July 27, 2023

National Stock Exchange of India Ltd.
Exchange Plaza, 3rd Floor
Plot No.3-1, G Block, I.F.B. Centre,
Bandra-Kurla-Complex, Bandra (East)
Mumbai – 400 051

Dear Sir,

Sub: Submission of letter of offer for open offer for acquisition of up to 1,87,12,577 (One Crore Eighty Seven Lakhs Twelve Thousand Five Hundred And Seventy Seven) fully paid up equity shares of face value of INR 2 (Indian Rupees two only) each, representing 29.00% (twenty nine percent) of the Expanded Share Capital of TCNS Clothing Co. Ltd. ("Target Company") by Aditya Birla Fashion & Retail Limited ("Acquirer"), conditional upon a minimum level of acceptance of at least 1,30,27,826 (One Crore Thirty Lakhs Twenty Seven Thousand Eight Hundred And Twenty Six) equity shares representing 20.19% (twenty point one nine percent) of the Expanded Share Capital ("Open Offer")

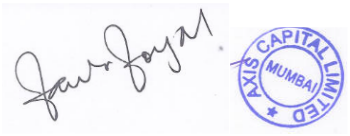
1. With regard to the captioned Open Offer, the Acquirer appointed Axis Capital Limited as the Manager to the Open Offer ("**Manager**") and we had submitted the public announcement ("**PA**") on May 5, 2023, published the detailed public statement dated May 11, 2023 on May 12, 2023 and submitted the draft letter of offer dated May 18, 2023 ("**DLOF**") in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("**SEBI (SAST) Regulations**").

2. In accordance with regulation 18(1) of the SEBI (SAST) Regulations, we are pleased to hereby enclose a copy of the Letter of Offer dated July 26, 2023("**LOF**") for the Open Offer.

All capitalised terms not defined herein shall have the same meaning, as specified in the enclosed LOF.

Yours faithfully

For **Axis Capital Limited**



Authorised Signatory
Name: Gaurav Goyal
Designation: Senior Vice President

LETTER OF OFFER

"THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION"

The Letter of Offer is being sent to you as a Public Shareholder (*as defined below*) of **TCNS CLOTHING CO. LIMITED** ("**Target Company**"). If you require any clarifications about the actions to be taken, you may consult your stock broker or investment consultant or the Manager to the Open Offer (*as defined below*) or the Registrar to the Open Offer (*as defined below*). In case you have recently sold your Equity Shares (*as defined below*), please hand over the Letter of Offer and the accompanying Form of Acceptance-*cum*-Acknowledgement to the member of the Stock Exchange (*as defined below*) through whom the said sale was effected.

OPEN OFFER BY

ADITYA BIRLA FASHION AND RETAIL LIMITED ("**Acquirer**")
Registered 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
Telephone: +91 86529 05000; Fax: +91 86529 05400

At a price of INR 503 (Five Hundred and Three) ("**Offer Price**") per Equity Share (*as defined below*), payable in cash, to acquire up to 1,87,12,577 (One Crore Eighty Seven Lakhs Twelve Thousand Five Hundred And Seventy Seven) fully paid-up equity shares ("**Offer Shares**"), constituting 29.00% of the Expanded Share Capital (*as defined below*) conditional upon a minimum level of acceptance of at least 1,30,27,826 (One Crore Thirty Lakhs Twenty Seven Thousand Eight Hundred And Twenty Six) Equity Shares representing 20.19% (twenty point one nine percent) of the Expanded Share Capital ("**Open Offer**" or "**Offer**"), pursuant to and in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("**SEBI (SAST) Regulations**") from the Public Shareholders

OF

TCNS CLOTHING CO. LIMITED ("**Target Company**"),
Registered office: 119, New Manglapuri, W House Mandi Road, Sultanpur, Mehrauli New Delhi - 110030
Tel: 011-42193193; Fax: Not Available

NOTE:

1. This Offer is being made by the Acquirer pursuant to and in compliance with Regulations 3(1), 4 and 19 of the SEBI (SAST) Regulations.
2. This Offer is conditional upon a minimum level of acceptance of at least 1,30,27,826 (One Crore Thirty Lakhs Twenty Seven Thousand Eight Hundred And Twenty Six) Equity Shares representing 20.19% (twenty point one nine percent) of the Expanded Share Capital ("**Minimum Level of Acceptance**") in terms of Regulation 19(1) of the SEBI (SAST) Regulations.
3. This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
4. Non-resident Indian ("**NRI**") and overseas corporate body ("**OCB**") holders of the Equity Shares, willing to tender their Equity Shares in this Offer, must obtain all requisite approvals required to tender the Equity Shares held by them in this Offer (including without limitation the approval from the Reserve Bank of India ("**RBI**")) and submit such approvals along with the Form of Acceptance-cum-Acknowledgement and other documents required to accept this Offer. Further, if the holders of Equity Shares who are not persons resident in India including NRIs, OCBs, Foreign Portfolio Investors ("**FPIs**") and Foreign Institutional Investors ("**FIIs**"), willing to tender their Equity Shares in this Offer, required any approvals (including from the RBI or any other regulatory body) in respect of the Equity Shares held by them at the time of the original investment, they will be required to submit such previous approvals that they would have obtained for holding the Equity Shares, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in this Offer.
5. To the best of the knowledge of the Acquirer, other than the CCI Approval (*as defined below*) and Shareholder Approval (*as defined below*), there are no statutory or regulatory approval(s) required by the Acquirer to complete the

Underlying Transaction *(as defined below)* and this Offer. However, in case of any statutory or regulatory approval(s) being required by the Acquirer at a later date, this Offer shall be subject to such approvals. In the event that any statutory or regulatory approvals required are not obtained or are finally refused or are otherwise not received for reasons outside the reasonable control of the Acquirer, the Acquirer may withdraw the Offer under Regulation 23 of the SEBI (SAST) Regulations. The CCI Approval has been received on June 27, 2023 and the Shareholder Approval has been received on June 8, 2023.

6. Under Regulation 18(4) of the SEBI (SAST) Regulations, the Acquirer is permitted to revise the Offer Price or the number of Offer Shares, upwards, at any time up to prior to commencement of 1 (One) Working Day *(as defined below)* before the commencement of the Tendering Period *(as defined below)*, i.e. up to August 4, 2023, and the Acquirer shall (a) make corresponding increases to the escrow amounts, as more particularly set out in Part 5 (Offer Price and Financial Arrangements), (b) make a public announcement in the newspapers in which the DPS *(as defined below)* was published, and (c) simultaneously with the making of such announcement, inform Securities Exchange Board of India ("**SEBI**"), the Stock Exchanges and the Target Company at its registered office of such revision. The Acquirer would pay such revised price for all the Equity Shares validly tendered at any time during the Offer and accepted under the Offer in accordance with the terms of the Letter of Offer.
7. **There has been no competing offer to this Offer as of the date of this Letter of Offer ("LOF" or "Letter of Offer"). The last date for making such competing offer has expired.**
8. Unless otherwise stated, the information set out in this Letter of Offer reflects the position as of the date hereof.
9. A copy of the PA (*as defined below*), DPS, DLOF and this Letter of Offer is also available on the website of SEBI (www.sebi.gov.in).

All future correspondence, if any, should be addressed to the Manager to the Open Offer or the Registrar to the Open Offer at the addresses mentioned below:

MANAGER TO THE OPEN OFFER	REGISTRAR TO THE OPEN OFFER
Axis Capital Limited 1st Floor, Axis House, C-2 Wadia International Centre, P. B. Marg, Worli, Mumbai - 400 025, Maharashtra, India **Tel:** +91 22 4325 2183 **Fax:** +91 22 4325 3000 **E-mail:** tccl.openoffer@axiscap.in **Contact Person:** Mr. Pavan Naik **SEBI Registration No.:** INM000012029	**Link Intime India Private Limited** C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083, Maharashtra, India **Tel:** +91 810 811 4949 **Fax:** +91 22 4918 6195 **E-mail:** tcns.offer@linkintime.co.in **Contact Person**: Mr. Sumeet Deshpande **Website**: www.linkintime.co.in **SEBI Registration No.**: INR000004058 **CIN**: U67190MH1999PTC118368

TENTATIVE SCHEDULE OF MAJOR ACTIVITIES OF OPEN OFFER

The schedule of major activities under the Offer is set out below:

Sr.No	Activities	Original Schedule of Activities* (as per DLOF)	Revised Schedule of Activities
1	Issue of Public Announcement	Friday, May 5, 2023	Friday, May 5, 2023
2	Publication of the Detailed Public Statement in newspapers	Friday, May 12, 2023	Friday, May 12, 2023
3	Filing of the Draft Letter of Offer with SEBI	Thursday, May 18, 2023	Thursday, May 18, 2023
4	Last date for public announcement for competing offer(s)	Thursday, June 1, 2023	Thursday, June 1, 2023@
5	Last date for receipt of SEBI observations on the Draft Letter of Offer (in the event SEBI has not sought clarifications or additional information from the Manager to the Open Offer)	Thursday, June 8, 2023	Friday, July 21, 2023
6	Identified Date#	Monday, June 12, 2023	Tuesday, July 25, 2023
7	Last date by which the Letter of Offer is to be dispatched to the Public Shareholders whose names appear on the register of members on the Identified Date, and to Stock Exchanges and Target Company, and Registrar to the Open Offer to issue a dispatch completion certificate	Monday, June 19, 2023	Tuesday, August 1, 2023
8	Last date by which the committee of the independent directors of the Target Company shall give its recommendation to the Public Shareholders for this Open Offer	Thursday, June 22, 2023	Friday, August 4, 2023
9	Last date for upward revision of the Offer Price / the size of the Offer by Acquirer	Thursday, June 22, 2023	Friday, August 4, 2023
10	Date of publication of opening of the Open Offer public announcement in the newspapers in which the Detailed Public Statement was published	Friday, June 23, 2023	Monday, August 7, 2023
11	Date of commencement of the Tendering Period ("**Offer Opening Date**")	Monday, June 26, 2023	Tuesday, August 8, 2023
12	Date of closure of the Tendering Period ("**Offer Closing Date**")	Monday, July 10, 2023	Wednesday, August 23, 2023
13	Last date of communicating the rejection/ acceptance and completion of payment of consideration or return of Equity Shares to the Public Shareholders	Monday, July 24, 2023	Wednesday, September 6, 2023
14	Last date for publication of post- Offer public announcement in the newspapers in which the Detailed Public Statement was published	Monday, July 31, 2023	Wednesday, September 13, 2023

* *The original schedule of activities was indicative (prepared on the basis of timelines provided under the SEBI (SAST) Regulations).*

@ There has been no competing offer.
 # Identified Date is only for the purpose of determining the names of the Public Shareholders as on such date to whom the Letter of Offer will be sent. It is clarified that all Public Shareholders (even if they acquire Equity Shares and become shareholders of the Target Company after the Identified Date) are eligible to participate in the Offer any time during the Tendering Period.

RISK FACTORS

The risk factors set forth below pertain to this Offer and association with the Acquirer, and do not pertain to the present or future business or operations of the Target Company or any other related matters. These risk factors are neither exhaustive nor intended to constitute a complete or comprehensive analysis of the risks involved in or associated with the participation by a Public Shareholder in the Offer, but are merely indicative. Public Shareholders are advised to consult their legal advisor, stock broker, and investment consultant and/ or tax advisors, for analyzing all the risks with respect to their participation in the Offer.

1. Risk factors relating to the Underlying Transaction and the Open Offer

1.1. This Offer is conditional on a minimum level of acceptance of at least 1,30,27,826 (One Crore Thirty Lakhs Twenty Seven Thousand Eight Hundred And Twenty Six) Equity Shares representing 20.19% (twenty point one nine percent) of the Expanded Share Capital. If the number of Equity Shares tendered in terms of the Offer (and which can be validly accepted as per the terms and conditions set out in this Letter of Offer) is less than 1,30,27,826 (One Crore Thirty Lakhs Twenty Seven Thousand Eight Hundred And Twenty Six) Equity Shares, the Acquirer shall not acquire any Equity Shares under the Offer and the SPA shall stand rescinded in accordance with the terms of the SPA and the SEBI (SAST) Regulations.

1.2. The Underlying Transaction and the Open Offer are subject to receipt of the CCI Approval and the Shareholder Approval. The CCI Approval has been received on June 27, 2023 and the Shareholder Approval has been received on June 8, 2023. To best of the knowledge of the Acquirer, other than the CCI Approval and Shareholder Approval, there are no statutory or regulatory approval(s) required by the Acquirer to complete the Underlying Transaction or this Offer. In the event any statutory or regulatory approvals become applicable, this Offer shall be subject to receipt of such statutory or regulatory approvals. The Acquirer shall have the right to withdraw the Offer in accordance with the provisions of Regulation 23(1) of the SEBI (SAST) Regulations if any such statutory or regulatory approval, as may be required, is refused. In the event of such a withdrawal of the Offer, the Acquirer (through the Manager to the Open Offer) shall make an announcement of such withdrawal within 2 (Two) Working Days of such withdrawal stating the grounds and reasons for the withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations.

1.3. In case of delay in receipt of any statutory or regulatory approval, as per Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied that non- receipt of such approval was not attributable to any wilful default, failure or neglect on the part of the Acquirer to diligently pursue such approval, grant an extension of time for making payments, subject to the Acquirer agreeing to pay interest to the Public Shareholders, for delay, at such rate as may be specified by SEBI. Where the statutory or regulatory approvals extend to some but not all Public Shareholders, the Acquirer will have the option to make payment of the consideration to such Public Shareholders in respect of whom no statutory or regulatory approvals are required in order to complete this Offer.

1.4. The acquisition of Equity Shares tendered by NRIs and OCBs is subject to approval from the RBI. NRI and OCB holders of the Equity Shares, if any, must obtain all requisite approvals required to tender the Equity Shares held by them in this Offer (including without limitation, the approval from the RBI or the relevant government authorities) and submit copies of such approvals, along with the other documents required in terms of this Letter of Offer. Further, if the holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs, Qualified Foreign Investors, FIIs and FPIs) had required any approvals (including from the RBI) in respect of the Equity Shares held by them at the time of the original investment, they will be required to submit copies of such previous approvals, to tender the Equity Shares held by them along with the other documents required to be tendered to accept this Offer. If such approvals are not submitted, the Acquirer reserve the right to reject such Equity Shares tendered in this Offer. If the Equity Shares are held under general permission of the RBI, the non-resident Public Shareholder should state that the Equity Shares are held under general permission and clarify whether the Equity Shares are held on a repatriable basis or a non-repatriable basis.

1.5. The completion of the acquisition of the Sale Shares *(as defined below)* under the SPA *(as defined below)* is subject

to the terms and conditions of the SPA (including the conditions precedent to the consummation of the transactions contemplated under the SPA) and completion risks as would be applicable.

1.6. The Equity Shares tendered in the Offer will be held in trust by the Registrar to the Open Offer, on behalf of the Public Shareholders who have tendered their Equity Shares until the completion of the formalities of this Offer and the Public Shareholders who have tendered their Equity Shares will not be able to trade in such Equity Shares held in trust by the Registrar to the Open Offer during such period, even if the acceptance of the Equity Shares in this Offer and/ or dispatch of payment consideration are delayed. Further, during such period, there could be fluctuations in the market price of the Equity Shares that may adversely impact the Public Shareholders who have tendered their Equity Shares in this Offer. Accordingly, the Acquirer makes no assurance with respect to the market price of the Equity Shares and disclaims any responsibility with respect to any decision by any Public Shareholder on whether or not to participate in the Offer. It is understood that the Public Shareholders will be solely responsible for their decisions regarding their participation in this Offer.

1.7. The Public Shareholders should note that under the SEBI (SAST) Regulations, once the Public Shareholders have tendered their Equity Shares in the Offer, they will not be able to withdraw their Equity Shares from the Offer even in the event of a delay in the acceptance of the Equity Shares under the Offer and/ or the dispatch of consideration.

1.8. The Public Shareholders are advised to consult their respective tax advisors for assessing the tax liability pursuant to this Offer, or in respect of other aspects such as the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirer and the Manager to the Open Offer do not accept any responsibility in this regard, including for the accuracy or otherwise of the tax provisions set forth in this Letter of Offer.

1.9. This Offer is subject to completion risks as would be applicable to similar transactions.

1.10. The information pertaining to the Target Company and/ or the Sellers contained in the PA or DPS or this Letter of Offer or any other advertisement/ publications made in connection with the Open Offer has been compiled from information published or provided by the Target Company or the Sellers, or publicly available sources, as the case may be. The Acquirer and Manager to the Open Offer do not accept any responsibility with respect to any misstatement by the Target Company and/ or the Sellers in relation to such information.

1.11. In the event that either: (a) there is any litigation leading to a stay or an injunction on the Offer or that restricts or restrains the Acquirer from performing its obligations hereunder, or (b) any regulatory/statutory directions require the Acquirer not to proceed with the Offer, then the Offer process may be withdrawn or may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the Public Shareholders whose Equity Shares are validly tendered and accepted under this Offer as well as the return of Equity Shares not validly tendered and not accepted under this Offer, may be delayed. In the event any regulatory/statutory directions require the Acquirer to not proceed with this Offer, then this Offer process shall be withdrawn and the Acquirer (through the Manager to the Open Offer) shall make an announcement in the same newspapers in which the DPS was published providing the grounds and reasons for withdrawal of the Open Offer within 2 (Two) Working Days of such withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations.

1.12. Any person placing reliance on any source of information other than the PA, the DPS, and this Letter of Offer, any other advertisement or materials issued by or on behalf of the Acquirer, will be doing so at its own risk. The Acquirer and the Manager to the Open Offer accept no responsibility for statements made in connection with this Offer, other than those they expressly take responsibility for in the PA, the DPS, and this Letter of Offer, or in any advertisement or other materials issued by or on behalf of the Acquirer.

1.13. This Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. Recipients of this Letter of Offer residing in jurisdictions outside India should inform themselves of and observe any applicable legal requirements. This Offer is not directed towards any person or entity in any jurisdiction or country where the same would be contrary to the applicable laws or regulations or would subject the Acquirer or the Manager to the Open

Offer to any new or additional registration requirements. This Letter of Offer does not in any way constitute an offer to purchase or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation.

1.14. The Offer is being made for securities of an Indian company and Public Shareholders of the Target Company in the U.S. *(as defined below)* should be aware that this Letter of Offer and any other documents relating to the Offer have been or will be prepared in accordance with Indian procedural and disclosure requirements, including requirements regarding the offer timetable and timing of payments, all of which differ from those in the U.S. Any financial information included in this Letter of Offer or in any other documents relating to the Offer, has been or will be prepared in accordance with non-U.S. accounting standards that may not be comparable to financial statements of companies in the U.S. or other companies whose financial statements are prepared in accordance with U.S. generally accepted accounting principles.

1.15. The receipt of cash pursuant to the Offer by a Public Shareholder of the Target Company may be a taxable transaction for U.S. federal income tax purposes and under applicable U.S. state and local, as well as foreign and other, tax laws. Each Public Shareholder of the Target Company is urged to consult his independent professional adviser immediately regarding the tax consequences of accepting the Offer.

1.16. Neither the U.S. Securities Exchange Commission nor any U.S. state securities commission has approved or disapproved the Offer or passed any comment upon the adequacy or completeness of this Letter of Offer. Any representation to the contrary is a criminal offence in the United States of America.

2. Risk factors relating to the Acquirer

2.1. Neither the Acquirer nor the Manager to the Open Offer make any assurances with respect to its investment/ divestment decisions relating to the proposed shareholding in the Target Company.

2.2. Neither the Acquirer nor the Manager to the Open Offer make any assurance with respect to the continuation of past trends in the financial performance of the Target Company.

2.3. Neither the Acquirer nor the Manager to the Open Offer make any assurance with respect to the future financial performance of the Target Company.

2.4. As set out in further detail in paragraph 3.3.2 of this Letter of Offer, the Board of Directors of the Target Company and the Acquirer have approved a merger between the two companies, pursuant to which the Target Company will be amalgamated into the Acquirer by way of merger (by absorption) as a going concern, in accordance with the terms detailed herein. In the event of effectiveness of the Scheme (*as defined hereinafter*) in terms thereof, the Acquirer does not make any assurance with respect to the past trends in financial performance or future financial performance, of the Acquirer.

2.5. Neither the Acquirer nor the Manager to the Open Offer can provide any assurance with respect to the market price of the Equity Shares, before, during or after the Offer and each of them expressly disclaim any responsibility or obligation of any kind (except as required by applicable law) with respect to any decision by any Public Shareholder regarding whether or not to participate in the Offer.

2.6. For the purpose of disclosures in the Letter of Offer relating to the Target Company and the Sellers, the Acquirer have relied on the information provided by the Target Company and the Sellers and publicly available information and have not independently verified the accuracy of details of the Target Company and the Sellers.

2.7. As per Regulation 38 of the SEBI (LODR) Regulations (*as defined below*), as amended, read with Rule 19A of the Securities Contract (Regulation) Rules, 1957, as amended ("**SCRR**"), the Target Company is required to maintain at least 25% public shareholding ("**MPS**"), as determined in accordance with SCRR, on a continuous basis for listing.

The risk factors set forth above are not a complete analysis of all risks in relation to the Underlying Transaction, Offer or in association with the Acquirer but are only indicative in nature. The risk factors set forth above are limited to the Underlying Transaction and the Offer and do not pertain to the present or future business or operations of the Target Company or any other related matters and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in participation or otherwise by Public Shareholders in the Offer. Public Shareholders are advised to consult their stock brokers, tax advisors or investment consultants for understanding further risks with respect to their participation in the Offer.

3. CURRENCY OF PRESENTATION

In this Letter of Offer, all references to "**Rs.**" / "**INR**" are to Indian Rupee(s), the official currency of India. In this Letter of Offer, any discrepancy in any table between the total and sums of the amount listed are due to rounding off and/or regrouping.

