

Date: September 18, 2021

To Corporate Relationship Department BSE Limited 1st Floor, Rotunda Building P.J Towers, Dalal Street, Mumbai-400 001.	To National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E) Mumbai- 400 051.
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Dear Sir/ Madam,

Subject: Proceedings of 24th Annual General Meeting.

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 24th Annual General Meeting (AGM) of the Company held on Friday, 17th September, 2021 at 02:30 P.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: September 18, 2021
Place: New Delhi**



PROCEEDINGS OF THE 24th ANNUAL GENERAL MEETING (AGM) OF TCNS CLOTHING CO. LIMITED HELD ON FRIDAY, 17th SEPTEMBER, 2021 AT 02:30 P.M. (IST) THROUGH VIDEO CONFERENCING ('VC')/ OTHER AUDIO VISUAL MEANS ('OAVM').

A. Date, time and venue of the 24th AGM (Meeting):

The 24th AGM of the members of TCNS Clothing. Co. Limited held on Friday, 17th September, 2021 through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') via platform provided by KFin Technologies Private Limited, in compliance of the Ministry of Corporate Affairs vide circular dated April 08, 2020 and April 13, 2020, May 05, 2020 and January 13, 2021 (referred as 'MCA Circulars') and SEBI vide its Circular dated May 12, 2020 & January 15, 2021 and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder. The Meeting commenced at 02:30 p.m. (IST) and concluded at 03:13 P.M. (IST). The registered office of the Company was deemed to be the venue of the 24th AGM.

B. Proceedings in brief:

All the Directors except Mr. Bhaskar Pramanik were present in the 24th AGM. The Chief Financial Officer, Company Secretary, Representatives of Statutory Auditor, Secretarial Auditor and Scrutinizer were also present in the meeting.

Mr. Piyush Asija, Company Secretary of the Company welcomed the members and others present at the 24th AGM of the Company.

He then requested Mr. Onkar Singh Pasricha, Chairman and Executive Director of the Company to take the Chair and conduct the proceedings. Mr. Onkar Singh Pasricha welcomed the members and introduced the Directors and other Invitees. The Chairman informed the Members that due to COVID-19 pandemic, restrictions over mass gatherings and keeping everyone's safety in mind, the AGM was being conducted through VC / OAVM, in compliance with circulars issued by MCA and SEBI, in this regard.

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

The Chairman and the Managing Director then delivered their speech. The Managing Director shared the update on the business performance during the financial year 2020-21 to the members and shareholders.

With the permission of the members present, the notice dated 13th August 2021 convening the 24th AGM together with the 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 31st March, 2021, the Directors Report along with the annexure thereto, was taken as read.

At the instance of the members present and with their due permission, since there were no qualifications, the Auditors Report was taken as read.



TCNS Clothing Co. Limited

119 & 127, W-HOUSE, NEELGAGAN TOWER, MANDI ROAD, SULTANPUR, MEHRAULI, NEW DELHI-110030, INDIA
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CIN- L99999DL1997PLC090978

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 Technologies Private Limited in respect of the businesses mentioned in the Notice of the 24th AGM to the members whose name appeared in the name of Register of Members as on the cut-off date i.e. Friday, 10th September, 2021 to enable them to cast their vote electronically in respect to the business to be transacted at the AGM. The remote E-voting commenced on Tuesday, 14th September 2021 at 9:00 a.m. and ended on Thursday, 16th September, 2021 at 5:00 p.m. and providing the similar facility to vote on the resolutions as set out in the Notice of 24th 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 Company Secretary also informed that In view of e-AGM, there is no facility for proxy appointment.

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

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.

CONDUCT OF INSTA POLL

Mr. Devesh Vasisht, scrutinized the remote e-voting process and the Insta poll process for those shareholders who had not casted their votes by means of remote e-voting.

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 Technologies Private Limited.

Following business as contained in the Notice of the AGM of the 24th 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, 2021, together with the Reports of the Board of Directors and Auditors thereon.	Ordinary
2.	To appoint Mr. Onkar Singh Pasricha (DIN: 00032290) as a Director, who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary



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3.	Approval for Remuneration of Mr. Onkar Singh Pasricha (DIN: 00032290), Chairman and Executive Director.	Special
4.	Re-Appointment of Mr. Anant Kumar Daga (DIN: 07604184) as the Managing Director of Company and fixation of his remuneration.	Special

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

There being no other business to transact, the meeting concluded with a vote of thanks to the Chair at 03:13 P.M. (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: September 18, 2021
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