

Date: 06.05.2022

Corporate Relations Department <b>BSE Limited</b> 1st Floor, New Trading Ring Rotunda Building, P J Tower Dalal Street, Fort, Mumbai 400 001	Corporate Listing Department <b>National Stock Exchange of India Ltd</b> Exchange Plaza, 5th Floor Plot No.C-1, G Block Bandra-Kurla Complex Bandra (East), Mumbai 400 051.
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Dear Sir/s,

**Sub: Outcome of Postal Ballot, evoting results and Scrutinizer's Report.**

**Scrip Code:** BSE Code: 541700, NSE Code: TCNSBRANDS

**Ref: Regulation 30, 44(3) and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

This is in continuation to our communication dated 05<sup>th</sup> April 2022, wherein we intimated about the initiation of the Postal Ballot process by the Company for seeking approval of the Members on the certain matters, to be passed through remote e-voting ('E-voting') in respect of Item No. 1 to 3 as set out in the Postal Ballot Notice dated 05<sup>th</sup> April 2022 i.e.:

Item No. 1: Appointment of Mr. Suresh Jayaraman (DIN: 03033110) as an Independent Director of the Company.
Item No. 2: Appointment of Mr. Arvinder Singh Pasricha (DIN: 00032420) as Non-Executive Director of the Company liable to retire by rotation.
Item No. 3: Appointment of Mr. Naveen Wadhwa (DIN: 02503164) as Non-Executive Director of the Company liable to retire by rotation.

The E-voting period for Postal Ballot commenced on Wednesday, 06<sup>th</sup> April 2022 at 9:00 a.m. IST and concluded on Thursday, 05<sup>th</sup> May, 2022 at 05:00 p.m. IST.

In this regard, please find enclosed the following:

- Voting results of the Postal Ballot by way of E-voting, as required under Regulation 44(3) of the Listing Regulations; and
- Scrutinizer's Report on E-voting dated 06<sup>th</sup> May 2022 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

Please take the above on record and acknowledge receipt of the same.

This is for your information and records

Thanking you  
For and on behalf of **TCNS Clothing Co. Limited**

Piyush Astha,  
Company Secretary and Compliance Officer  
M. No: A21328

Date: 06.05.2022

Place: New Delhi



**TCNS Clothing Co. Limited**

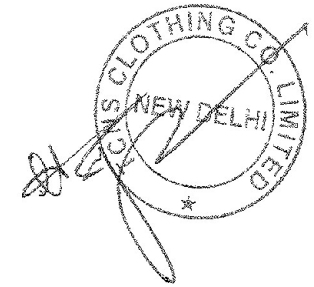
119 & 127, W-HOUSE, NEELGAGAN TOWER, MANDI ROAD, SULTANPUR, MEHRAULI, NEW DELHI-110030, INDIA  
PH: 011-42193193, Fax: 011-42193194, E-mail: corporatecommunications@tcnsclothing.com, www.wforwoman.com, www.shopforaurelia.com  
REGD. OFFICE: 119, W-HOUSE, NEELGAGAN TOWER, MANDI ROAD, SULTANPUR, MEHRAULI, NEW DELHI- 110030  
CIN- L99999DL1997PLC090978

## TCNS Clothing Co. Limited

### Voting Results of POSTAL BALLOT

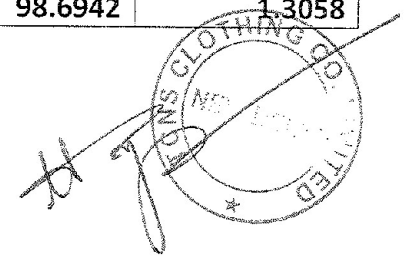
Details of Postal Ballot and remote e-voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:

Date of the Postal Ballot	May 05, 2022
Total number of shareholders on cut-off date i.e. April 01, 2022	16,421
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: Public:	NA
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group: Public:	NA



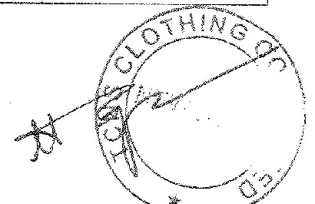
**1. Special Resolution: Appointment of Mr. Suresh Jayaraman (DIN: 03033110) as an Independent Director of the Company.**

