

Date: 04.10.2023

Corporate Relations Department BSE Limited 1st Floor, New Trading Ring Rotunda Building, P J Tower Dalal Street, Fort, Mumbai 400 001	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 400 051
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Sub: Postal Ballot Notice.

Ref: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Dear Sir/ Madam,

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Postal Ballot Notice dated 26th September 2023 being sent to the Members/ Shareholders of the Company.

In compliance with the circulars of the Ministry of Corporate Affairs, the Postal Ballot Notice is being sent electronically to the members whose email addresses are registered with Depository Participants/ Registrar & Share Transfer Agent (Kfin Technologies Limited) as on Friday, 29th September 2023 ("**Cut-off Date**").

The Company has engaged the services of Kfin Technologies Limited for providing remote e-voting facility to its members. The e-voting facility will be available during the following period:

Commencement of Remote e-voting	End of Remote e-voting
Thursday, 05 th October, 2023 at 09:00 A.M. (IST)	Friday, 03 rd November, 2023 at 05:00 P.M. (IST)

Postal Ballot notice along with Explanatory Statement is also available on the website of the Company at: www.wforwoman.com.

This is for your information and record.

Thanking you.

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

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

Date: 04.10.2023

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



TCNS Clothing Co. Limited

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

Corporate Office: 119 & 127, W-House, New Manglapuri, Mandi Road, Sultanpur, Mehrauli,
New Delhi-110030

CIN: L99999DL1997PLC090978, Web: www.wforwoman.com,

Email: investors@tcnsclothing.com,

Tel: **011-42193193**

Notice of Postal Ballot

Notice is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013 (**the “Act”**), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**the “Rules”**) and other applicable provisions, if any, of the Act and the Rules, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 11/ 2022 dated December 28, 2022, read along with General Circular Nos. 2/2022 dated May 05, 2022, 20/2021 dated December 8, 2021, 10/2021 dated June 23, 2021, 39/2020 dated December 31, 2020, 33/2020 dated September 28, 2020, 22/2020 dated June 15, 2020, 17/2020 dated April 13, 2020 and 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs (**“MCA Circulars”**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), Secretarial Standard on General Meetings (**“SS-2”**) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), that the resolutions set out below are proposed to be passed by the members of TCNS Clothing Co. Limited (**the “Company”**) by means of Postal Ballot, only by way of remote e- voting process (**“e-voting”**).

1. Appointment of Mr. Ashish Dikshit (DIN: 01842066) as a Non-Executive Director of the Company.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (**“Act”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable statutes, laws, rules, regulations, guidelines, circulars etc. issued by other appropriate authority(ies), if any (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) and in line with the Articles of Association of the Company, upon the recommendation of the Nomination and Remuneration Committee and in accordance with the approval of the Board of Directors of the Company, Mr. Ashish Dikshit (DIN: 01842066) who was appointed as an Additional Director (Non-Executive) of the Company in terms of Section 161 of the Act with effect from September 26, 2023, be and is hereby appointed as a Non- Executive Director of the Company, whose office shall be liable to retire by rotation.

“RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable, including without limitation, making the appropriate e-filing with the concerned Registrar of Companies/ Ministry of Corporate Affairs and other relevant filings with other statutory authorities and stock exchanges and to do all other acts, deeds and things as may be required in this regard to give effect the above resolution.”

2. Appointment of Mr. Jagdish Bajaj (DIN: 08498055) as a Non- Executive Director of the Company.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act,

2013 (“Act”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable statutes, laws, rules, regulations, guidelines, circulars etc. issued by other appropriate authority(ies), if any (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) and in line with the Articles of Association of the Company, upon the recommendation of the Nomination and Remuneration Committee and in accordance with the approval of the Board of Directors of the Company, Mr. Jagdish Bajaj (DIN: 08498055) who was appointed as an Additional Director (Non-Executive) of the Company in terms of Section 161 of the Act with effect from September 26, 2023, be and is hereby appointed as a Non- Executive Director of the Company, whose office shall be liable to retire by rotation.

“RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable, including without limitation, making the appropriate e-filing with the concerned Registrar of Companies/ Ministry of Corporate Affairs and other relevant filings with other statutory authorities and stock exchanges and to do all other acts, deeds and things as may be required in this regard to give effect the above resolution.”

3. Appointment of Mr. Vikram Dhondu Rao (DIN: 00017423) as an Independent Director of the Company.

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 of the Companies Act, 2013 (the ‘Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 16, 17 and 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable provisions, if any, including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force and in line with the Articles of Association of the Company, pursuant to the recommendation of the Nomination and Remuneration Committee and in accordance with the approval of the Board of Directors of the Company, Mr. Vikram Dhondu Rao (DIN: 00017423) who was appointed as an Additional Director (Non-Executive, Independent) of the Company in terms of Section 161 of the Act with effect from September 26, 2023 and who has submitted a declaration that he meets the criteria for independence as provided in the Act along with the rules framed thereunder and SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years commencing from September 26, 2023 up to September 25, 2028 (both days inclusive), not liable to retire by rotation.”

“RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable, including without limitation, making the appropriate e-filing with the concerned Registrar of Companies/ Ministry of Corporate Affairs and other relevant filings with other statutory authorities and stock exchanges and to do all other acts, deeds and things as may be required in this regard to give effect the above resolution.”

