

Date: 24.08.2022

Corporate Listing 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: NOTICE OF 25th ANNUAL GENERAL MEETING (“AGM”) OF THE COMPANY.

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

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

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 read with Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, attached herewith is the Notice (including e-voting instructions) convening the 25th Annual General Meeting (“AGM”) of the Company be held as per below schedule:

S. No.	Particulars	Information
1.	Day and date	Tuesday, September 20, 2022
2.	Time	10:30 A.M. (IST)
3.	Place (Deemed venue)	Registered Office of the Company situated at 119, New Manglapuri, W House Mandi Road, Sultanpur, Mehrauli New Delhi 110030
4.	Mode	Through Video Conferencing / Other Audio-Visual Means (OAVM) in line with the relevant Circulars issued by the MCA and SEBI.
5.	Cut-off date for determining eligibility for e-voting pursuant to Section 108 of The Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014	Tuesday, September 13, 2022
6.	Remote e-voting period pursuant to Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	From: Saturday, September 17, 2022 at 09:00 A.M. (IST) To: Monday, September 19, 2022 at 5:00 P.M. (IST).



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: 119, W-HOUSE, NEELGAGAN TOWER, MANDI ROAD, SULTANPUR, MEHRAULI, NEW DELHI- 110030
CIN- L99999DL1997PLC090978

Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, September 14, 2022 to Tuesday, September 20, 2022 (both days inclusive)** for taking record of the Members of the Company for the purpose of 25th AGM.

The aforesaid Notice is also available on the website of the Company at <https://wforwoman.com/content/report/notice-of-25th-agm>. This is for your information and record.

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: 24.08.2022
Place: New Delhi



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CIN- L99999DL1997PLC090978

Notice

Invitation to attend the Twenty Fifth (25th) Annual General Meeting (“AGM”) of TCNS CLOTHING CO. LIMITED

Dear Members,

You are cordially invited to attend the Twenty Fifth (25th) Annual General Meeting (“AGM”) of the Company to be held on Tuesday, September 20, 2022 at 10:30 AM (IST) through Video Conferencing (“VC”). The Notice convening the Annual General Meeting is attached herewith.

We are providing the below key details regarding the meeting for your reference:

S. No.	Particulars	Details
1.	Time and date of AGM	Tuesday, September 20, 2022 at 10:30 AM (IST)
2.	Mode	Video Conferencing / Other Audio-Visual Means
3.	Link for attending the AGM through Video Conferencing (VC)	https://emeetings.kfintech.com
4.	Link for remote e-voting (Please use as applicable to you)	https://evoting.kfintech.com/ https://eservices.nsdli.com https://evoting.cdslindia.com/Evoting/EvotingLogin
5.	Username and password for VC	Members may attend the AGM through VC by accessing the link https://emeetings.kfintech.com by using their remote e-voting credentials. Please refer the detailed instructions available in the Notice.
6.	Helpline number for VC participation and e-voting	Contact KFin Technologies Limited (‘KFin Tech’) at 1800-309-4001 or write to them at evoting@kfintech.com
7.	Cut-off date for e-voting	September 13, 2022
8.	E-Voting Start time and Date	September 17, 2022 (9:00 AM)
9.	E-Voting end time and Date	September 19, 2022 (5:00 PM)
10.	Book closure dates	September 14, 2022 to September 20, 2022 (both days inclusive).
11.	Link for Members to temporarily update e-mail address	https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx
12.	Last date for publishing results of the e-voting	September 22, 2022
13.	Registrar and Share Transfer Agent contact details	Mr. Umesh Pandey, Manager KFin Technologies Limited “KFin Tech” Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032. Toll-free No.: 1800-309-4001 E-mail: einward.ris@kfintech.com ; umesh.pandey@kfintech.com Website: https://www.kfintech.com
14.	TCNS’s contact details	investors@tcnsclothing.com 011-42193193/ 011-42193176
15.	Link of Proxy Advisors report	https://www.iiasadvisory.com/voting-recommendation (Iias) https://www.sesgovernance.com/ses-recommendations (SES)
16.	Link of disclosures on Stock Exchange website and Company website	https://www.nseindia.com/companies-listing/corporate-filings-announcements (NSE) https://www.bseindia.com/corporates/ann.html (BSE) https://wforwoman.com/content/investor-relation

For and on behalf of Board of Directors

Sd/-

PIYUSH ASIJA

Company Secretary and Compliance Officer
ACS 21328

Date: August 24, 2022

Place: New Delhi

Notice (Contd..)

Notice is hereby given that the Twenty Fifth (25th) Annual General Meeting (“AGM”) of the Members of TCNS Clothing Co. Limited will be held on Tuesday, September 20, 2022 at 10:30 AM (IST) through Video Conferencing (VC)/Other Audio Video Mode (OAVM), to transact the following businesses:

ORDINARY BUSINESS:

Item no. 1: To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon.

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

Item no. 3: To re-appoint M/s. Deloitte Haskins and Sells LLP (Firm registration number: 117366 W/W-100018) Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.

To consider and, if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

“RESOLVED THAT pursuant to sections 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, Deloitte Haskins & Sells LLP, Chartered Accountants (Firm registration number: 117366 W/W-100018) (“Deloitte”), who being eligible, be and are hereby re-appointed as the Statutory Auditors who shall hold office from the conclusion of this 25th Annual General Meeting till the conclusion of the 29th Annual General Meeting of the Company to conduct audit of Accounts of the Company for the Four (4) consecutive financial years starting April 01, 2022 at such remuneration and terms and conditions mentioned in the Explanatory Statement.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall be deemed to include any Committee constituted by the Board or any person(s) authorised by the Board/ Committee in this regard) be and are hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid resolution including but not limited to determination of roles and responsibilities/ scope of work of the Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing, the

terms of appointment including any contracts or documents in this regard and to alter and vary the terms and conditions of remuneration arising out of increase in scope of work, amendment in Accounting Standards or regulations and such other requirements resulting in the change in scope of work, etc. and necessary filings with appropriate authorities without being required to seek any further consent or approval of the members of the Company.

SPECIAL BUSINESS:

Item no. 4: Re-appointment of Mr. Bhaskar Pramanik (DIN 00316650) as an Independent Director of the Company.

To consider and, if thought fit, to pass the following resolution, with or without modification(s), as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of sections 149, 150, 152, and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the rules made thereunder, read with Schedule IV of the Act and regulation 16(1)(b), 17(1A) and regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations 2015”) (including any statutory modifications or re-enactment(s) thereof for the time being in force) or any other applicable law and based on the recommendation of Nomination and Remuneration Committee and the approval of Board of Directors, Mr. Bhaskar Pramanik (DIN 00316650) aged Seventy One (71) years, be and is hereby re-appointed as an Independent Non-Executive Director of the Company, not liable to retire by rotation, with effect from December 14, 2022 to hold office for second term of Five (5) consecutive years i.e. upto December 13, 2027, notwithstanding that during the aforementioned term of Five (5) years, he attains the age of Seventy Five (75) years, on the terms and conditions as set out in the Explanatory Statement.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall be deemed to include any Committee constituted by the Board or any person(s) authorised by the Board/ Committee in this regard) be and are hereby authorised on behalf of the Company to do all acts, deeds and things and take all steps as may be necessary, proper and expedient to give effect to the above resolution.”

Item no. 5: Re-appointment of Ms. Neeru Abrol (DIN 01279485) as an Independent Director of the Company.

To consider and, if thought fit, to pass the following resolution, with or without modification(s), as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of sections 149, 150, 152, and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), 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 (“SEBI (LODR)

Notice (Contd..)

