

Date: September 19, 2021

To Corporate Relations Department BSE Limited 1st Floor, New Trading Ring Rotunda Building, P J Tower Dalal Street, Fort, Mumbai 400 001	To Corporate Listing Department National Stock Exchange of India Ltd Exchange Plaza, 5th Floor Plot No.C-1, G Block Bandra-Kurla Complex Bandra (East), Mumbai 400 051.
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Dear Sir/ Madam,

Sub: Submission of Voting Results/Scrutinizers Report.

Ref: Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Scrip Code: BSE Code: 541700, NSE Code: TCNSBRANDS

Pursuant to provisions of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that the members of the Company at its 24th Annual General Meeting (AGM) held on Friday, 17th September, 2021 through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) transacted the business as stated in the Notice dated 13th August, 2021. In this connection, we hereby enclose the consolidated results of Remote e-Voting & voting system ("Insta Poll") at the Meeting in the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 together with Scrutinizer's Report.

This is for your information and records.

For and On behalf of TCNS Clothing Co. Limited



Piyush Asija
Company Secretary and Compliance Officer
M. No: A21328



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: 119, W-HOUSE, NEELGAGAN TOWER, MANDI ROAD, SULTANPUR, MEHRAULI, NEW DELHI- 110030
CIN- L99999DL1997PLC090978

TCNS Clothing Co. Limited

Voting Results of 24th Annual General Meeting

Details of e-Voting at AGM and Remote e-Voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:

Date of the AGM	17.09.2021
Total number of shareholders on cut-off date i.e. September 10, 2021	15,378
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: Public:	NA
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group: Public:	8 73

1. Ordinary Resolution: 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.

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	Remote e-Voting	1,98,76,757	1,95,52,224	98.3673	1,95,52,224	0	100.0000	0.0000
	e-Voting at AGM		3,24,533	1.6327	3,24,533	0	100.0000	0.0000
	Total		1,98,76,757	100.0000	1,98,76,757	0	100.0000	0.0000
Public-Institutions	Remote e-Voting	1,49,13,135	97,08,962	65.1034	97,08,962	0	100.0000	0.0000
	e-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		97,08,962	65.1034	97,08,962	0	100.0000	0.0000



Public-Non Institutions	Remote e-Voting	2,67,49,357	2,28,21,011	85.3142	2,28,20,986	25	99.9999	0.0001
	e-Voting at AGM		7,59,555	2.8395	7,59,555	0	100.0000	0.0000
	Total		2,35,80,566	88.1538	2,35,80,541	25	99.9999	0.0001
Total		6,15,39,249	5,31,66,285	86.3941	5,31,66,260	25	100.0000	0.0000

2. Ordinary Resolution: To appoint Mr. Onkar Singh Pasricha (DIN: 00032290) as a Director, who retires by rotation and being eligible, offers himself for re- appointment.

Whether promoter/ promoter group are interested in the Agenda/resolution

No

Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	Remote e-Voting	1,98,76,757	1,95,52,224	98.3673	1,95,52,224	0	100.0000	0.0000
	e-Voting at AGM		3,24,533	1.6327	3,24,533	0	100.0000	0.0000
	Total		1,98,76,757	100.0000	1,98,76,757	0	100.0000	0.0000
Public-Institutions	Remote e-Voting	1,49,13,135	97,08,962	65.1034	94,47,676	2,61,286	97.3088	2.6912
	e-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		97,08,962	65.1034	94,47,676	2,61,286	97.3088	2.6912
Public-Non Institutions	Remote e-Voting	2,67,49,357	2,28,20,991	85.3142	2,28,20,858	133	99.9994	0.0006
	e-Voting at AGM		7,59,555	2.8395	7,59,555	0	100.0000	0.0000
	Total		2,35,80,546	88.1537	2,35,80,413	133	99.9994	0.0006
Total		6,15,39,249	5,31,66,265	86.3941	5,29,04,846	2,61,419	99.5083	0.4917



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

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	Remote e-Voting	1,98,76,757	1,95,52,224	98.3673	1,95,52,224	0	100.0000	0.0000
	e-Voting at AGM		3,24,533	1.6327	3,24,533	0	100.0000	0.0000
	Total		1,98,76,757	100.0000	1,98,76,757	0	100.0000	0.0000
Public-Institutions	Remote e-Voting	1,49,13,135	97,08,962	65.1034	97,05,916	3,046	99.9686	0.0314
	e-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		97,08,962	65.1034	97,05,916	3,046	99.9686	0.0314
Public-Non Institutions	Remote e-Voting	2,67,49,357	2,28,20,996	85.3142	2,28,20,858	138	99.9994	0.0006
	e-Voting at AGM		7,59,555	2.8395	7,59,555	0	100.0000	0.0000
	Total		2,35,80,551	88.1537	2,35,80,413	138	99.9994	0.0006
Total		6,15,39,249	5,31,66,270	86.3941	5,31,63,086	3,184	99.9940	0.0060

