

Date: 24-09-2020

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

Subject: Proceedings of 23rd Annual General Meeting.

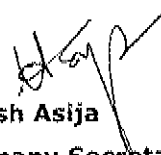
Ref: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 23rd Annual General Meeting of the company held on Thursday, 24th September, 2020 at 2:00 p.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



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@tensclothing.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

PROCEEDINGS OF THE 23rd ANNUAL GENERAL MEETING OF TCNS CLOTHING CO. LIMITED HELD ON THURSDAY, 24TH SEPTEMBER, 2020 AT 2:00 P.M (IST) THROUGH VIDEO CONFERENCING ('VC')/ OTHER AUDIO VISUAL MEANS ('OAVM').

A. Date, time and venue of the Annual General Meeting (Meeting):

The 23rd Annual General Meeting of the members of TCNS Clothing. Co. Limited held on Thursday, 24th September, 2020 through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM'). The Meeting commenced at 2:00 p.m. (IST).

B. Proceedings in brief:

Mr. Piyush Asija, Company Secretary of the Company welcomed the members and others present at the 23rd Annual General Meeting of the Company. The Members were informed that the AGM was being conducted through VC / OAVM, in compliance with circulars issued by MCA and SEBI, in this regard. Mr. Piyush Asija also informed that in view of e-AGM, there is no facility for proxy appointment.

He then requested Mr. Onkar Singh Pasricha, Chairman and Executive Director of the company to take the Chair and conduct the proceedings.

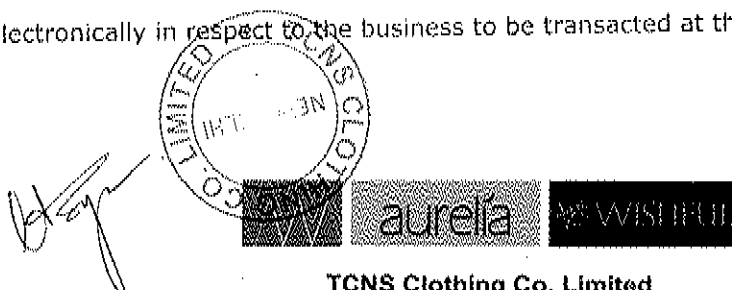
The Chairman welcomed the members and after ascertaining the presence of the requisite quorum for the meeting, the Chairman thereafter called the meeting to order and commenced the formal proceedings of the meeting at 2:00 p.m.

The Chairman introduced the Directors and other Invitees.

The Chairman and the Managing Director then delivered their speech.

The Managing Director shared the accomplishment and success achieved during the Financial year 2019-20 to the member present at the meeting.

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 to the members whose name appeared in the name of Register of Members as on the cut-off date i.e 17th September, 2020 to enable them to cast their vote electronically in respect to the business to be transacted at the AGM. The remote E-voting



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commenced on Monday, 21st September 2020 at 9:00 a.m. and ended on Wednesday, 23rd September, 2020 at 5:00 p.m. and providing the similar facility to vote on the resolutions as set out in the Notice of 23rd 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 Registers under the Companies Act and other documents as referred to in the Notice convening the AGM were made available for inspection at the meeting.

Mr. Devesh Vasisht, 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.

Conduct of Insta-Poll

Mr. Devesh Vasisht, Scrutinized the remote e-voting process and the Insta poll process for those shareholders who had not casted their votes by means of remote e-voting.

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 Private Limited.

With the permission of the members present, the notice dated 18th August, 2020 convening the 23rd Annual General Meeting (AGM) together with the 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 31st March, 2020, the Directors Report along with the annexure thereto, was taken as read.

At the instance of the members present and with their due permission, the Auditors Report was taken as read.

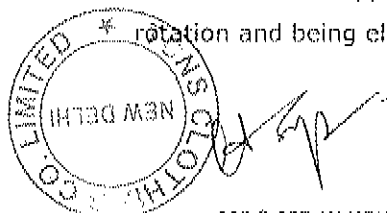
The queries raised by the members were resolved by the Managing Director.

Following business as contained in the Notice of the AGM of the 23rd AGM were transacted through remote e-voting and by Insta poll at the AGM:

ORDINARY BUSINESS

Item No.1: To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and Auditors thereon.

Item No.2: To appoint Mr. Anant Kumar Daga (DIN: 07604184) as a Director, who retires by rotation and being eligible, offers himself for re-appointment.



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SPECIAL BUSINESS

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

Item No.4: Approval for Remuneration of Mr. Onkar Singh Pasricha (DIN: 00032290), Chairman and Executive Director of the Company.

Item No.5: To approve the alteration of the Object clause of the Memorandum of Association of the Company.

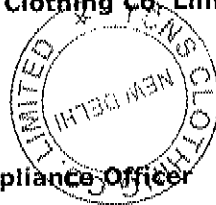
There being no other business to transact, the meeting concluded at 2:42 p.m. (including the time allowed for e-voting at AGM) with a vote of thanks by the Chairman to all the members attending the AGM through VC/OAVM.

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 Annual General Meeting of the Company.

For and On behalf of TCNS Clothing Co. Limited


Piyush Asija
Company Secretary & Compliance Officer



Date: September 24, 2020
Place: New Delhi



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