

# 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]



# 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  
Delhi  
110030

(c) \*e-mail ID of the company

piyush.asija@tcnsclothing.com

(d) \*Telephone number with STD code

01142193193

(e) Website

https://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

L72400TG2017PLC117649

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 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

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

(a) If yes, date of AGM

11/09/2023

(b) Due date of AGM

30/09/2023

(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	61,723,668	61,723,668	61,723,668
Total amount of equity shares (in Rupees)	360,000,000	123,447,336	123,447,336	123,447,336

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	61,723,668	61,723,668	61,723,668
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	360,000,000	123,447,336	123,447,336	123,447,336

(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>	5	61,612,669	61612674	123,225,348	123,225,348	

<b>Increase during the year</b>	0	110,994	110994	221,988	221,988	30,268,712
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	
v. ESOPs	0	110,994	110994	221,988	221,988	30,268,712
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back 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>	5	61,723,663	61723668	123,447,336	123,447,336	
<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/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	20/09/2022		
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debtentures, 4 - Stock	
Number of Shares/ Debtentures/ Units Transferred		Amount per Share/ Debtenture/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
<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
<b>Non-convertible debentures</b>	0	0	0	0
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	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
<b>Total</b>					

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

**(i) Turnover**

12,015,889,684

**(ii) Net worth of the Company**

6,117,030,003

**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	32.2	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	32.2	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	10,011,488	16.22	0	
	(ii) Non-resident Indian (NRI)	120,358	0.19	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	10,292,639	16.68	0	
7.	Mutual funds	1,612,125	2.61	0	



8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	19,115,635	30.97	0	
10.	Others 1. Alternative Investment fu	694,666	1.13	0	
	<b>Total</b>	41,846,911	67.8	0	0

**Total number of shareholders (other than promoters)**

20,459

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

20,463

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

24

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 MOK			4,320,661	7
ELEVATION CAPITAL V	IFS COURT BANK STREET TWENTYE			3,316,180	5.38
AUBURN LIMITED	SUITE 504 5TH FLOOR ST JAMES C			986,390	1.6
STEINBERG INDIA EME	C/O CIM FUND SERVICES LTD 33 EI			900,000	1.46
CASSINI PARTNERS, L	251 LITTLE FALLS DRIVE WILMINGT			248,114	0.4
FIRST PRINCIPLES FUN	251 LITTLE FALLS DRIVE NEW CAS			139,431	0.23
NEXUS GLOBAL OPPO	C/O ANNEX MANAGEMENT SERVIC			75,642	0.12
238 PLAN ASSOCIATE	ONE BROADWAY 9TH FLOOR SUIT			60,103	0.1
DOVETAIL INDIA FUN	4TH FLOOR 19 BANK STREET CYBE			60,000	0.1
AIRAVAT CAPITAL HOI	C/O GFIN CORPORATE SERVICES L			55,014	0.09
DOVETAIL INDIA FUN	4TH FLOOR 19 BANK STREET CYBE			34,094	0.06
SPDR PORTFOLIO EME	STATE STREET FINANCIAL CENTER			30,342	0.05
SPDR S&P EMERGING	ONE LINCOLN STREET BOSTON M.			19,534	0.03
MORGAN STANLEY AS	23 CHURCH STREET 16-01 CAPITA			11,938	0.02
EMERGING MARKETS	6300 BEE CAVE ROAD BUILDING O			8,176	0.01
INDIA MAX INVESTME	365 ROYAL ROAD ROSE HILL MAU			7,500	0.01
THE EMERGING MARK	6300 BEE CAVE ROAD BUILDING O			5,301	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 L			2,828	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 O			1,568	0
EMERGING MARKETS	6300 BEE CAVE ROAD BUILDING O			1,488	0
DIMENSIONAL WORLE	251 LITTLE FALLS DRIVE NEW CAS			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)	16,242	20,459
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	1	1	1	10.94	15.34
<b>B. Non-Promoter</b>	1	5	1	5	5.84	0
(i) Non-Independent	1	1	1	1	5.84	0
(ii) Independent	0	4	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	6	2	6	16.78	15.34

**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** 4

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)
BHASKAR PRAMANIK	00316650	Director	14/12/2022	Re-Appointment
NEERU ABROL	01279485	Director	14/12/2022	Re-Appointment
SANGEETA TALWAR	00062478	Director	14/12/2022	Re-Appointment
ONKAR SINGH PASRIC	00032290	Director	14/12/2022	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	20/09/2022	19,254	71	33.4

**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	27/05/2022	8	8	100
2	12/08/2022	8	7	87.5
3	11/11/2022	8	7	87.5
4	14/02/2023	8	7	87.5
5	23/03/2023	8	7	87.5