Regulations 2015”) (including any statutory modifications or re-enactment(s) thereof for the time being in force) or any other applicable law and based on the recommendation of Nomination and Remuneration Committee and the approval of Board of Directors, Ms. Neeru Abrol (DIN 01279485) be and is hereby re-appointed as an Independent Non-Executive Director of the Company, not liable to retire by rotation, with effect from December 14, 2022 to hold office for second term of Five (5) consecutive years i.e. upto December 13, 2027 on the terms and conditions as set out in the Explanatory Statement.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall be deemed to include any Committee constituted by the Board or any person(s) authorised by the Board/ Committee in this regard) be and are hereby authorised on behalf of the Company to do all acts, deeds and things and take all steps as may be necessary, proper and expedient to give effect to the above resolution.”

Item no. 6: Re-appointment of Ms. Sangeeta Talwar (DIN 00062478) as an Independent Director of the Company.

To consider and, if thought fit, to pass the following resolution, with or without modification(s), as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of sections 149, 150, 152, and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), 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 (“SEBI (LODR) Regulations 2015”) (including any statutory modifications or re-enactment(s) thereof, for the time being in force) or any other applicable law and based on the recommendation of Nomination and Remuneration Committee and the approval of Board of Directors, Ms. Sangeeta Talwar (DIN 00062478) be and is hereby re-appointed as an Independent Non-Executive Director of the Company, not liable to retire by rotation, with effect from December 14, 2022 to hold office for second term of Five (5) consecutive years i.e. upto December 13, 2027 on the terms and conditions as set out in the Explanatory Statement.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall be deemed to include any Committee constituted by the Board or any person(s) authorised by the Board/ Committee in this regard) be and are hereby authorised on behalf of the Company to do all acts, deeds and things and take all steps as may be necessary, proper and expedient to give effect to the above resolution.”

Item no. 7: Re-Appointment of Mr. Onkar Singh Pasricha (DIN 00032290) as the Executive Director of the Company and to fix the terms of his appointment.

To consider and, if thought fit, to pass the following resolution, with or without modification(s), as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the rules made thereunder read with Schedule V to the Act (including any statutory modifications or re-enactment(s) thereof, for the time being in force), and based on the recommendation of Nomination and Remuneration Committee and the approval of Board of Directors, Mr. Onkar Singh Pasricha (DIN 00032290), aged Seventy One (71) years, be and is hereby re-appointed as the Executive Director of the Company, liable to retire by rotation, with effect from December 14, 2022 for a for a term of Five (5) consecutive years i.e., upto December 13, 2027, and on such terms and conditions as set out in the Explanatory Statement.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall be deemed to include any Committee constituted by the Board or any person(s) authorised by the Board/ Committee in this regard) be and are hereby authorised on behalf of the Company to do all acts, deeds and things and take all steps as may be necessary, proper and expedient to give effect to the resolution.”

Item no. 8: Approval for fixation of remuneration of Mr. Onkar Singh Pasricha (DIN 00032290), Chairman and Executive Director of the Company.

To consider and, if thought fit, to pass the following resolution, with or without modification(s), as a Special Resolution:

“RESOLVED FURTHER THAT pursuant to provisions of Sections 197, 198 and other applicable provisions of the Act, the rules made thereunder read with Schedule V of the Act (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and based on the recommendation of Nomination and Remuneration Committee and the approval of the Board of Directors, the payment of remuneration, perquisites and other benefits to Mr. Onkar Singh Pasricha for a period of Three (3) years commencing from FY 2022-23 to FY 2024-25, as set out in the Explanatory Statement, be and is hereby approved with a liberty to the Board of Directors to revise remuneration on recommendation of the Nomination and Remuneration Committee within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto, and/or rules regulations and guidelines prescribed by the Government from time to time”

“RESOLVED FURTHER THAT the Board of Directors of the

Notice (Contd..)

Company (hereinafter referred to as “Board”, which term shall be deemed to include any Committee constituted by the Board or any person(s) authorised by the Board/ Committee in this regard) be and are hereby authorised on behalf of the Company to do all acts, deeds and things and take all steps as may be necessary, proper and expedient to give effect to the above resolution.”

Item no. 9: Approval for Remuneration of Mr. Anant Kumar Daga (DIN 07604184), Managing Director of the Company.

To consider and, if thought fit, to pass the following resolution, with or without modification(s), as a Special Resolution:

“RESOLVED FURTHER THAT pursuant to provisions of Sections 197, 198 and other applicable provisions of the Act, the rules made thereunder read with Schedule V of the Act (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and based on the recommendation of Nomination and Remuneration Committee and the approval of Board of Directors, the payment of remuneration, perquisites, and other benefits to Mr. Anant Kumar Daga (DIN 07604184), Managing Director of

the Company for FY 2022-23, as set out in the Explanatory Statement, be and is hereby approved.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall be deemed to include any Committee constituted by the Board or any person(s) authorised by the Board/ Committee in this regard) be and are hereby authorised on behalf of the Company to do all acts, deeds and things and take all steps as may be necessary, proper and expedient to give effect to the above resolution.”

For and on behalf of Board of Directors

Sd/-

PIYUSH ASIJA

Company Secretary and Compliance Officer
ACS 21328

Date: August 12, 2022

Place: New Delhi

Notice (Contd..)

NOTES:

1. The Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 ("the Act") related to the Special Business(es) to be transacted at the Annual General Meeting ("AGM"/ "Meeting") is annexed hereto.
2. Pursuant to the provisions of section 149, 150, 152 of Companies Act, 2013, regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR), Regulations, 2015") and the Secretarial Standard on General Meetings ("SS-2"), the relevant information in respect of the Directors seeking appointment/re-appointment and fixation of remuneration at the AGM is attached as **Annexure-B** and forms an integral part of this Notice.
3. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs, Government of India ("MCA") issued General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 and 2/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2022 respectively and SEBI circular SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022 ("Applicable Circulars") allowing, inter-alia, conduct of AGMs through Video Conferencing/ Other Audio-Visual Means ("VC/OAVM") facility on or before December 31, 2022, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. In compliance with these Circulars, provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR), Regulations, 2015"), the 25th AGM of the Company is being conducted through VC/OAVM facility, which does not require physical presence of members. The deemed venue for the 25th AGM shall be the Registered Office of the Company.
4. As this AGM is being held pursuant to the Applicable Circulars through VC/OAVM, the route map to the AGM venue is not required to be annexed to this Notice.
5. As this AGM is being held pursuant to the Applicable Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not required to be annexed to this Notice.
6. M/s. KFin Technologies Limited, Registrar & Transfer Agent of the Company ("RTA"), shall be providing facility for voting and for attending the AGM through VC. Members may note that the VC facility provided by RTA allows participation of upto 2,000 members on a first-come-first-served basis. The members (holding 2% or more shareholding), Promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinisers, etc. can attend the AGM without any restriction on account of first-come-first-served principle. Members can login and join Thirty (30) minutes prior to the schedule time of meeting and window for joining shall be kept open till the expiry of Fifteen (15) minutes after the scheduled time. The detailed instructions for remote e-voting, participation in the AGM through VC and for e-voting during the AGM are provided in **Annexure-A** attached to this Notice.
7. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to cast its vote through remote e-voting, together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at email id sanjaygrover7@gmail.com with a copy marked to evoting@kfintech.com and [investors@tcnsclothing.com](http://tcnsclothing.com). The scanned image of the above-mentioned documents should be in the naming format "TCNS Clothing Co. Limited_6856"
8. In case of joint holders, only such joint holder whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
9. Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall deemed to be passed on the date of the Meeting, i.e., September 20, 2022.
10. The Company has appointed M/s. Sanjay Grover and Associates, Practicing Company Secretaries, to act as the Scrutiniser to scrutinise the E-voting process in a fair and transparent manner. Mr. Devesh Vasisht (FCS No. 8488 and CP No. 13700) and in case of his unavailability Mr. Vijay K. Singhal (ACS No. 21089 and CP No. 10385) on behalf of M/s. Sanjay Grover and Associates, has communicated his willingness to be appointed and be available for the purpose.
11. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. Pursuant to the provisions of regulation 42 of the SEBI (LODR) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from September 14, 2022 to September 20, 2022 (Date of AGM) (Both days inclusive). The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-Off Date i.e., September 13, 2022.

