

Date: 27-08-2019

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

**Subject:** Submission of Voting Results/Scrutinizers Report.

**Ref:** Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Pursuant to provisions of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that the members of the Company at its 22<sup>nd</sup> Annual General Meeting (AGM) held on Monday, 26<sup>th</sup> August, 2019 at Delhi Karnataka Sangha Auditorium, Rao Tularam Marg, Sector-12, R.K Puram, New Delhi-110022, transacted the business as stated in the Notice dated 28<sup>th</sup> May, 2019. In this connection, we hereby enclose the consolidated results of Remote E-Voting & voting system ("Insta Poll") at the Meeting in the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 together with Scrutinizer's Report.

This is for your information and necessary records.

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

**Piyush Asija**  
**Company Secretary & Compliance Officer**



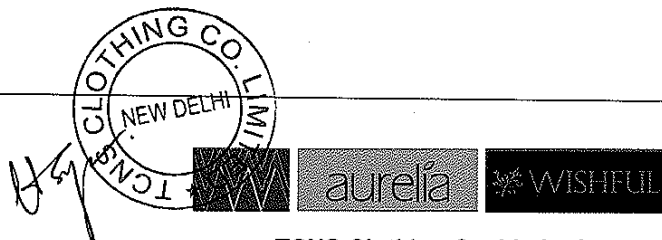
**TCNS Clothing Co. Limited**

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: UNIT NO. 112, F/F RECTANGLE 1, D-4, SAKET, DISTRICT CENTRE, NEW DELHI- 110017, INDIA  
CIN- L99999DL1997PLC090978

Voting Results of 22 <sup>nd</sup> AGM	
Details of poll at AGM and 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 AGM	26-08-2019
Total number of shareholders on record date	17,427
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: 6 Public: 132	138
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group:0 Public:0	0

**1. Ordinary Resolution:** To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019, together with the Reports of the Board of Directors and Auditors thereon.

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
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		1,98,76,757	100.0000	1,98,76,757	0	100.0000	0.0000
Public-Institutions	E-voting	1,31,19,455	86,22,696	65.7245	86,22,696	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		86,22,696	65.7245	86,22,696	0	100.0000	0.0000
Public-Non Institutions	E-voting	2,83,84,662	2,57,27,675	90.6394	2,57,27,675	0	100.0000	0.0000
	Poll		12,856	0.0453	12,856	0	100.0000	0.0000
	<b>Total</b>		2,57,40,531	90.6846	2,57,40,531	0	100.0000	0.0000
<b>Total</b>		6,13,80,874	5,42,39,984	88.3663	5,42,39,984	0	100.0000	0.0000



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**2. Ordinary Resolution:** To re-appoint a Director in place of Mr. Onkar Singh Pasricha (DIN: 00032290) who retires by rotation and being eligible, offers himself for reappointment.

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	3,24,533	1.6327	3,24,533	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		3,24,533	1.6327	3,24,533	0	100.0000	0.0000
Public-Institutions	E-voting	1,31,19,455	86,22,696	65.7245	46,06,560	40,16,136	53.4237	46.5763
	Poll		0	65.7245	0	0	0.0000	0.0000
	<b>Total</b>		86,22,696	65.7245	46,06,560	40,16,136	53.4237	46.5763
Public-Non Institutions	E-voting	2,83,84,662	2,57,27,675	90.6394	2,57,27,675	0	100.0000	0.0000
	Poll		12,856	0.0453	12,856	0	100.0000	0.0000
	<b>Total</b>		2,57,40,531	90.6846	2,57,40,531	0	100.0000	0.0000
<b>Total</b>		<b>6,13,80,874</b>	<b>3,46,87,760</b>	<b>56.5123</b>	<b>3,06,71,624</b>	<b>40,16,136</b>	<b>88.4220</b>	<b>11.5780</b>

**3. Ordinary Resolution:** To approve Related Party Transactions.

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	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-voting	1,31,19,455	83,77,273	63.8538	82,67,418	1,09,855	98.6887	1.3113
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		83,77,273	63.8538	82,67,418	1,09,855	98.6887	1.3113
Public-Non Institutions	E-voting	2,83,84,662	2,21,22,511	77.9383	2,21,22,511	0	100.0000	0.0000
	Poll		12,856	0.0453	12,856	0	100.0000	0.0000
	<b>Total</b>		2,21,35,367	77.9835	2,21,35,367	0	100.0000	0.0000
<b>Total</b>		<b>6,13,80,874</b>	<b>3,05,12,640</b>	<b>49.7103</b>	<b>3,04,02,785</b>	<b>1,09,855</b>	<b>99.6400</b>	<b>0.3600</b>



