Date: August 31, 2020

To	To
Corporate Relations 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.

Dear Sir

Sub: Notice of 23rd Annual General Meeting

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

Notice is hereby given that the 23rd Annual General Meeting (23rd AGM) of the members of the company is scheduled to be held on **Thursday, September, 24 2020 at 2:00 p.m. (IST)** through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM').

Further, 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 **Friday, September 18, 2020 to Thursday, September 24, 2020 (both days inclusive)** for taking record of the Members of the Company for the purpose of 23rd AGM.

Further, Pursuant to Section 108 of The Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014 as amended the cut-off date for determining the eligibility for remote e-voting shall be **Thursday, September 17, 2020.**

Further, Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remote e-voting facility to members shall commence with effect from **Monday, September 21, 2020 at 9:00 a.m. and ends on Wednesday, September 23, 2020 at 5:00 p.m. (IST).**

This is for your information and records.

For and On behalf of TCNS Clothing Co. Limited

TCNS CLOTHING CO. LIMITED New Delhi

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

Dear Members,

Invitation to attend the 23rd Annual General Meeting of TCNS CLOTHING CO. LIMITED.

You are cordially invited to attend the 23rd Annual General Meeting of the Company to be held on **Thursday, the 24th day of September 2020** at **2:00 P.M. (IST)** through video conferencing. The notice convening the Annual General Meeting is attached herewith.

In order to enable ease of participation of the Members, we are providing the below key details regarding the meeting for your reference:

S. No.	Particulars	Details
1.	Link for live webcast of the Annual General Meeting and for participation through Video Conferencing (VC)	https://emeetings.kfintech.com
2.	Link for remote e-voting	https://evoting.kfintech.com
3.	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 at page no. 8 of this Notice for further information.
4.	Helpline number for VC participation and e-voting	Contact KFin Technologies Private Limited ('KFin Tech') at 1-800-3454-001 or write to them at evoting@kfintech.com.
5.	Cut-off date for e-voting	Thursday, September 17, 2020.
6.	Time period for remote e-voting	Commences at 9:00 A.M. (IST) on Monday, September 21, 2020 and ends at 5:00 P.M. (IST) on Wednesday, September 23, 2020.
7.	Book closure dates	From Friday, September 18, 2020 to Thursday, September 24, 2020 (both days inclusive).
8.	Link for Members to temporarily update e-mail address	https://ris.kfintech.com/email_registration/
9.	Last date for publishing results of the e-voting	Saturday, September 26, 2020.
10.	Registrar and Share Transfer Agent contact details	Mr. Umesh Pandey, Manager KFin Technologies Private Limited ('KFin Tech') Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032. Phone No.: +91 40 6716 2222 Toll-free No.: 1800-345-4001. E-mail: einward.ris@kfintech.com; evoting@kfintech.com
11.	TCNS's contact details	investors@tcnsclothing.com 011-42193193/011-42193176

For and on behalf of Board of Directors

Sd/-

PIYUSH ASIJA

Company Secretary and Compliance Officer

ACS 21328

Date: August 18, 2020

Place: New Delhi

Notice

Notice is hereby given that the 23rd (Twenty Third) Annual General Meeting ("AGM") of the Members of TCNS Clothing Co. Limited will be held on **Thursday, the 24th day of September 2020 at 2:00 P.M. (IST)** through Video Conferencing (VC)/ Other Audio Video Mode (OAVM), to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint Mr. Anant Kumar Daga (DIN: 07604184) as a Director, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. **Approval for Remuneration of Mr. Anant Kumar Daga (DIN: 07604184), Managing Director of the Company.**

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

   "**RESOLVED THAT** pursuant to the provisions under Section 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") including any statutory amendments, modifications or re-enactment thereof and subject to such other requisite approvals, the payment of remuneration to Mr. Anant Kumar Daga, (DIN: 07604184), Managing Director of the Company, for financial year 2020-21 within the maximum permissible remuneration as specified in Section II of Part II of Schedule V to the Companies Act, 2013 without obtaining the approval of the Central Government be and is hereby approved, on such terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company and as set out in the explanatory statement forming part of this notice, notwithstanding that the remuneration may exceed the limits prescribed in the provisions of Section 197, 198 and within the limits prescribed under Schedule V to the Companies Act, 2013 in case of no profits/inadequate profits."