Notice (Contd..)

13. Pursuant to section 101 and section 136 of the Act read with the Applicable Circulars and relevant Rules made thereunder, to support the “Green Initiative” announced by the Government of India, read with Applicable Circulars, the Company is sending the Annual Report and Notice of the AGM with e-voting instructions only in electronic form to the registered email addresses of the Members. All the members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on August 19, 2022 have been considered for the purpose of sending the AGM Notice and the Annual Report. Therefore, those Members who have not yet registered their email address are requested to get their email addresses registered by following the procedure provided in **Annexure-A** attached to this Notice. The Members seeking physical copy of Annual Report for FY 2021-22 are required to raise a request at investors@tcnsclothing.com mentioning their Folio No./ DP ID and Client ID.
14. Pursuant to section 72 of the Act read with the rules made thereunder, members holding shares in single name may avail the facility of nomination in respect of shares held by them. Members holding shares in physical form may avail this facility by sending a nomination in the prescribed Form No. SH-13 to KFin Tech. Members holding shares in electronic form may contact their respective DPs for availing this facility. The Nomination form can be downloaded from the Company's website at https://wforwoman.com/content/wp-content/uploads/2021/12/4_FORM-SH-13.pdf
15. Securities and Exchange Board of India (“SEBI”) has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. April 01, 2019. Accordingly, the Company/ KFin Tech has stopped accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are advised to avail the facility of dematerialisation by contacting the Company/KFin Tech for assistance in this regard.
16. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members are, therefore, requested to submit their PAN to their Depository Participant(s) with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN to KFin Tech.
17. In case of change in residential status of Non-Resident Indian Shareholders, the same should be immediately informed to the Registrar & Share Transfer Agents of the Company along with particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank.
- 18. INSPECTION OF DOCUMENTS:**
- (i) Certificate from M/s. Sanjay Grover and Associates, Secretarial Auditors of the Company, with respect to implementation of Employee Stock Option Scheme, Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested maintained under section 189 of the Act and all other relevant documents referred to in the Notice will be available electronically for inspection by the Members during the AGM.
- (ii) All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to investors@tcnsclothing.com. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company at least 7 days before the date of AGM, through email at investors@tcnsclothing.com. The same will be replied by the Company suitably.
19. (i) Further, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to 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.
- (ii) 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. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
20. The 25th Annual General Meeting is being convened through VC/OAVM in Compliance with applicable provisions of the Companies Act, 2013 read with Rules and Applicable Circulars.
21. The recorded transcript of this meeting shall be made available on the website of the Company at <https://wforwoman.com/content/investor-relation>

Notice (Contd..)

Annexure-A

DETAILED INSTRUCTIONS FOR REMOTE E-VOTING, PROCESS TO RECEIVE NOTICE AND LOGIN CREDENTIALS BY THE PERSONS WHO BECOME MEMBERS AFTER THE CUT-OFF DATE, PROCESS OR PARTICIPATION IN THE AGM THROUGH VC, AND FOR E-VOTING DURING THE AGM

- Members desiring to download the Annual Report and Notice of the AGM, may visit the website of the Company <https://wforwoman.com/content/investor-relation> or the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited at www.nseindia.com and www.bseindia.com respectively, or the website of the RTA viz. <https://evoting.kfintech.com>, for the same. Alternatively, Members may send an email request at the email id einward.ris@kfintech.com for sending the Annual report and Notice of AGM by email.
- Members who have not registered their email address, as a consequence of which the Annual Report, Notice of AGM with e-voting instructions could not be serviced, may temporarily get their email address and mobile number updated with the Company's RTA, by clicking the link: <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the Notice and e-voting instructions along with the User ID and Password. Alternatively, in case of any queries, Members may write to einward.ris@kfintech.com along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master Copy for electronic folios/ share certificate for physical shares. Members may however note that this is a temporary registration, and the Company urges all

Members to get their email address and mobile number registered with their respective Depository Participant(s).

3. INSTRUCTION FOR REMOTE E-VOTING

In compliance with the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, regulation 44 of the SEBI (LODR) Regulations, 2015 and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 in relation to "e-Voting Facility provided by Listed Entities", the Company is pleased to provide the facility to Members to exercise their right to vote on all the resolutions as set forth in this Notice and proposed to be passed at AGM by electronic means, through the e-Voting services provided by KFin Tech.

A. LOGIN METHOD FOR REMOTE E-VOTING FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE.

Pursuant to SEBI circular no. SEBI/HO/CFD/ CMD/ CIR/P/2020/242 dated December 09, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to 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. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access remote e-Voting facility.

OPTION 1 – LOGIN THROUGH DEPOSITORIES**Members having NSDL as Depository**

- Members who have already registered and opted for IDeAS facility to follow below steps:
 - Go to URL: <https://eservices.nsdl.com>
 - Click on the "Beneficial Owner" icon under 'IDeAS' section.
 - On the new page, enter the existing User ID and Password. Post successful authentication, click on "Access to e-Voting".
 - Click on the Company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.

Members having CDSL as Depository

- Members who have already registered and opted for Easi / Easiest to follow below steps:
 - Go to URL: <https://web.cdslindia.com/myeasi/home/login>; or
 - URL: www.cdslindia.com and then go to Login and select 'New System Myeasi'
 - Login with user id and password.
 - The option will be made available to reach e-Voting page without any further authentication.
 - Click on company name or e-Voting service provider name to cast your vote during the remote e-Voting period.

Notice (Contd..)

OPTION 1 – LOGIN THROUGH DEPOSITORIES (CONTD..)

Members having NSDL as Depository	Members having CDSL as Depository
<p>2. User not registered for IDeAS e-Services</p> <p>(i) To register click on link: https://eservices.nsdl.com/ (Select “Register Online for IDeAS”) or https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>(ii) Proceed with completing the required fields.</p>	<p>2. User not registered for Easi/Easiest</p> <p>(i) Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>(ii) Proceed with completing the required fields.</p>
<p>3. First-time users can visit the e-Voting website directly and follow the process below:</p> <p>(i) Go to URL: https://www.evoting.nsdl.com/</p> <p>(ii) Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>(iii) Enter User ID (i.e., 16-digit demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen.</p> <p>(iv) Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</p> <p>(v) Click on the Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>	<p>3. First-time users can visit the e-Voting website directly and follow the process below:</p> <p>(i) Go to URL: www.cdslindia.com</p> <p>(ii) Click on the icon “E-Voting”</p> <p>(iii) Provide demat Account Number and PAN No.</p> <p>(iv) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>(v) After successful authentication, the user will be provided links for the respective ESP where the e-Voting is in progress.</p> <p>(vi) Click on the Company name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

OPTION 2 - LOGIN THROUGH DEPOSITORY PARTICIPANTS

- (i) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.
- (ii) Once logged-in, you will be able to see e-Voting option. 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.
- (iii) Click on options available against company name or e-Voting service provider–KFin Tech and you will be redirected to e-Voting website of KFin Tech for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1-800-1020-990 and 1-800-224-430.
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43.

B. LOGIN METHOD FOR E-VOTING: APPLICABLE FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE AND SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE.

- (i) Please access the RTA’s e-voting platform at the URL: <https://evoting.kfintech.com/>
- (ii) Members whose email IDs are registered with the Company/Depository Participants (s), will receive an email from RTA which will include details of **E-Voting Event Number (EVEN) i.e., 6856**, USER ID and password. Members are requested to use these credentials at the Remote Voting Login at the above-mentioned URL.

