

CORPORATE GOVERNANCE REPORT

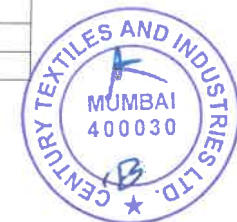
ANNEXURE I

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

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	Tenure	Date of Birth	Whether the director is disqualified ?	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 [reference to Regulation 17(1)]	No of independence in directorship in listed entities including this listed entity [reference to proviso to regulation 17(1)]	No of membership in Audit/ Stakeholder Committees) including this listed entity	No of post in Audit/ Stakeholder Committees 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	No	Active	NA		7	0	0	0	NRC
Mrs.	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 Dandiwalala	01055000	ID		25-Jul-2014	25-Jul-2019	104	10-Nov-1950	No	Active	NA		4	4	7	1	AC,SC,RC,NRC
Mr.	Rajan A Dalal	00546264	ID		25-Jul-2014	25-Jul-2019	104	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	101	07-Sep-1949	No	Active	NA		2	2	3	2	AC,RC,NRC
Ms.	Preeti Vyas	02352395	ID		01-Apr-2019	01-Apr-2019	48	26-Nov-1956	No	Active	NA		2	2	2	0	AC,SC
Mr.	Rajendra Kumar Dalmia	00040951	ED	MD	15-Sep-2018	12-Aug-2022		21-Mar-1954	No	Active	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

<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	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	In Risk Management Committee there is no regular Chairman being appointed.so the Directors themselves appoint the Chairman in each meeting
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	Chairperson	24-Jul-2014	
2	Sohanlal K Jain	ID	Member	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

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	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

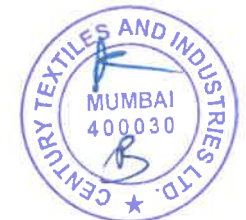
iii. Meeting of Board of Directors

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
26-Oct-2022	Yes	7	6	4
16-Jan-2023	Yes	7	5	4
31-Jan-2023	Yes	7	6	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	81

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	04-Oct-2022	Yes	3	2	2	0
Audit Committee	26-Oct-2022	Yes	3	3	3	0
Audit Committee	31-Jan-2023	Yes	4	4	4	0
Stakeholders Relationship Committee	24-Jan-2023	Yes	4	4	3	0
Nomination & Remuneration Committee	16-Jan-2023	Yes	4	3	3	0
Risk Management Committee	20-Mar-2023	Yes	4	3	2	0



Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	96

v. **Related Party Transactions**

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</i>
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:

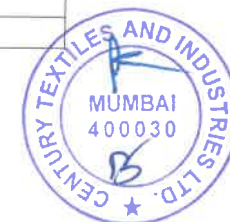
Name : **Atul K Kedia**
 Designation : **Company Secretary**



ANNEXURE II

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

I. Disclosure on website in terms of Listing Regulations			
<i>Item</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Company Remark</i>	<i>Website</i>
As per regulation 46(2) of the LODR:			
Details of business	Yes		https://www.centurytextind.com/about-us.html
Terms and conditions of appointment of independent	Yes		https://www.centurytextind.com/assets/pdf/corporate-policies/terms-and-condition-of-independent-
Composition of various committees of board of	Yes		https://www.centurytextind.com/assets/pdf/others/committees-of-the-board-and-name-of-its-members-
Code of conduct of board of directors and senior	Yes		https://www.centurytextind.com/assets/pdf/code-of-conduct/code-of-conduct.pdf
Details of establishment of vigil mechanism/ Whistle	Yes		https://www.centurytextind.com/assets/pdf/others/vigil-mechanism-whistle-blower-policy.pdf
Criteria of making payments to non-executive	Yes		https://www.centurytextind.com/assets/pdf/corporate-policies/nomination-and-remuneration-policy.pdf
Policy on dealing with related party transactions	Yes		https://www.centurytextind.com/assets/pdf/others/related_prty_transaction_policy.pdf
Policy for determining 'material' subsidiaries	Yes		https://www.centurytextind.com/assets/pdf/corporate-policies/policy-for-determining-material-
Details of familiarization programs imparted to	Yes		https://www.centurytextind.com/assets/pdf/others/insidertrading.pdf
Email address for grievance redressal and other relevant details entity who are responsible for	Yes		https://www.centurytextind.com/investors.html#investorTab2
Contact information of the designated officials of the	Yes		https://www.centurytextind.com/investors.html#investorTab2
Financial results	Yes		https://www.centurytextind.com/investors.html#investorTab1
Shareholding pattern	Yes		https://www.centurytextind.com/investors.html#investorTab2
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or	Yes		https://www.centurytextind.com/investors.html#investorTab2
New name and the old name of the listed entity	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		https://www.centurytextind.com/investors.html#investorTab2
Credit rating or revision in credit rating obtained by	Yes		https://www.centurytextind.com/investors.html#investorTab2
Separate audited financial statements of each	Yes		https://www.centurytextind.com/investors.html#investorTab1
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://www.centurytextind.com/assets/pdf/others/disclosures-under-regulations-46.pdf
Materiality Policy as per Regulation 30	Yes		https://www.centurytextind.com/assets/pdf/others/policy-for-determination-of-materiality-for-
Dividend Distribution policy as per Regulation 43A	Yes		https://www.centurytextind.com/assets/pdf/others/dividend-distribution-policy.pdf