   "**RESOLVED FURTHER THAT** the overall managerial remuneration payable to Mr. Anant Kumar Daga shall be such amount as may be fixed by the Board from time to time on recommendation of the Nomination and Remuneration Committee, but not exceeding previous year's amount of ₹ 25.5 million per annum (excluding any perquisite value arising out of exercise of Employee stock option as already exercised by him) at any point of time and that the terms and conditions of the aforesaid remuneration payable to Mr. Anant Kumar Daga be varied/altered/revised within aforesaid overall limit, as decided and approved by the Board/ Nomination and Remuneration Committee as may be required during aforesaid period of 1 (One) year."

   "**RESOLVED FURTHER THAT** notwithstanding anything contained in Section 197, 198 and Schedule V of the Companies Act, 2013 or any amendment/re-enactments thereof or any revised/new schedule thereof, in the event of absence of profits or inadequate profits in any financial year, the salary, perquisites and statutory benefits, as set out in the explanatory statement forming part of this notice be paid as minimum remuneration to Mr. Anant Kumar Daga, Managing Director of the Company."

   "**RESOLVED FURTHER THAT** the Board be and is hereby authorised to review and determine from time to time increase his remuneration at its discretion, within the maximum remuneration as approved by the Members and to do all such necessary acts, deeds, matters and things as are required to be done in this regard."

   "**RESOLVED FURTHER THAT** Mr. Onkar Singh Pasricha, Director of the Company and Mr. Piyush Asija, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things, as may be necessary to give effect to this resolution."

4. **Approval for Remuneration of Mr. Onkar Singh Pasricha (DIN: 00032290), Chairman and Executive Director of the Company.**

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

   "**RESOLVED THAT** pursuant to the provisions under Section 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the

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Act") including any statutory amendments, modifications or re-enactment thereof and subject to such other requisite approvals, as may be required in this regard, the payment of remuneration to Mr. Onkar Singh Pasricha (DIN: 00032290), Chairman and Executive Director of the Company for the financial year FY 2020-21 within the maximum permissible remuneration as specified in Section II of Part II of Schedule V to the Companies Act, 2013 without obtaining the approval of the Central Government be and is hereby approved on such terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company and as set out in the explanatory statement forming part of this notice, notwithstanding that the remuneration may exceed the limits prescribed in the provisions of Section 197, 198 and within the limits prescribed under Schedule V to the Companies Act, 2013 in case of no profits/ inadequate profits."

"**RESOLVED FURTHER THAT** the overall managerial remuneration payable to Mr. Onkar Singh Pasricha, Chairman and Executive Director of the Company, shall be such amount as may be fixed by the Board from time to time on recommendation of the Nomination and Remuneration Committee, but not exceeding previous year's amount of ₹ 3 million per annum at any point of time and that the terms and conditions of the aforesaid remuneration payable to Mr. Onkar Singh Pasricha be varied/altered/ revised within aforesaid overall limit, as decided and approved by the Board/Nomination and Remuneration Committee as may be required during aforesaid period."

"**RESOLVED FURTHER THAT** notwithstanding anything contained in Section 197, 198 and Schedule V of the Companies Act, 2013 or any amendment/re-enactments thereof or any revised/new schedule thereof, in the event of absence of profits or inadequate profits in any financial year, the salary, perquisites and statutory benefits, as set out in the explanatory statement forming part of this notice be paid as minimum remuneration to Mr. Onkar Singh Pasricha, Chairman and Executive Director of the Company."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorised to review and determine from time to time, increase his remuneration at its discretion, within the maximum remuneration as approved by the Members and to do all such necessary acts, deeds, matters and things as are required to be done in this regard."

"**RESOLVED FURTHER THAT** Mr. Anant Kumar Daga, Managing Director of the Company and Mr. Piyush Asija, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things, as may be necessary to give effect to this resolution."

