

## CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity - **Century Textiles & Industries Limited**  
 2. Quarter ending - **31-Dec-2023**

### i. Composition of Board of Director

Title (Mr./Ms)	Name of the Director	DIN	Category (Chair person /Executive/Non-Executive/Independent/Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Tenure	Date of Birth	Whether special resolution passed?	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 [With reference to proviso to regulation 17A (1)&17A(2)]	No of memberships in Audit/Stakeholder Committee(s) including this listed entity	No of post of Chair person in Audit/Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company
Mr.	Kumar Mangalam Birla	00012813	C & NED		07-Feb-2006	16-Jul-2021		14-Jun-1967	NA		7	0	0	0	NRC
Mrs.	Rajashree Birla	00022995	NED		05-May-2015	27-Jul-2023		15-Sep-1945	Yes	27-Jul-2023	6	0	0	0	
Mr.	Yazdi P Dandiwala	01055000	ID		25-Jul-2014	25-Jul-2019	113	10-Nov-1950	NA		4	4	7	1	AC,SC,RC,NRC
Mr.	Rajan A Dalal	00546264	ID		25-Jul-2014	25-Jul-2019	113	18-Sep-1949	NA		2	2	3	2	AC,SC,RC,NRC



Mr.	Sohanlal K Jain	02843676	ID		31- Oct- 2014	31- Oct- 2019	110	07- Sep- 1949	NA		2	2	3	2	AC,R C,NR C
Ms.	Preeti Vyas	02352395	ID		01- Apr- 2019	01- Apr- 2019	57	26- Nov- 1956	NA		3	3	2	0	AC,SC
Mr.	R. K. Dalmia	00040951	ED	MD	15- Sep- 2018	12- Aug- 2022		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 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	
Whether Regular chairperson appointed	Yes

### b. Stakeholders Relationship Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
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	R. K. 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	Yazdi P Dandiwala	ID	Chairperson	24-Jul-2014	
2	Rajan A Dalal	ID	Member	04-Feb-2015	
3	Sohanlal K Jain	ID	Member	26-Oct-2022	
4	R. K. 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	05-May-2014	
2	Kumar Mangalam Birla	C & NED	Member	12-Aug-2019	
3	Yazdi P Dandiwala	ID	Member	04-Feb-2015	
4	Sohanlal K Jain	ID	Member	04-Feb-2015	

Company Remarks	
Whether Regular chairperson appointed	Yes

**iii. Meeting of Board of Directors**

<b>Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)</b>	<b>Whether requirement of Quorum met (Yes/No)</b>	<b>Total Number of Directors as on date of the meeting</b>	<b>Number of Directors present (All directors including Independent Director)</b>	<b>No. of Independent Directors attending the meeting</b>
11-Jul-2023	Yes	7	7	4
19-Jul-2023	Yes	7	5	3
18-Aug-2023	Yes	7	5	4
20-Oct-2023	Yes	7	4	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	62



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	19-Jul-2023	Yes	4	3	3	0
Audit Committee	20-Oct-2023	Yes	4	3	3	0
Nomination & Remuneration Committee	18-Aug-2023	Yes	4	3	3	0
Risk Management Committee	06-Sep-2023	Yes	4	3	2	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	92

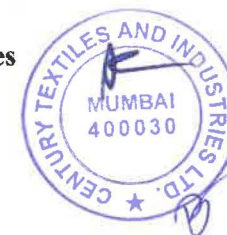
v. Related Party Transactions

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	
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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**
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:

**Details of cyber security incidence**

1. Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	<b>No</b>
2. Date of the Event	
3. Brief details of the event	

**Name** : **Atul K Kedia**  
**Designation** : **Company Secretary & Compliance Officer**

