

## NOTICE

### Invitation to attend the Twenty - Sixth (26<sup>th</sup>) Annual General Meeting (“AGM”) of TCNS CLOTHING CO. LIMITED (“the Company”)

Dear Members,

You are cordially invited to attend the Twenty-Sixth (26<sup>th</sup>) Annual General Meeting (“AGM”) of the Company to be held on Monday, September 11, 2023 at 11:30 AM (IST) through Video Conferencing (“VC”). The Notice convening the Annual General Meeting is attached herewith.

We are providing the below key details regarding the meeting for your reference:

Sr. No.	Particulars	Details
1	Time and date of AGM	Monday, September 11, 2023 at 11:30 AM (IST)
2	Mode	Video Conferencing/Other Audio-Visual Means
3	Link for attending the AGM through Video Conferencing (VC)	<a href="https://emeetings.kfintech.com">https://emeetings.kfintech.com</a>
4	Link for remote e-Voting (Please use as applicable to you)	<a href="https://evoting.kfintech.com">https://evoting.kfintech.com</a> <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>
5	Username and password for VC	Members may attend the AGM through VC by accessing the link <a href="https://emeetings.kfintech.com">https://emeetings.kfintech.com</a> by using their remote e-Voting credentials. Please refer the detailed instructions available in the Notice.
6	Helpline number for VC participation and e-Voting	Contact KFin Technologies Limited (‘KFin Tech’) at 1800-309-4001 or write to them at <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a>
7	Cut-off date for e-Voting	Monday, September 04, 2023
8	e-Voting Start time and Date	Friday, September 08, 2023 (9:00 AM)
9	e-Voting end time and Date	Sunday, September 10, 2023 (5:00 PM)
10	Last date for publishing results of the e-Voting	Wednesday, September 13, 2023
11	Registrar and Share Transfer Agent contact details	Mr. Umesh Pandey, Manager KFin Technologies Limited “KFin Tech” Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032. Toll-free No.: 1800-309-4001 E-mail: <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> ; <a href="mailto:umesh.pandey@kfintech.com">umesh.pandey@kfintech.com</a> ; Website: <a href="https://www.kfintech.com">https://www.kfintech.com</a>
12	TCNS’s contact details	<a href="mailto:investors@tcnsclothing.com">investors@tcnsclothing.com</a> 011-42193193/011-42193176
13	Link of Proxy Advisors report	<a href="https://www.iiasadvisory.com/voting-recommendation">https://www.iiasadvisory.com/voting-recommendation</a> (Iias) <a href="https://www.sesgovernance.com/ses-recommendations">https://www.sesgovernance.com/ses-recommendations</a> (SES)
14	Link of disclosures on Stock Exchange website and Company website	<a href="https://www.nseindia.com/companies-listing/corporate-filings-announcements">https://www.nseindia.com/companies-listing/corporate-filings-announcements</a> (NSE) <a href="https://www.bseindia.com/corporates/ann.html">https://www.bseindia.com/corporates/ann.html</a> (BSE) <a href="https://wforwoman.com/content/investor-relation">https://wforwoman.com/content/investor-relation</a> (Company’s website)

#### For and on behalf of Board of Directors

Sd/-

**PIYUSH ASIJA**

Company Secretary and Compliance Officer  
ACS 21328

Date: August 18, 2023

Place: New Delhi

Notice (continued...)

**Notice is hereby given that the Twenty-Sixth (26<sup>th</sup>) Annual General Meeting ("AGM") of the Members of TCNS Clothing Co. Limited will be held on Monday, September 11, 2023 at 11:30 AM (IST) through Video Conferencing (VC)/Other Audio Video Mode (OAVM), to transact the following businesses:**

**ORDINARY BUSINESS:**

**Item no. 1: To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon.**

**"RESOLVED THAT** the audited financial statements of the Company comprising of the balance sheet as at March 31, 2023, the statement of profit and loss, cash flow statement and statement of equity, for the financial year ended on March 31, 2023, together with the notes thereto, report of the board of directors and auditors' report thereon, as circulated to the members and laid before the meeting, be and are hereby considered and adopted."

