

August 24, 2024

Corporate Relations Department BSE Limited 1st Floor, New Trading Ring Rotunda Building, P J Tower, Dalal Street, Fort, Mumbai 400001 Scrip Code: 541700	Corporate Listing Department National Stock Exchange of India Limited Exchange Plaza, 5th Floor Plot No.C-1, G Block Bandra-Kurla Complex Bandra (East), Mumbai 400051 Symbol: TCNSBRANDS
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Sub.: Voting Results of the Extra-Ordinary General Meeting (“Meeting”) of the equity Shareholders of TCNS Clothing Co. Limited (“the Company”) held on August 24, 2024.

Ref.: 1. Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).
2. Our intimation dated August 1, 2024

Dear Sir/ Madam,

Pursuant to the above referred, the Meeting of the equity shareholders of Company held today through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) to transact the business as stated in the Notice dated August 1, 2024 (“Notice”). The meeting commenced at 10:00 a.m. and concluded at 10:39 a.m.

The item of business as contained in the Notice was transacted and passed by the Members with requisite majority.

In this regard, please find enclosed:

- (i) Voting Results, in relation to the business transacted at the Meeting, as required under Regulation 44 of the SEBI Listing Regulations, enclosed as **Annexure A.**
- (ii) Scrutinizer Report on combined e-voting results dated August 24, 2024 issued by Mr. Dilip Bharadiya representing M/s. Dilip Bharadiya & Associates, Company Secretaries enclosed as **Annexure B.**

The above reports are available on the website of the Company i.e. www.wforwoman.com and the Company’s Registrar and Share Transfer Agent, KFin Technologies Limited i.e. at <https://evoting.kfintech.com>.

This is for your information and record.

Thanking You.

Sincerely,

For **TCNS Clothing Co. Limited**

Sonia Bhandari
Company Secretary and Compliance Officer
M. No.: A20650

Encl.: As above



TCNS CLOTHING CO. LIMITED

(a subsidiary of Aditya Birla Fashion and Retail Limited)

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

CORP OFFICE: 119 & 127, W-HOUSE, NEELGAGAN TOWER, MANDI ROAD, SULTANPUR, MEHRAULI, NEW DELHI-110030, INDIA

PH: 011-42193193, Email: investors@tcnsclothing.com, www.wforwoman.com, www.shopforaurelia.com

CIN: L99999MH1997PLC417265

VOTING RESULTS OF THE EXTRA ORDINARY GENERAL MEETING OF THE EQUITY SHAREHOLDERS HELD ON AUGUST 24, 2024 AT 10:00 A.M.

Annexure A

Date of Meeting	August 24, 2024
Total number of shareholders on the record Date (i.e., August 17, 2024 cut-off date for voting purpose)	17,372
No. of shareholders present in the meeting either in person or through authorized representatives or through proxy:	
• Promoter and Promoter Group	N.A.
• Public	N.A.
No. of shareholders attended the meeting through video conferencing	100
• Promoter and Promoter Group	1
• Public	99

VOTING RESULTS OF THE EXTRA ORDINARY GENERAL MEETING OF THE EQUITY SHAREHOLDERS HELD ON AUGUST 24, 2024 AT 10:00 A.M.

Annexure A

Resolution required: (Special Resolution)		Remuneration of Mr. Anant Kumar Daga (DIN: 07604184), Managing Director of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	3,29,08,325	3,29,08,325	100.00	3,29,08,325	-	100.00	-
	Poll (E-voting at AGM)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total		3,29,08,325	100.00	3,29,08,325	-	100.00	-
Public- Institutions	Remote E-Voting	65,72,503	28,87,645	43.94	28,54,364	33,281	98.85	1.15
	Poll (E-voting at AGM)		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total		28,87,645	43.94	28,54,364	33,281	98.85	1.15
Public- Non Institutions ⁽ⁱⁱⁱ⁾	Remote E-Voting	2,38,27,798	64,80,501	27.20	64,75,106	5,395	99.92	0.08
	Poll (E-voting at AGM)		21	0.00	21	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total		64,80,522	27.20	64,75,127	5,395	99.92	0.08
Total		6,33,08,626	4,22,76,492	66.78	4,22,37,816	38,676	99.91	0.09

Dilip Bharadiya

B.Com., A.C.A., F.C.S.

Shivangini Gohel

B.Com., A.C.S., LLB, PGDSL.C.

DILIP BHARADIYA & ASSOCIATES

COMPANY SECRETARIES

Phone : 91 - 22 - 2888 3756

Mob. : 91 - 98202 90360

: 91 - 98334 46652

Email : dilipbcs@gmail.com

: dilip@csdilip.com

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended)]

To,

Mr. Ashish Dikshit

Chairperson of the Extra Ordinary General Meeting

TCNS Clothing Co. Limited

Piramal Agastya Corporate Park,

Building A, 4th and 5th Floor,

Unit No. 401, 403, 501, 502,

L.B.S. Road, Kurla, Mumbai 400070

Sub.: Consolidated Scrutinizer's Report on remote e-voting and e-voting at the Extra Ordinary General Meeting (EGM) of TCNS Clothing Co. Limited held on Saturday, August 24, 2024, from 10.00 a.m. (IST) conducted through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') ("said EGM")

I, Dilip Bharadiya, Practicing Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of the Company of **TCNS Clothing Co. Limited** ("the Company"), for the purpose of scrutinizing the e-voting process i.e. remote e-voting process and e-voting at the said EGM (hereinafter collectively referred to as "e-voting"), pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Act"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (SS-2") including any statutory modification(s) or re-enactment(s) thereof for the time being in force, circulars issued by the Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI") and subject to other applicable laws and regulations.

