

# NOTICE

## Invitation to attend the 24<sup>th</sup> Annual General Meeting (“AGM”) of TCNS CLOTHING CO. LIMITED

Dear Members,

You are cordially invited to attend the 24<sup>th</sup> Annual General Meeting (“AGM”) of the Company to be held on Friday, September 17, 2021 at 02:30 P.M. (IST) through Video Conferencing. The Notice convening the Annual General Meeting is attached herewith.

We are providing the below key details regarding the meeting for your reference:

S. No.	Particulars	Details
1.	Time and date of AGM	Friday, September 17, 2021 at 02:30 P.M. (IST)
2.	Mode	Video Conferencing/Other Audio-Visual Means.
3.	Link for attending the AGM through Video Conferencing (“VC”)	<a href="https://emeetings.kfintech.com">https://emeetings.kfintech.com</a>
4.	Link for remote E-voting (Please use as applicable to you)	<a href="https://evoting.kfintech.com">https://evoting.kfintech.com</a> <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a>
5.	Username and password for VC	Members may attend the AGM through VC by accessing the link <a href="https://emeetings.kfintech.com">https://emeetings.kfintech.com</a> by using their remote e-voting credentials. Please refer the detailed instructions available in the Notice.
6.	Helpline number for VC participation and e-voting	Contact KFin Technologies Private Limited (“KFin Tech”) at 1800-309-4001 or write to them at <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a>
7.	Cut-off date for E-voting	Friday, September 10, 2021.
8.	E-Voting Start time and Date	9:00 A.M. (IST) on Tuesday, September 14, 2021.
9.	E-Voting End time and Date	5:00 P.M. (IST) on Thursday, September 16, 2021.
10.	Book Closure Dates	From Saturday, September 11, 2021 to Friday, September 17, 2021 (Both days inclusive).
11.	Link for Members to temporarily update e-mail address	<a href="https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx">https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx</a>
12.	Last date for publishing results of the E-voting	Sunday, September 19, 2021.
13.	Registrar and Share Transfer Agent Contact details	Mr. Umesh Pandey, Manager KFin Technologies Private Limited (“KFin Tech”) Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032. Toll-free No.: 1800-309-4001 E-mail: <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> ; <a href="mailto:umesh.pandey@kfintech.com">umesh.pandey@kfintech.com</a> Website: <a href="https://www.kfintech.com">https://www.kfintech.com</a>
14.	TCNS’s Contact details	<a href="mailto:investors@tcnsclothing.com">investors@tcnsclothing.com</a> ; 011-42193193/011-42193176
15.	Link of Proxy Advisors Report	<a href="https://www.sesgovernance.com/ses-recommendations">https://www.sesgovernance.com/ses-recommendations</a> (SES) <a href="https://www.iiasadvisory.com/">https://www.iiasadvisory.com/</a> (Iias) <a href="https://wforwoman.com/content/report/other-general-meeting-disclosures-20-21">https://wforwoman.com/content/report/other-general-meeting-disclosures-20-21</a>
16.	Link of disclosures on Stock Exchange website	<a href="https://www.nseindia.com/companies-listing/corporate-filings-announcements">https://www.nseindia.com/companies-listing/corporate-filings-announcements</a> (NSE) <a href="https://www.bseindia.com/corporates/ann.html">https://www.bseindia.com/corporates/ann.html</a> (BSE) <a href="https://wforwoman.com/content/investor-relation">https://wforwoman.com/content/investor-relation</a>

For and on behalf of Board of Directors

Sd/-

**PIYUSH ASIJA**

Company Secretary and Compliance Officer

ACS 21328

Date: August 13, 2021

Place: New Delhi

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Notice is hereby given that the 24<sup>th</sup> (Twenty Fourth) Annual General Meeting (“AGM”) of the Members of TCNS Clothing Co. Limited will be held on Friday, September 17, 2021 at 02:30 P.M. (IST) through Video Conferencing (VC)/Other Audio Video Mode (OAVM), to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2021, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint Mr. Onkar Singh Pasricha (DIN: 00032290) as a Director, who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

3. **Approval for Remuneration of Mr. Onkar Singh Pasricha (DIN:00032290), Chairman and Executive Director.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions under Sections 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) read with the Rules made thereunder (including any statutory amendments, modifications or re-enactment thereof for the time being in force) and subject to such other requisite approvals, as may be required in this regard, consent of the Members of the Company be and is hereby accorded for the payment of remuneration not exceeding ₹ 3.0 Mn. per annum to Mr. Onkar Singh Pasricha (DIN:00032290), Chairman and Executive Director of the Company for the FY 2021-22, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company on terms and conditions as set out in the explanatory statement forming part of this Notice.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Section 197, 198 and Schedule V of the Companies Act, 2013 or any amendment/re-enactments thereof or any revised/new schedule thereof, in the event of absence of profits or inadequate profits during FY 2021-22,

the salary, perquisites and statutory benefits, as set out in the explanatory statement forming part of this Notice be paid as minimum remuneration to Mr. Onkar Singh Pasricha, Chairman and Executive Director of the Company subject to compliance of the provisions of the Act.”

