



TCNS Clothing Co. Limited

Registered Office: Unit No. 119, W-House, New Manglapuri, Mandi Road, Sultanpur, Mehrauli, New Delhi-110030

Corporate Office: 119 & 127, W-House, New Manglapuri, Mandi Road, Sultanpur, Mehrauli, New Delhi-110030

CIN: L99999DL1997PLC090978, Web: www.wforwoman.com,

Email: investors@tensclothing.com,

Tel: **011-42193193**

Notice of Postal Ballot

Notice is hereby given to the Members of TCNS Clothing Co. Limited ('the Company'), pursuant to Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of Companies (Management & Administration) Rules, 2014 and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs, *inter-alia*, for conducting Postal Ballot through e-voting vide General Circulars Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020 10/2021 and 20/2021 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021 and December 08, 2021 respectively ('MCA Circulars') read with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the Special Business(es) as set out in this Notice are proposed for consideration by the Members of the Company for passing by means of remote e-voting.

SPECIAL RESOLUTION:

1. Appointment of Mr. Suresh Jayaraman (DIN: 03033110) as an Independent Director of the Company.

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Suresh Jayaraman (DIN: 03033110), who was appointed as an Additional Independent Director of the Company with effect from 30th December 2021 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company."

"RESOLVED FURTHER THAT in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Suresh Jayaraman (DIN: 03033110), be and is hereby appointed as Independent Director of the Company with effect from 30th December 2021 for a term of upto 5 (five) consecutive years.

"RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be required to give effect to the above resolution but not limited to filing of necessary forms/ returns with the concerned statutory authorities."

ORDINARY RESOLUTION:

2. Appointment of Mr. Arvinder Singh Pasricha (DIN: 00032420) as Non-Executive Director of the Company liable to retire by rotation.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with, the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the Rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Arvinder Singh Pasricha (DIN: 00032420), who was appointed as an Additional Director (Non-Executive) of the Company with effect from 30th December 2021 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company as an Non- Executive & Non Independent Director of the Company, liable to retire by rotation, with immediate effect.”

"RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be required to give effect to the above resolution including but not limited to filing of necessary forms/ returns with the concerned statutory authorities.”

3. Appointment of Mr. Naveen Wadhwa (DIN: 02503164) as Non-Executive Director of the Company liable to retire by rotation.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with, the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the Rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Naveen Wadhwa (DIN: 02503164), who was appointed as an Additional Director (Non-Executive) of the Company with effect from 11th February 2022, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company as an Non- Executive & Non Independent Director of the Company, liable to retire by rotation, with immediate effect.”

"RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be required to give effect to the above resolution including but not limited to filing of necessary forms/ returns with the concerned statutory authorities.”

NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (“the Act”) stating all material facts and the reasons for the proposals set out in Resolutions at Item Nos. 1 to 3 is annexed herewith.
2. In view of the current circumstances prevailing due to COVID-19 pandemic and in furtherance to the MCA Circulars and pursuant to Section 110 of the Act and the Rules made thereunder, the Company will send this Postal Ballot Notice (“Notice”) along with explanatory statement and remote e-voting instructions only through electronic mode to all those Members whose names appear in the Register of Members / list of Beneficial Owners as received from Registrar & Share Transfer Agent (“RTA”)/ National Securities Depository Limited and Central Depository Services (India) Limited as on Friday, 01st April 2022 (“Cut-off Date”). Voting Right shall be reckoned on the paid-up value of the equity shares registered in the name of members as on the Cut-off date. The Notice is being sent to members in electronic form to the e-mail addresses registered with the Company or the Depository Participant(s).
3. In compliance with the requirements of the MCA Circulars, physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the members for this Postal Ballot and they are required to communicate their assent or dissent through the remote e-voting system only.
4. The Members, whose names appear in the Register of Members / List of Beneficial Owners as on Friday, 01st April 2022 being the cut-off date, are entitled to vote on the Resolution set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
5. In compliance with provisions of Section 110, 108 read with the Companies (Management & Administration) Rules, 2014 and Regulation 44 of SEBI LODR Regulations and the MCA Circulars, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has appointed Kfin Technologies Limited for facilitating e-voting to enable the Shareholders to cast their votes electronically.
6. The Company has appointed M/s. Sanjay Grover & Associates, Practicing Company Secretaries, through its Partner Mr. Devesh Vasisht (FCS No. 8488 and CP No.13700), to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.
7. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at www.wforwoman.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on Kfin Technologies Limited at www.kfintech.com.
8. All the material documents referred to Explanatory Statements, shall be available for inspection through electronic mode from Wednesday, 06th April 2022 to Thursday, 05th May 2022, basis the request being sent on investors@tensclothing.com mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
9. The voting period begins at 09.00 hours IST on Wednesday, 06th April 2022 and ends at 17.00 hours IST on Thursday, 05th May 2022. The e-voting module shall be disabled by Kfin Technologies Limited for voting thereafter. Members are requested to carefully read the instructions while expressing their assent or dissent and cast vote via remote e-voting. Voting through e-voting shall not be allowed beyond the said date and time.
10. The Scrutinizer will submit his report to the Chairperson/ Company Secretary after completion of the scrutiny of votes and the results of Postal Ballot will be announced on Saturday, 07th May 2022 at the Registered Office of the Company at 119, W-House, New Manglapuri, Mandi Road, Sultanpur, Mehrauli, New Delhi-110030. The Resolution(s), if passed by requisite majority shall be deemed to have been passed on Thursday, 05th May 2022.
11. The results along with the report of the scrutinizer shall be forwarded to the BSE Limited, National Stock Exchange Limited and shall be uploaded on the website of the Company i.e., www.wforwoman.com, website of Kfin Technologies Limited <https://evoting.kfintech.com/>.
12. The instructions for Shareholders for e-voting are as under:

