

## Compliance Report on Corporate Governance

1. Name of Listed Entity : **CENTURY ENKA LIMITED**

2. Quarter ending : **31<sup>st</sup> March, 2019**

<b>I. Composition of Board of Directors</b>									
Title (Mr. / Ms)	Name of the Director	PAN <sup>\$</sup> & DIN	Category (Chairperson/ Executive/Non-Executive/in dependent/ Nominee) &	Date of Appointment in the current term	Date of Cessation	Tenure*	No of Directorship in listed entities including this listed entity  (Refer Regulation 25(1) of Listing Regulations)	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.	B. K. Birla	AEKPB3110L 00055856	Chairman Non-Executive	17.11.1965		-	5	-	-
Ms.	Rajashree Birla	AAFPPB1583L 00022995	Non-Executive	05.05.2015		-	6	-	-
Mr.	B. S. Mehta	AADPM4552A 00035019	Non-Executive - Independent Director	13.09.2014		60 Months	6	6	2
Mr.	S. K. Jain	AAQPJ5701P 02843676	Non-Executive - Independent Director	13.09.2014		60 Months	2	3	2
Mr.	K. S. Thar	AABPT5816A 00390137	Non-Executive - Independent Director	14.07.2015		60 Months	1	2	-
Mr.	O.R. Chitlange	AADPC3268R 00952072	Executive – Managing Director	16.05.2017		60 Months	1	1	-

\$ 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.

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**II. Composition of Committees**

<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/Non-Executive/independent/Nominee) §</i>
1. Audit Committee	Mr. S. K. Jain Mr. B. S. Mehta Mr. K. S. Thar	Chairman - Non-Executive - Independent Director Non-Executive - Independent Director Non-Executive - Independent Director
2. Nomination & Remuneration Committee	Mr. B. S. Mehta Mr. S. K. Jain Mr. K. S. Thar	Chairman - Non-Executive - Independent Director Non-Executive - Independent Director Non-Executive - Independent Director
3. Risk Management Committee(if applicable)	N. A.	N. A.
4. Stakeholders Relationship Committee	Mr. S. K. Jain Mr. K. S. Thar Mr.O.R. Chitlange	Chairman- Non-Executive - Independent Director Non-Executive - Independent Director Executive – Managing Director

§ 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

**III. Meeting of Board of Directors**

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant Quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
01.11.2018	24.01.2019	83 Days

**IV. Meeting of Committees**

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Audit Committee : 24.01.2019	Yes – All Members Present	01.11.2018	83 Days
Nomination and Remuneration Committee 24.01.2019	Yes – All Members Present	-	-
Corporate Social Responsibility Committee: -	-	-	-
Stakeholders Relationship Committee: 14.01.2019	Yes – All Members Present	-	-
Share Transfer Committee: 11.01.2019	Yes – All Members Present	25.10.2018	77 Days

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional



Contd...3

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b> <small>refer note below</small>
Whether prior approval of audit committee obtained	N. A.
Whether shareholder approval obtained for material RPT	N. A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N. A.

**Note**

3. 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.

4. If status is "No" details of non-compliance may be given here.

## **VI. Affirmations**

6. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. : Yes
7. 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) : (Not applicable)
8. 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
9. 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
10. 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, Report for the quarter ended 31st December, 2018 was placed before the Board of Directors in the Meeting held on 24<sup>th</sup> January, 2019. There were no comments/observations/advice.

*C B Gagrani*

Name : C B Gagrani  
Designation: Company Secretary



Dated : 12.04.2019

### **Note:**

Information at Table I and II above need to be necessarily given in 1<sup>st</sup> 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)**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>		<b>Compliance status</b>
Details of business		Yes
Terms and conditions of appointment of independent directors		Yes
Composition of various committees of board of directors		Yes
Code of conduct of board of directors and senior management personnel		Yes
Details of establishment of vigil mechanism/ Whistle Blower policy		Yes
Criteria of making payments to non-executive directors		Yes
Policy on dealing with related party transactions		Yes
Policy for determining 'material' subsidiaries		Not Applicable
Details of familiarization programmes imparted to independent directors		Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
email address for grievance redressal and other relevant details		Yes
Financial results		Yes
Shareholding pattern		Yes
Details of agreements entered into with the media companies and/or their associates		Yes
New name and the old name of the listed entity		Not Applicable
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment &amp; Management</i>	17(9)	Not Applicable



<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Not Applicable
<i>Approval for material related party transactions</i>	23(4)	Not Applicable
<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)	Not Applicable
<i>Maximum Directorship &amp; Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	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)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

### 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. - **Not Applicable**

Name : C. B. Gagrani  
Designation : Company Secretary

