

TCNS CLOTHING CO. LIMITED

Registered Office: 119, New Manglajuri, W House Mandi Road, Sultanpur, Mehrauli New Delhi - 110030; Tel: 011-42193193; Website: <https://www.tcnsclimbing.com>; CIN: L99999DL1997PLC090978

OPEN OFFER FOR ACQUISITION OF UP TO 1,87,12,577 (ONE CRORE EIGHTY SEVEN LAKHS TWELVE THOUSAND FIVE HUNDRED AND SEVENTY SEVEN) FULLY PAID UP EQUITY SHARES ("OFFER SHARES") OF TCNS CLOTHING CO. LIMITED ("TARGET COMPANY") OF FACE VALUE OF INR 2 EACH, REPRESENTING 29.00% (TWENTY NINE PERCENT) OF THE EXPANDED SHARE CAPITAL FROM ALL THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY BY ADITYA BIRLA FASHION AND RETAIL LIMITED ("ACQUIRER"), CONDITIONAL UPON A MINIMUM LEVEL OF ACCEPTANCE OF AT LEAST 1,30,27,826 (ONE CRORE THIRTY LAKHS TWENTY SEVEN THOUSAND EIGHT HUNDRED AND TWENTY SIX) EQUITY SHARES REPRESENTING 20.19% (TWENTY POINT ONE NINE PERCENT) OF THE EXPANDED SHARE CAPITAL ("OPEN OFFER" OR "OFFER").

This advertisement cum corrigendum is being issued by Axis Capital Limited ("Manager to the Open Offer"), for and on behalf of the Acquirer in respect of the Open Offer to the Public Shareholders of the Target Company, pursuant to and in compliance with Regulation 18(7) of the SEBI (SAST) Regulations ("Pre-Offer Advertisement cum Corrigendum"). The detailed public statement dated May 11, 2023 ("DPS") with respect to the Offer was published on May 12, 2023 in all editions of Financial Express (English national daily), Jansatta (Hindi national daily), and Mumbai edition of Navshakti (Marathi daily), being the place of the stock exchange where the maximum volume of trading in the shares of the Target Company were recorded during the sixty trading days preceding the date of the Public Announcement dated May 5, 2023 ("PA") by the Manager to the Open Offer on behalf of the Acquirer, in compliance with the SEBI (SAST) Regulations.

This Pre-Offer Advertisement cum Corrigendum should be read in continuation of, and in conjunction with: (a) PA; (b) the DPS; and (c) the letter of offer dated July 26, 2023 ("LOF" or "Letter of Offer").

For the purpose of this Pre-Offer Advertisement cum Corrigendum:

(a) "Identified Date" means July 25, 2023, being the date falling on the 10th (Tenth) Working Day prior to the commencement of the Tendering Period; and

(b) "Tendering Period" means the period from August 8, 2023 to August 23, 2023 (both days inclusive).

Capitalized terms used but not specifically defined in this Pre-Offer Advertisement cum Corrigendum shall have the same meaning assigned to such terms in the LOF, unless otherwise defined.

1. **Offer Price:** The offer price is INR 503 (Five Hundred and Three) per Equity Share ("Offer Price"). There has been no revision to the Offer Price. For further details relating to the Offer Price, please refer to Paragraph 6 of the LOF.

2. **Recommendation of the committee of independent directors:** The committee of independent directors of the Target Company (the "IDC") published its written reasoned recommendations on the Offer to the shareholders of the Target Company, on August 3, 2023 in the same newspapers in which the DPS was published. A summary of the relevant extracts of the recommendations of the IDC are given below:

| | |
|--|---|
| Members of the Committee of Independent Directors | Ms. Neeru Abrol, Chairperson Mr. Bhaskar Pramanik, Member Ms. Sangeeta Talwar, Member Mr. Suresh Jayaraman, Member |
| Recommendation on the Open Offer, as to whether the offer is fair and reasonable | The IDC has reviewed the PA, the DPS and the LOF issued by the Manager to the Open Offer on behalf of the Acquirer, in connection with the Open Offer. Ghosh Khanna & Co. LLP, Independent Chartered Accountants appointed by the IDC to provide external opinion with respect to the Offer Price, has: a. opined that the Offer Price offered by the Acquirer (being the highest price prescribed) is in accordance with the Regulation 8(2) of the SEBI (SAST) Regulations; and b. opined that the Offer Price is fair and reasonable. Based on the above, the IDC is of the opinion that the price of Rs. 503 (Indian Rupees Five Hundred and Three only) per Equity Share being the Offer Price offered by the Acquirer is in compliance with Regulation 8(2) of the SEBI (SAST) Regulations and the Offer Price is fair and reasonable. |
| Summary of reasons for recommendation | The IDC has reviewed the PA, the DPS and the LOF issued by the Manager to the Open Offer on behalf of the Acquirer, in connection with the Open Offer. Ghosh Khanna & Co. LLP, Independent Chartered Accountant appointed by the IDC to provide external opinion with respect to the Offer Price, has: a. opined that the Offer Price offered by the Acquirer (being the highest price prescribed) is in accordance with the Regulation 8(2) of the SEBI (SAST) Regulations; and b. opined that the Offer Price is fair and reasonable. Based on the above, the IDC is of the opinion that the Offer Price of Rs. 503 (Indian Rupees Five Hundred and Three only) per Equity Share is in accordance with the Regulation 8(2) of SEBI (SAST) Regulations and is in compliance with the SEBI (SAST) Regulations and the Offer Price is fair and reasonable. The shareholders are advised to independently evaluate the Open Offer and take an informed decision, whether or not to tender their equity shares in the Open Offer. Recommendation of IDC as submitted to stock exchanges may be accessed at website of the Company. |
| Details of independent advisors (if any) | Ghosh Khanna & Co. LLP, Independent Chartered Accountants |