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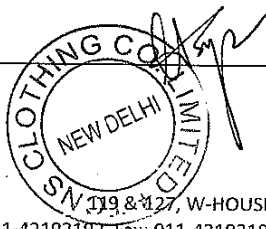
**TCS Clothing Co. Limited**

**4. Ordinary Resolution:** To approve payment of remuneration to Mr. Saranpreet Pasricha Head (International Business).

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	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	1,31,19,455	86,22,696	65.7245	70,65,780	15,56,916	81.9440	18.0560
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>86,22,696</b>	<b>65.7245</b>	<b>70,65,780</b>	<b>15,56,916</b>	<b>81.9440</b>	<b>18.0560</b>
Public-Non Institutions	E-voting	2,83,84,662	2,57,27,675	90.6394	2,57,27,475	200	99.9992	0.0008
	Poll		12,856	0.0453	12,856	0	100.0000	0.0000
	<b>Total</b>		<b>2,57,40,531</b>	<b>90.6846</b>	<b>2,57,40,331</b>	<b>200</b>	<b>99.9992</b>	<b>0.0008</b>
<b>Total</b>		<b>6,13,80,874</b>	<b>3,43,63,227</b>	<b>55.9836</b>	<b>3,28,06,111</b>	<b>15,57,116</b>	<b>95.4687</b>	<b>4.5313</b>

**5. Special Resolution:** To approve Remuneration of Mr. Anant Kumar Daga (DIN: 07604184), Managing Director of the company.

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of 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
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,98,76,757</b>	<b>100.0000</b>	<b>1,98,76,757</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	1,31,19,455	86,22,696	65.7245	42,85,048	43,37,648	49.6950	50.3050
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>86,22,696</b>	<b>65.7245</b>	<b>42,85,048</b>	<b>43,37,648</b>	<b>49.6950</b>	<b>50.3050</b>
Public-Non Institutions	E-voting	2,83,84,662	2,57,27,675	90.6394	2,57,27,475	200	99.9992	0.0008
	Poll		12,856	0.0453	12,856	0	100.0000	0.0000
	<b>Total</b>		<b>2,57,40,531</b>	<b>90.6846</b>	<b>2,57,40,331</b>	<b>200</b>	<b>99.9992</b>	<b>0.0008</b>
<b>Total</b>		<b>6,13,80,874</b>	<b>5,42,39,984</b>	<b>88.3663</b>	<b>4,99,02,136</b>	<b>43,37,848</b>	<b>92.0025</b>	<b>7.9975</b>



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**6. Ordinary Resolution:** To approve payment of commission to Independent Directors.

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
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,98,76,757</b>	<b>100.0000</b>	<b>1,98,76,757</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	1,31,19,455	86,22,696	65.7245	86,05,150	17,546	99.7965	0.2035
	Poll		0	0.0000	0	0	#DIV/0!	#DIV/0!
	<b>Total</b>		<b>86,22,696</b>	<b>65.7245</b>	<b>86,05,150</b>	<b>17546</b>	<b>99.7965</b>	<b>0.2035</b>
Public-Non Institutions	E-voting	2,83,84,662	2,57,27,675	90.6394	2,57,27,475	200	99.9992	0.0008
	Poll		12,856	0.0453	12,856	0	100.0000	0.0000
	<b>Total</b>		<b>2,57,40,531</b>	<b>90.6846</b>	<b>2,57,40,331</b>	<b>200</b>	<b>99.9992</b>	<b>0.0008</b>
<b>Total</b>		<b>6,13,80,874</b>	<b>5,42,39,984</b>	<b>88.3663</b>	<b>5,42,22,238</b>	<b>17746</b>	<b>99.9673</b>	<b>0.0327</b>

**7. Special Resolution:** To ratify Pre- IPO TCNS ESOP Scheme 2014-17.

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
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,98,76,757</b>	<b>100.0000</b>	<b>1,98,76,757</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	1,31,19,455	86,22,696	65.7245	42,75,766	43,46,930	49.5873	50.4127
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>86,22,696</b>	<b>65.7245</b>	<b>42,75,766</b>	<b>43,46,930</b>	<b>49.5873</b>	<b>0.0000</b>
Public-Non Institutions	E-voting	2,83,84,662	2,57,27,675	90.6394	2,57,27,675	0	100.0000	0.0000
	Poll		12,856	0.0453	12,856	0	100.0000	0.0000
	<b>Total</b>		<b>2,57,40,531</b>	<b>90.6846</b>	<b>2,57,40,531</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>6,13,80,874</b>	<b>5,42,39,984</b>	<b>88.3663</b>	<b>4,98,93,054</b>	<b>4346930</b>	<b>91.9857</b>	<b>8.0143</b>



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**8. Special Resolution:** To ratify Pre-IPO TCNS ESOP Scheme 2018-23.

