

**CORPORATE GOVERNANCE REPORT**

1. Name of Listed Entity - **Century Textiles & Industries Limited**  
 2. Quarter ending - **31-Dec-2022**

**I. Composition Of Board Of Director**

Title (Mr./Ms)	Name of the Director	DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of Resignation	Tenure	Date of Birth	Whether the director is disqualified?	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17 (1A) of Listing Regulations]	Date of passing special resolution	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 proviso to regulation 17A (1)]	No of memberships in Audit/Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity	Memberships in Committees of the Company	Remarks
Mr.	Kumar Mangalam Birla	00012813	C & NED		07-Feb-2006	16-Jul-2021			14-Jun-1967	No		Active	NA		7	0	0	0	NRC	
Ms.	Rajashree Birla	00022995	NED		05-May-2015	25-Aug-2020			15-Sep-1945	No		Active	Yes	25-Aug-2020	6	0	0	0		
Mr.	Yazdi P Dandiwala	01055000	ID		25-Jul-2014	25-Jul-2019		101	10-Nov-1950	No		Active	NA		3	3	6	1	AC, SC, RC, NRC	
Mr.	Rajan A Dalal	00546264	ID		25-Jul-2014	25-Jul-2019		101	18-Sep-1949	No		Active	NA		2	2	3	2	AC, SC, RC, NRC	



Mr.	Sohanlal K Jain	02843676	ID		31-Oct-2014	31-Oct-2019	98	07-Sep-1949	No	Active	NA		2	2	3	2	AC,RC,N RC
Ms.	Preeti Vyas	02352395	ID		01-Apr-2019	01-Apr-2019	45	26-Nov-1956	No	Active	NA		2	2	2	0	AC,SC
Mr.	Rajendra Kumar Dalmia	00040951	ED	M D	15-Sep-2018	12-Aug-2022		21-Mar-1954	No	Active	NA		1	0	1	0	SC,RC

Company Remarks	Mr. R. K. Dalmia has been appointed as Managing Director of the Company w.e.f. 12th August, 2022 and ceased to be whole time director of the Company from the said date.
-----------------	--

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 Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
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	Preeti Vyas	ID	Member	26-Oct-2022	

Company Remarks	The Board of Directors at its meeting held on 26th October, 2022 has reconstituted the following Committees: 1. Audit Committee - Ms. Preeti Vyas, Non-Executive & Independent Director is appointed has been appointed as the member of the Committee. 2. Nomination and Remuneration Committee -Mr. Rajan A. Dalal, Non-Executive & Independent Director has been appointed as the Chairperson of the Committee and Mr. Y. P. Dandiwala, Non-Executive & Independent Director who was the Chairperson of the Committee is now the member of the Committee 3. Risk Management Committee - Mr. Y.P. Dandiwala, Non-Executive & Independent Director has been appointed as the member of the Committee.
-----------------	--

Whether Regular chairperson appointed	Yes
---------------------------------------	-----



**b. Stakeholders Relationship Committee**

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
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 Regular chairperson appointed	Yes

**c. Risk Management Committee**

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Rajan A Dalal	ID	Member	24-Jul-2014	
2	Sohanlal K Jain	ID	Chairperson	04-Feb-2015	
3	Yazdi P Dandiwala	ID	Member	26-Oct-2022	
4	Rajendra Kumar Dalmia	ED	Member	15-Sep-2018	

Company Remarks	
Whether Regular chairperson appointed	No

**d. Nomination and Remuneration Committee**

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Rajan A Dalal	ID	Chairperson	26-Oct-2022	
2	Kumar Mangalam Birla	C & NED	Member	12-Aug-2019	
3	Yazdi P Dandiwala	ID	Member	26-Oct-2022	
4	Sohanlal K Jain	ID	Member	04-Feb-2015	

Company Remarks	
Whether Regular chairperson appointed	Yes



iii. Meeting of Board of Directors

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	No. of Independent Directors attending the meeting
25-Jul-2022	Yes	7	7	4
26-Oct-2022	Yes	7	6	4

Company Remarks	Mr. J. C. Laddha retired as Managing Director of the Company on completion of his tenure on 11th August, 2022 and thereafter, he has been appointed as Non-Executive and Non-Independent Director w.e.f. 12th August 2022. Further, he has resigned as Non-Executive and Non-Independent Director from the Board w.e.f. 29th September, 2022. Considering the above the total number of Directors as on the date of the meeting 25th July, 2022 was 8. However, due to validation error shown in the Total Number of Director as on the date of the meeting held on 25th July, 2022, we are unable to enter 8. The total no of directors as on date 25th July, 2022 were 8. Further due to Resignation of Mr. J C Laddha the directors on the date of Board Meeting i.e 26th October, 2022 is 7.
Maximum gap between any two consecutive (in number of days)	92

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	25-Jul-2022	Yes	4	4	3	0
Audit Committee	04-Oct-2022	Yes	3	2	2	0
Audit Committee	26-Oct-2022	Yes	3	3	3	0
Nomination & Remuneration Committee	26-Oct-2022	Yes	4	3	3	0
Risk Management Committee	22-Sep-2022	Yes	4	3	1	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	70



v. **Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Remark</b>
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 1000 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 Kedia**  
Designation : **Company Secretary**

