

Date: 12.09.2023

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: VOTING RESULTS ALONG WITH SCRUTINIZER'S REPORT OF 26th ANNUAL GENERAL MEETING OF THE COMPANY.

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

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

Dear Sir/Madam,

Pursuant to Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that 26th Annual General Meeting of the members of the Company was held on Monday, September 11, 2023 through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).

In this regard, please find enclosed herewith the following:

1. **Consolidated results of Remote e-Voting & voting system ("Insta Poll")** in the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. **Consolidated Scrutinizer's Report** pursuant to Section 108 of the Companies Act, 2013 read with relevant rules.

A copy of the above is made available on the website of the Company i.e. <https://wforwoman.com/content/investor-relation> and on the website of KFin Technologies Limited, Registrar and Share Transfer Agent of the Company i.e. <http://evoting.kfintech.com/>.

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

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: 12.09.2023

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

Voting Results of AGM

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

Date of the AGM	11-09-2023
Total number of shareholders on cut-off date i.e. September 04, 2023	23,958
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: Public:	NA
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group: Public:	6 107

1. Ordinary Resolution: 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.

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	1,63,48,819	82.2509	1,63,48,819	0	100.0000	0.0000
	Poll		35,27,938	17.7491	35,27,938	0	100.0000	0.0000
	Total		1,98,76,757	100.0000	1,98,76,757	0	100.0000	0.0000
Public-Institutions	E-voting	54,84,355	31,34,618	57.1556	31,34,618	0	100.0000	0.0000
	Poll		-	0.0000	0	0	0.0000	0.0000
	Total		31,34,618	57.1556	31,34,618	0	100.0000	0.0000
Public-Non Institutions	E-voting	3,78,49,806	3,24,87,271	85.8321	3,24,84,252	3,019	99.9907	0.0093
	Poll		4,863	0.0128	4,863	0	100.0000	0.0000
	Total		3,24,92,134	85.8449	3,24,89,115	3,019	99.9907	0.0093
Total		6,32,10,918	5,55,03,509	87.8068	5,55,00,490	3,019	99.9946	0.0054

2. Ordinary Resolution: 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.

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	1,63,48,819	82.2509	1,63,48,819	0	100.0000	0.0000
	Poll		35,27,938	17.7491	35,27,938	0	100.0000	0.0000
	Total		1,98,76,757	100.0000	1,98,76,757	0	100.0000	0.0000
Public-Institutions	E-voting	54,84,355	31,34,618	57.1556	31,29,674	4,944	99.8423	0.1577
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		31,34,618	57.1556	31,29,674	4,944	99.8423	0.1577
Public-Non Institutions	E-voting	3,78,49,806	3,24,87,241	85.8320	3,24,84,120	3,121	99.9904	0.0096
	Poll		4,863	0.0128	4,863	0	100.0000	0.0000
	Total		3,24,92,104	85.8448	3,24,88,983	3,121	99.9904	0.0096
Total		6,32,10,918	5,55,03,479	87.8068	5,54,95,414	8,065	99.9855	0.0145

3. Special Resolution: Approval for 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	1,63,48,819	82.2509	1,63,48,819	0	100.0000	0.0000
	Poll		35,27,938	17.7491	35,27,938	0	100.0000	0.0000
	Total		1,98,76,757	100.0000	1,98,76,757	0	100.0000	0.0000
Public-Institutions	E-voting	54,84,355	31,34,618	57.1556	31,29,674	4,944	99.8423	0.1577
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		31,34,618	57.1556	31,29,674	4,944	99.8423	0.1577
Public-Non Institutions	E-voting	3,78,49,806	3,24,87,241	85.8320	3,24,84,105	3,136	99.9903	0.0097
	Poll		4,863	0.0128	4,863	0	100.0000	0.0000
	Total		3,24,92,104	85.8448	3,24,88,968	3,136	99.9903	0.0097
Total		6,32,10,918	5,55,03,479	87.8068	5,54,95,399	8,080	99.9854	0.0146

SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES

B-88, 1ST 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 ("**the Act**") and Rule 20 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") as amended]

To,

The Chairman

TCNS CLOTHING CO. LIMITED

(CIN: L99999DL1997PLC090978)

119, New Manglapuri, W House, Mandi Road,

Sultanpur, Mehrauli, South Delhi -110030

Dear Sir,

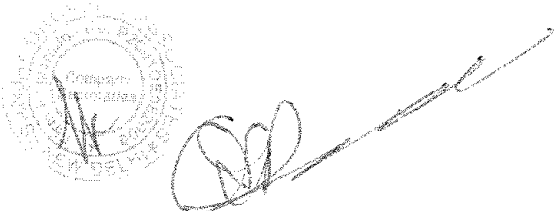
I, Kapil Dev Taneja, Partner of M/s Sanjay Grover & Associates, Company Secretaries, having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer by the Board of Directors of TCNS Clothing Co. Limited ("**the Company**") in its meeting held on Friday, August 11, 2023 for the purpose of scrutinizing the voting process i.e. remote e-voting and e-voting at 26th Annual General Meeting ("**AGM**") under the provisions of Section 108 of the Act, read with the Rules and General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 2/2022 and 10/2022 issued by the Ministry of Corporate Affairs ("**MCA**") on April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022 and December 28, 2022 respectively and SEBI Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 ("**MCA & SEBI Circulars**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**") and other applicable laws and regulations (including any statutory modifications or re-enactments thereof, for the time being in force) in respect of the resolutions as mentioned in the Notice dated August 11, 2023



("AGM Notice") for 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):

I submit my report as under:-

1. The management of the Company is responsible to ensure the compliance with the requirements of (i) the Act and the Rules made thereunder, (ii) the MCA & SEBI Circulars; and (iii) the LODR Regulations related to e-Voting in respect of the resolutions contained in the AGM Notice and also for ensuring a secured framework for e-Voting.
2. My responsibility as Scrutinizer for e-Voting at the AGM and remote e-voting is restricted to make a consolidated scrutinizer's report of the votes cast in "Favour" or "Against" the resolutions contained in the AGM Notice, based on the reports generated from the e-voting system provided by KFin Technologies Limited ("KFin Tech").
3. The remote e-voting period commenced on Friday, September 08, 2023 at 09:00 A.M. (IST) and ended on Sunday, September 10, 2023 at 05:00P.M. (IST) via e-voting platform on the designated website of KFin Tech, Authorized Agency to provide e-voting facility viz.: <https://evoting.kfintech.com/>. The Company provided e-voting facility to the Members who participated / attended through VC/OAVM to enable such Members to cast their votes, if they had not cast their vote earlier through remote e-voting.
4. The Members of the Company as on the "Cut-off Date" i.e. Monday, September 04, 2023 were entitled to avail the facility of remote e-voting as well as e-voting at the AGM on the proposed resolutions as set out in the AGM Notice.
5. The total paid up Equity Share Capital of the Company as on September 04, 2023 was Rs. 12,64,21,836/- (Rupees Twelve Crore Sixty Four Lakh Twenty One Thousand Eight Hundred and Thirty Six only) divided into 6,32,10,918 (Six Crore Thirty Two Lakh Ten Thousand Nine Hundred And Eighteen) equity shares of Rs. 2/- (Rupees Two only) each.

A circular stamp of the company is visible on the left, containing the text 'Company Scrutinizer'. To its right is a handwritten signature in black ink.

6. After completion of e-Voting at the AGM, the vote cast by the members through e-Voting at the AGM and through remote e-Voting was unblocked in the presence of two witnesses i.e., Mr. Ayush Arya and Mr. Vipin Dhameja who were not in the employment of the Company.


Mr. Ayush Arya


Mr. Vipin Dhameja

7. The data of remote e-Voting and e-Voting at the AGM was diligently scrutinized and reconciled with the records maintained by the KFinTech, Registrar and Share Transfer Agent ("RTA"). Detailed register was maintained containing the summary of results of remote e-voting and e-voting at AGM.

