

# 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

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

(b) Due date of AGM

30/09/2022

(c) Whether any extension for AGM granted

Yes  No

(f) Specify the reasons for not holding the same

This is a draft MGT-7 placed before holding of AGM as per Companies Act, 2013.

## 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
<b>FULLY PAID UP EQUITY SHARES</b>				
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
<b>PREFERENCE SHARES</b>				
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			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	6	61,522,493	61522499	123,044,998	123,044,998	
<b>Increase during the year</b>	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						
<b>Decrease during the year</b>	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						
<b>At the end of the year</b>	5	61,612,669	61612674	123,225,348	123,225,348	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	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						
<b>Decrease during the year</b>	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						
<b>At the end of the year</b>	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/Debentures 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) <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

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
<b>Total</b>			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	
	<b>Total</b>	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	
	<b>Total</b>	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 HOI	c/o GFin Corporate Services Ltd Le			54,395	0.09
DOVETAIL INDIA FUNI	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

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
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 CENTRA			10,167	0.02
EMERGING MARKETS	6300 Bee Cave Road Building One			8,176	0.01
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. TARGE	6300 Bee Cave Road Building One			1,568	0
EMERGING MARKETS	6300 Bee Cave Road Building One			1,488	0
DIMENSIONAL WORLE	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
<b>A. Promoter</b>	1	0	1	1	10.96	15.37
<b>B. Non-Promoter</b>	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
<b>C. Nominee Directors representing</b>	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 PASRIK	00032290	Director	6,752,681	
ARVINDER SINGH PASRIK	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 Secretary	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

1

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

5

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

16

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	13/08/2021	4	4	100
6	Nomination and	12/11/2021	4	4	100
7	Nomination and	30/12/2021	4	4	100
8	Nomination and	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	
1	ONKAR SINGH	5	5	100	8	8	100	
2	ARVINDER SINGH	1	1	100	0	0	0	
3	ANANT KUMAR	5	5	100	6	6	100	
4	SANGEETA T	5	5	100	0	0	0	
5	NEERU ABROO	5	5	100	16	16	100	
6	BHASKAR PRASAD	5	5	100	12	12	100	
7	SURESH JAY	1	1	100	1	1	100	
8	NAVEEN WALIA	0	0	0	0	0	0	

**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 Director	23,315,405	0	0	1,127,316	24,442,721
2	Onkar Singh Pasri	Executive Director	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 Secretary	3,910,232	0		168,930	4,079,162
	Total		15,481,424	0	0	712,170	16,193,594

Number of other directors whose remuneration details to be entered

6

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

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

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

<b>Remove attachment</b>
--------------------------

Modify
--------

Check Form
------------

Prescrutiny
-------------

Submit
--------

---

**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

<b>Company Under Consideration</b>	:	TCNS CLOTHING CO. LIMITED
<b>CIN</b>	:	L99999DL1997PLC090978
<b>Authorized Share Capital</b>	:	Rs. 38,00,00,000
<b>Paid Up Share Capital</b>	:	Rs. 12,32,25,348
<b>Period under Consideration</b>	:	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 31<sup>st</sup> 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 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 report in respect of which meetings, proper notices were given and proceedings 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 14<sup>th</sup> September, 2022 till 20<sup>th</sup> 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 dividend/ 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 prepared and 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



## Monika Thareja Grover

Practicing Company Secretary

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

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 Thareja Grover**  
**Practicing Company Secretary**

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

UDIN: \_\_\_\_\_

Date: \_\_\_\_\_

Place: \_\_\_\_\_

TCNS CLOTHING CO. LIMITED									
List of Foreign Institutional Investors' as on 31/03/2022 ((FPC))									
SLNO	DPID	FOLIO/CL-ID	NAME/JOINT NAME(S)	ADDRESS	COUNTRY OF INCORPORATION	REGN. NO WITH SEBI	HOLDING	% TO EQT	MINOR CODE
1	IN303173	20003324	NALANDA INDIA EQUITY FUND LIMITED	C/o Room 203A 2nd Floor Moka Business Centre Montagne Ory Road Bon Air Moka	MAURITIUS	INMUFP131217	4320661	7.01	FPC
2	IN303173	20134412	ELEVATION CAPITAL VI FII HOLDINGS LIMITED	IFS Court Bank Street TwentyEight Cybercity Ebene		INMUFP013318	3316180	5.38	FPC
3	IN301524	30030008	STEINBERG INDIA EMERGING OPPORTUNITIES FUND LIMITE D	C/O CIM FUND SERVICES LTD 33 EDITH CAVELL STREET PORT LOUIS	MAURITIUS	INMUFP253115	1050000	1.70	FPC
4	IN303173	20133276	AUBURN LIMITED	Suite 504 5th Floor St James Court Port Louis	MAURITIUS	INMUFP076216	986390	1.60	FPC
5	IN300054	10114525	CASSINI PARTNERS, L.P. MANAGED BY HABROK CAPITAL M ANAGEMENT LLP	251 Little Falls Drive Wilmington Delaware		INUSFP052921	248114	0.40	FPC
6	IN303173	20244483	FIRST PRINCIPLES FUND ONE LP	251 Little Falls Drive New Castle County Wilmington Delaware		INUSFP034720	139431	0.23	FPC
7	IN300054	10107218	FIDELITY ADVISOR SERIES VIII FIDELITY ADVISOR GLOB AL CAPITAL APPRECIATION FUND	245 SUMMER STREET BOSTON MASSACHUSETTS 02210 USA	UNITED STATES OF AMERICA	INUSFP307116	121400	0.20	FPC
8	IN300054	10116762	238 PLAN ASSOCIATES LLC	ONE BROADWAY 9TH FLOOR SUITE 200 CAMBRIDGE MA		INUSFP012319	60103	0.10	FPC
9	IN300126	11284379	AIRAVAT CAPITAL HOLDINGS	c/o GFin Corporate Services Ltd Level 6 GFin Tower 42 Hotel Street Cybercity Ebene 72201		INMUFP009418	54395	0.09	FPC
10	IN303307	10001355	DOVETAIL INDIA FUND CLASS 7 SHARES	4th Floor 19 Bank Street Cybercity Ebene		INMUFP241717	50000	0.08	FPC
11	IN301799	10078588	BNP PARIBAS TRUST SERVICES SINGAPORE LIMITED AS TR USTEE OF NIKKO AM SHENTON EMERGING ENTERPRISE DISC OVERY FUND	20 Collyer Quay 01-01 Singapore 049319	SINGAPORE	INSGFP164316	29437	0.05	FPC
12	IN300142	20772123	SPDR PORTFOLIO EMERGING MARKETS ETF	STATE STREET FINANCIAL CENTER ONE LINCOLN STREET BOSTON MA	UNITED STATES OF AMERICA	INUSFP131416	24902	0.04	FPC
13	IN300142	20772140	SPDR S&P EMERGING MARKETS SMALL CAP ETF	ONE LINCOLN STREET BOSTON MA	UNITED STATES OF AMERICA	INUSFP131616	19195	0.03	FPC
14	IN301348	20151359	ARKA INDIA FUND	4th Floor 19 Bank Street Cybercity Ebene - 72201	MAURITIUS	INMUFP175515	15153	0.02	FPC
15	IN300054	10114015	TEACHERS' RETIREMENT SYSTEM OF THE STATE OF ILLINO IS - ACADIAN ASSET MANAGEMENT LLC - EM SMALL CAP	2815 WEST WASHINGTON STREET SPRINGFIELD ILLINOIS		INUSFP035921	11992	0.02	FPC
16	IN300142	10754704	NIKKO AM ASIAN SMALL MID EQUITY FUND	1 QUEENS ROAD CENTRAL CENTRAL HONG KONG	HONG KONG	INHKFP104117	10167	0.02	FPC

