

Date: 02.11.2021

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

**Subject: Report of violation related to Code of Conduct under the SEBI (Prohibition of Insider Trading) Regulations, 2015**

**Scrip Code:** BSE-541700/ **Stock Symbol:** NSE TCNSBRANDS

Dear Sir/Madam,

Pursuant to the captioned subject, we enclose herewith the reports of violation related to Code of Conduct to report, monitor and regulate Insider Trading formulated under SEBI (Prohibition of Insider Trading) Regulations, 2015 as Annexure A and B in the format prescribed by SEBI vide its Circular SEBI/HO/ISD/ISD/CIR/P/2020/135 dated July 23, 2020.

We request you to kindly take the above information on record.

**For and on behalf of TCNS Clothing Co. Limited**



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

**Date: 02.11.2021**

**Place: New Delhi**



**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

**Report by TCNS CLOTHING CO. LIMITED for violations related to Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015.**

*[For listed companies: Schedule B read with Regulation 9 (1) of SEBI (Prohibition of Insider Trading) Regulations, 2015*

*For Intermediaries/ Fiduciaries: Schedule C read with Regulation 9(1) and 9(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015]*

Sr. No.	Particulars	Details		
1	Name of the listed company/ Intermediary/Fiduciary	TCNS Clothing Co. Limited		
2	Please tick appropriate checkbox Reporting in capacity of : <input type="checkbox"/> Listed Company <input type="checkbox"/> Intermediary <input type="checkbox"/> Fiduciary	Listed Company		
3	<b>A. Details of Designated Person (DP)</b>			
	i. Name of the DP	Mr. Amarpal Singh		
	ii. PAN of the DP	BMAPS6067C		
	iii. Designation of DP	Assistant General Manager – Quality		
	iv. Functional Role of DP	Sourcing/ Purchase department		
	v. Whether DP is Promoter or belongs to Promoter Group	No		
	<b>B. If Reporting is for immediate relative of DP</b>			
	i. Name of the immediate relative of DP	NA		
	ii. PAN of the immediate relative of DP	NA		
	<b>C. Details of transaction(s)</b>			
	i. Name of the scrip	TCNS Clothing Co. Limited BSE: 541700 NSE: TCNSBRANDS		
	ii. No of shares traded and value (Rs.) (Date- wise)	<b>Date of transaction</b>	<b>No. of equity shares traded</b>	<b>Value of Trade (in Rs.)</b>
		October 19, 2021	500 (sold)	373057/-
		October 21, 2021	4000 (sold)	2945250/-
		<b>Total</b>	<b>4,500</b>	<b>3318307/-</b>



**TCNS Clothing Co. Limited**

<b>D. In case value of trade(s) is more than Rs. 10 lacs in a calendar quarter</b>		
<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
	<p>i. Date of intimation of trade(s) by concerned DP/director/promoter/promoter group to Company under regulation 7 of SEBI (PIT) Regulations, 2015.</p> <p>ii. Date of intimation of trade(s) by Company to stock exchanges under regulation 7 of SEBI (PIT) Regulations, 2015</p>	<p>Intimation/ Recording of trades in Form C was not given by Mr. Amarpal Singh within 2 trading days of execution of trades. Form-C was submitted by Mr. Amarpal Singh later on 01<sup>st</sup> November 2021 and recorded by the Company in its records.</p> <p>Submission of Form C by Mr. Amarpal Singh was done on 01<sup>st</sup> November 2021 and recorded by the Company in its records</p> <p>Further, requirement to file the same on the stock exchange has been dispensed with vide SEBI circular no. SEBI/HO/ISD/ISD/CIR/P/2021/617 dated 13<sup>th</sup> August, 2021.</p> <p>The Company has done the requisite filings with exchanges on 02<sup>nd</sup> November 2021.</p>
4	Details of violations observed under Code of Conduct	<p>Mr. Amarpal Singh in a series of transactions transacted in 4,500 (sale) equity shares of the Company without obtaining pre-clearance approval from Compliance Officer.</p> <p>The trading window of the Company was closed. The aforesaid trades were executed by Mr. Amarpal Singh during trading window closure period and the trades were not recorded by him in Structured Digital Database maintained by the Company and no intimation was given to the Company in prescribed Form C.</p>
5	Action taken by Listed company/ Intermediary/ Fiduciary	<p>The Company sought clarification from Mr. Amarpal Singh on the violations and the same was responded by Mr. Amarpal Singh stating that the aforesaid trades were executed by him inadvertently.</p> <p>A warning letter was issued to Mr. Amarpal Singh by the Management of the Company.</p> <p>Mr. Amarpal Singh tendered sincere apologies in writing.</p> <p>As per the Insider Trading policy of the Company, the disciplinary action was taken and a penalty of Rs. 66,367/- (Rupees Sixty Six Thousand Three Hundred and Sixty Seven Only)/- was levied and which was remitted by Mr. Amarpal Singh.</p>
6	Reasons recorded in writing for taking action stated above	<p>This was the first violation on the part of Mr. Amarpal Singh under the PIT Code and Insider Trading Policy of the Company</p> <p>Non-disclosure of the transactions and trading during the trading window closure was inadvertent.</p> <p>Considering the value of trades (Rs. 3318307/-) as per</p>



