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| Corporate Relations Department BSE Limited 1 st Floor, New Trading Ring Rotunda Building, P J Tower, Dalal Street, Fort, Mumbai 400001 Scrip Code: 541700 | Corporate Listing Department National Stock Exchange of India Limited Exchange Plaza, 5th Floor Plot No.C-1, G Block Bandra-Kurla Complex Bandra (East), Mumbai 400051 Symbol: TCNSBRANDS |
|---|--|

Sub.: Voting Results of the meeting of the Equity Shareholders of TCNS Clothing Co. Limited ("the Company") held on June 5, 2024 pursuant to the directions of the National Company Law Tribunal, Mumbai Bench ("NCLT")

Ref.: 1. Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")
2. Our intimation dated May 3, 2024

Dear Sir/ Madam,

Pursuant to the above referred, the meeting of the equity shareholders of the Company held today pursuant to the directions of NCLT, Mumbai Bench through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"), to consider and approve the Scheme of Amalgamation (by way of Merger by Absorption) among Aditya Birla Fashion and Retail Limited and TCNS Clothing Co. Limited and their respective shareholders and creditors ("Scheme") under Sections 230-232 of the Companies Act, 2013 and other applicable provisions. The meeting commenced at 10:00 a.m. and concluded at 10:47 a.m.

In this connection and as required under the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations, please find enclosed:

- I. Voting Results, in relation to the business transacted at the Meeting, as required under Regulation 44 of the SEBI Listing Regulations, attached and marked as **Annexure A1** (majority of persons representing three-fourth in value - including promoter and promoter group) and **Annexure A2** (majority of Public shareholders - excluding promoter and promoter group).
- II. Scrutinizer Report on combined e-voting results dated June 4, 2024 issued by Mr. Mitesh Shah, a Practicing Company Secretary, enclosed as **Annexure B**.

The resolution approving the Scheme was passed by the Members representing three-fourth in value of the Equity Shareholders and number of votes cast by the Public Shareholders are more than the number of votes cast by the Public Shareholders against it, through remote e-voting and e-voting during the Meeting, in terms of the provisions of Sections 230 - 232 of the Companies Act, 2013.

The above reports are available on the website of the Company i.e. www.wforwoman.com and the Company's Registrar and Share Transfer Agent, KFin Technologies Limited i.e. at <https://evoting.kfintech.com>

This is for your information and records.

Thanking you.

Sincerely,
For **TCNS Clothing Co. Limited**

Sonia Bhandari
Company Secretary and Compliance Officer
Encl.: As above



VOTING RESULTS OF THE NCLT CONVENED OF THE EQUITY SHAREHOLDERS HELD ON JUNE 5, 2024 AT 10:00 A.M.

Annexure A1

| | |
|--|---------------------|
| Date of Meeting | June 5, 2024 |
| Total number of shareholders on the record Date (i.e., May 29, 2024 cut-off date for voting purpose) | 19,894 |
| No. of shareholders present in the meeting either in person or through authorized representatives or through proxy: | |
| • Promoter and Promoter Group | Not Applicable |
| • Public | Not Applicable |
| No. of shareholders attended the meeting through video conferencing | |
| • Promoter and Promoter Group | 1 |
| • Public | 49 |



TCNS CLOTHING CO. LIMITED

(a subsidiary of Aditya Birla Fashion and Retail Limited)

REGD. OFFICE: PIRAMAL AGASTYA CORPORATE PARK, BUILDING 'A', 4TH AND 5TH FLOOR, UNIT NO. 401, 403, 501, 502, L.B.S. ROAD, KURLA, MUMBAI, MAHARASHTRA - 400070, INDIA

CORP OFFICE: 119 & 127, W-HOUSE, NEELGAGAN TOWER, MANDI ROAD, SULTANPUR, MEHRAULI, NEW DELHI-110030, INDIA

PH: 011-42193193, Email: investors@tcnsclothing.com, www.wforwoman.com, www.shopforaurelia.com

CIN: L99999MH1997PLC417265

VOTING RESULTS OF THE NCLT CONVENED OF THE EQUITY SHAREHOLDERS HELD ON JUNE 5, 2024 AT 10:00 A.M.