4. Appointment of Ms. Preeti Vyas (DIN: 02352395) as an Independent Director of the Company.

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 of the Companies Act, 2013 (the ‘Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 16 and 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable provisions, if any, including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force and in line with the Articles of Association of the Company, pursuant to the recommendation of the Nomination and Remuneration Committee and in accordance with the approval of the Board of Directors of the Company, Ms. Preeti Vyas (DIN: 02352395) who was appointed as an Additional Director (Non-Executive, Independent) of the Company in terms of Section 161 of the Act with effect from September 26, 2023 and who has submitted a declaration that she meets the criteria for independence as provided in the Act along with the rules framed thereunder and SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years commencing from September 26, 2023 up to September 25, 2028 (both days inclusive),

not liable to retire by rotation.”

“RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable, including without limitation, making the appropriate e-filing with the concerned Registrar of Companies/ Ministry of Corporate Affairs and other relevant filings with other statutory authorities and stock exchanges and to do all other acts, deeds and things as may be required in this regard to give effect the above resolution.”

5. Appointment of Mr. Yogesh Chaudhary (DIN: 01040036) as an Independent Director of the Company.

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 of the Companies Act, 2013 (the ‘Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 16 and 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable provisions, if any, including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force and in line with the Articles of Association of the Company, pursuant to the recommendation of the Nomination and Remuneration Committee and in accordance with the approval of the Board of Directors of the Company, Mr. Yogesh Chaudhary (DIN: 01040036) who was appointed as an Additional Director (Non-Executive, Independent) of the Company in terms of Section 161 of the Act with effect from September 26, 2023 and who has submitted a declaration that he meets the criteria for independence as provided in the Act along with the rules framed thereunder and SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years commencing from September 26, 2023 up to September 25, 2028 (both days inclusive), not liable to retire by rotation.”

“RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable, including without limitation, making the appropriate e-filing with the concerned Registrar of Companies/ Ministry of Corporate Affairs and other relevant filings with other statutory authorities and stock exchanges and to do all other acts, deeds and things as may be required in this regard to give effect the above resolution.”

6. Appointment of the Statutory Auditor to fill the casual vacancy.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), upon the recommendation of the Audit Committee and in accordance with the approval of the Board of Directors of the Company, M/s. Price Waterhouse & Co Chartered Accountants LLP, (FRN: 304026E/E-300009) who being eligible be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused due to cessation of M/s Deloitte Haskins & Sells LLP, Chartered accountants, at such terms and conditions as are mutually agreed upon and shall hold office till the conclusion of the ensuing Annual General Meeting of the Company to conduct audit of Accounts of the Company starting September 26, 2023.

“RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable, including without limitation, making the appropriate e-filing with the concerned Registrar of Companies/ Ministry of Corporate Affairs and other relevant filings with other statutory authorities and stock exchanges and to do all other acts, deeds and things as may be required in this regard to give effect the above resolution.”

7. Adoption of a new set of Articles of Association of the Company.

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and all other applicable statutes, laws, rules, regulations, guidelines, circulars etc. made thereunder and issued by other appropriate authority(ies), if any (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) and such other approvals, as may be required from the relevant Governmental Authorities, the approval of the members be and is hereby accorded to replace the existing Articles of Association with a new set of the Articles of Association of the Company”

“RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable, including without limitation, making the appropriate e-filing with the concerned Registrar of Companies/ Ministry of Corporate Affairs and other relevant filings with other statutory authorities and stock exchanges and to do all other acts, deeds and things as may be required in this regard to give effect the above resolution.”

8. Shifting of Registered Office of the Company from National Capital Territory (“NCT”) of Delhi to the State of Maharashtra.

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 12 read with Section 13(4) and other applicable provisions, if any, of the Companies Act 2013 (“Act”) read with the Companies (Incorporation) Rules, 2014 (“Rules”) and subject to the approval of the Central Government (power delegated to Regional Director), or any other authorities as may be prescribed from time to time and subject to such permission, sanction or approval as may be required under the provisions of the Act / Rules or under any other laws for the time being in force or any statutory modification or amendment made thereof, consent of the members be and is hereby accorded for shifting of the Registered Office of the Company from the National Capital Territory (“NCT”) of Delhi to the State of Maharashtra and that Clause II of the Memorandum of Association of the Company be substituted with the following Clause:

