

**CENTURY ENKA LIMITED**  
**CORPORATE GOVERNANCE REPORT**

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

**i. Composition Of Board Of Director**

Tit le  ( M r / M s )	Name of the Direct or	DI N	PA N	Ca teg ory (C hai rpe rso n / Exe cutiv e/ No n- Exe cutiv e/ Inde pen dent/ Nom inee )	S u b C a t e g o r y	Init ial Da te of Ap poi nt men t	Da te of Ap poi nt men t	Date of ces sation	Tenur e	Date of Birth	Whe ther the direc tor is disq ualifi ed?	Start Date of disq ualifi cation	End Date of disq ualifi cation	Det ails of disq ualifi cation	Curren t status	Whe ther spec ial resol ution pass ed? [Ref er Reg. 17 (1A) of List ing Reg ulati ons]	Date of pass ing spec ial resol ution	No. of Direct orship in listed entitie s includ ing this listed entity [in refer ence to Regul ation 17A (1)]	No of Indepe ndent Direct orship in listed entitie s includ ing this listed entity [With refer ence to provis o to regulat ion 17A (1)&17 A(2)]	No of memb erships in Audit/ Stake holder Comm ittee(s) includ ing this listed entity	No of post of Chair perso n in Audit/ Stake holder Com mittee held in listed entiti es includ ing this listed entity	M e m b e r sh ip in C o m m it t e e s of th e C o m p a ny	Re m ar ks
Mrs.	RAJAS HREE BIRLA	00 02 29 95	AAF PB1 583L	C,N ED		05- May- 2015	24- Aug- 2023			15- Sep- 1945	No			Active	Yes	24- Aug- 2023	6	0	0	0			
Mr.	SOHA NLAL KUND ANMA L JAIN	02 84 36 76	AAQ PJ57 01P	ID		01- Apr- 2014	01- Apr- 2019		117	07- Sep- 1949	No			Active	NA		2	2	3	2	AC,S C,RC ,NRC		
Mr.	KRISH NA SHAN	00 39 01	AAB PT58 16A	ID		27- Nov- 2014	27- Nov- 2019		109.5	13- May- 1956	No			Active	NA		1	1	2	0	AC,S C,NR C		

	TILAL THAR	37																				
Mrs.	KRUPA RAJEN GANDHI	00294629	AAAD PM3 174 A	ID		14-Aug-2020	14-Aug-2020		40.18	01-Apr-1971	No				Active	NA		1	1	1	0	AC,N RC
Mr.	JAYANT VASANT DHOBLEY	02402556	AAJ PD0 573 A	NED		29-Sep-2023	29-Sep-2023			05-Mar-1969	No				Active	NA		1	0	0	0	RMC
Mr.	ASHISH RAZDAN	03584734	ADX PR1 913 M	ID		23-Nov-2023	23-Nov-2023		1.09	03-Aug-1980	No				Active	NA		1	1	0	0	
Mr.	SURESH SODANI	08789604	ALO PS13 34E	ED	M D	01-Sep-2020	01-Sep-2020			25-Mar-1967	No				Active	NA		1	0	1	0	SC,RC

Company Remarks	Mr. Ashish Razdan, DIN 03584734 appointed as an additional director (Independent) with effect from 23rd November 2023. Shareholder passed following resolutions on 26th December 2023 through postal ballot: 1) ordinary resolution for appointment of Mr. Jayant Vasant Dhobley(DIN 02402556) as Director (Non-executive Non-independent) 2) special resolution for appointment of Mr. Ashish Razdan(DIN 03584734) as Director(Independent)
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	SOHANLAL KUNDANMAL JAIN	ID	Chairperson	11-Nov-2009	
2	KRISHNA SHANTILAL THAR	ID	Member	27-Nov-2014	
3	KRUPA RAJEN GANDHI	ID	Member	14-Aug-2020	

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	SOHANLAL KUNDANMAL JAIN	ID	Chairperson	05-May-2014	
2	KRISHNA SHANTILAL THAR	ID	Member	24-Jan-2019	
3	SURESH SODANI	ED	Member	01-Sep-2020	

Company Remarks	
Whether Regular chairperson appointed	Yes

**c. Risk Management Committee**

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	JAYANT VASANT DHOBLEY	NED	Chairperson	29-Sep-2023	
2	SOHANLAL KUNDANMAL JAIN	ID	Member	18-May-2021	
3	SURESH SODANI	ED	Member	18-May-2021	
4	KRISHNA GOPAL LADSARIA	Chief Financial Officer	Member	18-May-2021	

Company Remarks	
Whether Regular chairperson appointed	Yes

**d. Nomination and Remuneration Committee**

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	SOHANLAL KUNDANMAL JAIN	ID	Chairperson	05-May-2014	
2	KRISHNA SHANTILAL THAR	ID	Member	27-Nov-2014	
3	KRUPA RAJEN GANDHI	ID	Member	14-Aug-2020	

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
08-Aug-2023	Yes	6	5	3

29-Sep-2023	Yes	6	4	3
02-Nov-2023	Yes	6	6	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	33

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	08-Aug-2023	Yes	3	3	3	0
Audit Committee	23-Oct-2023	No	3	1	1	0
Audit Committee	02-Nov-2023	Yes	3	3	3	0
Nomination & Remuneration Committee	08-Aug-2023	Yes	3	3	3	0
Nomination & Remuneration Committee	29-Sep-2023	Yes	3	3	3	0
Risk Management Committee	11-Jul-2023	Yes	3	3	1	1

Company Remarks	1. Risk Management Committee comprises of 4 members in which 3 are Board Members (Directors) and 1 is Non-Board Member(Chief Financial Officer). In the field 'Total Number of Directors in the Committee as on date of the Meeting' and 'Number of Directors Present (All Directors including Independent Director)' under Risk Management Committee Tab, we have only considered Directors and excluded Non Board Member. Non-Board members showing separately as per latest FAQ's released by the Stock Exchange. 2. The Audit Committee Meeting held on 23rd October 2023 adjourned due to want of quorum as only one member present out of three members and was rescheduled to be held on 30th October 2023 but said adjourned meeting cancelled due to non-availability of audit committee members.
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	75

v. **Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Remark</b>
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	Not Applicable	

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:

<b>Yes, the Report for the quarter ended 30th September, 2023 was placed before the Board of Directors in their meeting held on 2nd November, 2023. There were no comments/ observations/advice.</b>
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**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** : **Rahul Dubey**  
**Designation** : **Company Secretary & Compliance Officer**