

Date: 01.08.2022

Corporate Relations Department BSE Limited 1st Floor, New Trading Ring Rotunda Building, P J Tower Dalal Street, Fort, Mumbai 400 001.	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: Outcome of Postal Ballot, E-voting results and Scrutinizer's Report.

Ref: Regulation 30, 44(3) and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

This is in continuation to our communication dated 30th June 2022, wherein we intimated about the initiation of the Postal Ballot process by the Company for seeking approval of the Members on the matter **"AMENDMENT IN TCNS ESOP SCHEME 2018-23"**, to be passed through remote e-voting ('E-voting') and as set out in the Postal Ballot Notice dated 30th June 2022.

The E-voting period for Postal Ballot commenced on Friday, 01st July 2022 at 9:00 a.m. (IST) and concluded on Saturday, 30th July 2022 at 05:00 p.m. (IST).

In this regard, please find enclosed the following:

- Voting results of the Postal Ballot by way of E-voting, as required under Regulation 44(3) of the Listing Regulations; and
- Scrutinizer's Report on E-voting dated 30th July 2022 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

Please take the above on record and acknowledge receipt of the same.

This is for your information and records

Thanking you.

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

Piyush Asija



Company Secretary and Compliance Officer

M. No: A21328

Date: 01st August 2022

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

TCNS Clothing Co. Limited								
Voting Results of Postal Ballot								
Details of Postal Ballot 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 Postal Ballot							30-07-2022	
Total number of shareholders on Cut-off date i.e. June 24, 2022							18,625	
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:							NA	
1. Special Resolution: Amendment in TCNS ESOP Scheme 2018-23.								
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	E-voting	19876757	19552224.00	98.3673	19552224.00	0.00	100.0000	0.0000
	Postal Ballot		0.00	0.0000	0.00	0.00	0.0000	0.0000
	Total		19552224.00	98.3673	19552224.00	0.00	100.0000	0.0000
Public-Institutions	E-voting	32751162	26800901.00	81.8319	24758499.00	2042402.00	92.3794	7.6206
	Postal Ballot		0.00	0.0000	0.00	0.00	0.0000	0.0000
	Total		26800901.00	81.8319	24758499.00	2042402.00	92.3794	7.6206
Public-Non Institutions	E-voting	9001630	7104117.00	78.9203	7103889.00	228.00	99.9968	0.0032
	Postal Ballot		0.00	0.0000	0.00	0.00	0.0000	0.0000
	Total		7104117.00	78.9203	7103889.00	228.00	99.9968	0.0032
Total		61629549	53457242.00	86.7396	51414612.00	2042630.00	96.1789	3.8211



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

Scrutinizer's Report

[Pursuant to Section 108 and 110 of the Companies Act, 2013 ('the Act') and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules')]

To,
The Chairman
TCNS Clothing Co. Limited
(CIN:L99999DL1997PLC090978)
119, W-House, New Manglapuri, Mandi Road,
Sultanpur, Mehrauli, New 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 the meeting held on June 27, 2022, for the purpose of scrutinizing Postal Ballot process in a fair and transparent manner under the provisions of Sections 108 and 110 of the Act read with the Rules and Read with General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021 & 03/2022 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021 and May 05, 2022 respectively ('**MCA Circulars**') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**LODR Regulations**'), Secretarial Standard- 2 on General Meetings issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) in respect of the following resolution as mentioned in the Notice of Postal Ballot dated June 27, 2022:

Sr. No.	Type of Resolution	Particulars
1.	Special Resolution	Amendment in TCNS ESOP Scheme 2018-23



I submit my report as under:

