

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L99999DL1997PLC090978

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACT4432E

(ii) (a) Name of the company

TCNS CLOTHING CO. LIMITED

(b) Registered office address

119, New Manglapuri, W House
Mandi Road, Sultanpur, Mehrauli
New Delhi
South Delhi
Delhi
110026

(c) *e-mail ID of the company

piyush.asija@tcnsclothing.com

(d) *Telephone number with STD code

01142193193

(e) Website

www.wforwoman.com

(iii) Date of Incorporation

03/12/1997

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	Bombay Stock Exchange (A-1)	1
2	National Stock Exchange (A-1024)	1,024

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32,
Financial District, Nanakramguda, Serilingampally

(vii) *Financial year From date 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

20/09/2022

(b) Due date of AGM

30/09/2022

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C2	Textile, leather and other apparel products	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

0

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	180,000,000	61,612,674	61,612,674	61,612,674
Total amount of equity shares (in Rupees)	360,000,000	123,225,348	123,225,348	123,225,348

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
FULLY PAID UP EQUITY SHARES				
Number of equity shares	180,000,000	61,612,674	61,612,674	61,612,674
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	360,000,000	123,225,348	123,225,348	123,225,348

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	20,000,000	0	0	0
Total amount of preference shares (in rupees)	20,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
PREFERENCE SHARES				
Number of preference shares	20,000,000	0	0	0
Nominal value per share (in rupees)	1	1	1	1
Total amount of preference shares (in rupees)	20,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	6	61,522,493	61522499	123,044,998	123,044,998	

Increase during the year	0	90,176	90176	180,350	180,350	27,604,750
i. Public Issues	0	0	0	0	0	
ii. Rights issue	0	0	0	0	0	
iii. Bonus issue	0	0	0	0	0	
iv. Private Placement/ Preferential allotment	0	0	0	0	0	
v. ESOPs	0	90,175	90175	180,350	180,350	27,604,750
vi. Sweat equity shares allotted	0	0	0	0	0	
vii. Conversion of Preference share	0	0	0	0	0	
viii. Conversion of Debentures	0	0	0	0	0	
ix. GDRs/ADRs	0	0	0	0	0	
x. Others, specify		1	1			
Conversion from Physical to Demat Form						
Decrease during the year	1	0	1	0	0	0
i. Buy-back of shares	0	0	0	0	0	
ii. Shares forfeited	0	0	0	0	0	
iii. Reduction of share capital	0	0	0	0	0	
iv. Others, specify	1		1			
Conversion from Physical to Demat Form						
At the end of the year	5	61,612,669	61612674	123,225,348	123,225,348	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE778U01029

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debtentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	17/09/2021
Date of registration of transfer (Date Month Year)	
Type of transfer	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred	Amount per Share/ Debenture/Unit (in Rs.)

Ledger Folio of Transferor				<input type="text"/>		
Transferor's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>		
Transferee's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	

Date of registration of transfer (Date Month Year)				<input type="text"/>		
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock				
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>		
Ledger Folio of Transferor				<input type="text"/>		
Transferor's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>		
Transferee's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

8,960,517,904.43

(ii) Net worth of the Company

6,198,650,583.18

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	19,876,757	32.26	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	

3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	19,876,757	32.26	0	0

Total number of shareholders (promoters)

4

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	8,472,184	13.75	0	
	(ii) Non-resident Indian (NRI)	82,497	0.13	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	10,482,917	17.01	0	
7.	Mutual funds	2,754,259	4.47	0	

8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	18,232,714	29.59	0	
10.	Others 1. Alternative Investment fu	1,711,346	2.78	0	
	Total	41,735,917	67.73	0	0

Total number of shareholders (other than promoters)

