

ANNEXURE 'E' TO THE DIRECTORS' REPORT

Form No. MGT-9

Extract of Annual Return

As on the Financial Year ended on 31 March 2017

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION & OTHER DETAILS:			
I	CIN	:	U99999DL1997PLC090978
ii	Registration Date	:	03/12/1997
iii	Name of the Company	:	TCNS Clothing Co. Limited
iv	Category/Sub-category of the Company	:	Company limited by Shares/ Non-govt company
v	Address of the Registered office & contact details	:	Unit No. 112, F/F Rectangle 1, D-4, Saket, District Centre, New Delhi-110 017 E-Mail ID: piyush.asija@tcnsclothing.com
vi	Whether listed company	:	No
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	:	Karvy Computershare Private Limited Karvy Selenium, Tower - B Plot 31 and 32, Gachibowli Financial District Nanakramguda, Hyderabad 500 032 Telangana, India Tel: +91 40 6716 2222 Fax: +91 40 2343 1551 E-mail: einward.ris@karvy.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the company shall be stated

S. No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Manufacture of wearing apparel	141	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No	Name and Address of The Company	CIN/GLN	Holding/ Subsidiary/Associate	% of shares held	Applicable Section
-NA-					

c) Central Govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) State Govt (s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Insurance Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
g) FIIs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
h) Foreign Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i) Others (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (B)(1): -	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
2. Non-Institutions									
a) Bodies Corp.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i) Indian	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
ii) Overseas	49,863,607	Nil	49,863,607	44.82	24,931,803	Nil	24,931,803	44.23	(1.32)
b) Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i) Individual shareholders holding nominal share capital up to ₹. 1 lakh	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
ii) Individual shareholders holding nominal share capital in excess of ₹.1 lakh	18,620,702	Nil	18,620,702	16.74	10,060,350	Nil	10,060,350	17.85	6.63
c) Others (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (B)(2): -	68,484,309	Nil	68,484,309	61.56	34,992,153	Nil	34,992,153	62.08	0.84
Total Public share holding (B)=B1 +B2	68,484,309	Nil	68,484,309	61.56	34,992,153	Nil	34,992,153	62.08	0.84
C. Shares held by Custodian for GDRs & ADRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Grand Total (A+B+C)	111,240,799	Nil	111,240,799	100	56,370,398	Nil	56,370,398	100	Nil

**Pursuant to Shareholders' resolution dated January 5, 2018, each equity share of the Company of face value of ₹ 1/- each was consolidated to Equity Shares of ₹ 2/- each.*

ii. **Shareholding of Promoters**

S. No	Shareholder's Name	Shareholding at the beginning of the year*			Shareholding at the end of the year			% change in share holding during the year#
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Mr. Onkar Singh Pasricha	18,385,978	16.53	Nil	9,192,989	16.31	2.39	(1.3)
2	Mr. Arvinder Singh Pasricha	24,370,512	21.91	Nil	12,185,256	21.62	2.39	(1.3)
Total		42,756,490	38.44	Nil	21,378,245	37.92	4.78	(1.3)

#Change in the shareholding is due to increase in paid-up share capital of the Company on account of allotment of 15,00,000 equity shares under TCNS ESOP 2014.

*Pursuant to Shareholders' resolution dated January 5, 2018, each equity share of the Company of face value of ₹ 1/- each was consolidated to Equity Shares of ₹ 2/- each.

iii. **Change in Promoters' Shareholding (please specify, if there is no change): No Change**

iv. **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and holders of GDRs and ADRs):**

S. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Wagner Limited				
	At the beginning of the year	49,863,607	44.82		
	Date wise Increase / Decrease:	Nil			
	At the end of the year*#			24,931,803	44.23
2	Mrs. Parmeet Pasrich				
	At the beginning of the year	4,535,980	4.08		
	Transfer by way of Gift*			935,415	1.66
	At the end of the year*#			3,203,405	5.68
3	Mr. Vijay Mishra				
	At the beginning of the year	4,171,090	3.75		

	Date wise Increase / Decrease:	Nil			
	At the end of the year*#			1,759,765	3.70
4	Mr. Anant Kumar Daga				
	At the beginning of the year	3,519,530	3.16		
	Date wise Increase / Decrease:	Nil			
	At the end of the year*#			1,759,765	3.12
5	Mrs. Saranpreet Pasricha				
	At the beginning of the year	2,282,003	2.05		
	Date wise Increase / Decrease:	Nil			
	At the end of the year*#			1,141,001	2.02
6	Mr. Vijay Kumar Tadani				
	At the beginning of the year	-	-		
	Allotment of Shares			1,500,000	1.33
	At the end of the year*#			750,000	1.33
7	Mr. Amit Chand				
	At the beginning of the year	1,407,820	1.27		
	Date wise Increase / Decrease:	Nil			
	At the end of the year*#			703,910	1.25
8	Mr. Angad Pasricha				
	At the beginning of the year	833,449	0.75		
	Date wise Increase / Decrease:	-Nil-			
	At the end of the year*#			416,724	0.74

