

Date: 04.11.2023

Corporate Relations Department <b>BSE Limited</b> 1st Floor, New Trading Ring Rotunda Building, P J Tower Dalal Street, Fort, Mumbai 400 001	Corporate Listing Department <b>National Stock Exchange of India Ltd</b> Exchange Plaza, 5th Floor Plot No.C-1, G Block Bandra-Kurla Complex Bandra (East), Mumbai 400 051
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**Sub: Outcome of Postal Ballot, E-voting results and Scrutinizer's Report.**

**Ref:** Regulation 30, 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,

This is in continuation to our intimation dated October 04, 2023, wherein we have intimated about the initiation of the Postal Ballot process by the Company for seeking approval of the Members on the certain matters, to be passed through remote e-voting ("E-voting") in respect of Item No. 1 to 8 as set out in the Postal Ballot Notice dated September 26, 2023 i.e.:

Item No.	Type of Resolution	Particulars
1.	Ordinary Resolution	Appointment of Mr. Ashish Dikshit (DIN: 01842066) as a Non-Executive Director of the Company.
2.	Ordinary Resolution	Appointment of Mr. Jagdish Bajaj (DIN: 08498055) as a Non- Executive Director of the Company.
3.	Special Resolution	Appointment of Mr. Vikram Dhondu Rao (DIN: 00017423) as an Independent Director of the Company for a term of five consecutive years commencing from September 26, 2023 up to September 25, 2028.
4.	Special Resolution	Appointment of Ms. Preeti Vyas (DIN: 02352395) as an Independent Director of the Company for a term of five consecutive years commencing from September 26, 2023 up to September 25, 2028.
5.	Special Resolution	Appointment of Mr. Yogesh Chaudhary (DIN: 01040036) as an Independent Director of the Company for a term of five consecutive years commencing from September 26, 2023 up to September 25, 2028.
6.	Ordinary Resolution	Appointment of the Statutory Auditor to fill the casual vacancy, who shall hold office till the conclusion of the ensuing Annual General Meeting of the Company.
7.	Special Resolution	Adoption of a new set of Articles of Association of the Company.
8.	Special Resolution	Shifting of Registered Office of the Company from National Capital Territory ("NCT") of Delhi to the State of Maharashtra.

The E-voting period for Postal Ballot commenced on October 05, 2023, 09:00 A.M. (IST) and concluded on November 03, 2023, 05:00 P.M (IST).

The said resolutions have been passed with more than requisite majority on November 03, 2023 (the last date of E-voting).

In this regard, please find enclosed herewith the following:

1. **Voting results** of the Postal Ballot by way of E-voting, as required under Regulation 44(3) of the SEBI



**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

(Listing Obligations and Disclosure Requirements) Regulations, 2015; and

2. **Scrutinizer's Report** dated November 03, 2023 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

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

This is for your information and record.

Thanking you.

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

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

Date: 04.11.2023  
Place: New Delhi

Encl: A/a



**TCNS Clothing Co. Limited**

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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 Postal Ballot

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

<b>Date of the Postal Ballot</b>	03.11.2023
<b>Total number of shareholders on Cut-off date i.e. September 29, 2023</b>	25,384
<b>No. of shareholders present in the meeting either in person or through Proxy:</b> Promoters and Promoters Group: Public:	NA
<b>No. of Shareholders attended the meeting through Video Conferencing</b> Promoters and Promoters Group: Public:	NA