**Item no. 2: To appoint a Director in place of Mr. Onkar Singh Pasricha (DIN 00032290) who retires by rotation and being eligible, offers himself for re-appointment.**

**"RESOLVED THAT** Mr. Onkar Singh Pasricha (DIN 00032290), who retires by rotation as Director at this Meeting pursuant to the provisions of Section 152 of the Act and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

**SPECIAL BUSINESS:**

**Item no. 3: Approval for Remuneration of Mr. Anant Kumar Daga (DIN 07604184), Managing Director of the Company.**

To consider and, if thought fit, to pass the following resolution, with or without modification(s), as a Special Resolution:

**"RESOLVED FURTHER THAT** pursuant to provisions of Sections 197, 198 and other applicable provisions of the Act, the rules made thereunder read with Schedule V of the Act (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and resolution of the members of the Company passed on September 17, 2021 and based on the recommendation of Nomination and Remuneration Committee and the approval of Board of Directors, the payment of remuneration, perquisites, and other benefits to Mr. Anant Kumar Daga (DIN 07604184), Managing Director of the Company for FY 2023-24, as set out in the Explanatory Statement be and is hereby approved, with the authority to the Board to alter and vary the terms and conditions related to remuneration payable to him in such manner as may be agreed between the Board and Mr. Anant Kumar Daga."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to include any Committee constituted by the Board or any person(s) authorised by the Board/Committee including Company Secretary and Chief Financial Officer in this regard) be and are hereby authorised on behalf of the Company to do all acts, deeds and things and take all steps as may be necessary, proper and expedient to give effect to the above resolution."

**For and on behalf of Board of Directors**

Sd/-

**PIYUSH ASIJA**

Company Secretary and Compliance Officer  
ACS 21328

Date: August 11, 2023

Place: New Delhi

**NOTES:**

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") related to the Special Business(es) to be transacted at the Annual General Meeting ("AGM"/"Meeting") is annexed hereto.
2. Pursuant to the provisions of the Act, Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR), Regulations, 2015") and the Secretarial Standard on General Meetings ("SS-2"), the relevant information in respect of the Directors seeking appointment/re-appointment and fixation of remuneration at the AGM is attached as **Annexure-B** and forms an integral part of this Notice.
3. The Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19", General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 in relation to "Clarification on holding of annual general meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") read with the Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 issued by the Securities and Exchange Board of India ('SEBI Circulars') permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
4. As this AGM is being held pursuant to the Applicable Circulars through VC/OAVM, the route map to the AGM venue is not required to be annexed to this Notice.
5. As this AGM is being held pursuant to the Applicable Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not required to be annexed to this Notice.
6. M/s. KFin Technologies Limited, Registrar & Transfer Agent of the Company ("RTA"), shall be providing facility for voting and for attending the AGM through VC. Members may note that the VC facility provided by RTA allows participation of up to 2,000 members on a first-come-first-served basis. The members (holding 2% or more shareholding), Promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinizers, etc. can attend the AGM without any restriction on account of first-come-first-served principle. Members can login and join Thirty (30) minutes prior to the scheduled time of meeting and window for joining shall be kept open till the expiry of Fifteen (15) minutes after the scheduled time. The detailed instructions for remote e-Voting, participation in the AGM through VC and for e-Voting during the AGM are provided in **Annexure-A** attached to this Notice.
7. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to cast its vote,

Notice (continued...)