Notice (Contd..)

- (iii) Alternatively, if the member is already registered with RTA's e-voting platform, then he can use their existing User ID and password for casting the vote through remote e-voting. If they have forgot the password, then they may click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- (iv) Members can also use SMS service to get the credentials if their mobile number is registered against Folio No./DP ID Client ID, by sending SMS: MYEPWD <space> EVEN No + Folio No. (in case of physical shareholders) or MYEPWD <space> DP ID Client ID (in case of shares held in DEMAT form) to 9212993399.

Example for NSDL	MYEPWD<SPACE> IN12345612345678
Example for CDSL	MYEPWD<SPACE> 1402345612345678
Example for Physical	MYEPWD<SPACE>Event No. HMT12345678

4. OTHER GENERAL INSTRUCTION FOR REMOTE E-VOTING:

- (i) The remote e-voting facility will be available during the following period:

Start date and time	September 17, 2022 at 09:00 A.M. (IST)
End date and time	September 19, 2022 at 05:00 P.M. (IST)

- (ii) The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled/blocked by RTA upon expiry of the aforesaid period.
- (iii) Once the vote on a resolution is cast by the Member(s), they shall not be allowed to change it subsequently or cast the vote again.
- (iv) In case of any query pertaining to e-voting, please refer "Help" or "FAQs" and "User Manual for shareholders" available at the "Download" section on the website (bottom corner) of our RTA at <https://evoting.kfintech.com/>. Member may also call RTA at toll free number 1-800-3094-001 or send an e-mail request to inward.ris@kfintech.com for all e-voting related matters.

5. INSTRUCTION FOR E-VOTING AT E-AGM:

- (i) Only those members who will be present in the e-AGM through video conference facility and have not cast

their vote earlier through remote e-voting are eligible to vote through e-voting during the e-AGM.

- (ii) Members who have cast their votes by remote e-voting prior to the meeting may attend the meeting but shall not be entitled to cast their vote again.
- (iii) Upon the declaration by the Chairperson about the commencement of e-voting at e-AGM, Members shall be required to click on the "Vote"/ (票) icon on the left-hand bottom corner of their video screen for voting at the e-AGM, which will take them to the 'Instapoll' page.
- (iv) Members to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.
- (v) The facility of Instapoll will be available not exceeding Fifteen (15) minutes from the commencement of e-voting as declared by the Chairperson at e-AGM and can be used for voting only by those Members who hold shares as on the cut-off date viz. September 13, 2022 and who have not already cast their vote(s) through remote e-voting.

6. INSTRUCTION FOR MEMBERS FOR ATTENDING THE E-AGM:

- i. Member will be provided with a facility to attend the AGM through VC/OAVM platform provided by KFin Tech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFin Tech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining AGM though VC/OAVM shall open at least Thirty (30) minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC/OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to fluctuation in

Notice (Contd..)

their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- v. Members who would like to express their views/ ask the questions may register their queries before the AGM by accessing the link <https://emeetings.kfintech.com> from September 14, 2022 to September 16, 2022. The Company has further provided a “post your query” option, to the members to express their views or ask questions during the AGM. The Company reserves the right to restrict the number of answers to the queries depending on the availability of time for the AGM. The unanswered queries, if any, shall be answered by the Company after the AGM suitably. Please note that, Members’ questions will be answered only if they continue to hold shares as on the cut-off date.
- vi. A video guide assisting the members attending e-AGM either as a speaker or participant is available for quick reference at URL https://www.youtube.com/watch?v=0QpzRQ_IQdM
- vii. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC/ OAVM platform. The Members may click on the voting (🗳️) icon displayed on the screen to cast their votes.
- viii. A Member can opt for only single mode of voting i.e., through Remote e-voting or instapoll voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- ix. Institutional Members are encouraged to attend and vote at the AGM through VC/ OAVM.

7. OTHER INSTRUCTIONS

- i. In case of any query and/ or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFin Tech

Website) or contact Mr. Umesh Pandey, Manager KFin Technologies Limited (‘KFin Tech’) Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500032. Toll-free No.: 1800-309-4001 E-mail: einward.ris@kfintech.com; umesh.pandey@kfintech.com Website: <https://www.kfintech.com> for any further clarifications.

- ii. The Members, whose names appear in the Register of Members/ list of Beneficial Owners as on September 13, 2022, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- iii. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-off date i.e., September 13, 2022.
- iv. The Scrutiniser shall, immediately after the conclusion of the remote e-voting at the AGM, first count the votes cast through remote e-voting during the Meeting and thereafter unblock the votes cast through remote e-voting before the AGM in presence of at least two witnesses not in the employment of the Company, and make a consolidated Scrutiniser’s Report of the total vote cast in favour or against, if any, and submit the same to the Chairperson or a person authorised by him in writing who shall countersign the same.
- v. The results on resolutions shall be declared not later than (2) Two working days from the conclusion of the Meeting of the Company and the resolutions will be deemed to be passed on the date of the Meeting, subject to receipt of the requisite number of votes in favour of the resolutions.
- vi. The results declared along with the Scrutiniser’s Report will be made available on the website of the Company (www.wforwoman.com) and on Service Provider’s website (<https://evoting.kfintech.com>) and the same shall be communicated to National Stock Exchange of India Limited and BSE Limited.

Notice (Contd..)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“THE ACT”) AND THE SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (“SECRETARIAL STANDARDS”).

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 3:

Statement pursuant to requirements of Regulation 36(5) of SEBI (LODR) Regulations, 2015.

The Company had appointed M/s Deloitte Haskins & Sells LLP, Chartered Accountants (FRN: 117366W/W-100018) (“Deloitte”) as Statutory Auditors of the Company at its Board meeting held on November 14, 2016 to fill the casual vacancy of Statutory Auditors for the Financial Year 2016-17 to hold the office till conclusion of 20th Annual General Meeting of the Company. The Shareholders of the Company in their Extraordinary General Meeting convened on December 23, 2016 ratified the appointment of Deloitte as the Company’s Statutory Auditors for the accounting period April 1, 2016 to March 31, 2017. Deloitte was to hold the office of the Statutory Auditors of the Company until the conclusion of the 20th AGM to be convened in financial year 2017-2018.

The appointment of Deloitte was further approved by the Members at the 20th Annual General Meeting of the Company held on September 27, 2017 for a period of five (5) consecutive financial years starting April 01, 2017 and to hold the office of Statutory Auditors till the conclusion of 25th Annual General Meeting of the Company.

The Audit Committee in its meeting dated August 12, 2022 evaluated the re-appointment of Deloitte as Statutory Auditors. The Audit Committee considered various parameters like capability of Deloitte to serve a diverse and complex business landscape as that of the Company, audit experience in the Company’s operating segments, market standing of the firm, clientele served, technical knowledge etc. Deloitte have also affirmed and confirmed that they meet the independence and eligibility criteria as required under applicable law rules and regulations. The Audit Committee found Deloitte to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company. Therefore, considering the evaluation of the past performance, experience and expertise of Deloitte, the Audit Committee of the Company recommended the proposal to re-appoint Deloitte as Statutory Auditors of the Company.

Based on the recommendation of Audit Committee and subject to approval of Shareholders, the Board of Directors of the Company have approved the re-appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants as the Statutory Auditors for further period of four (4) consecutive financial years starting April 01, 2022.

The remuneration for audit and limited review services of M/s Deloitte Haskins & Sells LLP (“Deloitte”) for conducting the audit for the financial year 2021-22, was ₹ 7.0 Mn. excluding taxes as applicable.

On the recommendation of the Audit Committee, the proposed remuneration to be paid to Deloitte for Audit and limited review services for the FY23, is upto ₹ 8.5 Mn. excluding applicable taxes.