Annexure A

| Resolution required: (Special Resolution) | | Scheme of Amalgamation (by way of Merger by Absorption) among TCNS Clothing Co. Limited and Aditya Birla Fashion and Retail Limited and their respective shareholders and creditors under Sections 230-232 of the Companies Act, 2013 | | | | | | |
|---|-------------------------------|---|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | Yes | | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]* 100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | Remote E-Voting | 32908325 | 32908325 | 100.000 | 32908325 | 0 | 100.000 | 0 |
| | Poll (E-voting at AGM) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 32908325 | 100 | 32908325 | 0 | 100.000 | 0 |
| Public- Institutions | Remote E-Voting | 3823076 | 857344 | 22.425 | 857344 | 0 | 100.000 | 0 |
| | Poll (E-voting at AGM) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 857344 | 22.425 | 857344 | 0 | 100.000 | 0 |
| Public- Non Institutions ⁽ⁱⁱ⁾ | Remote E-Voting | 26542017 | 18822991 | 70.917 | 18820907 | 2084 | 99.988 | 0 |
| | Poll (E-voting at AGM) | | 138412 | 0.521 | 138412 | 0 | 100.000 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 18961403 | 71.439 | 18959319 | 2,084 | 99.989 | 0.011 |
| Total | | 63273418 | 52727072 | 83.332 | 52724988 | 2084 | 99.996 | 0.004 |



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CIN: L99999MH1997PLC417265

VOTING RESULTS OF THE NCLT CONVENED OF THE EQUITY SHAREHOLDERS HELD ON JUNE 5, 2024 AT 10:00 A.M.

Annexure A2

| | |
|--|---------------------|
| Date of Meeting | June 5, 2024 |
| Total number of shareholders on the record Date (i.e., May 29, 2024 cut-off date for voting purpose) | 19,894 |
| No. of shareholders present in the meeting either in person or through authorized representatives or through proxy: | |
| • Promoter and Promoter Group | Not Applicable |
| • Public | Not Applicable |
| No. of shareholders attended the meeting through video conferencing | |
| • Promoter and Promoter Group | 1 |
| • Public | 49 |



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CIN: L99999MH1997PLC417265

VOTING RESULTS OF THE NCLT CONVENED OF THE EQUITY SHAREHOLDERS HELD ON JUNE 5, 2024 AT 10:00 A.M.

Annexure A2

| Resolution required: (Special Resolution) | | Scheme of Amalgamation (by way of Merger by Absorption) among TCNS Clothing Co. Limited and Aditya Birla Fashion and Retail Limited and their respective shareholders and creditors under Sections 230-232 of the Companies Act, 2013 | | | | | | |
|---|-------------------------------|---|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | YES | | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]* 100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | Remote E-Voting | 3,29,08,325 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll (E-voting at AGM) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Institutions | Remote E-Voting | 38,23,076 | 8,57,344 | 22.4255 | 8,57,344 | - | 100.00 | - |
| | Poll (E-voting at AGM) | | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - |
| | Total | | 8,57,344 | 22.4255 | 8,57,344 | - | 100.000 | - |
| Public- Non Institutions | Remote E-Voting | 26542017 | 1,88,22,991 | 70.9177 | 1,88,20,907 | 2,084 | 99.9889 | - |
| | Poll (E-voting at AGM) | | 1,38,412 | 0.5215 | 1,38,412 | - | 100.0000 | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - |
| | Total | | 1,89,61,403 | 71.4392 | 1,89,59,319 | 2,084 | 99.9890 | 0.0110 |
| Total | | 6,32,73,418 | 1,98,18,747 | 31.3224 | 1,98,16,663 | 2,084 | 99.9895 | 0.0105 |



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PH: 011-42193193, Email: investors@tcnsclothing.com, www.wforwoman.com, www.shopforaurelia.com

CIN: L99999MH1997PLC417265

Form MGT-13

SCRUTINIZER'S COMBINED REPORT ON REMOTE E-VOTING & E-VOTING

[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014]

To,

Mr. Mukesh Mittal (Retd. IRS)

The Hon'ble Chairperson appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT" or "Tribunal") for convening meeting of Equity Shareholders of TCNS Clothing Co. Limited (Transferor Company).

(CIN: L99999MH1997PLC417265)

Regd. Office: Piramal Agastya Corporate Park, Building 'A', 4th and 5th Floor,
Unit No. 401, 403, 501, 502, L.B.S. Road, Kurla, Mumbai – 400070.

Sub: Report of the Scrutinizer on the results of voting conducted at Meeting of the Equity Shareholders of TCNS Clothing Co. Limited convened as per the Hon'ble National Company Law Tribunal, Mumbai Bench order dated April 26, 2024 on Wednesday, 5th day of June, 2024 at 10.00 A.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") in respect of approving the proposed Scheme of Amalgamation among TCNS Clothing Co. Limited (Transferor Company) and Aditya Birla Fashion and Retail Limited (Transferee Company) and their respective shareholders ("Scheme").

