

Corporate Governance Report

1. Name of Listed Entity - **Century Enka Limited**
 2. Quarter ending - **31-Mar-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	AAFPPB1583L	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		108	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		100.05	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		31.18	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

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
21-Oct-2022	Yes	6	6	3
08-Feb-2023	Yes	6	5	2
28-Feb-2023	Yes	6	6	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	109

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	21-Oct-2022	Yes	3	3	3	0
Risk Management Committee	16-Jan-2023	Yes	3	3	1	1
Stakeholders Relationship Committee	08-Feb-2023	Yes	3	3	2	0
Audit Committee	08-Feb-2023	Yes	3	2	2	0
Audit Committee	28-Feb-2023	Yes	3	3	3	0

Company Remarks	Under the head 'Maximum gap between two consecutive (in number of days)', figures are auto-populated and not editable.Under the head 'Maximum gap between two consecutive (in number of days)', figures are auto-populated and not editable.Under the head 'Maximum gap between two consecutive (in number of days)', figures are auto-populated and not editable.Under the head 'Maximum gap between two consecutive (in number of days)', figures are auto-populated and not editable.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]	109

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 31st December, 2022 was placed before the Board of Directors in their meeting held on 8th February, 2023. There were no comments/ observations/advice.

Name : Rahul Dubey
Designation : Company Secretary & Compliance Officer

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
<i>Item</i>	Compliance status	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		https://www.centuryenka.com/pdf/details-business.pdf
Terms and conditions of appointment of independent directors	Yes		https://www.centuryenka.com/investor-relations/index.html#parentHorizontalTab6 ChildVerticalTab_213
Composition of various committees of board of directors	Yes		https://www.centuryenka.com/pdf/committees-board-of-directors.pdf
Code of conduct of board of directors and senior management personnel	Yes		https://www.centuryenka.com/pdf/policies/code-conduct-members-board-senior-management.pdf
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.centuryenka.com/pdf/policies/vigil-mechanism-whistle-blower-policy.pdf
Criteria of making payments to non-executive directors	Yes		Criteria of making payments to non-executive directors are already disclosed in the Annual Report of the Company. Link of the same are hereunder: https://www.centuryenka.com/investor-
Policy on dealing with related party transactions	Yes		https://www.centuryenka.com/pdf/policies/policy-on-related-party-transactions.pdf
Policy for determining 'material' subsidiaries	Not		
Details of familiarization programs imparted to independent directors	Yes		https://www.centuryenka.com/pdf/policies/familiarisation-programme-independent-director.pdf
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes		https://www.centuryenka.com/investor-relations/index.html#parentHorizontalTab1 ChildVerticalTab_211
Contact information of the designated officials of the listed entity who are responsible for	Yes		https://www.centuryenka.com/pdf/designated-officials-investor-grievances.pdf
Financial results	Yes		https://www.centuryenka.com/investor-relations/index.html#parentHorizontalTab3 ChildVerticalTab_211
Shareholding pattern	Yes		https://www.centuryenka.com/investor-relations/index.html#parentHorizontalTab4 ChildVerticalTab_211
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		https://www.centuryenka.com/investor-relations/index.html#parentHorizontalTab6 ChildVerticalTab_22
New name and the old name of the listed entity	Not		
Advertisements as per regulation 47 (1)	Yes		https://www.centuryenka.com/investor-relations/index.html#parentHorizontalTab6 ChildVerticalTab_24
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes		https://www.centuryenka.com/investor-relations/index.html#parentHorizontalTab6 ChildVerticalTab_214
Separate audited financial statements of each subsidiary of the listed entity in respect of a	Not		
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://www.centuryenka.com/investor-relations/index.html#parentHorizontalTab2
Materiality Policy as per Regulation 30	Yes		https://www.centuryenka.com/pdf/policies/Policy_01122015.pdf
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		https://www.centuryenka.com/pdf/policies/dividend-distribution-policy.pdf
It is certified that these contents on the website of the listed entity are correct.	Yes		Contents on the website of the Company are correct
II Annual Affirmations			

Particulars	Regulation Number	Compliance status (Yes/No/NA)	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	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 & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination & remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes	
<i>Meeting of Risk Management Committee</i>	21(3A)	Yes	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes	

<i>Approval for material related party transactions</i>	23(4)	Yes	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<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>Annual Secretarial Compliance Report</i>	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Not Applicable	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D & O Insurance for Independent Directors</i>	25(10)	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	

Other Information	
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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**

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

ANNEXURE IV

Symbol	Company Name	Quarter Ended
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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

During the period under review, the Company has not provided any loan or advanced any other form of debt / any guarantee or comfort letter / any security directly or indirectly to Promoter / Promoter Group / Directors (including relatives) / KMPs or any other entity controlled by them.

Name: KRISHNA GOPAL LADSARIA

Designation: Chief Financial Officer

Place: PUNE

Date: 14-Apr-2023