#### **1. Ordinary Resolution: Appointment of Mr. Ashish Dikshit (DIN: 01842066) as a Non-Executive 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	23,72,797	-	0.0000	-	-	0.0000	0.0000
	Postal Ballot		23,72,797	100.0000	23,72,797	-	100.0000	0.0000
	<b>Total</b>		<b>23,72,797</b>	<b>100.0000</b>	<b>23,72,797</b>	-	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	49,60,471	-	0.0000	-	-	0.0000	0.0000
	Postal Ballot		13,87,882	27.9788	13,87,882	-	100.0000	0.0000
	<b>Total</b>		<b>13,87,882</b>	<b>27.9788</b>	<b>13,87,882</b>	-	<b>100.0000</b>	<b>0.0000</b>
Public-Non Institutions	E-voting	5,58,77,650	-	0.0000	-	-	0.0000	0.0000
	Postal Ballot		4,97,66,959	89.0642	4,97,65,008	1,951	99.9961	0.0039
	<b>Total</b>		<b>4,97,66,959</b>	<b>89.0642</b>	<b>4,97,65,008</b>	<b>1,951</b>	<b>99.9961</b>	<b>0.0039</b>
<b>Total</b>		<b>6,32,10,918</b>	<b>5,35,27,638</b>	<b>84.6810</b>	<b>5,35,25,687</b>	<b>1,951</b>	<b>99.9964</b>	<b>0.0036</b>

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

<b>Whether promoter/ promoter group are interested in the Agenda/resolution</b>	NO
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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	23,72,797	-	0.0000	-	-	0.0000	0.0000
	Postal Ballot		23,72,797	100.0000	23,72,797	-	100.0000	0.0000
	<b>Total</b>		<b>23,72,797</b>	<b>100.0000</b>	<b>23,72,797</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	49,60,471	-	0.0000	-	-	0.0000	0.0000
	Postal Ballot		13,87,882	27.9788	13,87,882	-	100.0000	0.0000
	<b>Total</b>		<b>13,87,882</b>	<b>27.9788</b>	<b>13,87,882</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Non Institutions	E-voting	5,58,77,650	-	0.0000	-	-	0.0000	0.0000
	Postal Ballot		4,97,66,959	89.0642	4,97,65,008	1,951	99.9961	0.0039
	<b>Total</b>		<b>4,97,66,959</b>	<b>89.0642</b>	<b>4,97,65,008</b>	<b>1,951</b>	<b>99.9961</b>	<b>0.0039</b>
<b>Total</b>		<b>6,32,10,918</b>	<b>5,35,27,638</b>	<b>84.6810</b>	<b>5,35,25,687</b>	<b>1,951</b>	<b>99.9964</b>	<b>0.0036</b>

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

Whether promoter/ promoter group are interested in the Agenda/resolution

NO

Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	23,72,797	-	0.0000	-	-	0.0000	0.0000
	Postal Ballot		23,72,797	100.0000	23,72,797	-	100.0000	0.0000
	<b>Total</b>		<b>23,72,797</b>	<b>100.0000</b>	<b>23,72,797</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	49,60,471	-	0.0000	-	-	0.0000	0.0000
	Postal Ballot		13,87,882	27.9788	13,82,575	5,307	99.6176	0.3824
	<b>Total</b>		<b>13,87,882</b>	<b>27.9788</b>	<b>13,82,575</b>	<b>5,307</b>	<b>99.6176</b>	<b>0.3824</b>
Public-Non Institutions	E-voting	5,58,77,650	-	0.0000	-	-	0.0000	0.0000
	Postal Ballot		4,97,66,959	89.0642	4,97,65,008	1,951	99.9961	0.0039
	<b>Total</b>		<b>4,97,66,959</b>	<b>89.0642</b>	<b>4,97,65,008</b>	<b>1,951</b>	<b>99.9961</b>	<b>0.0039</b>
<b>Total</b>		<b>6,32,10,918</b>	<b>5,35,27,638</b>	<b>84.6810</b>	<b>5,35,20,380</b>	<b>7,258</b>	<b>99.9864</b>	<b>0.0136</b>

