

Date: 20.09.2022

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| <b>To</b><br><b>Corporate Relationship Department</b><br><b>BSE Limited</b><br><b>1<sup>st</sup> Floor, Rotunda Building P.J Towers,</b><br><b>Dalal Street, Mumbai-400001.</b> | <b>To</b><br><b>National Stock Exchange of India Limited</b><br><b>Exchange Plaza, 5<sup>th</sup> Floor,</b><br><b>Plot No. C/1, G Block,</b><br><b>Bandra Kurla Complex, Bandra (E) Mumbai- 400 051.</b> |
|---|---|

Dear Sir/ Madam,

**Subject: Proceedings of 25<sup>th</sup> Annual General Meeting held on September 20, 2022.**

**Ref: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

**Scrip Code: BSE- 541700/Stock Symbol: NSE- TCNSBRANDS.**

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the proceedings of the 25<sup>th</sup> Annual General Meeting (“AGM”) of the Company held on Tuesday, September 20, 2022 at 10:30 A.M. (IST) through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”).

We request you to kindly take the same on record.

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

**Piyush Asija**  
**Company Secretary and Compliance Officer**  
**M. No. A21328**

Date: 20.09.2022

Place: New Delhi



**TCNS Clothing Co. Limited**

119 & 127, W-HOUSE, NEELGAGAN TOWER, MANDI ROAD, SULTANPUR, MEHRAULI, NEW DELHI-110030, INDIA  
PH: 011-42193193, Fax: 011-42193194, E-mail: corporatecommunications@tcnsclothing.com, www.wforwoman.com, www.shopforaurelia.com  
REGD. OFFICE: 119, W-HOUSE, NEELGAGAN TOWER, MANDI ROAD, SULTANPUR, MEHRAULI, NEW DELHI- 110030  
CIN- L99995DL1997PLC090978

**PROCEEDINGS OF THE 25<sup>th</sup> ANNUAL GENERAL MEETING (“AGM”) OF TCNS CLOTHING CO. LIMITED HELD ON TUESDAY, SEPTEMBER 20, 2022 AT 10:30 A.M. (IST) THROUGH VIDEO CONFERENCING (“VC”)/ OTHER AUDIO-VISUAL MEANS (“OAVM”).**

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**A. DATE, TIME AND VENUE OF THE 25<sup>TH</sup> AGM:**

The 25<sup>th</sup> AGM of the members of TCNS Clothing. Co. Limited was held on Tuesday, September 20, 2022 through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) via platform/services provided by KFin Technologies Limited (“KFin Tech”), in compliance with circulars issued by Ministry of Corporate Affairs vide Circular No. 14/2020 dated April 08, 2020, MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 02/2021 dated January 13, 2021, MCA Circular No. 19/2021 dated December 08, 2021 MCA Circular No. 21/2021 dated December 14, 2021, MCA Circular No. 02/2022 dated May 05, 2022 (referred as ‘MCA Circulars’) and SEBI Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022 and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder. The Meeting commenced at 10:30 A.M. (IST) and concluded at 11:22 A.M. (IST). The registered office of the Company was deemed to be the venue for the purpose of the 25<sup>th</sup> AGM.

**B. DETAILS OF NUMBER OF SHAREHOLDERS PRESENT IN THE MEETING:**

| Category                                  | Promoters and Promoter’s Group | Public | Total |
|---|--------------------------------|--------|-------|
| In Person                                 | NA                             | NA     | NA    |
| Through Proxy / Authorised Representative | NA                             | NA     | NA    |
| Video Conference                          | 4                              | 67     | 71    |

Total number of shareholders as on Cut-off date i.e., September 13, 2022 were **19254**.

**C. PROCEEDINGS IN BRIEF:**

All the Directors were present during the 25<sup>th</sup> AGM except for Mr. Bhaskar Pramanik, Independent and Non- Executive Director and Mr. Naveen Wadhwa, Non- Executive Director due to their pre-occupation. The Chief Financial Officer, Company Secretary, Representatives of Statutory Auditors, Secretarial Auditors and Scrutinizers were also present in the meeting.

Mr. Piyush Asija, Company Secretary of the Company welcomed the members, KMP and Board of Directors present at the 25<sup>th</sup> AGM of the Company. He further informed the Members that in view of continuing risks posed by the COVID-19 pandemic and because the safety of all the members, restrictions over mass gatherings and keeping everyone’s safety in mind, the AGM was being



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conducted through VC / OAVM, in compliance with circulars issued by MCA and SEBI, in this regard. He further read out the general etiquettes to enable the members to attend the meeting seamlessly and without interruption.

He then requested Mr. Onkar Singh Pasricha, Chairman and Executive Director of the Company to take the Chair and conduct the proceedings of the Meeting.

After ascertaining the presence of the requisite quorum for the meeting, the Mr. Onkar Singh Pasricha, Chairman thereafter called the meeting to order and commenced the formal proceedings of the meeting.