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1. KEY DEFINITIONS/ ABBREVIATIONS

Acquirer	Aditya Birla Fashion and Retail Limited
Board of Directors	Board of Directors of the Acquirer or the Target Company, as the case may be
BSE	BSE Limited
Buying Broker	Axis Capital Limited
CCI	Competition Commission of India
CCI Approval	Approval from the CCI
Clearing Corporation	Indian Clearing Corporation Limited and National Securities Clearing Corporation Limited
Completion	Completion of the purchase of the Sale Shares by the Acquirer from the Sellers in accordance with the terms of the SPA
Crore	1,00,00,000 units
Detailed Public Statement / DPS	Detailed Public Statement dated May 11, 2023, which was published on May 12, 2023 in all editions of Financial Express (English), Jansatta (Hindi), and Navshakti (Marathi - Mumbai edition), by the Manager to the Open Offer, on behalf of the Acquirer, in compliance with the SEBI (SAST) Regulations
Draft Letter of Offer / DLOF	Draft Letter of Offer dated May 18, 2023, as filed with SEBI
DTAA	Double Taxation Avoidance Agreement
Eligible Shareholders or Public Shareholders	All the public shareholders of the Target Company who are eligible to tender their Equity Shares in the Open Offer, excluding the Acquirer and the Sellers and persons deemed to be acting in concert with the parties to the SPA, pursuant to and in compliance with the SEBI (SAST) Regulations
EPS	Earnings per share
ESOP(s)	Employee stock options of the Target Company
Equity Share(s) / Share(s)	Each fully paid-up equity share of the Target Company, having face value of INR 2 each
Execution Date	The date of execution of the SPA being May 5, 2023
Expanded Share Capital	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 10th (Tenth) Working Day from the closure of the Tendering Period).
FEMA	The Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, as amended or modified from time to time
FI	Financial Institutions
FII / FPI	Foreign Institutional Investor or Foreign Portfolio Investor as defined in FEMA
Form of Acceptance	Form of Acceptance-cum-Acknowledgement
Identified Date	10th (Tenth) Working Day prior to commencement of the Tendering Period for purpose of determining the Eligible Shareholders to whom the Letter of Offer shall be sent
IT Act	Income-Tax Act, 1961
Letter of Offer / LOF	Letter of Offer to be issued to Public Shareholders in connection with this Open Offer
Long Stop Date	Where (i) the requisite regulatory approval(s) required under the SPA are obtained within 9 (Nine) months from the Execution Date i.e. being February 5, 2024, the date of expiry of 30 (Thirty) Business Days (*as defined in the SPA*) from the date of completion of the Open Offer or such other later date as may be mutually agreed in writing between the parties, or (ii) the requisite regulatory approval(s) required under the SPA are not obtained within 9 (Nine) months from the Execution Date i.e. being February 5, 2024, the date of expiry of 9 (Nine) months from the Execution Date or such other later date as may be mutually agreed in writing between the parties
Manager to the Open Offer	Axis Capital Limited
MF	Mutual Funds
Minimum Level of Acceptance	1,30,27,826 (One Crore Thirty Lakhs Twenty Seven Thousand Eight Hundred And Twenty Six) Equity Shares representing 20.19% (twenty point one nine percent) of the Expanded Share Capital
NRI	Non-resident Indian
NSE	National Stock Exchange of India Limited
OCB	Overseas Corporate Body as defined in Foreign Exchange Management (Deposit) Regulations, 2000
Offer Period	Period between the date of entering into an agreement, formal or informal, to acquire shares, voting rights in, or control over a target company requiring a public announcement, or the date of the public announcement, as the case may be, and the date on which the payment of consideration to shareholders who have accepted the open offer is made, or the date on which open offer is withdrawn, as the case may be
Offer Shares	Up to 1,87,12,577 (One Crore Eighty Seven Lakhs Twelve Thousand Five Hundred And Seventy Seven) Equity Shares

Offer Size	Up to 1,87,12,577 (One Crore Eighty Seven Lakhs Twelve Thousand Five Hundred And Seventy Seven) Equity Shares, constituting 29.00% of the Expanded Share Capital of the Target Company
Public Announcement / PA	Public Announcement dated May 5, 2023 issued by the Manager to the Open Offer on behalf of the Acquirer, in relation to this Offer and filed with the Stock Exchanges, SEBI and the Target Company in accordance with the SEBI (SAST) Regulations
RBI	Reserve Bank of India
Registrar to the Open Offer	Link Intime India Private Limited
Rs./Rupees/INR	The lawful currency of the Republic of India
Sale Shares	Total Purchase Shares *minus* the Offer Shares acquired by the Acquirer pursuant to the Offer
Scheme	The scheme of amalgamation between the Acquirer and the Target Company under the Companies Act, 2013 and other applicable law, approved by the Board of Directors of the Acquirer and the Target Company on May 5, 2023
SCRR	Securities Contracts (Regulation) Rules, 1957 and subsequent amendments thereof
SEBI	Securities and Exchange Board of India
SEBI (LODR) Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendments thereof
SEBI (SAST) Regulations	SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time
Sellers	Collectively, Arvinder Singh Pasricha, Onkar Singh Pasricha, Saranpreet Pasricha, Parmeet Pasricha
Shareholder Approval	Approval by the requisite majority of shareholders of the Acquirer for increase in the investment limits under Section 186 of the Companies Act, 2013 to permit acquisition of the Sale Shares and the Offer Shares
SPA	Share purchase agreement dated May 5, 2023 executed between the Acquirer, the Sellers and the Target Company
Stock Exchanges	Collectively refers to BSE and NSE
Target Company	TCNS Clothing Co. Limited
Tendering Period	Period from August 8, 2023 to August 23, 2023 (both days inclusive)
Total Purchase Shares	Such number of Equity Shares which shall amount to 51.00% (fifty one percent) of the Expanded Share Capital, in terms of the SPA
U.S.	United States of America

Underlying Transaction	Acquisition of Sale Shares pursuant to and subject to terms and conditions set out under the SPA
Working Day	Working day as defined under the SEBI (SAST) Regulations, in Mumbai

Note: All capitalized terms used in this Letter of Offer, but not otherwise defined herein, shall have the meanings ascribed *thereto in the SEBI (SAST) Regulations.*

2. DISCLAIMER

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF THIS LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (SAST) REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE PUBLIC SHAREHOLDERS OF TCNS CLOTHING CO. LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF THE ACQUIRER OR THE TARGET COMPANY WHOSE SHARES ARE/ CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ACQUIRER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MERCHANT BANKER/ MANAGER TO THE OPEN OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRER DULY DISCHARGES ITS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER/ MANAGER TO THE OPEN OFFER, AXIS CAPITAL LIMITED, HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED MAY 18, 2023 TO SEBI IN ACCORDANCE WITH THE SEBI (SAST) REGULATIONS. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.

UNITED STATES OF AMERICA

THE OFFER IS BEING MADE FOR SECURITIES OF AN INDIAN COMPANY AND PUBLIC SHAREHOLDERS OF THE TARGET COMPANY IN THE U.S. SHOULD BE AWARE THAT THIS LETTER OF OFFER AND ANY OTHER DOCUMENTS RELATING TO THE OPEN OFFER HAVE BEEN OR WILL BE PREPARED IN ACCORDANCE WITH INDIAN PROCEDURAL AND DISCLOSURE REQUIREMENTS, INCLUDING REQUIREMENTS REGARDING THE OFFER TIMETABLE AND TIMING OF PAYMENTS, ALL OF WHICH DIFFER FROM THOSE IN THE U.S. ANY FINANCIAL INFORMATION INCLUDED IN THIS LETTER OF OFFER OR IN ANY OTHER DOCUMENTS RELATING TO THE OFFER HAS BEEN OR WILL BE PREPARED IN ACCORDANCE WITH NON-U.S. ACCOUNTING STANDARDS THAT MAY NOT BE COMPARABLE TO FINANCIAL STATEMENTS OF COMPANIES IN THE U.S. OR OTHER COMPANIES WHOSE FINANCIAL STATEMENTS ARE PREPARED IN ACCORDANCE WITH U.S. GENERALLY ACCEPTED ACCOUNTING PRINCIPLES.

THE RECEIPT OF CASH PURSUANT TO THE OFFER BY A PUBLIC SHAREHOLDER OF THE TARGET COMPANY MAY BE A TAXABLE TRANSACTION FOR U.S. FEDERAL INCOME TAX PURPOSES AND UNDER APPLICABLE U.S. STATE AND LOCAL, AS WELL AS FOREIGN AND OTHER, TAX LAWS. EACH PUBLIC SHAREHOLDER OF THE TARGET COMPANY IS URGED TO CONSULT HIS INDEPENDENT PROFESSIONAL ADVISER IMMEDIATELY REGARDING THE TAX CONSEQUENCES OF ACCEPTING THE OFFER.

IT MAY BE DIFFICULT FOR U.S. HOLDERS OF EQUITY SHARES TO ENFORCE THEIR RIGHTS AND ANY CLAIMS THEY MAY HAVE ARISING UNDER THE U.S. FEDERAL SECURITIES LAWS IN CONNECTION WITH THE OFFER, SINCE THE TARGET COMPANY AND THE ACQUIRER ARE INCORPORATED IN COUNTRIES OTHER THAN THE U.S., AND SOME OR ALL OF THEIR OFFICERS AND DIRECTORS MAY BE RESIDENTS OF COUNTRIES OTHER THAN THE U.S. U.S. HOLDERS OF EQUITY SHARES IN THE TARGET COMPANY MAY NOT BE ABLE TO SUE THE TARGET COMPANY, THE ACQUIRER OR THEIR RESPECTIVE OFFICERS OR DIRECTORS IN A NON-U.S. COURT FOR VIOLATIONS OF U.S. SECURITIES LAWS. FURTHER, IT MAY BE DIFFICULT TO COMPEL THE

TARGET COMPANY, THE ACQUIRER OR THEIR RESPECTIVE AFFILIATES TO SUBJECT THEMSELVES TO THE JURISDICTION OR JUDGMENT OF A U.S. COURT.

NEITHER THE U.S. SECURITIES EXCHANGE COMMISSION NOR ANY U.S. STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED THE OFFER, OR PASSED ANY COMMENT UPON THE ADEQUACY OR COMPLETENESS OF THIS LETTER OF OFFER. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE IN THE U.S.

General Disclaimer

This Letter of Offer, the DPS and the PA in connection with the Offer, have been prepared for the purposes of compliance with the SEBI (SAST) Regulations. Accordingly, the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of India. Neither the publication of the DPS nor the delivery of this Letter of Offer, under any circumstances, create any implication that there has been no change in the affairs of the Target Company, the Seller, the Acquirer and any persons deemed to be acting in concert with them, since the date hereof or that the information contained herein is correct as at any time subsequent to this date. It is not to be implied that the Acquirer or any persons acting in concert with the Acquirer, are under any obligation to update the information contained herein at any time after this date.

No action has been or will be taken to permit this Offer in any jurisdiction where action would be required for that purpose. The Letter of Offer shall be dispatched to all Public Shareholders whose name appears on the register of members of the Target Company, at their stated address, as of the Identified Date. However, receipt of the Letter of Offer by any shareholder in a jurisdiction in which it would be illegal to make this Offer, or where making this Offer would require any action to be taken (including, but not restricted to, registration of the DPS and/or the Letter of Offer under any local securities laws), shall not be treated by such Public Shareholder as an offer being made to them and shall be construed by them as being sent for information purposes only.

Persons in possession of the DPS and /or the Letter of Offer are required to inform themselves of any relevant restrictions. Any Public Shareholder who tenders his, her or its Equity Shares in this Offer shall be deemed to have declared, represented, warranted and agreed that he, she or it is authorized under the provisions of any applicable local laws, rules, regulations and statutes to participate in this Offer.

3. DETAILS OF THE OFFER

3.1 BACKGROUND TO THE OFFER

3.1.1 This Offer, being a mandatory open offer, is being made by the Acquirer in terms of Regulation 3(1), 4 and 19 of the SEBI (SAST) Regulations, pursuant to the execution of the SPA dated May 5, 2023 to acquire Sale Shares collectively representing between 1,41,95,748 (One Crore Forty One Lakhs Ninety Five Thousand Seven Hundred and Forty Eight) Equity Shares to 1,98,76,757 (One Crore Ninety Eight Lakhs Seventy Six Thousand Seven Hundred and Fifty Seven) Equity Shares (representing between 22.00% to 30.80% of the Expanded Share Capital respectively), depending on the tendering in the Offer, at a price of INR 503 (Five Hundred and Three) (subject to closing adjustments) per Sale Share for a total cash consideration aggregating between INR 714,04,61,244 (Seven Hundred Fourteen Crore Four Lakhs Sixty One Thousand Two Hundred and Forty Four) to INR 999,80,08,771 (Nine Hundred Ninety Nine Crore Eighty Lakhs Eight Thousand Seven Hundred and Seventy One), which is in excess of 25% (twenty five percent) of voting rights and Expanded Share Capital of the Target Company. The Expanded Share Capital 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 10th (Tenth) Working Day from the closure of the Tendering Period).

3.1.2 The Acquirer intends to acquire the Total Purchase Shares, i.e. 51.00% (fifty one percent) of the Expanded Share Capital of the Target Company. For this purpose, the Acquirer will: (a) pursuant to this Offer, acquire up to 1,87,12,577 (One Crore Eighty Seven Lakhs Twelve Thousand Five Hundred And Seventy Seven) Equity Shares, constituting 29.00% of the Expanded Share Capital, conditional upon the Minimum Level of Acceptance (i.e. at least 1,30,27,826 (One Crore Thirty Lakhs Twenty Seven Thousand Eight Hundred And Twenty Six) Equity Shares representing 20.19% (twenty point one nine percent) of the Expanded Share Capital); and (b) pursuant to the SPA, acquire Sale Shares collectively representing between 1,41,95,748 (One Crore Forty One Lakhs Ninety Five Thousand Seven Hundred and Forty Eight) Equity Shares to 1,98,76,757 (One Crore Ninety Eight Lakhs Seventy Six Thousand Seven Hundred and Fifty Seven) Equity Shares (representing between 22.00% to 30.80% of the Expanded Share Capital respectively), depending on the tendering in the Offer, being such number of Equity Shares, which when aggregated with the Offer Shares acquired by the Acquirer pursuant to the Open Offer, shall result in the Acquirer holding 51.00% (fifty one percent) of the Expanded Share Capital, in terms of the SPA, upon Completion under the SPA.

3.1.3 **Summary of the SPA**

(i) The SPA dated May 5, 2023 has been entered into between the Target Company, the Acquirer and the Sellers on the Execution Date for the purchase of the Sale Shares, subject to, and in accordance with, the terms of the SPA.

(ii) Under the SPA, subject to completion of the conditions precedent as set out in the SPA, the Acquirer has agreed to acquire the Sale Shares collectively representing between 1,41,95,748 (One Crore Forty One Lakhs Ninety Five Thousand Seven Hundred and Forty Eight) Equity Shares to 1,98,76,757 (One Crore Ninety Eight Lakhs Seventy Six Thousand Seven Hundred and Fifty Seven) Equity Shares (representing between 22.00% to 30.80% of the Expanded Share Capital respectively), depending on the tendering in the Offer at a price of INR 503 (Five Hundred and Three) (subject to closing adjustments) per Sale Share for a total cash consideration aggregating between INR 714,04,61,244 (Seven Hundred Fourteen Crore Four Lakhs Sixty One Thousand Two Hundred and Forty Four) to INR 999,80,08,771 (Nine Hundred Ninety Nine Crore Eighty Lakhs Eight Thousand Seven Hundred and Seventy One), such that when aggregated with the Equity Shares acquired by the Acquirer pursuant to the Offer, the Acquirer shall hold 51.00% (fifty one percent) of the Expanded Share Capital of the Target Company in terms of the SPA, upon Completion under the SPA. Consequently, the definitive number and percentage of Equity Shares to be acquired by the Acquirer from each of the Sellers under the SPA, and the total consideration being paid therefor by the Acquirer to the Sellers, will be determined based on the tendering in the Offer (and post completion of the Offer).

(iii) Further, under the SPA, the parties have agreed that if, on account of expansion in the Expanded Share Capital after the Execution Date, the total number of Equity Shares held by the Sellers together with the Offer Shares is fractionally less than 51.00% (fifty one percent) of the Expanded Share Capital, the same shall be rounded up to 51.00% (fifty one percent) for the purposes of interpretation of the SPA and all references to 51.00% (fifty one percent) of the Expanded Share Capital under the SPA shall be deemed to be satisfied.

(iv) The sale and purchase of the Sale Shares in accordance with the SPA are subject to certain conditions, as set out below:

a. The consideration payable to Public Shareholders under this Offer, subject to the Minimum Level of Acceptance, shall have been paid to the Public Shareholders;

b. Receipt of CCI Approval or the date on which the CCI Approval is available in the public domain, whichever is earlier;

c. Receipt of Shareholder Approval; and

d. Other conditions precedent in relation to the business of the Target Company as contained under the SPA, including but not limited to:

(1) Execution of termination agreement(s) by the Company and/or the Sellers of all voting or similar *inter-se* agreements relating to the Securities of the Company with the Company and/or any or all the Sellers on one hand, and a Third Party on the other hand, which will be effective from the Completion Date or the New Completion Date (as the case maybe).

(2) Initiation of registration process for all the Intellectual Property being used by the Company, and for which, the registration process has not been initiated by the Company at the Execution Date.

(3) The Company will either execute fresh agreements or renew the term of certain identified agreements which have expired.

(4) The Company to give prior intimation/ obtain prior written consent, as relevant, in the terms of the lending arrangements entered into by the Company.

(5) The Company to obtain prior approval / waivers, as relevant, from counterparties of certain identified contracts entered into by the Company.

(6) The Company to undertake necessary action to (a) obtain a renewed lease agreement for the registered office; or (b) identify a new premise and enter into appropriate agreements prior to the expiry of the current lease deed.

(7) The Company to obtain new trade licenses and registrations under the local Shops and Establishment Act, as may have expired.

Please note that the above list is not an exhaustive list and is a summary of key conditions precedent, as mentioned in the relevant schedule under the SPA. The terms not defined above will have the meaning assigned to them in the SPA.

(v) The SPA shall automatically terminate if the (a) application made to CCI for the Underlying Transaction is rejected by the CCI, (b) number of Equity Shares tendered in this Offer is less than the Minimum Level of Acceptance and the Offer is rescinded or, (c) Completion Date (*as defined under the SPA*) has not occurred on or before the Long Stop Date. Further, the Acquirer shall have the right to terminate the SPA if (a) certain identified Interim Period (*as defined under the SPA*) covenants are breached by the Seller, (b) there

is a breach of any of the identified Seller Fundamental Warranties (*as defined under the SPA*) or, (c) upon occurrence of a Material Adverse Event (*as defined under the SPA*).

(vi) Pursuant to the terms of the SPA, each of the Sellers and their respective affiliates (*as defined in Clause 11.4 of the SPA*) and relatives (*as defined in Clause 11.4 of the SPA*) shall not, from the Execution Date and until the expiry of the fifth anniversary of either the Completion Date or the New Completion Date (as the case maybe) (*as defined in the SPA*), individually or collectively, whether directly or indirectly or beneficially, finance including by way of loans or advances, solicit, invest in, sponsor, promote, manage, participate (whether as an advisor, director, employee, officer, consultant, by way of referral of exclusive vendors (wherein exclusivity of the vendors is determined as of the Execution Date) or in such other manner) or manage or engage in establishing, developing or carrying on, in any joint venture, partnership or other arrangement or such other arrangement, any Competing Business (*as defined in the SPA*).

(vii) Further, in terms of the SPA, any Equity Shares which continue to be held by the Sellers post Completion in terms of the SPA (i.e. upto 56,81,009 (Fifty Six Lakhs Eighty One Thousand and Nine) Equity Shares representing 8.80% (eight point eight one percent) of the Expanded Share Capital) ("**Balance Shares**"), shall be locked-in and the Sellers shall not Transfer (*as defined in the SPA*) or create any Encumbrance (*as defined in the SPA*) on the Balance Shares until 12 (twelve) months from Execution Date, or such other earlier time period as specified in the SPA.

(viii) Details of the Underlying Transaction is set out below:

Details of Underlying Transaction						
Type of transaction (direct/ indirect)	**Mode of transaction (agreement/ allotment/ market purchase)**	**Shares/voting rights acquired/ proposed to be acquired**		**Total consideration for shares/ voting rights acquired (INR)***	**Mode of payment**	**Regulation which has triggered**
		Number*	**% vis-à-vis Expanded Share Capital***			
Direct	Agreement – The Acquirer entered into an SPA dated May 5, 2023 with the Sellers and the Target Company to acquire the Sale Shares, subject to, and in accordance with, the terms of the SPA including certain price adjustments[#], and fulfilment of closing conditions (*as identified under the SPA*), receipt of regulatory approvals and completion of the Open Offer.	Between 1,41,95,748 Equity Shares to 1,98,76,757 Equity Shares, subject to, and in accordance with, the terms and conditions of the SPA	Between 22.00% and 30.80% of the Expanded Share Capital, subject to, and in accordance with, the terms and conditions of the SPA	Between INR 714,04,61,244 and INR 999,80,08,771, subject to, and in accordance with, the terms and conditions of the SPA	Cash	Regulations 3(1) and 4 of the SEBI (SAST) Regulations.