3. **Other details of the Open Offer:**

3.1. The Open Offer is being made under Regulations 3(1), 4 and 19 of the SEBI (SAST) Regulations to the Public Shareholders of the Target Company.

3.2. The Open Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations. There was no competing offer to the Open Offer and the last date for making such competing offer has expired.

3.3. The Open Offer is for acquisition of up to 1,87,12,577 (One Crore Eighty Seven Lakhs Twelve Thousand Five Hundred And Seventy Seven) Equity Shares, constituting 29.00% (twenty nine percent) of the Expanded Share Capital, conditional upon a minimum level of acceptance of at least 1,30,27,826 (One Crore Thirty Lakhs Twenty Seven Thousand Eight Hundred And Twenty Six) Equity Shares representing 20.19% (twenty point one nine percent) of the Expanded Share Capital. If the number of Equity Shares tendered in terms of the Offer (and which can be validly accepted as per the terms and conditions set out in the Letter of Offer) is less than 1,30,27,826 (One Crore Thirty Lakhs Twenty Seven Thousand Eight Hundred And Twenty Six) Equity Shares, the Acquirer shall not acquire any Equity Shares under the Offer and the SPA shall stand rescinded in accordance with the terms of the SPA and the SEBI (SAST) Regulations.

3.4. The dispatch of the LOF to all the Public Shareholders of the Target Company holding Equity Shares as on the Identified Date has been completed (either through electronic or physical mode) on August 1, 2023. The Identified Date was relevant only for the purpose of determining the Public Shareholders as on such date to whom the LOF was to be sent. It is clarified that all the Public Shareholders (even if they acquire Equity Shares and become shareholders of the Target Company after the Identified Date) are eligible to participate in the Open Offer. A copy of the Letter of Offer (which includes the Form of Acceptance-cum-Acknowledgment) is also available on SEBI's website (<https://www.sebi.gov.in>) from which the Public Shareholders can download / print the same.

4. **Instructions to the Public Shareholders:**

4.1. **In case the Equity Shares are held in physical form:** Public Shareholders holding Equity Shares in physical form may participate in the Open Offer through their respective Selling Broker by providing the relevant information and documents as mentioned in paragraph 8.12 of the LOF.

4.2. **In case the Equity Shares are held in dematerialized form:** Public Shareholders who are holding Equity Shares in electronic/dematerialized form and who desire to tender their Equity Shares in this Open Offer shall approach their respective Selling Broker, indicating to their Selling Broker the details of Equity Shares that such Public Shareholder intends to tender in this Offer and as per the procedure specified in paragraph 8.11 of the LOF.

4.3. **In case of non-receipt of the LOF:** Public Shareholders holding the Equity Shares may (i) download the same from the website of SEBI (www.sebi.gov.in) as well as from the website of the Manager to the Open Offer (<https://www.axiscapital.co.in>). Alternatively, Public Shareholders holding the Equity Shares may participate in the Open Offer by providing their application in plain paper in writing signed by all shareholder(s), stating name, address, number of Equity Shares held, client ID number, DP name, DP ID number, number of Equity Shares tendered and other relevant documents as mentioned in the LOF. Such Public Shareholders have to ensure that their order is entered in the electronic platform which will be made available by BSE or NSE before the closure of the Tendering Period.

5. In terms of Regulation 16(1) of the SEBI (SAST) Regulations, the draft letter of offer was submitted to SEBI on May 18, 2023 ("DLOF"). SEBI, vide its letter no. SEBI/HO/CFD/CFD-RAC-DCR/1/PIOW/2023/2937/1 dated July 21, 2023 ("SEBI Letter"), issued its comments on the DLOF. These comments have been incorporated in the LOF. This Pre-Offer Advertisement cum Corrigendum also serves as a corrigendum to the PA and DPS, and as required in terms of the SEBI Letter, reflects the changes made in the LOF as compared to the DPS.

