

**Date: 23.06.2020**

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

Dear Sir,

**Subject:** Submission of Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2020.

**Ref:** Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

With reference to the subject captioned above and in compliance with the SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019 please find enclosed herewith, copy of Annual Secretarial Compliance Report dated 23<sup>rd</sup> June 2020 for the financial year ended 31<sup>st</sup> March, 2020 as issued by M/s Himanshu G & Associates, Practising Company Secretaries.

This is for your information and records.

**Thanking you,**

**Yours faithfully,**  
**For TCNS Clothing Co. Limited**



**Piyush Asija**  
**Company Secretary & Compliance Officer.**  
**Contact: 9871976116**

**Date: 23.06.2020**  
**Place: New Delhi**





# HIMANSHU G & ASSOCIATES

Company Secretaries

**SECRETARIAL COMPLIANCE REPORT PURSUANT TO REGULATION 24A SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AS AMENDED FROM TIME TO TIME (CIRCULAR NO. CIR/CFD/CMD1/27/2019 DATED FEBRUARY 08, 2019)**

**SECRETARIAL COMPLIANCE REPORT OF TCNS CLOTHING CO. LIMITED FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2020**

I Himanshu Grover C/o Himanshu G & Associates, Practicing Company Secretary have examined:

- a) all the documents and records made available to us and explanation provided by TCNS CLOTHING CO. LIMITED (“the listed entity”),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) All the documents (viz. Minutes of Board Meetings, General Meetings, Statutory Registers and Certificates issued pursuant to quarterly, half yearly and annual compliances as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March 2020 (“Review Period”) in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-



# HIMANSHU G & ASSOCIATES

## Company Secretaries

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;- **Not applicable**
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;- **Not applicable**
- g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013;- **Not applicable**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003 as amended from time to time and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, and there were no instance of non- compliance or non-reporting or delay reporting has been found;



# HIMANSHU G & ASSOCIATES

Company Secretaries

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records;
- c) There were no actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder;
- d) The listed entity has taken the following actions to comply with the observations made in previous reports:- No qualification was reported in this report in previous year.

**For and on behalf of  
Himanshu G & Associates**



**Himanshu Grover**  
**FCS No.: 8965**  
**C P No.: 10398**

UDIN: F008965B000367532  
Place: New Delhi  
Date: 23<sup>rd</sup> June, 2020