

Exhibit A  
Form of No-Objection Certificate

Date:25 /01/2024

Ref No.

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 section 230 and 232 and other applicable provisions of the Companies Act,2013 and rules made thereunder(“ Scheme”)**

**Subj: Your letter dated 24Jan2024(“ 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 transaction 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, endorses and assign in due course.
4. The consent provided in Paragraph 2above 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 consent 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 authorized by all necessary actions (corporate or otherwise) and satisfies all requirements with respect to the Debt and under the Facility Documents.

This Letter shall 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 or in the Scheme, as the case may be.

Thanking You

For HDFC Bank Limited.

Authorized Signatory