[*] *Under the SPA, the Acquirer has agreed to acquire such number of Equity Shares, which when aggregated with the Offer Shares acquired by the Acquirer pursuant to the Open Offer, shall result in the Acquirer holding 51.00% (fifty one percent) of the Expanded Share Capital, in terms of the SPA, upon Completion under the SPA. Consequently, the definitive number and percentage of Equity Shares to be acquired by the Acquirer from each of the Sellers under the SPA, and the total consideration being paid therefor by the Acquirer to the Sellers, will be determined based on the tendering in the Offer (and post completion of the Offer).*

[#] *In the event there is any upward revision in the consideration amount payable for the Sale Shares in accordance with the terms and conditions of the SPA and the price per Equity Share determined on the basis of such upward revision of*

*consideration under the SPA ("**Revised Sale Share Price**") is higher than the Offer Price, then the Acquirer shall pay the difference between the Revised Sale Share Price and the Offer Price, per Offer Share to all the Public Shareholders whose Equity Shares have been accepted in the Offer within 60 (Sixty) days from the date of Completion.*

3.1.4 The Offer Price shall be payable in cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations, and subject to the terms and conditions set out in the DPS and the Letter of Offer to be dispatched to the Public Shareholders in accordance with the provisions of the SEBI (SAST) Regulations.

3.1.5 The current and proposed (post-Offer) shareholding of the Acquirer in the Target Company are as follows:

Details	**Acquirer**	
	No. of Equity Shares	**%**
Shareholding as on the date of the PA	Nil	Nil
Shares acquired between the date of the PA and the date of the DPS	Nil	Nil
Shareholding as on the date of the DPS	Nil	Nil
Post Offer shareholding as of the 10th working day after the Tendering Period (assuming the entire 29.00% is tendered in the Offer) and the Completion of the SPA*	3,29,08,325	51.00% of the Expanded Share Capital

** The shareholding of the Acquirer post Offer (assuming the entire 29.00% is tendered in the Offer) and post Completion under the SPA.*

3.1.6 Upon Completion, in accordance with the SPA and subject to the provisions of Regulation 31A of the SEBI (LODR) Regulations, the Target Company shall take steps to declassify the Sellers and other promoter/promoter group entities of the Target Company as promoters of the Target Company. The Acquirer will acquire control of the Target Company and be classified as promoter in accordance with the provisions of Regulation 31A of the SEBI (LODR) Regulations.

3.1.7 The Acquirer does not have any nominee directors or representatives on the Board of Directors of the Target Company as on the date of this Letter of Offer. Once the Sale Shares have been acquired in terms of the SPA, the Board of Directors of the Target Company shall be reconstituted on the Completion Date or the New Completion Date (as the case maybe) and the promoters who are directors on the Board of Directors of the Target Company will resign and individuals nominated by the Acquirer shall be nominated as additional directors on the Board of Directors of the Target Company, in accordance with applicable laws including without limitation, the Companies Act, 2013.

3.1.8 The Acquirer is making this Offer to all Public Shareholders to acquire up to 1,87,12,577 (One Crore Eighty Seven Lakhs Twelve Thousand Five Hundred And Seventy Seven) Equity Shares, constituting 29.00% of the Expanded Share Capital.

3.1.9 In terms of Regulation 18(2) of the SEBI (SAST) Regulations, the Letter of Offer has been issued within 7 (Seven) Working Days from the date of receipt of SEBI observations on the DLOF.

3.1.10 The Acquirer has not been prohibited by the SEBI from dealing in securities, in terms of Section 11B of the SEBI Act or under any of the regulations made under the SEBI Act.

3.1.11 The committee of independent directors formulated by the Board of Directors of the Target Company in accordance with Regulation 26(6) and 26(7) of the SEBI (SAST) Regulations is required to publish a reasoned recommendation for the Offer at least 2 (Two) Working Days before the commencement of the Tendering Period in the same newspapers in which the DPS was published.

3.2 DETAILS OF THE PROPOSED OFFER

3.2.1 The Public Announcement was made by the Manager to the Open Offer on behalf of the Acquirer and submitted to the Stock Exchanges on May 5, 2023, was filed with SEBI on May 5, 2023 and was sent *vide* email to the Target Company on May 6, 2023 and to the registered office of the Target Company on May 8, 2023.

3.2.2 In accordance with Regulation 14(3) of the SEBI (SAST) Regulations, the DPS dated May 11, 2023 was published on May 12, 2023 in the following newspapers:

Newspaper	**Language**	**Editions**
Financial Express	English national daily	All editions
Jansatta	Hindi national daily*	All editions
Navshakti	Marathi daily	Mumbai edition (being the place of the stock exchange where the maximum volume of trading in the shares of the target company were recorded during the sixty trading days preceding the date of the PA)

** Hindi also being the regional language of the place where the registered office of the Target Company is situated.*

A copy of the PA, the DPS and the DLOF are also available on the website of SEBI (www.sebi.gov.in).

3.2.3 This Offer is to acquire up to 1,87,12,577 (One Crore Eighty Seven Lakhs Twelve Thousand Five Hundred And Seventy Seven) Equity Shares constituting 29.00% of the Expanded Share Capital at a price of INR 503 (Five Hundred and Three) (subject to closing adjustments) per Offer Share, payable in cash, in accordance with Regulation 9(1)(a) of SEBI (SAST) Regulations and subject to the terms and conditions set out in the PA, the DPS and this Letter of Offer, for a total consideration of up to INR 941,24,26,231 (Nine Hundred Forty One Crore Twenty Four Lakhs Twenty Six Thousand Two Hundred and Thirty One), assuming full acceptance of this Offer ("**Maximum Offer Consideration**").

3.2.4 As on the date of this Letter of Offer, there are no outstanding partly paid-up Equity Shares of the Target Company or outstanding convertible instruments (warrants/ fully convertible debentures/ partially convertible debentures) other than ESOPs issued by the Target Company.

3.2.5 There is no differential price for the Equity Shares under the Offer.

3.2.6 This is not a competitive offer in terms of Regulation 20 of the SEBI (SAST) Regulations. There has been no competing offer to this Offer as of the date of this Letter of Offer. The last date for making such competing offer has expired.

3.2.7 This Offer is conditional upon minimum level of acceptance of at least 1,30,27,826 (One Crore Thirty Lakhs Twenty Seven Thousand Eight Hundred And Twenty Six) Equity Shares representing 20.19% (twenty point one nine percent) of the Expanded Share Capital, in terms of Regulation 19(1) of SEBI (SAST) Regulations. There is no differential price for the Offer Shares.

3.2.8 The acquisition of Offer Shares pursuant to the Offer is subject to receipt of the CCI Approval and the Shareholder Approval. The CCI Approval has been received on June 27, 2023 and the Shareholder Approval has been received on June 8, 2023. To the best of the knowledge of the Acquirer, other than CCI Approval and Shareholder Approval, no statutory or regulatory approvals are required by the Acquirer to complete this Offer. However, in case any statutory or regulatory approval is required by the Acquirer at a later date, this Offer shall be subject to such approvals and the Acquirer shall make the necessary applications for such approvals. The Acquirer will have the right to withdraw this Offer in accordance with Regulation 23 of the SEBI (SAST) Regulations, if any statutory or regulatory approval, as may be required, are not received or are refused for any reasons which are outside of the

reasonable control of the Acquirer. In the event of withdrawal of the Offer, the same would be informed by way of a public announcement in the same newspapers in which the DPS in relation to the Offer was published and such public announcement will also be sent to SEBI, the Stock Exchanges and to the Target Company.

3.2.9 Where any statutory, regulatory or other approval extends to some but not all of the Public Shareholders, the Acquirer shall have the option to make payment to such Public Shareholders in respect of whom no statutory or other approvals are required in order to complete this Offer.

3.2.10 The acquisition of Equity Shares tendered by NRIs and OCBs is subject to regulatory approvals (and where applicable) such OCBs and NRIs must submit the approvals/ exemptions from the RBI along with the Form of Acceptance for tendering their Equity Shares in the Offer.

3.2.11 The Manager to the Open Offer does not hold any Equity Shares as on the date of this Letter of Offer. The Manager to the Open Offer further declares and undertakes not to deal on its own account in the Equity Shares during the Offer Period, in terms of Regulation 27(6) of SEBI (SAST) Regulations.

3.2.12 The Offer Price is subject to revisions pursuant to SEBI (SAST) Regulations, if any, or at the discretion of the Acquirer at any time prior to 1 (One) Working Day before the commencement of the Tendering Period in accordance with Regulation 18(4) of the SEBI (SAST) Regulations.

3.2.13 The Acquirer has not acquired any Equity Shares of the Target Company since the date of the PA i.e., May 5, 2023 and up to the date of this Letter of Offer. In the event any Equity Shares of the Target Company are acquired by the Acquirer, the Acquirer will not sell any Equity Shares of the Target Company during the Offer Period in terms of Regulation 25(4) of the SEBI (SAST) Regulations.

3.2.14 The Offer Shares which will be acquired by the Acquirer, shall be fully paid-up, free from all liens, charges and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights offer declared thereof, and the tendering Public Shareholder(s) shall have obtained all necessary consents required by them to tender the Equity Shares in the Offer accordingly.

3.2.15 The Equity Shares of the Target Company are listed on BSE (Security ID: TCNSBRANDS; Scrip Code: 541700) and NSE (Symbol: TCNSBRANDS).

3.2.16 As per Regulation 38 of the SEBI (LODR) Regulations, as amended, read with Rule 19A of the Securities Contract (Regulation) Rules, 1957, as amended ("**SCRR**"), the Target Company is required to maintain MPS, as determined in accordance with SCRR, on a continuous basis for listing. The completion of this Offer will not result in a breach of the requirement to maintain MPS.

3.3 OBJECT OF ACQUISITION/ OFFER

3.3.1 The Open Offer is being made with the intention to acquire control over the Target Company. The transaction would strengthen Acquirer's presence in women's fashion apparel segment and is in line with its objective of building a comprehensive portfolio of brands across consumer segments, categories and price points.

3.3.2 Furthermore, in line with the long term value creation plan for the business and to achieve operational synergies between the Acquirer and Target Company, including enhancement of market coverage, operating leverage, organisational alignment & utilisation of resources, the Board of Directors of the Acquirer and the Target Company have approved the merger between the two companies *vide* the Scheme on May 5, 2023. The said Scheme will come into effect from the Effective Date (*as defined in the Scheme*), and will be effective from the Appointed Date (*as defined in the Scheme*). Pursuant to the Scheme, the Target Company will be amalgamated into the Acquirer by way of merger (by absorption) as a going concern, and all its assets, interests, debts, liabilities, duties and obligations, etc., will be transferred, in consideration for the allotment and issuance of the equity shares of the Acquirer to all the Eligible Shareholders (*as defined in the Scheme*) in accordance with the Share Exchange Ratio (*as defined in the Scheme*). The Scheme will be subject to the procedure as specified in the master circular bearing

number SEBI/HO/CFD/POD-2/P/CIR/2023/93 on '*Schemes of Arrangement*' dated June 20, 2023 issued by SEBI. The Scheme is also, *inter alia,* conditional upon occurrence of Completion under the SPA. If Completion under the SPA does not occur by the Long Stop Date (whether on account of non-completion of the Open Offer for any reason whatsoever, non-receipt of CCI Approval, Shareholder Approval or otherwise), the Acquirer shall not file the Scheme with the National Company Law Tribunal and shall withdraw the same. In this regard, the Acquirer and the Target Company have also entered into a merger implementation agreement dated May 5, 2023 setting out the manner of effecting the transactions envisaged in the Scheme and the rights and obligations of the Acquirer and the Target Company in relation thereto ("**Implementation Agreement**").

3.3.3 The Acquirer has an arrangement with the Target Company whereby the Target Company supplies its branded products to the Acquirer which the Acquirer sells to its customers through its large format retail and e-commerce channel.

3.3.4 In terms of Regulation 25(2) of the SEBI (SAST) Regulations, save and except as set out in paragraphs 3.3.1 and 3.3.2 above, the Acquirer does not have any intention to restructure or alienate, dispose-off or otherwise encumber any material assets or investments of the Target Company or any of its subsidiaries, through sale, lease, encumbrance, and reconstruction, within a period of 2 (Two) years from the date of completion of the Offer, other than in the ordinary course of business. If the Acquirer intends to restructure or alienate any material asset of the Target Company or any of its subsidiaries (including on account of regulatory approvals or conditions, or compliance with any law that is binding on or applicable to the operations of the Target Company) within a period of 2 (Two) years from the date of completion of the Offer and upto the Effective Date under the Scheme, a special resolution of the shareholders of the Target Company or any of its subsidiaries, as applicable, in accordance with the proviso to Regulation 25(2) of the SEBI (SAST) Regulations would be taken before undertaking any such alienation of any material assets. Further, the Acquirer has not formulated any proposal as on the date of this Letter of Offer which may have an adverse material impact on the employees of the Target Company and the locations of its places of business.

4. BACKGROUND OF THE ACQUIRER

4.1 Acquirer

4.1.1 The Acquirer is a public limited company with company identification number L18101MH2007PLC233901. It was incorporated on April 19, 2007 under the Companies Act, 1956 under the name of Peter England Fashions and Retail Limited. The name of Acquirer was changed to 'Pantaloons Fashion & Retail Limited' pursuant to a scheme of arrangement and a fresh certificate of incorporation, dated April 23, 2013 was issued by the Registrar of Companies ("**RoC**"). Subsequently, the name of Acquirer was changed to 'Aditya Birla Fashion and Retail Limited' pursuant to a scheme of arrangement and a fresh certificate of incorporation dated January 12, 2016, was issued by the RoC.

4.1.2 The registered office of the Acquirer is situated at Piramal Agastya Corporate Park, Building A, 4th and 5th Floor, Unit No. 401, 403, 501, 502, L.B.S Road, Kurla Mumbai Maharashtra - 400070. The contact details of the Acquirer are: telephone number: +91 86529 05000, fax number: +91 86529 05400 and e-mail address: anil.malik@abfrl.adityabirla.com

4.1.3 The issued share capital of the Acquirer amounts to INR 949,57,55,720 (Nine Hundred Forty Nine Crore Fifty Seven Lakhs Fifty Five Thousand Seven Hundred and Twenty) consisting of (i) 94,90,70,572 (Ninety Four Crore Ninety Lakhs Seventy Thousand Five Hundred and Seventy Two) fully paid-up equity shares of INR 10 (Ten) each; (ii) 5,00,000 (Five Lakhs) 8% (eight percent) redeemable cumulative preference shares of INR 10 (Ten) each; and (iii) 500 (Five Hundred) 6% (six percent) redeemable cumulative preference shares of INR 100 (Hundred) each. The paid up share capital of the Acquirer amounts to INR 949,37,00,680 (Nine Hundred Forty Nine Crore Thirty Seven Lakhs Six Hundred and Eighty) consisting of (i) 94,88,65,068 (Ninety Four Crore Eighty Eight Lakhs Sixty Five Thousand and Sixty Eight) fully paid-up equity shares of INR 10 (Ten) each; (ii) 5,00,000 (Five Lakhs) 8% (eight percent) redeemable cumulative preference shares of INR 10 (Ten) each; and (iii) 500 (Five Hundred) 6% (six percent) redeemable cumulative preference shares of INR 100 (Hundred) each.

4.1.4 The Acquirer is primarily engaged in the business of pure-play fashion and lifestyle and has a strong bouquet of leading fashion brands and retail formats across various segments and categories, with pan-India distribution. It manufactures, sources and distributes a wide array of fashion and lifestyle products such as apparel, footwear, accessories, home furnishing, and jewelry.

4.1.5 The Acquirer is a part of the Aditya Birla Group. The shareholding of promoter/promoter group of the Acquirer, as of July 21, 2023 is as follows:

Sr. No.	Name of Promoter/Promoter Group	No. of shares	%
1.	Rajashree Birla	8,63,696	0.09
2.	Kumar Mangalam Birla	33,966	0.00
3.	Neerja Birla	20,270	0.00
4.	Vasavadatta Bajaj	19,542	0.00
5.	Aditya Vikram Kumarmangalam Birla HUF (Kumar Mangalam Birla)	1,780	0.00
6.	Birla Group Holdings Private Limited	17,15,52,967	18.08
7.	IGH Holdings Private Limited	13,64,72,680	14.38
8.	Grasim Industries Limited	9,75,93,931	10.29
9.	Umang Commercial Company Private Limited	6,50,66,998	6.86
10.	Hindalco Industries Limited	5,02,39,794	5.30
11.	Pilani Investment and Industries Corporation Limited	39,88,866	0.42
12.	Birla Industrial Finance (India) Limited	1,66,508	0.02
13.	Birla Consultants Limited	1,66,422	0.02
14.	ABNL Investment Limited	77,430	0.01
15.	Birla Industrial Investments (India) Limited	34,666	0.00
16.	ECE Industries Limited	0	0.00
	Total	**52,62,99,516**	**55.47**

Birla Group Holdings Private Limited is the promoter of the Acquirer

4.1.6 The shareholding pattern of the Acquirer as of July 21, 2023 is as under:

Sr. No.	Shareholder's Category	Number of Shares	% of Shares
1.	Promoters/Promoter Group	52,62,99,516	55.47
2.	FII/Mutual Funds/FIs/Banks*	29,48,04,983	31.07
3.	Other Public	12,29,22,146	12.95
4.	Non-Promoter Non-Public	48,38,423	0.51
	Total Paid-Up Capital	**94,88,65,068**	**100.00**

** Includes shareholding details of other Institutions i.e. Alternative Investment Fund, Insurance Companies, Sovereign Wealth Funds and NBFCs.*

4.1.7 The Board of Directors of the Acquirer comprises the following members:

Sr. No.	Name and DIN	Designation	Qualification	Experience	Date of Appointment
1	Kumar Mangalam Birla (DIN:00012813)	Non-Executive Director	• Chartered Accountant from The Institute of Chartered	Mr. Birla is the Chairman of Aditya Birla Group ("Group"), which operates in 36 countries across six continents. He has been	February 24, 2021

			Accountants of India and • MBA from London Business School, United Kingdom	the architect of over 40 acquisitions in India and globally, among the highest by any Indian multinational. Mr. Birla has held several key positions on various regulatory and professional Boards.	
2	Ananyashree Birla (DIN:06625036)	Non-Executive Director	• Alumnae of the University of Oxford	Ms. Ananya Birla is a successful business woman and platinum selling artist. Her first company, Svatantra Microfin Pvt Ltd, founded at the age of 17, is amongst India's fastest growing MFI's. Ms. Birla is also the founder of design-led home decor brand Ikai Asai. On the social front, Ms. Ananya Birla has co-founded Mpower and is also the founder of the Ananya Birla Foundation that does pioneering research in mental health and social impact.	January 30, 2023
3	Arun Adhikari (DIN:00591057)	Independent Director	• B Tech (Chemical Engineering) • MBA from Indian Institute of Management, Calcutta	Mr. Adhikari joined Hindustan Unilever Limited as Management Trainee in 1977 and was with Unilever through his full career. He retired from Unilever in January 2014 as Senior Vice-President for Unilever Laundry Category across Asia and Africa (Singapore). He has also worked with McKinsey & Company in India as Senior Advisor from May 2014 for 4 years.	May 19, 2021
4	Aryaman Vikram Birla (DIN:08456879)	Non-Executive Director	• Graduate from University of Mumbai • Pursuing MSc in Global Finance (Part Time) from Bayes Business School, London	Mr. Aryaman comes with diverse experience which includes, entrepreneurship, VC investing, and professional sport. He is closely involved with several businesses of the Aditya Birla Group. He also helped to incubate the Group's D2C platform, TMRW, and is a director on its board. His maiden entrepreneurial foray was in the hospitality business. He is also spearheading the Group's Venture Capital fund, Aditya Birla Ventures. Prior to joining ABG, Aryaman was a prolific first-class cricketer.	January 30, 2023
5	Ashish Dikshit (DIN:01842066)	Managing Director	• Alumnus of IIT Madras (Electrical Engineering),	Mr. Dikshit has over 30 years of experience in diverse roles across industries and functions. He started his career at Asian Paints before moving to Madura Fashion and	February 1, 2018

			• Indian Institute of Management - Bangalore (MBA) and • Harvard Business School (Advanced Management Program)	Lifestyle (MFL) Division of the Company, where he worked in its various functions ranging from Sales, Brand Management, Supply Chain and Sourcing over 15 years. He also served as the Principal Executive Assistant to the Chairman of Aditya Birla Group. He was appointed as President of MFL Division in 2007 and went on to become its CEO in 2012. He took over as the Managing Director of Aditya Birla Fashion and Retail Limited in February 2018.	
6	Nish Bhutani (DIN:03035271)	Independent Director	• MBA from Harvard University and • B.S. and M.S. in Engineering from Stanford University	Mr. Bhutani Has over 27 years of experience with digital and technology companies in Silicon Valley, UK and India. He is Founder & CEO of Indiginus Learning Private Limited.	June 5, 2020
7	Pankaj Sood (DIN:05185378)	Nominee Director	• Post-graduate from Indian Institute of Management Calcutta and • Chemical Engineering from Indian Institute of Technology Kharagpur	Mr. Sood heads the Private Equity (Direct Investments) business of GIC Singapore in India and Africa. He has over 23 years of experience in private equity and M&A transactions in India. Prior to GIC, He was an investment banker in India in Kotak Investment Bank, Ernst & Young and SBI Capital Markets.	September 20, 2022
8	Preeti Vyas (DIN:02352395)	Independent Director	• Graduate from National Institute of Design	Ms. Vyas is an independent entrepreneur and has steered Vyas Giannetti Creative to a top position in India as an independent Design and Communication Consultancy. She has been counted among 50 most influential women in India by Impact and Verve magazines, ranked as one of the top creative minds by the Economic Times and named one of the 25 most Powerful Women in Indian business by Business Today. She is also a member of Indian Design Council.	March 31, 2021
9	Sangeeta Pendurkar (DIN:03321646)	Whole-time Director	• Master of Business Admin from University of Pune and • Bachelor of Pharmacy from University of Mumbai	Ms. Pendurkar has almost 35 years of experience spanning across four diverse sectors i.e. FMCG, pharmaceuticals, financial services and retail. She was the Managing Director for Kellogg – India , prior to her current role and has held senior positions at Coca-Cola India,	February 24, 2021

				HSBC Bank, Hindustan Unilever and at Novartis (then Hindustan CibaGeigy). She was listed as Fortune's most powerful women in business in India for six consecutive years from 2012 to 2017. She was also recognized as the "CEO of the Year" at the ET Prime Women Leadership Awards, 2020.	
10	Sukanya Kripalu (DIN:06994202)	Independent Director	• Graduate from St. Xavier's College and IIM Calcutta	Ms. Kripalu is Consultant in the fields of marketing, strategy, advertising and market research and has worked with leading companies such as Nestle India Limited, Cadbury India Limited and Kellogg's India. She was also the CEO of Quadra Advisory.	October 13, 2014
11	Sunirmal Talukdar (DIN:00920608)	Independent Director	• Chartered Accountant from The Institute of Chartered Accountants of India and • B.Sc. (Bachelor of Science) from St. Xavier's College, Calcutta University.	Mr. Talukdar has over 3 decades of rich & comprehensive experience backed by benchmark competencies in the areas of Strategic & Tactical Planning, Mergers & Acquisitions, Risk Management, Public Reporting, Regulatory Compliance and Corporate Governance etc. He retired as Group Executive President and Chief Financial Officer of Hindalco Industries Limited in 2012. Afterwards he worked with Haldia Petrochemicals Limited as Head-F&A, EVP, and CFO from November 2016 to November 2018.	March 11, 2020
12	Vikram Rao (DIN:00017423)	Independent Director	• B.E. (Chemical) and • MBA(XLRI).	Mr. Rao joined Aditya Birla Group in 1999 as Group Executive President, Textiles and masterminded the Group's entry into the branded apparel industry with the acquisition of Madura Garments and was subsequently appointed as Whole-time Director of Aditya Birla Nuvo Limited. After his retirement from the ABG Group in 2012, he took on a Business Mentor role with Resil Chemicals and subsequently in 2014 joined as the MD of N9 World Technologies Private Limited.	March 17, 2021
13	Vishak Kumar (DIN:09078653)	Whole-time Director	• IIM Bangalore alumnus and	Mr. Kumar is CEO of Madura Fashion & Lifestyle (MFL), a business unit of Aditya Birla Fashion and Retail Limited. He	February 24, 2021

			• Computer engineer from BIT Ranchi	joined the Madura business in1995 as a Management Trainee. During his 28 year long stint, he has worked across functions and occupied various roles in sales, marketing and retail. Prior to his stint as CEO of Madura, he was the CEO of Aditya Birla Retail Limited, where he was instrumental in transforming the "More" Supermarket and Hypermarket business.	
14	Yogesh Chaudhary (DIN:01040036)	Independent Director	• Management student from Boston College, USA.	Mr. Chaudhary has immense entrepreneurial abilities and deep knowledge in the manufacturing business, leading Jaipur Rugs increase its global presence to 65 plus nations, from just two a decade ago. He is also a vital part of many prestigious associations such as Rajasthan Angel Investors network, Intellecap Impact Investment Network and Entrepreneurs Organization, to name a few.	March 17, 2021

None of the directors of the Acquirer are on the Board of Directors of the Target Company.

