

**CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 30<sup>th</sup> SEPTEMBER, 2020**

1. Name of Listed Entity       **- CENTURY ENKA LIMITED**  
 2. Quarter ending               **- 30<sup>th</sup> September, 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-Aug-2020			15-Sep-1945	Yes	13-Aug-2020	6	0	0	0		
Mr.	B.S. MEHTA	00035019	AADPM4552A	ID		01-Apr-2014	01-Apr-2019	14-Aug-2020	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.	KRUPA GANDHI	00294629	AADPM3174A	ID		14-Aug-2020	14-Aug-2020		60	01-Apr-1971	NA		1	1	1	0	AC,NRC	
Mr.	O.R. CHITLANGE	00952072	AADPC3268R	ED	MD	16-May-2017	16-May-2017	01-Sep-2020	60	12-Oct-1957	NA		1	0	1	0	SC	
Mr.	SURESH SODANI	08789604	ALOPS1334E	ED	MD	01-Sep-2020	01-Sep-2020		60	25-Mar-1967	NA		1	0	1	0	SC	

Company Remarks	
Whether Permanent 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 the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	S.K. JAIN	ID	Chairperson	11-Nov-2009	
2	B.S. MEHTA	ID	Member	11-Nov-2009	14-Aug-2020
3	K.S. THAR	ID	Member	27-Nov-2014	
4	KRUPA GANDHI	ID	Member	14-Aug-2020	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. **Stakeholders Relationship Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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	01-Sep-2020
4	SURESH SODANI	ED	Member	01-Sep-2020	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. **Risk Management Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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Company Remarks	
Whether Permanent chairperson appointed	

**d. Nomination and Remuneration Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	B.S. MEHTA	ID	Chairperson	05-May-2014	14-Aug-2020
2	S.K. JAIN	ID	Chairperson	05-May-2014	
3	K.S. THAR	ID	Member	27-Nov-2014	
4	KRUPA GANDHI	ID	Member	14-Aug-2020	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**iii. Meeting of Board of Directors**

<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Whether requirement of Quorum met</b>	<b>Number of Directors present</b>	<b>Number of Independent Directors present</b>
09-Jun-2020	14-Jul-2020	Yes	4	2
	04-Aug-2020	Yes	5	3
	14-Aug-2020	Yes	5	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	34

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	09-Jun-2020		Yes	3	3
Audit Committee		04-Aug-2020	Yes	3	3
Nomination & Remuneration Committee	09-Jun-2020		Yes	3	3
Nomination & Remuneration Committee		14-Jul-2020	Yes	2	2
Nomination & Remuneration Committee		14-Aug-2020	Yes	3	3

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	55

v. Related Party Transactions

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Remark</b>
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	

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 March, 2020 was placed before the Board of Directors in the meeting held on 9th June, 2020. There were no comments / observation/advice.

**Name** : **RAHUL DUBEY**  
**Designation** : **Company Secretary**

**ANNEXURE III**

**Affirmations**

<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance Status</b>	<b>Company Remark</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)	No	AGM conducted through VC and could not join due to connectivity issue.
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Note:

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**Name** : RAHUL DUBEY  
**Designation** : Company Secretary