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
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,98,76,757</b>	<b>100.0000</b>	<b>1,98,76,757</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	1,31,19,455	86,22,696	65.7245	42,75,766	43,46,930	49.5873	50.4127
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>8622696</b>	<b>65.7245</b>	<b>42,75,766</b>	<b>43,46,930</b>	<b>49.5873</b>	<b>50.4127</b>
Public-Non Institutions	E-voting	2,83,84,662	2,57,27,675	90.6394	2,57,27,675	0	100.0000	0.0000
	Poll		12,856	0.0453	12,856	0	100.0000	0.0000
	<b>Total</b>		<b>2,57,40,531</b>	<b>90.6846</b>	<b>2,57,40,531</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>6,13,80,874</b>	<b>5,42,39,984</b>	<b>88.3663</b>	<b>4,98,93,054</b>	<b>43,46,930</b>	<b>91.9857</b>	<b>8.0143</b>

**9. Special Resolution:** To ratify resolutions passed by the company for grant of options more than 1% of the issued capital to specified employees under TCNS ESOP Scheme 2018- 23.

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
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,98,76,757</b>	<b>100.0000</b>	<b>1,98,76,757</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	1,31,19,455	86,22,696	65.7245	42,75,766	43,46,930	49.5873	50.4127
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>86,22,696</b>	<b>65.7245</b>	<b>42,75,766</b>	<b>43,46,930</b>	<b>49.5873</b>	<b>50.4127</b>
Public-Non Institutions	E-voting	2,83,84,662	2,57,27,675	90.6394	2,57,27,474	201	99.9992	0.0008
	Poll		12,856	0.0453	12,856	0	100.0000	0.0000
	<b>Total</b>		<b>2,57,40,531</b>	<b>90.6846</b>	<b>2,57,40,330</b>	<b>201</b>	<b>99.9992</b>	<b>0.0008</b>
<b>Total</b>		<b>6,13,80,874</b>	<b>5,42,39,984</b>	<b>88.3663</b>	<b>4,98,92,853</b>	<b>43,47,131</b>	<b>91.9854</b>	<b>8.0146</b>



*[Handwritten Signature]*



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**10. Special Resolution:** To amend TCNS ESOP Scheme 2018- 23.

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
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,98,76,757</b>	<b>100.0000</b>	<b>1,98,76,757</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	1,31,19,455	86,22,696	65.7245	42,75,766	43,46,930	49.5873	50.4127
	Poll		0	65.7245	0	0	0.0000	0.0000
	<b>Total</b>		<b>86,22,696</b>	<b>65.7245</b>	<b>42,75,766</b>	<b>43,46,930</b>	<b>49.5873</b>	<b>50.4127</b>
Public-Non Institutions	E-voting	2,83,84,662	2,57,27,675	90.6394	2,57,27,475	200	99.9992	0.0008
	Poll		12,856	0.0453	12,856	0	100.0000	0.0000
	<b>Total</b>		<b>2,57,40,531</b>	<b>90.6846</b>	<b>2,57,40,331</b>	<b>200</b>	<b>99.9992</b>	<b>0.0008</b>
<b>Total</b>		<b>6,13,80,874</b>	<b>5,42,39,984</b>	<b>88.3663</b>	<b>4,98,92,854</b>	<b>4347130</b>	<b>91.9854</b>	<b>8.0146</b>



**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: UNIT NO. 112, F/F RECTANGLE 1, D-4, SAKET, DISTRICT CENTRE, NEW DELHI- 110017, INDIA  
 CIN- L99999DL1997PLC090978

# 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

### Consolidated Scrutinizer's Report

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

To,  
Chairman

**TCNS CLOTHING CO. LIMITED**

(CIN: L99999DL1997PLC090978)

Unit No. 112, F/F Rectangle 1,

D-4, Saket, District Centre,

New Delhi-110017

Dear Sir,

I, Sanjay Grover, Practicing Company Secretary, Managing Partner of M/s Sanjay Grover & Associates, Practicing Company Secretaries having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer for the purpose of scrutinizing the voting process, i.e. remote e-voting and electronic voting system (Insta-poll) at Annual General Meeting (AGM) under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) on the resolution(s) mentioned in Notice dated May 28, 2019 for 22<sup>nd</sup> AGM of the Company held on Monday, August 26, 2019 at 09:00 A.M., at Delhi Karnataka Sangha Auditorium, Rao Tularam Marg, Sector- 12, R.K. Puram, New Delhi-110022.