4.1.8 The equity shares of the Acquirer are listed on BSE (Security ID: ABFRL; Scrip Code: 535755) and NSE (Symbol: ABFRL). As on the date of Public Announcement, the closing market price of the equity shares of the Acquirer was INR 214.20 (Two hundred and Fourteen and Twenty Paise) on BSE and NSE. (Source: Website of BSE & NSE)

4.1.9 The Acquirer has received a certificate dated May 17, 2023 from Dilip Bharadiya & Associates (Company Secretaries), wherein it has been confirmed that the Acquirer has complied with the conditions of corporate governance stipulated in the SEBI (LODR) Regulations, as applicable for the year ended March 31, 2023. Further, the Acquirer has submitted the quarterly compliance report on corporate governance wherein it has confirmed compliance, as of June 30, 2023, with corporate governance norms relating to the composition of Board of Directors and various committees (such as audit committee, nomination and remuneration committee etc.) and that meetings of the Board of Directors and the relevant committees have been conducted in the manner specified in SEBI (LODR) Regulations. Further, *vide* a letter dated July 26, 2023, the Acquirer has stated that the aforementioned confirmations continue to be valid as on date.

4.1.10 The Compliance Officer of Acquirer is Mr. Anil Malik, telephone number: +91 86529 05000, e-mail address: anil.malik@abfrl.adityabirla.com

4.1.11 The Acquirer has not been prohibited by SEBI from dealing in securities pursuant to the terms of any directions issued under Section 11B of the SEBI Act or under any other regulations made under the SEBI Act.

4.1.12 Neither the Acquirer, nor any of its directors, promoters and key managerial personnel have been categorized as wilful defaulters or fugitive economic offenders in terms of Regulation 2(1)(ze) and Regulation 2(ja) of the SEBI (SAST) Regulations, respectively.

4.1.13 There are no directions subsisting or proceedings pending against the Acquirer and the directors of the Acquirer by SEBI or Stock Exchanges. No penalties have been levied by SEBI / RBI against the Acquirer and the directors of the Acquirer.

4.1.14 Brief of consolidated audited financial details for the 12 (twelve) month period ended March 31, 2021, March 31, 2022 and March 31, 2023 are as follows:

(INR in Crore)

Profit & Loss Statement	**Financial year ended March 31, 2021 (Consolidated) (Audited)**	**Financial year ended March 31, 2022 (Consolidated) (Audited)**	**Financial year ended March 31, 2023 (Consolidated) (Audited)**
Income from Operations	5,248.92	8,136.22	12,417.90
Other Income	73.40	100.55	116.46
Total Income	5,322.32	8,236.77	12,534.36
Total Expenditure *	4,694.17	7,036.30	10,924.32
Share in Profit/ (loss) of Joint Venture	(0.34)	2.34	6.84
Profit Before Depreciation, Interest and Tax	627.81	1,202.81	1,616.88
Depreciation	962.75	997.03	1,226.96
Interest	502.60	350.71	472.36
Profit Before Tax	**(837.54)**	**(144.93)**	**(82.44)**
Provision for Tax	(101.54)	(26.57)	(22.97)
Profit After Tax	**(736.00)**	**(118.36)**	**(59.47)**

** Total Expenditure does not include Depreciation and Interest*

(INR in Crore)

Balance Sheet	**Financial year ended March 31, 2021 (Consolidated) (Audited)**	**Financial year ended March 31, 2022 (Consolidated) (Audited)**	**Financial year ended March 31, 2023 (Consolidated) (Audited)**
Sources of Funds:			
Paid-up Share Capital (A)	915.05	938.29	948.79
Reserves and Surplus (excluding revaluation reserves) (B)	1,761.22	1,850.23	2,397.21
Net worth (A+B)	2,676.27	2,788.52	3,346.00
Secured Loans	26.28	36.84	880.14
Unsecured Loans	792.09	1,195.49	1,425.38
Lease Liabilities	2,463.40	2,868.09	4,267.34
Other Liabilities	4,213.43	5,517.62	7,122.42
Total	**10,171.47**	**12,406.56**	**17,041.28**
Uses of funds:			
Net Fixed Assets *	612.31	733.77	1,154.81
Investments	73.59	75.89	84.15
Net Current Assets **	3,902.59	5,334.52	7,170.05
Intangible Assets	699.65	694.63	1,451.48
Right-of-use Assets	2,141.42	2,522.93	3,623.44
Goodwill	1,997.26	2,209.20	2,329.70
Other Assets	744.65	835.62	1,227.65
Total	**10,171.47**	**12,406.56**	**17,041.28**

** Net Fixed Assets comprises of Property, Plant and Equipment and Capital work-in-progress.*

*** Net current assets are taken as per the published results for that financial year*

Other Financial Data	Financial year ended March 31, 2021 (Consolidated) (Audited)	Financial year ended March 31, 2022 (Consolidated) (Audited)	Financial year ended March 31, 2023 (Consolidated) (Audited)
Dividend (%)	-	-	-
Earnings per share (basic)(in INR)	(8.23)	(1.18)	(0.38)
Earnings per share (diluted) (in INR)	(8.23)	(1.18)	(0.38)
Return on Net worth *	(27.50%)	(4.24%)	(1.78%)
Book Value of Share (in INR) **	28.55	29.72	35.27

** Return on Net worth is computed as Profit after tax divided by Net worth. Net-worth/Shareholder' funds includes Equity share capital, other equity (Reserves and Surplus) and Non-Controlling Interest.*
*** Book value per share is computed as Net worth divided by number of shares outstanding.*

4.1.15 The contingent liabilities of the Acquirer as on March 31, 2023 are as follows:

(INR in Crore)

Sr.No	Particulars	Amount
	Claims against the Group not acknowledged as debts	
1.	Commercial taxes	12.22
2.	Excise duty	0.50
3.	Customs duty	2.21
4.	Bank Guarantees	37.67
5.	Textile committee cess	0.75
6.	Income Tax	1.41
7.	Others *	15.76
Total Contingent liabilities		**70.52**

** Pertains to claims made by third parties, pending settlement which are considered not tenable.*

5. BACKGROUND OF TARGET COMPANY

5.1 The Target Company is a public limited company bearing corporate identification number L99999DL1997PLC090978. The Target Company was incorporated on December 3, 1997 under the Companies Act, 1956 under the name of TCNS Clothing Co. Private Limited. It changed its name to TCNS Clothing Co. Limited on January 19, 2018 pursuant to a fresh certificate of incorporation issued by the RoC on January 19, 2018.

5.2 The registered office of the Target Company is at 119, New Manglapuri, W House Mandi Road, Sultanpur, Mehrauli New Delhi - 110030, telephone number: 011-42193193, fax number: Not Available and e-mail address: piyush.asija@tcnsclothing.com.

5.3 The Target Company is in the business of manufacturing, distribution & sale of women's apparel and accessories. The Underlying Transaction and the Scheme are permitted by the articles of association and memorandum of association of the Target Company.

5.4 As of the date of the Letter Of Offer, the authorized capital of the Target Company is INR 38,00,00,000 (Thirty Eight Crore) comprising of 18,00,00,000 (Eighteen Crore) Equity Shares of INR 2 (Two) each and 2,00,00,000 (Two Crore) preference shares of INR 1 (One) each. The issued, subscribed and fully paid-up equity share capital of the Target Company is is INR 12,64,21,836 (Twelve Crore Sixty Four Lakhs Twenty One Thousand Eight hundred and thirty six) comprising of 6,32,10,918 (Six Crore Thirty Two Lakhs Ten thousand nine hundred and Eighteen) Equity Shares of INR 2 (Two) each as on date of this Letter of Offer.

5.5 The share capital structure of the Target Company as of the date of the Letter Of Offer is as follows:

Paid-up Equity Shares of Target Company	No. of Shares	% of shares or voting rights
Fully paid-up Equity Shares	6,32,10,918	100.00
Partly paid-up Equity Shares	-	-
Total paid-up Equity Shares	6,32,10,918	100.00
Total voting rights in Target Company*	6,32,10,918	**100.00**

** Please note that this is basis the voting share capital of the Target Company as on July 21, 2023. Basis the Expanded Share Capital, the number of shares (inclusive of vested ESOPs) would be 6,45,26,127 (Six Crore Forty Five Lakhs Twenty Six Thousand One Hundred and Twenty Seven).*

5.6 The Equity Shares of the Target Company are listed on BSE (Security ID: TCNSBRANDS; Scrip Code: 541700) and NSE (Symbol: TCNSBRANDS). The ISIN of the Equity Shares of the Target Company is INE778U01029.

5.7 The Equity Shares are frequently traded on the Stock Exchanges in terms of Regulation 2(1)(j) of the SEBI (SAST) Regulations.

5.8 There has been no suspension of trading of the Equity Shares on BSE and NSE.

5.9 All Equity Shares of the Target Company are listed on BSE and NSE except 50,000 Equity Shares for which listing and trading approval is awaited from BSE and NSE.

5.10 As of the date of this Letter of Offer, there are no (i) partly paid-up Equity Shares; and (ii) outstanding convertible instruments (warrants / fully convertible debentures / partly convertible debentures), other than ESOPs granted by the Target Company. The ESOPs granted by the Target Company which have vested as of the 10th (Tenth) working day from the closure of the Tendering Period of the Open Offer have been taken into account to calculate the Expanded Share Capital of the Target Company, as the same are exercisable into Equity Shares and may result in expansion of the voting share capital of the Target Company.

5.11 As of the date of the Letter of Offer, the Board of Directors of the Target Company comprises of the following directors:

Sr. No.	Name of the Director	Designation	DIN	Original Date of Appointment
1	Mr. Onkar Singh Pasricha	Chairperson and Executive Director	00032290	03-12-1997
2	Mr. Anant Kumar Daga	Managing Director	07604184	07-09-2016*
3	Mr. Bhaskar Pramanik	Non-Executive Independent Director	00316650	14-12-2017**
4	Ms. Neeru Abrol	Non-Executive Independent Director	01279485	14-12-2017**
5	Ms. Sangeeta Talwar	Non-Executive Independent Director	00062478	14-12-2017**
6	Mr. Arvinder Singh Pasricha	Non-Executive Director	00032420	30-12-2021***
7	Mr. Suresh Jayaraman	Non-Executive Independent Director	03033110	30-12-2021***
8	Mr. Naveen Wadhera	Non-Executive Director	02503164	11-02-2022***

** Mr. Anant Kumar Daga was re-appointed as Managing Director with effect from 07-09-2021 for a term of consecutive 5 years.*
*** Mr. Bhaskar Pramanik, Ms. Neeru Abrol and Ms. Sangeeta Talwar were re-appointed as Independent Directors with effect from 14-12-2022 for their second term of consecutive 5 years.*
****The Designation of Mr. Arvinder Singh Pasricha, Mr. Suresh Jayaraman and Mr. Naveen Wadhera was regularised from Additional Directors to Directors with effect from 05-05-2022.*

There are no directors representing the Acquirer on the Board of Directors of the Target Company.

5.12 The Target Company was not involved in any merger/demerger/spin offs during the last 3 years. The Board of Directors of the Acquirer and the Target Company have approved the merger between the two companies *vide* the Scheme on May 5, 2023. The said Scheme will come into effect from the Effective Date (*as defined in the Scheme*), and will be effective from the Appointed Date (*as defined in the Scheme*). The draft Scheme and other relevant documents in respect of the same are available at https://www.bseindia.com/Download/NocUnder/20230525170929-Website%20upload.zip.

5.13 No acquisitions have been made by the promoter/ promoter group of the Target Company in the Target Company, either during the financial year in which the Public Announcement has been made or in any financial years since the date of listing of the equity shares of the Target Company on the Stock Exchanges on July 30, 2018.

5.14 A show cause notice dated July 20, 2023 has been issued by SEBI to the Target Company for an alleged violation of Regulation 26(6) of SEBI (LODR) Regulations. The Target Company is in the process of responding to the Show Cause Notice. Other than the aforementioned, there are no directions subsisting or proceedings pending against the Target Company by SEBI or Stock Exchanges. No penalties have been levied by SEBI / RBI against the Target Company, the promoter and promoter group and the directors of the Target Company.

5.15 Regulation 31(4) of the SEBI (SAST) Regulations requires disclosures to be made, on a yearly basis, by promoters of a target company along with persons acting in concert, with respect to encumbrances, direct or indirect, other than those already disclosed during the financial year. While there was no encumbrance on the shares held by the promoter and promoter group of the Target Company during the financial year 2020-21, a disclosure to that effect was not made as required under Regulation 31(4) of the SEBI (SAST) Regulations, for which SEBI may initiate suitable action against the promoter and promoter group of the Target Company.

5.16 Brief of standalone audited financial details for the 12 (twelve) month period ended March 31, 2021, March 31, 2022 and March 31, 2023 are as follows:

(INR in Crore)

Profit & Loss Statement	**Financial year ended March 31, 2021 (Standalone) (Audited)**	**Financial year ended March 31, 2022 (Standalone) (Audited)**	**Financial year ended March 31, 2023 (Standalone) (Audited)**
Income from Operations	635.54	896.05	1,201.59
Other Income	48.99	34.69	16.01
Total Income	684.53	930.74	1,217.60
Total Expenditure *	633.10	806.41	1,075.97
Profit Before Depreciation, Interest and Tax	51.43	124.33	141.63
Depreciation & amortization expense	91.91	94.38	120.82
Interest**	36.46	37.17	52.02
Profit Before Tax	(76.94)	(7.22)	(31.21)
Provision for Tax	(20.56)	(1.49)	(13.67)
Profit After Tax	**(56.38)**	**(5.73)**	**(17.54)**

** Total Expenditure does not include Depreciation & amortization expense and Finance Costs*

*** Interest represents the Finance Costs*

(INR in Crore)

Balance Sheet	**Financial year ended March 31, 2021 (Standalone) (Audited)**	**Financial year ended March 31, 2022 (Standalone) (Audited)**	**Financial year ended March 31, 2023 (Standalone) (Audited)**
Sources of Funds:			
Paid-up Share Capital (A)	12.31	12.32	12.34
Reserves and Surplus (excluding revaluation reserves) (B)	599.67	607.55	599.36
Net worth (A+B)	611.98	619.87	611.70
Secured Loans	5.36	-	39.50
Unsecured Loans	-	-	-
Total	**617.34**	**619.87**	**651.20**
Uses of funds:			
Net Fixed Assets *	33.35	48.29	70.00
Investments	172.37	145.59	2.12
Net Current Assets **	411.62	425.99	579.08
Total miscellaneous expenditure not written off	-	-	-
Total	**617.34**	**619.87**	**651.20**

** Net Fixed Assets includes Property, plant and equipment, Capital work-in-progress and intangible assets.*

*** Net Current Assets includes Right-of-use assets, Financial assets, Deferred tax assets, Non-current tax assets, Other non-current assets and all current assets except investments (disclosed separately) netted off with Lease liabilities, Other financial liabilities, Provisions, Other non-current liabilities and all current liabilities except borrowings (disclosed separately).*

Other Financial Data	**Financial year ended March 31, 2021 (Standalone) (Audited)**	**Financial year ended March 31, 2022 (Standalone) (Audited)**	**Financial year ended March 31, 2023 (Standalone) (Audited)**
Dividend (%)	-	-	-
Earnings per share (basic)(in INR)	(8.85)	(0.90)	(2.75)
Earnings per share (diluted) (in INR)	(8.85)	(0.90)	(2.75)
Return on Net worth *	(9.21%)	(0.92%)	(2.87%)
Book Value of Share (in INR) **	99.47	100.61	99.10

** Return on Net worth is computed as Profit after tax divided by Net worth. Net-worth/Shareholder' funds includes Equity share capital and other equity (Reserves and Surplus).*

*** Book value per share is computed as Net worth divided by No. of shares outstanding.*

5.17 Pre and post-offer shareholding pattern of the Target Company as on the date of the Letter of Offer (assuming full acceptances) is as provided below:

Shareholders' category	Shareholding and voting rights prior to the SPA / Underlying Transaction and Offer [1]		Equity Shares/ voting rights agreed to be acquired which triggered off the SEBI (SAST) Regulations		Equity Shares/voting rights to be acquired in the Offer (Assuming full acceptances)[2]		Shareholding/voting rights after the Underlying Transaction and the Offer	
	(A)		(B)		(C)		(A)+(B)+(C)=(D)	
	No. of Equity Shares	%[3]	No. of Equity Shares	%[3]	No. of Equity Shares	%[3]	No. of Equity Shares	%[3]
(1) Promoter/Promoter group								
a. Parties to the SPA, if any	1,98,76,757	30.80	(1,41,95,748)	(22.00)	NA	NA	NA	NA
b. Promoters other than (a) above	NA	NA	NA	NA	NA	NA	NA	NA
Total 1(a+b)	1,98,76,757	30.80	(1,41,95,748)	(22.00)	Nil	Nil	NA[4]	NA[4]
(2) Acquirer	Nil	Nil	1,41,95,748	22.00	1,87,12,577	29.00	3,29,08,325[4]	51.00[4]
Total (1+2)[4]	**1,98,76,757**	**30.80**	-	-	**1,87,12,577**	**29.00**	**3,29,08,325[4]**	**51.00[4]**
(3) Parties to the SPA other than (1)(a) and (2)	NA	NA	NA	NA	NA	NA	NA	NA
(4) Public (other than parties to the SPA and Acquirer)								
a. FIs/MFs/FIIs/FPIs/ Banks/SFIs[5]	96,50,884	14.96	NA	NA	(1,87,12,577)	(29.00)	3,16,17,802[4][#]	49.00[4][#]
b. Others[6]	3,49,98,486	54.24	NA	NA				
Total (4) (a+b)	**4,46,49,370**	**69.20**	-	-	**(1,87,12,577)**	**(29.00)**	**3,16,17,802[4][#]**	**49.00[4][#]**
Grand Total (1+2+3+4)	**6,45,26,127**	**100.00**	-	-	-	-	**6,45,26,127**	**100.00**
Total number of shareholders in "Public" category [7]	21,877[7]	-	-	-	*NA*	*NA*	*See Note 8*	*See Note 8*

Notes:

1. *Based on the shareholding (from beneficiary position data) as of July 21, 2023.*
2. *Considering full acceptances and assumes that the condition for Minimum Level of Acceptance has been fulfilled.*
3. *Calculated on the basis of the Expanded Share Capital of the Target Company.*
4. *Upon Completion, in accordance with the SPA and subject to the provisions of Regulation 31A of the SEBI LODR Regulations, the Target Company shall take steps to declassify the Sellers and other promoter/promoter group entities of the Target Company as promoters of the Target Company and the Acquirer will acquire control of the Target Company and be classified as the promoter of the Target Company in accordance with the provisions of Regulation 31A of the SEBI LODR Regulations.*
   (#) Public shareholding includes 56,81,009 Equity Shares, representing 8.80% of the Expanded Share Capital, held by the existing promoter/ promoter group of the Target Company, which will be classified as public shareholding post the Open Offer, in accordance with the SPA and applicable law.
5. *Includes shareholding of FIs, MFs, FIIs/FPIs, Banks, SFIs as well as AIFs.*
6. *Others includes shareholding of public shareholders other than FI/MFs/FIIs/FPIs/Banks, SFIs and AIFs disclosed in 4(a) and includes 50,000 Equity Shares which have been fully paid-up and allotted, but await listing/trading approval and holders of ESOP that are vested as of the 10th (Tenth) working day from the closure of the Tendering Period of the Open Offer.*
7. *Total number of shareholders in "Public" category has been calculated based on all public shareholders (including FI/MFs/FIIs/FPIs/Banks, SFIs, AIFs and Others) and includes holders of ESOPs that are vested but not exercised.*
8. *The number of public shareholders after the Underlying Transaction and the Offer shall depend on the actual tendering by the Public Shareholders in the Open Offer.*

5.18 Acquirer has not acquired any Equity Shares after the date of the PA till the date of the Letter of Offer. In the event any Equity Shares of the Target Company are acquired by the Acquirer, the Acquirer will not sell any Equity Shares of the Target Company during the Offer Period in terms of Regulation 25(4) of the SEBI (SAST) Regulations.