“Clause II: The Registered Office of the Company will be situated in the State of Maharashtra.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any of its duly constituted Committee), Company Secretary or any officer / executive / representative and / or any other person so authorized by the Board, be and hereby authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions stipulated by any authority, while according approval / consent, as may be considered necessary and further authorized to appoint counsels / consultant and advisors, file applications / petitions, issue notices, advertisements, obtain orders for shifting of Registered Office from the concerned authorities and to do all such acts, deeds, matters and things as it may, in their absolute discretion, deem necessary and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (“the Act”) stating all material facts and the reasons for the proposals set out in Resolutions at Item Nos. 1 to 8 is annexed herewith.
2. In compliance to the Ministry of Corporate Affairs (“MCA”) Circulars and pursuant to Section 110 of the Act and the Rules made thereunder, the Company will send this Postal Ballot Notice (“Notice”) along with explanatory statement and remote e-voting instructions 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 September, 29 2023 (“Cut-off Date”). Voting Right shall be reckoned on the paid-up value of the equity shares registered in the name of members as on the Cut-off date. The Notice is being sent to members in electronic form to the e-mail addresses registered with the Company or the Depository Participant(s).
3. In compliance with the requirements of the MCA Circulars, physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the members for this Postal Ballot and they are required to communicate their assent or dissent through the remote e-voting system only.
4. The Members, whose names appear in the Register of Members / List of Beneficial Owners as on September, 29 2023 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 of Postal Ballot for information purpose only.
5. In compliance with provisions of Section 110, 108 read with the Companies (Management & Administration) Rules, 2014 and Regulation 44 of SEBI LODR Regulations and the MCA Circulars, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has appointed Kfin Technologies Limited for facilitating e-voting to enable the Shareholders to cast their votes electronically.
6. The Company has appointed M/s. Sanjay Grover and Associates, Practicing Company Secretaries, through its Partner Mr. Kapil Dev Taneja, (FCS No. - 4019 and CP No. - 22944), to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.
7. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at www.wforwoman.com websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on Kfin Technologies Limited at www.kfintech.com.
8. All the material documents referred to Explanatory Statements, shall be available for inspection through electronic mode only from the date of circulation of this Postal Ballot Notice until the last date of e-voting, basis the request being sent on investors@tensclothing.com mentioning their name, Folio no. / Client ID and DP ID, with a self-attested copy of their PAN card attached to the email.
9. The voting period begins at 09:00 hours IST on Thursday, October 05, 2023 and ends at 17:00 hours IST on Friday, November 03, 2023. The e-voting module shall be disabled by Kfin Technologies Limited for voting thereafter. Members are requested to carefully read the instructions while expressing their assent or dissent and cast vote via remote e-voting. Voting through e-voting shall not be allowed beyond the said date and time.
10. The Scrutinizer will submit his report to the Chairperson/ Company Secretary after completion of the scrutiny of votes and the results of Postal Ballot will be announced within 2 working days from November 03, 2023 at the Registered Office of the Company at 119, W-House, New Manglapuri, Mandi Road, Sultanpur, Mehrauli, New Delhi-110030. The Resolution(s), if passed by requisite majority shall be deemed to have been passed on Friday, November 03, 2023.
11. The results along with the report of the scrutinizer shall be forwarded to the BSE Limited, National Stock Exchange Limited and shall be uploaded on the website of the Company i.e., www.wforwoman.com, website of Kfin Technologies Limited <https://evoting.kfintech.com/>

12. The instructions for Shareholders for e-voting are as under:

- a) Pursuant to the relevant SEBI circulars on “e-voting facility provided by Listed Companies”, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ DPs 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.
- b) Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.
- c) Method of login for Individual shareholders holding the securities in demat mode receiving Postal Ballot Notice through email or physical postal ballot whose e-mail id is not registered:

Shareholders	Login Method
Shareholders holding securities in demat mode with NSDL	<p>A. Users registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> 1. Open web browser by typing the following URL: https://eservices.nsdl.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. 2. A new screen will open. 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. 3. Click on options available against Company name or e-voting service provider and you will be re-directed to e-voting website for casting your vote during the remote e-voting period.
	<p>B. Users not registered for IDeAS e-Services:</p> <p>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>C. Visit the e-voting website of NSDL</p> <ol style="list-style-type: none"> 1. After successfully registering on IDeAS, 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. 2. A new screen will open. Enter your User ID (i. e. your sixteen-digit demat account number held 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. 3. Click on options available against Company name or e-voting service provider and you will be redirected to e-voting service provider website for casting your vote during the remote e-Voting period.

Shareholders	Login Method
Shareholders holding securities in demat mode with CDSL	<p>A. Users who have opted for Easi/Easiest:</p> <ol style="list-style-type: none"> Shareholders can login through their user ID and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/ Easiest are https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the e-voting Menu. The Menu will have links of e-voting service provider i.e., NSDL. Click on NSDL to cast your vote.
	<p>B. Users who have not opted for Easi/Easiest:</p> <p>Option to register for Easi/Easiest is available at: https://web.cdslindia.com/myeasitoken/Home/Login</p>
	<p>C. Visit the e-voting website of CDSL</p> <ol style="list-style-type: none"> Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and e-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the e-voting is in progress.
Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. After logging, 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 options available against Company name or e-voting service provider-NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

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

For technical Assistance: Members facing any technical issue in logging can contact the respective helpdesk by sending a request on the email id's or contact on the phone nos. provided below:

NSDL	CDSL
<p>Email: evoting@nsdl.co.in Toll free no. 1800 1020 990 / 1800 22 44 30</p>	<p>Email: helpdesk.evoting@cdslindia.com Phone no: 022 – 23058738 / 022-23058542-43</p>

d) Information and Instructions for e-voting by Shareholders other than individuals holding shares of the Company in demat mode and all Shareholders holding shares of the Company in physical mode:

- In case a Shareholder receives an e-mail from the Company / Kfin Technologies Limited [for Members whose e-mail address is registered with the Company / Depository Participant(s)]:
 - Launch internet browser and type the URL: <https://evoting.kfintech.com>

- ii. Enter the login credentials i.e., User ID and password mentioned in your email. Your FolioNo./ DP ID Client ID will be your User ID. However, if you are already registered with Kfin Technologies Limited for e-voting, you can use your existing User ID and password for casting your votes.
- iii. After entering the details appropriately, click on LOGIN.
- iv. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise 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.). It is strongly recommended not to share your password with any other person and 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 EVENT.
- vii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/ dissenting to the resolution, enter all shares and click 'FOR'/ 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option '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 account.
- ix. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.