I, hereby submit my report as under:

1. The management of the Company is responsible to ensure the compliance with the requirements of the Act relating to voting through electronic means on the resolutions contained in the Notice for the said EGM. My responsibility as a Scrutinizer for the e-voting process is restricted to ensure that the e-voting process is conducted in a fair and transparent manner and make a Scrutinizer's report of the votes cast "in favour" or "against" or "invalid votes", to the Chairperson of the said EGM, on the resolution(s) with respect to all the items of the business enumerated in the Notice of said EGM.

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2. Dispatch of Notice convening the EGM:

The Company had dispatched the Notice dated Wednesday, July 31, 2024 along with the Statement stating out material facts under Section 102 of the Act via e-mail to 17,294 members, who have registered their email IDs with the Company/ Kfin Technologies Limited; the Registrar, Transfer Agents of the Company ("RTA") / National Securities Depository Limited ("NSDL")/ Central Depository Services Limited ("CDSL")/ Depository Participants on Thursday, August 1, 2024.

The Company had also uploaded the Notice of the said EGM on its website i.e. www.wforwoman.com, and on the websites of the RTA and Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited to facilitate the members to cast their votes through remote e-voting.

Advertisement for sending of Notice:

Pursuant to clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has also published 21 days before the date of the EGM, an advertisement in 'Business Standard' (English newspaper) and 'Navshakti' (Marathi newspaper) on Saturday, August 3, 2024, specifying the required information as provided under the said rule.

3. Cut-off date

The members of the company holding shares as on the cut-off date i.e. Saturday, August 17, 2024, were entitled to vote on the resolutions as set out in the Notice of the said EGM and their voting rights were in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

4. E-Voting**a. Agency**

- i. The Company engaged the services of Kfin Technologies Limited as the Service Provider, for the purpose of extending the facility of remote e-voting and e-voting at the EGM by facilitating via its website, <https://evoting.kfintech.com> ("Evoting Platform") to the Members of the Company.
- ii. The Service Provider had provided a system for recording the votes of the Members, cast electronically through remote e-voting as well as at the EGM, on all the items of the business sought to be transacted as set out in the Notice of the said EGM.

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b. Remote e-voting

The remote e-voting platform was open from Tuesday, August 20, 2024 09:00 a.m. (IST) to Friday, August 23, 2024 05:00 p.m. (IST) and members holding shares in physical form and dematerialized form were required to cast their votes electronically. The remote e-voting module was disabled for voting thereafter by the Service Provider.

c. E-voting at the EGM

The members who had not cast their vote by remote e-voting and who were present at the EGM through VC/OAVM facility were provided the facility of e-voting at the EGM. Detailed instructions to use the facility were explained in the Notice of the said EGM.

The facility of e-voting remained enabled till 10:39 p.m. IST (i.e. for 15 minutes post conclusion of the EGM) and was disabled thereafter by the Service Provider.

The Votes cast during the remote e-voting and also during the EGM were unblocked on August 24, 2024 after conclusion of the said EGM.

5. Completion of e-voting and counting process

After the closure of the e-voting at the EGM, the votes cast through Evoting Platform at the EGM and through remote e-voting prior to the date of the EGM were unblocked and downloaded from the facility made available by the RTA. The e-voting data/ results downloaded were scrutinized and reviewed, the votes were counted and the results were prepared.

6. The Corporate members who had participated in the remote e-voting had provided scanned copy of the resolution passed by their board of directors authorizing them to exercise their votes through e-voting.

Based on the reports generated from the e-voting system provided by RTA and e-voting conducted at the said EGM, I, have scrutinized the votes cast through e-voting and presented herewith the Consolidated Scrutinizer's Report on the votes cast "in favor" or "against" or "invalid votes", with respect to each item on the agenda as set out in the Notice of the said EGM.

The particulars of all the electronic votes cast by the members through the e-voting process have been recorded in a register separately maintained for the purpose.

The result of the e-voting is as per the annexure attached herewith based on the reports generated by RTA.

The Register and all other papers and relevant records relating to e-voting are maintained and kept in my safe custody.



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Conclusion:

The resolution having secured requisite majority of votes may be considered to have been passed. The Chairperson of the said EGM may accordingly declare the result of voting pursuant to the applicable provisions of the Act and the SEBI Listing Regulations.

Thanking you,

Yours faithfully,
For Dilip Bharadiya & Associates



Dilip Bharadiya
Partner
F.C.S. 7956; C.P. 6740
UDIN: F007956F001036874
Firm Registration Number: P2005MH091600
Peer Review: 5825/2024



Countersigned
For TCNS Clothing Co. Limited

Sonia Bhandari
Company Secretary & Compliance Officer
Authorised by Mr. Ashish Dikshit, Chairperson of the EGM

Place: Mumbai
Date: August 24, 2024

TCNS CLOTHING CO. LIMITED				Annexure				
Resolution No.	1							
Resolution required: (Ordinary/ Special)	SPECIAL - Approval for Remuneration of Mr. Anant Kumar Daga (DIN 07604184), Managing Director of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	3,29,08,325	3,29,08,325	100.00	3,29,08,325	-	100.00	-
	E-Voting at AGM		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		3,29,08,325	100.00	3,29,08,325	-	100.00	-
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	Total		64,80,522	27.20	64,75,127	5,395	99.92	0.08
Total		6,33,08,626	4,22,76,492	66.78	4,22,37,816	38,676	99.91	0.09

Notes:

1. The percentage is rounded off upto two decimals places.
2. There are no invalid votes for this resolution.