**“RESOLVED FURTHER THAT** Mr. Anant Kumar Daga, Managing Director of the Company and Mr. Piyush Asija, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things, as may be necessary to give effect to this resolution.”

4. **Re-Appointment of Mr. Anant Kumar Daga (DIN: 07604184) as the Managing Director of Company and fixation of his remuneration.**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), on the recommendation of Nomination & Remuneration Committee, pursuant to the provisions of Articles of Associations of the Company and subject to any other approvals as may be required, the consent of members of the Company be and is hereby accorded for re-appointment of Mr. Anant Kumar Daga (DIN: 07604184) as Managing Director of the Company for a period of five (5) years with effect from September 07, 2021 upon the terms & conditions of appointment, as set out in the explanatory statement forming part of this Notice.”

**“RESOLVED FURTHER THAT** pursuant to provisions of Sections 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with the Rules made thereunder, on the recommendation of Nomination & Remuneration Committee and pursuant to the provisions of Articles of Associations of the Company, the consent of members of the Company be and is hereby accorded for the payment of remuneration, perquisites (excluding perquisite benefit that may arise on exercise of Employee

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Stock Options) and other benefits to Mr. Anant Kumar Daga, of an amount not exceeding ₹ 25.5 Mn. per annum for the FY 2021-22 as set out in the explanatory statement annexed to the Notice.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Sections 197, 198 and Schedule V of the Companies Act, 2013 or any amendment/re-enactments thereof or any revised/new schedule thereof, in the event of absence of profits or inadequate profits during FY 2021-22, the salary, perquisites and statutory benefits, as set out in the explanatory statement forming part of this Notice be paid as minimum remuneration to Mr. Anant Kumar Daga, Managing Director of the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors on the recommendation of Nomination and Remuneration Committee be and are hereby authorised to revise the terms and conditions including remuneration of Mr. Anant Kumar Daga from time to time to the extent the Board of Directors may deem appropriate, provided that

such revision is within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.”

**“RESOLVED FURTHER THAT** Mr. Onkar Singh Pasricha, Executive Director of the Company and Mr. Piyush Asija, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things, as may be necessary to give effect to this resolution.”

**For and on behalf of Board of Directors**

Sd/-

**PIYUSH ASIJA**

Company Secretary and Compliance Officer

ACS 21328

Date: August 13, 2021

Place: New Delhi

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### NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) related to the Special Business to be transacted at the Annual General Meeting (“AGM”/“Meeting”) is annexed hereto. The Board of Directors of the Company has opined that the Special Business under Item No. 3 and 4, being considered unavoidable, be transacted at 24<sup>th</sup> AGM of the Company.
2. Pursuant to the provisions of Section 152 of Companies Act, 2013, Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR), Regulations, 2015”) and the Secretarial Standard on General Meetings (“SS-2”), the relevant information in respect of the Directors seeking re-appointment and fixation of remuneration at the AGM is attached as **Annexure-B** and forms an integral part of this Notice.
3. In view of the COVID-19 pandemic and restrictions on movement as well as social distancing norms, the Ministry of Corporate Affairs (“MCA”) has vide its Circular Nos. 14/2020 and 17/2020 dated April 08, 2020 and April 13, 2020 respectively, read with Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and the Securities and Exchange Board of India (“SEBI”) has vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively “Applicable Circulars”), relaxing provisions of the SEBI (LODR), Regulations, 2015, permitted holding of the AGM through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”). Accordingly, the 24<sup>th</sup> AGM of the Company will be held through VC/OAVM in compliance with the provisions of the Act and the SEBI (LODR), Regulations, 2015. The deemed venue for the AGM shall be the Registered Office of the Company.
4. As this AGM is being held pursuant to the Applicable Circulars through VC/OAVM, the route map to the AGM venue is not required to be annexed to this Notice.
5. As this AGM is being held pursuant to the Applicable Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not required to be annexed to this Notice.
6. M/s. KFin Technologies Private Limited, Registrar & Transfer Agent of the Company (“RTA”), shall be providing facility for voting and for attending the AGM through VC. Members may note that the VC facility provided by RTA allows participation of upto 2,000 members on a first-come-first-served basis. The members (holding 2% or more shareholding), Promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinisers, etc. can attend the AGM without any restriction on account of first-come-first-served principle. Members can login and join 30 (Thirty) minutes prior to the schedule time of meeting and window for joining shall be kept open till the expiry of 15 (Fifteen) minutes after the scheduled time. The detailed instructions for remote e-voting, participation in the AGM through VC and for e-voting during the AGM are provided in **Annexure – A** attached to this Notice.
7. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to cast its vote through remote e-voting, together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at email id [sanjaygrover7@gmail.com](mailto:sanjaygrover7@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) and [investors@tcnsclothing.com](mailto:investors@tcnsclothing.com). The scanned image of the above-mentioned documents should be in the naming format “TCNS Clothing Co. Limited\_6121.”
8. In case of joint holders, only such joint holder whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
9. Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, i.e., Friday, September 17, 2021.
10. The Company has appointed M/s. Sanjay Grover

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and Associates, Practicing Company Secretaries, to act as the Scrutiniser to scrutinise the E-voting process in a fair and transparent manner and Mr. Devesh Vasisht (FCS No. 8488 and CP No. 13700) and in case of his unavailability Ms. Priyanka (FCS No. 10898 and C P No. 16187) on behalf of M/s. Sanjay Grover and Associates, has communicated his/her willingness to be appointed and be available for the purpose.

11. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. Pursuant to the provisions of Regulation 42 of the SEBI (LODR) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 11, 2021 to Friday, September 17, 2021 (Date of AGM) (Both days inclusive). The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-Off Date i.e. Friday, September 10, 2021.
13. Pursuant to Section 101 and Section 136 of the Act read with the applicable circulars and relevant Rules made thereunder, to support the "Green Initiative" announced by the Government of India, read with Applicable Circulars, the Company is sending the Annual Report and Notice of the AGM with e-voting instructions only in electronic form to the registered email addresses of the Members. All the members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Friday, August 13, 2021 have been considered for the purpose of sending the AGM Notice and the Annual Report. Therefore, those Members who have not yet registered their email address are requested to get their email addresses registered by following the procedure provided in **Annexure-A** attached to this Notice.
14. Pursuant to Section 72 of the Act read with the Rules made thereunder, members holding shares in single name may avail the facility of nomination in respect of shares held by them. Members holding shares in physical form may avail this facility by sending a nomination in the prescribed Form No. SH-13 to KFin Tech. Members holding shares in electronic form may contact their respective DPs for availing this facility. The Nomination form can be downloaded from the Company's website at <https://wforwoman.com/content/investor-support-nomination-form/>.
15. Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. April 01, 2019. Accordingly, the Company/KFin Tech has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail the facility of dematerialisation by contacting the Company/KFin Tech for assistance in this regard.
16. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members are, therefore, requested to submit their PAN to their Depository Participant(s) with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN to KFin Tech.
17. In case of change in residential status of Non-Resident Indian Shareholders, the same should be immediately informed to the Registrar & Share Transfer Agents of the Company along with particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank.

**18. INSPECTION OF DOCUMENTS:**

- (i) Certificate from Deloitte Haskins and Sells LLP, Statutory Auditors of the Company, with respect to implementation of Employee Stock Option Scheme, Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act and all other relevant documents referred to in the Notice will be available electronically for inspection by the Members during the AGM.



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- (ii) All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [investors@tcnsclothing.com](mailto:investors@tcnsclothing.com). Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company at least 10 days before the date of AGM, through email at [investors@tcnsclothing.com](mailto:investors@tcnsclothing.com). The same will be replied by the Company suitably.
19. (i) Further, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/ DPs in order to increase the efficiency of the voting process.
19. (ii) Individual demat account holders would be able to cast their vote without having to register again with the E-Voting Service Provider (“ESP”) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
20. The 24<sup>th</sup> Annual General Meeting is being convened through VC/OAVM in Compliance with applicable provisions of the Companies Act, 2013 read with Rules and Applicable Circulars.
21. The recorded transcript of this meeting, shall be made available on the website of the Company at [www.wforwoman.com](http://www.wforwoman.com).

**Notice (Contd.)****ANNEXURE -A****DETAILED INSTRUCTIONS FOR REMOTE E-VOTING, PROCESS TO RECEIVE NOTICE AND LOGIN CREDENTIALS BY THE PERSONS WHO BECOME MEMBERS AFTER THE CUT-OFF DATE, PROCESS FOR PARTICIPATION IN THE AGM THROUGH VC, AND FOR E-VOTING DURING THE AGM.**

1. Members desiring to download the Annual Report and Notice of the AGM, may visit the website of the Company <https://wforwoman.com/content/investor-relation/> or the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited at [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com) respectively, or the website of the RTA viz. <https://evoting.kfintech.com>, for the same. Alternatively, Members may send an email request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) for sending the Annual report and Notice of AGM by email.
2. Members who have not registered their email address, as a consequence of which the Annual Report, Notice of AGM with e-voting instructions could not be serviced, may temporarily get their email address and mobile number updated with the Company's RTA, by clicking the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the Notice and e-voting instructions along with the User ID and Password. Alternatively, in case of any queries, Members may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master Copy for electronic folios/ share certificate for physical shares. Members may however note that this is a temporary registration and the Company urges all Members

to get their email address and mobile number registered with their respective Depository Participant(s).

**3. INSTRUCTION FOR REMOTE E-VOTING**

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI (LODR) Regulations, 2015 and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 in relation to "e-Voting Facility provided by Listed Entities", the Company is pleased to provide the facility to Members to exercise their right to vote on all the resolutions as set forth in this Notice and proposed to be passed at AGM by electronic means, through the e-Voting services provided by KFin Tech.

**A. LOGIN METHOD FOR REMOTE E-VOTING FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE.**

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the E-Voting Service Provider ("ESP") thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access remote e-Voting facility.