16,242

**Total number of shareholders (Promoters+Public/
Other than promoters)**

16,246

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

28

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
NALANDA INDIA EQU	C/o Room 203A 2nd Floor Moka B			4,320,661	7.01
ELEVATION CAPITAL V	IFS Court Bank Street TwentyEight			3,316,180	5.38
STEINBERG INDIA EME	C/O CIM FUND SERVICES LTD 33 EI			1,050,000	1.7
AUBURN LIMITED	Suite 504 5th Floor St James Court			986,390	1.6
CASSINI PARTNERS, L	251 Little Falls Drive Wilmington D			248,114	0.4
FIRST PRINCIPLES FUN	251 Little Falls Drive New Castle C			139,431	0.23
FIDELITY ADVISOR SEF	245 SUMMER STREET BOSTON MA			121,400	0.2
238 PLAN ASSOCIATE	ONE BROADWAY 9TH FLOOR SUI			60,103	0.1
AIRAVAT CAPITAL HOL	c/o GFin Corporate Services Ltd Le			54,395	0.09
DOVETAIL INDIA FUN	4th Floor 19 Bank Street Cybercity			50,000	0.08
BNP PARIBAS TRUST S	20 Collyer Quay 01-01 Singapore C			29,437	0.05
SPDR PORTFOLIO EME	STATE STREET FINANCIAL CENTER			24,902	0.04
SPDR S&P EMERGING	ONE LINCOLN STREET BOSTON M.			19,195	0.03
ARKA INDIA FUND	4th Floor 19 Bank Street Cybercity			15,153	0.02
TEACHERS' RETIREMEN	2815 WEST WASHINGTON STREET			11,992	0.02
NIKKO AM ASIAN SMA	1 QUEENS ROAD CENTRAL CENTR			10,167	0.02
EMERGING MARKETS	6300 Bee Cave Road Building One			8,176	0.01

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
EMERGING MARKETS	6300 BEE CAVE ROAD BUILDING C			3,918	0.01
CITY OF LOS ANGELES	360 E Second Street Suite 600 Los			2,828	0
BOFA SECURITIES EUR	51 rue La Boetie Paris			2,000	0
EMERGING MARKETS	6300 BEE CAVE ROAD BUILDING O			1,674	0
DFA INTERNATIONAL	SUITE 1520 - 1500 WEST GEORGIA			1,570	0
WORLD EX U.S. TARGET	6300 Bee Cave Road Building One			1,568	0
EMERGING MARKETS	6300 Bee Cave Road Building One			1,488	0
DIMENSIONAL WORL	251 Little Falls Drive New Castle Co			1,173	0

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	4	4
Members (other than promoters)	15,210	16,242
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	1	0	1	1	10.96	15.37
B. Non-Promoter	1	4	1	5	5.85	0
(i) Non-Independent	1	1	1	1	5.85	0
(ii) Independent	0	3	0	4	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0

(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	4	2	6	16.81	15.37

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 10

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
ONKAR SINGH PASRIC	00032290	Director	6,752,681	
ARVINDER SINGH PAS	00032420	Director	9,470,671	
ANANT KUMAR DAGA	07604184	Managing Director	3,605,124	
SANGEETA TALWAR	00062478	Director	0	
NEERU ABROL	01279485	Director	0	
BHASKAR PRAMANIK	00316650	Director	0	
SURESH JAYARAMAN	03033110	Director	0	
NAVEEN WADHERA	02503164	Director	0	
AMIT CHAND	ADBPC1082A	CFO	477,832	
PIYUSH ASIJA	AJPPA6847F	Company Secretar	2,150	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

5

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
ARVINDER SINGH PAS	00032420	Additional director	30/12/2021	Appointment
SURESH JAYARAMAN	03033110	Additional director	30/12/2021	Appointment
NAVEEN WADHERA	02503164	Additional director	11/02/2022	Appointment
NARESH PATWARI	03319397	Director	11/02/2022	Cessation
ANANT KUMAR DAGA	07604184	Managing Director	07/09/2021	Re-Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	17/09/2021	15,378	81	41.26