9	Mr. Princy Singh				
	At the beginning of the year	1,870,830	1.68		
	*Transfer by way of gift:			(935,415)	(1.66)
	At the end of the year			-	-

#Change in the shareholding is due to increase in paid-up share capital of the Company on account of allotment of 15,00,000 equity shares under TCNS ESOP 2014.

**Pursuant to Shareholders' resolution dated January 5, 2018, each equity share of the Company of face value of ₹ 1/- each was consolidated to Equity Shares of ₹ 2/- each.*

v. Shareholding of Directors and Key Managerial Personnel:

S. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	For Each of the Directors and KMP				
4	Mr. Anant Kumar Daga				
	At the beginning of the year	3,519,530	3.16		
	Date wise Increase / Decrease:	Nil			
	At the end of the year*#			1,759,765	3.12
2	Mr. Onkar Singh Pasricha				
	At the beginning of the year	18,385,978	16.53		
	Date wise Increase / Decrease:	Nil			
	At the end of the year			9,192,989	16.31
4	Mr. Arvinder Singh Pasricha				
	At the beginning of the year	24,370,512	21.91		
	Date wise Increase / Decrease:	Nil			
	At the end of the year			12,185,256	21.62

#Change in the shareholding is due to increase in paid-up share capital of the Company on account of allotment of 15,00,000 equity shares under TCNS ESOP 2014.

*Pursuant to Shareholders' resolution dated January 5, 2018, each equity share of the Company of face value of ₹ 1/- each was consolidated to Equity Shares of ₹ 2/- each.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	(₹ in Million)			
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount*	88.19	-	-	88.19
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	88.19	-	-	88.19
Change in Indebtedness during the financial year				
Addition	-	-	-	-
Reduction*	(85.53)	-	-	(85.53)
Net Change	(85.53)	-	-	(85.53)
Indebtedness at the end of the financial year				
i) Principal Amount	2.66	-	-	2.66
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	2.66	-	-	2.66

*Includes Cash Credit of ₹ 83.32 Million which was secured till January 23, 2018. Please refer Note No.30 of the Financial Statements.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Amount in ₹ Million)

S. No	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Mr. Anant Kumar Daga	Mr. Onkar Singh Pasricha	Mr. Arvinder Singh Pasricha*	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	23.31	3.00	Nil	26.31
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.03	0.03	Nil	0.06
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil
4	Commission - as % of profit - others, specify...	Nil	Nil	Nil	Nil
5	<u>Others, please specify</u> (i) Bonus (ii) Contribution to PF	1.13	0.20	Nil	1.33
	Total (A)	24.47	3.23	Nil	27.70
	Ceiling as per the Act	48.88	48.88	Nil	97.76

**Mr. Arvinder Singh Pasricha has resigned from the board w.e.f February 2, 2018*

B. Remuneration to other directors

S. No	Particulars of Remuneration	Name of Directors			Total
		Mr. Bhaskar Pramanik	Mrs. Sangeeta Talwar	Mrs. Neeru Abrol	
1	Independent Directors				
	Fee for attending board and committee meetings	0.27	-	0.28	0.55
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (1)	0.27	-	0.28	0.55
2	Other Non-Executive Directors				
	Fee for attending board and committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
		Total (B)= (1+2)			0.55
		Total Managerial Remuneration			28.25
		Overall Ceiling as per the Act			107.54

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/ MANAGER/ WTD

S. No	Particulars of Remuneration	Key Managerial Personnel	
		Mr. Piyush Asija	Mr. Venkatesh Tarakkad
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	₹ 39,32,843/-	₹ 83,58,371/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil
2	Stock Option		
3	Sweat Equity	Nil	Nil
4	Commission	Nil	Nil
	- as % of profit	Nil	Nil
	Others specify...	Nil	Nil
5	Others, please specify (Retirement benefits)	₹ 1,02,625/-	₹ 3,99,647/-
	Total	₹ 39,32,843/-	₹ 83,58,371/-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no material penalties/punishments/compounding offences for the year ended 31st March 2018.

For and on behalf of the board of Directors

Date: May 28, 2018
Place: New Delhi

Anant Kumar Daga
Managing Director
DIN: 07604184

Onkar Singh Pasricha
Chairman & Executive Director
DIN: 00032290