**TCNS Clothing Co. Limited**

		<p>the policy of the Company, the disciplinary action was taken and a penalty of #Rs. 66,367/-(Rupees Sixty Six Thousand Three Hundred and Sixty Seven Only) was imposed.</p> <p>The matter will be reported to the Audit Committee in the upcoming meeting of the Committee.</p> <p><b>#Basis for calculating aforesaid penalty:</b></p> <ol style="list-style-type: none"> <li>1% of the value of trades executed = Rs. 33183.07 for not taking pre-clearance and</li> <li>1% of the value of trades executed = Rs. 33183.07 for trading during trading window closure.</li> </ol>												
7	Details of the previous instances of violations, if any, since last financial year	None												
8	<p>If any amount collected for Code of Conduct violation(s)</p> <p>i. Mode of transfer to SEBI - IPEF (Online/Demand Draft)</p> <p>ii. Details of transfer/payment In case of Online:</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>Details</th> </tr> </thead> <tbody> <tr> <td>Name of the transferor</td> <td>TCNS CLOTHING CO. LIMITED</td> </tr> <tr> <td>Bank Name, branch and Account number</td> <td>HDFC Bank Limited Hauz Khas, New Delhi 0467279000015</td> </tr> <tr> <td>UTR/Transaction reference Number</td> <td>N303211692828530</td> </tr> <tr> <td>Transaction date</td> <td>30/10/2021</td> </tr> <tr> <td>Transaction Amount (in Rs.)</td> <td>66367/-</td> </tr> </tbody> </table>	Particulars	Details	Name of the transferor	TCNS CLOTHING CO. LIMITED	Bank Name, branch and Account number	HDFC Bank Limited Hauz Khas, New Delhi 0467279000015	UTR/Transaction reference Number	N303211692828530	Transaction date	30/10/2021	Transaction Amount (in Rs.)	66367/-	Online
Particulars	Details													
Name of the transferor	TCNS CLOTHING CO. LIMITED													
Bank Name, branch and Account number	HDFC Bank Limited Hauz Khas, New Delhi 0467279000015													
UTR/Transaction reference Number	N303211692828530													
Transaction date	30/10/2021													
Transaction Amount (in Rs.)	66367/-													



**TCNS Clothing Co. Limited**

	In case of Demand Draft (DD):		
	<b>Particulars</b>	<b>Details</b>	
	Bank Name and branch	NA	
	DD Number	NA	
	DD date	NA	
	DD amount (in Rs.)	NA	
9	Any other relevant information		NA

Yours faithfully




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**Piyush Asija**  
**Company Secretary and Compliance Officer**  
**PAN: AJPPA6847F**  
**Email: Piyush.asija@tcnsclothing.com**  
**Date: 02.11.2021**  
**Place: New Delhi**



**Report by TCNS CLOTHING CO. LIMITED for violations related to Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015.**

*[For listed companies: Schedule B read with Regulation 9 (1) of SEBI (Prohibition of Insider Trading) Regulations, 2015*

*For Intermediaries/ Fiduciaries: Schedule C read with Regulation 9(1) and 9(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015]*

Sr. No.	Particulars	Details		
1	Name of the listed company/ Intermediary/Fiduciary	TCNS Clothing Co. Limited		
2	Please tick appropriate checkbox Reporting in capacity of : <input type="checkbox"/> Listed Company <input type="checkbox"/> Intermediary <input type="checkbox"/> Fiduciary	Listed Company		
3	<b>A. Details of Designated Person (DP)</b>			
	i. Name of the DP	Ms. Pavneet Kaur		
	ii. PAN of the DP	AVIPK8727F		
	iii. Designation of DP	Assistant General Manager – Key Accounts		
	iv. Functional Role of DP	Operations Department (Key Accounts )		
	v. Whether DP is Promoter or belongs to Promoter Group	No		
	<b>B. If Reporting is for immediate relative of DP</b>			
	i. Name of the immediate relative of DP	NA		
	ii. PAN of the immediate relative of DP	NA		
	<b>C. Details of transaction(s)</b>			
	i. Name of the scrip	TCNS Clothing Co. Limited BSE: 541700 NSE: TCNSBRANDS		
	ii. No of shares traded and value (Rs.) (Date- wise)	<b>No. of equity shares traded</b>	<b>Date of transaction</b>	<b>Value of Trade (in Rs.)</b>
		100 (Bought)	September 02, 2021	67,600/-
		100 (Sold)#	September 02, 2021	67,593/-##
	# Sold 1000 equity shares out of which 100 equity shares are being considered as contra trade considering purchase of 100 equity shares from the open market in an earlier transaction.			