- a) Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 on “e-voting facility provided by Listed Companies”, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.
- b) Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.
- c) **Method of login for Individual shareholders holding the securities in demat mode receiving Postal Ballot Notice through email or physical postal ballot whose e-mail id is not registered:**

Shareholders	Login Method
Shareholders holding securities in demat mode with NSDL	<p>A. Users registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> 1. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. 2. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. 3. Click on options available against Company name or e-voting service provider and you will be re-directed to e-voting website for casting your vote during the remote e-voting period.
	<p>B. Users not registered for IDeAS e-Services:</p> <p>Option to register is available at https://eservices.nsdl.com/. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p>
	<p>C. Visit the e-voting website of NSDL</p> <ol style="list-style-type: none"> 1. After successfully registering on IDeAS, visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. 2. A new screen will open. Enter your User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. 3. Click on options available against Company name or e-voting service provider and you will be redirected to e-voting service provider website for casting your vote during the remote e-Voting period.

Shareholders	Login Method
Shareholders holding securities in demat mode with CDSL	A. Users who have opted for Easi/Easiest: 1. Shareholders can login through their user ID and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/ Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the e-voting Menu. The Menu will have links of e-voting service provider i.e., NSDL. Click on NSDL to cast your vote.
	B. Users who have not opted for Easi/Easiest: Option to register for Easi/Easiest is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration
	C. Visit the e-voting website of CDSL 1. Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and e-mail as recorded in the demat Account. 2. After successful authentication, user will be provided links for the respective ESP where the e-voting is in progress.
Shareholders (holding securities in demat mode) login through their depository participants	1. Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. After logging, you will be able to see e-voting option. 2. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. 3. Click on options available against Company name or e-voting service provider-NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Important Note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

For technical Assistance:

Members facing any technical issue in logging can contact the respective helpdesk by sending a request on the email id's or contact on the phone nos. provided below:

NSDL	CDSL
Email: evoting@nsdl.co.in	Email: helpdesk.evoting@cdslindia.com
Toll free no. 1800 1020 990 / 1800 22 44 30	Phone no: 022 – 23058738 / 022-23058542-43

d) Information and Instructions for e-voting by Shareholders other than individuals holding shares of the Company in demat mode and all Shareholders holding shares of the Company in physical mode:

1. In case a Shareholder receives an e-mail from the Company / Kfin Technologies Limited [for Members whose e-mail address is registered with the Company / Depository Participant(s)]:

- i. Launch internet browser and type the URL: <https://evoting.kfintech.com>

- ii. Enter the login credentials i.e., User ID and password mentioned in your email. Your FolioNo./ DP ID Client ID will be your User ID. However, if you are already registered with Kfin Technologies Limited for e-voting, you can use your existing User ID and password for casting your votes.
 - iii. After entering the details appropriately, click on LOGIN.
 - iv. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the EVENT.
 - vii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/ dissenting to the resolution, enter all shares and click 'FOR'/ 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
 - ix. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
13. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:
- i. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to einward.ris@kfintech.com.
 - ii. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to einward.ris@kfintech.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e., **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
 - iii. Alternatively, shareholder/members may send a request to einward.ris@kfintech.com for procuring user id and password for e-voting by providing above mentioned documents. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
14. General Guidelines for shareholders
- i. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who is/are authorized to vote, to the

