



May 5, 2023

BSE Limited
Scrip code: 535755 & 961915

National Stock Exchange of India Limited
Symbol: ABFRL

Sub.: Acquisition of controlling stake in TCNS Clothing Co. Ltd.

Ref.: 1. Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
2. SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 ("SEBI Circular"); and
3. ISIN: INE647O01011 & INE647O13016

Dear Sir/ Madam,

This is to inform that the Company would be acquiring a controlling stake in TCNS Clothing Co. Ltd.

Press release is enclosed.

The above is for your information.

Thanking You.

Sincerely,

For Aditya Birla Fashion and Retail Limited

ANIL
KUMAR
MALIK

Digitally signed
by ANIL KUMAR
MALIK
Date: 2023.05.05
23:24:19 +05'30'

Anil Malik

President, Company Secretary



PRESS RELEASE

ABFRL to acquire controlling stake in TCNS Clothing

TCNS deal a transformative step for ABFRL: Kumar Mangalam Birla

Mumbai, 05 May 2023: ABFRL, India's leading fashion & apparel company, today announced that it has entered into definitive agreements to acquire TCNS Clothing, the owner of leading ethnic brands W, Aurelia, Wishful, Folksong and Elleven. This transaction will be carried out through - (1) Acquisition of the founding promoter's stake through a SPA and a conditional public open offer followed by (2) Merger between the two entities. The value of the promoter stake and open offer consideration for TCNS is ~ Rs. 1650 Cr. for 51% stake, making this one of the largest deals in the Indian fashion space.

Speaking on the transaction, **Mr. Kumar Mangalam Birla, Chairman, Aditya Birla Group**, said, *"This deal is yet another marker of the Aditya Birla Group's faith in the dynamism and buoyancy of the Indian consumer economy. As India stands on the cusp of a multi-decadal consumption boom, ABFRL is a forerunner in shaping the fashion landscape of our vibrant nation. For ABFRL, the TCNS deal is indeed a significant milestone as it complements our existing portfolio of exceptional brands across the entire spectrum of Indian fashion. By embracing TCNS's portfolio of loved women's ethnic brands, we are reinforcing our commitment to ethnic wear, the largest category in the apparel industry. With this acquisition, the fast-growing ABFRL platform is poised for the next phase of transformational growth."*

Commenting on the acquisition, **Mr. Ashish Dikshit, Managing Director, ABFRL**, said, *"As young Indians identify a new-found confidence in their identities woven around Indian culture and heritage, the next set of leading consumer brands will be built in the Indian ethnic wear space. TCNS, through its brands W, Aurelia, Wishful, Folksong & Elleven, is catering to the Indian women's fashion needs across markets and price points. Each of these brands have been built over a long period of time and enjoy tremendous consumer love. This transaction is a pivotal piece of our strategy of building India's most comprehensive ethnic wear portfolio."*

Over the last 5 years, ABFRL has built its ethnic portfolio through a series of strategic and calibrated actions. With this acquisition ABFRL's ethnic wear portfolio is expected to reach Rs.5000 Cr in the next 3 years.

Mr. Anant Daga, Managing Director of TCNS added, *"TCNS has been a pioneer in branded women's ethnic wear market in the country. Over the last 20 years, we have built India's most successful women's franchise on the back of our leading brands. The market continues to offer long-term growth opportunities and our partnership with ABFRL will help us fully realize this potential. ABFRL's proven brand- building capability, distribution strength and strong ecosystem of partners will help our brands into its next phase of growth and profitability."*

As part of the transaction, ABFRL will make a conditional open offer to acquire up to 29% stake at Rs. 503 per share from public shareholders and acquire the remaining stake from the founder promoters to reach an overall shareholding of 51% in TCNS. Pursuant to the above, TCNS will be amalgamated

with ABFRL under the merger scheme wherein public shareholders of TCNS (as on effective date) will receive 11 shares of ABFRL for every 6 shares that they hold in TCNS.

The transaction is subject to customary regulatory approvals including approvals from the Competition Commission of India, SEBI, Stock Exchanges, and National Company Law Tribunal.

About ABFRL

ABFRL is part of a leading Indian conglomerate, the Aditya Birla Group. With revenue of Rs. 8,136 Cr. spanning retail space of 9.2 million sq. ft. (as on March 31, 2022), it is India's first billion-dollar pure-play fashion powerhouse with an elegant bouquet of leading fashion brands and retail formats.

The Company has a network of 3,468 stores across approximately 28,585 multi-brand outlets with 6,515 point of sales in department stores across India (as on 31st March 2022).

It has a repertoire of India's largest brands in **Louis Philippe, Van Heusen, Allen Solly and Peter England**, established over 25 years. **Pantaloons** is one of India's leading fashion retailers.

The company's international Brands portfolio includes - **The Collective**, India's largest multi-brand retailer of international brands and has long term exclusive partnerships with select brands such as **Ralph Lauren, Hackett London, Ted Baker, Fred Perry, Forever 21, American Eagle and Reebok**

The Company's foray into branded ethnic wear business includes brands such as **Jaypore, Tasva & Marigold Lane**. The company has strategic partnerships with Designers '**Shantanu & Nikhil**', '**Tarun Tahiliani**', '**Sabyasachi**' and '**House of Masaba**'.

About TCNS Clothing

TCNS is India's leading women's branded Apparel Company. The company designs, manufactures, markets and retails a wide portfolio of women's branded apparel across multiple brands. Its product portfolio includes top-wear, bottom-wear, drapes, combination sets and accessories that cater to a wide variety of the wardrobe requirements of the Indian woman, including everyday wear, casual wear, work wear and occasion wear. It sells its products across India and through multiple distribution channels. As of Mar 31st, 2023, it sold its products through 650+ exclusive brand outlets, 2300+ large format store outlets and 1100+ multi-brand outlets, located in 29 states and two union territories in India. It also sells its products through exclusive brand outlets in Nepal, Mauritius and Sri Lanka and products are available in select countries through the brand websites www.shopforaurelia.com; www.wforwoman.com and online retailers.

Disclaimer : *Certain statements in this "Press Release" may not be based on historical information or facts and may be "forward looking statements" within the meaning of applicable securities laws and regulations, including, but not limited to, those relating to general business plans & strategy of the Company, its future outlook & growth prospects, future developments in its businesses, its competitive & regulatory environment and management's current views & assumptions which may not remain constant due to risks and uncertainties. Actual results could differ materially from those expressed or implied. The Company assumes no responsibility to publicly amend, modify or revise any statement, based on any subsequent development, information, or events, or otherwise. This "Press Release" does not constitute a prospectus, offering circular or offering memorandum or an offer to acquire any shares and should not be considered as a recommendation that any investor should subscribe for or purchase any of the Company's shares.*