

## Compliance Report on Corporate Governance

1. Name of Listed Entity : **CENTURY ENKA LIMITED**

2. Quarter ending : **31<sup>st</sup> December, 2018**

### 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) &	Date of Appointment in the current term	Date of 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	AAFBB1583L 00022995	Non-Executive	05.05.2015		-	6	-	-
Mr.	B. S. Mehta	AADPM4552A 00035019	Non-Executive - Independent Director	13.09.2014		60 Months	6	6	2
Mr.	S. K. Jain	AAQPJ5701P 02843676	Non-Executive - Independent Director	13.09.2014		60 Months	2	3	2
Mr.	K. S. Thar	AABPT5816A 00390137	Non-Executive - Independent Director	14.07.2015		60 Months	1	1	-
Mr.	O.R. Chitlange	AADPC3268R 00952072	Executive – Managing Director	16.05.2017		60 Months	1	1	-

§ PAN number of any director would not be displayed on the website of Stock Exchange

& 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.

Contd...2



**II. Composition of Committees**

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) §
1. 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.O.R. Chitlange	Chairman- Non-Executive - Independent Director Executive – Managing 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

**III. Meeting of Board of Directors**

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant Quarter	Maximum gap between any two consecutive (in number of days)
14.07.2018 31.07.2018	01.11.2018	109 Days 92 Days

**IV. Meeting of Committees**

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee : 01.11.2018	Yes – All Members Present	31.07.2018	92 Days
Nomination and Remuneration Committee -	Yes – All Members Present	31.07.2018	-
Corporate Social Responsibility Committee: -	Yes – All Members Present	31.07.2018	-
Stakeholders Relationship/Grievance Committee: -	-	-	-
Share Transfer Committee: 25.10.2018	Yes – All Members Present	03.07.2018	113 Days

\* 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**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b> refer note below
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**

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

**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 100 listed entities) : (Not applicable)
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. 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, Report for the quarter ended 30th September, 2018 was placed before the Board of Directors in the Meeting held on 1<sup>st</sup> November, 2018. There were no comments/observations/advice.



Name : C B Gagrani  
Designation: Company Secretary

Dated : 14.01.2019

**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.