

CENTURY ENKA LIMITED

Corporate Governance Report the Quarter ended on 31st March, 2020

ANNEXURE I

1. Name of Listed Entity - **CENTURY ENKA LIMITED**
2. Quarter ending - 31st March, 2020

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 special resolution passed? | Date of passing special resolution | No. of Directorship in listed entities including this listed entity | No of Independent Directorship in listed entities including this listed entity | 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 | 13-Jul-2019 | | | 15-Sep-1945 | NA | | 6 | 0 | 0 | 0 | | |
| Mr. | B.S. MEHTA | 00035019 | AADPM4552A | ID | | 01-Apr-2014 | 01-Apr-2019 | | 60 | 19-Sep-1935 | Yes | 13-Mar-2019 | 5 | 5 | 5 | 1 | AC,NRC | |
| Mr. | S.K. JAIN | 02843676 | AAQPJ5701P | ID | | 01-Apr-2014 | 01-Apr-2019 | | 60 | 07-Sep-1949 | NA | | 2 | 2 | 3 | 2 | AC,SC,NRC | |
| Mr. | K.S. THAR | 00390137 | AABPT5816A | ID | | 27-Nov-2014 | 27-Nov-2019 | | 60 | 13-May-1956 | NA | | 1 | 1 | 2 | 0 | AC,SC,NRC | |
| Mrs. | USHA SANGWAN | 02609263 | AAKPS4806L | ID | | 05-Feb-2020 | 05-Feb-2020 | | 60 | 01-Oct-1958 | NA | | 4 | 3 | 3 | 1 | | |
| Mr. | O.R. CHITLANGE | 00952072 | AADPC3268R | ED | MD | 16-May-2017 | 16-May-2017 | | 60 | 12-Oct-1957 | NA | | 1 | 0 | 1 | 0 | SC | |

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|---|-----|
| Company Remarks | |
| Whether Permanent chairperson appointed | Yes |
| Whether Chairperson is related to MD or CEO | No |

ii. Composition of Committees

a. Audit Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------|------------------------|------------------|----------------|
| 1 | S.K. JAIN | ID | Chairperson | 11-Nov-2009 | |
| 2 | B.S. MEHTA | ID | Member | 11-Nov-2009 | |

| | | | | | |
|---|-----------|----|--------|-------------|--|
| 3 | K.S. THAR | ID | Member | 27-Nov-2014 | |
|---|-----------|----|--------|-------------|--|

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|---|-----|
| Company Remarks | |
| Whether Permanent chairperson appointed | Yes |

b. Stakeholders Relationship Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------|------------------------|------------------|----------------|
| 1 | S.K. JAIN | ID | Chairperson | 05-May-2014 | |
| 2 | K.S. THAR | ID | Member | 24-Jan-2019 | |
| 3 | O.R. CHITLANGE | ED | Member | 16-May-2017 | |

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| Company Remarks | |
| Whether Permanent chairperson appointed | Yes |

c. Risk Management Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------|------------------------|------------------|----------------|
|---------|----------------------|----------|------------------------|------------------|----------------|

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| Company Remarks | |
| Whether Permanent chairperson appointed | |

d. Nomination and Remuneration Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------|------------------------|------------------|----------------|
| 1 | B.S. MEHTA | ID | Chairperson | 05-May-2014 | |
| 2 | S.K. JAIN | ID | Member | 05-May-2014 | |
| 3 | K.S. THAR | ID | Member | 27-Nov-2014 | |

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| Company Remarks | |
| Whether Permanent chairperson appointed | Yes |

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 | Whether requirement of Quorum met | Number of Directors present | Number of Independent Directors present |
|---|---|-----------------------------------|-----------------------------|---|
| 07-Nov-2019 | 05-Feb-2020 | Yes | 6 | 4 |

| | |
|---|----|
| Company Remarks | |
| Maximum gap between any two consecutive (in number of days) | 89 |

iv. **Meeting of Committees**

| Name of the Committee | Date(s) of meeting during of the committee in the previous quarter | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (Yes/No) | Number of Directors present | Number of independent directors present |
|-------------------------------------|--|---|--|-----------------------------|---|
| Audit Committee | 07-Nov-2019 | | Yes | 3 | 3 |
| Audit Committee | | 05-Feb-2020 | Yes | 3 | 3 |
| Nomination & Remuneration Committee | 07-Nov-2019 | | Yes | 3 | 3 |
| Nomination & Remuneration Committee | | 05-Feb-2020 | Yes | 3 | 3 |
| Stakeholders Relationship Committee | 07-Nov-2019 | | Yes | 3 | 3 |

| | |
|--|----|
| Company Remarks | |
| Maximum gap between any two consecutive (in number of days) [Only for Audit Committee] | 89 |

v. **Related Party Transactions**

| Subject | Compliance status (Yes/No/NA) | Remark |
|--|-------------------------------|--------|
| Whether prior approval of audit committee obtained | Not Applicable | |
| 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 | |

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| Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions | |
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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. 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, 2019 was placed before the Board of Directors in the meeting held on 5th February, 2020. There were no comments/observation/advice.

