"TCNS Clothing Company Limited
Q4 FY'23 Earnings Conference Call"
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Moderator: Ladies and gentlemen, good day and welcome to the TCNS Clothing Company Limited Q4 FY '23 Earnings Conference Call. A disclaimer. This conference call may contain forward-looking statements about the company, which are based on the beliefs, opinions and expectations of the company as on date of this call. These statements are not the guarantees of future performance and involve risks and uncertainties that are difficult to predict.

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I now hand the conference over to Mr. Anant Daga, Managing Director at TCNS Clothing Company Limited. Thank you and over to you, sir.

Anant Daga: Thank you. Good evening, everyone and welcome to the Q4 and FY '23 Full Year Earnings Conference Call. I am joined by Amit, our CFO and SGA, our Investor Relations advisors. While Amit can share detailed financials, let me talk about the key highlights of Q4, our perspective on the emerging market situation and approach for FY '24.

Starting with company performance. We achieved net revenues of INR 269 crores in Q4, this represents a growth of 15% year-on-year over Q4 FY '22. On a full year basis, we achieved INR 1,202 crores of net revenues, growing by 34% over FY ‘22. This quarter, offline channels registered a like-to-like sales of 110% over Q4 FY ‘22, which was an impacted quarter due to Omicron. In this quarter, we opened net of 11 stores to reach a total count of 675 stores as on year-end. We have upgraded another two stores under Project Rise initiative, taking the tally to 31 stores.

Coming to online channel, the business has grown by 22% year-on-year in Q4, in line with the stated focus on building D2C models with brand websites and marketplaces. The revenue share is weighed majority in favour of D2C models, which grew faster and is now contributing to more than 75% of the total online sales. Additionally, our online B2B business is also seeing a pickup over the last couple of months. On omni fulfilment, subsequent to stabilizing the stack for marketplace channels, we have upgraded the technology back-end for brand websites as well. This should help us strengthen our brand website business.

Coming to the current business environment, the broader market demand has been muted since Diwali and we continue to see this trend panning out in spring summer '23 as well. The demand is more resilient in Tier 1 cities and the concern is more pronounced in lower tiers and smaller cities. From a regional trend perspective, while North and East have improved compared to last year, these regions still lag behind South and West compared to pre-COVID recoveries.

Talking about the women's ethnic wear category, the category started to regain ground since last festive, which it continues to hold on. However, overall women's wear segment is still trailing men's wear in recovery and has some catching up to do. This should happen in due course of time. With more women now getting back to work and more occasions opening up, the use cases should drive higher consumption in overall women's wear and more specifically ethnic wear categories.

Now coming specifically to our performance, some of the challenges we faced in Q3 with respect to our product ranges continue to have a bearing in Q4 as well. Bulk of the quarter saw predominantly monsoon festive range on the floors with fresh season starting to hit the stores only by Feb end. Even as the season start, as mentioned last time, we had to carry forward some of the festive inventory which formed a meaningful part of the stock this season. This had larger than anticipated impact on our sell throughs, which was magnified by the muted demand environment. While this continues to impact our sales, however, as we move deeper into the season with fresh inventories mix changing favourably, we are seeing our relative performance getting stronger.

Now discussing FY '24 approach, the year will be about focusing on existing building blocks already put in place over the last couple of years and driving efficient growth. We will focus on four key agendas next year. First is getting back to the winning range architecture and merchandise mix. Second is driving the same-store sales recovery, while taking a more calibrated approach towards business development and expansion. Third is building on the online growth journey with the stabilized base now in place. And fourth is optimizing working capital.

So let me start with first agenda of creating women range architecture and merchandise mix. We have already spoken about the range learnings in the last monsoon festive season, which has led us to focus disproportionately on understanding the product performance and learnings thereof. Our focus now is on premiumization of the occasion-wear and, at the same time, casualizing the day wear ranges. Our new launches, which have incorporated some of these learnings, have hit the market over the spring summer '23 season and are seeing solid consumer traction. We continue to build on these successes and their sales should be reflected fully in our upcoming ranges.

Coming to the second agenda, last couple of years, there was tremendous focus on expanding and building a wider and deeper retail presence. This year, we will still take a calibrated approach to store expansion. Focus will be on driving store level throughput and efficiencies more than ever. We will undertake a comprehensive approach, including optimization of store inventories, driving footfalls, adding the right merchandise mix. Given the higher operating leverage of our business, a singular focus on sales recovery can lead to significant impact on our financial metrics.

