

Date: 28.10.2023

Corporate Relations Department BSE Limited 1st Floor, New Trading Ring Rotunda Building, P J Tower Dalal Street, Fort, Mumbai 400001	Corporate Listing Department National Stock Exchange of India Ltd Exchange Plaza, 5th Floor Plot No.C-1, G Block Bandra- Kurla Complex Bandra (East), Mumbai 400051
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Dear Sir/ Madam,

Subject: Disclosure of Related Party Transactions for the half year ended 30th September 2023.

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

Ref: Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find herewith, enclosed disclosure (**Annexure-A**) on Related Party Transactions for the half year ended 30th September 2023 on a standalone basis.

Kindly take the same on your record.

Thanking you,

For and on behalf of **TCNS CLOTHING CO. LIMITED**

Piyush Asija
Company Secretary & Compliance Officer
M. No: A21328

Date: 28.10.2023

Place: New Delhi



TCNS Clothing Co. Limited

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

Annexure-A

Disclosure of related party transactions every six months (from 01st April 2023 to 30th September 2023)

										Additional disclosure of related party transactions - applicable only in case the related party transaction relates to loans, inter-corporate deposits, advances or investments made or given by the listed entity/subsidiary. These details need to be disclosed only once, during the reporting period when such transaction was undertaken.								
S. No	Details of the party (listed entity /subsidiary) entering into the transaction		Details of the counterparty			Type of related party transaction	Value of the related party transaction as approved by the audit committee	Value of transaction during the reporting period	In case monies are due to either party as a result of the transaction		In case any financial indebtedness incurred to make or give loans, inter-corporate deposits, advances or investments			Details of the loans, inter-corporate deposits, advances or investments				
	Name	PAN	Name	PAN	Relationship of the counterparty with the listed entity or its subsidiary				Opening balance	Closing balance	Nature of indebtedness (loan/ issuance of debt/ any other etc.)	Cost	Tenure	Nature (loan/ advance/ inter-corporate deposit/ investment)	Interest Rate (%)	Tenure	Secured/ unsecured	Purpose for which the funds will be utilized by the ultimate recipient of funds (end-usage)
1.	TCNS Clothing Co. Limited		Mr. Onkar Singh Pasricha		Key Managerial Personnel of Entity (Executive Director and Chairperson)	Remuneration	4.50 Mn.	1.35 Mn.	0.23 Mn.	0.20 Mn.	-	-	-	-	-	-	-	
2.	TCNS Clothing Co. Limited		Mr. Anant Kumar Daga		Key Managerial Personnel of Entity (Managing Director)	Remuneration	30.0 Mn.	12.28 Mn. ¹	2.07 Mn.	2.05 Mn.	-	-	-	-	-	-	-	
3.	TCNS Clothing Co. Limited		Mr. Bhaskar Pramanik		Key Managerial Personnel of Entity (Independent Non-Executive Director)	Director Sitting Fees	1.30 Mn.	1.30 Mn.	0.40 Mn.	0.30 Mn.	-	-	-	-	-	-	-	
4.	TCNS Clothing Co. Limited		Ms. Neeru Abrol		Key Managerial Personnel of Entity (Independent Non-Executive Director)	Director Sitting Fees	1.50 Mn.	1.50 Mn.	0.40 Mn.	0.30 Mn.	-	-	-	-	-	-	-	

5.	TCNS Clothing Co. Limited	Ms. Sangeeta Talwar	Key Managerial Personnel of Entity (Independent Non-Executive Director)	Director Sitting Fees	1.70 Mn.	1.70 Mn.	0.40 Mn.	0.50 Mn.	-	-	-	-	-	-	-	-
6.	TCNS Clothing Co. Limited	Mr. Suresh Jayaraman	Key Managerial Personnel of Entity (Independent Non-Executive Director)	Director Sitting Fees	0.90 Mn.	0.90 Mn.	0.30 Mn.	0.20 Mn.	-	-	-	-	-	-	-	-
7.	TCNS Clothing Co. Limited	Mr. Amit Chand	Key Managerial Personnel of Entity (Chief Financial Officer)	Remuneration	15.30 Mn.	6.98 Mn. ²	1.09 Mn.	1.16 Mn.	-	-	-	-	-	-	-	-
8.	TCNS Clothing Co. Limited	Mr. Piyush Asija	Key Managerial Personnel of Entity (Company Secretary and Compliance Officer)	Remuneration	4.80 Mn.	2.58 Mn. ³	0.42 Mn	0.43 Mn.	-	-	-	-	-	-	-	-
9.	TCNS Clothing Co. Limited	Mr. Saranpreet Pasricha	Other Related Party (Relative of Mr. Onkar Singh Pasricha- Executive Director and Chairperson)	Remuneration	5.00 Mn.	2.15 Mn.	0.35 Mn.	0.35 Mn.	-	-	-	-	-	-	-	-
10.	TCNS Clothing Co. Limited	Mr. Vikram Dhondurao	Key Managerial Personnel of Entity (Independent Non-Executive Director)	Director Sitting Fees	0.20 Mn.	0.20 Mn.	Nil	0.20 Mn.								
11.	TCNS Clothing Co. Limited	Ms. Preeti Vyas	Key Managerial Personnel of Entity (Independent Non-Executive Director)	Director Sitting Fees	0.10 Mn.	0.10 Mn.	Nil	0.10 Mn.								
12.	TCNS Clothing Co. Limited	Mr. Yogesh Chaudhary	Key Managerial Personnel of Entity (Independent Non-Executive Director)	Director Sitting Fees	0.10 Mn.	0.10 Mn.	Nil	0.10 Mn.								