13. General Guidelines for shareholders

- i. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who is/are authorized to vote, to the Scrutinizer through e-mail sanjaygrover7@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'CLIENT EVENT No. 7713'.
- ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- iii. In case of any queries, you may refer the frequently asked questions ("FAQs") for shareholders and e-voting user manual for shareholders available at <https://evoting.kfintech.com> or call on toll-free no. 18003094001 or send a request at evoting@kfintech.com. In case of any concern/ grievance connected with e-voting for Postal Ballot, any member can contact Mr. Umesh Pandey, Manager, Kfin Technologies Limited, Selenium Tower B Plot No. 31 & 32 Gachibowli, Financial District Hyderabad 500 032 at inward.ris@kfintech.com.

Registered Office:

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

By Order of the Board

TCNS Clothing Co. Limited

Sd/-
Piyush Asija
Company Secretary and Compliance Officer

Date: September 26, 2023

Place: New Delhi

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

Pursuant to the provisions of Section 161 of the Companies Act, 2013 (“Act”), the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee of the Board (“NRC”), the Board of Directors (“Board”) at its meeting held on September 26, 2023, approved the appointment of Mr. Ashish Dikshit, (DIN: 01842066) as an Additional Director (Non-Executive) of the Company with effect from September 26, 2023, liable to retire by rotation and subject to the approval of the members of the Company as per the provisions of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

As per the provisions of the Act, any person appointed as an Additional Director holds office up to the date of next Annual General Meeting. Further as per Regulation 17 (1C) of the Listing Regulations, the listed company shall ensure that approval of shareholders for appointment of a person on the Board of the Company is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought for the appointment of Mr. Dikshit, as a Non-Executive Director of the Company, liable to retire by rotation. .

The Company has received from Mr. Dikshit, his consent to act as Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has not been debarred or disqualified from being appointed as a Director of the Company by any Order of the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. The Company has also received a notice under Section 160 of the Act from a member signifying his candidature as a Non-Executive Director of the Company.

Brief profile and experience

Mr. Ashish Dikshit is alumnus of IIT-Madras (Electrical Engineering), IIM-Bangalore (MBA) and Harvard Business School (Advanced Management Program).

Mr. Dikshit has over 30 years of experience in diverse roles across industries and functions. He started his career at Asian Paints before moving to Madura Fashion and Lifestyle (“MFL”) Division of Aditya Birla Fashion and Retail Limited, where he worked in various functions ranging from Sales, Brand Management, Supply Chain and Sourcing for over 15 years. He also served as the Principal Executive Assistant to the Chairman of Aditya Birla Group. He was appointed as President of MFL Division in 2007 and went on to become its CEO in 2012. He took over as the Managing Director of Aditya Birla Fashion and Retail Limited in February 2018.

The Board considers that his association would be in the interest and of immense benefit to the Company taking into consideration his knowledge and expertise in the retail and fashion industry.

Except Mr. Dikshit, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives (to the extent of their shareholding in the Company, if any) are concerned or interested, financially or otherwise, in the Item No. 1 as set out in the Notice.

Additional information required under Regulation 36 of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) is annexed as **Annexure- A** hereto and forms part of this Notice.

The Board recommends the Ordinary Resolution set forth in this Notice at item no. 1 for the approval of the Members.

Item No. 2

Pursuant to the provisions of Section 161 of the Companies Act, 2013 (“Act”), the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee of the Board (“NRC”), the Board of Directors (“Board”) at its meeting held on September 26, 2023, approved the appointment

of Mr. Jagdish Bajaj (DIN: 08498055) as an Additional Director (Non-Executive) of the Company with effect from September 26, 2023, liable to retire by rotation and subject to the approval of the members of the Company as per the provisions of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

As per the provisions of the Act, any person appointed as an Additional Director holds office up to the date of next Annual General Meeting. Further as per Regulation 17 (1C) of the Listing Regulations, the listed company shall ensure that approval of shareholders for appointment of a person on the Board of the Company is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought for the appointment of Mr. Bajaj, as a Non-Executive Director of the Company, liable to retire by rotation.

The Company has received from Mr. Bajaj, his consent to act as Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has not been debarred or disqualified from being appointed as a Director of the Company by any Order of the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. The Company has also received a notice under Section 160 of the Act from a member signifying his candidature as a Non-Executive Director of the Company.

Brief profile and experience

Mr. Jagdish Bajaj is a Chartered Accountant by profession and Chief Financial Officer of Aditya Birla Fashion and Retail Limited since 2018. He has over three decades of experience with the Aditya Birla Group. He has held multiple senior management positions and has played pivotal role in driving the finance function of various businesses within the Aditya Birla Group.