Scrutinizer through e-mail sanjaygrover7@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'EVENT No.- 6540'

- ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- iii. In case of any queries, you may refer the frequently asked questions ("FAQs") for shareholders and e-voting user manual for shareholders available at <https://evoting.kfintech.com> or call on toll-free no. 18003094001 or send a request at evoting@kfintech.com. In case of any concern/ grievance connected with e-voting for Postal Ballot, any member can contact Mr. Umesh Pandey, Manager, Kfin Technologies Limited, Selenium Tower B Plot No. 31 & 32 Gachibowli, Financial District Hyderabad 500 032 or at inward.ris@kfintech.com.

Registered Office:

119, W-House, New Manglapuri,
Mandi Road, Sultanpur, Mehrauli,
New Delhi- 110030

Date: 05th April 2022

Place: New Delhi

**By Order of the Board
TCNS Clothing Co. Limited**

Sd/-

Piyush Asija

Company Secretary and Compliance Officer

ACS:21328

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Suresh Jayaraman (DIN: 03033110), aged 65 years, as an Additional and Independent Director of the Company, with effect from 30th December 2021 for a period of 5 years under Section 149, 150 and 161 of the Companies Act, 2013 and Articles of Association of the Company and the Company has received notice under Section 160 of the Companies act, 2013 from a member signifying his candidature as an Independent Director of the Company. The Company has also received a declaration of independence from Mr. Suresh Jayaraman.

In the opinion of the Board, Mr. Suresh Jayaraman fulfills the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for being eligible for his appointment. Mr. Suresh Jayaraman is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director and also confirmed that he is not debarred from appointment by any order of SEBI or any other authority.

Brief Resume, Profile and experience

Mr. Suresh Jayaraman is former MD and CEO of Arvind Fashions. He is a highly respected leader in the Consumer and Retail industry. His total work experience of 40 years is largely split between two companies, 17 years in Hindustan Unilever Limited and 16 years in Arvind Fashions Limited. He has also spent 19 years out of 40 years as CEO.

Over the years, Mr. Suresh Jayaraman has built multiple successful businesses. He joined Arvind Fashions Limited in 2005 and contributed his valuable expertise to build the business. Through 'Digital Arvind' initiative, he spearheaded the digital transformation of the company ahead of the curve, preparing the organization to be future ready. He has held multiple positions in Sales and Marketing during his tenure in Hindustan Unilever Limited. He was Management Committee member of Foods and Beverages Business at Hindustan Unilever Limited. He played key role in the turnaround of Coffee business, Kissan business post acquisition and success of portfolio of Tea brands. Having managed 10+ large brands during his tenure, he has deep expertise in Hindustan Unilever Limited way of Brand building. Heading Customer Management function and having restructured the large sales system, he has deep knowledge of markets and channels across all pop strata. He is also a key spokesperson of the Retail industry. He was the Past Chairman of CII's National council on Retail, Past Chairman of India Fashion Forum and also serves as National Council Member of Retailers Association of India.

He is an alumnus of IIM Bangalore and Engineering graduate from Madras University.

Mr. Suresh Jayaraman meets the following skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company:

- a. Leadership experience of running large enterprise – Experience in leading well-governed large organizations, with an understanding of organizational systems.
- b. Experience in handling management and regulatory environment, strategic planning and risk management, understanding of emerging local and global trends and management of accountability and performance.

A copy of the draft Letter of Appointment for Independent Directors is available for inspection through electronic

mode, basis the request being sent on investors@tensclothing.com. Mr. Suresh Jayaraman be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board as per the limits under Companies act, 2013 (“the Act”). He shall be reimbursed for all the expenses incurred by him for travelling boarding and lodging during his business trips, if any conducted on behalf of the Company.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Suresh Jayaraman as an Independent Director.

Except Mr. Suresh Jayaraman, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives (to the extent of their shareholding in the Company, if any) are concerned or interested, financially or otherwise, in the resolution no. 1 as set out in the Notice.

The Board of Directors based on the recommendation of the Nomination and remuneration Committee considers the appointment of Mr. Suresh Jayaraman as an Independent Director in the interest of the Company and recommends the Special resolution as set out in the Notice for approval of Members.