5. **To approve the alteration of the Object clause of the Memorandum of Association of the Company.**

To consider and, if thought fit, to pass with or without modification(s) in line with the Company's category expansion strategy including but not limited to accessories, bags, lingerie etc., the following Resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to provisions of Section 13, Section 4 and other applicable provisions, if any, of the Companies Act, 2013, ("Act") including any statutory modifications or re-enactment thereof for the time being in force and rules made thereunder and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, the alteration of the Objects Clause of the Memorandum of Association ("MOA") be and is hereby approved by adding the clause no- II to the Main Objects, which reads as follows:

"To carry on the business in India or outside India as manufacturers, producers, assemblers, buyers, sellers, exporters, importers, designers, merchandisers, coordinators, traders, dealers, agents, distributors, consigners, consignee, commission agent, combers, job work, scourers, finishers, stockists, auctioneers, trustees, jobbers, contractors, packers, retailers, wholesalers, suppliers, representatives, sub-agents, aggregators, inquiry agents, publicity and advertising agents of all types of products and services including but not limited to all kind of life style products, fashion products and accessories

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of every description, footwear, all types eyewear including sunglasses and accessories, bags including hand bags, luggage and other travelling accessories, headwear, wristwear, jewellery including artificial jewellery, ornaments, watches, bracelets, anklets, undergarments, lingerie, innerwear, handloom fabrics, bed coverings, pillows including neck pillows, home furnishing articles, home decor articles, office equipment, novelties, showpieces, other decorative articles, handicrafts, gift items including greeting cards, posters, furniture products, all types of crockery/ pottery made up of ceramic or otherwise, beauty products of every description, cosmetics, perfumes, disinfectants, pharmaceutical products, fragrances, vaporous substances, toiletries, creams, skin and hair care products, herbal products, domestic and industrial sanitisers and all other identical and similar products and goods of every description and of any material and allied product, by-products and substitutes for all or any of them and to treat and utilise any waste arising from any such manufacture, production or process and blends and mix thereof."

"**RESOLVED FURTHER THAT** necessary revision in numbering the clauses of the Memorandum of Association of the Company shall be carried out."

"**RESOLVED FURTHER THAT** Mr. Onkar Singh Pasricha, Director of the Company and Mr. Piyush Asija, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things, as may be necessary to give effect to this resolution."

For and on behalf of Board of Directors

Sd/-
PIYUSH ASIJA
Company Secretary and Compliance Officer
ACS 21328

Date: August 18, 2020
Place: New Delhi

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NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ('the Act') relating to the Special Business to be transacted at the Annual General Meeting ('AGM'/ 'Meeting') is annexed hereto. The Board of Directors of the Company has opined that the special business under Item No. 3 to 5, being considered unavoidable, be transacted at 23rd AGM of the Company.
2. Pursuant to the provisions of Section 152 of Companies Act, 2013, Regulation 36(3) 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 Director seeking re-appointment and seeking fixation of remuneration at the AGM is attached as an **Annexure-B** and forms an integral part of this Notice.
3. In view of the COVID-19 pandemic and restrictions on movement as well as social distancing norms, the Ministry of Corporate Affairs ('MCA') has vide its Circular Nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, read with Circular No. 20/2020 dated May 5, 2020 and the Securities and Exchange Board of India ('SEBI') has vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (collectively "Applicable Circulars"), relaxing provisions of the SEBI (LODR), Regulations, 2015, permitted holding of the AGM through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'). Accordingly, the 23rd AGM of the Company will be held through VC/OAVM in compliance with the provisions of the Act and the SEBI (LODR), Regulations, 2015. The deemed venue for the AGM shall be Corporate Office of the Company which is situated within the local limits of Registered Office of the Company.
4. **Procedure for obtaining the Annual Report, AGM Notice with e-voting instructions/ credentials by Members whose email addresses are not registered with the Depositories/not submitted to the RTA:**

   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. Therefore, those Members who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

   i. Those Members who have not registered their email address, mobile numbers, address and bank details (including any changes thereof) may please contact and validate/ update their details with their respective Depository Participant(s) for shares held in electronic form.

