



September 01, 2023

**BSE Limited**  
Scrip code: 535755 & 961915

**National Stock Exchange of India Limited**  
Symbol: ABFRL

Dear Sir/Madam,

**Subject: Disclosure under Regulation 29(1) 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(1) 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 1,87,12,577 equity shares, amounting to 29% of the expanded share capital of TCNS Clothing Co. Limited by the Company on August 31, 2023.

Thanking you.

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

ANIL  
KUMAR  
MALIK

Digitally signed by  
ANIL KUMAR MALIK  
Date: 2023.09.01  
19:05:51 +05'30'

**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',  
4<sup>th</sup> and 5<sup>th</sup> 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(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

PART A – Details of the Acquisition

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 is not a part of the existing Promoter / Promoter Group of the Target Company.  Pursuant to completion of acquisition of Equity Shares under the Open Offer and the Share Purchase Agreement dated May 5, 2023 by the Acquirer, the Acquirer will become a 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 (#)
<b>Before the acquisition under consideration, holding of acquirer along with PACs of:</b>			
a) Shares carrying voting rights	-	-	-
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 T C (specify holding in each category)	-	-	-
e) Total (a+b+c+d)	-	-	-
<b>Details of acquisition</b>			
a) Shares carrying voting rights acquired	1,87,12,577	29%	29%

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b) VRs acquired 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) acquired/sold	-	-	-
d) Shares encumbered / invoked / released by the acquirer	-	-	-
<b>Total (a+b+c+/-d)</b>	<b>1,87,12,577</b>	<b>29%</b>	<b>29%</b>
<b>After the acquisition, holding of Acquirer along with PACs:</b>			
a) Shares carrying voting rights	1,87,12,577	29%	29%
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 in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
e) Total (a+b+c+d)	1,87,12,577	29%	29%
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/ encumbrance etc).	On market acquisition through an open offer		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Not applicable.		
Date of acquisition of / date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	August 31, 2023		
Equity share capital / total voting capital of the TC before the said acquisition <sup>#</sup>	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 <sup>#</sup>	Rs. 12,90,52,254 comprising of 6,45,26,127 equity Shares of Rs. 2 each		

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Total diluted share/voting capital of the TC after the said acquisition <sup>#</sup>	Rs. 12,90,52,254 comprising of 6,45,26,127 equity Shares of Rs. 2 each
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<sup>#</sup>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 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 10<sup>th</sup> (Tenth) Working Day from the closure of the Tendering Period).“*

**For Aditya Birla Fashion and Retail Limited**

ANIL  
KUMAR  
MALIK

Digitally signed  
by ANIL KUMAR  
MALIK  
Date: 2023.09.01  
19:06:18 +05'30'

**Anil Malik**  
**President & Company Secretary**

Place: Mumbai

Date: September 01, 2023

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