The Board believes that his overall experience, financial expertise and corporate management skills would be in interest of the Company.

Except Mr. Bajaj, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives (to the extent of their shareholding in the Company, if any) are concerned or interested, financially or otherwise, in the resolution no. 2 as set out in the Notice.

Additional information required under Regulation 36 of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) is annexed as **Annexure- A** hereto and forms part of this Notice.

The Board recommends the Ordinary Resolution set forth in this Notice at item no. 2 for the approval of the Members.

Item No. 3

Pursuant to the provisions of Section 161 of the Companies Act, 2013 (“Act”), the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee of the Board (“NRC”), the Board of Directors (“Board”) at its meeting held on September 26, 2023, approved the appointment of Mr. Vikram Dhondurao (DIN: 00017423) as an Additional Director (Non-Executive, Independent) of the Company with effect from September 26, 2023 for a term of five consecutive years, subject to the approval of the Members of the Company as per the provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

As per the provisions of the Act, any person appointed as an Additional Director holds office up to the date of next Annual General Meeting. Further as per Regulation 17 (1C) of the Listing Regulations, the listed company shall ensure that approval of shareholders for appointment of a person on the Board of the Company is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought for the appointment of Mr. Rao, as an Independent Director of the Company, not liable to retire by rotation.

The Company has received a notice in writing under the provisions of Section 160 of the Act, from a Member proposing candidature of Mr. Rao for the office of Director. The Company has received from Mr. Rao:

- i. his consent to act as Director of the Company;
- ii. an intimation to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act;
- iii. a declaration to the effect that he meets the criteria of independence as provided in Section 149 of the Act and Regulation 16 of the Listing Regulations and
- iv. a declaration under applicable circulars to the effect that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

He is also in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Brief profile and experience

Mr. Vikram Rao joined Aditya Birla Group in 1999 as Group Executive President, Textiles and masterminded the Group's entry into the branded apparel industry with the acquisition of Madura Garments and was subsequently appointed as Whole-time Director of Aditya Birla Nuvo Limited. After his retirement from the Aditya Birla Group in 2012, he took on a Business Mentor role with Resil Chemicals and subsequently in 2014 joined as the MD of N9 World Technologies Private Limited.

A copy of the Letter of Appointment of Mr. Rao is available for inspection through electronic mode only from the date of circulation of this Postal Ballot Notice until the last date of e-voting, by sending a request on investors@tensclothing.com.

Mr. Rao shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board as per the limits prescribed under the Act. He shall be reimbursed for all the expenses incurred by him for travelling, boarding and lodging during his business trips, if any, conducted on behalf of the Company.

In the opinion of the Board, Mr. Rao fulfils the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company and he is not debarred from holding the office of director by virtue of any order issued by the Securities and Exchange Board of India and he is independent of the management.

The Board of Directors based on the recommendation of the NRC and considering the skills, vast experience and deep knowledge, considered the appointment of Mr. Rao as an Independent Director of the Company. Further, pursuant to the provisions of the Listing Regulations, the approval of the Members by way of a Special Resolution is required for the appointment as a Non-Executive Director (which includes Independent Director), who attains the age of seventy-five years during his term of appointment. Accordingly, the approval of the Members of the Company is being sought by way of a Special Resolution.

Except Mr. Rao, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives (to the extent of their shareholding in the Company, if any) are concerned or interested, financially or otherwise, in the resolution no. 3 as set out in the Notice.

Additional information required under Regulation 36 of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) is annexed as **Annexure- B** hereto and forms part of this Notice.

The Board recommends the Special Resolution set forth in this Notice at item no. 3 for the approval of the Members.

Item No. 4

Pursuant to the provisions of Section 161 of the Companies Act, 2013 (“Act”), the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee of the Board (“NRC”), the Board of Directors (“Board”) at its meeting held on September 26, 2023, approved the appointment of Ms. Preeti Vyas (DIN: 02352395) as an Additional Director (Non-Executive, Independent) of the Company with effect from September 26, 2023 for a term of five consecutive years, subject to the approval of the Members of the Company as per the provisions of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

As per the provisions of the Act, any person appointed as an Additional Director holds office up to the date of Annual General Meeting. Further as per Regulation 17 (1C) of the Listing Regulations, the listed company shall ensure that approval of shareholders for appointment of a person on the Board of the Company is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought for the appointment of Ms. Vyas, as an Independent Director of the Company, not liable to retire by rotation..

The Company has received notice in writing under the provisions of Section 160 of the Act, from a Member proposing candidature of Ms. Vyas for the office of Director. The Company has received from Ms. Vyas:

- i. her consent to act as Director of the Company;
- ii. an intimation to the effect that she is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act;
- iii. a declaration to the effect that she meets the criteria of independence as provided in Section 149 of the Act and Regulation 16 of the Listing Regulations and
- iv. a declaration under applicable circulars to the effect that she has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

She is also in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Brief profile and experience

Ms. Preeti Vyas is an independent entrepreneur and has steered Vyas Giannetti Creative to a top position in India as an independent Design and Communication Consultancy. She has been counted among 50 most influential women in India by Impact and Verve magazines, ranked as one of the top creative minds by the Economic Times and named one of the 25 most Powerful Women in Indian business by Business Today. She is also a member of Indian Design Council.

