

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

# Annual Return

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L99999DL1997PLC090978

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACT4432E

(ii) (a) Name of the company

TCNS CLOTHING CO. LIMITED

(b) Registered office address

Unit No. 112, F/F  
Rectangle 1, D-4, Saket, District Centre  
New Delhi  
South Delhi  
Delhi  
110017

(c) \*e-mail ID of the company

piyush.asija@tcnsclothing.com

(d) \*Telephone number with STD code

01142193193

(e) Website

www.wforwoman.com

(iii) Date of Incorporation

03/12/1997

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	Bombay Stock Exchange	1
2	National Stock Exchange	1,024

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PTC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32,  
Financial District, Nanakramguda, Serilingampally

(vii) \*Financial year From date 01/04/2019 (DD/MM/YYYY) To date 31/03/2020 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

24/09/2020

(b) Due date of AGM

30/09/2020

(c) Whether any extension for AGM granted

Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C2	Textile, leather and other apparel products	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

0

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

## IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) \*SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	180,000,000	61,474,874	61,474,874	61,474,874
Total amount of equity shares (in Rupees)	360,000,000	122,949,748	122,949,748	122,949,748

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
<b>FULLY PAID UP EQUITY SHARES</b>				
Number of equity shares	180,000,000	61,474,874	61,474,874	61,474,874
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	360,000,000	122,949,748	122,949,748	122,949,748

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	20,000,000	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	20,000,000	0	0	0
Nominal value per share (in rupees)	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
<b>Equity shares</b>				
At the beginning of the year	61,323,124	122,646,248	122,646,248	

<b>Increase during the year</b>	151,750	303,500	303,500	45,221,500
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	151,750	303,500	303,500	45,221,500
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify	0	0		
	0			
<b>Decrease during the year</b>	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify	0	0	0	
	0			
<b>At the end of the year</b>	61,474,874	122,949,748	122,949,748	
<b>Preference shares</b>				
<b>At the beginning of the year</b>	0	0	0	
<b>Increase during the year</b>	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
<b>Decrease during the year</b>	0	0	0	0
i. Redemption of shares	0	0	0	0

ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify	0	0		
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting			
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

**(iv) \*Indebtedness including debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)****(i) Turnover**

11,486,670,690

**(ii) Net worth of the Company**

6,600,000,929

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	19,876,757	32.33	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others 0	0	0	0	
	<b>Total</b>	19,876,757	32.33	0	0

**Total number of shareholders (promoters)**

4

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	9,067,056	14.75	0	
	(ii) Non-resident Indian (NRI)	279,560	0.45	0	
	(iii) Foreign national (other than NRI)	0	0	0	



2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	890,048	1.45	0	
4.	Banks	2,284	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	7,517,841	12.23	0	
7.	Mutual funds	2,558,962	4.16	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	18,173,691	29.56	0	
10.	Others (Alternate Investment Func	3,108,675	5.06	0	
	<b>Total</b>	41,598,117	67.66	0	0

**Total number of shareholders (other than promoters)**

17,595

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

17,599

**(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

39

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
FIDELITY INVESTMENT	As per attached list			2,201,291	3.58
AUBURN LIMITED	As per attached list			986,390	1.6
STEINBERG INDIA EME	As per attached list			918,519	1.49
FIDELITY INVESTMENT	As per attached list			594,671	0.97
SAIF INDIA VI FII HOLD	As per attached list			530,318	0.86
FIDELITY INVESTMENT	As per attached list			522,430	0.85
GOLDMAN SACHS INC	As per attached list			251,795	0.41
ABSL UMBRELLA UCIT	As per attached list			204,899	0.33

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
FIDELITY INVESTMENT	As per attached list			199,223	0.32
FIDELITY ADVISOR SEF	As per attached list			193,031	0.31
FIDELITY GROUP TRUS	As per attached list			136,634	0.22
EXCEL FUNDS MAURIT	As per attached list			85,215	0.14
VIRGINIA TECH FOUNE	As per attached list			80,000	0.13
NATIONAL RAILROAD	As per attached list			79,900	0.13
FIDUCIAN INDIA FUNE	As per attached list			78,525	0.13
INDIA ACORN FUND L	As per attached list			69,840	0.11
AL MEHWAR COMMEF	As per attached list			69,840	0.11
ISHARES INDIA SC MA	As per attached list			52,001	0.08
FIAM GROUP TRUST F	As per attached list			49,200	0.08
EMERGING MARKETS S	As per attached list			47,203	0.08
EMERGING MARKETS S	As per attached list			34,741	0.06
ARKA INDIA FUND	As per attached list			23,012	0.04
NORTHERN TRUST CO	As per attached list			20,117	0.03
ISHARES CORE MSCI E	As per attached list			19,525	0.03
SUNSUPER SUPERANN	As per attached list			14,962	0.02