6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

6.1 Justification of Offer Price

6.1.1 The Equity Shares of the Target Company are listed on BSE (Security ID: TCNSBRANDS; Scrip Code: 541700) and NSE (Symbol: TCNSBRANDS).

6.1.2 The traded turnover of the Equity Shares on the Stock Exchanges during the twelve calendar month period preceding the calendar month in which the PA has been made i.e. from May 1, 2022 to April 30, 2023 ("**Twelve Month Period**") is set out below:

Stock Exchange	Total No. of Equity Shares traded (during the period of 12 calendar months preceding the calendar month in which the PA is made)	Total No. of listed Equity Shares of Target Company	Traded shares (as a % of Total Shares)
BSE	16,50,482	6,17,23,668	2.67%
NSE	2,85,38,279	6,17,23,668	46.24%

Source: *Based on the certificate dated May 5, 2023 issued by Suresh Surana &Associates LLP, Chartered Accountants (Firm Registration Number: 121750W / W-100010).*

6.1.3 Therefore, in terms of Regulation 2(1) (j) of the SEBI (SAST) Regulations, the Equity Shares are frequently traded.

6.1.4 The Offer Price of INR INR 503.00 (Five Hundred and Three) per Offer Share is justified in terms of Regulation 8(2) of the SEBI (SAST) Regulations on the basis of the following:

Sr. No.	Particulars	Price (INR per Offer Share)
A.	The highest negotiated price per share of the Target Company for any acquisition under the agreement attracting the obligation to make the Public Announcement of the Offer i.e. the price per Equity Share under the SPA	INR 503.00
B.	The volume-weighted average price paid or payable for acquisitions, by the Acquirer, during the fifty two weeks immediately preceding the date of the Public Announcement	Not Applicable
C.	The highest price paid or payable for any acquisition, by the Acquirer, during the twenty six weeks immediately preceding the date of the Public Announcement	Not Applicable
D.	The volume-weighted average market price per Equity Share for a period of sixty trading days immediately preceding the date of the Public Announcement as traded on NSE, being the stock exchange where the maximum volume of trading in the shares of the Target Company are recorded	INR 485.62
E.	Where the shares are not frequently traded, the price determined by the Acquirer and the Manager to the Open Offer taking into account valuation parameters including, book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies; and	Not Applicable
F.	The per equity share value computed under Regulation 8(5) of the SEBI (SAST) Regulations, if applicable	Not applicable *

Source: *Based on the certificate dated May 5, 2023 issued by Suresh Surana & Associates LLP, Chartered Accountants (Firm Registration Number: 121750W / W-100010).*

** Not applicable since this is not an indirect acquisition in terms of the SEBI (SAST) Regulations.*

6.1.5 Since the date of the Public Announcement and as on the date of this Letter of Offer, there have been no corporate actions by the Target Company warranting adjustment of any of the relevant price parameters under Regulation 8(9) of the SEBI (SAST) Regulations. The Offer Price may be revised in the event of any corporate actions like bonus, rights, split, etc. where the record date for effecting such corporate actions falls within 3 (Three) Working Days prior to the commencement of Tendering Period of the Offer and Public Shareholders shall be notified in case of any revision in Offer Price and/or Offer Size.

6.1.6 As on the date of this Letter of Offer, there is no revision in Offer Price or Offer Size. The Offer Price and/or Offer Size is subject to upward revision, if any, pursuant to the SEBI (SAST) Regulations or at the discretion of the Acquirer at any time prior to the commencement of the last 1 (One) Working Day before the commencement of the Tendering Period in accordance with Regulation 18(4) and 18(5) of the SEBI (SAST) Regulations. In the event of such revision, the Acquirer shall make corresponding increases to the escrow amount and shall: (i) make a public announcement in the same newspapers in which the DPS is published; and (ii) simultaneously with the issue of such announcement, inform SEBI, the Stock Exchanges and the Target Company at its registered office, of such revision.

6.1.7 If the Acquirer acquires Equity Shares (other than the Sale Shares) during the period of twenty six weeks after the Tendering Period at a price higher than the Offer Price, then the Acquirer shall pay the difference between the highest acquisition price and the Offer Price to all the Public Shareholders whose Equity Shares have been accepted in the Offer within 60 (Sixty) days from the date of such acquisition. Specifically, in the event there is any upward revision in the consideration amount payable for the Sale Shares in accordance with the terms and conditions of the SPA and the Revised Sale Share Price is higher than the Offer Price, then the Acquirer shall pay the difference between the Revised Sale Share Price and the Offer Price, per Offer Share to all the Public Shareholders whose Equity Shares have been accepted in the Offer within 60 (Sixty) days from the date of Completion.

6.1.8 In the event of acquisition of the Equity Shares by the Acquirer during the Offer Period, whether by subscription or purchase, at a price higher than the Offer Price, then the Offer Price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8(8) of the SEBI (SAST) Regulations. As per

the proviso to Regulation 8(8) of the SEBI (SAST) Regulations, the Acquirer shall not acquire any Equity Shares after the 3rd (Third) Working Day prior to the commencement of the Tendering Period and until the expiry of the Tendering Period.

6.2 Financial Arrangements

6.2.1 The total consideration for this Open Offer is upto INR 941,24,26,231 (Nine Hundred Forty One Crore Twenty Four Lakhs Twenty Six Thousand Two Hundred and Thirty One), assuming full acceptance of this Offer (i.e. the Maximum Offer Consideration).

6.2.2 The Acquirer confirms that it has adequate resources to meet the financial obligations for the Offer in terms of Regulation 25(1) of the SEBI (SAST) Regulations and the Acquirer will be able to implement the Offer. The sources of funds for the Acquirer are from their cash and cash equivalents (including liquid investments).

6.2.3 In accordance with Regulation 17 of the SEBI (SAST) Regulations, the Acquirer is required to create an escrow for an amount equal to 100% (one hundred percent) of the total consideration payable for the Minimum Level of Acceptance i.e. INR 655,29,96,478 (Six Hundred Fifty Five Crore and Twenty Nine Lakhs Ninety Six Thousand Four Hundred and Seventy Eight) or 50% (fifty percent) of the Maximum Offer Consideration i.e. INR 470,62,13,116 (Four Hundred Seventy Crores Sixty Two Lakhs Thirteen Thousand One Hundered and Sixteen), whichever is higher. Accordingly the Acquirer has deposited INR 655,30,00,001 (Six Hundred Fifty Five Crore Thirty Lakhs and One) in the Escrow Account (*as defined below*), being more than 100% (one hundred percent) of the total consideration payable for the Minimum Level of Acceptance, as detailed below.

6.2.4 In this regard, the Acquirer and the Manager to the Open Offer *inter alia* have entered into an escrow agreement with Axis Bank Limited ("**Escrow Agent**"), acting through its office at Axis Bank, 502, Ground Floor, Bengal Chemical, Opposite Century Bazaar, Prabhadevi, Mumbai, Maharashtra, 400025, dated May 9, 2023 ("**Escrow Agreement**"). Pursuant to the Escrow Agreement, the Acquirer has established an escrow account under the name "TCNS OPEN OFFER CASH ESCROW ACCOUNT" ("**Escrow Account**") and made a cash deposit of INR 655,30,00,001 (Six Hundred Fifty Five Crore Thirty Lakhs and One) (being more than 100% (one hundred percent) of the total consideration payable for the Minimum Level of Acceptance) ("**Cash Escrow**"). The Manager to the Open Offer has been duly authorized to operate the Escrow Account in terms of the SEBI (SAST) Regulations. The cash deposit has been confirmed by way of a confirmation letter dated July 26, 2023 issued by the Escrow Agent. The Acquirer has created a Fixed Deposit of INR 661,96,50,805 (Six Hundred Sixty One Crore and Ninety Six Lakhs Fifty Thousand Eight Hundred and Five) against which a lien has been marked in favour of Manager to the Open Offer.

6.2.5 The Manager to the Open Offer have been fully authorised and empowered by the Acquirer to operate and realise the Escrow Amount lying to the credit of the Escrow Account in accordance with the SEBI (SAST) Regulations.

6.2.6 In case of any upward revision in the Offer Price or the size of this Offer, the value in cash of the Escrow Amount shall be computed on the revised consideration calculated at such revised offer price or offer size and any additional amounts required will be funded by the Acquirer, prior to effecting such revision, in terms of Regulation 17(2) of the SEBI (SAST) Regulations.

6.2.7 Suresh Surana & Associates LLP, Chartered Accountants (Firm Registration Number 121750W / W-100010), having their office at 8th Floor, Bakhtawar, 229, Nariman Point, Mumbai - 400021, with telephone number: (022) 22875770, has *vide* certificate dated May 5, 2023, certified that the Acquirer has adequate financial resources for fulfilling their obligations under the Open Offer.

6.2.8 Based on the above, the Manager to the Open Offer is satisfied, (i) about the adequacy of resources to meet the financial requirements of the Offer and the ability of the Acquirer to implement the Offer in accordance with the SEBI (SAST) Regulations, and (ii) that firm arrangements for payment through verifiable means are in place to fulfill the Offer obligations.

7. TERMS AND CONDITIONS OF THE OFFER

7.1 This Offer is being made by the Acquirer to: (i) all the Public Shareholders, whose names appear in the register of members of the Target Company as of the close of business on the Identified Date; (ii) the beneficial owners of the Equity Shares whose names appear as beneficiaries on the records of the respective Depositories, as of the close of business on the Identified Date; and (iii) those persons who acquire the Equity Shares any time prior to the date of the closure of the Tendering Period for this Offer but who are not the registered Public Shareholders.

7.2 The Acquirer is making this Offer to all Public Shareholders to acquire up to 1,87,12,577 (One Crore Eighty Seven Lakhs Twelve Thousand Five Hundred And Seventy Seven) Equity Shares, constituting 29.00% of the Expanded Share Capital of the Target Company subject to the terms and conditions mentioned in the PA, DPS and this Letter of Offer.

7.3 This Offer is conditional upon minimum level of acceptance of at least 1,30,27,826 (One Crore Thirty Lakhs Twenty Seven Thousand Eight Hundred And Twenty Six) Equity Shares representing 20.19% (twenty point one nine percent) of the Expanded Share Capital of the Target Company in terms of Regulation 19(1) of SEBI (SAST) Regulations.

7.4 Any Equity Shares that are subject matter of litigation or are held in abeyance due to pending court cases/attachment orders/restrictions from other statutory authorities wherein the Public Shareholder may be precluded from transferring the Equity Shares during pendency of the said litigation, are liable to be rejected if directions/orders are passed regarding the free transferability of such Equity Shares tendered under the Offer prior to the date of closure of the Tendering Period.

7.5 The Offer Shares which will be acquired by the Acquirer, shall be fully paid-up, free from all liens, charges and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights offer declared thereof, and the tendering Public Shareholder(s) shall have obtained all necessary consents required by them to tender the Equity Shares in the Offer accordingly.

7.6 Accidental omission to dispatch the Letter of Offer to any Public Shareholder to whom this Offer has been made or non-receipt of the Letter of Offer by any such Public Shareholder shall not invalidate this Offer in any way.

7.7 There is no lock-in on the Equity Shares held by the Public Shareholders.

7.8 The Letter of Offer shall be sent to the Public Shareholders holding Equity Shares whose names appear in the register of members of the Target Company on the Identified Date. The Identified Date for this Offer is Tuesday, July 25, 2023.

7.9 All Public Shareholders, registered or unregistered, who own Equity Shares and are able to tender such Equity Shares in this Offer at any time before the closure of the Tendering Period are eligible (subject to Paragraphs 7.4, 7.5 and 7.21) to participate in this Offer.

7.10 The Public Announcement, the DPS, Draft Letter of Offer and this Letter of Offer will also be available on the website of SEBI (www.sebi.gov.in). In case of non-receipt of the Letter of Offer, the Public Shareholders, including those who have acquired Equity Shares after the Identified Date, if they so desire, may download the Letter of Offer from SEBI's website.

7.11 The acceptance of this Offer by Public Shareholders must be absolute and unqualified. Any acceptance of this Offer which is conditional or incomplete in any respect will be rejected without assigning any reason whatsoever.

7.12 In terms of Regulation 18(9) of the SEBI (SAST) Regulations, the Public Shareholders who tender their Equity Shares in acceptance of this Offer shall not be entitled to withdraw such acceptance during the Tendering Period.

7.13 The Acquirer reserves the right to revise the Offer Price upwards prior to the commencement of the last 1 (One) Working Day prior to the commencement of the Tendering Period, i.e. up to August 4, 2023, in accordance with the SEBI (SAST) Regulations and the revision, if any, in the Offer Price and/or the Offer Size would be announced in the same newspapers where the Detailed Public Statement was published. The Acquirer would pay such revised price for all the Equity Shares validly tendered at any time during the Offer and accepted under the Offer in accordance with the terms of the Detailed Public Statement and this Letter of Offer.

7.14 If the Acquirer acquires Equity Shares of the Target Company (other than the Sale Shares) during the period of twenty six weeks after the Tendering Period at a price higher than the Offer Price, then the Acquirer shall pay the difference between the highest acquisition price and the Offer Price to all the Public Shareholders whose Equity Shares have been accepted in the Offer within 60 (Sixty) days from the date of such acquisition. Specifically, in the event there is any upward revision in the consideration amount payable for the Sale Shares in accordance with the terms and conditions of the SPA and the Revised Sale Share Price is higher than the Offer Price, then the Acquirer shall pay the difference between the Revised Sale Share Price and the Offer Price, per Offer Share to all the Public Shareholders whose Equity Shares have been accepted in the Offer within 60 (Sixty) days from the date of Completion.

7.15 In the event of acquisition of the Equity Shares by the Acquirer during the Offer Period, whether by subscription or purchase, at a price higher than the Offer Price, then the Offer Price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8(8) of the SEBI (SAST) Regulations. As per the proviso to Regulation 8(8) of the SEBI (SAST) Regulations, the Acquirer shall not acquire any Equity Shares after the 3rd (Third) Working Day prior to the commencement of the Tendering Period and until the expiry of the Tendering Period.

7.16 The acceptance of this Offer is entirely at the discretion of the Public Shareholders of the Target Company.

7.17 By accepting this Offer, the Public Shareholder(s) confirm that they are not persons acting in concert with the Acquirer or the Seller for the purpose of this Offer.

7.18 None of the Acquirer, the Manager to the Open Offer or the Registrar to the Open Offer accept any responsibility for any loss of documents during transit and Public Shareholders are advised to adequately safeguard their interest in this regard.

7.19 The acceptance of Equity Shares tendered in the Offer will be made by the Acquirer in consultation with the Manager to the Open Offer.

7.20 The instructions, authorizations and provisions contained in the Form of Acceptance-cum-Acknowledgement constitute part of the terms of the Offer.

7.21 Statutory and other approvals:

7.21.1 The Underlying Transaction and the acquisition of Offer Shares pursuant to the Offer is subject to receipt of the CCI Approval and Shareholder Approval. The CCI Approval has been received on June 27, 2023 and the Shareholder Approval has been received on June 8, 2023.

7.21.2 To the best of the knowledge of the Acquirer, other than the CCI Approval and Shareholder Approval, there are no statutory or regulatory approval(s) required by the Acquirer to complete the transactions contemplated under the SPA and this Offer. However, in case of any further statutory or regulatory approval(s) being required by the Acquirer at a later date, this Offer shall be subject to such approvals and the Acquirer shall make the necessary applications for such approvals. In case of delay in receipt of any statutory approval(s), SEBI may, if satisfied that such delay in receipt of the statutory or regulatory approval(s) was not attributable to any wilful default, failure or neglect on the part of the Acquirer to diligently pursue such approval(s), and subject to such terms and conditions as specified by SEBI, including payment of interest in accordance with Regulation 18(11) of the SEBI (SAST) Regulations, grant an extension of time to the Acquirer, pending receipt of such statutory or regulatory approval(s),

to make the payment of the consideration to the Public Shareholders whose Equity Shares have been accepted in the Offer. Provided that where the statutory or regulatory approval(s) extend to some but not all holders of the Equity Shares, the Acquirer shall have the option to make payment to such holders of the Equity Shares in respect of whom no statutory or regulatory approval(s) are required in order to complete this Offer.

7.21.3 The Acquirer will have the right to withdraw this Offer in accordance with Regulation 23 of the SEBI (SAST) Regulations, in the event the statutory or regulatory approvals which may be required relating to the SPA or this Offer or which become applicable prior to completion of the Offer, are not received or are refused for any reasons which are outside of the reasonable control of the Acquirer. In the event of withdrawal of this Offer, a public announcement will be made in the same newspapers in which the DPS was published providing the grounds and reasons for withdrawal of the Open Offer within 2 (Two) Working Days of such withdrawal, in accordance with Regulation 23(2) of the SEBI (SAST) Regulations.

7.21.4 NRI and OCB holders of the Equity Shares, if any, must obtain all requisite approvals required to tender the Equity Shares held by them in this Offer (including but not limited to, the approval from the RBI, since the Equity Shares validly tendered in this Offer will be acquired by a resident entity), and submit such approvals along with the Form of Acceptance-cum-Acknowledgement and other documents required to accept this Offer. Further, if the Public Shareholders who are not persons resident in India (including NRIs, OCBs, registered FIIs and FPIs) had required any approvals (including from the RBI or any other regulatory body) at the time of the original investment, in respect of the Equity Shares held by them currently, they will be required to submit copies of such previous approvals along with the other documents required to be tendered to accept this Offer. If such approvals are not submitted, the Acquirer reserve the right to reject such Equity Shares tendered pursuant to this Offer. If the Equity Shares are held under the general permission of the RBI, the non-resident Shareholders should state that the Equity Shares are held under such general permission and whether such Equity Shares are held on a repatriable basis or a non repatriable basis.

7.21.5 Subject to the receipt of the statutory and other approvals, if any, the Acquirer shall complete all procedures relating to the Open Offer, including payment of consideration within 10 (Ten) Working Days from the closure of the tendering period to those shareholders whose share certificates (if applicable) or other documents are found valid and in order and are approved for acquisition by the Acquirer.

7.21.6 By agreeing to participate in this Open Offer (i) the holders of the Equity Shares who are persons resident in India and the (ii) the holders of the Equity Shares who are persons resident outside India (including NRIs, OCBs and FPIs) give the Acquirer the authority to make, sign, execute, deliver, acknowledge and perform all actions to file applications and regulatory reportings, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Acquirer for such regulatory filings, if required by the Acquirer.

7.21.7 Where any statutory or other approval extends to some but not all of the Public Shareholders, the Acquirer shall have the option to make payment to such Public Shareholders in respect of whom no statutory or other approvals are required in order to complete this Open Offer.

8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

8.1 The Offer will be implemented by the Acquirer through the stock exchange mechanism made available by the Stock Exchanges in the form of a separate window ("**Acquisition Window**") as provided under the SEBI (SAST) Regulations and the SEBI circular CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 issued by SEBI read with the SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and SEBI circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and SEBI master circular SEBI/HO/CFD/PoD-1/P/CIR/2023/31 dated February 16, 2023, as amended from time to time, and notices / guidelines issued by Stock Exchanges and the Clearing Corporation in relation to the mechanism / process for the acquisition of shares through the stock exchange pursuant to the tender offers under takeovers, buy back and delisting, as amended and updated from time to time ("**Acquisition Window Circulars**"). The facility for acquisition of Equity Shares through the stock exchange mechanism pursuant to the Offer shall be available on BSE and NSE in the form of the Acquisition Window.

8.2 BSE shall be the designated stock exchange for the purpose of tendering shares in the Offer (**"Designated Stock Exchange**").

8.3 The Letter of Offer with the Form of Acceptance-cum-Acknowledgement will be sent to the Public Shareholders whose names appear on the register of members of the Target Company and to the beneficial owners of the Equity Shares whose names appear in the beneficial records of the respective depositories, as of the close of business on the Identified Date.

8.4 The Public Announcement, the Detailed Public Statement, the Draft Letter of Offer, the Letter of Offer and the Form of Acceptance-cum-Acknowledgement will also be available on the website of SEBI at www.sebi.gov.in. In case of non-receipt of the Letter of Offer, all Public Shareholders including those who have acquired Equity Shares of the Target Company after the Identified Date, if they so desire, may download the Letter of Offer or the Form of Acceptance-cum-Acknowledgement from the website of SEBI or obtain a copy of the same from the Registrar to the Open Offer on providing suitable documentary evidence of holding of the Equity Shares of the Target Company for applying in the Offer. The Letter of Offer and the Form of Acceptance-cum-Acknowledgment shall also be available on the website of the Manager to the Open Offer at www.axiscapital.co.in and Registrar to the Open Offer at https://web.linkintime.co.in/client-downloads.html

8.5 All the Public Shareholders who desire to tender their Equity Shares under the Offer should consult with their depository participants and their respective stock brokers ("**Selling Broker**") well in advance to understand the process and methodology in relation to tendering of the Equity Shares through the Stock Exchanges during the Tendering Period. The Buying Broker or its affiliate may also act as Selling Broker for Public Shareholders.