A copy of the Letter of Appointment of Ms. Vyas is available for inspection through electronic mode only from the date of circulation of this Postal Ballot Notice until the last date of e-voting, by sending a request on investors@tcnsclothing.com.

Ms. Vyas shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board as per the limits prescribed under the Act. She shall be reimbursed for all the expenses incurred by her for travelling, boarding and lodging during her business trips, if any, conducted on behalf of the Company.

In the opinion of the Board, Ms. Vyas fulfils the conditions specified in the Act and rules made thereunder for her appointment as an Independent Director of the Company and she is not debarred from holding the office of director by virtue of any order issued by the Securities and Exchange Board of India and she is independent of the management.

Except Ms. Vyas, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives (to the extent of their shareholding in the Company, if any) are concerned or interested, financially or otherwise, in the resolution no. 4 as set out in the Notice.

Additional information required under Regulation 36 of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) is annexed as **Annexure- B** hereto and forms part of this Notice.

The Board recommends the Special Resolution set forth in this Notice at item no. 4 for the approval of the Members.

Item No. 5

Pursuant to the provisions of Section 161 of the Companies Act, 2013 (“Act”), the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee of the Board (“NRC”), the Board of Directors (“Board”) at its meeting held on September 26, 2023, approved the appointment of Mr. Yogesh Chaudhary (DIN: 01040036) as an Additional Director (Non-Executive, Independent) of the Company with effect from September 26, 2023 for a term of five consecutive years, subject to the approval of the members of the Company as per the provisions of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

As per the provisions of the Act, any person appointed as an Additional Director holds office up to the date of Annual General Meeting. Further as per Regulation 17 (1C) of the Listing Regulations, the listed company shall ensure that approval of shareholders for appointment of a person on the Board of the Company is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought for the appointment of Mr. Chaudhary, as an Independent Director of the Company, not liable to retire by rotation.

The Company has received notice in writing under the provisions of Section 160 of the Act, from a Member proposing candidature of Mr. Chaudhary for the office of Director. The Company has received from Mr. Chaudhary:

- i. his consent to act as Director of the Company;
- ii. an intimation to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act;
- iii. a declaration to the effect that he meets the criteria of independence as provided in Section 149 of the Act and Regulation 16 of the Listing Regulations and
- iv. a declaration under applicable circulars to the effect that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

He is also in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Brief profile and experience

Mr. Yogesh Chaudhary has immense entrepreneurial abilities and deep knowledge in the manufacturing business, leading Jaipur Rugs to increase its global presence to 65 plus nations, from just two a decade ago. He is also a vital part of many prestigious associations such as Rajasthan Angel Investors network, Intellect Impact Investment Network and Entrepreneurs Organization, to name a few.

A copy of the Letter of Appointment of Mr. Chaudhary is available for inspection through electronic mode only from the date of circulation of this Postal Ballot Notice until the last date of e-voting, by sending a request on investors@tensclothing.com.

Mr. Chaudhary shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board as per the limits prescribed under the Act. He shall be reimbursed for all the expenses incurred by him for travelling, boarding and lodging during his business trips, if any, conducted on behalf of the Company.

In the opinion of the Board, Mr. Chaudhary fulfils the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company, he is not debarred from holding the office of

director by virtue of any order issued by the Securities and Exchange Board of India and he is independent of the management.

Except Mr. Chaudhary, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives (to the extent of their shareholding in the Company, if any) are concerned or interested, financially or otherwise, in the resolution no. 5 as set out in the Notice.

Additional information required under Regulation 36 of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) is annexed as **Annexure- B** hereto and forms part of this Notice.

The Board recommends the Special Resolution set forth in this Notice at item no. 5 for the approval of the Members.

Item No. 6

Upon the recommendation of the Audit Committee, the Board of Directors (“Board”) of the Company at its meeting held on September 26, 2023 had appointed M/s. Price Waterhouse & Co Chartered Accountants LLP, Chartered Accountants (FRN No. 304026E/E-300009) (“PwC”) as the Statutory Auditors of the Company due to the cessation of M/s Deloitte Haskins & Sells LLP (FRN.: 117366W/W-100018) Chartered Accountants (“Deloitte”), as Statutory Auditors of the Company. PwC provides assurance services including audit, limited reviews and tax audit services in India and holds a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

Members are hereby informed that in accordance with the applicable provisions of the Companies Act, 2013 (“Act”) and rules made thereunder, any casual vacancy in the office of an auditor shall be filled by the Board within thirty days from the date of such casual vacancy and such appointment shall also be approved by the company at a general meeting convened within three months of the recommendation of the Board and such auditor shall hold the office till the conclusion of the ensuing Annual General Meeting.

The Audit Committee and the Board at their respective meetings held on September 26, 2023 considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company’s operating segments, market standing of the firm, clientele served, technical knowledge etc. and found PwC to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company. Therefore, considering the experience and expertise of PwC, the Board upon recommendation of the Audit Committee approved the proposal to appoint PwC as Statutory Auditors of the Company to fill the casual vacancy, due to the cessation of Deloitte as statutory auditor, who will hold the office till the conclusion of ensuing Annual General Meeting of the Company.