13.	TCNS Clothing Co. Limited		Aditya Birla Fashion and Retail Limited		Holding Company and Promoter or Promoter Group	Sale of goods or services	223.96 Mn.	223.96 Mn. ⁴	Nil	Nil								
14.	TCNS Clothing Co. Limited		Aditya Birla Fashion and Retail Limited		Holding Company and Promoter or Promoter Group	Any other transactions (Marketing and Other Claims)	0.95 Mn.	0.95 Mn. ⁵	Nil	Nil								
Total								256.05 Mn.⁶										

¹Figures excludes an amount of Rs. 3.07 Mn. as the expenses recorded in the financial statement with respect to employee share-based payment arrangement and the consideration received by sale of Equity Shares under the Open Offer concluded during the reporting period amounting to Rs. 1132.23 Mn. These shares were allotted pursuant to exercise of Employee Stock Option Schemes.

²Figures excludes an amount of Rs. 1.18 Mn. as the expenses recorded in the financial statement with respect to employee share-based payment arrangement and the consideration received by sale of Equity Shares under Open Offer concluded during the reporting period amounting to Rs. 107.74 Mn. These shares were allotted pursuant to exercise of Employee Stock Option Schemes.

³Figures excludes the consideration received by sale of Equity Shares under the Open Offer concluded during the reporting period amounting to Rs. 0.48 Mn. These shares were allotted pursuant to exercise of Employee Stock Option Schemes.

⁴Pursuant to the completion of the Open Offer on August 30, 2023 (acquisition of 29% of the Expanded Share Capital of the Company through Open Offer) and the share purchase agreement (acquisition of 22% of the Expanded Share Capital of the Company through share purchase agreement), Aditya Birla Fashion Limited (“ABFRL”) has on September 26, 2023 acquired 52.6% of the Share Capital of the Company and became the Promoter of the Company. Therefore, ABFRL is classified as related party w.e.f August 30, 2023, and the figure disclosed above is given for the period starting from August 31, 2023 to September 30, 2023 and the consolidated value of transaction during the reporting period is Rs. 615.90 Mn.

⁵Pursuant to the completion of the Open Offer on August 30, 2023 (acquisition of 29% of the Expanded Share Capital of the Company through Open Offer) and the share purchase agreement (acquisition of 22% of the Expanded Share Capital of the Company through share purchase agreement), Aditya Birla Fashion Limited (“ABFRL”) has on September 26, 2023 acquired 52.6% of the Share Capital of the Company and became the Promoter of the Company. Therefore, ABFRL is classified as related party w.e.f August 30, 2023, and the figure disclosed above is given for the period starting from August 31, 2023 to September 30, 2023 and the consolidated value of transaction during the reporting period is Rs. 1.60 Mn.

⁶Figures excludes an amount of Rs. 1244.70 Mn. (3.07 Mn. + 1.18 Mn. + 1132.23 Mn. + 107.74 Mn. + 0.48 Mn.) as the expenses recorded in the financial statement with respect to employee share-based payment arrangement and the consideration received by sale of Equity Shares under the Open Offer concluded during the reporting period. These shares were allotted pursuant to exercise of Employee Stock Option Schemes.

Note:- Remuneration paid to Directors, KMPs and other related party (SMP) is in lines with their existing contract of appointment and does not include provisions for incremental gratuity and leave encashment, since the provisions are based on actuarial valuations for the Company as a whole.