

## CENTURY ENKA LIMITED

### Compliance Report on Corporate Governance

1. Name of Listed Entity : **CENTURY ENKA LIMITED**
2. Quarter ending : **30th September, 2016**

#### **I. Composition of Board of Directors**

Title (Mr. / Ms)	Name of the Director	PAN <sup>§</sup> & DIN	Category (Chairperson/ Executive/Non- Executive/in dependent/ Nominee) <sup>&amp;</sup>	Date of Appoint ment in the current term/ cessation	Tenure*	No of Directorship in listed entities including this listed entity  (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity  (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity  (Refer Regulation 26(1) of Listing Regulations)
Mr.	B. K. Birla	AEKPB3110L 00055856	Chairman Non-Executive	17.11.1965	-	5	-	-
Ms.	Rajashree Birla	AAFPPB1583L 00022995	Non-Executive	05.05.2015	-	7	-	-
Mr.	B. S. Mehta	AADPM4552A 00035019	Non-Executive - Independent Director	13.09.2014	5 Years	8	8	3
Mr.	S. K. Jain	AAQPJ5701P 02843676	Non-Executive - Independent Director	13.09.2014	5 Years	2	3	2
Mr.	K. S. Thar	AABPT5816A 00390137	Non-Executive - Independent Director	14.07.2015	5 Years	1	1	-
Mr.	G. M. Singhvi	ADPPS 8412G 01432978	Executive – Whole-time Director	16.05.2016	1 Year	1	1	-

<sup>§</sup> PAN number of any director would not be displayed on the website of Stock Exchange

<sup>&</sup> Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

<b>II. Composition of Committees</b>		
<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/Non-Executive/independent/Nominee) §</i>
Audit Committee	Mr. S. K. Jain Mr. B. S. Mehta Mr. K. S. Thar	Chairman - Non-Executive - Independent Director Non-Executive - Independent Director Non-Executive - Independent Director
2. Nomination & Remuneration Committee	Mr. B. S. Mehta Mr. S. K. Jain Mr. K. S. Thar	Chairman - Non-Executive - Independent Director Non-Executive - Independent Director Non-Executive - Independent Director
3. Risk Management Committee(if applicable)	N. A.	N. A.
4. Stakeholders Relationship Committee'	Mr. S. K. Jain Mr.G. M. Singhvi	Chairman- Non-Executive - Independent Director Executive – Whole-time Director
Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen		

<b>III. Meeting of Board of Directors</b>		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant Quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
04.05.2016	15.07.2016 01.08.2016	71 Days

<b>IV. Meeting of Committees</b>			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Audit Committee : 01.08.2016	Yes – All Members Present	04.05.2016	88 Days
Nomination and Remuneration Committee: -	-	-	-
Corporate Social Responsibility Committee: -	-	04.05.2016	-
Stakeholders Relationship/Grievance Committee: -	-	-	-
Share Transfer Committee: 12.07.2016 16.09.2016	Yes – All Members Present	-	-

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

**V. Related Party Transactions**

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i> <small>refer note below</small>
Whether prior approval of audit committee obtained	N. A.
Whether shareholder approval obtained for material RPT	N. A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N. A.

**Note**

2. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2. If status is "No" details of non-compliance may be given here.

**VI. Affirmations**

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. : Yes
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015:
  - Audit Committee : Yes
  - Nomination & remuneration committee : Yes
  - Stakeholders relationship committee : Yes
  - Risk management committee (applicable to the top 100 listed entities) : (Not applicable)
- 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
- 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
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:  
Yes, Placed before the Board of Directors in the Meeting held on 01.08.2016. There is no comments/observations/advice.




Name : C B Gagrani  
Designation: Company Secretary

Dated : 10.10.2016

**Note:**



Information at Table I and II above need to be necessarily given in 1<sup>st</sup> quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

## ANNEXURE III

Compliance Report on Corporate Governance

1. Name of Listed Entity : **CENTURY ENKA LIMITED**
2. Six Months ended on : 30th September, 2016

**Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year**

<b>I Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
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
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p><b>Note</b></p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p><b>Name : C B Gagrani</b> <b>Designation: Company Secretary</b></p> <p><b>Dated :10.10.2016</b></p> </div> <div style="text-align: center;">  </div> </div>		