



TCNS CLOTHING CO. LIMITED

CIN: L99999MH1997PLC417265

email: investors@tcnsclothing.com; website: wforwoman.com

Regd. Office: Piramal Agastya Corporate Park, Building "A", 4th and 5th Floor, Unit No.- 401, 403, 501, 502, L.B.S. Road, Kurla, Mumbai, Maharashtra - 400070, India

Tel: +91 022 8652905000

Corp. Office: 127, W-House, New Manglauri, Mandi Road, Sultanpur, Mehrauli, New Delhi-110030
Tel: 011-42193193

NOTICE

Invitation to attend the Extra-ordinary General Meeting ("EGM") of TCNS CLOTHING CO. LIMITED ("the Company")

Dear Members,

You are cordially invited to attend the EGM of the Company to be held on Saturday, August 24, 2024 at 10:00 AM (IST) through Video Conferencing ("VC")/Other Audio - Visual Means ("OAVM"). The Notice convening the EGM is attached herewith.

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

S. No.	Particulars	Details
1.	Time, day and date of EGM	10:00 A.M. and Saturday, August 24, 2024
2.	Mode	Video Conferencing / Other Audio-Visual Means
3.	Link for attending the EGM through Video Conferencing (VC)	https://emeetings.kfintech.com
4.	Link for remote e-voting (Please use as applicable to you)	https://evoting.kfintech.com/ https://eservices.nsdl.com https://evoting.cdslindia.com/Evoting/EvotingLogin
5.	Username and password for VC	Members may attend the EGM through VC/OAVM by accessing the link https://emeetings.kfintech.com by using their remote e-voting credentials. Please refer the detailed instructions available in the Notice.
6.	Helpline number for VC participation and e-voting	Contact KFin Technologies Limited ('KFinTech') at 1800-309-4001 or write to them at evoting@kfintech.com
7.	Cut-off date for e-voting	Saturday, August 17, 2024
8.	E-Voting Start time and Date	Tuesday, August 20, 2024, 9:00 A.M.
9.	E-Voting end time and Date	Friday, August 23, 2024, 5:00 P.M.
10.	Link for Members to temporarily update e-mail address	https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx
11.	Last date for publishing results of the e-voting	Tuesday, August 27, 2024

12.	Registrar and Share Transfer Agent contact details	Mr. Umesh Pandey, Manager KFin Technologies Limited “KFin Tech” Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032. Toll-free No.: 1800-309-4001 E-mail: einward.ris@kfintech.com ; umesh.pandey@kfintech.com Website: https://www.kfintech.com
13.	TCNS’s contact details	investors@tcnsclothing.com 011-42193193/011-42193176
14.	Link of disclosures on Stock Exchange website and Company website	https://www.nseindia.com/companies-listing/corporate-filings-announcements (NSE) https://www.bseindia.com/corporates/ann.html (BSE) https://wforwoman.com/content/investor-relation

For and on behalf of Board of Directors

Sd/-

Sonia Bhandari

Company Secretary and Compliance Officer

ACS : 20650

Date: July 31, 2024

Place: Mumbai

Notice is hereby given that the Extra Ordinary General Meeting (“EGM”) of the Members of TCNS Clothing Co. Limited will be held on Saturday, August 24, 2024 at 10:00 A.M. (IST) through Video Conferencing (VC)/Other Audio Video Mode (OAVM), to transact the following business:

SPECIAL BUSINESS:

Approval for Remuneration of Mr. Anant Kumar Daga (DIN 07604184), Managing Director of the Company.

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

“RESOLVED THAT pursuant to provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013, the rules made thereunder read with Schedule V of the Companies Act, 2013 (“the Act”) (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and subject to such other approvals as may be necessary and resolution of the members of the Company passed on September 17, 2021 w.r.t. the re-appointment of Mr. Anant Kumar Daga, as a Managing Director and based on the recommendation of Nomination and Remuneration Committee and the approval of Board of Directors, the payment of remuneration, perquisites, and other benefits to Mr. Anant Kumar Daga (DIN 07604184), Managing Director of the Company for the Financial Year 2024-25, as set out in the Explanatory Statement be and is hereby approved, with the authority to the Board of Directors (hereinafter referred to as ‘the Board’, which term shall deem to include any Committee constituted or to be constituted by the Board) to alter and vary the terms and conditions related to remuneration payable to him in such manner as may be agreed between the Board and Mr. Anant Kumar Daga.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board (including any committee thereof) and/ or Key Managerial Personnel of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.”