The remuneration proposed to be paid to PwC for statutory audit and limited review services shall not exceed Rs. 82.5 lakhs for the financial year 2023-24, excluding applicable taxes and out of pocket expenses, as may be incurred, in connection with the above services. There is no material change in the fees payable to PwC from that paid to Deloitte. The Board in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

Besides the Audit services, the Company would also obtain certifications from the Statutory Auditors under various statutory regulations and certifications required by clients, banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Audit Committee.

PwC has given their consent to act as the Statutory Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act and other applicable rules and regulations.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or the relatives of any Key Managerial Personnel is, in anyway, concerned or interested in the above resolution.

The Board recommends the Ordinary Resolution set forth in this Notice at item no. 6 for the approval of the Members.

Item No. 7

The existing Articles of Association (“AoA”) of the Company (including Part B) contains certain redundant articles which have ceased to have any effect and are inoperative from the date of receipt of final approval for listing and trading of equity shares of the Company on the recognized stock exchanges in India, subsequent to an initial public offering of the equity shares of the Company.

It is hereby proposed to adopt a new set of Articles of Association which fulfills the requirements of the Schedule-I (Memorandum & Articles of Association) of the Companies Act, 2013, as approved by the Board of Directors at its meeting held on September 26, 2023, subject to the approval of the shareholders of the Company.

Consent of the shareholders is required by way of a Special Resolution for adoption of new set of Articles of Association.

A copy of the proposed AOA shall be available for inspection through electronic mode only from the date of circulation of this Postal Ballot Notice until the last date of e-voting, by sending a request on investors@tensclothing.com.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or the relatives of any Key Managerial Personnel is, in anyway, concerned or interested in the above resolution.

The Board recommends the Special Resolution set forth in this Notice at item no. 7 for the approval of the Members.

Item No. 8

Currently the registered office of the Company is situated in the National Capital Territory (NCT) of Delhi at 119, New Manglapuri, W House, Mandi Road, Sultanpur - Mehrauli, New Delhi-110030.

Consequent to change in the management and control, Aditya Birla Fashion and Retail Limited, an Aditya Birla Group company, having its registered office at Mumbai, Maharashtra, has become the Holding company and the Promoter of the Company. Hence for operational convenience and business synergies, it is proposed to shift the registered office of the Company from NCT of Delhi to State of Maharashtra.

Considering the above, the Board of Directors at its meeting held on September 26, 2023 has approved the proposal to shift the Registered Office of the Company from the NCT of Delhi to the state of Maharashtra subject to the approval of the shareholders and other Regulatory Approvals.

The shifting of Registered Office from the NCT of Delhi to the State of Maharashtra is in the best interest of the Company, shareholders, all concerned parties and will not be detrimental to the interest of members of the public, shareholders, creditors or employees in any manner whatsoever.

Pursuant to the provisions of Section 12, 13 and all other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), shifting of the Registered Office from one State to another and alteration of Clause II of the Memorandum of Association (the “MOA”) of the Company, requires the approval of Members of the Company by means of a Special Resolution and approval of the Central Government (power delegated to the Regional Director). Therefore, the approval of the Members is sought for shifting of the Registered Office of the Company from the NCT of Delhi to the State of Maharashtra and consequently, for altering Clause II of the MOA, subject to the approval of Regional Director.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or the relatives of any Key Managerial Personnel is, in anyway, concerned or interested in the above resolution.

The Board recommends the Special Resolution set forth in this Notice at item no. 8 for the approval of the

Members.

Registered Office:

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

By Order of the Board

TCNS Clothing Co. Limited

Sd/-
Piyush Asija
Company Secretary and Compliance Officer

Date: September 26, 2023
Place: New Delhi

Annexure-A

Details under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Clause 1.2.5 of Secretarial Standard on General Meetings (SS-2), in respect of the Directors seeking appointment.

Particulars	Resolution No. 1	Resolution No. 2
Name of Director & DIN	Mr. Ashish Dikshit, DIN: 01842066	Mr. Jagdish Bajaj, DIN: 08498055
Date of Birth (Age in years)	July 15, 1969/ 54 years	December 12, 1965/ 57 years
Qualifications	<ul style="list-style-type: none"> • Alumnus of IIT Madras (Electrical Engineering); • Indian Institute of Management - Bangalore (MBA) and • Harvard Business School (Advanced Management Program) 	<ul style="list-style-type: none"> • Member of the Institute of Chartered Accountants of India.
Brief Resume along with experience and expertise in specific functional areas	As detailed in Explanatory Statement above set out for item no.1 & 2 of this Notice	
Terms and conditions of appointment/ re-appointment	To be appointed as a Non-Executive Director, liable to retire by rotation.	
Remuneration sought to be paid	Nil	
Details of remuneration last drawn	Nil	
Date on which first appointed on the Board	September 26, 2023	September 26, 2023
Details of shareholding in the Company directly or on beneficial basis	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel (if any)	Nil	Nil
Number of Board meetings attended during the financial year 2023-24 (since appointment)	1 out of 1	1 out of 1
Listed entities in which Directorship is held	1. Aditya Birla Fashion and Retail Limited	Nil
Listed entities in which Membership of the Committee is held	Stakeholders Relationship Committee: 1. Aditya Birla Fashion and Retail Limited (Member)	