      Members holding shares in physical form may register their email address and mobile number. Members holding shares in physical form can submit their PAN to the Company or to KFin Tech.

   ii. 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/email_registration/. 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).

   iii. Members only 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

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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, Notice of AGM with e-voting instructions by email.

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 annexed to this Notice.
6. Corporate Members are requested to send the duly certified scanned copy of the Resolution of the Board or governing body, authorizing their representative(s) to attend through VC/OAVM and vote through remote e-voting on their behalf at the Meeting pursuant to Section 112 and 113 of the Act. The said resolution/authorization shall be sent to the Scrutiniser by email through its registered email address to sanjaygrover7@gmail.com with a copy marked to evoting@kfintech.com.
7. Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, i.e., Thursday, September 24, 2020.
8. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. In line with the Applicable Circulars, Members will be able to join the AGM on a first-come first-served basis. However, the large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of the Audit Committee, Compensation, Nomination & Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc. can attend the AGM without any restriction on account of first-come-first-served principle.
10. 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.
11. 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/investor-support-nomination-form/.
12. 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.
13. 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 Friday, September 18, 2020 to Thursday, September 24, 2020 (Date of AGM) (Both days inclusive).
14. Members under the category of Institutional investors are encouraged to attend and vote at the meeting.
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 1, 2019. Accordingly, the Company/KFin Tech has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialization by contact the Company/KFin Tech for assistance in this regard.
16. 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.

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17. Inspection of documents:

Certificate from Deloitte Haskins and Sells LLP, Statutory 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 relevant documents referred to in the Notice will be available electronically for inspection by the Members during the AGM.

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 10 days before the date of AGM, through email at investors@tcnsclothing.com. The same will be replied by the Company suitably.

18. The 23rd Annual General Meeting has been convened through VC/OAVM in Compliance with applicable provisions of the Companies Act, 2013 read with Applicable Circulars.

19. The recorded transcript of this meeting, shall as soon as possible, be made available on the website of the Company at www.wforwoman.com.

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INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM

i. Members are being provided the facility to attend the AGM through VC/OAVM platform of KFin Technologies Private Limited ('KFin Tech'). Members are requested to participate in the AGM through VC/OAVM by visiting the link https://emeetings.kfintech.com and logging in by using their e-voting credentials. Further, Members have to select the EVENT and the name of the Company and click on 'Video Conference' option to join the AGM. 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 in the Notice.

ii. Facility of joining the AGM through VC/OAVM shall open 15 minutes before the time scheduled for the AGM (i.e. 02:00 PM. (IST) on Thursday, September 24, 2020) and will be available throughout the proceedings of the AGM. Members will be allowed to attend the AGM through VC/OAVM on first-come-first-served basis.

iii. For a better experience, Members are encouraged to join the AGM through their computers with Google Chrome browser.

iv. Please note that participants connecting from mobile devices/tablets/computers via mobile hotspot may experience audio/video loss due to fluctuation in 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 Friday, September 18, 2020 to Sunday, September 20, 2020. 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.

INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS

i. In compliance with the provisions of Section 108 of the Act, the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (LODR), Regulations, 2015, the Company is pleased to provide its Members the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means i.e. remote e-voting either before the AGM or e-voting/Insta poll during the AGM. Resolution(s) passed by Members through e-voting will be deemed as if they have been passed at the AGM.

The Company has engaged the services of KFin Tech as the agency to provide the e-voting facility.

ii. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on Thursday, September 17, 2020 **('the cut-off date')**, shall be entitled to vote in respect of the shares held, by availing the facility of remote e-voting. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Any person, who acquires shares of the Company and becomes a Member after dispatch of the Notice and holds shares as of the cut-off date, may obtain the User ID and Password by following the procedure mentioned in the Notice.

iii. The Members can opt for only one mode of voting i.e. either by remote e-voting before the AGM or Insta poll during the AGM. The Members who have not already cast their vote by remote e-voting before the AGM shall be able to exercise their right during the AGM through e-voting/Insta poll. The Members who have cast their vote by remote e-voting before the AGM are eligible to attend the AGM through VC/OAVM but shall not be entitled to cast their vote again through e-voting/Insta poll during the AGM.