Name : **C.B. Gagrani**
Designation : **Company Secretary**

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 | | | |
|--|--------------------------|-----------------------|---|
| Item | Compliance status | Company Remark | Website |
| As per regulation 46(2) of the LODR: | | | |
| Details of business | Yes | | https://www.centuryenka.com |
| Terms and conditions of appointment of independent | Yes | | https://www.centuryenka.com |
| Composition of various committees of board of directors | Yes | | https://www.centuryenka.com |
| Code of conduct of board of directors and senior | Yes | | https://www.centuryenka.com |
| Details of establishment of vigil mechanism/ Whistle Blower | Yes | | https://www.centuryenka.com |
| Criteria of making payments to non-executive directors | Yes | | https://www.centuryenka.com |
| Policy on dealing with related party transactions | Yes | | https://www.centuryenka.com |
| Policy for determining 'material' subsidiaries | Not Applicable | | |
| Details of familiarization programs imparted to independent | Yes | | https://www.centuryenka.com |
| Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling | Yes | | https://www.centuryenka.com |
| Contact information of the designated officials of the listed | Yes | | https://www.centuryenka.com |
| Financial results | Yes | | https://www.centuryenka.com |

| | | | |
|---|----------------|--|---|
| Shareholding pattern | Yes | | https://www.centuryenka.com |
| Details of agreements entered into with the media companies and/or their associates | Yes | | https://www.centuryenka.com |
| Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or | Not Applicable | | |
| New name and the old name of the listed entity | Not Applicable | | |
| Advertisements as per regulation 47 (1) | Yes | | https://www.centuryenka.com |
| Credit rating or revision in credit rating obtained by the | Not Applicable | | |
| Separate audited financial statements of each subsidiary of | Not Applicable | | |
| 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 |
| Materiality Policy as per Regulation 30 | Yes | | https://www.centuryenka.com |
| Dividend Distribution policy as per Regulation 43A (as | Yes | | https://www.centuryenka.com |
| It is certified that these contents on the website of the listed | Yes | | https://www.centuryenka.com |

II Annual Affirmations

| Particulars | Regulation Number | Compliance status | 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 | |

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|---|-------------------------|----------------|--|
| Meeting of Audit Committee | 18(2) | Yes | |
| Composition of nomination & remuneration committee | 19(1) & (2) | Yes | |
| Quorum of Nomination and Remuneration Committee meeting | 19(2A) | Yes | |
| Meeting of nomination & remuneration committee | 19(3A) | Yes | |
| Composition of Stakeholder Relationship Committee | 20(1), 20(2) and 20(2A) | Yes | |
| Meeting of stakeholder relationship committee | 20(3A) | Yes | |
| Composition and role of risk management committee | 21(1),(2),(3),(4) | Not Applicable | |
| Meeting of Risk Management Committee | 22 | Not Applicable | |
| Vigil Mechanism | 22 | Yes | |
| Policy for related party Transaction | 23(1),(1A),(5),(6),(7) | Yes | |
| Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | Yes | |
| Approval for material related party transactions | 23(4) | Yes | |
| Disclosure of related party transactions on consolidated basis | 23(9) | Yes | |
| Composition of Board of Directors of unlisted material Subsidiary | 24(1) | Not Applicable | |
| Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6) | Not Applicable | |
| Annual Secretarial Compliance Report | 24(A) | Yes | |
| Alternate Director to Independent Director | 25(1) | Not Applicable | |
| Maximum Tenure | 25(2) | Yes | |
| Meeting of independent directors | 25(3) & (4) | Yes | |
| Familiarization of independent directors | 25(7) | Yes | |
| Declaration from Independent Director | 25(8) & (9) | Yes | |
| D & O Insurance for Independent Directors | 25(10) | Yes | |
| Memberships in Committees | 26(1) | Yes | |

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|--|---------------|-----|--|
| <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 | |

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| 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**

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| Other Information | |
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Name : **C. B. GAGRANI**
Designation : **Company Secretary**