Dear Sir,

I, Mitesh J. Shah, Proprietor of M/s. Mitesh J. Shah & Associates, Practicing Company Secretary (FCS No. 10070 and CP No. 12891) have been appointed as the Scrutinizer by the Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT) vide its order dated 26th day of April, 2024 passed in CA (CAA) No. 54 / MB-I / 2024 for the purpose of scrutinizing the electronic voting including remote electronic voting for the resolution contained in the notice dated 3rd May, 2024 at the NCLT Convened Meeting ("meeting") of the Equity Shareholders of TCNS Clothing Co. Limited pursuant to the order of Hon'ble NCLT on Wednesday, the 5th day of June, 2024 at 10:00 A.M. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

1. The notice dated 3rd May, 2024 as confirmed by the Company was sent to the Shareholders in respect of the below mentioned resolution passed at the meeting of the Equity Shareholders of the Company through electronic mode to those Members whose names appear in the register of members/list of beneficial owners on Friday, April 26, 2024 in compliance with General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (collectively referred to as "Relevant Circulars") and Secretarial Standard -2 on General Meetings as issued by the Institute of Company Secretaries of India ("SS-2"), each as may be amended from time to time.



C-104, 1st Floor, Hetal Arch, S. V. Road, Opp. Natraj Market, Malad (W), Mumbai - 400064.

2. The Company has also published notice of the Meeting of the Equity Shareholders of the Company in "Business Standard", English language, Mumbai Edition and translation thereof in Marathi language in "Navshakti, Mumbai Edition on 6th May, 2024.
3. The Shareholders of the Company holding shares as on the "cut-off" date i.e. Wednesday, May 29, 2024 were entitled to vote on the proposed resolution as set out in Notice of meeting of the Equity Shareholders of the Company.
4. The Company had availed the e-voting facility offered by KFin Technologies Limited. The voting period for remote e-voting commenced on Friday, May 31, 2024 at 9:00 A.M. (IST) and ended on Tuesday, June 04, 2024 at 05:00 P.M. (IST) and the KFinTech e-voting platform was blocked thereafter.

The Company also provided e-voting facility to the shareholders present at the meeting held through VC/OAVM. The votes casted through remote e-voting before the meeting and e-voting done at the time of the meeting were unblocked and calculated after the conclusion of the meeting.

5. Based on the data downloaded from the official website of the KFinTech for the remote e-voting and e-Voting process, we have scrutinized and reviewed the remote e-voting and e-voting process and votes tendered therein.
6. The Meeting of the Equity Shareholders commenced at 10:00 A.M. IST with the requisite quorum prescribed under Section 103 of the Companies Act, 2013.

The Chairperson appointed by Hon'ble National Company Law Tribunal, Mumbai Bench ("**NCLT**" or "**Tribunal**") was responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior to the meeting and e-voting during the meeting on the resolution contained in the notice of the meeting of the Company.

My responsibility as scrutinizer for the remote e-voting and e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour of or against the resolution.

I now submit my combined Report as under on the result of the remote e-voting and e-voting in respect of the resolution proposed in the Notice of the meeting:

Resolution:

To consider and approve the proposed Scheme of Amalgamation among TCNS Clothing Co. Limited (Transferor Company) and Aditya Birla Fashion and Retail Limited (Transferee Company) and their respective shareholders ("Scheme").



A. Votes cast by public shareholders (excluding Promoter & Promoter Group, Related Parties, Subsidiaries and Associates of the Promoter & Promoter Group of the Company) as required under Part-I(A)(10)(b) of SEBI/HO/CFD/POD-2/P/CIR/2023/93 ("hereinafter referred to as SEBI Circular") dated June 20, 2023

| Particulars | Number of Public Shareholders | Number of votes cast by them | Percentage (%) |
|-----------------------------------|-------------------------------|------------------------------|----------------|
| Votes in favour of the Resolution | 95 | 1,98,16,663 | 99.989 |
| Votes against the Resolution | 10 | 2,084 | 0.011 |
| Invalid Votes | - | - | - |
| Total | 105 | 1,98,18,747 | 100 |

B. Votes cast by all equity shareholders (including Promoter & Promoter Group, Related Parties, Subsidiaries and Associates of the Promoter & Promoter Group of the Company)

| Particulars | Number of Shareholders | Number of votes cast by them | Percentage (%) |
|-----------------------------------|------------------------|------------------------------|----------------|
| Votes in favour of the Resolution | 96 | 5,27,24,988 | 99.996 |
| Votes against the Resolution | 10 | 2,084 | 0.004 |
| Invalid Votes | - | - | - |
| Total | 106 | 5,27,27,072 | 100 |

Based on the aforesaid results, we report that the resolution as contained in the Notice of the meeting has been passed with requisite majority.

The relevant records relating to remote e-voting and e-voting are under our safe custody and will be handed over to the Chairperson of the meeting of the Equity Shareholders of the Company which will be subsequently handed over to the Company for records and safe keeping.

Thanking you,

Yours faithfully,

For Mitesh J Shah & Associates
Company Secretaries


Mitesh J. Shah
Proprietor



FCS No. 10070
CP No. 12891

Peer Review Certificate No. 1730/2022
UDIN: F010070F000533274

Date: June 05, 2024
Place: Mumbai