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

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	Remote e-Voting	1,98,76,757	1,95,52,224	98.3673	1,95,52,224	0	100.0000	0.0000
	e-Voting at AGM		3,24,533	1.6327	3,24,533	0	100.0000	0.0000
	Total		1,98,76,757	100.0000	1,98,76,757	0	100.0000	0.0000



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Public-Institutions	Remote e-Voting	1,49,13,135	97,08,962	65.1034	97,08,962	0	100.0000	0.0000
	e-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		97,08,962	65.1034	97,08,962	0	100.0000	0.0000
Public-Non Institutions	Remote e-Voting	2,67,49,357	2,28,20,996	85.3142	2,28,20,866	130	99.9994	0.0006
	e-Voting at AGM		7,59,555	2.8395	7,59,555	0	100.0000	0.0000
	Total		2,35,80,551	88.1537	2,35,80,421	130	99.9994	0.0006
Total		6,15,39,249	5,31,66,270	86.3941	5,31,66,140	130	99.9998	0.0002



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SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

B-88, 1ST Floor, Defence Colony, New Delhi - 110 024
Tel. : (011) 4679 0000, Fax : (011) 4679 0012
e-mail : contact@cssanjaygrover.in
website : www.cssanjaygrover.in

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 ("the Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules") as amended]

To,

The Chairman

TCNS CLOTHING CO. LIMITED

(CIN: L99999DL1997PLC090978)

119, New Manglapuri, W House, Mandi Road,

Sultanpur, Mehrauli, South Delhi -110030

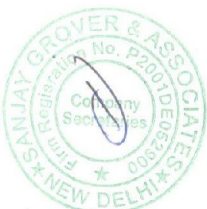
Dear Sir,

I, Devesh Kumar Vasisht, Partner of M/s Sanjay Grover & Associates, Company Secretaries, having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer by the Board of Directors of TCNS Clothing Co. Limited (" the Company") in its meeting held on August 13, 2021 for the purpose of scrutinizing the voting process i.e. remote e-Voting and e-Voting at 24th Annual General Meeting ("AGM") under the provisions of Section 108 of the Act, read with the Rules and General Circular Nos. 14/2020, 17/2020, 20/2020 & 02/2021 issued by the Ministry of Corporate Affairs ("MCA") on April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021 respectively and SEBI Circulars dated May 12, 2020 and January 15, 2021 ("MCA & SEBI Circulars") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable laws and regulations (including any statutory modifications or re-enactments thereof, for the time being in force) in respect of the resolutions as mentioned in the Notice dated August 13, 2021 ('AGM Notice') for AGM of the Company held on September 17, 2021 at 02:30 p.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM).



I submit my report as under:-

1. The management of the Company is responsible to ensure the compliance with the requirements of (i) the Act and the Rules made thereunder (ii) the MCA & SEBI Circulars; and (iii) the Listing Regulations related to e-Voting in respect of the resolutions contained in the AGM Notice and also for ensuring a secured framework for e-Voting.
2. My responsibility as Scrutinizer for e-Voting at the AGM and remote e-Voting is restricted to make a consolidated scrutinizer's report of the votes cast in 'Favour' or 'Against' the resolutions contained in the AGM Notice, based on the reports generated from the e-Voting system provided by KFin Technologies Private Limited ("KFin Tech").
3. The remote e-Voting period commenced on Tuesday, September 14, 2021 at 09:00 a.m. and ended on Thursday, September 16, 2021 at 05:00 p.m. via e-Voting platform on the designated website of KFin Tech, Authorized Agency to provide e-Voting facility viz.: <https://www.evoting.kfintech.com>. The Company provided e-Voting facility to the Members who participated / attended through VC/OAVM to enable such Members to cast their votes, if they had not cast their vote earlier through remote e-Voting.
4. The Members of the Company as on the "Cut-off Date" i.e. Friday, September 10, 2021 were entitled to avail the facility of remote e-Voting as well as e-Voting at the AGM on the proposed resolutions as set out in the AGM Notice.
5. The total paid up Equity Share Capital of the Company as on September 10, 2021 was Rs. 12,30,78,498/- (Rupees Twelve Crore Thirty Lakh Seventy Eight Thousand Four Hundred and Ninety Eight only) divided into 6,15,39,249 (Six Crore Fifteen Lakh Thirty Nine Thousand Two Hundred and Forty Nine) equity shares of Rs. 2/- (Rupees Two only) each.
6. After completion of e-Voting at the AGM, the votes cast by the members through e-Voting at the AGM and through remote e-Voting were unblocked in the presence of two witnesses i.e: Anamika Shukla and Vivek Kumar who are not in the employment of the Company.