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

Whether promoter/ promoter group are interested in the Agenda/resolution

NO

Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	23,72,797	-	0.0000	-	-	0.0000	0.0000
	Postal Ballot		23,72,797	100.0000	23,72,797	-	100.0000	0.0000
	<b>Total</b>		<b>23,72,797</b>	<b>100.0000</b>	<b>23,72,797</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	49,60,471	-	0.0000	-	-	0.0000	0.0000
	Postal Ballot		13,87,882	27.9788	13,87,882	-	100.0000	0.0000
	<b>Total</b>		<b>13,87,882</b>	<b>27.9788</b>	<b>13,87,882</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Non Institutions	E-voting	5,58,77,650	-	0.0000	-	-	0.0000	0.0000
	Postal Ballot		4,97,66,959	89.0642	4,97,65,008	1,951	99.9961	0.0039
	<b>Total</b>		<b>4,97,66,959</b>	<b>89.0642</b>	<b>4,97,65,008</b>	<b>1,951</b>	<b>99.9961</b>	<b>0.0039</b>
<b>Total</b>		<b>6,32,10,918</b>	<b>5,35,27,638</b>	<b>84.6810</b>	<b>5,35,25,687</b>	<b>1,951</b>	<b>99.9964</b>	<b>0.0036</b>

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

Whether promoter/ promoter group are interested in the Agenda/resolution

NO

Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	23,72,797	-	0.0000	-	-	0.0000	0.0000
	Postal Ballot		23,72,797	100.0000	23,72,797	-	100.0000	0.0000
	<b>Total</b>		<b>23,72,797</b>	<b>100.0000</b>	<b>23,72,797</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	49,60,471	-	0.0000	-	-	0.0000	0.0000
	Postal Ballot		13,87,882	27.9788	13,87,882	-	100.0000	0.0000
	<b>Total</b>		<b>13,87,882</b>	<b>27.9788</b>	<b>13,87,882</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Non Institutions	E-voting	5,58,77,650	-	0.0000	-	-	0.0000	0.0000
	Postal Ballot		4,97,66,959	89.0642	4,97,65,008	1,951	99.9961	0.0039
	<b>Total</b>		<b>4,97,66,959</b>	<b>89.0642</b>	<b>4,97,65,008</b>	<b>1,951</b>	<b>99.9961</b>	<b>0.0039</b>
<b>Total</b>		<b>6,32,10,918</b>	<b>5,35,27,638</b>	<b>84.6810</b>	<b>5,35,25,687</b>	<b>1,951</b>	<b>99.9964</b>	<b>0.0036</b>

**6. Ordinary Resolution: Appointment of the Statutory Auditor to fill the casual vacancy.**

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
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		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	23,72,797	-	0.0000	-	-	0.0000	0.0000
	Postal Ballot		23,72,797	100.0000	23,72,797	-	100.0000	0.0000
	<b>Total</b>		<b>23,72,797</b>	<b>100.0000</b>	<b>23,72,797</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	49,60,471	-	0.0000	-	-	0.0000	0.0000
	Postal Ballot		13,87,882	27.9788	1,28,126	12,59,756	9.2318	90.7682
	<b>Total</b>		<b>13,87,882</b>	<b>27.9788</b>	<b>1,28,126</b>	<b>12,59,756</b>	<b>9.2318</b>	<b>90.7682</b>
Public-Non Institutions	E-voting	5,58,77,650	-	0.0000	-	-	0.0000	0.0000
	Postal Ballot		4,97,66,959	89.0642	4,97,65,008	1,951	99.9961	0.0039
	<b>Total</b>		<b>4,97,66,959</b>	<b>89.0642</b>	<b>4,97,65,008</b>	<b>1,951</b>	<b>99.9961</b>	<b>0.0039</b>
<b>Total</b>		<b>6,32,10,918</b>	<b>5,35,27,638</b>	<b>84.6810</b>	<b>5,22,65,931</b>	<b>12,61,707</b>	<b>97.6429</b>	<b>2.3571</b>

