

General information about company

Scrip code	541700
NSE Symbol	TCNSBRANDS
MSEI Symbol	NOTLISTED
ISIN	INE778U01029
Name of the entity	TCNS CLOTHING CO LIMITED
Date of start of financial year	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Yearly
Date of Report	31-03-2022
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

No

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	ONKAR SINGH PASRICHA	AAAPP1386N	00032290	Executive Director	Chairperson related to Promoter		21-09-1950	NA		03-12-1997			291	1	0	0	0		
2	Mr	ANANT KUMAR DAGA	ADPPD3358J	07604184	Executive Director	Not Applicable	MD	28-04-1977	NA		07-09-2016	07-09-2021		66	1	0	1	0		
3	Mr	NARESH PATWARI	BKJPP8377H	03319397	Non-Executive - Non Independent Director	Not Applicable		25-04-1978	NA		18-08-2016		11-02-2022	0	0	0	0	0		
4	Mr	BHASKAR PRAMANIK	ACAPP6936A	00316650	Non-Executive - Independent Director	Not Applicable		20-03-1951	NA		14-12-2017	14-12-2017		51	3	3	6	3		

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
5	Ms	NEERU ABROL	AAAPA0048G	01279485	Non-Executive - Independent Director	Not Applicable		07-02-1955	NA		14-12-2017	14-12-2017		51	4	4	7	3	
6	Ms	SANGEETA TALWAR	ACFPT1415R	00062478	Non-Executive - Independent Director	Not Applicable		05-05-1956	NA		14-12-2017	14-12-2017		51	4	4	8	2	
7	Mr	SURESH JAYARAMAN	AEPPJ7802Q	03033110	Non-Executive - Independent Director	Not Applicable		06-01-1957	NA		30-12-2021	30-12-2021		3	2	1	0	0	
8	Mr	ARVINDER SINGH PASRICHA	AAAPP1385R	00032420	Non-Executive - Non Independent Director	Not Applicable		30-09-1952	NA		30-12-2021			3	1	0	0	0	

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes: no provi PA
9	Mr	NAVEEN WADHERA	ABMPW4351P	02503164	Non-Executive - Non Independent Director	Not Applicable		26-04-1977	NA		11-02-2022			1	1	0	0	0	

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01279485	NEERU ABROL	Non-Executive - Independent Director	Chairperson	14-12-2017		
2	00062478	SANGEETA TALWAR	Non-Executive - Independent Director	Member	14-12-2017		
3	00316650	BHASKAR PRAMANIK	Non-Executive - Independent Director	Member	14-12-2017		
4	03319397	NARESH PATWARI	Non-Executive - Non Independent Director	Member	14-12-2017	11-02-2022	Textual Information(1)

Sr Text Block

Textual Information(1)

Cease to be member of Audit Committee by virtue of his cessation as Director effective 11-02-2022

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00316650	BHASKAR PRAMANIK	Non-Executive - Independent Director	Chairperson	14-12-2017		
2	01279485	NEERU ABROL	Non-Executive - Independent Director	Member	14-12-2017		
3	00032290	ONKAR SINGH PASRICHA	Executive Director	Member	14-12-2017		
4	03319397	NARESH PATWARI	Non-Executive - Non Independent Director	Member	14-12-2017	11-02-2022	Textual Information(1)
5	03033110	SURESH JAYARAMAN	Non-Executive - Independent Director	Member	30-12-2021		
6	00062478	SANGEETA TALWAR	Non-Executive - Independent Director	Member	30-12-2021		

Sr Text Block

Textual Information(1)

Cease to be member of Nomination and Remuneration Committee by virtue of his cessation as Director effective 11-02-2022

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00062478	SANGEETA TALWAR	Non-Executive - Independent Director	Chairperson	14-12-2017		
2	07604184	ANANT KUMAR DAGA	Executive Director	Member	14-12-2017		
3	01279485	NEERU ABROL	Non-Executive - Independent Director	Member	14-12-2017		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00032290	ONKAR SINGH PASRICHA	Executive Director	Chairperson	02-02-2018		Textual Information(1)
2	07604184	ANANT KUMAR DAGA	Executive Director	Member	02-02-2018		Textual Information(2)
3	00000000	AMIT CHAND	Member	Member	20-11-2020		Textual Information(3)
4	01279485	NEERU ABROL	Non-Executive - Independent Director	Member	21-06-2021		
5	00062478	SANGEETA TALWAR	Non-Executive - Independent Director	Member	21-06-2021		
6	00316650	BHASKAR PRAMANIK	Non-Executive - Independent Director	Member	21-06-2021		