The Board of Directors and the Audit committee may approve revisions to annual remuneration of the Statutory Auditors for the remaining part of their tenure. The Board of Directors, in consultation with the Audit committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

Besides the Audit services, the Company would also obtain certifications from the Statutory Auditors under various statutory regulations and certifications required by clients, banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee. The proposed fee above shall exclude certification fees, fee for any other services, applicable taxes and reimbursements.

Deloitte have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Companies Act 2013 and other applicable rules and regulations.

The Board of Directors recommends the passing of the Resolution contained in this Item no. 3 of the accompanying Notice as an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution. The Board recommends this resolution for the approval of Shareholders as Ordinary resolution.

Item no. 4:

Mr. Bhaskar Pramanik (DIN 00316650), aged Seventy One (71) years was appointed as Non-Executive Independent Director of Company with effect from December 14, 2017 and his existing term to hold the office of Director will expire on December 13, 2022, therefore, the Board of Directors, on the recommendation of Nomination and Remuneration Committee at their meeting held on August 12, 2022, subject to the approval of Shareholders of the Company, have approved the re-appointment of Mr. Bhaskar Pramanik as Non-Executive Independent Director of the Company with effect from December 14, 2022 for a period of Five (5) years under section 149, 150 of the Companies Act, 2013 (“the Act”).

Notice (Contd..)

The Company has received notice under section 160 of the Act from a member signifying and proposing his candidature as Non-Executive Independent Director of the Company.

As on date of sending of this notice, Mr. Bhaskar Pramanik, is aged Seventy One (71) years and would be attaining the age of Seventy Five (75) years during the term of his re-appointment. Therefore, in view of the provisions of regulation 17 (1A) of SEBI (LODR) Regulations, 2015, for the continuation of Mr. Bhaskar Pramanik as Independent Non-Executive Director upon attaining the age of Seventy Five (75) years, consent of the Shareholders is also required by way of a Special Resolution.

Mr. Bhaskar Pramanik has given a declaration that he fulfills the conditions as set out in Section 149(6) and Schedule IV of the of the Act and "SEBI (LODR) Regulations, 2015" for being eligible for his re-appointment and has given all the requisite disclosures.

Mr. Bhaskar Pramanik has given his consent to act as a Director and confirmed that he is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013 and is not debarred from appointment by any order of SEBI or any other authority. He is eligible for re-appointment for a further term of Five (5) years.

The Board considers that continuance of his association for a second term of Five (5) years would be of immense benefit to the Company considering the knowledge, acumen, expertise and experience in respective field, substantial contribution and performance evaluation conducted for the first term on following parameters:

- a. Active and consistent participation in Board and Committee meetings;
- b. Valuable contribution towards strategy impacting Company's performance; and
- c. Experience on critical areas of functions of the organization.

Mr. Bhaskar Pramanik 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 Like Microsoft India. He is an accomplished management leader and professional from the Technology Industry, actively involved with the Indian IT industry since 1982 and is a regular speaker on computer & technology related subjects at public forums and industry meetings.
- b. Experience in strategic planning and risk management, understanding of emerging local and global trends in IT Industry.

Mr. Bhaskar Pramanik shall be eligible to be paid remuneration by way of sitting fee for attending meetings of the Board or Committees thereof and commission as may be decided by the Board on recommendation of the Nomination and Remuneration Committee and as per the limits specified under Companies act, 2013 ("the Act") and applicable rules and regulations. 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 terms and conditions of appointment of Mr. Bhaskar Pramanik would be available for inspection by the members by writing an email to the Company at investors@tcnsclothing.com.

Except Mr. Bhaskar Pramanik, 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. 4 as set out in the Notice.

The Board of Directors based on the recommendation of the Nomination and remuneration Committee considers the re-appointment of Mr. Bhaskar Pramanik as an Independent Director in the interest of the Company and recommends the Special resolution as set out in the Notice for approval of Shareholders.

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. 4 is given in **Annexure-B** to this Notice.

Item no. 5:

Ms. Neeru Abrol (DIN 01279485), aged Sixty Seven (67) years, was appointed as Non-Executive Independent Director of Company with effect from December 14, 2017 and her existing term to hold the office of Director will expire on December 13, 2022, therefore, the Board of Directors, on the recommendation of Nomination and Remuneration Committee at their meeting held on August 12, 2022, subject to the approval of Shareholders of the Company, have approved the re-appointment of Ms. Neeru Abrol as Non-Executive Independent Director of the Company with effect from December 14, 2022 for a period of Five (5) years under section 149, 150 of the Companies Act, 2013 ("the Act").

The Company has received notice under Section 160 of the Act from a member signifying and proposing her candidature as Non-Executive Independent Director of the Company.

Ms. Neeru Abrol has given a declaration that she fulfills the conditions as set out in Section 149(6) and Schedule IV of the of the Act and SEBI (LODR) Regulations, 2015 for being eligible for her re-appointment and has given all the requisite disclosures.

Notice (Contd..)

Ms. Neeru Abrol has given her consent to act as a Director and confirmed that she is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013 and is not debarred from appointment by any order of SEBI or any other authority. She is eligible for re-appointment for a further term of Five (5) years.

The Board considers that continuance of her association for a second term of Five (5) years would be of immense benefit to the Company considering the knowledge, acumen, expertise and experience in respective field, substantial contribution and performance evaluation conducted for the first term on following parameters:

- a. Active and consistent participation in Board and Committee meetings;
- b. Valuable contribution towards strategy impacting Company's performance; and
- c. Experience on critical areas of functions of the organization.

Ms. Neeru Abrol 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 and managerial experience of running large enterprise like National Fertilizers limited, Steel Authority of India and Others – Ms. Abrol is a Chartered Accountant by profession and has over Four (4) decades of rich experience in manufacturing industry. She embodies an extensive experience in the field of financial management.
- b. Experience in handling management and regulatory environment, strategic planning and risk management, understanding of applicable accountancy laws, accounting standards and financial management.

Ms. Neeru Abrol shall be eligible to be paid remuneration by way of sitting fee for attending meetings of the Board or Committees thereof and commission as may be decided by the Board on recommendation of the Nomination and Remuneration Committee as per the limits specified under Companies act, 2013 ("the Act") and applicable rules and regulations. She 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 terms and conditions of appointment of Ms. Neeru Abrol would be available for inspection by the members by writing an email to the Company at investors@tcnsclothing.com.

Except Ms. Neeru Abrol, 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. 5 as set out in the Notice.

The Board of Directors based on the recommendation of the Nomination and remuneration Committee considers the re-appointment of Ms. Neeru Abrol as an Independent Director in the interest of the Company and recommends the Special resolution as set out in the Notice for approval of Shareholders.

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. 5 is given in Annexure- B to this Notice.

Item no. 6:

Ms. Sangeeta Talwar (DIN 00062478), aged Sixty Six (66) years was appointed as Non-Executive Independent Director of Company with effect from December 14, 2017 and her existing term to hold the office of Director will expire on December 13, 2022, therefore, the Board of Directors, on the recommendation of Nomination and Remuneration Committee at their meeting held on August 12, 2022, subject to the approval of Shareholders of the Company, have approved the re-appointment of Ms. Sangeeta Talwar as Non-Executive Independent Director of the Company with effect from December 14, 2022 for a period of Five (5) years under Section 149, 150 of the Companies Act, 2013 ("the Act") and Articles of Association of the Company.

The Company has received notice under Section 160 of the Act from a member signifying her candidature as Non-Executive Independent Director of the Company.

Ms. Sangeeta Talwar has given a declaration that she fulfills the conditions as set out in Section 149(6) and Schedule IV of the of the Act and SEBI (LODR) Regulations, 2015 for being eligible for her re-appointment and has given all the requisite disclosures.

