

Date: 26-08-2019

To Corporate Relationship Department BSE Limited 1st Floor, Rotunda Building P.J Towers, Dalal Street, Mumbai-400 001.	To National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E) Mumbai- 400 051.
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Dear Sir,

Subject: Proceedings of 22nd Annual General Meeting.

Ref: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Scrp Code: BSE- 541700/Stock Symbol: NSE- TCNSBRANDS.

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the proceedings of the 22nd Annual General Meeting of the company held on Monday, 26th August, 2019 at Delhi Karnataka Sangha Auditorium, Rao Tularam Marg, Sector-12, R.K Puram, New Delhi-110022.

We request you to kindly take the same on record.

For and On behalf of TCNS Clothing Co. Limited


Piyush Asija

Company Secretary and Compliance Officer



TCNS Clothing Co. Limited

119 & 127, W-HOUSE, NEELGAGAN TOWER, MANDI ROAD, SULTANPUR, MEHRAULI, NEW DELHI-110030, INDIA

PH: 011-42193193, Fax: 011-42193194, E-mail: corporatecommunications@tcnsclothing.com, www.wforwoman.com, www.shopforaurelia.com

REGD. OFFICE: UNIT NO. 112, F/F RECTANGLE 1, D-4, SAKET, DISTRICT CENTRE, NEW DELHI- 110017, INDIA

CIN- L99999DL1997PLC090978

PROCEEDINGS OF THE 22ND ANNUAL GENERAL MEETING OF TCNS CLOTHING CO. LIMITED HELD ON MONDAY, 26TH AUGUST, 2019 AT 9:00 A.M AT DELHI KARNATAKA SANGHA AUDITORIUM, RAO TULARAM MARG, SECTOR-12, R.K PURAM, NEW DELHI-110022.

The 22nd Annual General Meeting of the members of TCNS Clothing. Co. Limited held on 26th August, 2019 at Delhi Karnataka Sangha Auditorium, Rao Tularam Marg, Sector-12, R.K Puram, New Delhi-110022 at 9:00 a.m.

Mr. Piyush Asija, Company Secretary of the Company welcomed the members and others present at the 22nd Annual General Meeting of the Company.

He then requested Mr. Onkar Singh Pasricha, Chairman and Executive Director of the company and Mr. Anant Kumar Daga, Managing Director of the company to take the Chair and conduct the proceedings. Mr. Onkar Singh Pasricha welcomed the members and introduced the Directors and other Invitees present on the Dias.

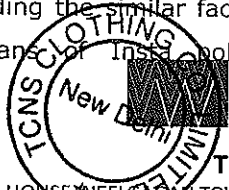
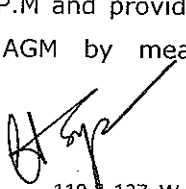
After ascertaining the presence of the requisite quorum for the meeting, the Chairman thereafter called the meeting to order and commenced the formal proceedings of the meeting at 9:00 A.M.

The Chairman and the Managing Director then delivered their speech. The Managing Director shared the accomplishment and success achieved during the Financial year 2018-19 to the member present at the meeting.

With the permission of the members present, the notice dated 28th May, 2019 convening the 22nd Annual General Meeting (AGM) together with the statement prepared in terms of Section 102 of the Companies Act, 2013 attached to the said notice, the Audited Financial Statements for the year ended 31st March, 2019, the Directors Report along with the annexure thereto, was taken as read.

At the instance of the members present and with their due permission, the Auditors Report was taken as read.

The members were informed that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and Pursuant to the provisions of Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the company had provided the remote E-voting facility to the members whose name appeared in the name of Register of Members as on the cut-off date i.e 19th August, 2019 to enable them to cast their vote electronically in respect to the business to be transacted at the AGM. The remote E-voting commenced on Friday, 23rd August 2019 at 9:00 A.M and ended on Sunday 25th August, 2019 at 5:00 P.M and providing the similar facility to vote on the resolutions as set out in the Notice of 22nd AGM by means of Insia poll to the members present in person and through



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proxies/representatives at the AGM, to vote in proportion to shares held by them in case, votes were not casted by such members prior to the AGM by the means of remote e-voting.

Mr. Sanjay Grover, Practicing Company Secretary was appointed as Scrutinizer by the company to scrutinize the remote e-voting process and Insta poll process at the AGM in a fair and transparent manner.

CONDUCT OF INSTA POLL

Mr. Sanjay Grover, Scrutinized the remote e-voting process and the Insta poll process for those shareholders who had not casted their votes by means of remote e-voting.

The members were informed that the scrutinizers consolidated report along with the results of the remote e-voting and Insta poll would be uploaded on the Website of Stock exchanges where the Company's shares are listed i.e BSE & NSE, on Company's website as well as on the website of the e-voting agency i.e Karvy Fintech Private Limited.

Following business as contained in the Notice of the AGM of the 22nd AGM were transacted through remote e-voting and by Insta poll at the AGM:

ORDINARY BUSINESS

Item No.1: To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019, together with the Reports of the Board of Directors and Auditors thereon.

Item No.2: To appoint a Director in place of Mr. Onkar Singh Pasricha (DIN: 00032290) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

Item No.3: Approval of Related Party Transactions.

Item No.4: Approval of payment of remuneration to Mr. Saranpreet Pasricha Head (International Business).

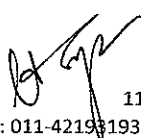
Item No.5: Approval for Remuneration of Mr. Anant Kumar Daga (DIN: 07604184), Managing Director of the company.

Item No.6: Approval for Payment of Commission to Independent Directors.

Item No.7: Ratification of Pre- IPO TCNS ESOP Scheme 2014-17.

Item No.8: Ratification of Pre-IPO TCNS ESOP Scheme 2018-23.

Item No. 9: Ratification of resolution passed by the company on 15.08.2018 for the allotment of options more than 1% of



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the issued capital to specified employees under TCNS ESOP Scheme 2018-23.

Item No.10: Amendment in TCNS ESOP Scheme 2018-23.

The Managing Director also invited queries on the above resolutions and all the queries were resolved by the Managing Director one by one.

There being no other business to transact, the meeting concluded with a vote of thanks to the Chair at 9:40 A.M.

For and On behalf of TCNS Clothing Co. Limited


Piyush Asija
Company Secretary & Compliance Officer

Date: 26th August, 2019
Place: New Delhi



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