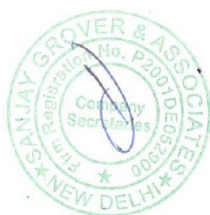


7. The data of remote e-Voting and e-Voting at the AGM was diligently scrutinized and reconciled with the records maintained by the KFin Tech, Registrar and Share Transfer Agent. Detailed register was maintained containing the summary of results of remote e-Voting and e-Voting at AGM.
8. There was no shareholder who opted for both the facilities.
9. The consolidated summary of results of e-Voting at AGM and remote e-Voting are as under:

Resolution No. 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.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Voting at AGM	Remote e-Voting	Total	
Assent	10,84,088	5,20,82,172	5,31,66,260	100.0000
Dissent	0	25	25	0
Total	10,84,088	5,20,82,197	5,31,66,285	100.0000

Therefore, the above Resolution has been passed with requisite majority. The detailed breakup of voting in respect of the above resolution is attached herewith and marked as **Annexure-A.**



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

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Voting at AGM	Remote e-Voting	Total	
Assent	10,84,088	5,18,20,758	5,29,04,846	99.5083
Dissent	0	2,61,419	2,61,419	0.4917
Total	10,84,088	5,20,82,177	5,31,66,265	100.0000

Therefore, the above Resolution has been passed with requisite majority. The detailed breakup of voting in respect of the above resolution is attached herewith and marked as **Annexure-B.**

Resolution No. 3- Approval for Remuneration of Mr. Onkar Singh Pasricha (DIN: 00032290), Chairman and Executive Director.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Voting at AGM	Remote e-Voting	Total	
Assent	10,84,088	5,20,78,998	5,31,63,086	99.9940
Dissent	0	3,184	3,184	0.0060
Total	10,84,088	5,20,82,182	5,31,66,270	100.0000

Therefore, the above Resolution has been passed with requisite majority. The detailed breakup of voting in respect of the above resolution is attached herewith and marked as **Annexure-C.**



Resolution No. 4- Re-Appointment of Mr. Anant Kumar Daga (DIN: 07604184) as the Managing Director of Company and fixation of his remuneration.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Voting at AGM	Remote e-Voting	Total	
Assent	10,84,088	5,20,82,052	5,31,66,140	99.9998
Dissent	0	130	130	0.0002
Total	10,84,088	5,20,82,182	5,31,66,270	100.0000

Therefore, the above Resolution has been passed with requisite majority. The detailed breakup of voting in respect of the above resolution is attached herewith and marked as **Annexure-D.**

10. The register containing the details of remote e-Voting and e-Voting at the AGM is under my safe custody and will be handed over to the Company Secretary of the Company, for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking you,

For **SANJAY GROVER & ASSOCIATES**

COMPANY SECRETARIES

(Devesh Kumar Vasisht)

Partner

CP No.:13700

UDIN: F008488C000966632

September 18, 2021

New Delhi



Countersigned by

Chairman
TCNS Clothing Co. Limited

New Delhi

Details of e-Voting at AGM & remote e-Voting for Resolution No.-1 are as under:

A1. E-VOTING AT AGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	9	10,84,088	21,68,176
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	9	10,84,088	21,68,176
d) Votes with Assent	9	10,84,088	21,68,176
e) Votes with Dissent	0	0	0

A2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	121	5,20,82,197	10,41,64,394
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	121	5,20,82,197	10,41,64,394
d) Votes with Assent	115	5,20,82,172	10,41,64,344
e) Votes with Dissent	6	25	50



Details of e-Voting at AGM & remote e-Voting for Resolution No.-2 are as under:

B1. E-VOTING AT AGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	9	10,84,088	21,68,176
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	9	10,84,088	21,68,176
d) Votes with Assent	9	10,84,088	21,68,176
e) Votes with Dissent	0	0	0

B2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	119	5,20,82,177	10,41,64,354
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	119	5,20,82,177	10,41,64,354
d) Votes with Assent	106	5,18,20,758	10,36,41,516
e) Votes with Dissent	13	2,61,419	5,22,838



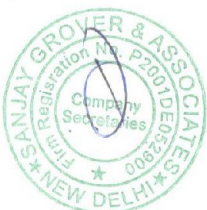
Details of e-Voting at AGM & remote e-Voting for Resolution No.-3 are as under:

C1. E-VOTING AT AGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	9	10,84,088	21,68,176
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	9	10,84,088	21,68,176
d) Votes with Assent	9	10,84,088	21,68,176
e) Votes with Dissent	0	0	0

C2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	120	5,20,82,182	10,41,64,364
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	120	5,20,82,182	10,41,64,364
d) Votes with Assent	110	5,20,78,998	10,41,57,996
e) Votes with Dissent	10	3,184	6,368



Details of e-Voting at AGM & remote e-Voting for Resolution No.-4 are as under:

D1. E-VOTING AT AGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	9	10,84,088	21,68,176
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	9	10,84,088	21,68,176
d) Votes with Assent	9	10,84,088	21,68,176
e) Votes with Dissent	0	0	0

D2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	120	5,20,82,182	10,41,64,364
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	120	5,20,82,182	10,41,64,364
d) Votes with Assent	112	5,20,82,052	10,41,64,104
e) Votes with Dissent	8	130	260

