

Date: 22.06.2021

Corporate Relations Department <b>BSE Limited</b> 1st Floor, New Trading Ring Rotunda Building, P J Tower Dalal Street, Fort, Mumbai 400 001	Corporate Listing Department <b>National Stock Exchange of India Ltd</b> Exchange Plaza, 5th Floor Plot No.C-1, G Block Bandra-Kurla Complex Bandra (East), Mumbai 400 051.
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**SUB: Submission of Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2021.**

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

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

Dear Sir/Madam,

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 09<sup>th</sup> June 2021 for the financial year ended 31<sup>st</sup> March, 2021 as issued by M/s Sanjay Grover and Associates, Practicing Company Secretaries.

This is for your information and record.

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



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

**Date: 22.06.2021**

**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

# SANJAY GROVER & ASSOCIATES

## COMPANY SECRETARIES

B-88, 1<sup>ST</sup> Floor, Defence Colony, New Delhi - 110 024

Tel. : (011) 4679 0000, Fax : (011) 4679 0012

e-mail : contact@cssanjaygrover.in

website : www.cssanjaygrover.in

### Secretarial Compliance Report of TCNS Clothing Co. Limited for the year ended 31 March, 2021

I, Mohinder Paul Kharbanda, Partner of Sanjay Grover & Associates have examined: —

- (a) all the documents and records made available to me 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) any other document/ filing, as may be relevant, which has been relied upon to make this certification;

for the year ended **31 March, 2021** ("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: —

- (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;
  - (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;
  - (g) \*Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
  - (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- and circulars/ guidelines issued thereunder;

\*No event took place under these regulations during the review period.

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, except in respect of matters specified below:—

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.		None	

- 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) The following are the details of 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: —

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.			None	

- d) The listed entity has taken the following actions to comply with the observations made in previous reports: **There was no observation made in previous report for year ended March 31, 2020.**

**I, further, report that** the Company appointed statutory auditor in its Annual General Meeting held on 27.08.2017 and there was no event of resignation of statutory auditor of the Company during the review period. In this regard, I report that the Company has complied with Para 6(A) and 6(B) of Circular No. CIR/CFD/CMD1/114/2019 dated October 18,2019.



New Delhi  
June 9, 2021

**For Sanjay Grover & Associates**  
**Company Secretaries**  
Firm Registration No. P2001DE052900

**Mohinder Paul Kharbanda**  
**Partner**  
FCS No. 2365C.P. No. 22192  
UDIN: F002365C000437371

**Note**

The audit period was covered with severe CoVid 19 pandemic wave with strict restrictions and lock-down conditions in place. Hence, best possible practices and procedures were followed to conduct the audit for issue of this Annual Compliance Report. The Company made due efforts to make available the relevant records and documents which were verified through online audio-visual means.