

Exhibit A
Form of No-Objection Certificate

Ref No: YBL/DEL/ELC/NOC/2941/2023-24
Date: 25-01-2024

To,

TCNS Clothing Co. Limited
119, New Manglapuri, W House Mandi Road,
Sultanpur, Mehrauli New Delhi-110030

Dear Sir,

Re: No-Objection Certificate for proposed scheme of amalgamation between TCNS Clothing Co. Limited and Aditya Birla Fashion And Retail Limited and their respective creditors and shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (“Scheme”)

Subj: Your letter dated 24th Jan 2024 (“Request Letter”)

1. We refer to your Request Letter requesting consent/no objection in respect of the Scheme.
2. Subject to Paragraph 4 below, pursuant to the Facility Documents, we hereby provide our consent/no objection to the Scheme and all transactions therein, and unconditionally confirm that the Company may implement the Scheme and undertake all such acts and things as may be required and expedient to give effect to the Scheme, notwithstanding the terms of the Facility Documents.
3. We hereby agree that the consent and authorization provided hereby shall be binding on our successors, endorsees and assigns in due course.
4. The consent provided in Paragraph 2 above shall be subject to all our rights under the Debt and the Facility Documents remaining unchanged and in full force and effect.
5. We confirm that we are agreeable to sign such notices, affidavits, deeds and agreements as may be required to give effect to the consents set out in this letter.
6. The Company may submit this letter to the BSE, NSE, NCLT and other regulatory authorities, as may be required, to evidence our consent/no objection to the Scheme and the transactions contemplated therein.
7. We hereby confirm that our execution of this letter has been duly authorised by all necessary actions (corporate or otherwise) and satisfies all requirements with respect to the Debt and under the Facility Documents.



This letter shall be deemed to form a part of and shall not be read in conflict with the terms of the Facility Documents. Capitalised terms used but not defined herein, shall have the meaning ascribed to such terms in the Request Letter or in the Scheme, as the case may be.

Thanking you,

Yours faithfully

YES BANK LIMITED

Authorised Signatory

