

CORPORATE GOVERNANCE REPORT FOR QUARTER ENDED 30TH SEPTEMBER, 2018

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **TCNS Clothing Co. Limited**

2. Quarter ending - **30-Sep-2018**

i. Composition of Board of Directors										
Tit le (M r./ M s)	Name of the Director	DI N	P A N	Category (Chairper son /Executive/ Non- Executive/ Independe nt/ Nominee)	Date of Appoint ment	Date of cessat ion	Ten ure	No of Director ship in listed entities includin g this listed entity	No of members hips in Audit/ Stakehol der Committ ee(s) including this listed entity	No of post of Chairp erson in Audit/ Stakeh older Committ tee held in listed entities includin g this listed entity
Mr.	ONKAR SINGH PASRICHA	00 03 22 90	AA APP 138 6N	C & ED	03-Dec- 1997		249	1	0	0
Mr.	ANANT KUMAR DAGA	07 60 41 84	AD PPD 335 8J	ED	07-Sep- 2016		24	1	1	0
Mr.	NARESH PATWARI	03 31 93 97	BKJ PP8 377 H	NED	18-Aug- 2016		25	2	1	0
Mr.	BHASKAR PRAMANI K	00 31 66 50	ACA PP6 936 A	ID	14-Dec- 2017		9	3	4	1
Mrs.	NEERU ABROL	01 27 94 85	AA APA 004 8G	ID	14-Dec- 2017		9	3	6	2
Mrs.	SANGEETA TALWAR	00 06 24 78	ACF PT1 415 R	ID	14-Dec- 2017		9	4	5	2

II. Composition of Committees

Audit Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	NARESH PATWARI	NED	Member
2	BHASKAR PRAMANIK	ID	Member
3	NEERU ABROL	ID	Chairperson
4	SANGEETA TALWAR	ID	Member

Stakeholders Relationship Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	ANANT KUMAR DAGA	ED	Member
2	NEERU ABROL	ID	Member
3	SANGEETA TALWAR	ID	Chairperson

Risk Management Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	ONKAR SINGH PASRICHA	C & ED	Member
2	ANANT KUMAR DAGA	ED	Chairperson
3	VENKATESH LAKSHMINARAYANAN TARAKKAD	CFO	Member

Nomination and Remuneration Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	ONKAR SINGH PASRICHA	C & ED	Member
2	NEERU ABROL	ID	Member
3	BHASKAR PRAMANIK	ID	Chairperson
4	NARESH PATWARI	NED	Member

III. Meeting of Board of Directors		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
28-May-2018	05-Jul-2018	45
14-Jun-2018	20-Aug-2018	

IV. Meeting of Committees				
<i>Name of the committee</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
Nomination & Remuneration Committee	20-Aug-2018	4	28-May-2018	0
Audit Committee			28-May-2018	

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
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	Yes

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. - **No**
 b. Any comments/observations/advice of Board of Directors may be mentioned here:

Point no. 5 is Not Applicable as the Company has got listed on 30th July, 2018. This will be done from ensuing Board Meeting.
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Name : PIYUSH ASIJA
Designation : Company Secretary & Compliance Officer

ANNEXURE III

Affirmations

Broad Heading	Regulation Number	Compliance Status
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)	Not Applicable
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Not Applicable
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Not Applicable
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Not Applicable

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.
3. If the Listed Entity would like to provide any other information the same may be indicated here. **As the company got listed on 30th July 2018, Point No. 1,2,3,4 under Broad heading-Affirmations was not applicable to it earlier. It will be followed as these events will occur accordingly.**

Name : PIYUSH ASIJA
Designation : Company Secretary & Compliance Officer