**7. Special Resolution: Adoption of a new set of Articles of Association 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	23,72,797	-	0.0000	-	-	0.0000	0.0000
	Postal Ballot		23,72,797	100.0000	23,72,797	-	100.0000	0.0000
	<b>Total</b>		<b>23,72,797</b>	<b>100.0000</b>	<b>23,72,797</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	49,60,471	-	0.0000	-	-	0.0000	0.0000
	Postal Ballot		13,87,882	27.9788	13,79,769	8,113	99.4154	0.5846
	<b>Total</b>		<b>13,87,882</b>	<b>27.9788</b>	<b>13,79,769</b>	<b>8,113</b>	<b>99.4154</b>	<b>0.5846</b>
Public-Non Institutions	E-voting	5,58,77,650	-	0.0000	-	-	0.0000	0.0000
	Postal Ballot		4,97,66,959	89.0642	4,97,64,988	1,971	99.9960	0.0040
	<b>Total</b>		<b>4,97,66,959</b>	<b>89.0642</b>	<b>4,97,64,988</b>	<b>1,971</b>	<b>99.9960</b>	<b>0.0040</b>
<b>Total</b>		<b>6,32,10,918</b>	<b>5,35,27,638</b>	<b>84.6810</b>	<b>5,35,17,554</b>	<b>10,084</b>	<b>99.9812</b>	<b>0.0188</b>

**8. Special Resolution: Shifting of Registered Office of the Company from National Capital Territory ("NCT") of Delhi to the State of Maharashtra.**

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	23,72,797	-	0.0000	-	-	0.0000	0.0000
	Postal Ballot		23,72,797	100.0000	23,72,797	-	100.0000	0.0000
	<b>Total</b>		<b>23,72,797</b>	<b>100.0000</b>	<b>23,72,797</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>

Public- Institutions	E-voting	49,60,471	-	0.0000	-	-	0.0000	0.0000
	Postal Ballot		13,87,882	27.9788	13,87,882	-	100.0000	0.0000
	<b>Total</b>		<b>13,87,882</b>	<b>27.9788</b>	<b>13,87,882</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Non Institutions	E-voting	5,58,77,650	-	0.0000	-	-	0.0000	0.0000
	Postal Ballot		4,97,66,959	89.0642	4,97,64,968	1,991	99.9960	0.0040
	<b>Total</b>		<b>4,97,66,959</b>	<b>89.0642</b>	<b>4,97,64,968</b>	<b>1,991</b>	<b>99.9960</b>	<b>0.0040</b>
<b>Total</b>		<b>6,32,10,918</b>	<b>5,35,27,638</b>	<b>84.6810</b>	<b>5,35,25,647</b>	<b>1,991</b>	<b>99.9963</b>	<b>0.0037</b>

# SANJAY GROVER & ASSOCIATES

## COMPANY SECRETARIES

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

### Scrutinizer's Report

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

To,  
The Chairman  
**TCNS Clothing Co. Limited**  
(CIN: L99999DL1997PLC090978)  
119, W-House, New Manglapuri, Mandi Road,  
Sultanpur, Mehrauli, New Delhi-110030

Dear Sir,

I, 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 the meeting held on **September 26, 2023**, for the purpose of scrutinizing Postal Ballot process in a fair and transparent manner under the provisions of Sections 108 and 110 of the Act read with the Rules and Read with General Circular Nos. 09/2023, 11/2022, 02/2022, 20/2021, 10/2021, 39/2020, 33/2020, 22/2020, 17/2020 and 14/2020 issued by the Ministry of Corporate Affairs on September 25, 2023, December 28, 2022, May 05, 2022, September 08, 2021, June 23, 2021, December 31, 2020, September 28, 2020, June 15, 2020, April 13, 2020 and April 8, 2020 respectively ('**MCA Circulars**') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**LODR Regulations**'), Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) in respect of the following resolution as mentioned in the Notice of Postal Ballot dated September 26,





Sr. No.	Type of Resolution	Particulars
1.	Ordinary Resolution	Appointment of Mr. Ashish Dikshit (DIN: 01842066) as a Non-Executive Director of the Company.
2.	Ordinary Resolution	Appointment of Mr. Jagdish Bajaj (DIN: 08498055) as a Non- Executive Director of the Company.
3.	Special Resolution	Appointment of Mr. Vikram Dhondu Rao (DIN: 00017423) as an Independent Director of the Company.
4.	Special Resolution	Appointment of Ms. Preeti Vyas (DIN: 02352395) as an Independent Director of the Company.
5.	Special Resolution	Appointment of Mr. Yogesh Chaudhary (DIN: 01040036) as an Independent Director of the Company.
6.	Ordinary Resolution	Appointment of the Statutory Auditor to fill the casual vacancy.
7.	Special Resolution	Adoption of a new set of Articles of Association of the Company.
8.	Special Resolution	Shifting of Registered Office of the Company from National Capital Territory ("NCT") of Delhi to the State of Maharashtra.