- together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id [sanjaygrover7@gmail.com](mailto:sanjaygrover7@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) and [investors@tcnsclothing.com](mailto:investors@tcnsclothing.com). The scanned image of the above-mentioned documents should be in the naming format "TCNS Clothing Co. Limited\_7513".
8. In case of joint holders, only such joint holder whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
  9. The Company has appointed M/s. Sanjay Grover and Associates, Practicing Company Secretaries, to act as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner. Mr. Kapil Dev Taneja (FCS No. 4019 and CP No. 22944) and in case of his unavailability Mr. Neeraj Arora (FCS No. 10781 and CP No. 16186) on behalf of M/s. Sanjay Grover and Associates, has communicated his willingness to be appointed as a Scrutinizer and be available for the purpose.
  10. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
  11. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-Off Date i.e., September 04, 2023.
  12. Pursuant to Section 101 and Section 136 of the Act read with the Applicable Circulars and relevant rules made thereunder, to support the "Green Initiative" announced by the Government of India, read with Applicable Circulars, the Company is sending the Annual Report and Notice of the AGM with e-Voting instructions only in electronic form to the registered email addresses of the Members. All the members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on August 11, 2023 have been considered for the purpose of sending the AGM Notice and the Annual Report. Therefore, those Members who have not yet registered their email address are requested to get their email addresses registered by following the procedure provided in **Annexure-A** attached to this Notice. The Members seeking physical copy of Annual Report for FY 2022-23 are required to raise a request at [investors@tcnsclothing.com](mailto:investors@tcnsclothing.com) mentioning their Folio No./DP ID and Client ID.
  13. Pursuant to Section 72 of the Act read with the rules made thereunder, members holding shares in single name may avail the facility of nomination in respect of shares held by them. Members holding shares in physical form may avail this facility by sending a nomination in the prescribed Form No. SH-13 to KFin Tech. Members holding shares in electronic form may contact their respective DPs for availing this facility. The Nomination form can be downloaded from the Company's website at <https://wforwoman.com/content/wp-content/uploads/2021/12/4FORM-SH-13.pdf>.
  14. Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f April 01, 2019. Accordingly, the Company/KFin Tech has stopped accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are advised to avail the facility of dematerialisation by contacting the Company/KFin Tech for assistance in this regard.
  15. The SEBI has wide it's Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 in related to "Common and simplified norms for processing investor's service requests by RTAs and norms for furnishing PAN, KYC details and Nomination" has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members are, therefore, requested to submit their PAN to their Depository Participant(s) with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN to KFin Tech (RTA).
  16. In case of change in residential status of Non-Resident Indian Members, the same should be immediately informed to the Registrar & Share Transfer Agents of the Company along with particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank.
  17. Certificate from M/s. Sanjay Grover and Associates, Secretarial Auditors of the Company, with respect to implementation of Employee Stock Option Scheme, Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act and all other relevant documents referred to in the Notice will be available electronically for inspection by the Members during the AGM.
  - 17.2 All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [investors@tcnsclothing.com](mailto:investors@tcnsclothing.com). Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company at least 7 days before the date of AGM, through email at [investors@tcnsclothing.com](mailto:investors@tcnsclothing.com). The same will be replied by the Company suitably.
  - 18.1 Further, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process.
  - 18.2 Individual demat account holders would be able to cast their vote without having to register again with the e-Voting Service Provider ("ESP") thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
  19. The 26<sup>th</sup> Annual General Meeting is being convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with applicable rules and applicable circulars.
  20. The recorded transcript of this meeting shall be made available on the website of the Company at <https://wforwoman.com/content/investor-relation>
  21. Holders of equity shares in physical mode, in case of any dispute against the Company and/or its RTA, regarding delay or default in processing their request(s), can file for arbitration with Stock Exchange. For more details, please refer to the SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/76 dated May 30, 2022 and/or the following web links of the Stock Exchanges: BSE - <http://tiny.cc/m1l2vz> NSE - <http://tiny.cc/s1l2vz>.
- In case investors need any assistance in filling complaints on SCORES, they can call on SEBI toll free helpline number: 1800 266 7575 and 1800 22 7575.

Notice (continued...)

## Annexure-A

### DETAILED INSTRUCTIONS FOR REMOTE E-VOTING, PROCESS TO RECEIVE NOTICE AND LOGIN CREDENTIALS BY THE PERSONS WHO BECOME MEMBERS AFTER THE CUT-OFF DATE, PROCESS OR PARTICIPATION IN THE AGM THROUGH VC, AND FOR E-VOTING DURING THE AGM.

- Members desiring to download the Annual Report and Notice of the AGM may visit the website of the Company <https://wforwoman.com/content/investor-relation> or the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited at [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com) respectively, or the website of the RTA viz. <https://evoting.kfintech.com>, for the same. Alternatively, Members may send an email request at the email id [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com) for sending the Annual report and Notice of AGM by email.
- In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI (LODR) Regulations, 2015 and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/

CIR/P/2020/242 dated December 09, 2020 in relation to “e-Voting Facility provided by Listed Entities”, the Company is pleased to provide the facility to Members to exercise their right to vote on all the resolutions as set forth in this Notice and proposed to be passed at AGM by electronic means, through the e-Voting services provided by KFin Tech.

#### A. LOGIN METHOD FOR REMOTE E-VOTING FOR INDIVIDUAL MEMBERS HOLDING SECURITIES IN DEMAT MODE.

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 09, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting Service Provider (“ESP”) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access remote e-Voting facility.