I submit my report as under:-

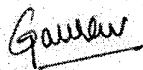
1. The remote e-voting period commenced on Friday, August 23, 2019 at 9:00 A.M. and ended on Sunday, August 25, 2019 at 05:00 P.M. via remote e-voting platform on the



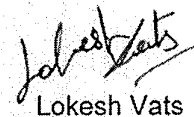


designated website of Karvy Fintech Private Limited (formerly known as Karvy Computershare Private Limited), Authorized Agency to provide remote e-voting facility viz.: <https://evoting.karvy.com>

2. The Members of the Company as on the "cut off" date i.e. Monday, August 19, 2019 were entitled to avail the facility of remote e-voting as well as Insta-poll at the 22<sup>nd</sup> Annual General Meeting on the proposed resolution(s) as set out in the Notice dated May 28, 2019.
3. The total paid up share capital of the Company as on Monday, August 19, 2019 was Rs. 12,27,61,748/- (Rupees Twelve Crore Twenty Seven Lakh Sixty One Thousand Seven Hundred Forty Eight Only) divided into 6,13,80,874 (Six Crore Thirteen Lakh Eighty Thousand Eight Hundred Seventy Four) equity shares of Rs. 2/- (Rupees Two Only) each.
4. The Chairman ordered for Insta-poll at AGM as per Rule 20 & 21 of Companies (Management and Administration) Rules, 2014, as amended from time to time.
5. After completion of Insta-poll at the AGM, the votes cast through remote e-voting were unblocked in the presence of two witnesses, Mr. Gaurav Dwivedi and Mr. Lokesh Vats who were not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

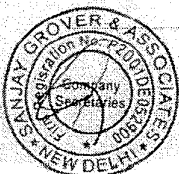


Gaurav Dwivedi



Lokesh Vats

6. The consolidated summary of results of Insta-poll at the AGM and remote e-voting are as under:



**Resolution No. 1-** To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019, together with the Reports of the Board of Directors and Auditors thereon.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Insta-poll	e-Votes	Total	
Assent	12,856	5,42,27,128	5,42,39,984	100
Dissent	0	0	0	0
Total	12,856	5,42,27,128	5,42,39,984	100

Therefore, the Resolution No. 1 has been approved with requisite majority. Details of Insta-poll at AGM & remote e-voting are given in **Annexure- A.**

**Resolution No. 2-** To re-appoint a Director in place of Mr. Onkar Singh Pasricha (DIN: 00032290) who retires by rotation and being eligible, offers himself for reappointment.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Insta-poll	e-Votes	Total	
Assent	12,856	3,06,58,768	3,06,71,624	88.4220
Dissent	0	40,16,136	40,16,136	11.5780
Total	12,856	3,46,74,904	3,46,87,760	100

Therefore, the Resolution No. 2 has been approved with requisite majority. Details of Insta-poll at AGM & remote e-voting are given in **Annexure- B.**



**Resolution No. 3-** To approve Related Party Transactions.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Insta-poll	e-Votes	Total	
Assent	12,856	3,03,89,929	3,04,02,785	99.6400
Dissent	0	1,09,855	1,09,855	0.3600
Total	12,856	3,04,99,784	3,05,12,640	100

Therefore, the Resolution No. 3 has been approved with requisite majority. Details of Insta-poll at AGM & remote e-voting are given in Annexure- C.

**Resolution No. 4-** To approve payment of remuneration to Mr. Saranpreet Pasricha Head (International Business).

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Insta-poll	e-Votes	Total	
Assent	12,856	3,27,93,255	3,28,06,111	95.4687
Dissent	0	15,57,116	15,57,116	4.5313
Total	12,856	3,43,50,371	3,43,63,227	100

Therefore, the Resolution No. 4 has been approved with requisite majority. Details of Insta-poll at AGM & remote e-voting are given in Annexure-D.