For and on behalf of Board of Directors

Sd/-

Sonia Bhandari

Company Secretary and Compliance Officer

ACS : 20650

Date: July 31, 2024

Place: Mumbai

Notes:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) related to the Special Business to be transacted at the Extra Ordinary General Meeting (“EGM”/“Meeting”) is annexed hereto.
2. In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular No. 09/2023 dated September 25, 2023, other Circulars issued by the Ministry of Corporate Affairs (“MCA”) from time to time, and Circular No. SEBI/HO/DDHS/P/CIR/2023/0164 dated October 6, 2023 issued by the Securities and Exchange Board of India (“SEBI”) (“the MCA Circulars and SEBI Circulars”), companies are allowed to hold Extraordinary General Meeting (“EGM”) through video conference/other audio visual means (“VC/OAVM”) upto September 30, 2024, without the physical presence of the Members at a common venue. Hence, in compliance with the Circulars, the EGM of the Company is being held through VC/OAVM. The deemed venue for this meeting will be the Registered Office of the Company.
3. As this EGM will be held through VC/OAVM, the route map for the venue of EGM is not required to be annexed to this Notice
4. As this EGM is being held pursuant to the Applicable Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not required to be annexed to this Notice.
5. M/s. KFin Technologies Limited, Registrar & Transfer Agent of the Company (“RTA”), shall be providing facility for voting and for attending the EGM through VC/OAVM. Members may note that the VC/OAVM facility provided by RTA allows participation of up to 2,000 members on a first- come-first-served basis. The members (holding 2% or more shareholding), Promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinizers, etc. can attend the EGM without any restriction on account of first-come-first-served principle. Members can login and join Thirty (30) minutes prior to the schedule time of Meeting and window for joining shall be kept open till the expiry of Fifteen (15) minutes after the scheduled time. The detailed instructions for remote e-Voting, participation in the EGM through VC/OAVM and for e-Voting during the EGM are provided in **Annexure-A** attached to this Notice.
6. Pursuant to the provisions of the Act, Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR), Regulations, 2015”) and the Secretarial Standard on General Meetings (“SS- 2”), the relevant information in respect to the payment of remuneration to the Director is attached as **Annexure-B** and forms an integral part of this Notice.
7. In case of joint holders, only such joint holder whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
8. The Company has appointed M/s. Dilip Bharadiya & Associates (FRN: P2005MH091600), Company Secretaries, to act as the Scrutinizer and to scrutinize the entire e-voting process (i.e., remote e-voting and e-voting at the EGM) in a fair and transparent manner.
9. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

10. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the EGM through VC/OAVM on its behalf and to cast its vote, together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id dilipbcs@gmail.com with a copy marked to evoting@kfintech.com and investors@tcnsclothing.com The scanned image of the above-mentioned documents should be in the naming format "TCNS Clothing Co. Limited_8222".
11. In compliance with the aforesaid MCA Circulars and SEBI Circulars and pursuant to Section 110 of the Act and the Rules made thereunder, the EGM Notice along with explanatory statement and remote e-voting instructions is being sent only through electronic mode to all those Members whose names appear in the Register of Members / list of Beneficial Owners as received from Registrar & Share Transfer Agent ("RTA")/ National Securities Depository Limited and Central Depository Services (India) Limited as on Friday, July 26, 2024. The Notice is being sent to members in electronic form to the e-mail addresses registered with the Company or the Depository Participant(s).
12. All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to investors@tcnsclothing.com.
13. Further, in pursuant to SEBI circular no. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated December 09, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/ Depository Participants in order to increase the efficiency of the voting process.

Individual demat account holders would be able to cast their vote without having to register again with the e-Voting Service Provider ("ESP") thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.





