



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

Ref No: LCG233132103463

Date: June 13, 2023

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 to 232 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, furnished to us through email on 18<sup>th</sup> May 2023 ("Scheme")

Subj: Your letter dated 18<sup>th</sup> 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)



ICICI Bank Limited  
ICICI Bank Towers  
Bandra-Kurla Complex,  
Mumbai- 400 051, India

Tel.: (91-22) 2653 1414  
Fax: (91-22) 2653 1122  
Website [www.icicibank.com](http://www.icicibank.com)  
CIN.: L65190GJ1994PLC021012

Regd. Office : ICICI Bank Tower,  
Near Chakli Circle,  
Old Padra Road,  
Vadodara 390 007, India.



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



SUDHANU SUDHANU  
SRM. - CMTI

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