8.6 The Acquirer has appointed Axis Capital Limited ("**Buying Broker**") as its broker for the Offer through whom the purchase and settlement of the Equity Shares tendered in the Offer will be made. The contact details of the Buying Broker are as mentioned below:

AXIS CAPITAL

Axis Capital Limited
1st Floor, Axis House,
C-2 Wadia International Centre,
P. B. Marg, Worli,
Mumbai - 400 025, Maharashtra, India
Tel: +91 22 4325 2183
Fax: +91 22 4325 3000
E-mail: tccl.openoffer@axiscap.in
Contact Person: Mr. Amrish Parmar

8.7 Public Shareholders have to ensure that their Equity Shares are made available to their Selling Brokers in order to mark the lien, before the closure of the Tendering Period. The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by registered post or by ordinary post or courier (in case of physical shares) at the Public Shareholders' sole risk. Public Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Offer are completed.

8.8 Modification/cancellation of orders will not be allowed during the Tendering Period.

8.9 The Acquisition Window will be provided by both NSE and BSE to facilitate placing of sell orders. The Selling Broker can enter orders for Equity Shares in dematerialized form or physical form.

8.10 Public Shareholders can tender their shares only through a broker with whom the shareholder is registered as client (KYC Compliant). In the event Selling Broker(s) are not registered with BSE or NSE if the Shareholder does not have any stock broker then that Shareholder can approach any BSE or NSE registered stock broker and can make a

bid by using quick unique client code ("**UCC**") facility through that BSE or NSE registered stock broker after submitting the details as may be required by the stock broker to be in compliance with applicable law and regulations. In case Public Shareholder is not able to bid using quick UCC facility through any other BSE or NSE registered stock broker then the Public Shareholder may approach Buying Broker, to bid by using quick UCC facility. The Shareholder approaching BSE or NSE registered stock broker (with whom he does not have an account) may have to submit following details:

8.10.1 In case of Shareholder being an individual

(a) <u>If Shareholder is registered with KYC Registration Agency ("**KRA**"): Forms required:</u>

i. Central Know Your Client (CKYC) form including Foreign Account Tax Compliance Act (FATCA), In Person Verification (IPV), Original Seen and Verified (OSV) if applicable
ii. Know Your Client (KYC) form Documents required (all documents self-attested):
Bank details (cancelled cheque)
iii. Demat details (Demat Master /Latest Demat statement)

(b) <u>If Shareholder is not registered with KRA: Forms required:</u>

i. CKYC form including FATCA, IPV, OSV if applicable
ii. KRA form
iii. KYC form Documents required (all documents self-attested):
PAN card copy
Address proof
Bank details (cancelled cheque)
iv. Demat details (Demat master /Latest Demat statement)

It may be noted that other than submission of above forms and documents in person verification may be required.

8.10.2 **<u>In case of Shareholder is HUF:</u>**

(a) <u>If Shareholder is registered with KRA: Forms required:</u>

i. CKYC form of KARTA including FATCA, IPV, OSV if applicable
ii. KYC form documents required (all documents self-attested):
Bank details (cancelled cheque)
iii. Demat details (Demat Master /Latest Demat statement)

(b) <u>If Shareholder is not registered with KRA: Forms required:</u>

i. CKYC form of KARTA including FATCA, IPV, OSV if applicable
ii. KRA form
iii. Know Your Client (KYC) form Documents required (all documents self-attested):
PAN card copy of HUF & KARTA
Address proof of HUF & KARTA
HUF declaration
Bank details (cancelled cheque)
iv. Demat details (Demat master /Latest Demat statement)

It may be noted that other than submission of above forms and documents in person verification may be required.

8.10.3 **<u>In case of Shareholder other than Individual and HUF:</u>**

(a) <u>If Shareholder is KRA registered: Form required</u>

i. Know Your Client (KYC) form Documents required (all documents certified true copy)
Bank details (cancelled cheque)
ii. Demat details (Demat master /Latest Demat statement)
iii. FATCA, IPV, OSV if applicable
iv. Latest list of directors/authorised signatories/partners/trustees
v. Latest shareholding pattern
vi. Board resolution
vii. Details of ultimate beneficial owner along with PAN card and address proof
viii. Last 2 years financial statements

(b) If Shareholder is not KRA registered: Forms required:

i. KRA form
ii. Know Your Client (KYC) form Documents required (all documents certified true copy):
PAN card copy of company/ firm/trust
Address proof of company/ firm/trust
Bank details (cancelled cheque)
iii. Demat details (Demat Master /Latest Demat statement)
iv. FATCA, IPV, OSV if applicable
v. Latest list of directors/authorised signatories /partners/trustees
vi. PAN card copies & address proof of directors/authorised signatories/partners/trustees
vii. Latest shareholding pattern
viii. Board resolution/partnership declaration
ix. Details of ultimate beneficial owner along with PAN card and address proof
x. Last 2 years financial statements
xi. MOA/Partnership deed /trust deed

It may be noted that, other than submission of above forms and documents, in person verification may be required.

It may be noted that above mentioned list of documents is an indicative list. The requirement of documents and procedures may vary from broker to broker.

8.11 Procedure For Tendering Shares Held In Dematerialized Form

8.11.1 The Public Shareholders who are holding Equity Shares in electronic/ dematerialised form and who desire to tender their Equity Shares in this Offer shall approach their respective Selling Broker indicating to their Selling Broker the details of Equity Shares that such Public Shareholder intends to tender in this Offer. Public Shareholders should tender their Equity Shares before market hours close on the last day of the Tendering Period.

8.11.2 The Selling Broker would be required to place an order/bid on behalf of the Public Shareholders who wish to tender Equity Shares in the Open Offer using the Acquisition Window of the Stock Exchanges. Before placing the order/bid, the Selling Broker will be required to mark lien on the tendered Equity Shares.

8.11.3 The lien shall be marked by the Selling Broker in the demat account of the Public Shareholder for the Equity Shares tendered in the Open Offer. Details of such Equity Shares marked as lien in the demat account of the Public Shareholder shall be provided by the depositories to the Clearing Corporation.

8.11.4 Upon placing the order, the Selling Broker shall provide Transaction Registration Slip ("**TRS**") generated by the stock exchange bidding system to the Equity Shareholder. TRS will contain details of order submitted like bid ID No., DP ID, Client ID, no. of Equity Shares tendered, etc.

8.11.5 On receipt of TRS from the respective Selling Broker, the Public Shareholder has successfully placed the bid in the Offer.

8.11.6 Modification/cancellation of orders will not be allowed during the tendering period of the Offer.

8.11.7 For custodian participant, orders for demat Equity Shares early pay-in is mandatory prior to confirmation of order by the custodian. The custodians shall either confirm or reject orders not later than the time provided by the Stock Exchanges on the last day of the Tendering Period. Thereafter, all unconfirmed orders shall be deemed to be rejected.

8.11.8 The details of settlement number for early pay-in of equity shares shall be informed in the issue opening circular that will be issued by the Stock Exchanges / Clearing Corporation, before the opening of the Offer.

8.11.9 The Public Shareholders will have to ensure that they keep their DP account active and unblocked to successfully facilitate the tendering of the Equity Shares.

8.11.10 The cumulative quantity tendered shall be made available on the website of the BSE (www.bseindia.com) and NSE (www.nseindia.com) throughout the trading sessions and will be updated at specific intervals during the Tendering Period.

8.11.11 In case any person has submitted Equity Shares in physical form for conversion to Demat, such Public Shareholders should ensure that the process of getting the Equity Shares converted to Demat mode is completed well in time so that they can participate in the Offer before the closure of the Tendering Period.

8.11.12 The Public Shareholders holding shares in Demat mode are not required to fill any Form of Acceptance-cum-Acknowledgement, unless required by their respective Selling Broker.

8.11.13 All non-resident Public Shareholders (i.e., Public Shareholders not residing in India including NRIs, OCBs and FPIs) are mandatorily required to fill the Form of Acceptance-cum- Acknowledgement. The non-resident Public Shareholders holding Equity Shares in Demat mode, directly or through their respective Selling Brokers, are required to send the Form of Acceptance-cum-Acknowledgement along with the required documents to the Registrar to the Open Offer at its address given on the cover page of the Letter of Offer. The envelope should be superscribed as ["TCNS CLOTHING CO. LIMITED – OPEN OFFER 2023"]. The detailed procedure for tendering Equity Shares will be included in the Form of Acceptance-cum- Acknowledgement.

8.12 Procedure for tendering shares held in Physical Form

8.12.1 As per the provisions of Regulation 40(1) of the SEBI (LODR) Regulations, as amended and SEBI's press release dated December 3, 2018, bearing reference no. PR 49/2018, requests for transfer of securities shall not be processed unless the securities are held in dematerialised form with a depository with effect from April 01, 2019. However, in accordance with the circular issued by SEBI bearing reference number SEBI/HO/CFD/ CMD1/CIR/P/2020/144 dated July 31, 2020, shareholders holding securities in physical form are allowed to tender shares in an open offer. Such tendering shall be as per the provisions of the SEBI (SAST) Regulations. Accordingly, Public Shareholders holding Equity Shares in physical form as well are eligible to tender their Equity Shares in this Open Offer as per the provisions of the SEBI (SAST) Regulations.

8.12.2 The Public Shareholders who are holding equity shares in physical form and are desirous of tendering their equity shares in the Offer shall approach the relevant Selling Broker and submit the following set of documents for verification:

(i) Form of Acceptance-cum- Acknowledgement duly completed and signed in accordance with the instructions contained therein, by sole/joint shareholders whose name(s) appears on the share certificate(s) and in the same order and as per the specimen signature lodged with the Target Company;

(ii) Original share certificate(s);

(iii) Valid share transfer deed(s) (Form SH-4) duly signed as transferor(s) by the sole/joint shareholder(s) in the same order and as per specimen signatures lodged with the Target Company and duly witnessed at the appropriate place;

(iv) Self-attested PAN Card copy (in case of joint holders, PAN card copy of all transferors);

(v) Any other relevant document such as (but not limited to) powers of attorney and/or corporate authorizations (including board resolution(s)/specimen signature(s)), Notarized Copy of death Certificate/ succession certificate or probated will, if the original shareholder has deceased, etc.

(vi) Self-attested copy of proof of address such as valid Aadhar card, voter ID, passport or driving license.

(vii) In addition, if the address of the Public Shareholder has undergone a change from the address registered in the register of members of the Target Company, the relevant Public Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents:

(i) valid Aadhar Card;
(ii) Voter Identity Card;
(iii) Passport ;
(iv) registered lease or sale agreement of residence;
(v) driving license;
(vi) flat maintenance bill;
(vii) utility bills like telephone bill (only landline), electricity bill or gas bill (not more than three months old);
(viii) identity card / document with address, issued by any of the following: Central/State Government and its Departments, statutory / regulatory authorities, Public Sector Undertakings, scheduled commercial banks, public financial institutions;
(ix) For FII / sub account, Power of Attorney given by FII / subaccount to the Custodians (which are duly notarized and / or apostilled or consularised) that gives the registered address;
(x) proof of address in the name of the spouse; or
(xi) client master list of the demat account of the holder / claimant, provided by the depository participant.

(viii) Public Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for the Open Offer shall be subject to verification by the Registrar to the Offer, as per the SEBI (SAST) Regulations, applicable laws and any further directions issued in this regard.

8.12.3 Based on these documents, the Selling Broker(s) should place bids on behalf of the Public Shareholder holding Equity Shares in physical form who wishes to tender Equity Shares in the Open Offer, using the acquisition window of BSE and NSE. Upon placing the bid, the Selling Broker shall provide a Transaction Registration Slip ("**TRS**") generated by the Stock Exchange bidding system to the Public Shareholder. The TRS will contain the details of the order submitted like folio number, certificate number, distinctive number of Equity Shares tendered etc.

8.12.4 The Selling Broker(s)/Public Shareholder must deliver the original share certificates relating to its Equity Shares and other documentation listed in paragraph 8.12.2 above along with the TRS either by registered post or courier or hand delivery to the Registrar to the Open Offer i.e. Link Intime India Private Limited at the address mentioned on the cover page within 2 (Two) days of bidding by the Selling Broker i.e. last date for receipt of documents by Registrar to the Open Offer is the Offer Closing Date (by 5.00 p.m.(IST)). The envelope should be superscribed "[TCNS CLOTHING CO. LIMITED – OPEN OFFER 2023]". Share certificates for physical shares must reach the Registrar to the Open Offer on or before 5:00 p.m. on the Offer Closing Date.

8.12.5 The Public Shareholders holding physical shares should note that their Equity Shares will not be accepted unless the complete set of documents specified in paragraph 8.12.2 above are submitted. Acceptance of the physical shares in this Offer shall be subject to verification by the Registrar to the Open Offer. On receipt of the confirmation from the Registrar to the Open Offer, the bid will be accepted or rejected (as applicable) and accordingly depicted on the exchange platform. Physical share certificates and other relevant documents should not be sent to the Acquirer Target Company or the Manager to the Open Offer.

8.12.6 All documents as mentioned above, shall be enclosed with the Form of Acceptance-cum- Acknowledgement, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others: (i) If there is any other company's equity share certificate(s) enclosed with the Form of Acceptance-cum- Acknowledgement instead of the Equity Share certificate(s) of the Target Company; (ii) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Public Shareholders; (iii) If the Public Shareholders tender Equity Shares but the Registrar to the Open Offer does not receive the Equity Share certificate(s); (iv) In case the signature on the Form of Acceptance-cum-Acknowledgement and Form SH-4 does not match as per the specimen signature recorded with Target Company/registrar of the Target Company.

8.12.7 Public Shareholders who have sent the Equity Shares held by them for dematerialization need to ensure that the process of dematerialization is completed in time for the credit in the Demat Account, to be received on or before the closure of the Tendering Period or else their application will be rejected.

8.12.8 The Public Shareholders holding Equity Shares in physical mode will be required to fill the respective Form of Acceptance-cum- Acknowledgement. Detailed procedure for tendering Equity Shares has been included in the Form of Acceptance-cum- Acknowledgement.

8.13 Acceptance of Shares

8.13.1 Registrar to the Open Offer shall provide details of order acceptance to Clearing Corporation within specified timelines.

8.13.2 In the event that the number of Equity Shares validly tendered by the Public Shareholders under this Offer is more than the number of Offer Shares, the Acquirer shall accept those Equity Shares validly tendered by the Public Shareholders on a proportionate basis in consultation with the Manager to the Open Offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of Equity Shares from a Public Shareholder shall not be less than the minimum marketable lot.

8.13.3 The marketable lot for the Equity Shares of the Target Company for the purpose of this Offer shall be 1 (One).

8.13.4 In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Acquirer will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares.

8.14 Procedure for tendering Equity Shares in case of non-receipt of Letter of Offer

8.14.1 Persons who have acquired the Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Offer. Accidental omission to send the Letter of Offer to any person to whom the Offer is made or the non-receipt or delayed receipt of the Letter of Offer by any such person will not invalidate the Offer in any way.

8.14.2 A Public Shareholder may participate in the Offer by approaching their broker/Selling Broker and tender the Equity Shares in the Offer as per the procedure mentioned in this Letter of Offer or in the relevant Form of Acceptance-cum- Acknowledgement.

8.14.3 The Letter of Offer along with Form of Acceptance-cum- Acknowledgement will be sent (through electronic mode or physical mode) to all the Public Shareholders of the Target Company, as appearing in the list of members of the Target Company and to the beneficial owners of the Equity Shares whose names appear in the beneficial records of the respective depositories, as on the Identified Date. In case of non-receipt of the Letter of Offer along with Form of Acceptance-cum- Acknowledgement, such Public Shareholders of the Target Company may download the same from the website of SEBI (www.sebi.gov.in). Such Public Shareholders of the Target Company may also obtain an electronic copy of the Letter of Offer along with Form of Acceptance-cum- Acknowledgement from the Registrar to the Open Offer on providing suitable documentary evidence of holding the Equity Shares of the Target Company.

8.14.4 In case of non-receipt of the Letter of Offer, such Public Shareholders of the Target Company may download the same from the website of SEBI at www.sebi.gov.in or obtain a physical copy of the same from the Registrar to the Open Offer on providing suitable documentary evidence of holding of the Equity Shares of the Target Company.

8.14.5 Alternatively, in case of non-receipt of the Letter of Offer, the Public Shareholders holding the Equity Shares may participate in the Offer by providing their application in plain paper in writing signed by all shareholder(s), stating name, address, number of Equity Shares held, client ID number, DP name, DP ID number, number of Equity Shares tendered and other relevant documents as mentioned in Letter of Offer. Such Public Shareholders have to ensure that their order is entered in the electronic platform to be made available by BSE or NSE before the closure of the Tendering Period.

8.14.6 Physical share certificates and other relevant documents should not be sent to the Acquirer, Target Company or the Manager to the Open Offer.

8.15 Settlement Process

8.15.1 On closure of the Tendering Period, reconciliation for acceptances shall be conducted by the Manager to the Open Offer and the Registrar to the Open Offer and the final list shall be provided to the stock exchanges to facilitate settlement on the basis of the shares transferred to the Clearing Corporation.

8.15.2 The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market. Selling Broker(s) should use the settlement number to be provided by the Clearing Corporation to transfer the Equity Shares in favour of the Clearing Corporation.

8.15.3 For Equity Shares accepted under the Offer, the Clearing Corporation will make direct funds pay- out to respective Public Shareholders. If the relevant Public Shareholder's bank account details are not available or if the funds transfer instruction is rejected by RBI/relevant bank, due to any reason, then such funds will be transferred to the concerned Selling Broker settlement bank account for onward transfer to the accounts of the relevant Public Shareholders.

8.15.4 In case of certain client types viz. NRIs, non-resident clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Broker's settlement accounts for onwards releasing the same to their respective Public Shareholder's account. For this purpose, the client type details would be collected from the Registrar to the Open Offer.

8.15.5 For the Public Shareholder(s) holding Equity Shares in physical form, the funds pay-out would be given to their respective Selling Broker's settlement bank accounts for releasing the same to the respective Public Shareholder's account.

8.15.6 The Public Shareholders will have to ensure that they keep the DP account active and unblocked so that lien can be released in case of rejection or non–acceptance of the shares under the Open Offer. The Public Shareholders holding Equity Shares in dematerialized form will have to ensure that they update their bank account details with their correct account number used in core banking and IFSC codes.

8.15.7 The Public Shareholders will have to ensure that they keep the Depository Participant account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non-acceptance of the shares under the Offer.

8.15.8 The direct credit of Equity Shares shall be given to the demat account of the Acquirer as indicated by the Buying Broker.

8.15.9 The Target Company is authorized to split the share certificate and issue a new consolidated share certificate for the unaccepted Equity Shares in case the Equity Shares accepted are less than the Equity Shares tendered in the Open Offer by the Public Shareholders holding Equity Shares in the physical form.

Once the basis of acceptance is finalised, the lien marked against unaccepted shares shall be released.

8.15.10 Any excess physical Equity Shares, including to the extent tendered but not accepted, will be returned by Speed / registered post back to the Public Shareholder(s) directly by Registrar to the Open Offer. Unaccepted share certificate(s), transfer deed(s) and other documents, if any, will be returned by Speed / registered post at the registered Public Shareholders'/unregistered owners'sole risk to the sole/first Public Shareholder/unregistered owner.

8.15.11 Public Shareholders who intend to participate in the Offer should consult their respective Selling Broker for any cost, applicable taxes, charges, and expenses (including brokerage) that may be levied by the Selling Broker upon the selling shareholders for tendering Equity Shares in the Offer (secondary market transaction). The Offer consideration received by the Public Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Acquirer and the Manager to the Open Offer accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Public Shareholders.

8.15.12 Any Equity Shares that are subject matter of litigation or are held in abeyance due to pending court cases/attachment orders/restriction from other statutory authorities wherein the Public Shareholder may be precluded from transferring the Equity Shares during pendency of the said litigation are liable to be rejected if directions/orders regarding these Equity Shares are not received together with the Equity Shares tendered under the Offer.

8.15.13 Buying Brokers would also issue a contract note to the Acquirer for the Equity Shares accepted under the Offer.

8.15.14 Once the basis of acceptance is finalised, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of Equity Shares to the Acquirer. The Buying Broker will transfer the funds pertaining to the Offer to the Clearing Corporation's bank account as per the prescribed schedule.

8.15.15 The Acquirer intend to complete all formalities, including the payment of consideration to the Public Shareholders of the Target Company whose shares have been accepted in the Offer, within a period of 10 (Ten) Working Days from the closure of the Tendering Period, and for this purpose, open a special account as provided under Regulation 21(1) of the SEBI (SAST) Regulations.

8.16 Note on Taxation / Compliance with tax requirements

THE SUMMARY OF THE TAX CONSIDERATIONS IN THIS SECTION ARE BASED ON THE CURRENT PROVISIONS OF THE IT ACT (AS AMENDED BY FINANCE ACT, 2023) AND THE REGULATIONS THEREUNDER.

THE LEGISLATIONS, THEIR JUDICIAL INTERPRETATION AND THE POLICIES OF THE REGULATORY AUTHORITIES ARE SUBJECT TO CHANGE FROM TIME TO TIME, AND THESE MAY HAVE A BEARING ON THE IMPLICATIONS LISTED BELOW. ACCORDINGLY, ANY CHANGE OR AMENDMENTS IN THE LAW OR RELEVANT REGULATIONS WOULD NECESSITATE A REVIEW OF THE BELOW.

THE JUDICIAL AND THE ADMINISTRATIVE INTERPRETATIONS THEREOF, ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT INCOME-TAX IMPLICATIONS.

THIS NOTE ON TAXATION SETS OUT THE PROVISIONS OF LAW IN A SUMMARY MANNER ONLY AND IS NOT A COMPLETE ANALYSIS OR LISTING OF ALL POTENTIAL TAX CONSEQUENCES OF THE DISPOSAL OF EQUITY SHARES.