Ms. Sangeeta Talwar has given her consent to act as a Director and confirmed that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and is not debarred from appointment by any order of SEBI or any other authority. She is eligible for re-appointment for a further term of Five (5) years.

The Board considers that continuance of her association for a second term of Five (5) years would be of immense benefit to the Company considering the knowledge, acumen, expertise and experience in respective field, substantial contribution and performance evaluation conducted for the first term on following parameters:

- a. Active and consistent participation in Board and Committee meetings;
- b. Valuable contribution towards strategy impacting Company's performance; and

Notice (Contd..)

- c. Experience on critical areas of functions of the organization.

Ms. Sangeeta Talwar 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 managing brands like Nestle, Tata Tea and Mattel— Experience in leading well-governed large organizations, with an understanding of organizational systems.
- b. Experience in handling stakeholder relations, strategic planning and Brand building, understanding of consumer expectations and latest trends.

Ms. Sangeeta Talwar shall be eligible to be paid remuneration by way of sitting fee for attending meetings of the Board or Committees and commission as may be decided by the Board on recommendation of the Nomination and Remuneration Committee as per the limits specified under Companies act, 2013 (“the Act”) and applicable rules and regulations. She shall be reimbursed for all the expenses incurred by her for travelling boarding and lodging during his business trips, if any conducted on behalf of the Company.

The terms and conditions of appointment of Ms. Sangeeta Talwar would be available for inspection by the members by writing an email to the Company at investors@tcnsclothing.com.

Except Ms. Sangeeta Talwar, 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. 6 as set out in the Notice.

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the re-appointment of Ms. Sangeeta Talwar as an Independent Director in the interest of the Company and recommends the Special resolution as set out in the Notice for approval of Shareholders.

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. 6 is given in **Annexure-B** to this Notice.

Item no. 7:

Mr. Onkar Singh (DIN 00032290), aged Seventy-One (71) years was appointed as the Executive Director of the Company by the Board at its Meeting held on December 14, 2017 for a period of Five (5) years and his existing term to hold the office of Executive Director will expire on December 13, 2022.

Based on the recommendation of Nomination and Remuneration Committee of the Company, the Board of Directors at their meeting held on August 12, 2022, subject to

the approval of Shareholders of the Company, approved the re-appointment of Mr. Onkar Singh Pasricha as the Executive Director of the Company for a further period of Five (5) years from December 14, 2022 up to December 13, 2027 upon the terms & conditions including remuneration hereinafter mentioned.

The Company has received notice under Section 160 of the Act from a member signifying and proposing his candidature as Executive Director of the Company.

Mr. Onkar Singh Pasricha 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 Executive Director and also confirmed that he is not debarred from appointment by any order of SEBI or any other authority. He is eligible for re-appointment for a further term of Five (5) years.

As on date of sending of this notice, Mr. Onkar Singh Pasricha is aged Seventy One (71) years, therefore, in view of the provisions of section 196 of the Act, for the re-appointment of Mr. Onkar Singh Pasricha, Executive Director consent of the Shareholders is required by way of a Special Resolution.

The principal terms and conditions of appointment of Mr. Onkar Singh Pasricha as the Executive Director are as follows:

- a. **PERIOD OF APPOINTMENT:** For a period of Five (5) years from December 14, 2022 up to December 13, 2027.
- b. **REMUNERATION DETAILS:** As detailed in explanatory statement of item no. 8
- c. **OTHER KEY TERMS:**
 - i. Unless terminated earlier or extended later by the parties pursuant to the existing Employment Agreement, the existing Employment Agreement shall terminate on the earlier of (a) December 13, 2022 or (b) on receipt of the shareholder approval of the New Employment Agreement effective December 14, 2022. The New Employment Agreement shall expire on December 13, 2027.
 - ii. **Retirement:** Mr. Pasricha will retire from the Company at the end of the Proposed Term on December 13, 2027.
 - iii. **Notice period:** Each party agrees to provide ninety (90) days’ notice prior to terminating the agreement for reasons other than cause or for good reason.
 - iv. **Severance:** Not entitled to any severance pay unless approved by Board.
 - v. **Policies:** All the Human Resource Policies of the Company shall also be applicable to the Executive Director unless specifically provided otherwise.

Notice (Contd..)

- vi. **Expenses:** The Company will reimburse Mr. Pasricha for reasonable travel or other expenses incurred in accordance with the Company's expense reimbursement policy.
- vii. **Variation:** Any variation to the terms and conditions of his appointment and remuneration, including Fixed pay, Variable pay and others, will be subject to review and approval by the Nomination and Remuneration Committee, the Board and the shareholders (if applicable) in accordance with the applicable law, including the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- viii. **Qualification:** Mr. Pasricha's employment is conditioned on his representation that he is not disqualified or prevented from acting as a Director/WTD on the Board of the Company, under applicable law including the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that there are no other restrictions, such as a non-compete or non-solicitation agreement.
- ix. **Duties:**
- The Onkar Singh Pasricha shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board of Directors from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board of Directors in connection with and in the best interests of the business of the Company. He continues to be the Key Managerial Personnel of the Company.
 - Mr. Onkar Singh Pasricha undertakes to employ the best of his skill and ability to make his utmost endeavours to promote the interests and welfare of the Company and to conform to and comply with the policies and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board of Directors.

The Board considers that his association would be of immense benefit to the Company, and it is desirable to continue availing services of Mr. Onkar Singh Pasricha as the Executive Director.

Except Mr. Onkar Singh Pasricha, being an appointee and Mr. Arvinder Singh Pasricha, Non-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. 7 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. Onkar Singh Pasricha as Executive Director in the interest of the Company and recommends the passing of the resolution contained in item no. 7 of accompanying notice as a Special resolution.

This Explanatory Statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

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 No. 7 is given in **Annexure-B** to this Notice.

Item no. 8:

The existing term of Mr. Onkar Singh (DIN 00032290), aged Seventy One (71) years, as Executive Director will expire on December 13, 2022. Based on the recommendation of Nomination and Remuneration Committee of the Company, the Board of Directors at their meeting held on August 12, 2022, approved the re-appointment of Mr. Onkar Singh Pasricha as the Executive Director of the Company for a further period of Five (5) years from December 14, 2022 up to December 13, 2027 subject to the approval of Shareholders of the Company.

The remuneration proposed to be paid to Mr. Onkar Singh Pasricha, Chairman and Executive Director of the Company per annum is commensurate with his roles and responsibilities and is in line with the industry benchmarks and the performance of the company. Due to unprecedented COVID-19 pandemic situation, Mr. Onkar Singh Pasricha had voluntary foregone majority part of his salary during the FY 2020-21 and no increments were given since the appointment in 2017. Considering the size of the operations of the Company, role and responsibilities assigned to in his position, his background, competence, experience and his association with the Company and the industry benchmarks; remuneration packages of similarly placed personnel of other corporate bodies in the country, the remuneration proposed to be paid to him is considered to be fair, just and reasonable as stated below:

a. REMUNERATION DETAILS:

- Period:** From April 01, 2022 to March 31, 2025 (FY 2022-23 to 2024-25)
- Compensation Details**
 - Salary:** Upto Rs. 4.5 Mn. per annum (including Retirals, Perquisites, allowances and other benefits).

Notice (Contd..)

- **Commission:** Nil
- **Retirals** include Company's contribution to provident fund, superannuation or annuity fund and gratuity fund as per the service rules of the Company and applicable laws.
- **Sitting Fee:** Nil
- **Perquisites:** Perquisites include but not limited to expenses pertaining to medical reimbursements as per policy of the company, Leave Travel Concession as per policy of the Company, conveyance reimbursements, personal accident insurance, term policy, life insurance policy premium, usage of Company's car(s) with driver, telephone/ internet expenses and other utilities, membership fees of industry associations and/or clubs.

The perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder including any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost incurred by the Company.

If for any financial year during the aforesaid period i.e., between April 1, 2022 to March 31, 2025, the Company has no profits or its profits are inadequate, it shall pay to Mr. Onkar Singh Pasricha remuneration as specified above per annum, as minimum remuneration subject to the limits laid down and, in the manner, as stipulated in Schedule V to the Act, as may for the time being, be in force

The annual increments which will be effective April 1, each year will be decided by the Board in consultation with the Nomination and Remuneration Committee and the same shall be based on the Company's remuneration philosophy, policy and principles.

Except Mr. Onkar Singh Pasricha, being an appointee and Mr. Arvinder Singh Pasricha, Non-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. 8 as set out in the Notice.

The Board of Directors recommends passing of the Resolution at Item No. 8 of the accompanying Notice as a Special Resolution.

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 payment of remuneration at Item No. 8 is given in Annexure-B to this Notice.

Item No. 9:

The Members of the Company on the recommendation of the Nomination and Remuneration Committee and the Board, had approved the re-appointment of Mr. Anant Kumar Daga as Managing Director of the Company for a period of Five (5) years with effect from September 07, 2021 to September 06, 2026 and his remuneration for FY 2021-22, in the 24th AGM of the Company held on September 17, 2021.

In recognition of Mr. Anant Kumar Daga's contribution to the Company's strong performance and increase in shareholder value over the years and considering the company's performance on defined parameters, industry benchmarks and individual performance and based on the recommendation of the Nomination and Remuneration Committee the Board at its meeting held on August 12, 2022 approved the remuneration of Mr. Anant Kumar Daga (DIN 07604184), Managing Director of the Company for the FY 2022-23 subject to approval of shareholders under Section 197 and 198 of the Companies Act, 2013 and other applicable rules and regulations.

The remuneration proposed to be paid to Mr. Anant Kumar Daga, Managing Director of the Company for FY 22-23 as mentioned below is commensurate with his roles and responsibilities and is in line with the industry benchmarks and the performance of the company. Due to unprecedented COVID-19 pandemic situation, Mr. Anant Kumar Daga had voluntarily foregone majority part of his salary during the FY 2020-21. Considering the size of the operations of the Company, role and responsibilities assigned to in his position, his background, competence, experience and his association with the Company and the industry benchmarks remuneration packages of similarly placed personnel of other corporate bodies in the country, the remuneration proposed to be paid to him is considered to be fair, just and reasonable.

The proposed structure of Mr. Anant Kumar Daga as the Managing Director are as follows:

a. REMUNERATION DETAILS:

- i. **Period:** From April 01, 2022 to March 31, 2023 (FY 2022-23)
- ii. **Compensation details:**
 - **Salary:** Upto Rs. 30 Mn. per annum (including Retirals, variable pay as per the policy of the Company, Perquisites, allowances and other benefits).
 - **Commission:** Nil
 - **Retirals** include Company's contribution to provident fund, superannuation or annuity fund and gratuity fund as per the service rules of the Company and applicable laws.

Notice (Contd..)

- **Sitting Fee:** Nil
- **Perquisites:** Perquisites include but not limited to expenses pertaining to medical reimbursements as per policy of the Company, Leave Travel Concession as per policy of the Company, conveyance reimbursements, personal accident insurance, term policy, life insurance policy premium, usage of Company car(s) with driver, telephone/internet expenses and other utilities, membership fees of industry associations and/or clubs.

The perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder including any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost incurred by the Company.

Any perquisite arising out of exercise of options during the year will be calculated at actual and would be in addition to the compensation limit mentioned above.

If during the financial year, the Company has no profits or its profits are inadequate, it shall pay to Mr. Anant Kumar Daga, remuneration as specified above, as minimum remuneration subject to the limits laid down and, in the manner, as stipulated in Schedule V to the Act, as may for the time being, be in force.

It is submitted that based on the projections, the managerial remuneration as aforesaid payable individually to Mr. Anant Kumar Daga may exceed the limits specified in section 197 of the Companies Act, 2013, therefore the Board of Directors recommends passing of the Resolution at Item No. 9 of the accompanying Notice as a Special Resolution.

Except Mr. Anant Kumar Daga, none of Directors, Key Managerial Personnel and their relatives (to the extent of their shareholding in the Company, if any) are considered to be concerned or interested financially or otherwise, in the said Resolution.

This Explanatory Statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Additional information pursuant to the Secretarial Standard on General Meetings (SS-2) in respect of appointment at Item No. 9 is given in **Annexure-B** to this Notice.

For and on behalf of Board of Directors

Sd/-

PIYUSH ASIJA

Company Secretary and Compliance Officer
ACS 21328

Date: August 12, 2022

Place: New Delhi

Notice (Contd..)

Annexure-B**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. (Executive Directors)**

Resolution No.	Resolution No. 2 & 9 (Re-appointment and approval of remuneration)	Resolution No. 7 & 8 (Re-appointment and approval of Remuneration)
Name of Director (DIN)	Mr. Anant Kumar Daga (DIN 07604184)	Mr. Onkar Singh Pasricha (DIN 00032290)
Brief Resume, Experience and Expertise in specific functional areas	Mr. Anant Kumar Daga joined TCNS Clothing Co. Limited as a Chief Executive Officer with effect from March 16, 2010. He was appointed on the Board as Managing Director on September 07, 2016 and re-appointed on September 07, 2021. Prior to joining the Company, Mr. Anant Kumar Daga has worked with Reebok India and ICICI bank.	Mr. Onkar Singh Pasricha holds a bachelor's degree in Technology in Electrical Engineering from Indian Institute of Technology, Delhi. He is one of the Co-founders of TCNS Clothing Co. Limited and has been on the Board of the Company since December 3, 1997. He has more than Forty Five (45) years of experience in the fashion industry spanning from retail, trading, whole-selling, manufacturing and exports. From the early 1970s he has set up manufacturing operations and contract manufacturing in India and other countries to serve global developed markets for international brands and chain store retailers. He has been also awarded for Entrepreneur of the year by Images North Indian Awards (FY 2019).
Date of Birth (Age in years)	April 28, 1977 (45 years)	September 21, 1950 (71 years)
Qualifications	Bachelor's degree in Commerce from the University of Calcutta and a postgraduate diploma in management from Indian Institute of Management, Ahmedabad	B-Tech, Electrical Engineering, IIT-Delhi.
Terms and conditions of appointment/ re-appointment including remuneration	As mentioned in explanatory statement	As mentioned in the explanatory statement
Details of remuneration last drawn	₹ 24.45 Mn.	₹ 3.00 Mn.
Date on which first appointed on the Board	September 07, 2016	December 03, 1997
Details of shareholding in the Company directly or on beneficial basis	36,05,124 equity shares	67,52,681 equity shares
Relationship with other Directors Manager and Key Managerial Personnel (if any)	Not related to any Director of the Company.	Relative of Mr. Arvinder Singh Pasricha (Non-Executive Director) (DIN: 00032420)

Notice (Contd..)

Number of Board meetings attended during the year	5 out of 5 Board meetings	5 out of 5 Board meeting
Board memberships of other Companies	Nil	1. TCNS Limited 2. TCNS Resorts Private Limited
Chairperson/Member of the Committee of the Board of Directors of Company	1. Risk Management Committee (Member) 2. Stakeholders Relationship Committee (Member)	1. Risk Management Committee (Chairperson) 2. Nomination and Remuneration Committee (Member) 3. Corporate Social Responsibility Committee (Member)
Chairperson/Member of the Committee of the Board of Directors of other Companies	Nil	Nil
Name of Listed Companies from which resigned during last Three (3) years	Nil	Nil

Notice (Contd..)