On the online front, the focus over the last couple of years has been building our capabilities to transition the business mix from a B2B model to a D2C. As we are now stabilizing this journey, our focus shifts back to growing this business across models. Going forward, the approach will be to increasingly focus on variety and convenience seeking customers, in addition to price-seeking consumers. With deep omni integration across websites and marketplace channels, we will be able to offer a comprehensive product range and drive better efficiencies through fungibility of our inventories across channels.

As an organization, we have always had a sharp focus on working capital and cash flows. And even during the worst of COVID periods, we've been able to manage cash flows and working capital very, very tightly. Last season, we had planned for an aggressive scale up, which didn't materialize as per our expectations. Our actual sales were meaningfully lower than anticipated, leading to an inflated level of working capital, especially inventory. We are taking necessary steps to optimize the same. And while this will take a couple of seasons to fully resolve, we are hopeful of seeing a gradual progress on this front.

As we carry on with the business agenda, we are pleased to inform about our proposed merger. Our Board has approved a composite scheme by which our company is proposed to be eventually merged into Aditya Birla Fashion and Retail Limited (ABFRL) and become a part of Aditya Birla Group, one of India's most respected conglomerates. The transaction will be subject to regulatory and shareholder approval and other conditions. While Amit can share more details regarding the transaction structure and terms, let me talk about the rationale and the strategic fit.

The post COVID retail landscape has been evolving rapidly and as Board and management team, we wanted to explore the best long-term growth path and value creation opportunity for the company and its stakeholders. As we explored possibilities, we realized strategic alliance with a larger platform being the best way forward. Association with a strong anchor such as ABFRL can accelerate our journey and help us realize full potential in an expediated manner. The partnership with ABFRL gets us a brand playbook and portfolio complementation, synergies in terms of leveraging front-end and back-end ecosystems and leveraging trade partnerships and a culture that matches our ethos of empowered and professional decision making. We believe this is yet another new beginning in our journey and we are looking forward with great excitement towards the possibilities ahead.

Now I would request Amit to share key financial highlights.

Amit Chand: Thank you, Anant. Good evening, everyone. Let me share the update on our financial performance for Q4 of FY '23 and full year FY '23. The company delivered revenues of INR 269 crores in Q4, which is a growth of 15% over FY '22 Q4 revenue. The slowdown in the industry witnessed after Diwali continued in Q4 and impacted our revenues for the quarter.

Our gross margin for the quarter was 62% versus 69% in Q4 of FY '22 and 68% in Q3 of FY '22. As we have mentioned earlier in our communications, we should see gross margins in conjunction with selling and distribution expenses and other overheads as every channel that we operate in has its own nuances in terms of revenue recognition, gross margin and costs reflecting in selling and distribution expenses or other overheads. On basis of the channel mix, these metrics could vary in a range from quarter-to-quarter. In Q4, the gross margins and selling and distribution expenses were impacted due to lower sales and higher than normal discounting in the end of season sale of monsoon festive '22.

EBITDA for the quarter was INR 12.2 crores. Again, the EBITDA was impacted due to lower sales, high discounting, and increased investment in marketing. In Q4, we incurred a PBT loss of INR 44.5 crores versus a PBT of INR 0.7 crores in Q3 of FY '23 and a loss of INR 7.6 crores in Q4 of FY '22. Please note that in Q4 of FY '22, we had a rental concession of INR 10 crores, while there is no rental concession in Q4 of FY '23. Again, in Q4 of FY '23, we have taken provisions for a specific partner, which had gone under insolvency proceedings.

We ended the year with 675 stores, adding 11 stores in Q4, on a net basis. In LFS channel, we have closed down certain stores, which had low sales and low profitability for us, reducing our total LFS count from 2,500-odd point of sale at end of Q3 to 2,295 point of sale at end of Q4.

Now let me take you through the full year performance for FY '23. The company delivered revenues of INR 1,202 crores in FY '23, it's our highest ever and a growth of 34% over our FY '22 revenues of INR 896 crores. We delivered an EBITDA of INR 142 crores compared to INR 124 crores in FY '22. PBT for FY '23 was a loss of INR 31 crores versus a loss of INR 7 crores last year. Please note that last year, we had a total rental concession in the full year amounting to INR 38 crores when there were no rental concessions this year.

As of 31st March 2023, we had a working capital of INR 492 crores. We saw less than anticipated sales in the second half of the year, which has led to additional build-up of working capital. We are undertaking the requisite steps to address the same. And while this may take a couple of seasons to fully resolve, one should see a gradual progress on this front.