It is certified that these contents on the website of the Yes No All the content mentioned on the website are correct.

II Annual Affirmations

<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status</i>	<i>Company Remark</i>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	<i>16(1)(b) & 25(6)</i>	Yes	
<i>Board composition</i>	<i>17(1), 17(1A) & 17(1B)</i>	Yes	
<i>Meeting of Board of directors</i>	<i>17(2)</i>	Yes	
<i>Quorum of Board meeting</i>	<i>17(2A)</i>	Yes	
<i>Review of Compliance Reports</i>	<i>17(3)</i>	Yes	
<i>Plans for orderly succession for appointments</i>	<i>17(4)</i>	Yes	
<i>Code of Conduct</i>	<i>17(5)</i>	Yes	
<i>Fees/compensation</i>	<i>17(6)</i>	Yes	
<i>Minimum Information</i>	<i>17(7)</i>	Yes	
<i>Compliance Certificate</i>	<i>17(8)</i>	Yes	
<i>Risk Assessment & Management</i>	<i>17(9)</i>	Yes	
<i>Performance Evaluation of Independent Directors</i>	<i>17(10)</i>	Yes	
<i>Recommendation of Board</i>	<i>17(11)</i>	Yes	
<i>Maximum number of directorship</i>	<i>17A</i>	Yes	
<i>Composition of Audit Committee</i>	<i>18(1)</i>	Yes	
<i>Meeting of Audit Committee</i>	<i>18(2)</i>	Yes	
<i>Composition of nomination & remuneration committee</i>	<i>19(1) & (2)</i>	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	<i>19(2A)</i>	Yes	
<i>Meeting of nomination & remuneration committee</i>	<i>19(3A)</i>	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	<i>20(1), 20(2) and 20(2A)</i>	Yes	
<i>Meeting of stakeholder relationship committee</i>	<i>20(3A)</i>	Yes	
<i>Composition and role of risk management committee</i>	<i>21(1),(2),(3),(4)</i>	Yes	



<i>Meeting of Risk Management Committee</i>	21(3A)	Yes	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),(Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes	
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Not Applicable	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D & O Insurance for Independent Directors</i>	25(10)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Not Applicable	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

Other Information	
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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. - **Yes**

Other Information	
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Name : **Atul K Kedia**
Designation : **Company Secretary**



ANNEXURE IV

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>	<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>
0	0	0	0	0	0	0	0

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
<i>Promoter or any other entity controlled by them</i>	Guarantee , comfort letter	0	0
<i>Promoter Group or any other entity controlled by them</i>	Guarantee , comfort letter	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	Guarantee , comfort letter	0	0
<i>KMPs or any other entity controlled by them</i>	Guarantee , comfort letter	0	0



(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Cash , shares	0	0
Promoter Group or any other entity controlled by them	Cash , shares	0	0
Directors (including relatives) or any other entity controlled by them	Cash , shares	0	0
KMPs or any other entity controlled by them	Cash , shares	0	0

(D) If the Listed Entity would like to provide any other information the same may be indicated here

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Affirmations

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company

Company Remarks in case of non-compliant status

Name: Snehal Shah
Designation: Chief Financial Officer
Place: Mumbai
Date: 05-Apr-2023