Sr Text Block

Textual Information(1)	The risk management committee is reconstituted dated 21-06-2021. Mr. Onkar Singh Pasricha was member of committee from 02-02-2018 and appointed as chairperson with effect from 21-06-2021
Textual Information(2)	The risk management committee is reconstituted dated 21-06-2021 and Mr. Anant Kumar Daga was Chairperson of committee from 02-02-2018 and continues to be member from 21-06-2021
Textual Information(3)	Mr. Amit Chand is Chief Financial Officer of the Company hence does not have DIN

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					No		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00062478	SANGEETA TALWAR	Non-Executive - Independent Director	Member	14-12-2017		
2	01279485	NEERU ABROL	Non-Executive - Independent Director	Member	14-12-2017		
3	00316650	BHASKAR PRAMANIK	Non-Executive - Independent Director	Member	14-12-2017		
4	00032290	ONKAR SINGH PASRICHA	Executive Director	Member	14-12-2017		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	12-11-2021				Yes	6	3
2	30-12-2021		47		Yes	6	3
3		11-02-2022	42		Yes	7	4

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	Audit Committee	12-11-2021				Yes		
2	Audit Committee	10-02-2022	89			Yes	3	3
3	Nomination and remuneration committee	12-11-2021				Yes		
4	Nomination and remuneration committee	10-02-2022	89			Yes	5	4
5	Stakeholders Relationship Committee	12-11-2021				Yes		
6	Stakeholders Relationship Committee	10-02-2022	89			Yes	3	2

Annexure 1

IV. Meeting of Committees

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
7	Risk Management Committee	10-02-2022				Yes	5	3
8	Risk Management Committee	21-03-2022	38			Yes	5	3
9	Corporate Social Responsibility Committee	10-02-2022				Yes	4	3

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
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
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	Yes
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	PIYUSH ASIJA
2	Designation	Company Secretary and Compliance Officer

Text Block	
Textual Information(1)	No

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.	Web address
1	Details of business	Yes		https://wforwoman.com/content/investor-relation
2	Terms and conditions of appointment of independent directors	Yes		https://wforwoman.com/content/investor-relation
3	Composition of various committees of board of directors	Yes		https://wforwoman.com/content/investor-relation
4	Code of conduct of board of directors and senior management personnel	Yes		https://wforwoman.com/content/investor-relation
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://wforwoman.com/content/investor-relation
6	Criteria of making payments to non-executive directors	Yes		https://wforwoman.com/content/investor-relation
7	Policy on dealing with related party transactions	Yes		https://wforwoman.com/content/investor-relation
8	Policy for determining ‘material’ subsidiaries	Yes		https://wforwoman.com/content/investor-relation
9	Details of familiarization programmes imparted to independent directors	Yes		https://wforwoman.com/content/investor-relation

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://wforwoman.com/content/investor-relation
11	email address for grievance redressal and other relevant details	Yes		https://wforwoman.com/content/investor-relation
12	Financial results	Yes		https://wforwoman.com/content/investor-relation
13	Shareholding pattern	Yes		https://wforwoman.com/content/investor-relation
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		https://wforwoman.com/content/investor-relation
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://wforwoman.com/content/investor-relation
18	Credit rating or revision in credit rating obtained	Yes		https://wforwoman.com/content/investor-relation
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://wforwoman.com/content/investor-relation
21	Materiality Policy as per Regulation 30	Yes		https://wforwoman.com/content/investor-relation
22	Dividend Distribution policy as per Regulation 43A	Yes		https://wforwoman.com/content/investor-relation

	(as applicable)		relation
23	It is certified that these contents on the website of the listed entity are correct	Yes	https://wforwoman.com/content/investor-relation
Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]			Textual Information(1)

Text Block

Notes for point no. 14- There are no agreements entered into with the media companies and/or their associates.

Notes for point no. 16- Period of one year has elapsed since the Listed Entity changed its name due to change of its constitution from Private Limited Company to Public Limited Company.

Notes for point no. 19- There is no subsidiary of Listed Entity.

Textual Information(1)

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II

1	Name of signatory	PIYUSH ASIJA
2	Designation	Company Secretary and Compliance Officer

Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	Textual Information(1)

Text Block

Textual Information(1)

There is no subsidiary of Listed Entity

Annexure II

1	Name of signatory	PIYUSH ASIJA
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of	Balance outstanding at the

		security provided during six months	end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			Textual Information(2)
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	Textual Information(3)
Name	AMIT CHAND		
Designation	CFO		
Place	NEW DELHI		
Date	16-04-2022		

Signatory Details

Name of signatory	PIYUSH ASIJA
Designation of person	Company Secretary and Compliance Officer
Place	NEW DELHI
Date	16-04-2022

