General information about comp	any
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	Yearly
Date of Report	31-03-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

				An	nexure I			
		Ann	exure I to be s	ubmitted	by listed entity on quart	erly basis		
			I. (	Composition	of Board of Directors			
				Disclo	osure of notes on composition	of board of directo	ors explanatory	
				Who	ether the listed entity has a Reg	gular Chairperson	Yes	
					Whether Chairperson is related	ed 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	Mr	ASHISH DIKSHIT	ADXPA0013B	01842066	Non-Executive - Non Independent Director	Chairperson		15-07- 1969
3	Mr	JAGDISH BAJAJ	AAJPB4352K	08498055	Non-Executive - Non Independent Director	Not Applicable		12-12- 1965
4	Mr	NAVEEN WADHERA	ABMPW4351P	02503164	Non-Executive - Non Independent Director	Not Applicable		26-04- 1977
5	Ms	PREETI VYAS	AAAPV4921B	02352395	Non-Executive - Independent Director	Not Applicable		26-11- 1956
6	SANGEETA TALWAR ACFPT1415R 00062478 Non-Executive - Independent Director Not Applicable							
7	7 Mr VIKRAM DHONDU RAO AANPR3719C 00017423 Non-Executive - Independent Director Not Applicable							10-09- 1950
8	Mr	YOGESH CHAUDHARY	AFKPC1923P	01040036	Non-Executive - Independent Director	Not Applicable		09-10- 1986

		I. Composition of	<b>Board of Directors</b>		
	Disqua	lification of Directors under s	ection 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

					I. Co	ompositio	on 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 Reappointment	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)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		07-09- 2016	07-09- 2021		90.24	1	0	1	0			
2	NA		26-09- 2023			6.05	2	0	2	1			
3	NA		26-09- 2023			6.05	1	0	1	0			
4	NA		11-02- 2022			25.2	1	0	0	0			
5	NA		26-09- 2023	26-09- 2023		6.05	3	3	2	0			
6	NA		14-12- 2017	14-12- 2022		75.17	4	4	9	1			
7	Yes	03-11- 2023	26-09- 2023	26-09- 2023		6.05	2	2	2	2			
8	NA		26-09- 2023	26-09- 2023		6.05	2	2	1	0			

A	udit Committe	ee Details					
		Whet	her the Audit Committee has a R	Regular Chairperson	Yes		
Sı	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	2 00062478 SANGEETA Non-Executive - Independent TALWAR Director		Non-Executive - Independent Director	Member	14-12-2017		
3	08498055	JAGDISH BAJAJ	Non-Executive - Non Independent Director	Member	26-09-2023		

No	mination and	l remuneration committe	ee				
	Whe	Yes					
Sr	DIN Number	Name of Committee members	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		

Sta	akeholders R	elationship Committee					
	V	Whether the Stakeholders	Yes				
Sr	DIN Number	Name of Committee members	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	14-12-2017		
3	00062478	SANGEETA TALWAR	Non-Executive - Independent Director	Member	14-12-2017		
4	01040036	YOGESH CHAUDHARY	Non-Executive - Independent Director	Member	26-09-2023		

Ri	sk Managemo	ent Committee					
		Whether the Risk	Yes				
Sr	DIN Number	Name of Committee members	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		

Co	rporate Socia	al Responsibility Comm	nittee				
	Whethe	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-Execution Director		Non-Executive - Independent Director	Member	26-09-2023			

Otl	ner Committee					
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

	Annexure 1								
A	Annexure 1								
II	I. Meeting of B	oard of Direct	tors						
Г	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	28-10-2023				Yes	8	7	4	
2		02-02-2024	96		Yes	8	6	3	

					Annexu	re 1				
IV.	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	Reson 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	28-10-2023				Yes	3	3	2	0
2	Audit Committee	02-02-2024				Yes	3	2	2	0
3	Audit Committee	20-03-2024	46			Yes	3	3	2	0
4	Nomination and remuneration committee	02-02-2024				Yes	3	2	1	0
5	Risk Management Committee	02-02-2024				Yes	4	4	2	0

	Annexure 1					
V	V. Related Party Transactions					
S	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	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	Sonia Bhandari			
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. I	Disclosure on website in term	s of Listing Regu	ılations						
Sr Item  Compliance status (Yes/No/NA)  Compliance odetails of non-compliance may be given here.  Web address			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	Yes		https://wforwoman.com/content/report/familiarization-programme-redressal-and-other-relevant-details					

				·
	independent directors			
10	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
11	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-ordesignated-persons-of-the-listed-entity-who-are-responsible-fassisting-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		

## **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
15.1	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
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes		https://wforwoman.com/content/report/fy
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/fy-2023-24-q3-3
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	Secretarial Compliance Report	Yes		https://wforwoman.com/content/investor-relation
21	Materiality Policy as per Regulation 30 (4)	Yes		https://wforwoman.com/content/report/lodr-policies

22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	https://wforwoman.com/content/investor-relation	
23	Disclosures under regulation 30(8)	Yes	https://wforwoman.com/content/investor-relation	
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend Distribution policy as per Regulation 43A(1)	Yes	https://wforwoman.com/content/report/lodr-policies	
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes	https://wforwoman.com/content/report/annual-return	
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	https://wforwoman.com/content/investor-relation	
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	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(1C), 17(1D) & 17(1E)	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.	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	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes			
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes			
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes			
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes			

	Annexure II							
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	Role of Nomination and Remuneration Committee	19(4)	Yes					
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes					
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes					
24	Role of Stakeholders Relationship Committee	20(4)	Yes					
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes					
26	Meeting of Risk Management Committee	21(3A)	Yes					
27	Quorum of Risk Management Committee meeting	21(3B)	Yes					
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes					
29	Vigil Mechanism	22	Yes					
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (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.		
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes			
32	Approval for material related party transactions	23(4)	NA			
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes			
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA			
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	NA			
36	Alternate Director to Independent Director	25(1)	NA			
37	Maximum Tenure	25(2)	Yes			
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	NA			
39	Meeting of independent directors	25(3) & (4)	Yes			
40	Familiarization of independent directors	25(7)	Yes			

	Annexure II						
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.			
41	Declaration from Independent Director	25(8) & (9)	Yes				
42	Directors and Officers insurance	25(10)	Yes				
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA				
44	Memberships in Committees	26(1)	Yes				
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes				
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	NA				
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes				
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA				
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	Yes				
	Any other information to be provided - Add Notes						

Annexure II		
1	Name of signatory	Sonia Bhandari
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	

Annexure II		
1	Name of signatory	Sonia Bhandari
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 lette	rs /securities etc.refer note below		
(A)Any loan or any other form of debt advanced b	y 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 indirectly, in connection with any loan)  Entity	/ <b>L</b>	•	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, compresecurities in connection with any loan(s) (or other indirectly by the listed entity to promoter(s), promorelatives), key managerial personnel (including the them are in the economic interest of the company.	Yes	Textual Information(3)		
Name	Amit Chand			
Designation	CFO			
Place	New Delhi			
Date	20-04-2024			

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 and details of CFO is provided accordingly.

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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		No
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

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Signatory Details	
Name of signatory	Sonia Bhandari
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	20-04-2024

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