

Date: May 29, 2024

Corporate Relations Department BSE Limited 1 st Floor, New Trading Ring Rotunda Building, P J Tower, Dalal Street, Fort, Mumbai 400001 Scrip Code: 541700	Corporate Listing Department National Stock Exchange of India Limited Exchange Plaza, 5 th Floor Plot No.C-1, G Block Bandra-Kurla Complex Bandra (East), Mumbai 400051. Symbol: TCNSBRANDS
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Sub: Annual Secretarial Compliance Audit of TCNS Clothing Co. Limited (“the Company”) for the Financial Year ended March 31, 2024

Ref: Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“said Regulation”)

Dear Sir/ Madam,

M/s. Sanjay Grover & Associates, Company Secretaries, have conducted the Annual Secretarial Compliance Audit of the Company for the Financial Year ended March 31, 2024 in terms of Compliance of the said Regulation.

A copy of the report is enclosed herewith.

Trust you find the above in order.

Yours faithfully,

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

Sonia Bhandari

Company Secretary and Compliance Officer

M. No.: A20650

Place: Mumbai



TCNS CLOTHING CO. LIMITED

REGD. OFFICE: PIRAMAL AGASTYA CORPORATE PARK, BUILDING 'A', 4TH AND 5TH FLOOR, UNIT NO. 401, 403, 501, 502, L.B.S. ROAD, KURLA, MUMBAI, MAHARASHTRA – 400070, INDIA

CORP OFFICE: 119 & 127, W-HOUSE, NEELGAGAN TOWER, MANDI ROAD, SULTANPUR, MEHRAULI, NEW DELHI-110030, INDIA

PH: 011-42193193, Email: investors@tcnsclothing.com, www.wforwoman.com, www.shopforaurelia.com

CIN: L99999MH1997PLC417265

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

Secretarial Compliance Report of TCNS Clothing Co. Limited for the financial year ended 31st March, 2024

I, Vijay K. Singhal, Partner of Sanjay Grover & Associates, a firm of Company Secretaries, have examined:

- (a) all the documents and records made available to me and explanation provided by **TCNS Clothing Co. Limited** (“the listed entity” or “the Company”)
- (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,

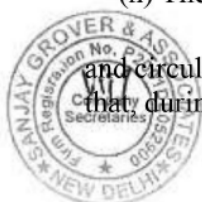
for the financial year ended **31st March, 2024** (“Review Period”) in respect of compliance with the provisions of:

- (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 (SEBI LODR Regulations);
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; {Not applicable during the Review Period}
- (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 during the Review Period}
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; {Not applicable during the Review Period}
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
- (h) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder

and circulars/guidelines issued thereunder and based on the above examination, I hereby report that during the Review Period:



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(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)	Regulation/ Circular No.	Deviations	Action Taken By	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practising Company Secretary	Management Response	Remarks
1.	Regulation 21(3C) of SEBI LODR Regulations provides the meetings of the risk management committee shall be conducted in such a manner that on a continuous basis not more than one hundred and eighty days shall elapse between any two consecutive meetings.	Regulation 21(3C) of SEBI LODR Regulations	The Risk Management Committee Meeting of the Company was held on March 10, 2023 and the subsequent Risk Management Committee Meeting of the Company was held on September 08, 2023. There was a gap of more than 180 days between two consecutive meetings i.e., delay by one day	NA	NA	The Risk Management Committee Meeting of the Board of Directors was held on March 10, 2023 and the subsequent Risk Management Committee Meeting of the Board of Directors was held on September 08, 2023. There was a gap of more than 180 days between two consecutive meetings i.e., delay by one day	NA	Non-compliance of Regulation 21(3C) of SEBI LODR Regulations 2015, as there was a gap of more than 180 days between two consecutive meetings i.e., delay by one day	Due to unavailability of committee members	NA

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:



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Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March, 2023	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
Not Applicable						

(c) I hereby report that, during the Review Period, the compliance status of the listed entity with the following requirements:-

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS
1.	<u>Secretarial Standards:</u> The compliances of the Company are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	None
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the Company. • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI 	Yes	None
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> • The Company is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	Yes	None
	<u>Disqualification of Director:</u>	Yes	None



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	None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013		
5.	<p><u>Details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies;</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	Yes	The Company does not have any subsidiary.
6.	<p><u>Preservation of Documents:</u></p> <p>The Company is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	Yes	None
7.	<p><u>Performance Evaluation:</u></p> <p>The Company has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations</p>	Yes	None
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The Company has obtained prior approval of Audit Committee for all Related party transactions</p> <p>(b) In case no prior approval obtained, the Company shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee</p>	Yes NA	None
9.	<p><u>Disclosure of events or information:</u></p> <p>The Company has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	None
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The Company is in compliance with Regulation 3(5) & 3(6) of</p>	Yes	None



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	SEBI (Prohibition of Insider Trading) Regulations, 2015		
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No Actions taken against the Company/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder</p>	Yes	None
12.	<p><u>Resignation of statutory auditors from the Company or its material subsidiaries:</u></p> <p>In case of resignation of statutory auditors from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/ or its material subsidiary(ies) has/ have complied with paragraph 6.1 and 6.2 of Section V-D of Chapter V of the Master Circular on compliance with the provisions of the SEBI LODR Regulations by listed entities</p>	Yes	<p>M/s Deloitte Haskins and Sells LLP resigned as Statutory Auditors of the Company during the review period.</p> <p>Further, the Company does not have any subsidiary during the review period.</p>
13.	<p><u>No additional non-compliances observed:</u></p> <p>No additional non-compliance observed for any of the SEBI regulation/ circular/ guidance note etc.</p>	Yes	<p>No additional non-compliance observed for all SEBI regulation/circular/ guidance note etc, except as mentioned at point no.1 in the Table (a).</p>

For Sanjay Grover & Associates
 Company Secretaries
 Firm Registration No.: P2001DE052900
 Peer Review Certificate No.: 4268/2023



Vijay K Singh

Vijay K. Singhal
 Partner

CP No.:10385; M No.: A21089
 UDIN: A021089F000380107

New Delhi
 May 16, 2024