

CORPORATE GOVERNANCE REPORT FOR QUARTER ENDED 31ST DECEMBER, 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 - **31-Dec-2018**

i. Composition Of Board Of Director

T i t l e (M r / M s)	Name of the Director	DI N	P A N	Cate gory (Chai rpers on /Execu tive/No n- Execut ive/ Indepe ndent/ Nomin ee)	S u b C a t e g o r y	Dat e of App oint me nt	Dat e of ces sati on	T e n u r e	No of Dir ect ors hip in list ed enti ties incl udi ng this list ed enti ty	No of me mb ers hips in Au dit/ Sta keh old er Co mm itte e(s) incl udi ng this list ed enti ty	No of post of Chai rper son in Audi t/ Stak ehol der Co mmi ttee held in liste d entiti es incl udi ng this liste d entit y	Me mbe rshi p in Co mmi ttee s of the Co mpa ny	Remarks
Mr .	ONKAR SINGH PASRICHA	0 0 0 3 2 2 9 0	AA AP P13 86 N	C & ED		03- Dec- 1997		2 5 2	1	0	0	RMC, NRC	
Mr .	ANANT KUMAR DAGA	0 7 6 0 4 1	AD PP D3 358 J	ED	M D	07- Sep- 2016		2 7	1	1	0	SC,R MC	

		8 4											
Mr .	NARESH PATWARI	03319397	BK JPP 837 7H	NED		18-Aug-2016		28	2	1	0	AC,N RC	
Mr .	BHASKAR PRAMANIK	00316650	AC AP P69 36 A	ID		14-Dec-2017		12	3	4	1	AC,N RC	
Mr s.	NEERU ABROL	01279485	AA AP A0 048 G	ID		14-Dec-2017		12	3	6	2	AC,SC ,NRC	
Mr s.	SANGEETA TALWAR	0062478	AC FP T1 415 R	ID		14-Dec-2017		12	4	5	2	AC,SC	

Company Remarks	
Whether Permanent chairperson appointed	Yes

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	NARESH PATWARI	NED	Member	14-Dec-2017	
2	BHASKAR PRAMANIK	ID	Member	14-Dec-2017	
3	NEERU ABROL	ID	Chairperson	14-Dec-2017	
4	SANGEETA TALWAR	ID	Member	14-Dec-2017	

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	ANANT KUMAR DAGA	ED	Member	14-Dec-2017	
2	NEERU ABROL	ID	Member	14-Dec-2017	
3	SANGEETA TALWAR	ID	Chairperson	14-Dec-2017	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	ONKAR SINGH PASRICHA	C & ED	Member	02-Feb-2018	
2	ANANT KUMAR DAGA	ED	Chairperson	02-Feb-2018	
3	VENKATESH LAKSHMINARAYANAN TARAKKAD	CFO	Member	02-Feb-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	ONKAR SINGH PASRICHA	C & ED	Member	14-Dec-2017	
2	NEERU ABROL	ID	Member	14-Dec-2017	
3	BHASKAR PRAMANIK	ID	Chairperson	14-Dec-2017	
4	NARESH PATWARI	NED	Member	14-Dec-2017	

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
05-Jul-2018	02-Nov-2018
20-Aug-2018	

Company Remarks	
Maximum gap between any two consecutive (in number of	73

days)	
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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	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)
Nomination & Remuneration Committee	20-Aug-2018	02-Nov-2018	4	Yes
Audit Committee		02-Nov-2018	4	Yes
Stakeholders Relationship Committee		02-Nov-2018	3	Yes

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	0

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
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	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	Transactions are related to Job Work, Purchase and Rent at arms' length price. However there were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company.
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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:

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Name : **PIYUSH ASIJA**
Designation : **Company Secretary & Compliance Officer**