#### OPTION 1 – LOGIN THROUGH DEPOSITORIES

Members having NSDL as Depository	Members having CDSL as Depository
<ol style="list-style-type: none"> <li>Members who have already registered and opted for IDeAS facility to follow below steps:               <ol style="list-style-type: none"> <li>Go to URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>Click on the “Beneficial Owner” icon under ‘IDeAS’ section.</li> <li>On the new page, enter the existing User ID and Password. Post successful authentication, click on “Access to e-Voting”.</li> <li>Click on the Company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ol> </li> </ol>	<ol style="list-style-type: none"> <li>Members who have already registered and opted for Easi/Easiest to follow below steps:               <ol style="list-style-type: none"> <li>Go to URL: <a href="https://web.cdslindia.com/myeasinew/home/login">https://web.cdslindia.com/myeasinew/home/login</a>; or</li> <li>URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a> and then go to Login and select ‘New System Myeasi’</li> <li>Login with user id and password.</li> <li>The option will be made available to reach e-Voting page without any further authentication.</li> <li>Click on Company name or e-Voting service provider name to cast your vote during the remote e-Voting period.</li> </ol> </li> </ol>
<ol style="list-style-type: none"> <li>User not registered for IDeAS e-Services               <ol style="list-style-type: none"> <li>To register click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>Proceed with completing the required fields.</li> </ol> </li> </ol>	<ol style="list-style-type: none"> <li>User not registered for Easi/Easiest               <ol style="list-style-type: none"> <li>Option to register is available at <a href="https://web.cdslindia.com/myeasinew/Registration/EasiRegistration">https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</a></li> <li>Proceed with completing the required fields.</li> </ol> </li> </ol>
<ol style="list-style-type: none"> <li>First-time users can visit the e-Voting website directly and follow the process below:               <ol style="list-style-type: none"> <li>Go to URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a></li> <li>Click on the icon “Login” which is available under ‘Member/Member’ section.</li> <li>Enter User ID (i.e., 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</li> <li>Click on the Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol> </li> </ol>	<ol style="list-style-type: none"> <li>First-time users can visit the e-Voting website directly and follow the process below:               <ol style="list-style-type: none"> <li>Go to URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Click on the icon “e-Voting”</li> <li>Provide demat Account Number and PAN No.</li> <li>System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>After successful authentication, the user will be provided links for the respective ESP where the e-Voting is in progress.</li> <li>Click on the Company name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol> </li> </ol>



Notice (continued...)

**OPTION 2 - LOGIN THROUGH DEPOSITORY PARTICIPANTS**

- i. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.
- ii. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.
- iii. Click on options available against Company name or e-Voting service provider–KFin Tech and you will be redirected to e-Voting website of KFin Tech for casting your vote during the remote e-Voting period without any further authentication.

**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800-1020-990 and 1800-224-430.
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="http://helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43.

**B. LOGIN METHOD FOR E-VOTING: APPLICABLE FOR MEMBERS OTHER THAN INDIVIDUAL MEMBERS HOLDING SECURITIES IN DEMAT MODE AND MEMBERS HOLDING SECURITIES IN PHYSICAL MODE.**

- Please access the RTA's e-Voting platform at the URL: <https://evoting.kfintech.com>
- Members whose email IDs are registered with Company/Depository Participants (s), will receive an email from RTA which will include details of e-Voting Event Number (EVEN) i.e. 7513, USER ID and password. Members are requested to use these credentials at the Remote Voting Login at the above-mentioned URL.
- Alternatively, if the member is already registered with RTA's e-Voting platform, then he can use their existing User ID and password for casting the vote through remote e-Voting. If they have forgot the password, then they may click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- Members can also use SMS service to get the credentials if their mobile number is registered against Folio No./DP ID Client ID, by sending SMS: MYEPWD <space> EVEN No + Folio No. (in case of physical Members) or MYEPWD <space> DP ID Client ID (in case of shares held in DEMAT form) to 9212993399.

Example for NSDL	MYEPWD<SPACE> IN12345612345678
Example for CDSL	MYEPWD<SPACE> 1402345612345678
Example for Physical	MYEPWD<SPACE>Event No. HMT12345678


**3. OTHER GENERAL INSTRUCTION FOR REMOTE E-VOTING:-**

The remote e-Voting facility will be available during the following period:

Start date and time	September 08, 2023 at 09:00A.M. (IST)
End date and time	September 10, 2023 at 05:00P.M. (IST)

- The remote e-Voting will not be allowed beyond the aforesaid date and time and the e-Voting module shall be disabled/blocked by RTA upon expiry of the aforesaid period.
- Once the vote on a resolution is cast by the Member(s), they shall not be allowed to change it subsequently or cast the vote again.
- In case of any query pertaining to e-Voting, please refer "Help" or "FAQs" and "User Manual for Members" available at the "Download" section on the website (bottom corner) of our RTA at <https://evoting.kfintech.com>. Member may also call RTA at toll free number 1800-3094-001 or send an e-mail request to [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com) for all e-Voting related matters.

