

CENTURY Textiles and Industries Limited

REGD. OFFICE : "CENTURY BHAVAN", DR. ANNIE BESANT ROAD, WORLI, MUMBAI-400 030. INDIA.
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E-Mail : ctillho@birlacentury.com Website: www.centurytextind.com
CIN-L17120MH1897PLC000163

OUR REF. : SH/XII/2020

05th April 2021

Corporate Relationship Department
BSE Limited
1st Floor, Phiroze Jeejebhoy Towers
Dalal Street, Fort,
Mumbai-400 001
Scrip Code: 500040

Listing Department
National Stock Exchange of India Limited
"Exchange Plaza" 5th floor,
Bandra-Kurla Complex
Bandra (East), Mumbai-400 051.
Scrip Code: CENTURYTEX

Sub: Corporate Governance report of Century Textiles and Industries Limited ('the Company')

Ref: Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

Dear Sir/ Madam,

Pursuant to Regulation 27 (2) of Listing Regulations, enclosed herewith is the quarterly compliance report on Corporate Governance as on 31st March, 2021 in the prescribed format.

This for your information and record.

Thanking you,

Yours faithfully

For **CENTURY TEXTILES AND INDUSTRIES LIMITED**



ATUL K. KEDIA
Company Secretary

Encl: as above



CENTURY TEXTILES AND INDUSTRIES LIMITED

Compliance Report on Corporate Governance

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

2. Quarter ending : 31st March, 2021

I. Composition of Board of Directors												
Title (Mr./Ms)	Name of the Director	PAN \$ & DIN	Category (Chairperson/ Executive/Non Executive/ Independent/ Nominee) &	Initial date of appointment	Date of re-appointment	Date of cessation	Tenure *	Date of Birth	No. of Directorship in listed entities including this listed entity [in ref-erence to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [in ref-erence to provision to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	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.	Kumar Mangalam Bhatia	AEPB5926H 00012813	Chairman Non Executive	07.02.2006	30.07.2019	-	-	14.06.1967	7	-	-	-
Ms.	Rajashree Bhatia	AAFBB1583L 00022995	Non Executive	05.05.2015	25.8.2020	-	-	15.09.1945	6	-	-	-
Mr.	Yazdi P. Dandiwala	AACPD0318G 01055000	Independent Non Executive	25.07.2014	25.07.2019	-	80 months	10.11.1950	3	3	5	1
Mr.	Rajan A. Dalal	AABPD8799G 00546264	Independent Non Executive	25.07.2014	25.07.2019	-	80 months	18.09.1949	2	2	3	2
Mr.	Sohanlal Kundanmal Jain	AAQRJ5701P 02843676	Independent Non Executive	31.10.2014	31.10.2019	-	77 months	07.09.1949	2	2	3	2
Ms.	Preeti Vyas	AAAPV4921B 02352395	Independent Non Executive	01.04.2019	-	-	24 months	26.11.1956	1	1	1	-
Mr.	Jagdish Chandra Laddha	AAAPL5380L 03266469	Managing Director	12.08.2019	-	-	-	22.03.1959	1	-	1	-
Mr.	Rajendra Kumar Dalmia	ABMPD1378F 00040951	Executive Whole-time Director	15.09.2018	-	-	-	21.03.1954	1	-	1	-

Whether Regular chairperson appointed - Yes

Whether Chairperson is related to managing director or CEO - No.

\$ 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.



Contd..2/-

II. Composition of Committees						
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive Independent/ Nominee) §	Date of Appointment	Date of Cessation	
1 Audit Committee	Yes	Mr. Yazdi P. Dandiwala Mr. Rajan A. Dalal Mr. Sohanlal Kundanmal Jain Mr. Jagdish Chandra Laddha	Chairman - Non-Executive/ Independent Non-Executive/ Independent Non-Executive/ Independent Executive / Managing Director	05.05.2014 05.05.2014 04.02.2015 30.09.2019		
2 Nomination & Remuneration	Yes	Mr. Yazdi P. Dandiwala Mr. Kumar Mangalam Biria Mr. Rajan A. Dalal Mr. Sohanlal Kundanmal Jain	Chairman - Non-Executive/ Independent Non-Executive/ Promoter Non-Executive/ Independent Non-Executive/ Independent	04.02.2015 12.08.2019 05.05.2014 04.02.2015		
3 Risk Management Committee (if applicable)	Yes @	Mr. Rajan A. Dalal Mr. Sohanlal Kundanmal Jain Mr. Rajendra Kumar Dalmia Mr. Jagdish Chandra Laddha	Non-Executive/ Independent Non-Executive/ Independent Executive - Wholetime Director Executive / Managing Director	24.07.2014 04.02.2015 15.09.2018 08.11.2019		
4 Stakeholders Relationship Committee	Yes	Mr. Rajan A. Dalal Mr. Yazdi P. Dandiwala Ms. Preeti Vyas Mr. Rajendra Kumar Dalmia	Chairman - Non-Executive/ Independent Non-Executive/ Independent Non-Executive/Independent Executive - Wholetime Director	05.05.2014 05.05.2014 08.11.2019 15.09.2018		
§ 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						
@ Chairman is elected in every meeting by members						