B. BOARD MEETINGS

*Number of meetings held

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	21/06/2021	6	6	100
2	13/08/2021	6	6	100
3	12/11/2021	6	6	100
4	30/12/2021	6	6	100
5	11/02/2022	7	7	100

C. COMMITTEE MEETINGS

Number of meetings held

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	21/06/2021	4	4	100
2	Audit Committee	13/08/2021	4	4	100
3	Audit Committee	12/11/2021	4	4	100
4	Audit Committee	10/02/2022	3	3	100
5	Nomination and Remuneration	13/08/2021	4	4	100
6	Nomination and Remuneration	12/11/2021	4	4	100
7	Nomination and Remuneration	30/12/2021	4	4	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
8	Nomination an	10/02/2022	5	5	100
9	Stakeholder R	21/06/2021	3	3	100
10	Stakeholder R	13/08/2021	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	20/09/2022
								(Y/N/NA)
1	ONKAR SING	5	5	100	8	8	100	Yes
2	ARVINDER SI	1	1	100	0	0	0	Yes
3	ANANT KUMA	5	5	100	6	6	100	Yes
4	SANGEETA T	5	5	100	0	0	0	Yes
5	NEERU ABRC	5	5	100	16	16	100	Yes
6	BHASKAR PR	5	5	100	12	12	100	No
7	SURESH JAY	1	1	100	1	1	100	Yes
8	NAVEEN WAL	0	0	0	0	0	0	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Anant Kumar Daga	Managing Direct	23,315,405	0	0	1,127,316	24,442,721
2	Onkar Singh Pasricl	Executive Direct	2,798,592	0	0	201,400	2,999,992
	Total		26,113,997	0	0	1,328,716	27,442,713

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Amit Chand	CFO	11,571,192	0	0	543,240	12,114,432
2	Piyush Asija	Company Secre	3,910,232	0	0	1,512,680	5,422,912
	Total		15,481,424	0	0	2,055,920	17,537,344

Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sangeeta Talwar	Independent and	0	0	0	1,275,000	1,275,000
2	Neeru Abrol	Independent and	0	0	0	1,500,000	1,500,000
3	Bhaskar Pramanik	Independent and	0	0	0	1,200,000	1,200,000
4	Suresh Jayaraman	Independent and	0	0	0	175,000	175,000
5	Naresh Patwari	Non Executive D	0	0	0	0	0
6	Arvinder Singh Pasr	Non Executive D	0	0	0	0	0
7	Naveen Wadhwa	Non Executive D	0	0	0	0	0
	Total		0	0	0	4,150,000	4,150,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow Associate Fellow

Certificate of practice number

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
 (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director 

DIN of the director

To be digitally signed by 

- Company Secretary
 Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

List of attachments

List of Shareholders.pdf
Confirmation of Transfers.pdf
Details Of Committee Meetings.pdf
TCNS_FPC_31032022.pdf
TCNS MGT-8 2022.pdf

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



Monika Thareja Grover

Practicing Company Secretary
C 604, Civitech Sampriti, Sector 77, Noida 201301, UP
Mobile: +91-9555-615-121, Email: monika@csmonikag.com

Company Under Consideration	:	TCNS CLOTHING CO. LIMITED
CIN	:	L99999DL1997PLC090978
Authorized Share Capital	:	Rs. 38,00,00,000
Paid Up Share Capital	:	Rs. 12,32,25,348
Period under Consideration	:	2021-22

Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of **TCNS CLOTHING CO. LIMITED** (CIN L99999DL1997PLC090978), as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31st March, 2022. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

- A. The Annual Return states the facts at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of:
 1. The status of the Company is Active as per the website of Ministry of Company Affairs. The Company is having status of Listed Public Limited Company, Limited by Shares;
 2. The Company has maintained the Registers and Records & made entries therein within the time prescribed therefore;
 3. The Company has filed the forms and returns during the year as required under prescribed provisions of the Act, with the Registrar of Companies within reasonable time. There was no requirement to file any form or return with Regional Director, Central Government, the Tribunal, Court or other authorities within the prescribed/ reasonable time;



