

**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	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Quarterly
Date of Report	30-06-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

## Annexure I

### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

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 Directors in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	
Executive Director	Chairperson related to Promoter			21-09-1950	No								Active	NA			03-12-1997	14-12-2022							306.28	1			0				
Executive - Independent Director	Not Applicable			30-09-1952	No								Active	NA			30-12-2021								18.01	1			0				
Executive Director	Not Applicable	MD		28-04-1977	No								Active	NA			07-09-2016	07-09-2021							81.24	1			0				
Executive - Independent Director	Not Applicable			20-03-1951	No								Active	Yes	20-09-2022		14-12-2017	14-12-2022							66.17	3			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

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 Director in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)
Non-executive - independent director	Not Applicable		07-02-1955	No				Active	NA		14-12-2017	14-12-2022		66.17	4	4
Non-executive - independent director	Not Applicable		05-05-1956	No				Active	NA		14-12-2017	14-12-2022		66.17	4	4
Non-executive - independent director	Not Applicable		06-01-1957	No				Active	NA		30-12-2021	30-12-2021		18.01	2	1
Non-executive - independent director	Not Applicable		26-04-1977	No				Active	NA		11-02-2022			16.2	1	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	00062478	SANGEETA TALWAR	Non-Executive - Independent 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	00032290	ONKAR SINGH PASRICHA	Executive Director	Member	14-12-2017		

**Sr Text Block**

Textual Information(1)

Ms. Sangeeta Talwar is not a regular chairperson of CSR Committee but presided the meeting as Chairperson in previous CSR meeting dated 29-05-2023.

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	14-02-2023				Yes	8	7	4
2	23-03-2023		36		Yes	8	7	4
3		05-05-2023	42		Yes	8	8	4
4		19-05-2023	13		Yes	8	7	4
5		29-05-2023	9		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	14-02-2023				Yes	5	5	4	0
2	Nomination and remuneration committee	29-05-2023	103			Yes	5	5	4	0
3	Stakeholders Relationship Committee	14-02-2023				Yes	3	3	2	0
4	Stakeholders Relationship Committee	29-05-2023	103			Yes	3	3	2	0
5	Corporate Social Responsibility Committee	14-02-2023				Yes	4	4	3	0
6	Corporate Social Responsibility Committee	29-05-2023	103			Yes	4	4	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	14-02-2023				Yes	3	3	3	0
8	Audit Committee	23-03-2023	36			Yes	3	3	3	0
9	Audit Committee	05-05-2023	42			Yes	3	3	3	0
10	Audit Committee	29-05-2023	23			Yes	3	3	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

**Signatory Details**

Name of signatory	Piyush Asija
Designation of person	Company Secretary and Compliance Officer
Place	New delhi
Date	12-07-2023