**4. INSTRUCTION FOR E-VOTING AT E-AGM:**

- Only those members who will be present in the e-AGM through video conference facility and have not cast their vote earlier through remote e-Voting are eligible to vote through e-Voting during the e-AGM.
- Members who have casted their votes by remote e-Voting prior to the meeting may attend the meeting but shall not be entitled to cast their vote again.
- Upon the declaration by the Chairperson about the commencement of e-Voting at e-AGM, Members shall be required to click on the "Vote"/() icon on the left-hand bottom corner of their video screen for voting at the e-AGM, which will take them to the 'Instapoll' page.
- Members to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.
- The facility of Instapoll will be available not exceeding Fifteen (15) minutes from the commencement of e-Voting as declared by the Chairman at e-AGM and can be used for voting only by those Members who hold shares as on the cut-off date viz. September 04, 2023 and who have not already cast their vote(s) through remote e-Voting.

**5. INSTRUCTION FOR MEMBERS FOR ATTENDING THE E-AGM:**

- i. Member will be provided with a facility to attend the AGM through VC/OAVM platform provided by KFin Tech. Members may access the same at <https://emeetings.kfintech.com> by using the e-Voting login credentials provided in the email received from the Company/KFin Tech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join

Notice (continued...)

the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.

- ii. Facility for joining AGM through VC/OAVM shall open at least Thirty (30) minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC/OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. Members who would like to express their views/ask the questions may register their queries before the AGM by accessing the link <https://emeetings.kfintech.com> from September 06, 2023 to September 08, 2023. The Company has further provided a "post your query" option, to the members to express their views or ask questions during the AGM. The Company reserves the right to restrict the number of answers to the queries depending on the availability of time for the AGM. The unanswered queries, if any, shall be answered by the Company after the AGM suitably. Please note that, Members' questions will be answered only if they continue to hold shares as on the cut-off date.
- vi. A video guide assisting the members attending e-AGM either as a speaker or participant is available for quick reference at URL [https://www.youtube.com/watch?v=0QpzRQ\\_IQdM](https://www.youtube.com/watch?v=0QpzRQ_IQdM).
- vii. The Members who have not cast their vote through remote e-Voting shall be eligible to cast their vote through e-Voting system available during the AGM. e-Voting during the AGM is integrated with the VC/OAVM platform. The Members may click on the voting (👍) icon displayed on the screen to cast their votes.
- viii. A Member can opt for only single mode of voting i.e., through Remote e-Voting or instapoll voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-Voting shall prevail and vote at the AGM shall be treated as invalid.
- ix. Institutional Members are encouraged to attend and vote at the AGM through VC/OAVM.

## 6. OTHER INSTRUCTIONS

- i. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and e-Voting user manual available at the download section of <https://evoting.kfintech.com> (KFin Tech Website) or contact Mr. Umesh Pandey, Manager KFin Technologies Limited ('KFin Tech') Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500032. Toll-free No.: 1800-309-4001 E-mail: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com); [umesh.pandey@kfintech.com](mailto:umesh.pandey@kfintech.com) Website: <https://www.kfintech.com> for any further clarifications.
- ii. The Members, whose names appear in the Register of

Members/list of Beneficial Owners as on September 04, 2023, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

- iii. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-off date i.e., September 04, 2023.
- iv. The Scrutinizer shall, immediately after the conclusion of the remote e-Voting at the AGM, first count the votes cast through remote e-Voting during the Meeting and thereafter unblock the votes cast through remote e-Voting before the AGM in presence of at least two witnesses not in the employment of the Company, and make a consolidated Scrutinizer's Report of the total vote cast in favour or against, if any, and submit the same to the Chairman or a person authorised by him in writing who shall countersign the same
- v. The results on resolutions shall be declared not later than (2) Two working days from the conclusion of the Meeting of the Company and the resolutions will be deemed to be passed on the date of the Meeting, subject to receipt of the requisite number of votes in favour of the resolutions.
- vi. The results declared along with the Scrutiniser's Report will be made available on the website of the Company ([www.wforwoman.com](http://www.wforwoman.com)) and on Service Provider's website (<https://evoting.kfintech.com>) and the same shall be communicated to National Stock Exchange of India Limited and BSE Limited.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT") AND THE SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA ("SECRETARIAL STANDARDS").