**C. COMMITTEE MEETINGS**

Number of meetings held

17

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	27/05/2022	3	3	100
2	Audit Committee	12/08/2022	3	3	100
3	Audit Committee	11/11/2022	3	3	100
4	Audit Committee	14/02/2023	3	3	100
5	Audit Committee	23/03/2023	3	3	100
6	Nomination and Remuneration	27/05/2022	5	5	100
7	Nomination and Remuneration	12/08/2022	5	5	100
8	Nomination and Remuneration	11/11/2022	5	5	100
9	Nomination and Remuneration	14/02/2023	5	5	100
10	Stakeholder Relationship	27/05/2022	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 SING	5	5	100	8	8	100	Yes
2	ARVINDER SI	5	5	100	0	0	0	Yes
3	ANANT KUMA	5	5	100	6	6	100	Yes
4	SANGEETA T	5	5	100	16	16	100	Yes
5	NEERU ABRC	5	5	100	16	16	100	Yes
6	BHASKAR PR	5	5	100	13	13	100	Yes
7	SURESH JAY	5	5	100	4	4	100	Yes
8	NAVEEN WAL	5	1	20	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	27,498,938	0	0	0	27,498,938
2	Onkar Singh Pasric	Executive Direct	3,000,192	0	0	0	3,000,192
	Total		30,499,130	0	0	0	30,499,130

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	14,086,689	0	0	0	14,086,689
2	Piyush Asija	Company Secre	4,683,517	0	0	0	4,683,517
	Total		18,770,206	0	0	0	18,770,206

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	0	0	0	2,000,000	2,000,000
2	Neeru Abrol	Independent and	0	0	0	2,000,000	2,000,000
3	Bhaskar Pramanik	Independent and	0	0	0	1,650,000	1,650,000
4	Suresh Jayaraman	Independent and	0	0	0	1,050,000	1,050,000
5	Arvinder Singh Pasr	Non Executive D	0	0	0	0	0
6	Naveen Wadhera	Non Executive D	0	0	0	0	0
	Total		0	0	0	6,700,000	6,700,000

#### 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

Monika Thareja Grover

Whether associate or fellow

Associate  Fellow

Certificate of practice number

25682

#### 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:

1. 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.
2. 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

ANANT  
KUMAR  
DAGA  
Digitally signed by  
ANANT KUMAR  
DAGA  
Date: 2023.10.18  
10:57:40 +05'30'

DIN of the director

07604184

#### To be digitally signed by

PIYUSH  
ASIJA  
Digitally signed by  
PIYUSH ASIJA  
Date: 2023.10.18  
10:57:59 +05'30'

Company Secretary

Company secretary in practice

Membership number

21328

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**

Confirmation of Transfers_22-23.pdf
Details Of Committee Meetings_22-23.pdf
FPC List 2022-23.pdf
List of shareholder 31032023.pdf
<b>TCNS MGT-8 2023 sd.pdf</b>

**Remove attachment**

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. 12,34,47,336
<b>Period under Consideration</b>	:	F.Y. 2022-23

### 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, 2023. 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 as 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 complied with the filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within the reasonable time as applicable;
  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





## Monika Thareja Grover

Practicing Company Secretary

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

including the circular resolutions and resolutions passed by postal ballot, as applicable, 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 25<sup>th</sup> 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 as per the information provided by the Company;
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 1,10,994 Equity Shares under ESOP Schemes during the period under consideration. All the transfers/ transmissions were duly registered as and when required during the FY 2022-23. 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 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 Accountants., (ICAI Firm Reg. No. 117366W/W-100018), is as per the provisions of section 139 of the Act for the F.Y. 2022-23;
14. The Company has taken approvals from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the





## Monika Thareja Grover

Practicing Company Secretary  
C 604, Civitech Sampriti, Sector 77, Noida 201301, UP  
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Act wherever applicable;

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 has complied with provisions of the Act & Rules made there under in respect of borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
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: F011170E001331907

**Date: 16.10.2023**  
**Place: Noida**

1. **Details of Promoters and Promoters' Group as on March 31 2023.**

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 point no. IX (c) of 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	12/08/2022	3	3	100
12	STAKEHOLDER'S RELATIONSHIP COMMITTEE MEETING	11/11/2022	3	3	100
13	STAKEHOLDER'S RELATIONSHIP COMMITTEE MEETING	14/02/2023	3	3	100
14	CSR COMMITTEE MEETING	27/05/2022	4	4	100
15	CSR COMMITTEE MEETING	14/02/2023	4	4	100
16	RISK MANAGEMENT COMMITTEE MEETING	16/09/2022	6	6	100
17	RISK MANAGEMENT COMMITTEE MEETING	10/03/2023	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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REGD. OFFICE: W-HOUSE, NEELGAGAN TOWER, MANDI ROAD, SULTANPUR, MEHRAULI, NEW DELHI- 110030, INDIA  
CIN- L99998DL1997PLC090978