



29<sup>th</sup> May 2023

<p>Listing Department <b>National Stock Exchange of India Limited</b> Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1, G-Block Bandra Kurla Complex, Bandra (East), Mumbai - 400051</p> <p>Symbol: CENTENKA</p>	<p>Listing Department <b>BSE Limited</b> 25<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400001</p> <p>Scrip Code: 500280</p>
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**Sub: Annual Secretarial Compliance Report for the financial year ended 31<sup>st</sup> March 2023**

**Ref: Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')**

Pursuant to Regulation 24A of Listing Regulations, please find enclosed herewith the Annual Secretarial Compliance Report for the financial year ended 31<sup>st</sup> March 2023 issued by Mr. Sanjay H. Sangani (Proprietor of Sanjay Sangani & Co.), Practicing Company Secretaries.

The above is also available on the Company's website i.e., [www.centuryenka.com](http://www.centuryenka.com).

Kindly take the same on records.

Thanking You,

For **Century Enka Limited**

(Rahul Dubey)  
**Company Secretary**  
Membership No: FCS 8145

# SANJAY SANGANI & CO.

COMPANY SECRETARIES

**Sanjay H. Sangani**  
B.Com., F.C.S., A.C.A.

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## SECRETARIAL COMPLIANCE REPORT OF CENTURY ENKA LIMITED FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Century Enka Limited ("the listed entity") having its Registered Office at Plot No. 72 & 72-A MIDC, Bhosari, Pune- 411026. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended 31st March, 2023, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined:

- (a) all the documents and records made available to us and explanation provided by 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, 2023 ("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;
- (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 and Sweat Equity) Regulations, 2021; (Not Applicable to the Company during the Review Period);
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not Applicable to the Company during the Review Period);
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

We hereby report that during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observation/Remarks by PCS*
1.	<p><u>Secretarial Standards:</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	In case where shorter notice of Board/ Committee Meetings were given and/or agenda and notes on agenda were circulated less than seven days before the meetings, the provisions of Section 173 of the Act were complied with and due consent of the Board/ Committee was taken.
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of</li> </ul>	Yes	



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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observation/Remarks by PCS*
	<p>the listed entity.</p> <ul style="list-style-type: none"> <li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI.</li> </ul>	Yes	
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website</li> <li>Timely dissemination of the documents/information under a separate section on the website</li> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-direct to the relevant document(s)/ section of the website.</li> </ul>	<p>Yes</p> <p>Yes</p> <p>Yes</p>	
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	
5.	<p><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	<p>NA</p> <p>NA</p>	The listed entity does not have any subsidiary.
6.	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records, as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival Policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees during the financial year as prescribed in SEBI Regulations.</p>	Yes	



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Particulars	Compliance Status (Yes/No/NA)	Observation/Remarks by PCS*
Related Party Transactions: The listed entity has obtained prior approval of the Audit Committee for all related party transactions. If prior approval is not obtained, the listed entity shall provide detailed reasons along with details of the transactions and whether the transactions were approved/ratified/rejected by the Audit Committee.	Yes	
Disclosure of event(s) or information: The listed entity has provided all the required disclosures under Regulation 30 along with the details of the event(s) as prescribed thereunder.	Yes	
Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	
Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/directors/subsidiaries either by SEBI or Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and guidelines issued thereunder.	Yes	Refer to Table in Clause (a) hereunder.
Non-compliances, if any: No non-compliance observed for any SEBI Regulation/Circular/Guidance Note etc.	Yes	

Sr. No.	Particulars
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of the Audit Committee. (b) In case no prior approval is obtained, the listed entity shall provide detailed reasons along with details of the transactions and whether the transactions were approved/ratified/rejected by the Audit Committee.
9.	Disclosure of event(s) or information: The listed entity has provided all the required disclosures under Regulation 30 along with the details of the event(s) as prescribed thereunder.
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/directors/subsidiaries either by SEBI or Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars/guidelines issued thereunder).
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI Regulation/Circular/Guidance Note etc.

Compliance with resignation of statutory auditors from listed entities and their material non-compliance with SEBI Circular CIR/CFD/CMDI/114/2019 dated 18th October, 2019:

Compliances related to subsidiaries as per SEBI Circular CIR/CFD/CMDI/114/2019 dated 18th October, 2019:

Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
Compliance with the following conditions while appointing/re-appointing an auditor: The listed entity has appointed/re-appointed an auditor within 45 days from the date of resignation of the outgoing auditor.	Yes	
The outgoing auditor has resigned within 45 days from the date of appointment of the incoming auditor.	NA	There was no appointment or re-appointment of an auditor.

Sr. No.	Particulars
1.	Compliances related to subsidiaries as per SEBI Circular CIR/CFD/CMDI/114/2019 dated 18th October, 2019: i. If the auditor has resigned within 45 days from the date of appointment of the incoming auditor.



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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
	<p>end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>		re-appointment of Auditor during the Review Period.
2.	<p><b>Other conditions relating to resignation of statutory auditor</b></p>		
	<p>1. Reporting on concerns of Auditor with respect to the listed entity/ its material subsidiary to the Audit Committee.</p> <p>a. In case of any concern with the management of the listed entity/ material subsidiary such as:</p>	NA	There was no resignation of the Auditor during the Review Period.
	<p>non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p>		
	<p>c. The Audit Committee/ Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p>		



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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
	The auditor has provided an appropriate disclaimer in its audit report which is in accordance with the Standards of Auditing as specified by ICAI/NFRA in case where the listed entity / its material subsidiary has not provided information as required by the auditor.		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	NA	There was no resignation of the Auditor during the Review Period.

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except as mentioned hereunder :

Sr No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation/ Circular No.	Deviation	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remark
	Regulation 29 of SEBI LODR Regulations, 2007.	The Company has given the prior intimation of the Board Meeting with a delay of few hours.	National Stock Exchange of India Limited (NSE) & BSE Limited (BSE).	Show Cause Notice for imposition of fine by NSE & BSE.	There was a delay of few hours in giving prior intimation to NSE & BSE about the Board Meeting to be held on 9 <sup>th</sup> August, 2022 for approval of The Financial Results for the quarter ended 30th June, 2022.	Rs. 10,000/- plus GST each by NSE & BSE.	The Company responded to the Show Cause Notice and represented before the Waiver Committee of NSE and explained delay of few hours caused due to accidental loss of connectivity with server/network was technical in nature and beyond the control of the Company.	The Company has responded to the Show Cause Notice and applied for waiver of fine stating that the delay was due to accidental loss of connectivity with server/ network. The same was technical in nature and beyond the control of the Company. No further communication has been received from the Stock		I.

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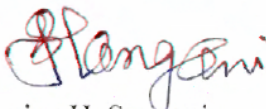
(b) The listed entity has taken the following actions to comply with the observations made in the previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amt.	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
Not Applicable										

### Assumptions & Limitation of Scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of Financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI LODR Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For Sanjay Sangani & Co.  
Company Secretaries  
Peer Review Certificate No. : 1689/2022



Sanjay H. Sangani  
Proprietor

M. No. : FCS 4090

C.P. No. : 3847

UDIN : F004090E000323288



Mumbai, 18th May, 2023