iv. The period of remote e-voting before the AGM commences on Monday, September 21, 2020 (9:00 a.m. IST) and ends on Wednesday, September 23, 2020 (5:00 p.m. IST). The remote e-voting module shall thereafter be disabled by KFin Tech for voting and subsequently enabled for e-voting/Insta poll, during the AGM. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

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A) Steps for remote e-voting before the AGM:

i. Launch internet browser by typing the URL: https://emeetings.kfintech.com.

ii. Enter the login credentials (i.e. User ID and Password). Your DP ID and Client ID will be your User ID. However, if you are already registered with KFin Tech for e-voting, you can use your existing User ID and password for casting your vote.

iii. After entering these details appropriately, Click on 'LOGIN'.

iv. You will now reach 'Password Change Menu' wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one uppercase (A-Z), one lowercase (a-z), one numeric value (0-9) and a special character (@, #, $, etc.). The system will prompt you to change your password and update your contact details such as mobile number, e-mail ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

v. You will need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the 'EVENT' i.e., 'TCNS Clothing Co. Limited - 5520'.

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under 'FOR/AGAINST' or alternatively, you may partially enter any number in 'FOR' and partially in 'AGAINST' but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding as on the cut-off date, i.e. Thursday, September 17, 2020. You may also choose the option 'ABSTAIN'. If the Member does not indicate either 'FOR' or 'AGAINST', it will be treated as 'ABSTAIN' and the shares held will not be counted under either heads.

viii. Members holding multiple Demat Accounts shall carry out the e-voting process separately for each Demat Account.

ix. Voting has to be done for each Resolution of the Notice of the 23rd AGM separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and clicking on 'SUBMIT'.

xi. Thereafter, a confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify or change the votes cast. However, Members can login any number of times till they have voted on all the Resolutions.

xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send a scanned copy (pdf format) of the Board Resolution/Authority Letter etc., certified to be true, to the Scrutiniser at e-mail ID: sanjaygrover7@gmail.com with a copy marked to evoting@kfintech.com. The scanned copy of the above mentioned documents should be named in the format 'TCNS Clothing Co. Limited_EVENT NO. 5520'.

xiii. Members who have already voted through remote e-voting before the AGM will be eligible to attend the AGM.

xiv. In case of Members who have not registered their e-mail address (including Members holding shares in physical form), please follow the steps for registration of e-mail address and obtaining User ID and Password for e-voting as mentioned in this Notice in note no. 4 .

B) Steps for e-voting/Insta poll during the AGM:

Only those Members present at the AGM through VC/OAVM and have not already cast their vote through remote e-voting shall be eligible to vote through e-voting/Insta poll during the AGM. Voting during the AGM is integrated with the VC/OAVM platform and no separate login is required for the same. Members may click on the voting (👍) icon on the left side of the screen to cast their votes once the e-voting/Insta poll is announced at the Meeting.

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C) Other Instructions:

i. Any person, who acquires shares of the Company and becomes a Member after dispatch of the Notice and holds shares as of the cut-off date, may obtain the 'User ID' and 'Password' in the manner mentioned below:

Where the mobile number of the Member is registered against DP ID and Client ID, the Member may send an SMS: MYEPWD (E-Voting Event Number) + DP ID and Client ID to 9212993399.

For example:

- NSDL MYEPWD IN12345612345678

- CDSL MYEPWD 1402345612345678

ii. Where e-mail address or mobile number of the Member is registered against DP ID and Client ID, then on the home page of https://emeetings.kfintech.com, the Member may click "Forgot Password" and enter DP ID & Client ID and PAN to generate a password.

KFin Tech shall endeavor to send User ID and Password to those new Members whose e-mail address is available.

Members can also reach out to KFin Tech's toll free number 1800-3454-001 or send an e-mail request to einward.ris@kfintech.com or umesh.pandey@kfintech.com.

