

# Corporate Governance Report for quarter ended 31<sup>st</sup> December 2019

## 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-2019

**i. Composition Of Board Of Director**

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/N	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether special	Date of election	No. of Directorship	No of Independent Directorship in listed	No of memberships in Audit/ Stakeholder	No of post of Chairperson in Audit/ Stakeholder	Membership in Committees of the
Mr.	ONKAR SINGH PASRICHA	00032290	AAAP1386N	C & ED		03-Dec-1997	03-Dec-1997		264	21-Sep-1950	NA		1	0	0	0	RMC,NRC
Mr.	ANANT KUMAR DAGA	07604184	ADPPD358J	ED	MD	07-Sep-2016	07-Sep-2016		39	28-Apr-1977	NA		1	0	1	0	SC,RMC
Mr.	NARESH PATWARI	03319397	BKJP8377H	NED		18-Aug-2016	18-Aug-2016		40	25-Apr-1978	NA		2	0	1	0	AC,NRC
Mr.	BHASKAR PRAMANIK	00316650	ACAP6936A	ID		14-Dec-2017	14-Dec-2017		24	20-Mar-1951	NA		2	2	2	0	AC,NRC
Ms.	NEERU ABROL	01279485	AAAPAO048G	ID		14-Dec-2017	14-Dec-2017		24	07-Feb-1955	NA		3	3	6	3	AC,SC,NRC
Mrs.	SANGEETA TALWAR	00062478	ACFP1415R	ID		14-Dec-2017	14-Dec-2017		24	05-May-1956	NA		4	4	6	2	AC,SC

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

ii. **Composition of Committees**

a. **Audit Committee**

b.

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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

c. **Stakeholders Relationship Committee**

d.

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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

e. **Risk Management Committee**

f.

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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

g. **Nomination and Remuneration Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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
08-Aug-2019	08-Nov-2019	Yes	6	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	91

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	08-Aug-2019	08-Nov-2019	Yes	4	2
Audit Committee	08-Aug-2019	08-Nov-2019	Yes	4	3
Stakeholders Relationship Committee	08-Aug-2019	08-Nov-2019	Yes	3	2

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	91

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	<b>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.</b>
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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**