

Date: 11.09.2023

To Corporate Relationship Department BSE Limited 1 st Floor, Rotunda Building, P. J. Towers, Dalal Street, Mumbai-400001.	To National Stock Exchange of India Limited Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E) Mumbai- 400 051.
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Dear Sir/ Madam,

Subject: Proceedings of 26th Annual General Meeting held on September 11, 2023.

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

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

Pursuant to regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the proceedings of the 26th Annual General Meeting (“AGM”) of the Company held on Monday, September 11, 2023 at 11:30 A.M. (IST) through Video Conferencing (‘VC’)/Other Audio Visual Means (‘OAVM’).

We request you to kindly take the same on record.

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

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

Date: 11.09.2023

Place: New Delhi



TCNS Clothing Co. Limited

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

PROCEEDINGS OF THE 26th ANNUAL GENERAL MEETING (“AGM”) OF TCNS CLOTHING CO. LIMITED HELD ON MONDAY, SEPTEMBER 11, 2023 AT 11:30 A.M. (IST) THROUGH VIDEO CONFERENCING (“VC”)/ OTHER AUDIO VISUAL MEANS (“OAVM”).

A. DATE, TIME AND VENUE OF THE 26th AGM:

The 26th AGM of the members of TCNS Clothing. Co. Limited was held on Monday, September 11, 2023 through Video Conferencing (‘VC’)/ Other Audio Visual Means (‘OAVM’) via platform/services provided by KFin Technologies Limited, in compliance with circulars issued by Ministry of Corporate Affairs vide Circular No. 14/2020 dated April 08, 2020, MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 02/2021 dated January 13, 2021, MCA Circular No. 19/2021 dated December 08, 2021 MCA Circular No. 21/2021 dated December 14, 2021, MCA Circular No. 02/2022 dated May 05, 2022, MCA Circular No. 10/2022 dated December 28, 2022 (referred as ‘MCA Circulars’) and SEBI Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022, Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder. The Meeting commenced at 11:30 a.m. (IST) and concluded at 12:15 p.m. (IST). The registered office of the Company was deemed to be the venue for the purpose of the 26th AGM.

B. DETAILS OF NUMBER OF SHAREHOLDERS PRESENT IN THE MEETING:

Category	Promoters and Promoter’s Group	Public	Total
In Person	6	107	113
Through Proxy / Authorised Representative	NA	NA	NA
Video Conference	6	107	113

Total number of shareholders as on Cut-off date i.e., September 04, 2023 were **23,958**.

C. PROCEEDINGS IN BRIEF:

All the Directors were present during the 26th AGM except for Mr. Naveen Wadhwa, Non-Executive Non-Independent Director due to his pre-occupation in other important matters. The Chief Financial Officer, Company Secretary, Representatives of Statutory Auditors, Secretarial Auditors and Scrutinizers were also present in the meeting.

Mr. Piyush Asija, Company Secretary of the Company welcomed the members and others present at the 26th AGM of the Company. He further informed the Members that in pursuance of relevant circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of



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India (SEBI) allowing general meetings to be conducted through VC mode till 31st December 2023, therefore the AGM was conducted through VC / OAVM. He further read out the general etiquettes to enable the members to attend the meeting seamlessly and without interruption.

He then requested Mr. Onkar Singh Pasricha, Chairperson and Executive Director of the Company to take the Chair.

After ascertaining the presence of the requisite quorum for the meeting, the Mr. Onkar Singh Pasricha, Chairperson thereafter called the meeting to order and commenced the formal proceedings of the meeting.

The Chairperson welcomed the members and introduced the Directors and other Invitees.

The Chairperson and the Managing Director then delivered speech. The Managing Director shared the updates and highlights on the business performance of the Company during the financial year 2022-23 to the members.

With the permission of the members present, the notice dated August 11, 2023, convening the 26th AGM together with the explanatory statement prepared in terms of Section 102 of the Companies Act, 2013 attached to the said notice, the Audited Financial Statements for the year ended March 31, 2023, the Directors Report along with the annexure thereto, was taken as read.

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

The members were informed that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and Pursuant to the provisions of Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the company had provided the remote E-voting facility through e-voting portal provided by KFin Technologies Limited in respect of the businesses mentioned in the Notice of the 26th AGM to the members whose name appeared in the name of Register of Members as on the **Cut-off date** i.e. Monday, September 04, 2023 to enable them to cast their vote electronically in respect to the business to be transacted at the AGM. The remote E-voting commenced on Friday, September 08, 2023 at 9:00 a.m. and ended on Sunday, September 10, 2023 at 5:00 p.m. and providing the similar facility to vote on the resolutions as set out in the Notice of 26th AGM by means of Insta poll to the members present through VC/OAVM to vote in proportion to shares held by them in case, votes were not casted by such members prior to the AGM by the means of remote e-voting. The members were informed that the facility for appointment of proxy has been dispensed with in accordance with the applicable MCA and SEBI circulars.

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



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Mr. Kapil Dev Taneja, Practicing Company Secretary on behalf of M/s. Sanjay Grover and Associates, Practicing Company Secretaries was appointed as Scrutinizer by the company to scrutinize the remote e-voting process and Insta poll process at the AGM in a fair and transparent manner.

D. Q &A

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

E. BUSINESS(ES) TRANSACTED AND THEIR RESULT

The members were informed that the scrutinizers consolidated report along with the results of the remote e-voting and Insta poll would be uploaded on the Website of Stock exchanges where the Company's shares are listed i.e., BSE & NSE, on Company's website as well as on the website of the e-voting agency i.e., KFin Technologies Limited within 2 working days of conclusion of the 26th AGM.

Following business as contained in the Notice of the AGM of the 26th AGM were transacted through remote e-voting and by Insta poll at the AGM:

Item No.	Particulars of Item	Nature of Resolution
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon.	Ordinary
2.	To appoint a Director in place of Mr. Onkar Singh Pasricha (DIN 00032290) who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary
3.	Approval for Remuneration of Mr. Anant Kumar Daga (DIN 07604184), Managing Director of the Company.	Special

F. CONDUCT OF INSTA POLL AND Q&A

The members and shareholders were informed that the Insta poll facility as explained above was provided for those shareholders who had not casted their votes by means of remote e-voting for a period of 15 minutes post conclusion of the 26th A.G.M.

G. VOTE OF THANKS

There being no other business to transact, the meeting concluded with a vote of thanks to the Chair at 12:15 p.m. (including time allowed for Insta poll at AGM).



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Notes:

- i. The Company will separately intimate the results of e-voting to the stock exchanges.
- ii. This document does not constitute minutes of the proceedings of the AGM of the Company.

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

Piyush Asija
Company Secretary & Compliance Officer

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Place: New Delhi



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