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**OPTION 1 – LOGIN THROUGH DEPOSITORIES**

Members having NSDL as Depository	Members having CDSL as Depository
<p>1. Members who have already registered and opted for IDeAS facility to follow below steps:</p> <ul style="list-style-type: none"> <li>(i) Go to URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>(ii) Click on the “Beneficial Owner” icon under “IDeAS” section.</li> <li>(iii) On the new page, enter the existing User ID and Password. Post successful authentication, click on “Access to e-Voting”.</li> <li>(iv) Click on the Company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ul>	<p>1. Members who have already registered and opted for Easi/Easiest to follow below steps:</p> <ul style="list-style-type: none"> <li>(i) Go to URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> ; or</li> <li>(ii) URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a> and then go to Login and select New System Myeasi</li> <li>(iii) Login with user id and password.</li> <li>(iv) The option will be made available to reach e-Voting page without any further authentication.</li> <li>(v) Click on company name or e-Voting service provider name to cast your vote during the remote e-Voting period.</li> </ul>
<p>2. User not registered for IDeAS e-Services</p> <ul style="list-style-type: none"> <li>(i) To register click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> (Select “Register Online for IDeAS”) or <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>(ii) Proceed with completing the required fields.</li> </ul>	<p>2. User not registered for Easi/Easiest</p> <ul style="list-style-type: none"> <li>(i) Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>(ii) Proceed with completing the required fields.</li> </ul>
<p>3. First-time users can visit the e-Voting website directly and follow the process below:</p> <ul style="list-style-type: none"> <li>(i) Go to URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>(ii) Click on the icon “Login” which is available under “Shareholder/Member” section.</li> <li>(iii) Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>(iv) Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</li> <li>(v) Click on the Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ul>	<p>3. First-time users can visit the e-Voting website directly and follow the process below:</p> <ul style="list-style-type: none"> <li>(i) Go to URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>(ii) Click on the icon “E-Voting”</li> <li>(iii) Provide demat Account Number and PAN.</li> <li>(iv) System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>(v) After successful authentication, the user will be provided links for the respective ESP where the e- Voting is in progress.</li> <li>(vi) Click on the Company name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ul>



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### OPTION 2 - LOGIN THROUGH DEPOSITORY PARTICIPANTS

- (i) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.
- (ii) Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.
- (iii) Click on options available against company name or e-Voting service provider–KFin Tech and you will be redirected to e-Voting website of KFin Tech for casting your vote during the remote e-Voting period without any further authentication.

**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1-800-1020-990 and 1-800-224-430
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk. <a href="mailto:evoting@cDSLindia.com">evoting@cDSLindia.com</a> or contact at 022-23058738 or 022-23058542-43

### B. LOGIN METHOD FOR E-VOTING: APPLICABLE FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE AND SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE.

- (i) Please access the RTA's e-voting platform at the URL: <https://evoting.kfintech.com/>

- (ii) Members whose email IDs are registered with the Company/Depository Participants (s), will receive an email from RTA which will include details of **E-Voting Event Number (EVEN) i.e. 6121**, USER ID and password. Members are requested to use these credentials at the Remote Voting Login at the above-mentioned URL.
- (iii) Alternatively, if the member is already registered with RTA's e-voting platform, then he can use their existing User ID and password for casting the vote through remote e-voting. If they have forgot the password, then they may click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- (iv) Members can also use SMS service to get the credentials if their mobile number is registered against Folio No./DP ID Client ID, by sending SMS: MYEPWD <space> EVEN No+Folio No. (in case of physical shareholders) or MYEPWD <space> DP ID Client ID (in case of shares held in DEMAT form) to 9212993399.

Example for NSDL	MYEPWD <SPACE> IN12345612345678
Example for CDSL	MYEPWD <SPACE> 1402345612345678
Example for Physical	MYEPWD <SPACE> Event No. TCNS12345678

### 4. OTHER GENERAL INSTRUCTION FOR REMOTE E-VOTING:

- (i) The remote e-voting facility will be available during the following period:

Start date and time	Tuesday, September 14, 2021 at 09.00 a.m IST
End date and time	Thursday, September 16, 2021 at 05.00 p.m IST

- (ii) The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled/blocked by RTA upon expiry of the aforesaid period.

## Notice (Contd.)

Once the vote on a resolution is cast by the Member(s), they shall not be allowed to change it subsequently or cast the vote again.

- (iii) In case of any query pertaining to e-voting, please refer “Help” or “FAQs” and “User Manual for shareholders” available at the “Download” section on the website (bottom corner) of our RTA at <https://evoting.kfintech.com/>. Member may also call RTA at toll free number 1-800-3094-001 or send an e-mail request to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) for all e-voting related matters.

### 5. INSTRUCTION FOR E-VOTING AT E-AGM:

- (i) Only those members who will be present in the e-AGM through video conference facility and have not cast their vote earlier through remote e-voting are eligible to vote through e-voting during the e-AGM.
- (ii) Members who have cast their votes by remote e-voting prior to the meeting may attend the meeting but shall not be entitled to cast their vote again.
- (iii) Upon the declaration by the Chairperson about the commencement of e-voting at e-AGM, Members shall be required to click on the “Vote”/(🗳️) icon on the left-hand bottom corner of their video screen for voting at the e-AGM, which will take them to the “Instapoll” page.
- (iv) Members to click on the “Instapoll” icon to reach the resolution page and follow the instructions to vote on the resolutions.
- (v) The facility of Instapoll will be available not exceeding 15 minutes from the commencement of e-voting as declared by the Chairman at e-AGM and can be used for voting only by those Members who hold shares as on the Cut-Off Date viz. Friday, September 10, 2021 and who have not already cast their vote(s) through remote e-voting.