### Item No. 3:

Mr. Anant Kumar Daga was re-appointed as Managing Director of the Company via a special resolution passed by the members at 24<sup>th</sup> Annual General Meeting held on September 17, 2021 for a period of Five (5) years with effect from September 07, 2021 to September 06, 2026.

In furtherance to the aforementioned appointment, the members of the Company revised the remuneration of Mr. Anant Kumar Daga, Managing Director for the FY 2022-23 at their 25<sup>th</sup> Annual general Meeting held on September 20, 2022.

In recognition of Mr. Anant Kumar Daga's contribution to the Company's performance and considering the company's performance on defined parameters, industry benchmarks and individual performance and based on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on August 11, 2023 approved the remuneration of Mr. Anant Kumar Daga (DIN 07604184), Managing Director of the Company for the FY 2023-24 subject to approval of shareholders and other applicable rules and regulations.

The remuneration proposed to be paid to Mr. Anant Kumar Daga, Managing Director of the Company for FY 23-24 as mentioned below is commensurate with his roles and responsibilities and is in line with the industry benchmarks and the performance of the company. Considering the size

Notice (continued...)

of the operations of the Company, role and responsibilities assigned to in his position, his background, competence, experience and his association with the Company and the industry benchmarks and remuneration packages of similarly placed personnel of other corporate bodies in the country, the remuneration proposed to be paid to him is considered to be fair, just and reasonable.

The proposed structure of Mr. Anant Kumar Daga as the Managing Director are as follows:

#### 1. REMUNERATION DETAILS:

i. **Period:** From April 01, 2023 to March 31, 2024 (FY24)

ii. **Compensation details:**

- Salary: Upto ₹ 30 Mn. per annum (including Retirals, variable pay as per the policy of the Company, Perquisites, allowances and other benefits).
- Commission: Nil
- Retirals: include Company's contribution to provident fund, superannuation or annuity fund and gratuity fund as per the service rules of the Company and applicable laws.
- Sitting Fee: Nil
- Perquisites: Perquisites include but not limited to expenses pertaining to medical reimbursements as per policy of the Company, Leave Travel Concession as per policy of the Company, conveyance reimbursements, personal accident insurance, term policy, life insurance policy premium, usage of Company car(s) with driver, telephone/internet expenses and other utilities, membership fees of industry associations and/or clubs.

The perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder including any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost incurred by the Company.

Any perquisite arising out of exercise of options during the year will be calculated at actual and would be in addition to the compensation limit mentioned above.

If during the financial year, the Company has no profits or its

profits are inadequate, it shall pay to Mr. Anant Kumar Daga, remuneration as specified above, as minimum remuneration subject to the limits laid down and, in the manner, as stipulated in Schedule V to the Act, as may for the time being, be in force.

Pursuant to the provisions of Sections 197, 198, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including rules, notifications, any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), approval of the Shareholders by way of Special Resolution is required for payment of Managerial Remuneration by the Company;

- a) to its Managing Director, in any financial year, exceeding 5% of the net profits computed in accordance with the provisions of section 198 of the Companies Act, 2013; and/or
- b) to its Director(s) including Managing Director, Whole Time Director(s) and Non-Executive Director(s) in any financial year, exceeding 11% of the net profits computed in accordance with the provisions of section 198 of the Companies Act, 2013.

It is submitted that based on the projections, the managerial remuneration as aforesaid payable individually to Mr. Anant Kumar Daga may exceed the limits specified in Section 197 of the Companies Act, 2013. Accordingly, approval of the shareholders is sought by way of Special Resolution for the Item No. 3 of this AGM Notice.

Requisite information as required to be provided as per Schedule V of the Companies Act, 2013 is annexed as **Annexure- C**.

Except Mr. Anant Kumar Daga and his relative (to the extent of their shareholding in the Company, if any), none of Directors, Key Managerial Personnel and their relatives are considered to be concerned or interested financially or otherwise, in the said Resolution.

This Explanatory Statement may also be read and treated as written memorandum setting out the terms of appointment in compliance with the requirements of Section 190 of the Companies Act, 2013.

Additional information pursuant to the Secretarial Standard on General Meetings (SS-2) in respect of fixation of remuneration of direction at Item No. 3 is given in **Annexure-B** to this Notice.

**For and on behalf of Board of Directors**

Sd/-

**PIYUSH ASIJA**

Company Secretary and Compliance Officer  
ACS 21328

Date: August 11, 2023

Place: New Delhi

Notice (continued...)