1. As informed by the Company, Postal Ballot Notice along with explanatory statement and remote e-Voting instructions were sent to all those Members, whose e-mail address were registered with the Company or Registrar and Share Transfer Agent ("RTA") i.e. Kfin Technologies Limited ("KfinTech"), or with their respective Depository Participants ("DP") and whose names appeared in the Register of Members of the Company/ list of Beneficial Owners as maintained by the Depositories as on June 24, 2022 ('cut-off date').
2. The management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules thereof including MCA Circulars/ SEBI Regulations in respect of the resolution contained in the Postal Ballot Notice including the dispatch of the notice to the Shareholders. My responsibilities as Scrutinizer are restricted to make a Scrutinizer's Report of the votes cast in 'Favour' or 'Against' the resolution contained in the Postal Ballot Notice, based on the reports generated from the e-voting system provided by KfinTech.
3. The Company has published advertisements on July 01, 2022, regarding service of Postal Ballot Notice to eligible members in English Newspaper "Business Standard" and in vernacular newspaper "Business Standard".
4. The Members of the Company holding shares as on cut-off date were entitled to vote on the resolution as contained in the Postal Ballot Notice and could vote through remote e-voting facility only as per the MCA Circulars. Members were provided with the facility to cast their votes on the designated platform of KfinTech viz., www.evoting.kfintech.com.
5. The remote e-Voting commenced on July 01, 2022, 09:00 A.M. and ended on July 30, 2022, 05:00 P.M. Further, the remote e- voting process was monitored through the Scrutinizer's secured link provided by KfinTech on its designated website i.e. www.evoting.kfintech.com.
6. The remote e-voting was unblocked on July 30, 2022 after 05:00 P.M. in the presence of two witnesses i.e. Mr. Ayush Arya and Mr. Anirudh Grover who are not in the employment of the Company and have signed below:




Witness - 1


Witness - 2

7. The particulars of remote e-voting report generated from electronic registry of KfinTech have been entered in a separate register maintained for this purpose.
8. E-votes cast upto 05:00 P.M. on July 30, 2022 are considered for the purpose of this report. The remote e-voting was reconciled with the Register of Members/list of Beneficial Owners of the Company as on cut-off date as maintained by RTA of the Company.
9. As on cut-off date, the paid-up share capital of the Company was Rs. 12,32,59,098/- (Rupees Twelve Crore Thirty Two Lakh Fifty Nine Thousand Ninety Eight Only) divided into 6,16,29,549 (Six Crore Sixteen Lakh Twenty Nine Thousand Five Hundred Forty Nine) fully paid-up equity shares of Rs. 2/- (Rupees Two Only) each.
10. The result of the remote e-voting in respect of the resolution contained in the Postal Ballot Notice is as under:

A. Amendment in TCNS ESOP Scheme 2018-23

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Votes	Postal Ballot	Total	
Assent	5,14,14,612	NA	5,14,14,612	96.179
Dissent	20,42,630		20,42,630	3.821
Total	5,34,57,242		5,34,57,242	100.00

The detailed break up of voting through remote e-voting in respect of the above Resolution is attached to this report and marked as 'Annexure A'.



11. Based on the aforesaid result, the resolution as mentioned above is deemed to have been passed on July 30, 2022 being the last date of remote e-voting for the members of the Company.

12. The Register containing the details of remote e-voting relating to Postal Ballot will be handed over to Company Secretary of the Company, for preserving safely after the Chairman considers, approves, and signs the minutes of Postal Ballot.

Thanking You,

**For SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES**

**COUNTERSIGNED BY
AUTHORISED SIGNATORY**



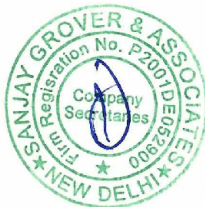
Devesh Kumar Vasisht
CP No.:13700/ Mem. No. F8488
UDIN: F008488D000715953
Date: July 30, 2022
Place: New Delhi



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A detailed summary of remote e-voting results is given herein below:

A. VOTING THROUGH REMOTE E-VOTING:			
Particulars	No. of Shareholders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a) Total votes received	169	5,34,57,242	10,69,14,484
b) Less: Invalid votes	0	0	0
c) Net Valid votes cast	169	5,34,57,242	10,69,14,484
d) Votes with assent for the resolution	140	5,14,14,612	10,28,29,224
e) Votes with dissent for the resolution	29	20,42,630	40,85,260



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