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid 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
Promoters and Promoter Group	E-voting	1,98,76,757	1,98,76,757	100.0000	1,98,76,757	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,98,76,757</b>	<b>1,98,76,757</b>	<b>100.0000</b>	<b>1,98,76,757</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-voting	3,29,56,380	2,79,86,779	84.9207	2,72,75,803	7,10,976	97.4596	2.5404
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>2,79,86,779</b>	<b>84.9207</b>	<b>2,72,75,803</b>	<b>7,10,976</b>	<b>97.4596</b>	<b>2.5404</b>
Public-Non Institutions	E-voting	87,79,537	65,86,330	75.0191	65,86,294	36	99.9995	0.0005
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>65,86,330</b>	<b>75.0191</b>	<b>65,86,294</b>	<b>36</b>	<b>99.9995</b>	<b>0.0005</b>
<b>Total</b>		<b>6,16,12,674</b>	<b>5,44,49,866</b>	<b>88.3745</b>	<b>5,37,38,854</b>	<b>7,11,012</b>	<b>98.6942</b>	<b>1.3058</b>


  
 M/S. SURESH CLOTHING CO. LIMITED

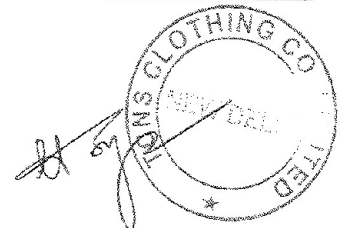
**2. Ordinary Resolution: Appointment of Mr. Arvinder Singh Pasricha (DIN: 00032420) as Non-Executive Director of the Company liable to retire by rotation.**

Whether promoter/ promoter group are interested in the Agenda/resolution							Yes	
Category	Mode of Voting	No. of shares held	No of Valid 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
Promoters and Promoter Group	E-voting	1,98,76,757	1,98,76,757	100.0000	1,98,76,757	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,98,76,757</b>	<b>1,98,76,757</b>	<b>100.0000</b>	<b>1,98,76,757</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-voting	3,29,56,380	2,79,86,779	84.9207	2,78,65,379	1,21,400	99.5662	0.4338
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>27986779</b>	<b>84.9206709</b>	<b>2,78,65,379</b>	<b>1,21,400</b>	<b>99.5662</b>	<b>0.4338</b>
Public-Non Institutions	E-voting	87,79,537	65,86,330	75.0191	65,86,248	82	99.9988	0.0012
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>65,86,330</b>	<b>75.0191</b>	<b>65,86,248</b>	<b>82</b>	<b>99.9988</b>	<b>0.0012</b>
<b>Total</b>		<b>6,16,12,674</b>	<b>5,44,49,866</b>	<b>88.3745</b>	<b>5,43,28,384</b>	<b>1,21,482</b>	<b>99.7769</b>	<b>0.2231</b>



**3. Ordinary Resolution: Appointment of Mr. Naveen Wadhwa (DIN: 02503164) as Non-Executive Director of the Company liable to retire by rotation.**

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid 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
Promoters and Promoter Group	E-voting	1,98,76,757	1,98,76,757	100.0000	1,98,76,757	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,98,76,757</b>	<b>1,98,76,757</b>	<b>100.0000</b>	<b>1,98,76,757</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-voting	3,29,56,380	2,79,86,779	84.9207	2,78,65,379	1,21,400	99.5662	0.4338
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>27986779</b>	<b>84.9206709</b>	<b>2,78,65,379</b>	<b>1,21,400</b>	<b>99.5662</b>	<b>0.4338</b>
Public-Non Institutions	E-voting	87,79,537	65,86,330	75.0191	65,86,289	41	99.9994	0.0006
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>65,86,330</b>	<b>75.0191</b>	<b>65,86,289</b>	<b>41</b>	<b>99.9994</b>	<b>0.0006</b>
<b>Total</b>		<b>6,16,12,674</b>	<b>5,44,49,866</b>	<b>88.3745</b>	<b>5,43,28,425</b>	<b>1,21,441</b>	<b>99.7770</b>	<b>0.2230</b>



# SANJAY GROVER & ASSOCIATES

## COMPANY SECRETARIES

B-88, 1<sup>ST</sup> Floor, Defence Colony, New Delhi - 110 024  
Tel. : (011) 4679 0000, Fax : (011) 4679 0012  
e-mail : contact@cssanjaygrover.in  
website : www.cssanjaygrover.in