D) General Instructions for Members:

i. In case of any query and/or grievance, in respect of (i) attending the AGM through VC/OAVM, and (ii) voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and e-voting User Manual available at the Downloads section at https://emeetings.kfintech.com (KFin website) or contact Mr. Umesh Pandey (Unit: TCNS Clothing Co. Limited) of KFin Tech at Selenium Tower B, Plot 31- 32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032, email at einward.ris@kfintech.com or umesh.pandey@kfintech.com or call KFin Tech's toll free no. 1800-3454-001 for any further clarifications.

ii. 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. Thursday, September 17, 2020

iii. As the AGM will be conducted through VC/OAVM, the route map to the AGM venue is not annexed to this Notice.

E) The Company has appointed M/s. Sanjay Grover and Associates, Practicing Company Secretaries, to act as the Scrutiniser to scrutinise the remote e-voting process in a fair and transparent manner and Mr. Devesh Vasisht (FCS No. 8488 and CP No. 13700) failing him, Ms. Priyanka (ACS No. 41459 and CP No. 16187) on behalf of M/s. Sanjay Grover and Associates has communicated his willingness to be appointed and be available for the purpose.

F) 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 Chairman or a person authorised by him in writing who shall countersign the same.

G) The results on resolutions shall be declared not later than 48 hours 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.

H) 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 within 48 hours from the conclusion of the Meeting.

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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 (es) mentioned in the accompanying Notice:

Item No. 3

Mr. Anant Kumar Daga, was appointed and designated as Managing Director of the Company by the Board at its Meeting held on September 7, 2016 for a period of 5 years i.e. from September 7, 2016 to September 5, 2021.

Further, as per the recommendation of the Nomination and Remuneration Committee, the Board at its Meeting held on June 16, 2020 approved the revision in the remuneration of Mr. Anant Kumar Daga for his remaining tenure effective from April 01, 2020 on terms and conditions enumerated in the Resolution.

It is submitted that based on the projections, the overall managerial remuneration may exceed the limits Specified in Sec. 197 of the Companies Act, 2013 but is in compliance with Schedule V of the Companies Act, 2013. The Members are requested to consider the revision in remuneration of Mr. Anant Kumar Daga, Managing Director of the Company. The proposed remuneration of Mr. Anant Kumar Daga would be as under:

- Salary: ₹ 25.5 million
- Commission: Nil
- Perquisites: Perquisites include HRA, Expenses pertaining to fuel, Electricity, other utilities, medical Reimbursement, Leave Travel Concession, Conveyance, Personal Accident Insurance, Car usage Telephone Expenses but excludes any perquisite benefit arising upon the exercise of stock options since it can't be predetermined.
- Retirals: As per policy of the Company and applicable laws.
- Sitting Fee: Nil

The Board of Directors recommends the Resolution at Item No. 3 of the accompanying Notice, for the approval of the Members of the Company by way of Special Resolution.

Except Mr. Anant Kumar Daga with his immediate relatives, none of Directors, Key Managerial Personnel and their relatives are considered to be concerned or interested financially or otherwise, in the said Resolution.

Statements in terms of Schedule V of the Companies Act, 2013 relating to Remuneration payable to Managerial Personnel is annexed as **Annexure-A**.

Item No. 4

Mr. Onkar Singh Pasricha is the Chairman and Executive Director of the Company. Further, as per the recommendation of the Nomination and Remuneration Committee, the Board at its Meeting held on June 16, 2020 approved the revision in the remuneration of Mr. Onkar Singh Pasricha on terms and conditions enumerated in the Resolution.

It is submitted that based on the projections, the managerial remuneration individually is within the limits specified in Sec. 197 of the Companies Act, 2013 and is in compliance with Schedule V of the Companies Act 2013 but the overall managerial remuneration of Directors may exceed the limits specified in Sec. 197 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013. The Members are requested to consider the revision in remuneration of Mr. Onkar Singh Pasricha, Chairman and Executive Director of the Company. The proposed remuneration of Mr. Pasricha would be as under:

- Salary: ₹ 3 million
- Commission: Nil
- Perquisites: Perquisites include HRA, Expenses pertaining to fuel, Electricity, other utilities, medical Reimbursement, Leave Travel Concession, Conveyance, Personal Accident Insurance, Car usage Telephone Expenses.
- Retirals: As per policy of the Company and applicable laws.
- Sitting Fee: Nil

The Board of Directors recommends the Resolution at Item No. 4 of the accompanying Notice, for the approval of the members of the Company by way of Special resolution.

