

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	Half Yearly
Date of Report	30-09-2023
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

Disclosure of notes on composition of board of directors explanatory								Textual Information(1)
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
1	Mr	ANANT KUMAR DAGA	ADPPD3358J	07604184	Executive Director	Not Applicable	MD	28-04-1977
2	Ms	SANGEETA TALWAR	ACFPT1415R	00062478	Non-Executive - Independent Director	Not Applicable		05-05-1956
3	Mr	NAVEEN WADHERA	ABMPW4351P	02503164	Non-Executive - Non Independent Director	Not Applicable		26-04-1977
4	Mr	ASHISH DIKSHIT	ADXPA0013B	01842066	Non-Executive - Non Independent Director	Chairperson		15-07-1969
5	Mr	JAGDISH BAJAJ	AAJPB4352K	08498055	Non-Executive - Non Independent Director	Not Applicable		12-12-1965
6	Mr	VIKRAM DHONDU RAO	AANPR3719C	00017423	Non-Executive - Independent Director	Not Applicable		10-09-1950
7	Mr	YOGESH CHAUDHARY	AFKPC1923P	01040036	Non-Executive - Independent Director	Not Applicable		09-10-1986
8	Ms	PREETI VYAS	AAAPV4921B	02352395	Non-Executive - Independent Director	Not Applicable		26-11-1956
9	Mr	ONKAR SINGH	AAAPP1386N	00032290	Executive Director	Not Applicable		21-09-

		PASRICHA						1950
10	Mr	ARVINDER SINGH PASRICHA	AAAPP1385R	00032420	Non-Executive - Non Independent Director	Not Applicable		30-09- 1952
11	Mr	BHASKAR PRAMANIK	ACAPP6936A	00316650	Non-Executive - Independent Director	Not Applicable		20-03- 1951
12	Ms	NEERU ABROL	AAAPA0048G	01279485	Non-Executive - Independent Director	Not Applicable		07-02- 1955
13	Mr	SURESH JAYARAMAN	AEPPJ7802Q	03033110	Non-Executive - Independent Director	Not Applicable		06-01- 1957

I. Composition of Board of Directors

Disqualification of Directors under section 164 of the Companies Act, 2013

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active
8	No				Active
9	No				Active
10	No				Active
11	No				Active
12	No				Active
13	No				Active

I. Composition of Board of Directors

Sr	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 [with reference to proviso to regulation 17A(1) & 17A(2)]	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	NA		07-09-2016	07-09-2021		84.24	1	0	1	0		
2	NA		14-12-2017	14-12-2022		69.17	4	4	9	2		
3	NA		11-02-2022			19.2	1	0	0	0		
4	NA		26-09-2023			0.05	2	0	2	1		
5	NA		26-09-2023			0.05	1	0	1	0		
6	No		26-09-2023	26-09-2023		0.05	2	2	2	2	Textual Information(2)	
7	NA		26-09-2023	26-09-2023		0.05	2	2	1	0		
8	NA		26-09-2023	26-09-2023		0.05	3	3	2	0		
9	NA		03-12-1997	14-12-2022	26-09-2023	0	0	0	0	0		

10	NA		30-12-2021		26-09-2023	0	0	0	0	0		
11	Yes	20-09-2022	14-12-2017	14-12-2022	26-09-2023	0	0	0	0	0		
12	NA		14-12-2017	14-12-2022	26-09-2023	0	0	0	0	0		
13	NA		30-12-2021	30-12-2021	26-09-2023	0	0	0	0	0		

Text Block

Textual Information(1)

The Board of Directors of the Company have been duly reconstituted by appointment of new directors, including appointment of individuals nominated by the Acquirer as additional directors and resignation of certain directors including the Promoters who were Directors on the Board of the Company in the meeting of the Board of Directors held on September 26, 2023.

