

**Exhibit A**  
**Form of No-Objection Certificate**

Ref No: LCG243132437379

Date: Jan 25, 2024

To,

**TCNS Clothing Co. Limited**

119, New Manglauri, 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 Section 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, furnished to us through email on 18th May 2023 ("Scheme")

Subj: Your letter dated 18th May 2023 ("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 the transactions therein, and confirm that the Company may implement the Scheme.
3. 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.
4. 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.
5. We hereby confirm that our execution of this letter has been duly authorized by all necessary actions (corporate or otherwise).

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

Thanking you,

Yours faithfully

ICICI Bank Limited  
Authorised Signatory

25/1/2024



Pushkar Chauhan  
AGM  
RH - LCG