Except Mr. Onkar Singh Pasricha with his immediate relatives, none of Directors, Key Managerial Personnel and their relatives are considered to be concerned or interested financially or otherwise, in the said Resolution.

Item No. 5

The Company is pursuing growth opportunities in various fields of business and always considers new

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business proposals which have good future prospects and potentials to increase the shareholders' return. To facilitate such initiatives, alteration is proposed by way of additions to the Objects Clause in the Memorandum of Association as set out in the resolution at Item No. 5 of the Notice. These additional Objects may conveniently and advantageously be combined with the existing businesses of the Company. Accordingly, the Board of Directors propose to alter main Clause by addition of Clause II to the Main Objects clause of the Memorandum of Association of the Company as set out in the resolution at Item No. 5. The aforesaid alteration, if approved by the Members shall be registered by the Registrar of Companies, NCT of Delhi & Haryana as per the provisions of the Act with such modifications as be advised by him.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in, anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board of Directors recommends the Resolution at Item No. 5 of the accompanying Notice, for the approval of the Members of the Company by way of Special resolution.

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ANNEXURE – A
ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V

GENERAL INFORMATION:

Nature of industry	Manufacturing and Retailing of women apparel.
Date or expected date of commencement of commercial production	The Company is in operation since December 3, 1997.
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable
Financial performance based on given indicators	The Financial performance of the Company for Financial Year ended on March 31, 2020 and March 31, 2019 is as under: (₹ in million except EPS)

Particulars	Current Year (FY 2019-20)	Previous Year (FY 2018-19)
Profit (loss) after Tax	694.12	1,314.35
Net worth including balance in Profit & Loss Account)	6,600.00	6,185.61
Earnings per share-basic (in ₹)	10.85	20.60
Turnover (Revenue from Operations	11,486.67	11,479.53

Foreign investments or collaborations, if any.	One Foreign Body Corporate – Wagner Limited holding 29.31% of the total shareholding of the Company (excludes Foreign Mutual Funds, Foreign Portfolio, Non Residents Individuals having shareholding in the company).
Information about the appointee:	
Background details	

Particulars	Information
Name	Mr. Anant Kumar Daga
Father's Name	Sh. Krishan Kumar Daga
Age	43 Years
Qualification	Bachelor's degree in commerce from the University of Calcutta and a postgraduate diploma in management from Indian Institute of Management, Ahmedabad
Past Experience	Mr. Anant Kumar Daga joined TCNS Clothing Co. Limited as a Chief Executive Officer with effect from March 16, 2010 and has been on the Board since September 7, 2016. Prior to joining our Company, Mr. Anant Kumar Daga has worked with Reebok India and with ICICI bank.

Past remuneration	• Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961: ₹ 2,54,66,940 /- per annum. • Contribution to PF: ₹ 11,27,316 Value of perquisites u/s 17(2) Income-tax Act, 1961 ₹ 28,800.

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Recognition or awards	• Featured in the Economic Times' 40 under 128 list of India's hottest business leaders for 2017. • Brand Professional of the Year 2017 – Mr. Anant Kumar Daga (M.D. - TCNS Clothing co. Limited), By CMAI.
Job profile and his suitability	Mr. Anant Kumar Daga joined TCNS Clothing Co. Limited as a Chief Executive Officer with effect from March 16, 2010 and has been on the Board since September 7, 2016. Prior to joining TCNS Clothing Co. Ltd., Mr. Anant Kumar Daga has worked with Reebok, India and with ICICI bank.
Remuneration proposed	As stated in the Explanatory Statement at Item No. 3 of this Notice.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration as proposed of Mr. Anant Kumar Daga is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and nature of its businesses. Moreover in his position as Managing Director of the Company, Mr. Daga devotes substantial time in overseeing the overall operations of the Company.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Besides the remuneration proposed, Mr. Anant Kumar Daga does not have any pecuniary relationship with the Company, except the eligibility for ESOP options as per the ESOP Schemes of the Company.
Other information:	
Reasons of loss or inadequate profits	Not Applicable
Steps taken or proposed to be taken for	Not Applicable
Expected increase in productivity and profits in measurable terms	The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been pursuing and implementing its strategies to improve financial performance. But owing to the COVID-19 pandemic the business is expected to grow at slow pace.
Disclosures	
Remuneration package of the managerial person:	Fully described in the explanatory statement as stated above.
Disclosures in the Board of Directors' report under the heading 'Corporate Governance' included in Annual Report for the FY 2019-20:	The requisite details of remuneration etc. of Directors are included in the Corporate Governance Report, forming part of the Annual Report of FY 2019-20 of the Company.