**Resolution No. 5-** To approve Remuneration of Mr. Anant Kumar Daga (DIN: 07604184), Managing Director of the company.

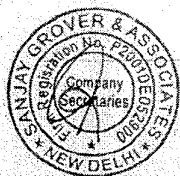
Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Insta-poll	e-Votes	Total	
Assent	12,856	4,98,89,280	4,99,02,136	92.0025
Dissent	0	43,37,848	43,37,848	7.9975
Total	12,856	5,42,27,128	5,42,39,984	100

Therefore, the Resolution No. 5 has been approved with requisite majority. Details of Insta-poll at AGM & remote e-voting are given in **Annexure-E**.

**Resolution No. 6-** To approve payment of commission to Independent Directors.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Insta-poll	e-Votes	Total	
Assent	12,856	5,42,09,382	5,42,22,238	99.9673
Dissent	0	17,746	17,746	0.0327
Total	12,856	5,42,27,128	5,42,39,984	100

Therefore, the Resolution No. 6 has been approved with requisite majority. Details of Insta-poll at AGM & remote e-voting are given in **Annexure-F**.





**Resolution No. 9-** To ratify resolutions passed by the company for grant of options more than 1% of the issued capital to specified employees under TCNS ESOP Scheme 2018-23.

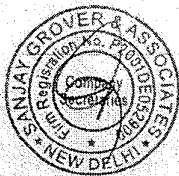
Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Insta-poll	e-Votes	Total	
Assent	12,856	4,98,79,997	4,98,92,853	91.9854
Dissent	0	43,47,131	43,47,131	8.0146
Total	12,856	5,42,27,128	5,42,39,984	100

Therefore, the Resolution No. 9 has been approved with requisite majority. Details of Insta-poll at AGM & remote e-voting are given in Annexure-I.

**Resolution No. 10-** To amend TCNS ESOP Scheme 2018-23.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Insta-poll	e-Votes	Total	
Assent	12,856	4,98,79,998	4,98,92,854	91.9854
Dissent	0	43,47,130	43,47,130	8.0146
Total	12,856	5,42,27,128	5,42,39,984	100

Therefore, the Resolution No. 10 has been approved with requisite majority. Details of Insta-poll at AGM & remote e-voting are given in Annexure-J.



7. The register and all other related papers shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter, I, shall hand over the register and all other related papers to the Company Secretary.

Thanking you,

For SANJAY GROVER & ASSOCIATES  
COMPANY SECRETARIES



(Sanjay Grover)  
Managing Partner

Scrutinizer

CP No.: 3850

Date : August 27, 2019

Place: New Delhi



Countersigned by

Chairman

Date:

Place:

**Annexure - A**

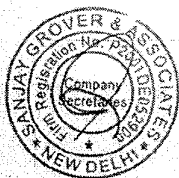
Details of Insta-poll at AGM & remote e-voting for Resolution No.- 1 are as under:

**A1. VOTING THROUGH INSTA-POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	83	12,856	25,712
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	83	12,856	25,712
d) Votes with Assent	83	12,856	25,712
e) Votes with Dissent	0	0	0

**A2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	86	5,42,27,128	10,84,54,256
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	86	5,42,27,128	10,84,54,256
d) Votes with Assent	86	5,42,27,128	10,84,54,256
e) Votes with Dissent	0	0	0





**Annexure - B**

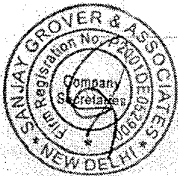
Details of Insta-poll at AGM & remote e-voting for Resolution No.- 2 are as under:

**B1. VOTING THROUGH INSTA-POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	83	12,856	25,712
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	83	12,856	25,712
d) Votes with Assent	83	12,856	25,712
e) Votes with Dissent	0	0	0

**B2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	79	3,46,74,904	6,93,49,808
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	79	3,46,74,904	6,93,49,808
d) Votes with Assent	68	3,06,58,768	6,13,17,536
e) Votes with Dissent	11	40,16,136	80,32,272



Annexure - C

Details of Insta-poll at AGM & remote e-voting for Resolution No.- 3 are as under:

**C1. VOTING THROUGH INSTA-POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	83	12,856	25,712
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	83	12,856	25,712
d) Votes with Assent	83	12,856	25,712
e) Votes with Dissent	0	0	0

**C2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	75	3,41,04,948	6,82,09,896
b) Less: Invalid Votes	2	36,05,164	72,10,328
c) Net Valid Votes	73	3,04,99,784	6,09,99,568
d) Votes with Assent	70	3,03,89,929	6,07,79,858
e) Votes with Dissent	3	1,09,855	2,19,710