Additional information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) in respect of appointment at Item Nos. 1 is given in **Annexure- A** to this Notice

Item No. 2

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Arvinder Singh Pasricha (DIN: 00032420), aged 69 years, as an Additional Director (Non- Executive) of the Company, with effect from 30th December 2021 under Section 161 of the Companies Act, 2013 (“the Act”) and Articles of Association of the Company and the Company has received notice under Section 160 of the Companies act, 2013 from a member signifying his candidature as Non-Executive Director of the Company.

Mr. Arvinder Singh Pasricha is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director and also confirmed that he is not debarred from appointment by any order of SEBI or any other authority.

Brief Resume, Profile and experience

Mr. Arvinder Singh Pasricha, a graduate from University of Delhi, is an Entrepreneur, Investor and Philanthropist. He has over four decades of experience in the textile and garment industry. He is the Managing Director and Founder of TCNS limited, a renowned garment export house involved in manufacturing and exporting garments to leading global brands and chain retailers. He is also the Co-Founder and Promoter of TCNS Clothing Co. Limited and continued to hold the position as Director till Feb 2018. During his tenure at TCNS Clothing Co. Limited he has contributed to building the brand (s) “W” and “Aurelia”.

The remuneration payable to Mr. Arvinder Singh Pasricha shall be in the form of sitting fee only for attending meetings of Board and Committees or for any other purpose as may be decided by the Board as per the limits under Companies act, 2013 (“the Act”). He shall be reimbursed for all the expenses incurred by him for travelling boarding and lodging during his business trips, if any conducted on behalf of the Company.

The Board considers that his association would be of immense benefit to the Company, and it is desirable to avail services of Mr. Arvinder Singh Pasricha as a Non-Executive Director.

Except Mr. Arvinder Singh Pasricha, being an appointee and Mr. Onkar Singh Pasricha, Chairperson and Executive

Director (being his relative), none of the Directors or Key Managerial Personnel of the Company or their relatives (to the extent of their shareholding in the Company, if any) are concerned or interested, financially or otherwise, in the resolution no. 2 as set out in the Notice.

The Board of Directors based on the recommendation of the Nomination and remuneration Committee considers the appointment of Mr. Arvinder Singh Pasricha as Non-Executive Director in the interest of the Company and recommends the Ordinary resolution as set out in the Notice for approval of Members.

Additional information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) in respect of appointment at Item Nos. 2 is given in **Annexure- A** to this Notice

Item No. 3

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Naveen Wadhwa (DIN: 02503164), aged 44 years, as an Additional Director (Non-Executive) of the Company, with effect from 11th February 2022.

Pursuant to amendment (effective from 1st January 2022) to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier

Accordingly, there is requirement to take the approval of the members for appointment of Mr. Naveen Wadhwa as the Non-Executive Director of the Company. Mr. Naveen Wadhwa is eligible to be appointed as Non-Executive Director. Further the Company has received notice under Section 160 of the Companies Act, 2013 from a member signifying his candidature as on Non-Executive Director of the Company.

Mr. Naveen Wadhwa is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director & also confirmed that he is not debarred from appointment by any order of SEBI or any other authority.

Brief Resume, Profile and experience

Mr. Naveen Wadhwa is Managing Director of TA Associates (Private Equity investment firm based out in North America, Asia and Europe) and has more than 21 years of experience in private equity and financial services. He co-founded TA's European and Asian efforts and sponsored and led investments in several geographies across technology, financial services, healthcare and consumer businesses. He is actively engaged in driving portfolio company growth initiatives, both organic and through acquisitions.

He is a graduate (BSc, Systems Engineering) from University of Pennsylvania and Post-graduate (MBA) from Wharton School of Business.

Mr. Wadhwa is former Director of TCNS Clothing Co. Limited and served the Company till December 2017.

In his professional career he held managerial position in multiple entities such as Goldman, Sachs & Co. – Asian Special Situations Group, Accretive LLC and Broadview International – Mergers and Acquisitions, Rategain Travel Technologies Limited, Dr. Lal Pathlabs limited, Micromax Informatics Limited, Ideal Cures Private Limited, Fractal Analytics Private Limited, Atria Convergence Technologies Limited and TA Associates Advisory Private Limited.

Mr. Naveen Wadhera shall not be paid any remuneration for attending meetings of Board and Committees and shall only be reimbursed for all the expenses incurred by him for travelling boarding and lodging during his business trips, if any conducted on behalf of the Company.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Naveen Wadhera as Non-Executive Director.