Contd.3/-



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*	Number of Independent directors present*	Maximum gap between any two consecutive meetings (in number of days)
19.10.2020	22.01.2021	Yes	8	4	4	94
IV. Meeting of Committees						
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of Independent directors present*	Date(s) of meeting of the committee in the previous quarter	Number of Independent directors present*	Maximum gap between any two consecutive meetings in number of days*
22.01.2021 - Audit Committee (12.00 Noon)	Yes (3 members present out of 4)	3	2	19.10.2020	2	94
11.01.2021 - CSR Committee (11.30 A.M.)	Yes (5 members present out of 5)	5	2	-	2	-
21.01.2021 - Stakeholders Relationship Committee (12.30 P.M.)	Yes (4 members present out of 4)	4	3	-	3	-
21.01.2021 - Risk Management Committee (11.30 A.M.)	Yes (4 members present out of 4)	4	2	-	2	-
29.01.2021 - Independent Directors Committee (11.00 A.M.)	Yes (4 members present out of 4)	4	4	-	4	-
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional						
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 the 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 : 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 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/advice.

Name : Atul K. Kedia

Designation : Vice President (Legal) & Company Secretary

Date : 05.04.2021

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.



Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

ANNEXURE II

I.	Disclosure on website in terms of Listing Regulations	Compliance status (Yes/No/NA) refer note below	If yes provide link to website. If No / NA provide reasons
Item			
As per regulation 46(2) of the LODR			
a)	Details of business	Yes	https://www.centurytextind.com/businesses.html
b)	Terms and conditions of appointment of independent directors	Yes	https://www.centurytextind.com/assets/pdf/corporate-policies/terms-and-condition-of-independent-directors-of-the-company.pdf
c)	Composition of various committees of board of directors	Yes	https://www.centurytextind.com/assets/pdf/others/committees-of-the-board-and-name-of-its-members-08112019.pdf
d)	Code of conduct of board of director and senior management personnel	Yes	https://www.centurytextind.com/investors.html#invest
e)	Details of establishment of vigil mechanism / Whistle Blower Policy	Yes	https://www.centurytextind.com/investors.html#invest
f)	Criteria of making payments to non-executive directors	Yes	https://www.centurytextind.com/investors.html#investorTab1
g)	Policy on dealing with related party transactions	Yes	https://www.centurytextind.com/investors.html#investorTab4
h)	Policy for determining 'material' subsidiaries	Yes	https://www.centurytextind.com/investors.html#investorTab2
i)	Details of familiarization programmes imparted to independent	Yes	https://www.centurytextind.com/investors.html#investorTab2
j)	email address for grievance redressal and other relevant details	Yes	https://www.centurytextind.com/investors.html#investorTab2
k)	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor	Yes	https://www.centurytextind.com/investors.html#investorTab1
l)	Financial results	Yes	https://www.centurytextind.com/investors.html#investorTab2
m)	Shareholding pattern	Yes	https://www.centurytextind.com/investors.html#investorTab2
n)	Details of agreements entered into with the media companies and/or their associates	N.A.	No such agreement entered into.
o)	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock	Yes	https://www.centurytextind.com/investors.html#investorTab2
p)	New name and the old name of the listed entity	New name:	Century Textiles and Industries Limited



		Old name :	The Century Spinning & Manufacturing Company Limited
q)	Advertisements as per regulation 47(1)	Yes	https://www.centurytextind.com/investors.html#investorTab2
r)	Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	https://www.centurytextind.com/investors.html#investorTab2
s)	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://www.centurytextind.com/investors.html#investorTab1

As per other regulations of the LODR

a)	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	https://www.centurytextind.com/investors.html
b)	Materiality policy as per regulation 30	Yes	https://www.centurytextind.com/investors.html#investorTab4
c)	Dividend distribution policy as per regulation 43A (as applicable)	Yes	


It is certified that these contents on the website of the listed entity are correct

II Annual Affirmations			
	Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
	Board composition	17(1), 17(1A) & 17(1B)	Yes
	Meeting of Board of Directors	17(2)	Yes
	Quorum of Board meeting	17(2A)	Yes
	Review of Compliance Reports	17(3)	Yes
	Plans for orderly succession for appointments	17(4)	Yes
	Code of Conduct	17(5)	Yes
	Fees/compensation	17(6)	Yes
	Minimum Information	17(7)	Yes
	Compliance Certificate	17(8)	Yes *
	Risk Assessment & Management	17(9)	Yes
	Performance Evaluation of Independent Directors	17(10)	Yes *
	Recommendation of Board	17(11)	Yes
	Maximum number of directorship	17A	Yes
	Composition of Audit Committee	18(1)	Yes
	Meeting of Audit Committee	18(2)	Yes
	Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes



Quorum of Nomination & Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20(3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for Related Party Transactions	23(1),(1A),(5),(6), (7) & (8)	Yes
Prior or Ombibus approval of Audit Committee for all related party transactions	23(2),(3)	Yes
Approval for material related party transactions	23(4)	N.A.
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Annual secretarial compliance report	24(A)	Yes*
Alternate director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes*
Directors and officers insurance	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management personnel	26(3)	Yes *
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

* for 2020-21 will be complied with at the time of approval of Annual Accounts

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.
3	If the Listed Entity would like to provide any other information the same may be indicated here.
III Affirmations :	
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. N.A.	
 Name : Atul K. Kedia Designation : Company Secretary Date : 05.04.2021	