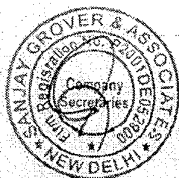
Details of Insta-poll at AGM & remote e-voting for Resolution No.- 4 are as under:

**D1. VOTING THROUGH INSTA-POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	83	12,856	25,712
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	83	12,856	25,712
d) Votes with Assent	83	12,856	25,712
e) Votes with Dissent	0	0	0

**D2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	80	4,38,21,042	8,76,42,084
b) Less: Invalid Votes	2	94,70,671	1,89,41,342
c) Net Valid Votes	78	3,43,50,371	6,87,00,742
d) Votes with Assent	66	3,27,93,255	6,55,86,510
e) Votes with Dissent	12	15,57,116	31,14,232



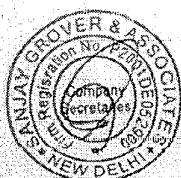
Details of Insta-poll at AGM & remote e-voting for Resolution No.- 5 are as under:

**E1. VOTING THROUGH INSTA-POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	83	12,856	25,712
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	83	12,856	25,712
d) Votes with Assent	83	12,856	25,712
e) Votes with Dissent	0	0	0

**E2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	86	5,42,27,128	10,84,54,256
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	86	5,42,27,128	10,84,54,256
d) Votes with Assent	59	4,98,89,280	9,97,78,560
e) Votes with Dissent	27	43,37,848	86,75,696



Details of Insta-poll at AGM & remote e-voting for Resolution No.- 6 are as under:

**F1. VOTING THROUGH INSTA-POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	83	12,856	25,712
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	83	12,856	25,712
d) Votes with Assent	83	12,856	25,712
e) Votes with Dissent	0	0	0

**F2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	86	5,42,27,128	10,84,54,256
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	86	5,42,27,128	10,84,54,256
d) Votes with Assent	84	5,42,09,382	10,84,18,764
e) Votes with Dissent	2	17,746	35,492



**Annexure -G**

Details of Insta-poll at AGM & remote e-voting for Resolution No.- 7 are as under:

**G1. VOTING THROUGH INSTA-POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	83	12,856	25,712
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	83	12,856	25,712
d) Votes with Assent	83	12,856	25,712
e) Votes with Dissent	0	0	0

**G2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	86	5,42,27,128	10,84,54,256
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	86	5,42,27,128	10,84,54,256
d) Votes with Assent	59	4,98,80,198	9,97,60,396
e) Votes with Dissent	27	43,46,930	86,93,860





**Annexure -H**

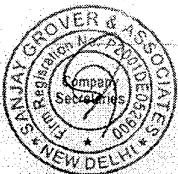
Details of Insta-poll at AGM & remote e-voting for Resolution No.- 8 are as under:

**H1. VOTING THROUGH INSTA-POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	83	12,856	25,712
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	83	12,856	25,712
d) Votes with Assent	83	12,856	25,712
e) Votes with Dissent	0	0	0

**H2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	86	5,42,27,128	10,84,54,256
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	86	5,42,27,128	10,84,54,256
d) Votes with Assent	59	4,98,80,198	9,97,60,396
e) Votes with Dissent	27	43,46,930	86,93,860



Annexure -I

Details of Insta-poll at AGM & remote e-voting for Resolution No.- 9 are as under:

**11. VOTING THROUGH INSTA-POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	83	12,856	25,712
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	83	12,856	25,712
d) Votes with Assent	83	12,856	25,712
e) Votes with Dissent	0	0	0

**12. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	86	5,42,27,128	10,84,54,256
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	86	5,42,27,128	10,84,54,256
d) Votes with Assent	57	4,98,79,997	9,97,59,994
e) Votes with Dissent	29	43,47,131	86,94,262





**Annexure -J**

Details of Insta-poll at AGM & remote e-voting for Resolution No.- 10 are as under:

**J1. VOTING THROUGH INSTA-POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	83	12,856	25,712
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	83	12,856	25,712
d) Votes with Assent	83	12,856	25,712
e) Votes with Dissent	0	0	0

**J2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	86	5,42,27,128	10,84,54,256
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	86	5,42,27,128	10,84,54,256
d) Votes with Assent	58	4,98,79,998	9,97,59,996
e) Votes with Dissent	28	43,47,130	86,94,260

