014                 | 31-Oct-2019         |                   | 86     | 07-Sep-1949   | NA                                 |                                    | 2                                                                   | 2                                                                              | 3                                                                                 | 2                                                                                | AC,RC, NRC             |         |
| Ms.              | Preeti Vyas            | 02352395 | AAAPV4921B | ID                                                                        |              | 01-Apr-2019                 | 01-Apr-2019         |                   | 33     | 26-Nov-1956   | NA                                 |                                    | 2                                                                   | 2                                                                              | 1                                                                                 | 0                                                                                | SC                     |         |
| Mr.              | Jagdish Chandra Laddha | 03266469 | AAAPL5380L | ED                                                                        | MD           | 12-Aug-2019                 | 12-Aug-2019         |                   | 0      | 22-Mar-1959   | NA                                 |                                    | 1                                                                   | 0                                                                              | 1                                                                                 | 0                                                                                | AC,RC                  |         |
| Mr.              | Rajendra Kumar Dalmia  | 00040951 | ABMPD1378F | ED                                                                        |              | 15-Sep-2018                 | 15-Sep-2018         |                   | 0      | 21-Mar-1954   | NA                                 |                                    | 1                                                                   | 0                                                                              | 1                                                                                 | 0                                                                                | SC,RC                  |         |

| Company Remarks                             |     |
|---------------------------------------------|-----|
| Whether Regular chairperson appointed       | Yes |
| Whether Chairperson is related to MD or CEO | No  |



**ii. Composition of Committees****a. Audit Committee**

| Sr. No. | Name of the Director   | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|------------------------|----------|------------------------|------------------|----------------|
| 1       | YAZDI P DANDIWALA      | ID       | Chairperson            | 05-May-2014      |                |
| 2       | RAJAN A DALAL          | ID       | Member                 | 05-May-2014      |                |
| 3       | SOHANLAL K JAIN        | ID       | Member                 | 04-Feb-2015      |                |
| 4       | JAGDISH CHANDRA LADDHA | ED       | Member                 | 30-Sep-2019      |                |

|                                         |     |
|-----------------------------------------|-----|
| Company Remarks                         |     |
| Whether Permanent chairperson appointed | Yes |

**b. Stakeholders Relationship Committee**

| Sr. No. | Name of the Director  | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|-----------------------|----------|------------------------|------------------|----------------|
| 1       | RAJAN A DALAL         | ID       | Chairperson            | 05-May-2014      |                |
| 2       | YAZDI P DANDIWALA     | ID       | Member                 | 05-May-2014      |                |
| 3       | PREETI VYAS           | ID       | Member                 | 08-Nov-2019      |                |
| 4       | RAJENDRA KUMAR DALMIA | ED       | Member                 | 15-Sep-2018      |                |

|                                         |     |
|-----------------------------------------|-----|
| Company Remarks                         |     |
| Whether Permanent chairperson appointed | Yes |

**c. Risk Management Committee**

| Sr. No. | Name of the Director   | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|------------------------|----------|------------------------|------------------|----------------|
| 1       | RAJAN A DALAL          | ID       | Member                 | 24-Jul-2014      |                |
| 2       | SOHANLAL K JAIN        | ID       | Member                 | 04-Feb-2015      |                |
| 3       | RAJENDRA KUMAR DALMIA  | ED       | Member                 | 15-Sep-2018      |                |
| 4       | JAGDISH CHANDRA LADDHA | ED       | Member                 | 08-Nov-2019      |                |

|                                         |    |
|-----------------------------------------|----|
| Company Remarks                         |    |
| Whether Permanent chairperson appointed | No |

**d. Nomination and Remuneration Committee**

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------|------------------------|------------------|----------------|
| 1       | YAZDI P DANDIWALA    | ID       | Chairperson            | 04-Feb-2015      |                |
| 2       | KUMAR MANGALAM BIRLA | C & NED  | Member                 | 12-Aug-2019      |                |
| 3       | RAJAN A DALAL        | ID       | Member                 | 05-May-2014      |                |
| 4       | SOHANLAL K JAIN      | ID       | Member                 | 04-Feb-2015      |                |



|                                         |     |
|-----------------------------------------|-----|
| Company Remarks                         |     |
| Whether Permanent chairperson appointed | Yes |

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 |
|-----------------------------------------------------|-----------------------------------------------------|-----------------------------------|-----------------------------|-----------------------------------------|
| 28-Jul-2021                                         | 14-Oct-2021                                         | Yes                               | 6                           | 2                                       |

|                                                             |    |
|-------------------------------------------------------------|----|
| Company Remarks                                             |    |
| Maximum gap between any two consecutive (in number of days) | 77 |

iv. Meeting of Committees

| Name of the Committee               | Date(s) of meeting during of the committee in the previous quarter | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (Yes/No) | Number of Directors present | Number of independent directors present |
|-------------------------------------|--------------------------------------------------------------------|-------------------------------------------------------------|--------------------------------------------|-----------------------------|-----------------------------------------|
| Audit Committee                     | 28-Jul-2021                                                        |                                                             | Yes                                        | 4                           | 3                                       |
| Audit Committee                     |                                                                    | 14-Oct-2021                                                 | Yes                                        | 3                           | 2                                       |
| Nomination & Remuneration Committee |                                                                    | 14-Oct-2021                                                 | Yes                                        | 3                           | 2                                       |
| Risk Management Committee           |                                                                    | 12-Oct-2021                                                 | Yes                                        | 3                           | 2                                       |

|                                                                                        |    |
|----------------------------------------------------------------------------------------|----|
| Company Remarks                                                                        |    |
| Maximum gap between any two consecutive (in number of days) [Only for Audit Committee] | 77 |

v. Related Party Transactions

| Subject                                                                                                          | Compliance status (Yes/No/NA) | Remark |
|------------------------------------------------------------------------------------------------------------------|-------------------------------|--------|
| Whether prior approval of audit committee obtained                                                               | Yes                           |        |
| Whether shareholder approval obtained for material RPT                                                           | Not Applicable                |        |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee           | Yes                           |        |
| Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions |                               |        |



**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.
  - a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
  - b. Any comments/observations/advice of Board of Directors may be mentioned here:

**Name** : **ATUL K KEIDA**  
**Designation** : **Company Secretary**