The Chairman welcomed the members and introduced the Board of Directors, Scrutinizers, Statutory Auditors and Secretarial Auditors. The Chairman then gave his perspective and delivered his speech to the shareholders.

Thereafter, the Managing Director shared the updates and highlights on the business performance and new initiatives undertaken by the Company during the financial year 2021-22 with the members.

In accordance with law the notice dated August 12, 2022, convening the 25<sup>th</sup> AGM together with the explanatory statement prepared in terms of Section 102 of the Companies Act, 2013 attached to the said notice, the Audited Financial Statements for the year ended March 31, 2022, the Directors Report along with the annexure thereto, were taken as read.

Since there were no qualifications, the Report of the Statutory Auditors and Secretarial Auditors, at the instance of members present, was taken as read.

The members were informed that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and Pursuant to the provisions of Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the company had provided the remote e-voting facility through e-voting portal provided by KFin Tech in respect of the businesses mentioned in the Notice of the 25<sup>th</sup> AGM to the members whose name appeared in the name of Register of Members as on the Cut-off date i.e., Tuesday, September 13, 2022 to enable them to cast their vote electronically in respect to the business to be transacted at the 25<sup>th</sup> AGM. The remote e-voting commenced on Saturday, September 17, 2022 at 9:00 A.M. and ended on Monday, September 19, 2022 at 5:00 P.M. and providing the similar facility to vote on the resolutions as set out in the Notice of 25<sup>th</sup> AGM by means of Insta poll to the members present through VC / OAVM to vote in proportion to shares held by them in case, votes were not casted by such members prior to the AGM by the means of remote e-voting. The members were informed that the facility for appointment of proxy has been dispensed with in accordance with the applicable MCA and SEBI circulars.

All requisite Statutory Registers and other necessary documents were made available electronically during the AGM for inspection by the Members.



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Mr. Devesh Vasisht, Practicing Company Secretary on behalf of M/s. Sanjay Grover and Associates, Practicing Company Secretaries was appointed as Scrutinizer by the company to scrutinize the remote e-voting process and Insta poll process at the AGM in a fair and transparent manner.

#### D. Q &A

All the queries raised by speakers were suitably replied by the Managing Director.

#### E. BUSINESS(ES) TRANSACTED AND THEIR RESULT

The members were informed that the scrutinizers consolidated report along with the results of the remote e-voting and Insta poll would be uploaded on the website of Stock exchanges where the Company's shares are listed i.e., BSE & NSE, on Company's website as well as on the website of the e-voting agency i.e., KFin Tech within 2 working days of conclusion of the 25<sup>th</sup> AGM.

Following business as contained in the Notice of the AGM of the 25<sup>th</sup> AGM were transacted through remote e-voting and by Insta poll at the AGM:

| Item No. | Particulars of Item   | Nature of Resolution |
|----------|---|----------------------|
| 1.       | To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon. | Ordinary             |
| 2.       | To re-appoint a Director in place of Mr. Anant Kumar Daga (DIN 07604184) who retires by rotation and being eligible, offers himself for re-appointment.   | Ordinary             |
| 3.       | To re-appoint M/s. Deloitte Haskins and Sells LLP (Firm registration number: 117366 W/W-100018) Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.             | Ordinary             |
| 4.       | Re-appointment of Mr. Bhaskar Pramanik (DIN 00316650) as an Independent Director of the Company.  | Special              |
| 5.       | Re-appointment of Ms. Neeru Abrol (DIN 01279485) as an Independent Director of the Company.   | Special              |
| 6.       | Re-appointment of Ms. Sangeeta Talwar (DIN 00062478) as an Independent Director of the Company.   | Special              |
| 7.       | Re-appointment of Mr. Onkar Singh Pasricha (DIN 00032290) as the Executive Director of the Company and to fix the terms of his appointment.   | Special              |
| 8.       | Approval for fixation of remuneration of Mr. Onkar Singh Pasricha (DIN 00032290), Chairman and Executive Director of the Company.   | Special              |
| 9.       | Approval for remuneration of Mr. Anant Kumar Daga (DIN 07604184), Managing Director of the Company  | Special              |



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## **F. CONDUCT OF INSTA POLL AND Q&A**

The members were informed that the Insta poll facility as explained above was provided for those shareholders who had not casted their votes by means of remote e-voting. The Insta poll was open for a period of 15 minutes post vote of thanks by the Chairman.

## **G. VOTE OF THANKS**

There being no other business to transact with, the meeting concluded at 11:22 A.M. (IST) (including time allowed for Insta poll at AGM).

### **Notes:**

- i. The Company will separately intimate the results of e-voting to the stock exchanges.
- ii. This document does not constitute minutes of the proceedings of the AGM of the Company.

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

**Piyush Asija  
Company Secretary & Compliance Officer**

Date: 20.09.2022

Place: New Delhi



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