THE IMPLICATIONS ARE ALSO DEPENDENT ON THE PUBLIC SHAREHOLDERS FULFILLING THE CONDITIONS PRESCRIBED UNDER THE PROVISIONS OF THE RELEVANT SECTIONS UNDER THE RELEVANT TAX LAWS. IN VIEW OF THE PARTICULARISED NATURE OF INCOME-TAX CONSEQUENCES, PUBLIC SHAREHOLDERS ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE APPLICABLE TAX PROVISIONS INCLUDING THE TREATMENT THAT MAY BE GIVEN BY THEIR RESPECTIVE TAX OFFICERS IN THEIR CASE AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE.

THE ACQUIRER DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF SUCH ADVICE. THEREFORE, PUBLIC SHAREHOLDERS CANNOT RELY ON THIS ADVICE AND THE SUMMARY OF INCOME-TAX IMPLICATIONS, RELATING TO THE TREATMENT OF INCOME-TAX IN THE CASE OF TENDERING OF LISTED EQUITY SHARES IN OPEN OFFER ON THE RECOGNISED STOCK EXCHANGE, AS SET OUT BELOW SHOULD BE TREATED AS INDICATIVE AND FOR GUIDANCE PURPOSES ONLY.

THE SUMMARY ON TAX CONSIDERATIONS IN THIS SECTION SETS OUT THE PROVISIONS OF LAW IN A SUMMARY MANNER ONLY AND DOES NOT PURPORT TO BE A COMPLETE ANALYSIS OR LISTING OF ALL POTENTIAL TAX CONSEQUENCES OF THE DISPOSAL OF EQUITY SHARES. THIS NOTE IS NEITHER BINDING ON ANY REGULATORS NOR CAN THERE BE ANY ASSURANCE THAT THEY WILL NOT TAKE A POSITION CONTRARY TO THE COMMENTS MENTIONED HEREIN. HENCE, YOU SHOULD CONSULT WITH YOUR OWN TAX ADVISORS FOR THE TAX PROVISIONS APPLICABLE TO YOUR PARTICULAR CIRCUMSTANCES. THE LAW STATED BELOW IS AS PER THE IT ACT.

8.16.1 **General:**

a) **STT**

i. As the tendering of Equity Shares is being undertaken on the stock exchange, such transaction will be chargeable to STT. STT is payable in India on the value of securities on every purchase or sale of securities that are listed on the Indian stock exchange. Currently, the STT rate applicable on the purchase and sale of shares on the stock exchange is 0.1% of the value of security transacted.

b) **Income Tax**

i. The basis of charge of Indian Income-tax depends upon the residential status of the taxpayer during a tax year. The Indian tax year runs from April 1 until March 31. A person who is an Indian tax resident is liable to income-tax in India on his worldwide income, subject to certain tax exemptions, which are provided under the IT Act.

ii. A person who is treated as a non-resident for Indian income-tax purposes is generally subject to tax in India only on such person's India-sourced income (i.e., income which is received or deemed to be received or accrues or arises or deemed to accrue or arise in India). In case of shares of a company, the source of income from shares would depend on the "situs" of such shares. As per

judicial precedents, generally the "situs" of the shares is where a company is "incorporated" and where its shares can be transferred.

iii. Accordingly, since the Target Company is incorporated in India, the Target Company's shares should be deemed to be "situated" in India and any gains arising to a non-resident on transfer of such shares should be taxable in India under the IT Act.

iv. Further, the non-resident shareholder can avail beneficial treatment under the Double Taxation Avoidance Agreement ("**DTAA**") between India and the respective country of which the said shareholder is tax resident subject to satisfying relevant conditions including but not limited to (a) conditions (if any) present in the said DTAA read with the relevant provisions of the MLI as ratified by India with the respective country of which the said shareholder is a tax resident and (b) non-applicability of GAAR and (c) providing and maintaining necessary information and documents as prescribed under the IT Act.

v. The IT Act also provides for different income-tax regimes/ rates applicable to the gains arising from the tendering of shares under the Offer, based on the period of holding, residential status, classification of the shareholder and nature of the income earned, etc.

vi. The shareholders may be required to undertake compliances such as filing an annual income tax return, as may be applicable to different categories of persons, with the income tax authorities, reporting their income for the relevant year.

vii. The summary of income-tax implications on tendering of listed Equity Shares on the recognised stock exchange in India is set out in the succeeding paras. All references to Equity Shares herein refer to listed Equity Shares unless stated otherwise.

8.16.2 **Classification of Shareholders:**

Public Shareholders can be classified under the following categories:

a) Resident Shareholders being:
   i. Individuals, Hindu Undivided Family **(**"**HUF**"**)**, Association of Persons ("**AOP**") and Body of Individuals ("**BOI**")
   ii. Others
      - Company
      - Other Than Company

b) Non-Resident Shareholders being:
   i. Non-Resident Indians (NRIs)
   ii. Foreign Institution Investors (FIIs) / Foreign Portfolio Investors (FPIs)
   iii. Others:
      - Company
      - Other Than Company

8.16.3 **Classification of Income:**

Shares can be classified under the following two categories:

a) Shares held as investment (Income from transfer of such shares taxable under the head "**Capital Gains**")

b) Shares held as stock-in-trade (Income from transfer of such shares taxable under the head "Profits and Gains from Business or Profession"). As per the current provisions of the IT Act, unless specifically exempted, gains arising from the transfer of shares may be treated either as "Capital Gains" or as "Business Income" for income-tax purposes, depending upon whether such shares were held as a capital asset or trading asset

(i.e. stock-in-trade). Shareholders may also refer to Circular No.6/2016 dated February 29, 2016 issued by the Central Board of Direct Taxes (CBDT) in this regard.

8.16.4 **Shares held as investment:** As per the provisions of the IT Act, where the shares are held as investments (i.e., capital asset), income arising from the transfer of such shares is taxable under the head "Capital Gains".

Further, Section 2(14) of the IT Act has provided for deemed characterization of securities held by FPIs as capital assets, whether or not such assets have been held as a capital asset; and therefore, the gains arising in the hands of FPIs will be taxable in India as capital gains.

Capital gains in the hands of shareholders would be computed as per provisions of section 48 of the IT Act and the rate of income-tax would depend on the period of holding.

8.16.5 **Period of holding**: Depending on the period for which the shares are held, the gains would be taxable as "short-term capital gain/STCG" or "long-term capital gain/LTCG":

a) In respect of Equity Shares held for a period less than or equal to 12 months prior to the date of transfer, the same should be treated as a "short-term capital asset", and accordingly the gains arising therefrom should be taxable as "short term capital gains" ("**STCG**").

b) Similarly, where Equity Shares are held for a period more than 12 months prior to the date of transfer, the same should be treated as a "long-term capital asset", and accordingly the gains arising therefrom should be taxable as "long-term capital gains" ("**LTCG**").

8.16.6 **Tendering of Shares in the Offer through a Recognized Stock Exchange in India**:

Where a transaction for transfer of such Equity Shares (i.e. acceptance under the Open offer) is transacted through a Recognized Stock Exchange and is chargeable to STT, then the taxability will be as under (for all categories of shareholders):

a) As per the current provisions of the IT Act, under Section 112A of the IT Act, LTCG arising from transfer of Equity Shares exceeding one lakh rupees will be taxed at a rate of 10 percent without allowing benefit of indexation for resident shareholders and at a rate of 10 percent without allowing benefit of indexation and foreign exchange fluctuation for non-resident shareholders, provided the same has been subjected to STT, upon acquisition and sale.

If no STT is paid on acquisition, then mode of such acquisition should be exempted under the notification issued by CBDT vide Notification No. 60/2018 dated October 1, 2018 in order to get benefit of taxation at 10% under Section 112A of the IT Act. Further, no deduction under Chapter VI-A would be allowed in computing LTCG subject to tax under Section 112A of the IT Act.

b) LTCG that arise on shares purchased prior to February 1, 2018 shall be grandfathered for the notional gains earned on such shares till January 31, 2018 as per Section 55 of IT Act.

For computing capital gains under the grandfathering regime, the cost of acquisition for the long-term capital asset acquired on or before January 31, 2018 will be the actual cost. However, if the actual cost is less than the fair market value of such asset as on January 31, 2018, the fair market value will be deemed to be the cost of acquisition.

Further, if the full value of consideration on transfer is less than the fair market value, then such full value of consideration or the actual cost, whichever is higher, will be deemed to be the cost of acquisition.

c) LTCG, as computed u/s. 112A, will not be liable to tax to the extent not exceeding Rs. 1,00,000 (Rupees One lakh only).

d) Where provisions of section 112A of the IT Act are not applicable (for example where STT was not paid at the time of acquisition of the Equity Shares):

i. LTCG will be chargeable to tax at the rate of 20% (plus applicable surcharge and health and education cess) or 10% (plus applicable surcharge and health and education cess) without allowing benefit of indexation, in the case of a non-resident Public Shareholder (other than a FPI/FII, or a NRI who is governed by the provisions of Chapter XII-A of the IT Act) in accordance with provisions of section 112 of the IT Act.

ii. In the case of FIIs/FPIs, LTCG would be taxable at 10% (plus applicable surcharge and health and education cess) in accordance with provisions of section 115AD of the IT Act (without benefit of indexation and foreign exchange fluctuation).

iii. For a NRI who is governed by the provisions of Chapter XII-A of the IT Act, LTCG would be taxable at 10% (plus applicable surcharge and health and education cess) under Section 115E of the IT Act on meeting certain conditions. While computing the LTCG, the benefit of indexation of cost shall not be available.

iv. For a resident Public Shareholder, an option is available to pay tax on such LTCG at either 20% (plus applicable surcharge and cess) with indexation or 10% (plus applicable surcharge and health and education cess) without indexation. Further, in case of resident Individual or HUF, the benefit of maximum amount which is not chargeable to income-tax is to be considered while computing the income-tax on such LTCG.

v. Long term capital loss computed for a given year is allowed to be set-off only against LTCG computed for the said year, in terms of Section 70 of the IT Act. The balance loss, which is not set off, is allowed to be carried forward for subsequent eight assessment years, for being set off only against subsequent years' LTCG, in terms of Section 74 of the IT Act.

e) As per the current provisions of the IT Act, STCG arising from such transaction, which is subject to STT, would be subject to tax @ 15% under section 111A of the IT Act. Further, no deduction under Chapter VI-A would be allowed in computing STCG subject to tax under Section 111A of the IT Act.

f) In case of resident Individual or HUF, the benefit of maximum amount which is not chargeable to income-tax is considered while computing the income-tax on such STCG taxable under section 111A of the IT Act.

g) Under Section 115AD(1)(ii) of the IT Act, STCG arising to a FII on transfer of shares (STT paid) will be chargeable at the rate of 15%.

h) As per Section 70 of the IT Act, short term capital loss computed for a given year is allowed to be set off against STCG as well as LTCG computed for the said year. The balance loss, which is not set off, is allowed to be carried forward for subsequent eight assessment years, for being set-off against subsequent years' STCG as well as LTCG, in terms of Section 74 of the IT Act.

i) Non-resident shareholder can avail benefits of the DTAA between India and the respective country of which the said shareholder is tax resident subject to satisfying relevant conditions as prescribed under the relevant DTAA read with MLI as may be in effect, and non-applicability of GAAR and providing and maintaining necessary information and documents as prescribed under the IT Act.

j) As per the current provisions of the IT Act, in addition to the above STCG and LTCG tax, surcharge and health and education cess are leviable.

8.16.7 **Investment Funds**

Under Section 10(23FBA) of the IT Act, any income of an Investment Fund, other than the income chargeable under the head "Profits and gains of business or profession" would be exempt from income-tax on fulfillment of certain conditions specified therein. For this purpose, an "Investment Fund" means a fund registered as Category I or Category II Alternative Investment Fund and is regulated under the Securities and Exchange Board of India (Alternate Investment Fund) Regulations, 2012.

8.16.8 **Mutual Funds**

Under Section 10(23D) of the IT Act, any income of mutual funds registered under the Securities and Exchange Board of India Act, 1992 or regulations made thereunder or mutual funds set up by public sector banks or public financial institutions or mutual funds authorised by the Reserve Bank of India and subject to the conditions specified therein, is exempt from tax subject to such conditions as the Central Government may by notification in the Official Gazette, specify in this behalf.

8.16.9 **Shares held as Stock-in-Trade**:

a) If the shares are held as stock-in-trade by any of the shareholders of the Target Company, then the gains would be characterized as business income and taxable under the head "Profits and Gains from Business or Profession".

b) Resident Shareholders

Profits of:

i. Individuals, HUF, AOP and BOI will be taxable at applicable slab rates.

ii. Domestic companies having turnover or gross receipts not exceeding Rs. 400 crore in the relevant financial year as prescribed will be taxable @ 25%.

iii. Domestic companies which have opted for concessional tax regime under Section 115BAA will be taxable at 22%.

iv. For persons other than stated above, profits will be taxable @ 30%.

v. No benefit of indexation by virtue of period of holding will be available in any case

c) Non-Resident Shareholders: Non-resident shareholders can avail beneficial provisions of the applicable DTAA, read with the MLI, entered into between India and the respective country of which the said shareholder is tax resident, subject to satisfying relevant conditions (including non-applicability of GAAR) and providing and maintaining necessary information and documents as prescribed under the IT Act.

d) Where DTAA provisions are not applicable:

i. No benefit of indexation by virtue of period of holding will be available in any case.

ii. For non-resident individuals, HUF, AOP, BOI, profits would be taxable at applicable slab rates.

iii. For foreign companies, profits would be taxed in India @ 40%.

iv. For other non-resident shareholders, such as foreign firms, profits would be taxed in India @ 30%.

In addition to the above, surcharge and health and education cess are leviable for resident and non-resident shareholders.

e) **Other Matters**: Further, the provisions of Minimum Alternate Tax on the book profits as contained in Section 115JB of the IT Act or Alternate Minimum Tax contained in Section 115JC of the IT Act, as the case may be, also need to be considered by the shareholders (other than resident company which has opted for concessional tax regime under Section 115BAA or Section 115BAB of the IT Act). Foreign companies will not be subject to MAT if the country of residence of such of the foreign country has entered into a DTAA with India under Sections 90/90A of the IT Act and such foreign company does not have a permanent establishment in India in terms of the DTAA. In case where the said conditions are not satisfied, MAT will be applicable to the foreign company. In case of non-corporate shareholders, applicability of the provisions of Alternative Minimum Tax as per Section 115JC of the IT Act will also need to be analyzed depending on the facts of each case.

8.16.10 **Tax Deduction at Source**

a) Resident Shareholders: In absence of any specific provision under the IT Act, the Acquirer is not required to deduct tax on the consideration payable to the shareholders pursuant to Tendering of the listed Equity Shares under the Offer on recognized stock exchange in India.

b) Non-Resident Shareholders:

i. In case of FIIs: Section 196D of the IT Act provides for specific exemption from withholding tax in case of capital gains arising in hands of FIIs. Thus, no withholding of tax is required in case of consideration payable to FIIs/FPIs, subject to fulfilment of the following conditions:

- FIIs/FPIs furnishing the copy of the registration certificate issued by SEBI (including for subaccount of FII/FPI, if any);
- FIIs/FPIs declaring that they have invested in the Equity Shares in accordance with the applicable SEBI regulations and will be liable to pay tax on their income as per the provisions of the IT Act.
- If the above conditions are not satisfied, FIIs/FPIs may submit a valid and effective certificate for deduction of tax at a nil/lower rate issued by the income tax authorities under the IT Act ("TDC"), along with the Form of Acceptance-cum-Acknowledgement, indicating the amount of tax to be deducted by the Acquirer before remitting the consideration. The Acquirer shall deduct tax in accordance with such TDC.

ii. **In case of non-resident tax payer (other than FIIs):**

Section 195(1) of the IT Act provides that any person responsible for paying to a non-resident, any sum chargeable to tax is required to deduct tax at source (including applicable surcharge and cess). Subject to regulations in this regard, wherever applicable and it is required to do so, tax at source (including applicable surcharge and cess) shall be deducted at appropriate rates as per the IT Act read with the provisions of the relevant DTAA and MLI, if applicable. In doing this, the Acquirer will be guided by generally followed practices and make use of data available in its records except in cases where the non-resident shareholders provide a specific mandate in this regard.

8.16.11 However, the Acquirer will not be able to deduct income-tax at source on the consideration payable to such non-resident shareholders as there is no ability for the Acquirer to deduct taxes since the remittance/payment will be routed through the stock exchange, and there will be no direct payment by the Acquirer to the non-resident shareholders.

8.16.12 Since the tendering of the Equity Shares under the Offer is through the stock exchange, the responsibility to discharge tax due on the gains (if any) is primarily on the non-resident shareholder given that practically it is very difficult to withhold taxes. The Acquirer believes that the responsibility of withholding/ discharge of the taxes due on such gains (if any) on sale of Equity Shares is solely on the non-resident shareholders. It is therefore important for the non-resident shareholders to suitably compute such gains (if any) on this transaction and immediately pay

taxes in India in consultation with their custodians, authorized dealers and/or tax advisors, as appropriate. The non-resident shareholders must file their tax return in India inter-alia considering gains arising pursuant to this Offer in consultation with their tax advisors.

8.16.13 In the event the Acquirer is held liable for the tax liability of the shareholder, the same shall be to the account of the shareholder and to that extent the Acquirer is entitled to be indemnified. The non-resident shareholders also undertake to provide the Acquirer, on demand, the relevant details in respect of the taxability/ non-taxability of the proceeds pursuant to this Open Offer, copy of tax return filed in India, evidence of the tax paid etc.

8.16.14 **Remittance/Payment of Interest:**

a) In case of interest, if any, paid by the Acquirer to resident and non-resident shareholder for delay in receipt of statutory approvals as per Regulation 18(11) of the SEBI (SAST) Regulations or in accordance with Regulation 18(11A) of the SEBI (SAST) Regulations, the final decision to deduct tax or the quantum of taxes to be deducted rests solely with the Acquirer depending on the settlement mechanism for such interest payments. In the event, the Acquirer decides to withhold tax, the same shall be basis the documents submitted along with the form of acceptance or such additional documents as may be called for by the Acquirer. It is recommended that the shareholders consult their custodians/ authorized dealers/ tax advisors appropriately with respect to the taxability of such interest amount (including on the categorisation of the interest, whether as capital gains or as other income). In the event the Acquirer is held liable for the tax liability of the shareholder, the same shall be to the account of the shareholder and to that extent the Acquirer should be indemnified.

b) The shareholders must file their tax return in India inter alia considering the interest (in addition to the gains on the sale of shares), if any, arising pursuant to this Open Offer. The shareholders also undertake to provide the Acquirer, on demand, the relevant details in respect of the taxability/ non-taxability of the proceeds pursuant to this Open Offer, copy of tax return filed in India, evidence of the tax paid etc.

8.16.15 **Rate of Surcharge and Cess:** As per the current provisions of the IT Act, in addition to the basic tax rate, surcharge, health and education cess are leviable. Summary of the same is provided below:

Surcharge:

i. In case of domestic companies:
Surcharge @ 12% is leviable where the total income exceeds Rs. 10 crore and @ 7% where the total income exceeds Rs. 1 crore but less than Rs. 10 crore for companies not opting for tax regime u/s. 115BAA and 115BAB.
In case of domestic companies which are liable to pay tax under section 115BAA or section 115BAB: Surcharge @ 10% is leviable

ii. In case of companies other than domestic companies:
Surcharge @ 5% is leviable where the total income exceeds Rs. 10 crore.
Surcharge @ 2% where the total income exceeds Rs. 1 crore but less than Rs. 10 crore

iii. In case of individuals, HUF, AOP, BOI:
Surcharge at the rate of 10% is leviable where the total income exceeds Rs. 50 lakh but does not exceed Rs. 1 crore.
Surcharge at the rate of 15% is leviable where the total income exceeds Rs. 1 crore but does not exceed Rs. 2 crore.
Surcharge at the rate of 25% is leviable where the total income exceeds Rs. 2 crore but does not exceed Rs. 5 crore.
Surcharge at the rate of 37% is leviable where the total income exceeds Rs. 5 crore.
However, for the purpose of income chargeable under section 111A, 112, 112A and 115AD(1)(b) (for income chargeable to tax under the head capital gains), the surcharge rate shall not exceed

15%.

iv. In case of Firm and Local Authority: Surcharge @12% is leviable where the total income exceeds Rs. 1 crore.

Cess: Cess Health and Education Cess @ 4% is currently leviable in all cases.

THE ABOVE DISCLOSURE ON TAXATION SETS OUT THE PROVISIONS OF LAW IN A SUMMARY MANNER ONLY AND IS NOT A COMPLETE ANALYSIS OR LISTING OF ALL POTENTIAL TAX CONSEQUENCES OF THE DISPOSAL OF EQUITY SHARES. THIS DISCLOSURE IS NEITHER BINDING ON ANY REGULATORS NOR CAN THERE BE ANY ASSURANCE THAT THEY WILL NOT TAKE A POSITION CONTRARY TO THE COMMENTS MENTIONED HEREIN. HENCE, SHAREHOLDERS SHOULD CONSULT THEIR OWN TAX ADVISORS FOR THE TAX PROVISIONS APPLICABLE TO THEIR PARTICULAR CIRCUMSTANCES.

Note: The CBDT has *vide* Notification No. 9/2014 dated January 22, 2014 notified Foreign Portfolio Investors registered under the Securities and Exchange Board of India (FPI) Regulations, 2014 as FII for the purpose of Section 115AD of the IT Act.

9. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection to the Public Shareholders at the office of Manager to the Open Offer at 1st Floor, Axis House, C-2 Wadia International Centre, P. B. Marg, Worli, Mumbai – 400 025, Maharashtra, India , on all Working Days (i.e., Monday to Friday) between 10:30 A.M. to 5:00 P.M. during the Tendering Period.

