

# CENTURY ENKA LIMITED

(Factory : Bhosari, Pune 411 026)

Phone : +91-20-66127300  
Telefax : +91-20-27120113  
Email : celpune.reception@birlacentury.com  
Company CIN : L24304PN1965PLC139075



Communicate at  
Post Box No. 17,  
Plot No. 72 & 72 -A, MIDC,  
Bhosari, Pune - 411 026 .

Date: 24<sup>th</sup> May 2022

Listing Department <b>BSE Limited</b> Phiroze Jeejeebhoy Towers Dalal Street, Mumbai-400001.	Listing Department <b>National Stock Exchange of India Ltd.</b> Exchange Plaza, 5 <sup>th</sup> Floor, Plot No. C/1, G Block Bandra-Kurla Complex Bandra (E), Mumbai 400051
<b>Scrip Code: 500280</b>	<b>Symbol: CENTENKA</b>

Dear Sir,

Sub: Annual Secretarial Compliance Report for the Year ended on 31<sup>st</sup> March, 2022

Ref: Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

Pursuant to Regulation 24A of Listing Regulations, please find enclosed herewith the Annual Secretarial Compliance Report for the Financial Year ended 31<sup>st</sup> March, 2022 issued by Sanjay H. Sangani (Proprietor of Sanjay Sangani & Co.), Practicing Company Secretary.

The above is also available on Company's website [www.centuryenka.com](http://www.centuryenka.com).

Kindly take the same on records.

Thanking You,

Yours faithfully  
For Century Enka Limited

Rahul Dubey  
Company Secretary  
FCS 8145



# SANJAY SANGANI & CO.

COMPANY SECRETARIES

**Sanjay H. Sangani**  
B.Com., F.C.S., A.C.A.

Unit No. 86, Third Floor,  
Ratna Jyot Indl. Estate, Irla Lane,  
Vile Parle (W), Mumbai - 400 056.  
Telephone : 022 - 2628 2604  
E-mail : sanjay.sangani@gmail.com

## SECRETARIAL COMPLIANCE REPORT OF CENTURY ENKA LIMITED FOR THE YEAR ENDED 31ST MARCH, 2022

We have examined:

- (a) all the documents and records made available to us and explanation provided by Century Enka Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2022 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 {"SEBI (LODR) Regulations, 2015"};
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the Company during the Review Period)**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **(Not Applicable to the Company during the Review Period)**



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- (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (upto August 12, 2021) / The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (w.e.f. August 13, 2021); **(Not Applicable to the Company during the Review Period)**
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (upto August 15, 2021) / The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (w.e.f. August 16, 2021); **(Not Applicable to the Company during the Review Period)**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013 (upto August 15, 2021) / The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (w.e.f. August 16, 2021); **(Not Applicable to the Company during the Review Period)**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
NIL			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

- (c) (i) The following are the details of actions taken against the listed entity/ its promoters/ directors either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any
NIL				

- (ii) The listed entity does not have any material subsidiary.





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(d) The listed entity has taken the following actions to comply with the observations made in the previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the Secretarial Compliance Report for the year ended...	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	<p><b>In the Report for the year ended 31st March, 2020</b></p> <p>National Stock Exchange of India Limited and BSE Ltd. have issued Notices both dated 3rd February, 2020 to the Company intimating levy of fine by each one, in respect of non-compliance of Regulation 17(1) of the SEBI (LODR) Regulations, 2015, as the composition of the Board was reduced from 6 Directors to 5 Directors. The Company vide its letter dated 13th February, 2020 has replied to both Stock Exchanges that there is no non-compliance as it has appointed a new director within the prescribed time and it meets the compliance of Composition of Directors as required under the aforesaid regulations within time.</p> <p><b>In the Report for the year ended 31st March, 2021</b></p> <p>The Company has contested the imposition of fine on the ground that LODR does not specify the time limit within which composition of the Board is to be complied with in case of demise/ retirement/ resignation of a Director and therefore, the Company has followed the Standard Operating Procedure (SOP) - as provided in SEBI Circular dated 3rd May, 2018. The Company has written a letter dated 29th September, 2020 to SEBI challenging the levy of fine. Subsequently, NSE conveyed to the Company that it can approach it for waiver of fine. Accordingly, the Company made a request to NSE to consider waiver of fine. NSE, vide its</p>	<p>31st March, 2020 &amp; 31st March, 2021</p>	<p>The Company filed an appeal before the Securities Appellate Tribunal (SAT) on 9th August, 2021, challenging Orders of NSE, BSE and SEBI.</p>	<p>SAT, vide its Order dated 25th March 2022, has allowed the appeal made by the Company and has quashed the impugned Orders of NSE, BSE and SEBI. Now, the Company has submitted refund application to both the Stock Exchanges and is expecting refund of the fines levied by NSE and BSE.</p>



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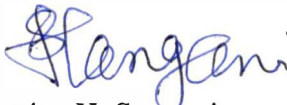
Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the Secretarial Compliance Report for the year ended...	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	<p>letter dated 4th May, 2021, stated that though there is no time provision in LODR to comply with the composition of Board of Directors, the Exchange has considered three months time to comply with the composition of Board of Directors to bring it in parity with Regulation 25(6) of LODR in respect of appointment of Independent Directors and accordingly, waiver of fine is not granted. The Company is awaiting reply from SEBI in response to its letter dated 29th September, 2020.</p> <p>The Company has paid the fine, of Rs. 6,25,000/- plus 18% GST to each Stock Exchange – NSE &amp; BSE, without prejudice to right to challenge the imposition of fine, in order to avoid consequences on trading of the Company's shares on the stock exchanges i.e. moving of the scrip to Z category.</p>			

- (e) The listed entity has suitably included the conditions as mentioned in Para 6(A) and 6(B) of the SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019 in the terms of appointment of Statutory Auditor of the listed entity.

For Sanjay Sangani & Co.

Company Secretaries

Peer Review Certificate No. : 1689/2022

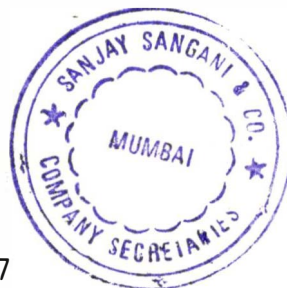


Sanjay H. Sangani

Proprietor

M. No. : FCS 4090

C.P. No. : 3847



UDIN : F004090D000365187

Mumbai, 23rd May, 2022