## Annexure-B

Details under regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Clause 1.2.5 of Secretarial Standard on General Meetings (SS-2), in respect of the Directors seeking appointment/re-appointment or fixation of remuneration of Director. (Executive Directors)

Name of Director (DIN)	Mr. Anant Kumar Daga (DIN 07604184)	Mr. Onkar Singh Pasricha (DIN 00032290)
<b>Resolution No.</b>	Resolution No. 3 (Approval of Remuneration)	Resolution No. 2 (Liable to retire by rotation and being eligible, offers himself for re-appointment)
<b>Brief Resume, Experience and Expertise in specific functional areas</b>	Mr. Anant Kumar Daga joined TCNS Clothing Co. Limited as a Chief Executive Officer with effect from March 16, 2010. He was appointed on the Board as Managing Director on September 07, 2016 and re-appointed on September 07, 2021. Prior to joining the Company, Mr. Anant Kumar Daga has worked with Reebok India and ICICI bank.	Mr. Onkar Singh Pasricha holds a bachelor's degree in Technology in Electrical Engineering from Indian Institute of Technology, Delhi. He is one of the Co-founders of TCNS Clothing Co. Limited and has been on the Board of the Company since December 3, 1997. He has more than Forty Six (46) years of experience in the fashion industry spanning from retail, trading, whole-selling, manufacturing and exports. From the early 1970s he has set up manufacturing operations and contract manufacturing in India and other countries to serve global developed markets for international brands and chain store retailers. He has been also awarded for Entrepreneur of the year by Images North Indian Awards (FY 2019).
<b>Date of Birth (Age in years)</b>	April 28, 1977 (46 years)	September 21, 1950 (72 years)
<b>Qualifications</b>	Bachelor's degree in Commerce from the University of Calcutta and a postgraduate diploma in management from Indian Institute of Management, Ahmedabad.	B-Tech, Electrical Engineering, IIT-Delhi.
<b>Terms and conditions of appointment/re-appointment including remuneration</b>	As mentioned in explanatory statement	Mr. Onkar Singh Pasricha, retires by rotation and being eligible as confirmed by him, offers himself for re-appointment.
<b>Details of remuneration last drawn</b>	₹ 27.50 Mn. (₹ 30.00 Mn was approved by Shareholders on September 20, 2022 for FY 2022-23)	₹ 3.00 Mn. (₹ 4.50 Mn. per annum was approved by Shareholders on September 20, 2022 for FY 2022-23 to 2024-25).
<b>Date on which first appointed on the Board</b>	September 07, 2016	December 03, 1997
<b>Details of shareholding in the Company directly or on beneficial basis (As on March 31, 2023)</b>	36,05,124 equity shares	67,52,681 equity shares
<b>Relationship with other Directors Manager and Key Managerial Personnel (if any)</b>	Not related to any Director of the Company.	Relative of Mr. Arvinder Singh Pasricha (Non-Executive Director) (DIN 00032420)
<b>Number of Board meetings attended during the year</b>	5 out of 5 Board meetings	5 out of 5 Board meetings



Notice (continued...)

<b>Name of Director (DIN)</b>	<b>Mr. Anant Kumar Daga (DIN 07604184)</b>	<b>Mr. Onkar Singh Pasricha (DIN 00032290)</b>
<b>Board memberships of other Companies</b>	Nil	1. TCNS Limited 2. TCNS Resorts Private Limited
<b>Chairperson/ Member of the Committee of the Board of Directors of Company</b>	1. Risk Management Committee (Member) 2. Stakeholders Relationship Committee (Member)	1. Risk Management Committee (Chairperson) 2. Nomination and Remuneration Committee (Member) 3. Corporate Social Responsibility Committee (Member)
<b>Chairperson/ Member of the Committee of the Board of Directors of other Companies</b>	Nil	Nil
<b>Name of Listed Companies from which resigned during last Three (3) years</b>	Nil	Nil

**For and on behalf of Board of Directors**

Sd/-

**PIYUSH ASIJA**

Company Secretary and Compliance Officer  
ACS 21328

Date: August 11, 2023

Place: New Delhi

Notice (continued...)