### 6. INSTRUCTION FOR MEMBERS FOR ATTENDING THE E-AGM:


- i. Member will be provided with a facility to attend the AGM through VC/OAVM platform provided by KFin Tech. Members may access the same at <https://emeetings.kfintech.com/>.

com by using the e-voting login credentials provided in the email received from the Company/KFin Tech. After logging in, click on the Video Conference tab and select the EVEN (i.e. 6121) of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.

- ii. Facility for joining AGM through VC/OAVM shall open atleast 30 (Thirty) minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC/OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. Members who would like to express their views/ask the questions may register their queries before the AGM by accessing the link <https://emeetings.kfintech.com> from Sunday, September 12, 2021 to Tuesday, September 14, 2021. The Company has further provided a “post your query” option, to the members to express their views or ask questions during the AGM. The Company reserves the right to restrict the number of answers to the queries depending on the availability of time for the AGM. The unanswered queries, if any, shall be answered by the Company after the AGM suitably. Please note that, Member’s questions will be answered only if they continue to hold shares as on the Cut-Off Date.
- vi. A video guide assisting the members attending e-AGM either as a speaker or participant is available for quick reference at URL <https://cruat04.kfintech.com/>

**Notice (Contd.)**

[emeetings/video/howitworks.aspx](#)

- vii. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC/OAVM platform. The Members may click on the "Vote"/() icon displayed on the screen to cast their votes.
- viii. A Member can opt for only single mode of voting i.e., through Remote e-voting or instapoll voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- ix. Institutional Members are encouraged to attend and vote at the AGM through VC/OAVM.

**7. OTHER INSTRUCTIONS**

- i. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions ("FAQs") and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFin Tech's Website) or contact [investors@tcnsclothing.com](mailto:investors@tcnsclothing.com), at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFin Tech's toll free No. 1-800-3454-001 for any further clarifications.
- ii. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Friday, September 10, 2021, being the Cut-Off Date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- iii. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e. Friday, September 10, 2021.
- iv. The Scrutiniser shall, immediately after the conclusion of the remote e-voting (Instapoll) at the AGM, first count the votes cast through remote e-voting (Instapoll) during the Meeting and thereafter unblock the votes cast through remote e-voting before the AGM in presence of at least two witnesses not in the employment of the Company, and make a consolidated Scrutiniser's Report of the total vote cast in favour or against, if any, and submit the same to the Chairman or a person authorised by him in writing who shall countersign the same.
- v. The results on resolutions shall be declared not later than 48 hours from the conclusion of the Meeting of the Company and the resolutions will be deemed to be passed on the date of the Meeting, subject to receipt of the requisite number of votes in favour of the resolutions.
- vi. The results declared along with the Scrutiniser's Report will be made available on the website of the Company ([www.wforwoman.com](http://www.wforwoman.com)) and on Service Provider's website (<https://evoting.kfintech.com>) and the same shall be communicated to National Stock Exchange of India Limited and BSE Limited within 48 hours from the conclusion of the Meeting.

## Notice (Contd.)

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT") AND THE SECRETARIAL STANDARDS ON GENERAL MEETINGS ("SS-2") ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA ("SECRETARIAL STANDARDS")

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

#### Item No. 3

On the recommendation of the Nomination and Remuneration Committee under Section 197 and 198 of the Companies Act, 2013, the Board at its meeting held on August 13, 2021 approved the remuneration of Mr. Onkar Singh Pasricha, Chairman and Executive Director of the Company on the terms and conditions enumerated below:

- Salary: ₹ 3.0 Mn. per annum (including Retirals and Perquisites).
- Commission: Nil
- Perquisites: Perquisites include HRA, expenses pertaining to fuel, electricity, other utilities, medical reimbursement, Leave Travel Concession, conveyance, personal accident insurance, car usage telephone expenses.
- Retirals: As per policy of the Company and applicable laws.
- Sitting Fee: Nil

The remuneration proposed to be paid to Mr. Onkar Singh Pasricha, Chairman and Executive Director of the Company for FY 2021-22 is equal to the amount as was approved for the FY 2020-21. Due to unprecedented COVID-19 pandemic situation, Mr. Onkar Singh Pasricha had foregone more than 80% (eighty percent) of his approved remuneration for the FY 2020-21.

A brief resume of Mr. Onkar Singh Pasricha, nature of his expertise in specific functional areas, names of companies in which he holds Directorships and Memberships/Chairmanships of Board Committees and Shareholding etc. as stipulated under the SEBI (LODR) Regulations, 2015, are provided as **Annexure-B** to this notice.

It is submitted that based on the projections, the managerial remuneration individually is within the limits specified in Section 197 of the Companies Act, 2013 and is in compliance with Schedule V of the Companies Act, 2013 but the overall managerial remuneration of Directors may exceed the limits specified in Section 197 read with Schedule V of the Companies Act, 2013. Accordingly, necessary disclosure as required under Schedule V of the Companies Act, 2013 for the purpose of aforesaid remuneration as minimum remuneration, forms part of this notice.

