

CENTURY ENKA LIMITED

(Factory : Bhosari, Pune 411 026)

Phone : +91-20-66127300
Telefax : +91-20-27120113
Email : celpune.reception@birlacentury.com
Company CIN : L24304PN1965PLC139075



Communicate at
Post Box No. 17,
Plot No. 72 & 72 - A, MIDC,
Bhosari, Pune - 411 026 .

28th May, 2021

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|--|---|
| Listing Department The National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor, Plot No. C/1, G-Block Bandra Kurla Complex, Bandra (East) Mumbai - 400051 | Listing Department BSE Limited 25th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort Mumbai - 400001 |
| Thru. NEAPS Stock Code : CENTENKA | Thru : BSE Listing Stock Code : 500280 |

Dear Sirs,

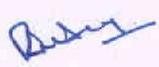
Sub : Annual Secretarial Compliance Report for the year ended 31st March. 2021

Pursuant to Regulation 24(A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith Annual Secretarial Compliance Report dated 26th May, 2021 issued by M/s.Sanjay Sangani & Co., Company Secretaries, for the year ended 31st March, 2021.

This is for your information and record.

Thanking you,

Yours faithfully,
For **Century Enka Limited**


(Rahul Dubey)
Company Secretary
Membership No: FCS 8145

Sanjay H. Sangani

B.Com., F.C.S., A.C.A.

Unit No. 86, Third Floor,
Ratna Jyot Incl. Estate, Irla Lane,
Vile Parle (W), Mumbai - 400 056.
Telephone : 022 - 2628 2604
E-mail : sanjay.sangani@gmail.com

**SECRETARIAL COMPLIANCE REPORT OF
CENTURY ENKA LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2021**

We have examined:

- (a) all the documents and records made available to us and explanation provided by Century Enka Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2021 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 {"SEBI (LODR) Regulations, 2015"};
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**Not Applicable to the Company during the Review Period**);
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



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- (d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 (**Not Applicable to the Company during the Review Period**);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**Not Applicable to the Company during the Review Period**);
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not Applicable to the Company during the Review Period**);
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (**Not Applicable to the Company during the Review Period**);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder read together with clause c (i) hereunder.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) (i) The following are the details of actions taken against the listed entity/ its promoters/ directors either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder -

| Sr. No. | Action taken by | Details of violation | Details of action taken E.g. fines, warning letter, debarment, etc. | Observations/ remarks of the Practicing Company Secretary, if any |
|---------|--|---|--|---|
| 1. | National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) | Non-compliance of Regulation 17(1) of the SEBI (LODR) Regulations, 2015, by the Company during the period from 3rd October, 2019 to 4th February, 2020, as the composition of the Board of Directors of | Each Stock Exchange (NSE and BSE) has imposed fine of Rs. 6,25,000/- plus 18% GST thereon, pursuant to SEBI Circular No. SEBI/HO/CFD/ CIR/P/ 2018/77 dated 3rd May, 2018 | The Company has contested the imposition of fine on the ground that LODR does not specify the time limit within which composition of the Board is to be complied with in case of demise/ retirement/ resignation of a Director and therefore, the Company has followed the Standard Operating Procedure |



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| | | <p>the Company was reduced from 6 Directors to 5 Directors due to demise of a Non-Independent & Non-Executive Director on 3rd July, 2019 and new Director was appointed with effect from 5th February, 2020.</p> | <p>(SOP) as provided in SEBI Circular dated 3rd May, 2018. The Company has written a letter dated 29th September, 2020 to SEBI challenging the levy of fine. Subsequently, NSE conveyed to the Company that it can approach it for waiver of fine. Accordingly, the Company made a request to NSE to consider waiver of fine. NSE, vide its letter dated 4th May, 2021, stated that though there is no time provision in LODR to comply with the composition of Board of Directors, the Exchange has considered three months time to comply with the composition of Board of Directors to bring it in parity with Regulation 25(6) of LODR in respect of appointment of Independent Directors and accordingly, waiver of fine is not granted. The Company is awaiting reply from SEBI in response to its letter dated 29th September, 2020.</p> <p>The Company has paid the fine, without prejudice to right to challenge the imposition of fine, in order to avoid consequences on trading of the Company's shares on the stock exchanges i.e. moving of the scrip to Z category.</p> |
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(ii) The listed entity does not have any material subsidiary.

(d) The listed entity has taken the following actions to comply with the observations made in the previous reports:

| Sr. No. | Observations of the Practicing Company Secretary in the previous reports | Observations made in the Secretarial Compliance Report for the year ended... | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|---------|--|--|--|--|
| 1. | National Stock Exchange of India Limited and BSE Ltd. have issued Notices both dated 3rd February, 2020 to the | 31st March, 2020 | As mentioned in Clause c (i) hereinabove – The Company has paid | As mentioned in Clause c (i) hereinabove – The Company has |



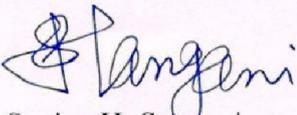
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| <p>Company intimating levy of fine by each one, in respect of non-compliance of Regulation 17(1) of the SEBI (LODR) Regulations, 2015, as the composition of the Board was reduced from 6 Directors to 5 Directors. The Company vide its letter dated 13th February, 2020 has replied to both Stock Exchanges that there is no non-compliance as it has appointed a new director within the prescribed time and it meets the compliance of Composition of Directors as required under the aforesaid regulations within time.</p> | <p>the fine of Rs. 6,25,000/- plus 18% GST to each Stock Exchange – NSE and BSE, without prejudice to right to challenge the imposition of fine. The Company has written a letter dated 29th September, 2020 to SEBI challenging the levy of fine and the Company is awaiting reply from SEBI in the matter.</p> | <p>written a letter dated 29th September, 2020 to SEBI challenging the levy of fine and the Company is awaiting reply from SEBI in the matter.</p> |
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Note : This Report is issued on the basis of information / documents / material, etc. ('data') seen/ verified / made available to us. However, due to the current lock down situation under COVID-19 pandemic, some of the data was made available to us in electronic form by the Company and relied thereon.

For Sanjay Sangani & Co.
Company Secretaries



Sanjay H. Sangani
Proprietor
M. No. : FCS 4090
C.P. No. : 3847



UDIN : F004090C000372249

Mumbai, 26th May, 2021