



September 1, 2024

BSE Limited
Scrip code: 535755

National Stock Exchange of India Limited
Symbol: ABFRL

Sub.: Scheme of Amalgamation (by way of Merger by Absorption) among TCNS Clothing Co. Limited and Aditya Birla Fashion and Retail Limited and their respective shareholders and creditors

Re.: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

This is further to our disclosures dated August 2, 2024, August 16, 2024 and August 22, 2024, in connection with the Scheme of Amalgamation (by way of Merger by Absorption) among TCNS Clothing Co. Limited ("TCNS/Transferor Company") and Aditya Birla Fashion and Retail Limited ("ABFRL/Transferee Company") and their respective shareholders and creditors ("Scheme"), as approved and sanctioned by the Hon'ble National Company Law Tribunal, Mumbai Bench ("Hon'ble NCLT") vide its Order dated August 2, 2024 ("Order"). The certified copy of the order was received on August 16, 2024.

We wish to inform that after fulfilling all the conditions specified in Clause 31 (*Conditions Precedent to Effectiveness*) of the Scheme read with Clauses 8(D) and 8(I) (*Definitions of Appointed Date and Effective Date respectively*) of the Scheme, ABFRL and TCNS have today, i.e. September 1, 2024, filed the certified copies of the Order and the Scheme with the Registrar of Companies, Mumbai, Ministry of Corporate Affairs, Government of India.

Accordingly, the Scheme has become effective today i.e., September 1, 2024 ("Effective Date") and consequently TCNS stands amalgamated into and with ABFRL and dissolved without being wound up. In accordance with the Scheme, the Appointed Date is the same as the Effective Date i.e. September 1, 2024.

Further in terms of the Scheme, Capital Clause of the Memorandum of Association of ABFRL stands amended to the extent given below:

"The Authorised Share Capital of the Company is ₹ 20,48,15,00,000 (Rupees Two Thousand Forty-Eight Crore Fifteen Lakhs only) divided into 2,03,60,00,000 (Two Hundred Three Crore Sixty Lakhs) Equity Shares of ₹ 10/- each (Rupees Ten only) amounting to ₹ 20,36,00,00,000 (Rupees Two Thousand Thirty-Six Crore only), 8% 5,00,000 (Five Lakhs) Redeemable Cumulative Preference Shares of ₹ 10/- (Rupees Ten Only) each amounting to ₹ 50,00,000 (Rupees Fifty Lakhs only), 15,000 (Fifteen Thousand) 6% Redeemable Cumulative Preference Shares of ₹ 100/- (Rupees Hundred only) each amounting to ₹ 15,00,000 (Rupees Fifteen Lakhs only), 95,00,000 (Ninety Five Lakhs) Preference Shares of ₹ 10/- each (Rupees Ten only) amounting to ₹ 9,50,00,000 (Rupees Nine Crore Fifty Lakh

ADITYA BIRLA FASHION AND RETAIL LIMITED

Registered Office:

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

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only) and 2,00,00,000 (Two Crore) Preference Shares of ₹ 1 (Rupees One only) each amounting to ₹ 2,00,00,000 (Rupees Two Crore only) with a power to increase or reduce the capital of the Company in accordance with the provisions of the Companies Act, 2013 and to classify or reclassify the Share Capital.”

You are requested to take the same on record.

Thanking you.

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

Anil Malik
President & Company Secretary

Place: Mumbai

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