

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-2019**

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 (Cha irper son /Execu tive/N on- Execu tive/ Indepe ndent/ Nomin ee)	S u b C a t e g o r y	Initial Date of Appoin tment	Date of Appoin tment	Date of cessation	Ten ure	Date of Birth	No. of Direct orship in listed entities includ ing this listed entity	No of Indepe ndent Direct orship in listed entities includ ing this listed entity	No of membre ships in Audit/ Stakeh older Commi tee(s) includ ing this listed entity	No of post of Chairper son in Audit/ Stakehol der Commit tee held in listed entities includ ing this listed entity	Mem bersh ip in Com mittee of the Com pany	Remarks
Mr.	ONKAR SINGH PASRICHA	000 322 90	AA AP P1 38 6N	C & ED		03-Dec- 1997	03-Dec- 1997		261	21- Sep- 1950	1	0	0	0	RMC,NR C	
Mr.	ANANT KUMAR DAGA	076 041 84	AD PP D3 35 8J	ED	MD	07-Sep- 2016	07-Sep- 2016		36	28- Apr- 1977	1	0	1	0	SC,RMC	
Mr.	NARESH PATWARI	033 193 97	BK JP P8 37 7H	NED		18-Aug- 2016	18-Aug- 2016		37	25- Apr- 1978	2	0	1	0	AC,NRC	
Mr.	BHASKAR PRAMANIK	003 166 50	AC AP P6 93 6A	ID		14-Dec- 2017	14-Dec- 2017		21	20- Mar- 1951	2	2	2	0	AC,NRC	
Ms.	NEERU ABROL	012 794 85	AA AP A0 04 8G	ID		14-Dec- 2017	14-Dec- 2017		21	07- Feb- 1955	3	3	6	3	AC,SC,N RC	
Mrs.	SANGEETA TALWAR	000 624 78	AC FP T1 41 5R	ID		14-Dec- 2017	14-Dec- 2017		21	05- May- 1956	4	4	6	2	AC,SC	

Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	BHASKAR PRAMANIK	ID	Member	14-Dec-2017	
2	NEERU ABROL	ID	Chairperson	14-Dec-2017	
3	SANGEETA TALWAR	ID	Member	14-Dec-2017	
4	NARESH PATWARI	NED	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	VENKATESH LAKSHMINARAYANAN TARAKKAD	CFO	Member	02-Feb-2018	
2	ANANT KUMAR DAGA	ED	Chairperson	02-Feb-2018	
3	ONKAR SINGH PASRICHA	C & ED	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	NARESH PATWARI	NED	Member	14-Dec-2017	
2	BHASKAR PRAMANIK	ID	Chairperson	14-Dec-2017	
3	NEERU ABROL	ID	Member	14-Dec-2017	
4	ONKAR SINGH PASRICHA	C & ED	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	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
28-May-2019	08-Aug-2019	Yes	6	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	71

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	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Nomination & Remuneration Committee	28-May-2019	08-Aug-2019	Yes	4	2
Audit Committee	28-May-2019	08-Aug-2019	Yes	4	3
Stakeholders Relationship Committee	28-May-2019	08-Aug-2019	Yes	3	2
Risk Management Committee	10-May-2019		Yes		

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	71

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) - **Yes**
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:

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

ANNEXURE III

Affirmations

<i>Broad Heading</i>	<i>Regulation Number</i>	<i>Compliance Status</i>	<i>Company Remark</i>
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)	Yes	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Note:

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