Monika



Monika Thareja Grover

Practicing Company Secretary
C 604, Civitech Sampriti, Sector 77, Noida 201301, UP
Mobile: +91-9555-615-121, Email: monika@csmonikag.com

4. The Calling/ convening/ holding meetings of Board of Directors and its committees and the meetings of the members of the company on due dates, as stated in the annual return in respect of which meetings, proper notices were given and proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book maintained for the purpose and the same have been signed;
5. The Company has closed its Register of Members from 14th September, 2022 till 20th September, 2022 for the purpose of Annual General Meeting.
6. The Company has not Advanced any loans to its directors and/or persons or firms or companies referred in section 185 of the Act during the year,
7. During the financial year under review, all contracts/ arrangements/ transactions entered or modified by the Company with related parties were in the ordinary course of business and are on the Arm's length basis.
8. The Company issued 90,175 Equity Shares under ESOP Schemes during the period under consideration. All the transfers/ transmissions were duly registered as and when required during the FY 2021-22. The Company did not buy back any securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares /securities and issues of security certificates in all instances.
9. There was no requirement to keep in abeyance, the rights to dividend, for the dividend declared/ rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
10. The Company did not pay any dividend during the financial year under review. There is no instance of transfer of unpaid/ unclaimed divided/ other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act,
11. The financial statements as per the provisions of section 134 of the Act and report of directors is as per sub-sections (3), (4) and (5) thereof were duly signed;
12. The Company duly Constituted/ Appointed/ Re-appointed/ Retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. The Appointment of Statutory Auditors M/s. Deloitte Haskins & Sells LLP, Chartered





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Accountants., (ICAI Firm Reg. No. 117366W/W-100018), is as per the provisions of section 139 of the Act;

14. The Company was not required to take any approvals from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. The Company did not Accept/ invited/ renewed/ repaid any deposits under the provisions of the Section 73-76 of the Companies Act, 2013 read with related rules;
16. The Company did not borrow from its directors, members, public financial institutions etc. during the year;
17. There were no Loans and investments or guarantee given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act during the Financial year under review;
18. The Company has not altered provisions of the Memorandum and/ or Articles of Association of the Company.

Signed by:

Monika



Monika Thareja Grover
Practicing Company Secretary

Membership No.: F11170
CoP: 25682
Peer Review Certificate No.: 2257/2022

UDIN: F011170D001195617

Date: 11.10.2022
Place: Noida

1. Details of Promoters and Promoters' Group as on March 31 2022.

S. No.	Name of Shareholder	Promoter/Promoters Group	No. of shares
1	Arvinder Singh Pasricha	Promoter	9470671
2	Onkar Singh Pasricha	Promoter	6752681
3	Parmeet Pasricha	Promoter group	3203405
4	Saranpreet Pasricha	Promoter group	450000
		Total	19876757

Note: As there is no separate column under form MGT-7 for Promoter Group, thus the shares of Ms. Parmeet Pasricha and Mr. Saranpreet Pasricha are shown under Promoters category.

2. Committee Meetings: Please find below details of committee meetings in continuance to the details filled in the form.

S. no.	Type of Meeting	Date of Meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
11	STAKEHOLDER'S RELATIONSHIP COMMITTEE MEETING	12/11/2021	3	3	100
12	STAKEHOLDER'S RELATIONSHIP COMMITTEE MEETING	10/02/2022	3	3	100
13	CSR COMMITTEE MEETING	21/06/2021	4	4	100
14	CSR COMMITTEE MEETING	10/02/2022	4	4	100
15	RISK MANAGEMENT COMMITTEE MEETING	10/02/2022	6	6	100
16	RISK MANAGEMENT COMMITTEE MEETING	21/03/2022	6	6	100

This is for your information and necessary records.

For and on behalf of TCNS Clothing Co. Limited



Piyush Asija
Company Secretary and Compliance Officer
M.no. A21328



TCNS Clothing Co. Limited

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