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

1. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI (LODR) Regulations, 2015 and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 09, 2020 in relation to e-Voting Facility provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech, on the resolution proposed to be passed at the Meeting by electronic means. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions given below.
2. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
3. The remote e-Voting period shall commence on Tuesday, August 20, 2024 at 9:00 a.m. (IST).
4. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
5. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”
6. The details of the process and manner for remote e-Voting and at Meeting are explained herein below:
 - Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.
 - Step 2: Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.
 - Step 3: Access to join virtual meetings of the Company on KFintech system to participate and vote at the Meeting.

Details on Step 1 are mentioned below:

1. Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi/ Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<p>2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>i. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. After Successful login you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

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

Login type	
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- A. Members whose email IDs are registered with the Company/ Depository Participant(s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be **EVEN (E-Voting Event Number) 8222**, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
 - iii. After entering these details appropriately, click on **"LOGIN"**.
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the **"EVEN"** i.e., **'8222'** and click on **"Submit"**
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut- off Date under **"FOR/AGAINST"** or alternatively, you may partially enter any number in **"FOR"** and partially **"AGAINST"** but the total number in **"FOR / AGAINST"** taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either **"FOR"** or **"AGAINST"** it will be treated as **"ABSTAIN"** and the shares held will not be counted under either head.

- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter etc., authorizing its representative to attend the Meeting through VC /OAVM on its behalf and to cast its vote through remote e-voting. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id: dilipbcs@gmail.com with a copy marked to evoting@kfintech.com The scanned image of the above-mentioned documents should be in the naming format “Corporate Name_ Even No.”

Details on Step 3 are mentioned below:

III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the Meeting of the Company through VC/OAVM and e-Voting during the meeting.

- i. Member will be provided with a facility to attend the meeting through VC/OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company / KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining meeting though VC/OAVM shall open at least 15 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC/OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the meeting. E-voting during the meeting is integrated with the VC/OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.

- vi. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the meeting. If a Member cast votes by both modes, then voting done through Remote e-voting shall prevail and vote at the meeting shall be treated as invalid.
- vii. Facility of joining the meeting through VC/OAVM shall be available for at least 2,000 members on first come first served basis.
- viii. Institutional Members are encouraged to attend and vote at the Meeting through VC/OAVM.

14. OTHER INSTRUCTIONS

- I. In case of any query and / or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or write to at evoting@kfintech.com or call on the toll free No. 1800-3094-001 for any further clarifications.
- II. Equity Shareholders having any queries or questions may send the same to investors@tcnsclothing.com from Tuesday, August 20, 2024 to Friday, August 23, 2024 (e-voting window period). This would enable the Company to keep the responses ready at the Meeting.
- III. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Saturday, August 17, 2024, being the cut-off date, are entitled to vote on the resolution set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- IV. In case a person has become a Member of the Company after dispatch of Notice, he / she may obtain the User ID and Password in the manner as mentioned below:
 - i. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
 - 1. Example for NSDL:
MYEPWD <SPACE> IN12345612345678
 - 2. Example for CDSL:
MYEPWD <SPACE> 1402345612345678
 - 3. Example for Physical:
MYEPWD <SPACE> XXXX1234567890
 - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://emeetings.kfintech.com/forgotpassword.aspx>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Members who may require any technical assistance or support before or during the meeting are requested to contact KFintech at toll free number 1800-309-4001 or write to them at evoting@kfintech.com.

- V. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the meeting to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from KFintech. On successful login, select 'Speaker Registration' which will be opened from Tuesday, August 20, 2024 till Friday, August 23, 2024 (e-voting window period). The Company reserves the right to restrict the speakers at the meeting to only those Members who have registered themselves, depending on the availability of time for the meeting.
- VI. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from KFintech. On successful login, select 'Post Your Question' option which will be opened from Tuesday, August 20, 2024 till Friday, August 23, 2024.

VII. Procedure for Registration of email and Mobile: securities in physical mode

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/37, dated March 16, 2023, all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register / update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link:
<https://ris.kfintech.com/clientservices/isc/default.aspx>.

1. ISR Form(s) and the supporting documents can be provided by any one of the following modes.
 - a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
 - b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFin Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

- c) Through electronic mode with e-sign by following the link:
<https://ris.kfintech.com/clientservices/isc/default.aspx#>.