17	IN300054	10013410	EMERGING MARKETS CORE EQUITY PORTFOLIO (THE PORTFOLIO) OF DFA INVESTMENT DIMENSIONS GROUP INC. (DFAIDG)	6300 Bee Cave Road Building One Austin Texas 78746 USA	UNITED STATES OF AMERICA	INUSFP031416	8176	0.01	FPC
18	IN300054	10097678	EMERGING MARKETS SUSTAINABILITY CORE 1 PORTFOLIO	6300 BEE CAVE ROAD BUILDING ONE		INUSFP024018	3918	0.01	FPC
19	IN300054	10032536	CITY OF LOS ANGELES FIRE AND POLICE PENSION PLAN	360 E Second Street Suite 600 Los Angeles CA		INUSFP065214	2828	0.00	FPC
20	IN300054	10109545	BOFA SECURITIES EUROPE SA - ODI	51 rue La Boetie Paris		INFRFP097319	2000	0.00	FPC
21	IN300054	10100216	EMERGING MARKETS TARGETED VALUE PORTFOLIO	6300 BEE CAVE ROAD BUILDING ONE		INUSFP073518	1674	0.00	FPC
22	IN301524	30049717	DFA INTERNATIONAL CORE EQUITY FUND	SUITE 1520 - 1500 WEST GEORGIA STREET VANCOUVER BRITISH COLUMBIA	CANADA	INCAFP268915	1570	0.00	FPC
23	IN300054	10074841	WORLD EX U.S. TARGETED VALUE PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	6300 Bee Cave Road Building One Austin Texas 78746 USA	UNITED STATES OF AMERICA	INUSFP021616	1568	0.00	FPC
24	IN300054	10017712	EMERGING MARKETS SOCIAL CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	6300 Bee Cave Road Building One Austin Texas 78746 USA	UNITED STATES OF AMERICA	INUSFP031516	1488	0.00	FPC
25	IN300054	10115788	DIMENSIONAL WORLD EX U.S. CORE EQUITY 2 ETF OF DIMENSIONAL ETF TRUST	251 Little Falls Drive New Castle County Wilmington Delaware		INUSFP061421	1173	0.00	FPC
26	IN300167	10088144	INTEGRATED CORE STRATEGIES ASIA PTE LTD	80 RAFFLES PLACE UOB PLAZA 2 14-20	SINGAPORE	INSGFP121916	860	0.00	FPC
27	IN303438	10021660	QUADRATURE CAPITAL VECTOR SP LIMITED	Suite #7 Grand Pavilion Commercial Centre 802 West Bay Road P.O. Box 10250 Grand Caym		INCYFP003521	117	0.00	FPC
28	IN300142	10541516	BNS ASIA LIMITED	ONE RAFFLES QUAY NORTH TOWER LEVEL 20	SINGAPORE	INSGFP176215	25	0.00	FPC
			<b>TOTAL</b>				<b>10482917</b>	<b>17.01</b>	

**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
		<b>Total</b>	<b>19876757</b>

**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**

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: W-HOUSE, NEELGAGAN TOWER, MANDI ROAD, SULTANPUR, MEHRAULI, NEW DELHI- 110030, INDIA  
CIN- L99999DL1997PLC090978

## Confirmation of Transfers

We hereby confirm that all the transfers during the FY 21-22 were in dematerialized form and are duly completed by KFin Technologies Limited, Hyderabad, Registrar and Share Transfer Agent of the Company.

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**

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: W-HOUSE, NEELGAGAN TOWER, MANDI ROAD, SULTANPUR, MEHRAULI, NEW DELHI- 110030, INDIA  
CIN- L99999DL1997PLC090978