Textual Information(2)

Note No. 2: Reason for mentioning "No" under the column "Whethar Special Resolution passed?" for Vikram Dhondurao (DIN: 00017423): The Company via postal ballot dated September 26, 2023, has sought approval from the Members for the appointment of Mr. Vikram Dhondurao (DIN: 00017423) as an Independent Director of the Company and e-voting for the same will end on November 03, 2023. Hence, the special resolution is pending to get approval.

Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Textual Information(1)

Annexure 1 Text Block

Textual Information(1)

The Board of Directors of the Company have been duly reconstituted by appointment of new directors, including appointment of individuals nominated by the Acquirer as additional directors and resignation of certain directors including the Promoters who were Directors on the Board of the Company in the meeting of the Board of Directors held on September 26, 2023.

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	00017423	VIKRAM DHONDU RAO	Non-Executive - Independent Director	Chairperson	26-09-2023		
2	00062478	SANGEETA TALWAR	Non-Executive - Independent Director	Member	14-12-2017		
3	08498055	JAGDISH BAJAJ	Non-Executive - Non Independent Director	Member	26-09-2023		
4	01279485	NEERU ABROL	Non-Executive - Independent Director	Member	14-12-2017	26-09-2023	Textual Information(1)
5	00316650	BHASKAR PRAMANIK	Non-Executive - Independent Director	Member	14-12-2017	26-09-2023	

Sr Text Block

Textual Information(1)

Ms. Neeru Abrol, earlier Chairperson of the Committee, has resigned from the board of the Company w.e.f 26.09.2023 accordingly the category 2 of Directors has been mentioned as "Member" instead of "Chairperson" due to XBRL Validation issue.

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	02352395	PREETI VYAS	Non-Executive - Independent Director	Chairperson	26-09-2023		
2	01040036	YOGESH CHAUDHARY	Non-Executive - Independent Director	Member	26-09-2023		
3	01842066	ASHISH DIKSHIT	Non-Executive - Non Independent Director	Member	26-09-2023		
4	00316650	BHASKAR PRAMANIK	Non-Executive - Independent Director	Member	14-12-2017	26-09-2023	Textual Information(1)
5	00032290	ONKAR SINGH PASRICHA	Executive Director	Member	14-12-2017	26-09-2023	
6	01279485	NEERU ABROL	Non-Executive - Independent Director	Member	14-12-2017	26-09-2023	
7	00062478	SANGEETA TALWAR	Non-Executive - Independent Director	Member	30-12-2021	26-09-2023	
8	03033110	SURESH JAYARAMAN	Non-Executive - Independent Director	Member	30-12-2021	26-09-2023	

Sr Text Block

Textual Information(1)

Mr. Bhaskar Pramanik, earlier Chairperson of the Committee, has resigned from the board of the company w.e.f 26.09.2023 accordingly the category 2 of Directors has been mentioned as "Member" instead of "Chairperson" due to XBRL Validation issue.

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	01842066	ASHISH DIKSHIT	Non-Executive - Non Independent Director	Chairperson	26-09-2023		
2	07604184	ANANT KUMAR DAGA	Executive Director	Member	26-09-2023		
3	00062478	SANGEETA TALWAR	Non-Executive - Independent Director	Member	14-12-2017		Textual Information(1)
4	01040036	YOGESH CHAUDHARY	Non-Executive - Independent Director	Member	26-09-2023		
5	01279485	NEERU ABROL	Non-Executive - Independent Director	Member	14-12-2017	26-09-2023	

Sr Text Block

Textual Information(1)

Ms. Sangeeta Talwar relinquished the Chairpersonship of the Committee w.e.f. September 26, 2023.

