

Corporate Governance Report

1. Name of Listed Entity - **Century Enka Limited**
 2. Quarter ending - **30-Jun-2023**

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non-Executive/Independent / Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	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 [in reference to Regulation 17A (1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A (1)]	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Members hip in Committees of the Company
Mrs.	RAJASHREE BIRLA	00022995	AAF PB1583L	C,NED		05-May-2015	13-Aug-2021			15-Sep-1945	No				Active	Yes	13-Aug-2021	6	0	0	0	
Mr.	SOHANLAL KUNDANMAL JAIN	02843676	AAQPJ5701P	ID		01-Apr-2014	01-Apr-2019		111	07-Sep-1949	No				Active	NA		2	2	3	2	AC,SC,RC,NRC
Mr.	KRISHNA SHANTILAL THAR	00390137	AABPT5816A	ID		27-Nov-2014	27-Nov-2019		103.5	13-May-1956	No				Active	NA		1	1	2	0	AC,SC,NRC
Mrs.	KRUPA RAJEN GANDHI	00294629	AADPM3174A	ID		14-Aug-2020	14-Aug-2020		34.18	01-Apr-1971	No				Active	NA		1	1	1	0	AC,NRC
Mr.	DEVAJYOTI NIRMAL BHATTACHARYA	00868751	AADPB0965A	NED		12-Oct-2020	12-Oct-2020			17-Jan-1958	No				Active	NA		2	0	0	0	RMC
Mr.	SURESH SODANI	08789604	ALOPS1334E	ED	MD	01-Sep-2020	01-Sep-2020			25-Mar-1967	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	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

<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	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

<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	DEVAJYOTI NIRMAL BHATTACHARYA	NED	Chairperson	18-May-2021	
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

<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	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-Feb-2023	Yes	6	5	2
28-Feb-2023	Yes	6	6	3
18-May-2023	Yes	6	6	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	78

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 attend Meeting (Other than Board of Direct
Audit Committee	08-Feb-2023	Yes	3	2	2	0
Audit Committee	28-Feb-2023	Yes	3	3	3	0
Audit Committee	18-May-2023	Yes	3	3	3	0
Stakeholders Relationship Committee	08-Feb-2023	Yes	3	3	2	0
Risk Management Committee	16-Jan-2023	Yes	3	3	1	1

Company Remarks	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 Dierctors 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 seperately as per latest FAQ's released by the Stock Exchange.Under the head 'Maximum gap between two consecutive (in number of days)', figures are auto-populated and not editable.
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	78

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
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:

Yes, the Report for the quarter ended 31st March, 2023 was placed before the Board of Directors in their meeting held on 18th May, 2023. There were no comments/ observations/advice.

Name : Rahul Dubey
Designation : Company Secretary & Compliance Officer