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. (Non Executive Directors)

Resolution No.	Resolution No. 4 (Re-appointment)	Resolution No. 5 (Re-appointment)	Resolution No. 6 (Re-appointment)
Name of Director (DIN)	Mr. Bhaskar Pramanik (DIN 00316650)	Ms. Neeru Abrol (DIN 01279485)	Ms. Sangeeta Talwar (DIN 00062478)
Brief Resume, experience and Expertise in specific functional areas	<p>Mr. Bhaskar Pramanik is the former Chairperson of Microsoft India. He looked after the company's overall sales, marketing and all other transactions across India. He retired from Microsoft in September 2017. He has served as the Chairperson of Sun Microsystems India and Managing Director of Oracle India. He has also served as an Independent Director on the Board of State Bank of India.</p> <p>Mr. Pramanik has more than Thirty (30) years of experience in the Indian IT industry and has been actively involved with the Indian IT industry since 1982 and is a regular speaker on computer & technology related subjects at public forums and industry meetings. He is a member of various committees in CII, MAIT, NASSCOM and was the Chairperson of the American Chamber of Commerce, Karnataka, in 2003-2004. He is a member of the Executive Council of NASSCOM.</p>	<p>Ms. Neeru Abrol has more than Four (4) decades of rich experience in the Manufacturing and Processing Industry. She worked for Twenty Six (26) years with Steel Authority of India Limited at various critical management positions. She was Chairperson & Managing Director at National Fertilizers Limited.</p>	<p>Ms. Sangeeta Talwar is currently a partner at Flyvision Consulting LLP. She has worked with Nestle India as an Executive Vice President (Marketing), Mattel Inc., India as its Managing Director, Tat a Tea as an Executive Director (Marketing) and NDDB Dairy Services as its Managing Director</p>
Date of Birth (Age in years)	March 20, 1951 (71 years)	February 07, 1955 (67 years)	May 05, 1956 (66 years)
Qualifications	Bachelor's degree in Technology from Indian Institute of and Advanced Marketing Management Program from Stanford University.	Chartered Accountant, ICAI	Post-Graduate Diploma in Management from Indian Institute of Management, Kolkata
Terms and conditions of appointment/ re-appointment including remuneration	As detailed in Explanatory Statement above	As detailed in Explanatory Statement above	As detailed in Explanatory Statement above
Details of remuneration last drawn	Sitting fee: ₹ 1.20 Mn.	Sitting fee: ₹ 1.50 Mn.	Sitting fee: ₹ 1.27 Mn.

Notice (Contd..)

Date on which first appointed on the Board	December 14, 2017	December 14, 2017	December 14, 2017
Details of shareholding in the Company directly or on beneficial basis	Nil	Nil	Nil
Relationship with other Directors Manager and Key Managerial Personnel (if any)	Not related to any Director of the Company.	Not related to any Director of the Company.	Not related to any Director of the Company.
Number of Board meetings attended during the year	5 out of 5 Board meeting	5 out of 5 Board meeting	5 out of 5 Board meeting
Board memberships of other Companies	<ol style="list-style-type: none"> 1. Myytake Private Limited 2. Route Mobile Limited 3. Royal Orchid Hotels Limited 4. Myy Sports Private Limited 5. Cordillera Hospitality Private Limited 6. TBO Tek Limited 	<ol style="list-style-type: none"> 1. Apollo Pipes Limited 2. APL Apollo Tubes Limited 3. Apollo Tricoat Tubes Limited 4. Stecol International Private Limited 5. Apollo Metalex Private Limited 6. Shri Lakshmi Metal Udyog Limited 	<ol style="list-style-type: none"> 1. Manipal Global Education Services Private Limited 2. HCL Infosystems Limited 3. Sembcorp Green Infra Limited 4. Mahindra First Choice Wheels Limited 5. Castrol India Limited 6. Sembcorp Energy India Limited 7. Mahindra Holidays and Resorts India Limited 8. Happy Jars Private Limited
Chairperson/Member of the Committee of the Board of Directors of Company	<ol style="list-style-type: none"> 1. Nomination and Remuneration Committee (Chairperson) 2. Audit Committee (Member) 3. Corporate Social Responsibility Committee (Member) 4. Risk Management Committee (Member) 	<ol style="list-style-type: none"> 1. Audit Committee (Chairperson) 2. Nomination and Remuneration Committee (Member) 3. Stakeholders Relationship Committee (Member) 4. Corporate Social Responsibility Committee (Member) 5. Risk Management Committee (Member) 	<ol style="list-style-type: none"> 1. Stakeholders Relationship Committee (Chairperson) 2. Audit Committee (Member) 3. Nomination and Remuneration Committee (Member) 4. Corporate Social Responsibility Committee (Member) 5. Risk Management Committee (Member)
Chairperson/Member of the Committee of the Board of Directors of other Companies.	<ol style="list-style-type: none"> 1. Route Mobile Limited (Chairperson of Stakeholders Relationship Committee) 2. Royal Orchid Hotels Limited (Member of Audit Committee and Stakeholders Relationship Committee) 	<ol style="list-style-type: none"> 1. APL Apollo Tubes Limited (Chairperson of Nomination and Remuneration Committee, Member of Audit Committee and Risk Management Committee) 	<ol style="list-style-type: none"> 1. HCL Infosystems Limited (Chairperson of Stakeholders Relationship Committee and Nomination and Remuneration Committee and Member of Audit Committee)

Notice (Contd..)

	<p>3. TBO Tek Limited (Chairperson of Stakeholders Relationship Committee, Members of Audit Committee and Risk Management Committee)</p>	<p>2. Apollo Pipes Limited (Chairperson of Stakeholders Relationship Committee and Nomination and Remuneration Committee, Member of Audit Committee and Risk Management Committee)</p> <p>3. Apollo Tricoat Tubes Limited (Chairperson of Stakeholders Relationship Committee, Members of Audit Committee, Corporate Social Responsibility Committee, Nomination and Remuneration Committee and Risk Management Committee)</p> <p>4. Stecol International Private Limited (Chairperson of Audit Committee, Member of Risk Management Committee, Corporate Social Responsibility Committee and Nomination and Remuneration Committee)</p> <p>5. Apollo Metalex Private Limited (Member of Corporate Social Responsibility Committee)</p> <p>6. Shri Lakshmi Metal Udyog Limited (Member of Corporate Social Responsibility Committee)</p>	<p>2. Sembcorp Energy India Limited (Chairperson of Nomination and Remuneration Committee and Member of Corporate Social Responsibility Committee)</p> <p>3. Sembcorp Green Infra Limited (Chairperson of Nomination and Remuneration Committee and Member of Audit Committee and Corporate Social Responsibility Committee)</p> <p>4. Castrol India Limited (Chairperson of Nomination and Remuneration Committee, Member of Audit Committee and Corporate Social Responsibility Committee)</p> <p>5. Mahindra First Choice Wheels Limited (Member of Audit Committee and Nomination and Remuneration Committee)</p> <p>6. Manipal Global Education Services Private Limited (Chairperson of Corporate Social Responsibility Committee and Member of Audit Committee)</p> <p>7. Mahindra Holidays and Resorts India Limited (Chairperson of Corporate Social Responsibility Committee and Member of Stakeholders Relationship Committee)</p>
<p>Name of Listed Companies from which resigned during last (3) Three) years</p>	<p>1. State Bank of India</p>	<p>Nil</p>	<p>1. Glaxosmithkline Consumer Healthcare Limited (cease to be Director due to Amalgamation)</p>

For and on behalf of Board of Directors

Sd/-

PIYUSH ASIJA

Company Secretary and Compliance Officer
ACS 21328

Date: August 12, 2022

Place: New Delhi