

CENTURY ENKA LIMITED
CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity - **Century Enka Limited**
2. Quarter ending - **30-Sep-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	Membership in Committees of the Company	Remarks
Mrs.	RAJASHREE BIRLA	00022995	AAFPB1583L	C,NED		05-May-2015	24-Aug-2023			15-Sep-1945	No				Active	Yes	24-Aug-2023	6	0	0	0		
Mr.	SOHAN LAL KUNDANMAL JAIN	02843676	AAQ PJ5701P	ID		01-Apr-2014	01-Apr-2019		114	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		106.5	13-May-1956	No				Active	NA		1	1	2	0	AC,SC,NRC	
Mrs.	KRUPA RAJEN GANDHI	00294629	AAD PM3174A	ID		14-Aug-2020	14-Aug-2020		37.18	01-Apr-1971	No				Active	NA		1	1	1	0	AC,NRC	

Mr.	DEVAJY OTI NIRMAL BHATTA CHARY A	0086 8751	AAD PB09 65A	NED		12- Oct- 2020	12-Oct- 2020	29- Sep- 2023		17- Jan- 1958	No				Acti ve	NA		2	0	0	0	RMC
Mr.	SURES H SODANI	0878 9604	ALOP S133 4E	ED	MD	01- Sep- 2020	01-Sep- 2020			25- Mar- 1967	No				Acti ve	NA		1	0	1	0	SC,RC
Mr.	JAYANT VASANT DHOBL EY	0240 2556	AAJP D057 3A	NED		29- Sep- 2023	29-Sep- 2023			05- Mar- 1969	No				Acti ve	NA		1	0	0	0	RMC

Company Remarks	Mr. Devajyoti Nirmal Bhattacharya, DIN 00868751 resigned with effect from closing hours of business of 29th September 2023 and Mr. Jayant Vasant Dhobley, DIN 02402556 appointed as an additional director with effect from 29th September 2023.
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	DEVAJYOTI NIRMAL BHATTACHARYA	NED	Chairperson	18-May-2021	29-Sep-2023
2	SOHANLAL KUNDANMAL JAIN	ID	Member	18-May-2021	
3	SURESH SODANI	ED	Member	18-May-2021	
4	JAYANT VASANT DHOBLEY	NED	Chairperson	29-Sep-2023	
5	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
18-May-2023	Yes	6	6	3
08-Aug-2023	Yes	6	5	3
29-Sep-2023	Yes	6	4	3

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	18-May-2023	Yes	3	3	3	0
Audit Committee	08-Aug-2023	Yes	3	3	3	0
Risk Management Committee	11-Jul-2023	Yes	3	3	1	1
Nomination & Remuneration Committee	08-Aug-2023	Yes	3	3	3	0
Nomination & Remuneration Committee	29-Sep-2023	Yes	3	3	3	0

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 Directors Present (All Directors including Independent Director)' under Risk Management Committee Tab, we have only
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	considered Directors and excluded Non Board Member. Non-Board members showing separately as per latest FAQ's released by the Stock Exchange.
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	81

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	Not Applicable	
Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions		

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 30th June, 2023 was placed before the Board of Directors in their meeting held on 8th August, 2023. There were no comments/ observations/advice.

Name : **Rahul Dubey**
Designation : **Company Secretary & Compliance Officer**

ANNEXURE III

Affirmations

<i>Broad Heading</i>	<i>Regulation Number</i>	<i>Compliance Status</i>	<i>Company Remark</i>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Note:

Name : **Rahul Dubey**
Designation : **Company Secretary & Compliance Officer**

ANNEXURE IV

%symbol%	%companyName%	%quarterEnded%
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(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>	0	0	0
<i>Promoter Group or any other entity controlled by them</i>	0	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	0	0	0
<i>KMPs or any other entity controlled by them</i>	0	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
<i>Promoter or any other entity controlled by them</i>	0	0	0
<i>Promoter Group or any other entity controlled by them</i>	0	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	0	0	0
<i>KMPs or any other entity controlled by them</i>	0	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

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Name: Krishna Gopal Ladsaria
Designation: Chief Financial Officer
Place: Pune
Date: 11-Oct-2023