**Annexure-C****ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V OF THE ACT****GENERAL INFORMATION:**

<b>Nature of industry</b>	Manufacturing and Retailing of women apparel.		
<b>Date or expected date of commencement of commercial production</b>	The Company is in operation since December 3, 1997.		
<b>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</b>	Not applicable		
<b>Financial performance based on given indicators</b>	The Financial performance of the Company for Financial Year ended on March 31, 2023 and March 31, 2022 is as under:		
	All the figures are in "Mn." except Earnings per share		
	<b>Particulars</b>	<b>Current year (FY 2022-23)</b>	<b>Previous year (FY 2021-22)</b>
	Profit (Loss) After Tax	(175.47)	(57.29)
	Net-worth including balance in profit and loss account	6117.03	6198.65
	Earnings per share – basic (in ₹)	(2.75)	(0.90)
	Turnover (Revenue from Operations)	12,015.89	8960.52
<b>Foreign investments or collaborations, if any</b>	The Company has not entered into any foreign collaboration and no direct investment has been made in the Company during the previous three financial years. The Foreign Investors mainly comprised of Foreign Institutional Investors, Foreign Portfolio Investor, FDI and NRI's.		

**Information about the Directors:**

<b>Background Details</b>	
<b>Particulars</b>	<b>Information</b>
Name	Mr. Anant Kumar Daga
Father's name	Mr. Krishan Kumar Daga
Qualification	Bachelor's degree in commerce from the University of Calcutta and post graduate diploma in management from Indian Institute of Management, Ahmedabad.
Past Experience	Mr. Anant Kumar Daga joined TCNS Clothing Co. Limited as Chief Executive Officer with effect from March 16, 2010 and has been on your Board since September 07, 2016, Prior to joining TCNS, Mr. Daga has worked with Reebok India and ICICI Bank.
Past Remuneration	<p>Last drawn remuneration:</p> <ul style="list-style-type: none"> <li>Salary as per provisions contained in Section 17(1) of the Income-tax Act 1961 and Value of perquisites u/s 17(2) Income tax Act, 1961: ₹ 26.32 Mn. per annum.</li> <li>Contribution to PF: ₹ 1.18 Mn.</li> </ul> <p>(Remuneration of ₹ 30.00 Mn. per annum was approved by the Members for FY 2022-23 at their meeting held on September 20, 2022).</p>
Recognition or awards	<ul style="list-style-type: none"> <li>Featured in the Economic Times "40 under Forty" list of India's hottest business leaders for 2017.</li> <li>Brand Professional of the Year 2017 by CMAI.</li> </ul>

Notice (continued...)

<b>Background Details</b>	
<b>Job profile and his suitability</b>	<p>Mr. Anant Kumar Daga joined TCNS Clothing Co. Limited as Chief Executive Officer with effect from March 16, 2010 and has been on the Board since September 07, 2016.</p> <p>He is responsible for the operations of the Company and ensuring that appropriate governance procedures are in place and well entrenched in the culture of our Company.</p> <p>Taking into consideration his qualifications and expertise, Mr. Anant Kumar Daga is adequately suited for the responsibilities currently assigned to him by the Board of Directors of the Company.</p>
<b>Remuneration proposed</b>	As stated in the explanatory statement as stated above.
<b>Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)</b>	The remuneration as proposed of Mr. Anant Kumar Daga is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and nature of its businesses. Moreover in his position as Managing Director of the Company, Mr. Daga is responsible for overseeing the overall operations of the Company.
<b>Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any.</b>	Besides the remuneration proposed and current equity holding in the Company, Mr. Anant Kumar Daga does not have any pecuniary relationship with the Company.

**Other Information:**

<b>Reason of loss or inadequate profits</b>	Post-Covid lingering impact on consumer demand resulting in reduction in revenues and profitability of various channels.
<b>Steps taken or proposed to be taken for improvement</b>	<p>The Company proposes to build on its market leadership position and improve its profitability through:</p> <ol style="list-style-type: none"> <li>1. Building Strong Brands &amp; Enhancing Product Portfolio</li> <li>2. Effective Marketing</li> <li>3. Implementing responsive and agile Design and Supply Chain processes</li> <li>4. Expanding distribution process footprint</li> <li>5. Digital Transformation</li> <li>6. Cost optimization</li> </ol>
<b>Expected increase in productivity and profits in measurable terms</b>	The implementation of these steps and recovery of revenues to pre-covid levels at a store level would significantly increase the profitability given the operational leverage in our business.

**For and on behalf of Board of Directors**

Sd/-

**PIYUSH ASIJA**

Company Secretary and Compliance Officer  
ACS 21328

Date: August 11, 2023

Place: New Delhi