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	4	4
Members (other than promoters)	19,111	17,595
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	1	0	1	0	10.98	0
<b>B. Non-Promoter</b>	1	4	1	4	5.86	0
(i) Non-Independent	1	1	1	1	5.86	0
(ii) Independent	0	3	0	3	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	<b>2</b>	<b>4</b>	<b>2</b>	<b>4</b>	<b>16.84</b>	<b>0</b>

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
ONKAR SINGH PASRIC	00032290	Director	6,752,681	
ANANT KUMAR DAGA	07604184	Managing Director	3,605,124	
SANGEETA TALWAR	00062478	Director	0	
NEERU ABROL	01279485	Director	0	
BHASKAR PRAMANIK	00316650	Director	0	
NARESH PATWARI	03319397	Director	0	
VENKATESH LAKSHM	AANPT8474C	CFO	0	
PIYUSH ASIJA	AJPPA6847F	Company Secretar	200	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS****A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	26/08/2019	17,427	138	32.43

**B. BOARD MEETINGS**

\*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	28/05/2019	6	5	83.33
2	08/08/2019	6	6	100
3	08/11/2019	6	6	100
4	06/02/2020	6	5	83.33

**C. COMMITTEE MEETINGS**

Number of meetings held

15

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	28/05/2019	4	3	75
2	AUDIT COMM	08/08/2019	4	4	100
3	AUDIT COMM	08/11/2019	4	4	100
4	AUDIT COMM	06/02/2020	4	3	75

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
5	NOMINATION	28/05/2019	4	3	75
6	NOMINATION	08/08/2019	4	4	100
7	NOMINATION	08/11/2019	4	4	100
8	NOMINATION	06/02/2020	4	4	100
9	STAKEHOLDER	28/05/2019	3	3	100
10	STAKEHOLDER	08/08/2019	3	3	100

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	24/09/2020
								(Y/N/NA)
1	ONKAR SING	4	4	100	7	7	100	Yes
2	ANANT KUMA	4	4	100	5	5	100	Yes
3	SANGEETA T	4	3	75	10	8	80	Yes
4	NEERU ABRC	4	4	100	14	14	100	Yes
5	BHASKAR PR	4	3	75	10	7	70	Yes
6	NARESH PAT	4	4	100	8	8	100	Yes

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	ANANT KUMAR DA	MANAGING DIF	24,310,824	0	0	1,156,116	25,466,940
2	ONKAR SINGH PA	DIRECTOR	2,769,792	0	0	230,400	3,000,192
	Total		27,080,616	0	0	1,386,516	28,467,132

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	VENKATESH LAKS	CFO	11,648,772	0	0	500,532	12,149,304
2	PIYUSH ASIJA	CS	3,409,090	0	2,965,000	147,480	6,521,570
	Total		15,057,862	0	2,965,000	648,012	18,670,874

Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	NEERU ABROL	INDEPENDENT	0	0	0	1,400,000	1,400,000
2	SANGEETA TALWA	INDEPENDENT	0	0	0	925,000	925,000
3	BHASKAR PRAMAI	INDEPENDENT	0	0	0	750,000	750,000
	Total		0	0	0	3,075,000	3,075,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

#### XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes  No

#### XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

HIMANSHU GROVER

Whether associate or fellow

Associate  Fellow

Certificate of practice number

10398

#### I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.  
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

#### Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

#### To be digitally signed by

Director

Onkar Singh  
Pasricha

DIN of the director

00032290

#### To be digitally signed by

PIYUSH  
ASIJA

Company Secretary

Company secretary in practice

Membership number

21328

Certificate of practice number

**Attachments**

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

List of FPC.pdf List of Sh_compressed.pdf Exp statmenet and Meetings.pdf Confirmation on transfer.pdf TCNS MGT-8 FY 2019-20 ver 17 11 2020.
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**Remove attachment**

Modify

Check Form

Prescrutiny

Submit

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**