The Board of Directors recommends the Resolution at Item No. 3 of the accompanying Notice for the approval of the members of the Company by way of a Special Resolution.

Except Mr. Onkar Singh Pasricha and his relatives, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or financially or otherwise interested in Resolution at item No. 3. Statements in terms of Schedule V of the Companies Act, 2013 relating to Remuneration payable to Managerial Personnel is annexed as **Annexure-C**.

#### Item No. 4

Mr. Anant Kumar Daga was appointed and designated as Managing Director of the Company by the Board at its Meeting held on September 07, 2016 for a period of Five (5) years. Further the Board of Directors on the recommendation of Nomination and Remuneration Committee of the Company, at their meeting held on August 13, 2021 has re-appointed Mr. Anant Kumar Daga as the Managing Director of the Company for a further period of 5 (five) years from September 07, 2021 up to September 06, 2026, upon the terms & conditions hereinafter mentioned.

A brief resume of Mr. Anant Kumar Daga, nature of his expertise in specific functional areas, names of companies in which he holds Directorships and Memberships/Chairmanships of Board Committees and Shareholding etc. as stipulated under the SEBI (LODR) Regulations, 2015, are provided as **Annexure-B** to this notice.

## Notice (Contd.)

It is submitted that based on the projections, the overall managerial remuneration of Directors may exceed the limits specified in Section 197 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013. The Members are requested to consider the fixation of remuneration of Mr. Anant Kumar Daga, Managing Director of the Company for FY 2021-22 at the same level as was approved for the FY 2020-21. Due to unprecedented COVID-19 pandemic situation, Mr. Anant Kumar Daga had foregone more than 80% (eighty percent) of his approved remuneration for the FY 2020-21.

Further, as per the recommendation of the Nomination and Remuneration Committee, the Board at its Meeting held on August 13, 2021 approved the remuneration of Mr. Anant Kumar Daga for the FY 2021-22.

The principal terms and conditions of appointment of Mr. Anant Kumar Daga as the Managing Director are as follows:

- a. Period of Appointment: for a period of five years from September 07, 2021 up to September 06, 2026.
- b. Remuneration: The proposed remuneration of Mr. Anant Kumar Daga would be as under:
  - Salary: ₹ 25.5 Mn. per annum (including Retirals and Perquisites).
  - Commission: Nil
  - Perquisites: Perquisites include HRA, expenses pertaining to fuel, electricity, other utilities, medical reimbursement, Leave Travel Concession, conveyance, personal accident insurance, car usage telephone expenses and excludes any perquisite benefit arising upon the exercise of stock options since it can't be pre-determined.
  - Retirals: As per policy of the Company and applicable laws.
  - Sitting Fee: Nil

The Board of Directors recommends the Resolution at Item No. 4 of the accompanying Notice, for the approval of the Members of the Company by way of Special Resolution.

Except Mr. Anant Kumar Daga with his immediate relatives, none of Directors, Key Managerial Personnel and their relatives are considered to be concerned or interested financially or otherwise, in the said Resolution. Statements in terms of Schedule V of the Companies Act, 2013 relating to Remuneration payable to Managerial Personnel is annexed as **Annexure-C**.



Notice (Contd.)

ANNEXURE-B

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AND SEEKING FIXATION OF REMUNERATION AT THE 24<sup>TH</sup> ANNUAL GENERAL MEETING

[PURSUANT TO REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CLAUSE 1.2.5 OF SECRETARIAL STANDARDS-2 ON GENERAL MEETINGS]

Name of the Director	Mr. Anant Kumar Daga (DIN: 07604184)	Mr. Onkar Singh Pasricha (DIN: 00032290)
Date of Birth	April 28, 1977	September 21, 1950
Age (years)	44	70
Date of first Appointment	September 07, 2016	December 03, 1997
Relationship with Directors, Manager and other KMP	Not related to any Director of the Company	Not related to any Director of the Company
Expertise in specific functional area	Mr. Anant Kumar Daga joined TCNS Clothing Co. Limited as a Chief Executive Officer with effect from March 16, 2010 and has been on the Board since September 07, 2016. Prior to joining your Company, Mr. Anant Kumar Daga has worked with Reebok India and ICICI bank.	Mr. Onkar Singh Pasricha has been on Company's Board since December 03, 1997 and was last re-appointed (retirement by rotation) on August 26, 2019. Mr. Onkar Singh Pasricha has more than 42 years of experience in the apparel industry.
Qualification	Bachelor's degree in commerce from the University of Calcutta and a post-graduate diploma in management from Indian Institute of Management, Ahmedabad	B-Tech, Electrical Engineering, IIT-Delhi.
Experience	Mr. Anant Kumar Daga joined TCNS Clothing Co. Limited as a Chief Executive Officer with effect from March 16, 2010 and has been on the Board since September 07, 2016. Prior to joining your Company, Mr. Anant Kumar Daga has worked with Reebok India and ICICI bank.	Mr. Onkar Singh Pasricha has been on Company's Board since December 03, 1997 and was last re-appointed (retirement by rotation) on August 26, 2019. Mr. Onkar Singh Pasricha has more than 42 years of experience in the apparel industry.
Terms and conditions of appointment/re-appointment	Terms and Conditions of re-appointment and remuneration are as per the Remuneration and Nomination Policy of the Company as displayed on the Company's website i.e. <a href="http://www.wforwoman.com">www.wforwoman.com</a>	Terms and Conditions of payment of remuneration are as per the Remuneration and Nomination Policy of the Company as displayed on the Company's website i.e. <a href="http://www.wforwoman.com">www.wforwoman.com</a>
Details of Remuneration sought to be paid	₹ 25.5 Mn. per annum	₹ 3.0 Mn. per annum
Remuneration last drawn	<b>Last drawn remuneration:</b> <ul style="list-style-type: none"> <li>Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961: ₹ 40,96,440/- per annum.</li> <li>Contribution to PF: ₹ 2,81,829/-</li> <li>Value of perquisites u/s 17(2) Income-tax Act, 1961 ₹ 28,800/-</li> </ul> <b>(Remuneration of ₹ 25.5 Mn. per annum was approved by the shareholders for FY 2020-21 at their meeting held on September 24, 2020).</b>	<b>Last drawn remuneration:</b> <ul style="list-style-type: none"> <li>Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961: ₹ 5,19,336/- per annum.</li> <li>Contribution to PF: ₹ 50,400/-</li> <li>Value of perquisites u/s 17(2) Income-tax Act, 1961 ₹ 28,800/-</li> </ul> <b>(Remuneration of ₹ 3.0 Mn. per annum was approved by the shareholders for FY 2020-21 at their meeting held on September 24, 2020).</b>