### Scrutinizer's Report

[Pursuant to Section 108 and 110 of the Companies Act, 2013 ('the **Act**') and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('the **Rules**')] ]

To,

The Chairman

**TCNS Clothing Co. Limited**

(CIN: L99999DL1997PLC090978)

119, W-House, New Manglapuri, Mandi Road,  
Sultanpur, Mehrauli, New Delhi-110030

Dear Sir,

I, Devesh Kumar Vasisht, Partner of M/s Sanjay Grover & Associates, Company Secretaries, having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer by the Board of Directors of **TCNS Clothing Co. Limited** ('the **Company**') in the meeting held on **February 11, 2022**, for the purpose of scrutinizing Postal Ballot process in a fair and transparent manner under the provisions of Sections 108 and 110 of the Act read with the Rules and read with General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021 & 20/2021 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021 and December 08, 2021 respectively ('**MCA Circulars**') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**'), Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) in respect of the following resolutions as mentioned in the Notice of Postal Ballot dated April 05, 2022:




Sr. No.	Type of Resolution	Particulars
1.	Special Resolution	Appointment of Mr. Suresh Jayaraman (DIN: 03033110) as an Independent Director of the Company.
2.	Ordinary Resolution	Appointment of Mr. Arvinder Singh Pasricha (DIN: 00032420) as Non-Executive Director of the Company liable to retire by rotation.
3.	Ordinary Resolution	Appointment of Mr. Naveen Wadhwa (DIN: 02503164) as Non-Executive Director of the Company liable to retire by rotation.


**I submit my report as under:**

1. As informed by the Company, Postal Ballot Notice along with explanatory statement and remote e-Voting instructions were sent to all those Members, whose e-mail address were registered with the Company or Registrar and Share Transfer Agent ("RTA") i.e. Kfin Technologies Limited ("KfinTech"), or with their respective Depository Participants ('DP') and whose names appeared in the Register of Members of the Company/ List of Beneficial Owners as maintained by the Depositories as on April 01, 2022 ('cut-off date').
2. The management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules thereof including Circulars/ SEBI Regulations in respect of the resolution contained in the Postal Ballot Notice including the dispatch of the notice to the Shareholders. My responsibilities as Scrutinizer are restricted to make a Scrutinizer's Report of the votes cast in 'Favour' or 'Against' the resolution contained in the Postal Ballot Notice, based on the reports generated from the e-voting system provided by KfinTech.
3. The Company has published an advertisement on April 06, 2022 regarding service of Postal Ballot Notice to eligible members in English Newspaper "Business Standard" and in vernacular newspaper "Business Standard".



4. The Members of the Company holding shares as on cut-off date were entitled to vote on the resolutions as contained in the Postal Ballot Notice and could vote through remote e-voting facility only as per the MCA Circulars. Members were provided with the facility to cast their votes on the designated platform of KfinTech viz., [www.evoting.kfintech.com](http://www.evoting.kfintech.com).
5. The remote e-Voting commenced on April 06, 2022, 09:00 A.M. and ended on May 05, 2022, 05:00 P.M. Further the remote e- voting process was monitored through the Scrutinizer's secured link provided by KfinTech on its designated website i.e. [www.evoting.kfintech.com](http://www.evoting.kfintech.com).
6. The remote e-voting was unblocked on May 05, 2022 after 05:00 P.M. in the presence of two witnesses i.e. Mr. Vipin Dhameja and Ms. Pranjali Singh who are not in the employment of the Company and have signed below:  

  
Mr. Vipin Dhameja

  
Ms. Pranjali Singh
7. The particulars of remote e-voting report generated from electronic registry of KfinTech have been entered in a separate Register maintained for this purpose.
8. E-votes cast upto 05:00 P.M. on May 05, 2022 are considered for the purpose of this report. The remote e-voting was reconciled with the register of members of the Company as on cut- off date as maintained by RTA of the Company.
9. As on cut- off date, the fully paid-up share capital of the Company was Rs. 12,32,25,348/- (Rupees Twelve Crore Thirty Two Lakh Twenty Five Thousand Three Hundred and Forty Eight Only) divided only 6,16,12,674 (Six Crore Sixteen Lakh Twelve Thousand Six Hundred and Seventy Four) equity shares of Rs. 2/- (Rupees Ten Only) each.