**I submit my report as under:**

1. As informed by the Company, Postal Ballot Notice along with explanatory statement and remote e-Voting instructions were sent to all those Members, whose e-mail address were registered with the Company or Registrar and Share Transfer Agent ('RTA') i.e. Kfin Technologies Limited ('KfinTech'), or with their respective Depository Participants ('DP') and whose names appeared in the Register of Members of the Company/ List of Beneficial Owners as maintained by the Depositories as on September 29, 2023 ('cut-off date').
2. The management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules thereof including Circulars/ SEBI Regulations in respect of the resolution contained in the Postal Ballot Notice including the dispatch



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of the notice to the Shareholders. My responsibilities as Scrutinizer are restricted to make a Scrutinizer's Report of the votes cast in 'Favour' or 'Against' the resolution contained in the Postal Ballot Notice, based on the reports generated from the e-voting system provided by KfinTech.

3. The Company has published an advertisement on October 05, 2023, regarding service of Postal Ballot Notice to eligible members in English Newspaper "Business Standard" and in vernacular newspaper "Business Standard".
4. The Members of the Company holding shares as on cut-off date were entitled to vote on the resolution as contained in the Postal Ballot Notice and could vote through remote e-voting facility only as per the MCA Circulars. Members were provided with the facility to cast their votes on the designated platform of KfinTech viz., [www.evoting.kfintech.com](http://www.evoting.kfintech.com).
5. The remote e-Voting commenced on October 05, 2023, 09:00 A.M. (IST) and ended on November 03, 2023, 05:00 P.M (IST). Further, the remote e-Voting process was monitored through the Scrutinizer's secured link provided by KfinTech on its designated website i.e. [www.evoting.kfintech.com](http://www.evoting.kfintech.com).
6. The remote e-voting was unblocked on November 03, 2023 after 05:00 P.M.(IST) in the presence of two witnesses i.e. Mr. Asim Mandal and Mr. Vipin Dhameja who are not in the employment of the Company and have signed below:

  
**Asim Mandal**

  
**Vipin Dhameja**

7. The particulars of remote e-voting report generated from electronic registry of KfinTech have been entered in a separate register maintained for this purpose. E-votes cast upto 05:00 P.M. (IST) on November 03, 2023 are considered for the purpose of this report.
8. The remote e-voting was reconciled with the register of members/ List of Beneficial Owners of the Company as on cut- off date as maintained by RTA of the Company.
9. As on cut-off date, the paid-up share capital of the Company was Rs.12,64,21,836/- (Rupees Twelve Crore Sixty Four Lakh Twenty One Thousand Eight Hundred Thirty



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Six Only) divided into 6,32,10,918 (Six Crore Thirty Two Lakh Ten Thousand Nine Hundred Eighteen) fully paid-up equity shares of Rs. 2/- (Rupees Two Only) each.

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

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

<b>Ordinary Resolution</b>				
<b>Particulars</b>	<b>Number of Valid Votes</b>			<b>Percentage</b>
	<b>e-votes</b>	<b>Postal Ballot</b>	<b>Total</b>	
<b>Assent</b>	5,35,25,687	NA	5,35,25,687	99.9964
<b>Dissent</b>	1,951		1,951	0.0036
<b>Total</b>	5,35,27,638		5,35,27,638	100

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

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

<b>Ordinary Resolution</b>				
<b>Particulars</b>	<b>Number of Valid Votes</b>			<b>Percentage</b>
	<b>e-votes</b>	<b>Postal Ballot</b>	<b>Total</b>	
<b>Assent</b>	5,35,25,687	NA	5,35,25,687	99.9964
<b>Dissent</b>	1,951		1,951	0.0036
<b>Total</b>	5,35,27,638		5,35,27,638	100