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

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

Approval for Remuneration of Mr. Anant Kumar Daga (DIN 07604184), Managing Director of the Company.

Mr. Anant Kumar Daga was re-appointed as a Managing Director of the Company via special resolution passed by the members at 24th Annual General Meeting held on September 17, 2021 for a period of Five (5) years with effect from September 07, 2021 to September 06, 2026. In furtherance to the aforementioned appointment, the members of the Company approved the remuneration of Mr. Anant Kumar Daga, Managing Director for the Financial Year 2023-24 at their 26th Annual General Meeting held on September 11, 2023. In view of the considering the company’s performance on defined parameters, industry benchmarks and individual performance and based on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on July 31, 2024 approved the remuneration of Mr. Anant Kumar Daga (DIN 07604184), Managing Director of the Company for the Financial Year 2024-25 subject to approval of shareholders and other applicable rules and regulations.

The remuneration proposed to be paid to Mr. Anant Kumar Daga, Managing Director of the Company for the Financial Year 2024-25 as mentioned below is commensurate with his roles and responsibilities and is in line with the industry benchmarks and the performance of the Company. Considering the size of the operations of the Company, role and responsibilities assigned to in his position, his background, competence, experience and his association with the Company and the industry benchmarks and remuneration packages of similarly placed personnel of other corporate bodies in the country, the remuneration proposed to be paid to him is considered to be fair, just and reasonable.

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

REMUNERATION DETAILS:

- i. **Period:** From April 01, 2024 to March 31, 2025 (Financial Year 2024-25)
- ii. **Compensation details:**
 - Salary: Upto ₹ 30 Mn. per annum (including Retirals, variable pay, Longterm Incentive Plan including Stock Appreciation Rights, Perquisites, allowances and other benefits as per the policy of the Company).
 - Commission: Nil
 - Retirals: include Company’s contribution to provident fund, superannuation or annuity fund and gratuity fund as per the service rules of the Company and applicable laws.
 - Sitting Fee: Nil
 - Perquisites: Perquisites include but not limited to expenses pertaining to medical reimbursements as per policy of the Company, Leave Travel Concession as per policy of the Company, conveyance reimbursements, personal accident insurance, term policy, life insurance policy premium, usage of Company car(s) with driver, telephone/internet expenses and other utilities, membership fees of industry associations and/or clubs.

- iii. The perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder including any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost incurred by the Company.
- iv. If during the financial year, the Company has no profits or its profits are inadequate, it shall pay to Mr. Anant Kumar Daga, remuneration as specified above, as minimum remuneration subject to the limits laid down and, in the manner, as stipulated in Schedule V to the Act, as may for the time being, be in force.

Additional information pursuant to the Secretarial Standard on General Meetings (SS-2) and Schedule V of the Companies Act, 2013 is given in **Annexure B** and **Annexure C** to this Notice.

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

The Board recommends the Special Resolution with respect to the remuneration for Mr. Anant Kumar Daga, Managing Director, as set out in this Notice, for approval of the shareholders.

For and on behalf of Board of Directors

Sd/-

Sonia Bhandari

Company Secretary and Compliance Officer

ACS : 20650

Date: July 31, 2024

Place: Mumbai

Details⁽¹⁾ of the Director seeking approval for payment of remuneration

In terms of Regulations 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Clause 1.2.5 of Secretarial Standard - 2 on General Meetings ("SS-2")