Let me also give you a quick brief on the proposed transaction with ABFRL, the transaction essentially has two parts. The first part is the acquisition of 51% of the expanded share capital of the company by ABFRL through a combination of share purchase agreement between the promoters of the company and ABFRL and a conditional public open offer. The open offer is for acquisition of 29% of the capital of the company, conditional upon a minimum acceptance of 20.19 percentage. Acquisition from the promoters would range from 22% to 30.81% depending on the public open offer.

The second part is the amalgamation of the company with ABFRL post receipt of necessary approvals. Under the scheme, 11 fully paid equity shares of INR 10 each of ABFRL will be issued for at every 6 fully paid equity shares of INR 2 of the company. As Anant already mentioned, these are subject to regulatory approvals and other conditions. We are making the requisite progress on the proposed transaction and we are excited with the possibilities this transaction can open for us.

With this, we are now open to questions.

Moderator: Our first question is from the line of Devanshu Bansal from Emkay Global. Please go ahead.

Devanshu Bansal: Hi, Anant. So, first question, I guess, you indicated that recoveries are dependent on more women sort of getting back to work. I just wanted to sort of get your thoughts on what are the key data points that suggests and make you confident that more women will actually sort of come back to work? And secondly, it's a temporary thing and not a permanent thing that work-from-home sort of gains are a larger proportion of overall working hours.

Anant Daga: A couple of things. See, more than what hard data points exist in the market, as we have seen over the last few months and few quarters, there's a growing number of offices, which are now working at least couple of days, three days from office. And as we move on, there are lot and lot more organizations which are opening up offices, even more full time. But more than getting the hard data from the other side, I think what we have seen in our businesses is, if you look at the ethnic wear journey post-COVID, obviously, first few months were very difficult. And over last two to three quarters, we have seen consistently ethnic wear gaining some share against western wear.

And one of the key attribute is, obviously, people coming back to work, which is one of the key occasion usages for ethnic and associate occasions opening up. So, I think that is where it is. Frankly, we believe that there is a trend that we are seeing and a lot of more companies are making changes in their policies, getting more people to work. And hopefully, should gradually build up.

Devanshu Bansal: And you mentioned there's a recouping of market share or maybe you mentioned that ethnic is gaining share. So is it recouping of lost market share? Or is it a correct understanding?

Anant Daga: Yes, yes. So Devanshu, two things. One, women's wear itself in terms of overall share is right now trailing men's wear and ethnic obviously, has not come back to pre-COVID levels. But over last few months, we have seen it gaining some of the lost ground.

Devanshu Bansal: Got it. Anant, second question is on the potential sort of merger with ABFRL. So if you could sort of highlight to us what are the potential synergies that you see on the top line, bottom line, as well as working capital front? It would be really, really helpful.

Anant Daga: So Devanshu, without getting into too much granular stuff, because a lot of these things will need deeper deliberations. And as we move along post the transaction, we'll have to build a long-term vision and road map together.

Some of the key synergies that we see upfront happening is, first of all, we will get a very, very strong anchor for the long-term growth of the company. We'll get access to the brand playbooks. See, ABFRL as an organization has a history of incubating and scaling up brands to large scale. And that is something that we are sure will benefit a lot. So whether it is incubating, scaling up strong brands, making them even stronger. That's one area.

Second, I think there's lot synergies in leveraging both front-end and back-end relationships. We share a widely common ecosystem and lot of these places will be able to together strengthen our relationships and gain from each other.

Third big area of synergy that we see, is obviously getting the benefit of the infrastructure systems, best practices, all these stuff which can actually make the business inherently stronger. So we believe these are some of the straight synergies that we see, which can be built very strongly over long period of time.

Devanshu Bansal: Got it. Anant, for your sort of outlook for FY '24 in terms of key areas where you will be focusing upon. I just wanted to understand two things, sorry, I could sort of understand when you sort of highlighted on women's range architecture, as well as the online growth journey that will be there for FY '24. So one thing you mentioned that you'll be, there will be some premiumization in the women's range architecture. And then the second part, I could not understand what exactly is that.

Anant Daga: Sure. See, one of the key straight learnings from last season was, in festive, you need to have more premium ranges and unfortunately, last season we prioritized pricing over the same. So that's one clear learning that you know people are willing to pay the price for heavy occasion wear and that is something the silhouettes that we are building.