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

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

<b>Special Resolution</b>				
<b>Particulars</b>	<b>Number of Valid Votes</b>			<b>Percentage</b>
	<b>e-votes</b>	<b>Postal Ballot</b>	<b>Total</b>	
<b>Assent</b>	5,35,20,380	NA	5,35,20,380	99.9864
<b>Dissent</b>	7,258		7,258	0.0136
<b>Total</b>	5,35,27,638		5,35,27,638	100

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

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

<b>Special Resolution</b>				
<b>Particulars</b>	<b>Number of Valid Votes</b>			<b>Percentage</b>
	<b>e-votes</b>	<b>Postal Ballot</b>	<b>Total</b>	
<b>Assent</b>	5,35,25,687	NA	5,35,25,687	99.9964
<b>Dissent</b>	1,951		1,951	0.0036
<b>Total</b>	5,35,27,638		5,35,27,638	100



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

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

<b>Special Resolution</b>				
<b>Particulars</b>	<b>Number of Valid Votes</b>			<b>Percentage</b>
	<b>e-votes</b>	<b>Postal Ballot</b>	<b>Total</b>	
<b>Assent</b>	5,35,25,687	NA	5,35,25,687	99.9964
<b>Dissent</b>	1,951		1,951	0.0036
<b>Total</b>	5,35,27,638		5,35,27,638	100

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

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

<b>Ordinary Resolution</b>				
<b>Particulars</b>	<b>Number of Valid Votes</b>			<b>Percentage</b>
	<b>e-votes</b>	<b>Postal Ballot</b>	<b>Total</b>	
<b>Assent</b>	5,22,65,931	NA	5,22,65,931	97.6429
<b>Dissent</b>	12,61,707		12,61,707	2.3571
<b>Total</b>	5,35,27,638		5,35,27,638	100

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



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

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	e-votes	Postal Ballot	Total	
Assent	5,35,17,554	NA	5,35,17,554	99.9812
Dissent	10,084		10,084	0.0188
<b>Total</b>	<b>5,35,27,638</b>		<b>5,35,27,638</b>	<b>100</b>

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

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

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	e-votes	Postal Ballot	Total	
Assent	5,35,25,647	NA	5,35,25,647	99.9963
Dissent	1,991		1,991	0.0037
<b>Total</b>	<b>5,35,27,638</b>		<b>5,35,27,638</b>	<b>100</b>

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



**SANJAY GROVER & ASSOCIATES**

11. Based on the aforesaid result, the resolution as mentioned above is deemed to have been passed on November 03, 2023 being the last date of remote e-voting for the members of the Company.
12. The Register containing the details of remote e-voting relating to Postal Ballot will be handed over to Company Secretary of the Company, for preserving safely after the Chairman considers, approves, and signs the minutes of Postal Ballot.

Thanking you,

**For SANJAY GROVER & ASSOCIATES  
COMPANY SECRETARIES**



**Kapil Dev Taneja**

Partner

CP No.: 22944

UDIN: F004019E001626343

November 03, 2023

New Delhi



**Countersigned by**

**Ashish** Digitally signed  
by Ashish Dikshit  
**Dikshit** Date: 2023.11.03  
20:29:09 +05'30'

Chairman

TCNS Clothing Co. Limited

November 03, 2023

New Delhi

**Annexure-A**

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

<b>A. VOTING THROUGH REMOTE E-VOTING:</b>			
<b>Particulars</b>	<b>No. of e-voters</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of the Equity Shares (In Rs.)</b>
a) Total votes received	122	5,35,27,638	10,70,55,276
b) Less: Invalid votes	0	0	0
c) Net Valid votes cast	122	5,35,27,638	10,70,55,276
d) Votes with assent for the resolution	115	5,35,25,687	10,70,51,374
e) Votes with dissent for the resolution	07	1,951	3,902