**Notice (Contd.)**

No. of meetings of the Board attended during the year	6 out of 6 Board Meetings	6 out of 6 Board Meetings
Board Membership of other companies as on March 31, 2021	Nil	<ol style="list-style-type: none"> <li>1. TCNS Limited</li> <li>2. Impressions Global Private Limited</li> <li>3. TCNS Resorts Private Limited</li> <li>4. Elco Systems Private Limited</li> <li>5. TCNS Technologies Private Limited</li> <li>6. Greentex Apparel Solutions Private Limited</li> <li>7. Goodearth Clothing Co. Private Limited</li> </ol>
Chairman/Member of the Committee of the Board of Directors as on March 31, 2021	Risk Management Committee (Chairman) Stakeholders Relationship Committee (Member)	Nomination and Remuneration Committee (Member)  Risk Management Committee (Member)  Corporate Social Responsibility Committee (Member)
Chairman/Member of the Committee of Directors of other companies in which he is a director as on March 31, 2021	Nil	Nil
a) Audit Committee	Nil	Nil
b) Stakeholders' Relationship Committee	Nil	Nil
c) Nomination and Remunerations Committee	Nil	Nil
Number of shares held in the Company as on March 31, 2021	36,05,124 equity shares	67,52,681 equity shares

Notice (Contd.)

ANNEXURE- C

ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V

GENERAL INFORMATION:

Nature of industry	Manufacturing and Retailing of women apparel.		
Date or expected date of commencement of commercial production	The Company is in operation since December 3, 1997.		
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable		
Financial performance based on given indicators	The Financial performance of the Company for Financial Year ended on March 31, 2021 and March 31, 2020 is as under: all the figures are in Mn. except Earning per share		
	<b>Particulars</b>	<b>Current year (FY 2020-21)</b>	<b>Previous year (FY 2019-20)</b>
	Profit (Loss) After Tax	(563.83)	694.12
	Net-worth including balance in profit and loss account	6,119.84	6,600.00
	Earning per share – basic (in ₹)	(8.85)	10.85
	Turnover (Revenue from Operations)	6,355.36	11,486.67
Foreign investments or collaborations, if any.	One Foreign Body Corporate–Wagner Limited holding 29.29% of the total shareholding of the Company (excludes Foreign Mutual Funds, Foreign Portfolio, Non Residents Individuals having shareholding in the Company).		

Information about the Directors:

Background Details	Particulars	Information	
	<b>Name</b>	Mr. Anant Kumar Daga	Mr. Onkar Singh Pasricha
	<b>Father's name</b>	Mr. Krishan Kumar Daga	Mr. N.S. Pasricha
	<b>Age</b>	44 years	70 years
	<b>Qualification</b>	Bachelor's degree in commerce from the University of Calcutta and post graduate diploma in management from Indian Institute of Management, Ahmedabad.	Bachelor's degree in technology in electrical engineering from Indian Institute of Technology, Delhi.
<b>Past Experience</b>		Mr. Anant Kumar Daga joined TCNS Clothing Co. Limited as Chief Executive Officer with effect from March 16, 2010 and has been on your Board since September 07, 2016, Prior to joining TCNS, Mr. Daga has worked with Reebok India and ICICI Bank.	Mr. Onkar Singh Pasricha has been on the Board since December 03, 1997 and was last re-appointed on August 26, 2019. He has more than 42 years of experience in the apparel industry.