Except Mr. Naveen Wadhera, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives (to the extent of their shareholding in the Company, if any) is concerned or interested, financially or otherwise, in the resolution no. 3 as set out in the Notice.

The Board of Directors based on the recommendation of the Nomination and remuneration Committee considers the appointment of Mr. Naveen Wadhera as Non-Executive Director in the interest of the Company and recommends the Ordinary resolution as set out in the Notice for approval of Members.

Additional information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) in respect of appointment at Item Nos. 3 is given in **Annexure- A** to this Notice.

Registered Office:

119, W- House, New Manglapuri,
Mandi Road, Sultanpur, Mehrauli
New Delhi 110030

Date: 05th April 2022

Place: New Delhi

By Order of the Board

Sd/-

Piyush Asija

Company Secretary and Compliance Officer

ACS: 21328

Annexure-A**Details under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard on General Meetings (SS-2), in respect of the Directors seeking appointment.**

	Resolution No. 1	Resolution No. 2	Resolution No. 3
Name of Director	Mr. Suresh Jayaraman DIN: 03033110	Mr. Arvinder Singh Pasricha DIN: 00032420	Mr. Naveen Wadhwa DIN: 02503164
Brief Resume	As detailed in Explanatory Statement above		
Date of Birth (Age in years)	January 06, 1957 (65 years)	September 30, 1952 (69 years)	April 26, 1977 (44 years)
Qualifications	Alumnus of IIM Bangalore and Engineering graduate from Madras University.	Graduate from University of Delhi.	Graduate (BSc, Systems Engineering) from University of Pennsylvania and Post-graduate (MBA) from Wharton School of Business.
Experience	Over four decades	Over four decades	Over two decades
Expertise in specific functional areas	Mr. Suresh Jayaraman is a highly respected leader in the Consumer and Retail industry. His total work experience of over 4 decades is largely split between two companies, 17 years in Hindustan Unilever Limited and 16 years in Arvind Fashions Limited. He has also spent 19 years out of 40 years as CEO. (More particularity mentioned in Explanatory statement).	Mr. Arvinder Singh Pasricha is an Entrepreneur, Investor and Philanthropist. He has over four decades of experience in the textile and garment industry. He is the Managing Director and Founder of TCNS limited, a renowned garment export house involved in manufacturing and exporting garments to leading global brands and chain retailers. (More particularity mentioned in Explanatory statement).	Mr. Naveen Wadhwa has more than two decades of experience in private equity and financial services. (More particularity mentioned in Explanatory statement).
Terms and conditions of appointment/ re-appointment including remuneration	As referred in resolution and explanatory statement thereto.		
Details of remuneration last drawn	Not Applicable		
Date on which first appointed on the Board	30 th December 2021	30 th December 2021	11 th February 2022
Details of shareholding in the Company directly or on beneficial basis	Nil	Holds 94,70,671 equity shares of the Company.	Nil
Relationship with other Directors/ Key Managerial Personnel (if any)	Not related to any Director of the Company.	Relative of Mr. Onkar Singh Pasricha (Executive Director and Chairperson).	Not related to any Director of the Company.
Number of Board meetings attended during the year	1 out of 1 Board meeting	1 out of 1 Board meeting	Nil

Board memberships of other Companies	<ol style="list-style-type: none"> 1. Arvind Fashions Limited 2. Value Fashion Retail Limited 3. Arvind Lifestyle Brands Limited 	<ol style="list-style-type: none"> 1. TCNS Limited 2. Wellness Infraprojects Private Limited 3. TCNS Resorts Private Limited 4. Pasricha Tevatia Chauhan & Sharma Projects Private Limited 5. WOCO Ventures Private Limited 6. Elco Systems Private Limited 7. Shilpkar India Designers & Contractors Private Limited 8. Toshniwal Brothers Delhi Private Limited 	Nil
Chairperson/Member of the Committee of the Board of Directors of Company	Nomination and Remuneration Committee	Nil	Nil
Chairperson/Member of the Committee of the Board of Directors of other Companies.	<p>Arvind Fashions Limited- Committee of Directors (Member)</p> <p>Arvind Fashions Limited- Risk Management Committee (Chairperson)</p> <p>Arvind Lifestyle Brands Limited- CSR Committee (Member)</p> <p>Arvind Lifestyle Brands Limited- Committee of Directors (Member)</p>	Nil	Nil
Name of Listed Companies from which resigned during last 3 years	Nil	Nil	Rategain Travel Technologies Limited