

**CORPORATE GOVERNANCE REPORT FOR QUARTER ENDED 31<sup>ST</sup> MARCH, 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-Mar-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 (Chai rpers on / Execu tive/ No n- Execu tive/ Indepe ndent/ Nomin ee)	S u b C a t e g o r y	Dat e o f App oint me nt	Dat e o f ces sati on	T e n u r e	No o f Dir ect ors hip in list ed enti ties incl udi ng this list ed enti ty	No o f me mb ers hip in Au dit/ Sta keh old er Co mm itte e(s) incl udi ng this list ed enti ty	No o f post o f Chai rper son in Audi t/ Stak ehol der Co mmi ttee held in liste d entiti es incl udi ng this liste d entit y	Me mbe rshi p in Co mmi ttee s o f the Co mpa ny	Remarks
Mr .	ONKAR SINGH PASRICHA	0 0 3 2 2 9 0	AA AP P13 86 N	C & ED		03- Dec- 1997		2 5 5	1	0	0	RMC, NRC	
Mr .	ANANT KUMAR DAGA	0 7 6 0 4 1 8 4	AD PP D3 358 J	ED	M D	07- Sep- 2016		3 0	1	1	0	RMC, NRC	

Mr .	NARESH PATWARI	03319397	BK JPP 837 7H	NED		18-Aug-2016		31	2	1	0	RMC, NRC	
Mr .	BHASKAR PRAMANIK	00316650	AC AP P69 36 A	ID		14-Dec-2017		15	3	4	1	RMC, NRC	
Mr s.	NEERU ABROL	01279485	AA AP A0 048 G	ID		14-Dec-2017		15	3	6	2	RMC, NRC	
Mr s.	SANGEETA TALWAR	0062478	AC FP T1 415 R	ID		14-Dec-2017		15	4	5	2	RMC, NRC	

Company Remarks	
Whether Permanent chairperson appointed	Yes

## ii. Composition of Committees

### a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	NARESH PATWARI	NED	Member	14-Dec-2017	
2	SANGEETA TALWAR	ID	Member	14-Dec-2017	
3	NEERU ABROL	ID	Chairperson	14-Dec-2017	
4	BHASKAR PRAMANIK	ID	Member	14-Dec-2017	

Company Remarks	
Whether Permanent	Yes

chairperson appointed	
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**b. Stakeholders Relationship Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	SANGEETA TALWAR	ID	Chairperson	14-Dec-2017	
2	NEERU ABROL	ID	Member	14-Dec-2017	
3	ANANT KUMAR DAGA	ED	Member	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	ANANT KUMAR DAGA	ED	Chairperson	02-Feb-2018	
2	ONKAR SINGH PASRICHA	C & ED	Member	02-Feb-2018	
3	VENKATESH LAKSHMINARAYANAN TARAKKAD	CFO	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	BHASKAR PRAMANIK	ID	Chairperson	14-Dec-2017	
2	NEERU ABROL	ID	Member	14-Dec-2017	
3	ONKAR SINGH PASRICHA	C & ED	Member	14-Dec-2017	
4	NARESH PATWARI	NED	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
02-Nov-2018	08-Feb-2019

Company Remarks	
Maximum gap between any two consecutive (in number of days)	97

**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	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)
Nomination & Remuneration Committee	02-Nov-2018	08-Feb-2019	4	Yes
Audit Committee	02-Nov-2018	17-Jan-2019	4	Yes
Stakeholders Relationship Committee	02-Nov-2018	08-Feb-2019	3	Yes
Audit Committee		08-Feb-2019	4	Yes

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	75

v. **Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Remark</b>
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) - **Not applicable**
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 II

### Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

<b>I. Disclosure on website in terms of Listing Regulations</b>			
<b>Item</b>	<b>Compliance status</b>	<b>Company Remark</b>	<b>Website</b>
Details of business	Yes		www.wforwoman.com
Terms and conditions of appointment of	Yes		www.wforwoman.com
Composition of various committees of	Yes		www.wforwoman.com
Code of conduct of board of directors and	Yes		www.wforwoman.com
Details of establishment of vigil mechanism/	Yes		www.wforwoman.com
Criteria of making payments to non-	Yes		www.wforwoman.com
Policy on dealing with related party	Yes		www.wforwoman.com
Policy for determining 'material' subsidiaries	Yes		www.wforwoman.com
Details of familiarization programs imparted	Yes		www.wforwoman.com
Contact information of the designated officials of the listed	Yes		www.wforwoman.com
email address for grievance redressal and	Yes		www.wforwoman.com
Financial results	Yes		www.wforwoman.com
Shareholding pattern	Yes		www.wforwoman.com
Details of agreements entered into with the media companies and/or	Not Applicable		
New name and the old name of the listed	Not		
<b>II Annual Affirmations</b>			
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b>	<b>Company Remark</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment &amp; Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) &	Yes	

<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Not Applicable	
<i>Maximum Directorship &amp; Tenure</i>	25(1) & (2)	Not Applicable	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

<b>Other Information</b>	
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### III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Not Applicable**

<b>Other Information</b>	
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**Name** : **PIYUSH ASIJA**  
**Designation** : **Company Secretary**