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		## Value upto the extent of 100 equity shares (being treated as Contra trade) only is considered for determining loss.
<b>D. In case value of trade(s) is more than Rs.10 lacs in a calendar quarter</b>		
<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
	i. Date of intimation of trade(s) by concerned DP/director/promoter/promoter group to Company under regulation 7 of SEBI (PIT) Regulations, 2015	No pre clearance of trades was applied by the DP and accordingly no approval was required to be given by the Compliance Officer.  On performing exercise of comparing shareholding data, the Contra trade transaction was identified by the Compliance Officer.  The trade value not exceeded the prescribed value of Rs. 10 Lacs, therefore requirement of pre clearance and intimation of trades in Form C was not required to be given by Ms. Pavneet Kaur.
	ii. Date of intimation of trade(s) by Company to stock exchanges under regulation 7 of SEBI (PIT) Regulations, 2015	Since, the trade value was less than the prescribed value of Rs. 10 Lacs, therefore requirement of reporting in Form C is not required.  Further, requirement to file the same on the stock exchange has been dispensed with vide SEBI circular no. SEBI/HO/ISD/ISD/CIR/P/2021/617 dated 13 <sup>th</sup> August, 2021.  The Company has done the requisite filings with exchanges on 02 <sup>nd</sup> November 2021.
4	Details of violations observed under Code of Conduct	Ms. Pavneet Kaur in a series of transactions transacted in 1,350 equity shares of the Company out of these transactions 1 contra buy-sell transaction of 100 equity shares resulting in a loss of Rs. 7/- was executed by Ms. Pavneet Kaur on 02 <sup>nd</sup> September 2021.
5	Action taken by Listed company/ Intermediary/ Fiduciary	The Company sought clarification from Ms. Pavneet Kaur on the violations and the same was responded by her stating she inadvertently traded in the securities of the Company and unintentional/ mistakenly transaction of buy order is executed in place of intentional sell order on 2 <sup>nd</sup> September, 2021.  A warning letter was issued to Ms. Pavneet Kaur by the Management of the Company.  Ms. Pavneet Kaur tendered sincere apologies in writing.  Further, as per the Insider Trading Policy of the Company, the disciplinary action was taken and a penalty of Rs. 20,000/- (Rupees Twenty Thousand Only) was levied which was remitted by Ms. Pavneet Kaur.



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6	Reasons recorded in writing for taking action stated above	<p>This was the first violation on the part of Ms. Pavneet Kaur under the PIT Code and Policy of the Company.</p> <p>Non-disclosure of the contra transaction was inadvertent and not intentional.</p> <p>The quantity/value of contra trade is marginal therefore a warning letter was issued.</p> <p>The loss from erroneously done Contra transaction is Rs. 7/- was negligible.</p> <p>However Insider Trading Policy of the Company, the disciplinary action was taken and a penalty of Rs. 20,000/- (Rupees Twenty Thousand Only) was imposed.</p> <p>The matter will be reported to the Audit Committee in the upcoming meeting of the Committee.</p>												
7	Details of the previous instances of violations, if any, since last financial year	None												
8	<p>If any amount collected for Code of Conduct violation(s)</p> <p>i. Mode of transfer to SEBI - IPEF (Online/Demand Draft)</p> <p>ii. Details of transfer/payment In case of Online:</p> <table border="1" data-bbox="305 884 867 1304"> <thead> <tr> <th>Particulars</th> <th>Details</th> </tr> </thead> <tbody> <tr> <td>Name of the transferor</td> <td>TCNS CLOTHING CO. LIMITED</td> </tr> <tr> <td>Bank Name, branch and Account number</td> <td>HDFC bank Limited Hauz Khas, New Delhi 0467279000015</td> </tr> <tr> <td>UTR/Transaction reference Number</td> <td>N303211692828530</td> </tr> <tr> <td>Transaction date</td> <td>30/10/2021</td> </tr> <tr> <td>Transaction Amount (in Rs.)</td> <td>20,000/-</td> </tr> </tbody> </table>	Particulars	Details	Name of the transferor	TCNS CLOTHING CO. LIMITED	Bank Name, branch and Account number	HDFC bank Limited Hauz Khas, New Delhi 0467279000015	UTR/Transaction reference Number	N303211692828530	Transaction date	30/10/2021	Transaction Amount (in Rs.)	20,000/-	Online
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In case of Demand Draft (DD):		
Particulars	Details	
Bank Name and branch	NA	
DD Number	NA	
DD date	NA	
DD amount (in Rs.)	NA	
9	Any other relevant information	NA

Yours faithfully




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**Piyush Asija**  
**Company Secretary and Compliance Officer**  
**PAN: AJPPA6847F**  
**Email: Piyush.asija@tcnsclothing.com**  
**Date: 02.11.2021**  
**Place: New Delhi**

