



September 26, 2023

BSE Limited
Scrip code: 535755 & 961915

National Stock Exchange of India Limited
Symbol: ABFRL

Dear Sir/Madam,

Subject: Disclosure under Regulation 29(2) read with Regulation 29(3) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI (SAST) Regulations”).

In compliance of the disclosure requirements under Regulation 29(2) read with Regulation 29(3) of the SEBI (SAST) Regulations, please find enclosed herewith the disclosure in the prescribed format in relation to acquisition of 1,41,95,748 equity shares, amounting to 22% of the Expanded Share Capital of TCNS Clothing Co. Limited by the Company on September 26, 2023.

Thanking you.

Sincerely,
For **Aditya Birla Fashion and Retail Limited**

Anil Malik
President & Company Secretary

Encl: Disclosure in the prescribed format

ADITYA BIRLA FASHION AND RETAIL LIMITED

Registered Office:

Piramal Agastya Corporate Park, Building 'A',
4th and 5th Floor, Unit No. 401, 403, 501, 502,
L.B.S. Road, Kurla, Mumbai - 400 070

CIN: L18101MH2007PLC233901

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Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

| | | | |
|--|---|---|---|
| Name of the Target Company (TC) | TCNS Clothing Co. Limited (“Target Company”) | | |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer- | Aditya Birla Fashion and Retail Limited (“Acquirer”) PAC: Nil | | |
| Whether the acquirer belongs to Promoter / Promoter group | The Acquirer has acquired 1,41,95,748 equity shares, amounting to 22% of the Expanded Share Capital of the Target Company on September 26, 2023. Pursuant to the said acquisition, the Acquirer now holds 51% and has become promoter of the Target Company. | | |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed | (i) National Stock Exchange of India Limited (ii) BSE Limited | | |
| Details of the acquisition as follows | Number | % w.r.t. total share/voting capital wherever applicable (#) | % w.r.t. total diluted share/voting capital of the TC (#) |
| Before the acquisition under consideration, holding of acquirer along with PACs of: | | | |
| a) Shares carrying voting rights | 1,87,12,577 | 29% | 29% |
| b) Shares in the nature of encumbrance (pledge/ lien/ non- disposal undertaking/ others) | - | - | - |
| c) Voting rights (VR) otherwise than by shares | - | - | - |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) | - | - | - |
| e) Total (a+b+c+d) | 1,87,12,577 | 29% | 29% |
| Details of acquisition | | | |
| a) Shares carrying voting rights acquired | 1,41,95,748 | 22% | 22% |
| b) VRs acquired otherwise than by equity shares | - | - | - |

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| | | | |
|--|--|------------|------------|
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold | - | - | - |
| d) Shares encumbered / invoked / released by the acquirer | - | - | - |
| Total (a+b+c+/-d) | 1,41,95,748 | 22% | 22% |
| After the acquisition, holding of: | | | |
| a) Shares carrying voting rights | 3,29,08,325 | 51% | 51% |
| b) VRs otherwise than by equity shares | - | - | - |
| c) Warrants / convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition | - | - | - |
| d) Shares encumbered with the Acquirer | - | - | - |
| e) Total (a+b+c+d) | 3,29,08,325 | 51% | 51% |
| Mode of acquisition (e.g. open market/off market/ public issue / rights issue / preferential allotment / inter-se transfer/ etc). | Off market transaction | | |
| Date of acquisition of / sale of shares / VR or date of receipt of intimation of allotment of shares whichever is applicable | September 26, 2023 | | |
| Equity share capital / total voting capital of the TC before the said acquisition [#] | Rs. 12,90,52,254 comprising of 6,45,26,127 equity shares of Rs. 2 each | | |
| Equity share capital/ total voting capital of the TC after the said acquisition [#] | Rs. 12,90,52,254 comprising of 6,45,26,127 equity shares of Rs. 2 each | | |
| Total diluted share/voting capital of the TC after the said acquisition [#] | Rs. 12,90,52,254 comprising of 6,45,26,127 equity shares of Rs. 2 each | | |

[#]calculated on the basis of Expanded Share Capital as defined in Letter of Offer dated July 26, 2023. The definition is reproduced herein below:

“Expanded Share Capital means: The total voting equity share capital of the Target Company on a fully diluted basis (which in relation to the ESOPs, shall include the ESOPs which have vested and shall not include the ESOPs which remain unvested) as of the 10th (Tenth) working day from the closure of the Tendering Period of the Open Offer (which may change on account of any future corporate actions and vesting or exercise of ESOPs), which as of the date of the Letter of Offer, is 6,45,26,127 Equity

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Shares comprising of 6,32,10,918 Equity Shares (including 50,000 Equity Shares which have been fully paid-up and allotted, but await listing/trading approval) being the equity share capital as of the date of the Letter of Offer and 13,15,209 ESOPs which have vested as of September 6, 2023 (being the 10th (Tenth) Working Day from the closure of the Tendering Period).”

For Aditya Birla Fashion and Retail Limited

Anil Malik
President & Company Secretary

Place: Mumbai

Date: September 26, 2023

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