Name of Director	Mr. Anant Kumar Daga
DIN	07604184
Date of Birth/Age	April 28, 1977 (47 years)
Brief Resume (including qualifications and experience)	Mr. Anant Kumar Daga joined TCNS Clothing Co. Limited as a Chief Executive Officer with effect from March 16, 2010. He was appointed on the Board as Managing Director on September 07, 2016 and re-appointed on September 07, 2021. Prior to joining the Company, Mr. Anant Kumar Daga has worked with Reebok India and ICICI bank.
Date of First Appointment	September 07, 2016
Expertise in specific functional areas	Corporate Management
Terms and conditions of appointment/re-appointment	Managing Director appointed for a period of 5 years w.e.f. September 7, 2021.
Past Remuneration drawn from the Company	₹ 26.20 Mn. (₹ 30.00 Mn was approved by Shareholders on September 11, 2023 for FY 2023-24)
Remuneration sought to be paid	Terms and conditions of remuneration sought to be paid to them are more particularly stated in Explanatory Statement
Shareholding in the Company as on March 31, 2024	27,70,665 equity shares
Relationship with the other Directors, Manager and Other Key Managerial Personnel of the Company	None
No. of Board Meetings attended during the FY 2023-24	8 out of 8
List of other Companies in which Directorship is held	Nil
Listed entities from which resigned as a Director in the past three years	Nil
Chairperson*/ Member of Committee(s) of Board of Directors of the Company⁽²⁾	Stakeholders Relationship Committee (Member)
Chairperson*/ Member of the Committee(s) of Board of Directors of other Companies⁽²⁾	Nil

Notes:

- (1) Details stated in Annexure B are as on the date of the EGM Notice i.e. July 31, 2024.
- (2) In terms of the applicable provisions of the SEBI (LODR), Regulations, 2015, memberships and chairpersonship in committee only includes the Audit Committee and Stakeholders Relationship Committee in other public limited companies (including deemed public company), whether listed or not.

Details of the director seeking approval for payment of remuneration at the Extra-Ordinary General Meeting, in terms of Section II Part II of Schedule V of the Companies Act, 2013

Particulars	Mr. Anant Kumar Daga
Background details	
Past Remuneration drawn from the Company as a Director/KMP	Stated in Annexure B of this Notice
Recognition or awards	<ul style="list-style-type: none"> • Featured in the Economic Times “40 under Forty” list of India’s hottest business leaders for 2017. • Brand Professional of the Year 2017 by CMAI.
Job profile and suitability	<p>Mr. Anant Kumar Daga joined TCNS Clothing Co. Limited as Chief Executive Officer with effect from March 16, 2010 and has been on the Board since September 07, 2016.</p> <p>He is responsible for the operations of the Company and ensuring that appropriate governance procedures are in place and well entrenched in the culture of our Company.</p> <p>Taking into consideration his qualifications and expertise, Mr. Anant Kumar Daga is adequately suited for the responsibilities currently assigned to him by the Board of Directors of the Company.</p>
Remuneration proposed	Stated in the Explanatory Statement of this Notice.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration as proposed of Mr. Anant Kumar Daga is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and nature of its businesses. Moreover in his position as Managing Director of the Company, Mr. Daga is responsible for overseeing the overall operations of the Company
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any	Besides the remuneration proposed and current equity holding in the Company, Mr. Anant Kumar Daga does not have any pecuniary relationship with the Company

Details of the Company

Nature of industry Manufacturing and retailing of women apparel

Date or expected date of commencement of commercial production The Company is in operation since December 3, 1997.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus N.A.

Financial performance based on given indicators The Financial performance of the Company for Financial Year ended on March 31, 2024 and March 31, 2023 is as under:

All the figures are in “Mn.” except Earnings per share

Particulars	Current Year (FY 2023-24)	Previous Year (FY 2022-23)
Profit (Loss) After Tax	(2,885.42)	(175.47)
Net-worth including balance in profit and loss account	3,033.30	5,727.29
Earnings per share - basic (in ₹)	(45.67)	(2.75)
Turnover (Revenue from Operations)	9,595.58	12,015.89

Foreign investments or collaborations, if any. The Company has not entered into any foreign collaboration and no direct investment has been made in the Company during the previous three financial years. The Foreign Investors mainly comprised of Foreign Institutional Investors, Foreign Portfolio Investor, FDI and NRI's.

Reasons of loss or inadequate profits Subdued market conditions

Steps taken or proposed to be taken for improvement The Company proposes to build on its market leadership position and improve its profitability through:

1. Building Strong Brands & Enhancing Product Portfolio
2. Effective Marketing
3. Implementing responsive and agile Design and Supply Chain processes
4. Expanding distribution process footprint
5. Digital Transformation
6. Cost optimization

Expected increase in productivity and profits in measurable terms

The implementation of these steps and recovery of revenues to pre-covid levels at a store level would significantly increase the profitability given the operational leverage in our business