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	00017423	VIKRAM DHONDU RAO	Non-Executive - Independent Director	Chairperson	26-09-2023		
2	01842066	ASHISH DIKSHIT	Non-Executive - Non Independent Director	Member	26-09-2023		
3	07604184	ANANT KUMAR DAGA	Executive Director	Member	02-02-2018		
4	00062478	SANGEETA TALWAR	Non-Executive - Independent Director	Member	21-06-2021		
5	00032290	ONKAR SINGH PASRICHA	Executive Director	Member	02-02-2018	26-09-2023	Textual Information(1)
6	99999999	AMIT CHAND	Chief Financial Officer	Member	20-11-2020	26-09-2023	Textual Information(2)
7	01279485	NEERU ABROL	Non-Executive - Independent Director	Member	21-06-2021	26-09-2023	
8	00316650	BHASKAR PRAMANIK	Non-Executive - Independent Director	Member	21-06-2021	26-09-2023	

Sr Text Block

Textual Information(1)	Mr. Onkar Singh Pasricha, earlier Chairperson of the Committee, has resigned from the board of the company w.e.f 26.09.2023 accordingly the category 2 of Directors has been mentioned as "Member" instead of "Chairperson" due to XBRL Validation issue.
Textual Information(2)	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					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01842066	ASHISH DIKSHIT	Non-Executive - Non Independent Director	Chairperson	26-09-2023		
2	07604184	ANANT KUMAR DAGA	Executive Director	Member	26-09-2023		
3	02352395	PREETI VYAS	Non-Executive - Independent Director	Member	26-09-2023		
4	00062478	SANGEETA TALWAR	Non-Executive - Independent Director	Member	14-12-2017	26-09-2023	
5	01279485	NEERU ABROL	Non-Executive - Independent Director	Member	14-12-2017	26-09-2023	
6	00316650	BHASKAR PRAMANIK	Non-Executive - Independent Director	Member	14-12-2017	26-09-2023	
7	00032290	ONKAR SINGH PASRICHA	Executive Director	Member	14-12-2017	26-09-2023	

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	05-05-2023				Yes	8	8	4
2	19-05-2023		13		Yes	8	7	4
3	29-05-2023		9		Yes	8	7	4
4		11-08-2023	73		Yes	8	7	4
5		26-09-2023	45	2 (Two) Board meetings were convened and concluded on 26.09.2023. The details for the first Board meeting held on September 26, 2023 of the company is outlined in utility. Further, the details of the second Board Meeting held on 26.09.2023 (6/2023-24) are delineated below due to XBRL validation issue :1. Quoram met: Yes 2. Total Number of Directors	Yes	8	7	4

			as on date of the Meeting: 8 3. Number of Directors present (IDs inclusive): 7 4. No. of IDs attending the meeting: 4				
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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	Audit Committee	05-05-2023				Yes	3	3	3	0
2	Audit Committee	29-05-2023	23			Yes	3	3	3	0
3	Audit Committee	11-08-2023	73			Yes	3	3	3	0
4	Audit Committee	26-09-2023	45			Yes	3	3	2	0
5	Stakeholders Relationship Committee	29-05-2023				Yes	3	3	2	0
6	Stakeholders Relationship Committee	11-08-2023	73			Yes	3	3	2	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	Nomination and remuneration committee	29-05-2023				Yes	5	5	4	0
8	Nomination and remuneration committee	11-08-2023	73			Yes	5	5	4	0
9	Nomination and remuneration committee	26-09-2023	45		The attendance and other details regarding the meeting of Nomination and Remuneration Committee which was held on September 26, 2023 is related prior	Yes	5	5	4	0

					to the reconsitution of the Board and Committees.					
10	Risk Management Committee	08-09-2023				Yes	6	5	3	1

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 III

III. Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	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	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
6				

Annexure III

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	20-10-2023	

Text Block

Textual Information(3)

There are no transaction required to be reported in this sheet and for the purpose of validation of the same, the Compliance Status is selected to Yes as details of CFO is provided accordingly.

Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter

No

Signatory Details

Name of signatory	Piyush Asija
Designation of person	Company Secretary and Compliance Officer
Place	New Delhi
Date	20-10-2023