10. The result of the remote e-voting in respect of the resolutions contained in the Postal Ballot Notice is as under:

**A. Appointment of Mr. Suresh Jayaraman (DIN: 03033110) as an Independent Director of the Company.**

Particulars	Special Resolution			Percentage
	Number of Valid Votes			
	e-Votes	Postal Ballot	Total	
<b>Assent</b>	5,37,38,854	NA	5,37,38,854	98.6942
<b>Dissent</b>	7,11,012		7,11,012	1.3058
<b>Total</b>	5,44,49,866		5,44,49,866	100.0000

The detailed break up of voting through remote e-voting in respect of the above Resolution is attached to this report and marked as 'Annexure A'

**B. Appointment of Mr. Arvinder Singh Pasricha (DIN: 00032420) as Non-Executive Director of the Company liable to retire by rotation.**

Particulars	Ordinary Resolution			Percentage
	Number of Valid Votes			
	e-Votes	Postal Ballot	Total	
<b>Assent</b>	5,43,28,384	NA	5,43,28,384	99.7769
<b>Dissent</b>	1,21,482		1,21,482	0.2231
<b>Total</b>	5,44,49,866		5,44,49,866	100.0000

The detailed break up of voting through remote e-voting in respect of the above Resolution is attached to this report and marked as 'Annexure B'.



**C. Appointment of Mr. Naveen Wadhera (DIN: 02503164) as Non-Executive Director of the Company liable to retire by rotation.**

Particulars	Ordinary Resolution			Percentage
	Number of Valid Votes			
	e-Votes	Postal Ballot	Total	
Assent	5,43,28,425	NA	5,43,28,425	99.7770
Dissent	1,21,441		1,21,441	0.2230
Total	5,44,49,866		5,44,49,866	100.0000

The detailed break up of voting through remote e-voting in respect of the above Resolution is attached to this report and marked as 'Annexure C'.

11. Based on the aforesaid results, the resolutions as mentioned above is deemed to have been passed on May 05, 2022 being the last date of remote e-voting for the members of the Company.
12. The Register containing the details of remote e-voting relating to Postal Ballot will be handed over to Company Secretary of the Company, for preserving safely after the Chairman considers, approves, and signs the minutes of Postal Ballot.

Thanking You,

**For SANJAY GROVER & ASSOCIATES  
COMPANY SECRETARIES**

*Devesh Kumar Vasisht*

**Devesh Kumar Vasisht**

C.P. No.:13700

UDIN: F008488D000278991

Date: May 6, 2022

Place: New Delhi



**COUNTERSIGNED BY  
AUTHORISED SIGNATORY**

**Annexure-A**

A detailed summary of e-voting is given herein below:

<b>A. VOTING THROUGH REMOTE E-VOTING:</b>			
<b>Particulars</b>	<b>No. of Shareholders</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of the Equity Shares (In Rs.)</b>
a) Total votes received	137	5,44,49,866	10,88,99,732
b) Less: Invalid votes	0	0	0
c) Net Valid votes cast	137	5,44,49,866	10,88,99,732
d) Votes with assent for the resolution	129	5,37,38,854	10,74,77,708
e) Votes with dissent for the resolution	8	7,11,012	14,22,024

**Annexure-B**

A detailed summary of e-voting is given herein below:

<b>B. VOTING THROUGH REMOTE E-VOTING:</b>			
<b>Particulars</b>	<b>No. of Shareholders</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of the Equity Shares (In Rs.)</b>
a) Total votes received	137	5,44,49,866	10,88,99,732
b) Less: Invalid votes	0	0	0
c) Net Valid votes cast	137	5,44,49,866	10,88,99,732
d) Votes with assent for the resolution	129	5,43,28,384	10,86,56,768
e) Votes with dissent for the resolution	8	1,21,482	2,42,964



A detailed summary e-voting is given herein below:

<b>B. VOTING THROUGH REMOTE E-VOTING:</b>			
<b>Particulars</b>	<b>No. of Shareholders</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of the Equity Shares (In Rs.)</b>
a) Total votes received	137	5,44,49,866	10,88,99,732
b) Less: Invalid votes	0	0	0
c) Net Valid votes cast	137	5,44,49,866	10,88,99,732
d) Votes with assent for the resolution	129	5,43,28,425	10,86,56,850
e) Votes with dissent for the resolution	8	1,21,441	2,42,882



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