**Annexure-B**

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

<b>B. VOTING THROUGH REMOTE E-VOTING:</b>			
<b>Particulars</b>	<b>No. of e-voters</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of the Equity Shares (In Rs.)</b>
a) Total votes received	122	5,35,27,638	10,70,55,276
b) Less: Invalid votes	0	0	0
c) Net Valid votes cast	122	5,35,27,638	10,70,55,276
d) Votes with assent for the resolution	115	5,35,25,687	10,70,51,374
e) Votes with dissent for the resolution	07	1,951	3,902





**Annexure-C**

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

<b>C. VOTING THROUGH REMOTE E-VOTING:</b>			
<b>Particulars</b>	<b>No. of e-voters</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of the Equity Shares (In Rs.)</b>
a) Total votes received	122	5,35,27,638	10,70,55,276
b) Less: Invalid votes	0	0	0
c) Net Valid votes cast	122	5,35,27,638	10,70,55,276
d) Votes with assent for the resolution	114	5,35,20,380	10,70,40,760
e) Votes with dissent for the resolution	08	7,258	14,516

**Annexure-D**

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

<b>D. VOTING THROUGH REMOTE E-VOTING:</b>			
<b>Particulars</b>	<b>No. of e-voters</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of the Equity Shares (In Rs.)</b>
a) Total votes received	122	5,35,27,638	10,70,55,276
b) Less: Invalid votes	0	0	0
c) Net Valid votes cast	122	5,35,27,638	10,70,55,276
d) Votes with assent for the resolution	115	5,35,25,687	10,70,51,374
e) Votes with dissent for the resolution	07	1,951	3,902



**Annexure-E**

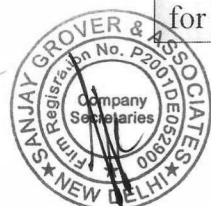
A detailed summary of remote e-voting results is given herein below:

<b>E. VOTING THROUGH REMOTE E-VOTING:</b>			
<b>Particulars</b>	<b>No. of e-voters</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of the Equity Shares (In Rs.)</b>
a) Total votes received	122	5,35,27,638	10,70,55,276
b) Less: Invalid votes	0	0	0
c) Net Valid votes cast	122	5,35,27,638	10,70,55,276
d) Votes with assent for the resolution	115	5,35,25,687	10,70,51,374
e) Votes with dissent for the resolution	07	1,951	3,902

**Annexure-F**

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

<b>F. VOTING THROUGH REMOTE E-VOTING:</b>			
<b>Particulars</b>	<b>No. of e-voters</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of the Equity Shares (In Rs.)</b>
a) Total votes received	122	5,35,27,638	10,70,55,276
b) Less: Invalid votes	0	0	0
c) Net Valid votes cast	122	5,35,27,638	10,70,55,276
d) Votes with assent for the resolution	110	5,22,65,931	10,45,31,862
e) Votes with dissent for the resolution	12	12,61,707	25,23,414



**Annexure-G**

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

<b>G. VOTING THROUGH REMOTE E-VOTING:</b>			
<b>Particulars</b>	<b>No. of e-voters</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of the Equity Shares (In Rs.)</b>
a) Total votes received	122	5,35,27,638	10,70,55,276
b) Less: Invalid votes	0	0	0
c) Net Valid votes cast	122	5,35,27,638	10,70,55,276
d) Votes with assent for the resolution	112	5,35,17,554	10,70,35,108
e) Votes with dissent for the resolution	10	10,084	20,168

**Annexure-H**

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

<b>H. VOTING THROUGH REMOTE E-VOTING:</b>			
<b>Particulars</b>	<b>No. of e-voters</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of the Equity Shares (In Rs.)</b>
a) Total votes received	122	5,35,27,638	10,70,55,276
b) Less: Invalid votes	0	0	0
c) Net Valid votes cast	122	5,35,27,638	10,70,55,276
d) Votes with assent for the resolution	113	5,35,25,647	10,70,51,294
e) Votes with dissent for the resolution	09	1,991	3,982