## Notice (Contd.)

<b>Past Remuneration</b>	<b>Last drawn remuneration:</b> <ul style="list-style-type: none"> <li>Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961: ₹ 40,96,440/- per annum.</li> <li>Contribution to PF: ₹ 2,81,829/-</li> <li>Value of perquisites u/s 17(2) Income-tax Act, 1961 ₹ 28,800/- <b>(Remuneration of ₹ 25.5 Mn. per annum was approved by the shareholders for FY 2020-21 at their meeting held on September 24, 2020).</b></li> </ul>		<b>Last drawn remuneration:</b> <ul style="list-style-type: none"> <li>Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961: ₹ 5,19,336/- per annum.</li> <li>Contribution to PF: ₹ 50,400/-</li> <li>Value of perquisites u/s 17(2) Income-tax Act, 1961 ₹ 28,800/- <b>(Remuneration of ₹ 3.0 Mn. per annum was approved by the shareholders for FY 2020-21 at their meeting held on September 24, 2020).</b></li> </ul>	
<b>Recognition or awards</b>	<ul style="list-style-type: none"> <li>Featured in the Economic Times “Forty under Forty” list of India’s hottest business leaders for 2017.</li> <li>Brand Professional of the Year 2017 by CMAI</li> </ul>		N.A.	
<b>Job profile and his suitability</b>	Mr. Anant Kumar Daga joined TCNS Clothing Co. Limited as Chief Executive Officer with effect from March 16, 2010 and has been on the Board since September 07, 2016, Prior to joining TCNS, Mr. Daga has worked with Reebok India and ICICI Bank.		Mr. Onkar Singh Pasricha has been on the Board since December 03, 1997 and was last re-appointed (retirement by rotation) on August 26, 2019. He has more than 42 years of experience in the apparel industry.	
<b>Remuneration proposed</b>	<b>Particulars</b>	<b>Information</b>	<b>Particulars</b>	<b>Information</b>
	<b>Salary</b>	₹ 25.5 Mn. per annum	<b>Salary</b>	₹ 3.0 Mn. per annum
	<b>Commission</b>	Nil	<b>Commission</b>	Nil
	<b>Perquisites</b>	Perquisites include HRA, expenses pertaining to fuel, electricity, other utilities, medical reimbursement, Leave Travel Concession, conveyance, personal accident insurance, car usage telephone expenses but excludes any perquisite benefit arising upon the exercise of stock options since it can't be predetermined.	<b>Perquisites</b>	Perquisites include HRA, expenses pertaining to fuel, electricity, other utilities, medical reimbursement, Leave Travel Concession, conveyance, personal accident insurance, car usage telephone expenses.
	<b>Retirals</b>	As per policy of the Company and applicable laws.	<b>Retirals</b>	As per policy of the Company and applicable laws.
	<b>Sitting Fee</b>	Nil	<b>Sitting Fee</b>	Nil

Notice (Contd.)

<b>C o m p a r a t i v e remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)</b>	The remuneration as proposed of Mr. Anant Kumar Daga is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and nature of its businesses. Moreover in his position as Managing Director of the Company, Mr. Daga is responsible for overseeing the overall operations of the Company.	Mr. Onkar Singh Pasricha has more than forty two (42) years of experience in the apparel industry. Mr. Pasricha is responsible for overseeing the Company and functioning of Board in his position as Executive Director and Chairman of the Company. The remuneration of Mr. Onkar Singh Pasricha is commensurate with the role and responsibility handled by him.
<b>P e c u n i a r y relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.</b>	Besides the remuneration proposed and current equity holding in the Company, Mr. Anant Kumar Daga does not have any pecuniary relationship with the Company, except the eligibility for ESOP options as per the ESOP Schemes of the Company.	Besides the remuneration proposed and current equity holding in the Company, Mr. Onkar Singh Pasricha does not have any pecuniary relationship with the Company.

Other information:

<b>Reasons of loss or inadequate profits</b>	Considering the COVID-19 pandemic impact and the resultant restrictions, it is estimated that there might be disruption of the business operations and loss of revenues for the Company which may result in the inadequacy of profits during the financial year. However, the Company is a profitable entity.	Considering the COVID-19 pandemic impact and the resultant restrictions, it is estimated that there might be disruption of the business operations and loss of revenues for the Company which may result in the inadequacy of profits during the financial year. However, the Company is a profitable entity.
<b>Steps taken or proposed to be taken for improvement/expected increase in productivity and profits.</b>	Not Applicable	Not Applicable
<b>Expected increase in productivity and profits in measurable terms</b>	The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been pursuing and implementing its strategies to improve financial performance. But owing to the COVID-19 pandemic the business is expected to grow at slow pace.	The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been pursuing and implementing its strategies to improve financial performance. But owing to the COVID-19 pandemic the business is expected to grow at slow pace.

Disclosures:

<b>R e m u n e r a t i o n package of The managerial person:</b>	Fully described in the explanatory statement as stated above.	Fully described in the explanatory statement as stated above.
<b>Disclosures in the Board of Directors' report under the heading "Corporate Governance" included in Annual Report for the FY 2020-21:</b>	The requisite details of remuneration etc. of Directors are included in the Corporate Governance Report, forming part of the Annual Report of FY 2020-21 of the Company.	The requisite details of remuneration etc. of Directors are included in the Corporate Governance Report, forming part of the Annual Report of FY 2020-21 of the Company.