

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	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
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

Composition of board of directors explanatory																			
Does the listed entity has a Regular Chairperson		Yes																	
Chairperson is related to MD or CEO		No																	
		Disqualification of Directors under section 164 of the Companies Act, 2013																	
Sl. No.	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	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 members in All Stakeholder Committees including listed (Refer Regulation 26(1) of Listing Regulations)	
290	Executive Director	Chairperson related to Promoter		21-09-1950	No				Active	NA		03-12-1997	14-12-2022		303.28	1	0	0	
420	Non-Executive - Non Independent Director	Not Applicable		30-09-1952	No				Active	NA		30-12-2021			15.01	1	0	0	
184	Executive Director	Not Applicable	MD	28-04-1977	No				Active	NA		07-09-2016	07-09-2021		78.24	1	0	1	
650	Non-Executive - Independent Director	Not Applicable		20-03-1951	No				Active	Yes	20-09-2022	14-12-2017	14-12-2022		63.17	3	3	6	

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	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 members in the Stakeholders Committee including listed entities (Refer Regulation 26 of Listing Regulations)
179485	Non-Executive - Independent Director	Not Applicable		07-02-1955	No				Active	NA		14-12-2017	14-12-2022		63.17	3	3	5
162478	Non-Executive - Independent Director	Not Applicable		05-05-1956	No				Active	NA		14-12-2017	14-12-2022		63.17	4	4	9
133110	Non-Executive - Independent Director	Not Applicable		06-01-1957	No				Active	NA		30-12-2021	30-12-2021		15.01	2	1	1
103164	Non-Executive - Non Independent Director	Not Applicable		26-04-1977	No				Active	NA		11-02-2022			13.2	1	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		

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	00032290	ONKAR SINGH PASRICHA	Executive Director	Member	14-12-2017		
3	01279485	NEERU ABROL	Non-Executive - Independent Director	Member	14-12-2017		
4	00062478	SANGEETA TALWAR	Non-Executive - Independent Director	Member	30-12-2021		
5	03033110	SURESH JAYARAMAN	Non-Executive - Independent Director	Member	30-12-2021		

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		
2	07604184	ANANT KUMAR DAGA	Executive Director	Member	02-02-2018		
3	99999999	AMIT CHAND	Chief Financial Officer	Member	20-11-2020		Textual Information(1)
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)

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	00032290	ONKAR SINGH PASRICHA	Executive Director	Chairperson	14-12-2017		Textual Information(1)
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	00062478	SANGEETA TALWAR	Non-Executive - Independent Director	Member	14-12-2017		

Sr Text Block

Textual Information(1)

Mr. Onkar singh Pasricha is not a regular chairperson of CSR Committee but presided the meeting as Chairperson in previous CSR meeting dated 14-02-2023

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)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	11-11-2022				Yes	8	7	4
2		14-02-2023	94		Yes	8	7	4
3		23-03-2023	36		Yes	8	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)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Nomination and remuneration committee	11-11-2022				Yes	5	5	4	0
2	Nomination and remuneration committee	14-02-2023	94			Yes	5	5	4	0
3	Stakeholders Relationship Committee	11-11-2022				Yes	3	3	2	0
4	Stakeholders Relationship Committee	14-02-2023	94			Yes	3	3	2	0
5	Audit Committee	11-11-2022				Yes	3	3	3	0
6	Audit Committee	14-02-2023	94			Yes	3	3	3	0

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)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
7	Audit Committee	23-03-2023	36			Yes	3	3	3	0
8	Risk Management Committee	10-03-2023				Yes	6	5	3	1
9	Corporate Social Responsibility Committee	14-02-2023				Yes	4	4	3	0

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 1000 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

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Piyush Asija
2	Designation	Company Secretary and Compliance Officer

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/report/details-of-business
2	Terms and conditions of appointment of independent directors	Yes		https://wforwoman.com/content/report/terms-and-conditions-of-appointment-of-independent-directors
3	Composition of various committees of board of directors	Yes		https://wforwoman.com/content/report/composition-of-various-committees-of-board-of-directors
4	Code of conduct of board of directors and senior management personnel	Yes		https://wforwoman.com/content/report/code-of-conduct-of-board-of-directors-and-senior-management-personnel
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://wforwoman.com/content/report/whistle-blower-policy
6	Criteria of making payments to non-executive directors	Yes		https://wforwoman.com/content/report/criteria-of-making-payments-to-non-executive-directors
7	Policy on dealing with related party transactions	Yes		https://wforwoman.com/content/report/related-party-transactions-policy
8	Policy for determining 'material' subsidiaries	Yes		https://wforwoman.com/content/report/material-subsidiaries-policy
9	Details of familiarization programmes imparted to independent directors	Yes		https://wforwoman.com/content/report/familiarization-programme-redressal-and-other-relevant-details

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/report/contact-information-of-the-designated-persons-of-the-listed-entity-who-are-responsible-for-assisting-and-handling-investor-grievances
11	email address for grievance redressal and other relevant details	Yes		https://wforwoman.com/content/report/contact-information-of-the-designated-persons-of-the-listed-entity-who-are-responsible-for-assisting-and-handling-investor-grievances
12	Financial results	Yes		https://wforwoman.com/content/report/financial-information
13	Shareholding pattern	Yes		https://wforwoman.com/content/report/shareholding-pattern
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/report/schedule-of-analysts-or-institutional-investors-meet-and-presentations-made-by-the-company-to-analysts-or-institutional-investors-and-audio-video-and-transcripts-of-post-earnings-quarterly-calls
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://wforwoman.com/content/report/newspaper-publication-pursuant-to-regulation-47-1
18	Credit rating or revision in credit rating obtained	Yes		https://wforwoman.com/content/report/credit-rating-2
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/report/lodr-policies
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		https://wforwoman.com/content/report/dividend-distribution-policy
23	It is certified that these contents on the website of the listed entity are correct	Yes		https://wforwoman.com/content/investor-relation

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 Material 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 security provided during six months	Balance outstanding at the 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	20-04-2023		

Text Block

Textual Information(3)

During the half year ending March 31, 2023, the Company has not provided any Loans / Guarantees / Comfort Letter / Securities to any of its Promoters / Promoter Group/ Directors and KMP(s) as referred herein, therefore the requirement of Annexure IV including the affirmation is not applicable on the Company.

Signatory Details

Name of signatory	Piyush Asija
Designation of person	Company Secretary and Compliance Officer
Place	New Delhi
Date	20-04-2023