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ANNEXURE-B
DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AND SEEKING FIXATION OF REMUNERATION AT THE FORTHCOMING ANNUAL GENERAL MEETING

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings]

Name of the Director	Mr. Anant Kumar Daga (DIN: 07604184)	Mr. Onkar Singh Pasricha (DIN: 00032290)
Date of Birth	28/04/1977	21/09/1950
Age (years)	43	70
Date of first Appointment	07/09/2016	03/12/1997
Relationship with Directors, Manager and other KMP	Not related to any Director of the company	Not related to any Director of the company
Expertise in specific functional area	Mr. Anant Kumar Daga joined TCNS Clothing Co. Limited as a Chief Executive Officer with effect from March 16, 2010 and has been on the Board since September 7, 2016. Prior to joining our Company, Mr. Anant Kumar Daga has worked with Reebok India and ICICI bank.	Mr. Onkar Singh Pasricha has been Chairman of the Company since its foundation and has more than 41 years of experience in the apparel industry.
Qualification	Bachelor's degree in commerce from the University of Calcutta and a post-graduate diploma in management from Indian Institute of Management, Ahmedabad	B-Tech, Electrical Engineering, IIT-Delhi.
Experience	Mr. Anant Kumar Daga joined TCNS Clothing Co. Limited as a Chief Executive Officer with effect from March 16, 2010 and has been on the Board since September 7, 2016. Prior to joining your 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 has been on our Board since December 3, 1997 and was last re-appointed on August 26, 2019. Mr. Onkar Singh Pasricha has more than 41 years of experience in the apparel industry.
Terms and conditions of appointment/ re-appointment	Terms and Conditions of appointment or re-appointment are as per the Remuneration and Nomination Policy of the Company as displayed on the Company's website i.e. www.wforwoman.com	Terms and Conditions of appointment or re-appointment are as per the Remuneration and Nomination Policy of the Company as displayed on the Company's website i.e. www.wforwoman.com
Details of Remuneration sought to be paid	₹25.5 million per annum	₹ 3 million per annum
Remuneration last drawn	₹ 25.5 million per annum	₹ 3 million per annum
No. of meetings of the Board attended during the year	4 out of 4 Board Meetings	4 out of 4 Board Meetings

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Board Membership of other companies as on 31st March, 2020	Nil	1. TCNS Limited 2. Impressions Global Private Limited 3. TCNS Resorts Private Limited 4. Retailogix India Private Limited 5. Elco Systems Private Limited 6. TCNS Technologies Private Limited 7. Greentex Apparel Solutions Private Limited 8. Goodearth Clothing Co. Private Limited
Chairman/ Member of the Committee of the Board of Directors as on 31st March, 2020	Risk Management Committee Stakeholders Relationship Committee	Nomination and Remuneration Committee Risk Management Committee Corporate Social Responsibility Committee
Chairman/Member of the Committee of Directors of other companies in which he is a director as on 31st March, 2020	Nil	Nil
a) Audit Committee	Nil	Nil
b) Stakeholders' Relationship Committee	Nil	Nil
c) Nomination and Remunerations Committee	Nil	Nil
Number of shares held in the Company as on 31st March, 2020	36,05,124 equity shares	67,52,681 equity shares