Further, in light of SEBI Circular SEBI/HO/CFD/DCR2/CIR/P/2020/139 dated July 27, 2020 read with SEBI Circular SEBI/CIR/CFD/DCR1/CIR/P/2020/83 dated May 14, 2020, copies of the following documents will be available for inspection to the Public Shareholders electronically during the Tendering Period. The Public Shareholders interested to inspect any of the following documents can send an email from their registered email ids (including shareholding details and authority letter in the event the Public Shareholder is a corporate body) with a subject line ["Documents for Inspection – TCCL Open Offer"], to the Manager to the Open Offer at tccl.openoffer@axiscap.in; and upon receipt and processing of the received request, access can be provided to the respective Public Shareholders for electronic inspection of documents.

9.1 Copies of the memorandum and articles of association and certificate of incorporation of the Acquirer;

9.2 Certificate dated May 5, 2023 from Suresh Surana & Associates LLP, Chartered Accountants (Firm Registration Number 121750W / W-100010), certifying that the Acquirer has adequate financial resources to fulfill their obligations under this Offer;

9.3 Certificate dated May 5, 2023 from Suresh Surana & Associates LLP, Chartered Accountants (Firm Registration Number 121750W / W-100010), certifying the Offer Price computation;

9.4 Copies of annual reports of the Target Company for the financial years ending March 31, 2021 and March 31, 2022 and copy of audited financial statements for the financial year ending March 31, 2023;

9.5 Copies of audited financial statements for period ended March 31, 2021, March 31, 2022 and March 31, 2023 of the Acquirer;

9.6 Copy of the Escrow Agreement dated May 9, 2023 entered into by and among the Acquirer Escrow Agent and Manager to the Open Offer;

9.7 Copy of the SPA dated May 5, 2023;

9.8 Letter dated July 26, 2023 from the Escrow Agent confirming the amount kept in the Escrow Account and a lien in favour of the Manager to the Open Offer;

9.9 Copy of PA dated May 5, 2023 and published copy of the Detailed Public Statement dated May 11, 2023;

9.10 *C*opy of the recommendation made by the Target Company's committee of independent directors constituted by the Board of Directors published in the newspapers; and

9.11 *C*opy of the observation letter no. SEBI/HO/CFD/CFD-RAC-DCR1/P/OW/2023/29371/1 from SEBI dated July 21, 2023 on the DLOF.

10. DECLARATION BY THE ACQUIRER

10.1 For the purpose of disclosures in this Letter of Offer relating to the Target Company, the Acquirer has relied on the information provided by the Target Company and the Seller or as available in the public domain and have not independently verified the accuracy of details of the Target Company or the Seller. Subject to the aforesaid, the Acquirer and its directors, severally and jointly, accept full responsibility for the information contained the Public Announcement, Detailed Public Statement and in this Letter of Offer in relation to them and the Offer (other than such information as has been obtained from public sources or provided or confirmed by the Target Company and the Sellers).

10.2 The Acquirer and its directors, severally and jointly accept full responsibility for the information contained in this Letter of Offer in relation to them and the Offer and also for the obligations for the Acquirer as laid down in the SEBI (SAST) Regulations. The Acquirer would be responsible to ensure compliance with the SEBI (SAST) Regulations.

10.3 The persons signing this Letter of Offer have been duly and legally authorized by the Acquirer to sign the Letter of Offer.

For and on behalf of the Acquirer

Aditya Birla Fashion and Retail Limited

Sd/-

Authorised Signatory
Anil Malik

Place: Mumbai

Date: July 26, 2023

FORM OF ACCEPTANCE

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

FORM OF ACCEPTANCE-*CUM*-ACKNOWLEDGEMENT

TCNS CLOTHING CO. LIMITED

(Capitalized terms and expressions used herein but not defined shall have the same meaning as ascribed to them in the Letter of Offer)

To,
The Acquirer
C/o Link Intime India Private Limited
Unit: TCNS Clothing Co. Limited
C 101, 247 Park, L.B.S. Marg, Vikhroli (West),
Mumbai - 400083, Maharashtra, India
Tel: +91 810 811 4949
Email: tcns.offer@linkintime.co.in

TENDERING PERIOD FOR THIS OFFER	
OFFER OPENS ON	**August 8, 2023**
OFFER CLOSES ON	**August 23, 2023**

Dear Sir,

Sub: Open offer for acquisition of up to 1,87,12,577 (One Crore Eighty Seven Lakhs Twelve Thousand Five Hundred And Seventy Seven) fully paid-up equity shares having a face value Rs. 2 (Two) each ("Equity Shares") of TCNS Clothing Co. Limited ("Target Company") representing 29.00% of the Expanded Share Capital from the Public Shareholders of the Target Company by Aditya Birla Fashion and Retail Limited ("Acquirer") conditional upon a minimum level of acceptance of at least 1,30,27,826 (One Crore Thirty Lakhs Twenty Seven Thousand Eight Hundred And Twenty Six) Equity Shares representing 20.19% (twenty point one nine percent) of the Expanded Share Capital , pursuant to and in compliance with the requirements of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations") ("Offer" / "Open Offer").

I / We refer to the Letter of Offer dated July 26, 2023 for acquiring the Equity Shares held by me / us in the Target Company.

I / We, the undersigned, have read the PA, DPS, Letter of Offer and the issue opening public announcement cum corrigendum, and understood its contents, including the terms and conditions mentioned therein and unconditionally agree to such terms and conditions.

I/We acknowledge and confirm that all the particulars/statements given herein are true and correct.

Details of Public Shareholder:

Name (in BLOCK LETTERS)	**Holder**	**Name of the Public Shareholder(s)**	**Permanent Account Number (PAN)**
(Please write names of the joint holders in the same order as appearing in the demat account)	Sole / First		
	Second		
	Third		
Contact Number(s) of the First Holder	**Tel No. (with STD Code):** **Fax No. (with STD Code):**		**Mobile No.:**

Full Address of the First Holder (with pin code)	
Email address of First Holder	
Date and Place of incorporation (if applicable)	

FOR EQUITY SHARES HELD IN PHYSICAL FORM:

I/We, confirm that our residential status under the Income Tax Act is as below (tick whichever is applicable).

□ Resident
□ Non-Resident

I / We, holding physical shares, accept this Offer and enclose the original share certificate(s) and duly signed transfer deed(s) in respect of my / our Equity Shares as detailed below along with enclosures as mentioned herein

Sr. No.	Regd. Folio Number	Share Certificate Number	Distinctive Numbers		No. of Equity Shares
			From	To	
1					
2					
3					
(In case the space provided is inadequate, please attach a separate sheet with the above details and authenticate the same)				**TOTAL**	

Enclosures (whichever is applicable)

□ Duly attested power of attorney, if any person apart from the Public Shareholder, has signed the Form of Acceptance-cum- Acknowledgement or Equity Share transfer deed(s)
□ Original Equity Share certificate(s)
□ Valid Equity Share transfer deed(s)
□ Corporate authorization, in case of companies along with certified board resolution and specimen signatures of authorized signatories
□ Duly attested death certificate and succession certificate / probate / letter of administration (in case of single Shareholder), in case the original Shareholder has expired
□ Self-attested copy of PAN card of all the transferor(s)
□ Other relevant documents (please specify)

FOR ALL PUBLIC SHAREHOLDERS

I / We confirm that the Equity Shares which are being tendered herewith by me / us under this Offer are not locked-in and are free from liens, charges, equitable interests and encumbrances and are being tendered together with all rights attached thereto, including all rights to dividends, bonuses and rights offers, if any, declared hereafter.

I/We declare that there are no restraints/injunctions or other order(s) of any nature which limits/restricts in any manner my/our right to tender Equity Shares in this Offer and that I/we am/are legally entitled to tender the Equity Shares in this Offer.

I/We declare that regulatory approvals, if applicable, for holding the Equity Shares and/or for tendering the Equity Shares in this Offer have been enclosed herewith.

I / We agree that the Acquirer will pay the consideration as per secondary market mechanism only after verification of the documents and signatures, as applicable submitted along with this Form of Acceptance. I / We undertake to return to the Acquirer any Open Offer consideration that may be wrongfully received by me / us.

I / We confirm that I / We are not persons acting in concert with the Acquirer.

I / We give my/our consent to the Acquirer to file any statutory documents on my/our behalf in relation to accepting the Equity Shares in this Offer. I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my/our tender/offer and agree to abide by any decision that may be taken by the Acquirer to effectuate this Offer in accordance with the SEBI (SAST) Regulations.

I / We are / am not debarred from dealing in Equity Shares.

I / We confirm that there are no taxes or other claims pending against us which may affect the legality of the transfer of Equity Shares under the Income Tax Act, 1961 including but not limited to section 281 of the Income Tax Act, 1961.

I / We note and understand that the Equity Shares will be held by the Clearing Corporation in trust for me / us till the date the Acquirer make payment of consideration as mentioned in the Letter of Offer and other documents are dispatched to the Public Shareholders, as the case may be.

I / We confirm that in the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by me / us , or as a result of income tax (including any consequent interest and penalty) on the capital gains arising from tendering of the Equity Shares, I / we will indemnify the Acquirer for such income tax demand (including interest, penalty, etc.) and provide the Acquirer with all information / documents that may be necessary and co-operate in any proceedings before any income tax / appellate authority.

I / We note and understand that the Equity Shares would be kept in the pool account of my / our Selling Broker and the lien will be marked by Clearing Corporation until the settlement date whereby Acquirer make payment of purchase consideration as mentioned in the Letter of Offer.

I / We authorise the Acquirer to accept the Equity Shares so offered or such lesser number of Equity Shares which the Acquirer may decide to accept in consultation with the Managers to the Offer and the Registrar to the Open Offer and in terms of the Letter of Offer. I / we further authorize the Acquirer to return to me / us, Equity Shares in respect of which this Offer is not found valid / not accepted without specifying the reasons thereof.

FOR NRIs/ OCBs/ FPIs AND SUB-ACCOUNTS / OTHER NON-RESIDENT SHAREHOLDERS

I/We, confirm that my/ our residential status is ("✓"whichever is applicable):

☐ Individual	☐ Foreign Company	☐ FII/FPI - Corporate	☐ FII/FPI - Others	☐ Indian Company
☐ Indian Trust	☐ FVCI	☐ Foreign Trust	☐ Private Equity Fund	☐ Pension/Provident Fund
☐ Sovereign Wealth Fund	☐ Partnership/ Proprietorship firm	☐ Financial Institution	☐ NRIs/PIOs - repatriable	☐ NRIs/PIOs - non-repatriable
☐ OCB	☐ QFI	☐ Others – please specify:		

I/We confirm that my/our investment status is ("✓"whichever is applicable):

☐ FDI Route

☐ PIS Route
☐ Any other – please specify _____

I/We confirm that the Equity Shares tendered by me/us are held on ("✓" whichever is applicable):

☐ Repatriable basis
☐ Non-repatriable basis

I/We confirm that ("✓" whichever is applicable):

☐ No RBI, FIPB or other regulatory approval was required by me for holding Equity Shares that have been tendered in this Offer and the Equity Shares are held under general permission of the RBI
☐ Copies of all approvals required by me for holding Equity Shares that have been tendered in this Offer are enclosed herewith
☐ Copy of RBI Registration letter taking on record the allotment of shares to me/us is enclosed herewith

I/We confirm that ("✓" whichever is applicable):

☐ No RBI or other regulatory approval is required by me for tendering the Equity Shares in this Offer
☐ Copies of all approvals required by me for tendering Equity Shares in this Offer are enclosed herewith

Additional confirmations and enclosures for all Public Shareholders, as applicable

I / We, have enclosed the following documents ("✓" whichever is applicable):

☐ Self-attested copy of PAN card

☐ Self-declaration form in Form 15 G / Form 15 H, in duplicate copy

☐ For Mutual funds / Banks / Notified Institutions under Section 194A(3)(iii) of the Income Tax Act, copy of relevant registration or notification

☐ 'Valid Tax Residency Certificate' issued by the income tax authority of a foreign country of which he / it claims to be a tax resident, in case the Public Shareholder intends to claim benefit under the DTAA between India and that jurisdiction in which the Public Shareholder claims to be resident and a duly filled in 'Form 10F' as prescribed under the Income Tax Act. Such other information and documentation as may be required depending upon specific terms of the relevant DTAA, including but not limited to a declaration of not having a permanent establishment in India.

BANK DETAILS

Public Shareholders holding Equity Shares in dematerialised form, the bank account details for the purpose of interest payment, if any, will be taken from the record of the depositories.

Public Shareholders holding Equity Shares in physical form, the bank account details for the purpose of interest payment, if any, will be taken from details provided by you. Also kindly attached copy of cancel cheque for below account for verification.

Name of the Bank _____ Branch_____City MICR Code (9 Digits) _____ IFSC
Account Number (CBS Account): _____ Account Type (CA / SB / NRE /NRO / others) (please specify): Non Resident Public Shareholders are requested to state their NRO / NRE Bank Account Number as applicable based on the status of their account in which they hold Physical Equity Shares.

In case of interest payments, if any, by the Acquirer for delay in payment of Offer consideration or a part thereof, the Acquirer will deduct taxes at source at the applicable rates as per the Income Tax Act. For details, please refer to instruction no. 13 & 14 given overleaf.

Yours faithfully,

Signed and Delivered:	**Full Name**	**PAN**	**Signature**
First / Sole Holder			
Joint Holder 1			
Joint Holder 2			
Joint Holder 3			

Note: In case of joint holdings, all must sign. In case of body corporate, the common seal should be affixed and necessary board resolutions should be attached.

Place: _____

Date: _____

----------Tear Here----------

Acknowledgement Receipt – TCNS Clothing Co. Limited –Open Offer

Received from Mr./Ms./M/s._____

Form of Acceptance-cum-Acknowledgement for TCNS Clothing Co. Limited Offer as per details below:

Copy of delivery instruction to depository participant of Client ID for_____Equity Shares

Date of Receipt: Stamp of collection centre: Signature of Official:

INSTRUCTIONS

PLEASE NOTE THAT NO EQUITY SHARES / FORMS SHOULD BE SENT DIRECTLY TO THE ACQUIRER, THE TARGET COMPANY OR THE MANAGER TO THE OPEN OFFER

1. This Form must be legible and should be filled in English only.
2. All queries pertaining to this Offer may be directed to the Registrar to the Open Offer.
3. Public Shareholders who desire to tender their Equity Shares in the dematerialized form under the Open Offer would have to do so through their respective selling member by indicating the details of Equity Shares they intend to tender under the Open Offer.
4. In case of Equity Shares held in joint names, names should be filled in the same order in this form as the order in which they hold the Equity Shares and should be duly witnessed. This order cannot be changed or altered nor can any new name be added for the purpose of accepting this Offer.
5. If the Equity Shares are rejected for any reason, the Equity Shares will be returned to the sole/first named Public Shareholder(s) along with all the documents received at the time of submission.
6. All Public Shareholders should provide all relevant documents, which are necessary to ensure transferability of the Offer Shares in respect of which the acceptance is being sent.
7. All documents/remittances sent by or to the Public Shareholders will be at their own risk. Public Shareholders are advised to adequately safeguard their interests in this regard.
8. The Selling Broker(s) shall print the Transaction Registration Slip (TRS) generated by the Exchange Bidding System.
9. In case any person has submitted Equity Shares in physical mode for dematerialisation, such Public Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Open Offer before close of Tendering Period.
10. The Procedure for Acceptance and Settlement of this Offer has been mentioned in the Letter of Offer at paragraph 7.
11. The Letter of Offer along with the Form of Acceptance is being dispatched/ sent through electronic mail and/ or speed post/ registered post/ courier to all the Public Shareholders as on the Identified Date. In case of non-receipt of the Letter of Offer, such shareholders of the Target Company may download the same from the SEBI website (www.sebi.gov.in) or obtain a copy of the same from the Registrar to the Open Offer on providing suitable documentary evidence of holding of the Equity Shares.
12. The Form of Acceptance or TRS is not required to be submitted to the Acquirer, Manager to the Open Offer or the Registrar to the Open Offer. Public Shareholders holding shares in demat mode are not required to fill any Form of Acceptance-*cum*-Acknowledgment unless required by their respective selling broker. Equity Shares under lock-in will be required to fill the respective Forms of Acceptance-*cum*-Acknowledgment.
13. After the receipt of the demat Equity Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Offer shall be deemed to have been accepted for the Public Shareholders holding Equity Shares in demat form.

Interest payment, if any: In case of interest payments by the Acquirer for delay in payment of Offer consideration or a part thereof, the Acquirer will deduct taxes at source at the applicable rates as per the Income Tax Act.

14. If non-resident Public Shareholders had required any approval from the RBI or any other regulatory body in respect of the Offer Shares held by them, they will be required to submit such previous approvals that they would have obtained for holding the Offer Shares, to tender the Offer Shares held by them pursuant to this Open Offer. Further, non-resident Public Shareholders must obtain all approvals required, if any, to tender the Offer Shares in this Open Offer (including without limitation, the approval from the RBI) and submit such approvals, along with the other documents required in terms of the Letter of Offer, and provide such other consents, documents and confirmations as may be required to enable the Acquirer to purchase the Offer Shares so tendered. In the event any such approvals are not submitted, the Acquirer reserves the right to reject such Offer Shares tendered in this Open Offer. If the Offer Shares are held under general permission of the RBI, the non-resident Public Shareholder should state that the Offer Shares are held under general permission and whether they are held on repatriable basis or non-repatriable basis.

15. If the resident and non-resident Public Shareholders require that no tax is to be deducted on the interest component or tax is to be deducted at a rate lower than the prescribed rate, in such cases the following documents are required to be submitted to the Registrar to the Open Offer.

For resident Public Shareholders:

- ☐ Self–attested copy of PAN card
- ☐ Certificate from the income tax authorities under Section 197 of the Income Tax Act, wherever applicable, in relation to payment of interest, if any, for delay in payment of Offer Price (certificate for deduction of tax at lower rate)
- ☐ Self-declaration in Form 15G / Form 15H (in duplicate), if applicable
- ☐ For specified entities under Section 194A(3)(iii) of the Income Tax Act, self-attested copy of relevant registration or notification (applicable only for interest payment, if any)

For non-resident Public Shareholders:

- ☐ Self–attested copy of PAN card
- ☐ Certificate under Section 195(3) or Section 197 of the Income Tax Act, wherever applicable (certificate for deduction of tax at lower rate) from the income tax authorities under the Income Tax Act, indicating the amount of tax to be deducted by the Acquirer before remitting the amount of interest)
- ☐ Tax Residency Certificate and a no 'permanent establishment' / business connection declaration

In an event of non-submission of NOC or certificate for deduction of tax at nil / lower rate, tax will be deducted at the maximum marginal rate as may be applicable to the relevant category, to which the Public Shareholder belongs, by the Acquirer.

FOR DETAILED PROCEDURE IN RESPECT OF TENDERING EQUITY SHARES IN THIS OFFER, PLEASE REFER TO THE LETTER OF OFFER

All future correspondence, if any, should be addressed to Registrar to the Open Offer at the following address:

Link Intime India Private Limited

C 101, 247 Park, L.B.S. Marg, Vikhroli (West),
Mumbai - 400083, Maharashtra, India
Tel: +91 810 811 4949
Fax: +91 22 4918 6195
E-mail: tcns.offer@linkintime.co.in
Contact Person: Mr. Sumeet Deshpande
Website: www.linkintime.co.in
SEBI Registration No.: INR000004058

CIN: U67190MH1999PTC118368

Form No. SH-4 - Securities Transfer Form

[Pursuant to Section 56 of the Companies Act, 2013 and sub-rule (1) of Rule 11 of the Companies (Share Capital and Debentures) Rules 2014]

Date of execution: _____ / _____ / _____

FOR THE CONSIDERATION stated below the "Transferor(s)" named do hereby transfer to the "Transferee(s)" named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.

CIN:

Name of the company (in full): **TCNS CLOTHING CO. LIMITED**

Name of the Stock Exchange where the company is listed, (if any): **BSE Limited and National Stock Exchange of India Limited**

DESCRIPTION OF SECURITIES

Kind/ class of securities (1)	Nominal value of each unit of security (2)	Amount called up per unit of security (3)	Amount paid-up per unit of security (4)
Equity Share	INR 2/-	INR 2/-	INR 2/-

No. of Securities being Transferred				Consideration received (INR)		
In Figures	In words			In words		In Figures
Distinctive Number	From					
	To					
Corresponding Certificate Nos.						

Transferor's Particulars

Registered Folio Number

Name(s) in full and PAN No. (attach copy of pan card) **Seller Signature(s)**

1. _____ _____
2. _____ _____
3. _____ _____

I hereby confirm that the transferor has signed before me.

Signature of the Witness : _____

Name of the Witness : _____

Address of the Witness : _____

_____

Transferee's Particulars

Name in full (1)	Father's/Mother's /Spouse Name (2)	Address & E-mail id (3)
ADITYA BIRLA FASHION AND RETAIL LIMITED	NOT APPLICABLE	Piramal Agastya Corporate Park, Building A, 4th and 5th Floor, Unit No. 401, 403, 501, 502, L.B.S Road, Kurla Mumbai Maharashtra – 400070 E-mail:-

Occupation (4)	Existing Folio No., if any (5)	Signature (6)
BUSINESS		

Folio No. of Transferee

Specimen Signature of Transferee(s)

1. _____
2. _____
3. _____

Value of stamp affixed: INR _____

Enclosures:

1. Certificate of shares or debentures or other securities
2. If no certificate is issued, letter of allotment
3. Copy of PAN Card of all the Transferees (For all listed Cos.)
4. Others, Specify,_____

STAMPS

For Office Use Only

Checked by _____

Signature Tallied by _____

Entered in the Register of Transfer on _____

_____ **vide Transfer no** _____

Approval Date _____

Power of attorney / Probate / Death Certificate / Letter of Administration

Registered on _____ at

No _____

On the reverse page of the certificate

Name of the Transferor	Name of the Transferee	No. of shares	Date of Transfer

Signature of the authorized signatory