8. The consolidated summary of results of e-voting at AGM and remote e-voting are as under:

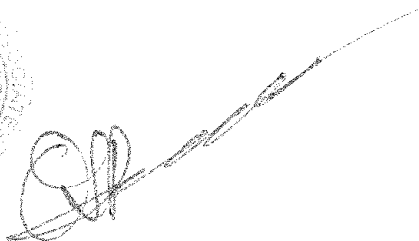
Resolution No. 1-To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon.

Particulars	Ordinary Resolution			Percentage
	Number of Valid Votes			
	e-Voting at AGM	Remote e-Voting	Total	
Assent	35,32,801	5,19,67,689	5,55,00,490	99.9946
Dissent	0	3,019	3,019	0.0054
Total	35,32,801	5,19,70,708	5,55,03,509	100.00

Therefore, Resolution No.1 has been passed with requisite majority. The detailed breakup of voting in respect of the above resolution is attached herewith and marked as **Annexure**

A





Resolution No. 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 Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Voting at AGM	Remote e-Voting	Total	
Assent	35,32,801	5,19,62,613	5,54,95,414	99.9855
Dissent	0	8,065	8,065	0.0145
Total	35,32,801	5,19,70,678	5,55,03,479	100.00

Therefore, the Resolution No. 2 has been passed with requisite majority. The detailed breakup of voting in respect of the above resolution is attached herewith and marked as **Annexure-B.**

Resolution No. 3- Approval for Remuneration of Mr. Anant Kumar Daga (DIN 07604184), Managing Director of the Company.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Voting at AGM	Remote e-Voting	Total	
Assent	35,32,801	5,19,62,598	5,54,95,399	99.9854
Dissent	0	8,080	8,080	0.0146
Total	35,32,801	5,19,70,678	5,55,03,479	100.00

Therefore, the Resolution No. 3 has been passed with requisite majority. The detailed breakup of voting in respect of the above resolution is attached herewith and marked as **Annexure-C.**



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9. The register containing the details of remote e-voting and e-voting at the AGM is under my safe custody and will be handed over to the Company Secretary of the Company, for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking you,

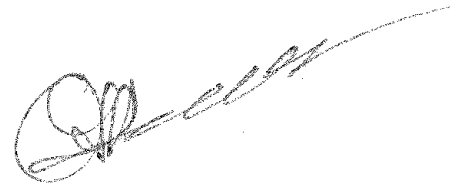
**For SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES**



Kapil Dev Taneja
Partner



Countersigned by



Chairman
TCNS Clothing Co. Limited

CP No.: 22944

UDIN: F004019E000986165

September 11, 2023

New Delhi

September 11, 2023

New Delhi

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

A1. E-VOTING AT AGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a) Total Votes received	37	35,32,801	70,65,602
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	37	35,32,801	70,65,602
d) Votes with Assent	37	35,32,801	70,65,602
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	112	5,19,70,708	10,39,41,416
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	112	5,19,70,708	10,39,41,416
d) Votes with Assent	110	5,19,67,689	10,39,35,378
e) Votes with Dissent	2	3,019	6,038



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

B1. E-VOTING AT AGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a) Total Votes received	37	35,32,801	70,65,602
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	37	35,32,801	70,65,602
d) Votes with Assent	37	35,32,801	70,65,602
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	111	5,19,70,678	10,39,41,356
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	111	5,19,70,678	10,39,41,356
d) Votes with Assent	104	5,19,62,613	10,39,25,226
e) Votes with Dissent	7	8,065	16,130



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

C1. E-VOTING AT AGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a) Total Votes received	37	35,32,801	70,65,602
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	37	35,32,801	70,65,602
d) Votes with Assent	37	35,32,801	70,65,602
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	111	5,19,70,678	10,39,41,356
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	111	5,19,70,678	10,39,41,356
d) Votes with Assent	103	5,19,62,598	10,39,25,196
e) Votes with Dissent	8	8,080	16,160