Name of Listed Companies from which resigned during last 3 years	Nil	Nil
List of other Companies in which Directorship is held ⁽¹⁾	<ol style="list-style-type: none"> 1. Jaypore E-Commerce Private Limited 2. TG Apparel & Decor Private Limited 3. Finesse International Design Private Limited 4. Indivinity Clothing Retail Private Limited 5. Aditya Birla Digital Fashion Ventures Limited. 6. House of Masaba Lifestyle Private Limited 7. Novel Jewels Limited 	<ol style="list-style-type: none"> 1. Jaypore E-Commerce Private Limited 2. TG Apparel & Decor Private Limited 3. Finesse International Design Private Limited 4. Aditya Birla Digital Fashion Ventures Limited 5. House of Masaba Lifestyle Private Limited 6. Aditya Birla Garments Limited
Chairperson/Member of the Committee of the Board of Directors of Company ⁽²⁾	Chairperson of Stakeholders Relationship Committee	Member of Audit Committee
Chairperson/Member of the Committee of the Board of Directors of other companies ⁽²⁾	Nil	Nil

NOTES:

- (1) In terms of the applicable provisions of the Act and the Listing Regulations, total number of directorships:
- a. consist of directorships in all public limited companies (including deemed public company), whether listed or not;
 - b. excludes this company, foreign companies, private limited companies and companies formed under Section 25 of the erstwhile Companies Act, 1956 and under Section 8 of the Act.
- (2) In terms of the applicable provisions of SEBI Listing Regulations, 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.

Annexure-B

Details under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Clause 1.2.5 of Secretarial Standard on General Meetings (SS-2), in respect of the Directors seeking appointment.

Particulars	Resolution No. 3	Resolution No. 4	Resolution No. 5
Name of Director	Mr. Vikram Dhondurao, DIN: 00017423	Ms. Preeti Vyas, DIN: 02352395	Mr. Yogesh Chaudhary, DIN: 01040036
Date of Birth (Age in years)	September 10, 1950/73 years	November 26, 1956/66 years	October 9, 1986/ 36 years
Qualifications	BE (Chemical) and MBA (XLRI)	Graduate from National Institute of Design	Management student from Boston College, USA.
Brief Resume along with experience and expertise in specific functional areas	As detailed in Explanatory Statement above set out for item no.3, 4 & 5 of this Notice		
Terms and conditions of appointment/ re-appointment	Proposed to be appointed as Independent Directors, for a term of five consecutive years		
Remuneration sought to be paid	Remuneration to be drawn from the Company shall comprise of the sitting fees to be paid for attending the meetings of the Board of Directors and/or its Committees		
Details of remuneration last drawn	Rs. 2,00,000 (Sitting Fee)	Rs. 1,00,000 (Sitting Fee)	Rs. 1,00,000 (Sitting Fee)
Date on which first appointed on the Board	September 26, 2023	September 26, 2023	September 26, 2023
Details of shareholding in the Company directly or on beneficial basis	Nil	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel (if any)	Nil	Nil	Nil
Number of Board meetings attended during the Financial year 2023-24 (since appointment)	1 out of 1	1 out of 1	1 out of 1
Listed entities in which Directorship is held	1. Aditya Birla Fashion and Retail Limited	1. Aditya Birla Fashion and Retail Limited 2. Century Textiles and Industries Limited	1. Aditya Birla Fashion and Retail Limited

Listed entities in which Membership of the Committee is held	Stakeholders Relationship Committee: Aditya Birla Fashion and Retail Limited (Chairperson)	Audit Committee: Century Textiles and Industries Limited (Member) Stakeholders Relationship Committee: Century Textiles and Industries Limited (Member)	Nil
Name of Listed Companies from which resigned during last 3 years	Nil	Nil	Nil
List of other Companies in which Directorship is held ⁽¹⁾	Nil	1. Birla Estate Private Limited	1. Infurnia Holdings Limited
Chairperson/Member of the Committee of the Board of Directors of Company⁽²⁾	Chairperson of Audit Committee	Nil	Member of Stakeholders Relationship Committee
Chairperson/Member of the Committee of the Board of Directors of other Companies⁽²⁾	Nil	Nil	Nil
Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements	<ul style="list-style-type: none"> • Financial Literacy • Expertise-Strategic • General Management • Human Resource Development • Industry knowledge • Marketing • Sustainability 	<ul style="list-style-type: none"> • Expertise-Strategic • General Management • Industry knowledge • Marketing • Technology, Digitisation & Innovation • Human Resource Development 	<ul style="list-style-type: none"> • Expertise-Strategic • General Management • Industry knowledge • Technology, Digitisation & Innovation • Corporate Governance Legal & Compliance

NOTES:

- (1) In terms of the applicable provisions of the Act and the Listing Regulations, total number of directorships:
- a. consist of directorships in all public limited companies (including deemed public company), whether listed or not;
 - b. excludes this company, foreign companies, private limited companies and companies formed under Section 25 of the erstwhile Companies Act, 1956 and under Section 8 of the Act.
- (2) In terms of the applicable provisions of SEBI Listing Regulations, 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.