Now on the other side, what we have seen is there are a lot of newer silhouettes, lot of things like tops, tunics, there are a lot fabric bases, which is all making everyday wear much more easier and all this falls within ethnic. So those are the silhouettes we always had but now we are trying to even build them stronger. So whether it is fabric, whether it is some casual shirts, whether it is tunics, tops, these kind of stuff. That's what I mean by, I meant by casualization of the day wear.

Devanshu Bansal: And this will be at a relatively entry level, I would say, pricing, right?

Anant Daga: No, no, it's across, see, obviously, there would be some which would be entry price point but it will be also higher price point. So, see, these have now become requirements for some easy wear but it could also be premium. That's not a problem.

Devanshu Bansal: Okay. And for online, did I understand this correctly that you mentioned that till now the focus was on D2C and now you'll be sort of focusing on all the channels, whether it's B2B or D2C, is this the right understanding for online outlook?

Anant Daga: So Devanshu, we have been on this journey for now last, at least 18 months, if not more, wherein, as our partners started moving away from the B2B model, we had to build a D2C model from scratch. Now that part is more or less stabilized. And what I meant to say was, obviously, now we can focus on growing on a stabilized basis. So if you remember, last three, four, five quarters, we have continuously had disruption in the model. And what happened was, while the B2B business was getting reduced, not all partners were ready with a D2C model to work with us.

So that is something now we have created the base, more or less. And hopefully, without any disruption, now we should see a significant growth.

Devanshu Bansal: So the target of about 20%, 25% sort of a growth should now be possible in the years ahead. I guess that's the...

Anant Daga: Yes, yes.

Devanshu Bansal: Okay. Thank you, Anant. I'll get back in the queue. Thanks a lot for answers.

Moderator: Thank you. Our next question is from the line of Yash Bandari from Neo Markets. The line for Mr. Bandari has dropped. May I request the management, we'll move to the next question. Our next question is from the line of Riya Verma from NR Securities.

Riya Verma: Sir, two questions. Firstly, what is the store opening plans for FY '24? How many net doors will the company open?

Anant Daga: So see, right now, I would not like to give any particular guidance. But typically, in the first half, we would go slightly slow and in a more calibrated manner and probably up the thing in the second half of the year. So maybe very, very broad numbers could be anywhere, say, about 40-odd stores in that kind of a, 30- to 40-odd stores kind of range. But depending upon the response and depending upon the overall market pickup, obviously, we can up this count.

Riya Verma: Right. And how is Q4 performing? And how is the new collection doing? Is it gaining traction, as we had some fabric issues with it earlier?

Anant Daga: I believe you are talking about Q1, right?

Riya Verma: Yes, yes, Q1.

Anant Daga: Yes, so the newer silhouettes are doing well and whatever experimentations we have done, most of them seem to be working. And while we could, we had to carry forward some of the old inventories, hopefully, the next season that we are going to launch will be 100% fresh and will incorporate all these.

Moderator: Our next question is from the line of Jatin Sangwan from Burman Capital.

Jatin Sangwan: I have a question regarding the unfair treatment of minority shareholders. If we look at the deal, we get to see the promoter would take an exit at around INR 473 per share, while the minority shareholders other than the promoters would take an exit at INR437 per share. So how could the Board approve this really if it is not in the favour of minority shareholders?

Amit Chand: This is Amit. Let me take this question. So we'll have to look into the entire construct of this proposal. And the deal or the construct that we have already disclosed in the market offers full clarity and choices for all kind of stakeholders to make an informed decision. Now when we were thinking about the construct, obviously, there is a requirement by the acquirer that the current promoters of the company be declassified as the promoters after this transaction. So the first part of the transaction is where ABFRL will acquire 51%. And that is the reason why the open offer quantum is 29% and not 26%, which was the minimum requirement.

Now obviously, this construct means that the promoters will be able to sell a larger percentage of their shareholding in the transaction, which is the SPA plus the open offer as compared to the other shareholders. But that was the minimum requirement and every other shareholder of the company can participate in the open offer to the extent of 29% for the remaining shareholders and the balance shareholding will then get swapped into the shares of ABFRL, as we have already disclosed.

Jatin Sangwan: Yes, my question is regarding the price, because the promoter is getting cash for 22% of the shares out of 30% they hold, while the minority shareholders would get shares of 40%, 41% of the shares and they hold like 70%.

Anant Daga: No. So just to add to what Amit has said, see there was a deal construct, wherein, in fact, we have not even used a full open offer exit for promoters, we try to keep it minimum giving other shareholders also a chance to get a fair share of open offer construct. Now coming to the swap ratio, see, it's been arrived by triangulating various methods and here it has been done by the valuers, the merchant bankers, who have a fairness opinion. It takes into value the long-term intrinsic value of both businesses. So this is, see, we felt that this was a great deal at distant point in time for the company and the stakeholders. And it gives us a, fair and balanced opportunity for various stakeholders to exercise their options.

Jatin Sangwan: Okay. I still don't get the sense why we have chosen to proceed with the deal. But in the interest of time, I will move to the second question. So we have decided to issue, in the Board meeting it has been decided to issue 14.3 lakh equity shares to the management. So on what basis it has been decided because if I remember the agreement, I mean, if I remember the ESOP 2014 to 2017, still it has to be only exit formula by the promoter at the price of, I think, INR950 or above. The deal is getting at around INR 450 or INR 460 so why is that 14.3 lakh equity shares have been issued to the management?

Anant Daga: I think, sir, if you go through all our ESOP schemes, you are right, there was a part which was linked to performance of share price and all. That is not getting granted to any management or that's not getting vested at all. It is just some older scheme shares, which the employees were granted and it was vested long time back, they are just getting exercised.

So you're absolutely correct. There is no vesting of any shares, which were linked to prices and all. These are from earlier schemes. What I would request you, sir, please go through the annual report. It has all the details. And even after that, if you have some questions, please do reach out to us. We will be happy to answer.

Moderator: Our next question is from the line of Yash Bandari from Neo Markets.

Yash Bandari: Congratulations on your good results. So my question is regarding the open offer. And what are the regulatory approvals required for the open offer? And what are the timelines you are expecting, so that the, all the approvals will be received?

Amit Chand: This is Amit. I will take this question. So primarily, there are two approvals which are needed for this open offer. One is the approval of the stock exchanges. Second is the approval from the CCI, which is the Competition Commission of India. These are the two approvals. In DLoF, Draft Letter of Offer and DPS which has the timelines. Effectively, we believe that this should be consummated towards the later part of August or early September.

Yash Bandari: Thank you.

Moderator: Thank you. Our next question, is from the line of Vikas from Equirus. Please go ahead.

Vikas: Yes, sir thank you so much for the opportunity. Sir, can you quantify what was the one-off write-off that you have taken with respect to the receivables for the quarter, as well as for the full year?

Amit Chand: Yes. So without putting a specific number, this was in high single digits. That is the quantum of write-offs that we had to take for that one large LFS partner.

Vikas: You're talking high single digit as a percentage of sales?

Amit Chand: No, no, I'm talking about an absolute quantum.

Vikas: Okay. Okay. And for the full year?

Amit Chand: See, we have been taking hits every quarter. So, from a full year perspective, the quantum is just about a low single digit, low double digits, so about INR 10-odd crores is the hit that we would have taken in the current, complete year. And a larger part of the hit is what we have taken. So we have taken hits across all quarters. But now since the partner has gone under the insolvency proceeding, so the balance of the hit we have taken in Q4.

Vikas: Understood. Okay, sir. Thank you, so much.

Moderator: Thank you. Our next question is from the line of Shitij Sharma, who is an Individual Investor. Please go ahead.

Shitij Sharma: Good evening. So my question is that last couple of years, it was taken by the organization.

Anant Daga: Sir, your voice is very faint. We can't hear.

Moderator: Sir, your audio is not clear. Maybe we request you to use your handset, please?

Shitij Sharma: Yes. So last couple of years, the organization has taken multiple initiatives. Can we know what are the updates on that? And what are the plans for taking any further new initiatives?

Anant Daga: See, as we have mentioned in the earlier calls also, some of the initiatives like new category introduction, we are trying to build that in our own stores. And as mentioned last time, they are contributing to double-digit percentage of sales and building up well across the stores they are present. One of the key initiatives was Elleven, which is now showing a lot of progress in SIS, and we are also in many, many stores seeing a positive contribution coming out of it. So as we go forward, we will be focusing on these initiatives. As of now, we believe we have some of the things which are working well and we are seeing a lot of green shoots. So we'll focus on that.

Moderator: Thank you. That was the last question of our question-and-answer session. I would now like to hand the conference over to Mr. Anant Daga for closing comments.

Anant Daga: So thank you, everyone. We take this opportunity to thank you for joining the call. We hope we have been able to address your queries. For any further information, please do get in touch with us or SGA, our Investor Relations adviser. Have a nice evening. Thank you.

Moderator: Thank you. On behalf of TCNS Clothing Co. Limited, that concludes this conference. Thank you for joining us and you may now disconnect your lines.