6. **Material updates to the PA, DPS and the DLOF:**

There have been no material changes in relation to the Open Offer since the date of the PA and/or DPS, save as otherwise disclosed in the DPS, DLOF, LOF and this Pre-Offer Advertisement cum Corrigendum. The Public Shareholders are requested to note the following key changes to the DPS and the DLOF in relation to the Open Offer:

6.1. Material update regarding Expanded Share Capital, Offer Shares and Minimum Level of Acceptance

a. In terms of Regulation 7(1) of the SEBI (SAST) Regulations, the Offer Size had been computed basis the total shares of the Target Company as of the 10th working day from the closure of the Tendering Period. Accordingly, the term "Expanded Share Capital" was defined to mean the total voting equity share capital of the Target Company on a fully diluted basis (which in relation to the ESOPs, shall include the ESOPs which have vested and shall not include the ESOPs which remain unvested) as of the 10th working day from the closure of the Tendering Period of the Open Offer (which may change on account of any future corporate actions and vesting or exercise of ESOPs).

b. Accordingly, as stated in the DLOF, the Expanded Share Capital as of the date of the DLOF was 6,45,11,127 (Six Crore Forty Five Lakhs Eleven Thousand One Hundred and Twenty Seven) Equity Shares, which accounted for the total shares of the Target Company on a fully diluted basis (including ESOPs which have vested and shall not include the ESOPs which remain unvested) as of July 24, 2023 (being the 10th Working Day from the date of the closure of the Tendering Period as per the indicative timelines set forth in the DLOF).

c. However, given that the timelines for the Open Offer have been revised upon receipt of the observation letter from SEBI dated July 21, 2023, the Expanded Share Capital being linked to the 10th Working Day from the date of the closure of the Tendering Period was recalculated for the purposes of disclosures in the LOF. An additional 15,000 ESOPs, which are due to vest on August 19, 2023 will result in an increase of the Expanded Share Capital from 6,45,11,127 (Six Crore Forty Five Lakhs Eleven Thousand One Hundred and Twenty Seven) Equity Shares in the DLOF to 6,45,26,127 (Six Crore Forty Five Lakhs Twenty Six Thousand One Hundred and Twenty Seven) in LOF and also consequently, result in an increase in the Offer Shares, Offer Size and Minimum Level of Acceptance.

d. Accordingly, the definition of "Expanded Share Capital" has been modified to provide ample clarity as to the number of current equity share capital and the number of vested ESOPs as of the 10th (Tenth) working day from the closure of the Tendering Period of the Open Offer based on revised schedule of major activities for the Open Offer set out in the LOF, also set out in paragraph 8 of this Pre-Offer Advertisement cum Corrigendum below. The modified definition of "Expanded Share Capital" in the LOF, is set out below:

The total voting equity share capital of the Target Company on a fully diluted basis (which in relation to the ESOPs, shall include the ESOPs which have vested and shall not include the ESOPs which remain unvested) as of the 10th (Tenth) working day from the closure of the Tendering Period of the Open Offer (which may change on account of any future corporate actions and vesting or exercise of ESOPs), which as of the date of the Letter of Offer, is 6,45,26,127 Equity Shares comprising of 6,32,10,918 Equity Shares (including 50,000 Equity Shares which have been fully paid-up and allotted, but await listing/trading approval) being the equity share capital as of the date of the Letter of Offer and 13,15,209 ESOPs which have vested as of September 6, 2023 (being the 10th (Tenth) Working Day from the closure of the Tendering Period).

e. Pursuant to increase in Expanded Share Capital as detailed above, the number of Offer Shares have been revised upwards from 1,87,08,227 (One Crore Eighty Seven Lakhs Eight Thousand Two Hundred and Twenty Seven) Equity Shares to 1,87,12,577 (One Crore Eighty Seven Lakhs Twelve Thousand Five Hundred and Seventy Seven) Equity Shares, constituting 29.00% (twenty nine percent) of the Expanded Share Capital.

f. Consequent to the increase in the Expanded Share Capital and the revision in the Offer Size, the Minimum Level of Acceptance has accordingly also been revised upwards from 1,30,23,918 (One Crore Thirty Lakhs Twenty Three Thousand Nine Hundred and Eighteen) Equity Shares to 1,30,27,826 (One Crore Thirty Lakhs Twenty Seven Thousand Eight Hundred and Twenty Six) Equity Shares, representing 20.19% (twenty point one nine percent) of the Expanded Share Capital.

6.2. Material update regarding pre and post-offer shareholding pattern of the Target Company

Consequent to the change in Expanded Share Capital and the revision in the Offer Size, changes have also been made to the pre and post-offer shareholding pattern of the Target Company. Pre and post-offer shareholding pattern of the Target Company as on the date of the Letter of Offer (assuming full acceptances) is provided under paragraph 5.17 of the LOF and set out below:

| Shareholders' category | Shareholding and voting rights prior to the SPA / Underlying Transaction and Offer ⁽¹⁾ | | Equity Shares/ voting rights agreed to be acquired which triggered off the SEBI (SAST) Regulations | | Equity Shares/ voting rights to be acquired in the Offer (Assuming full acceptances) ⁽²⁾ | | Shareholding/ voting rights after the Underlying Transaction and Offer | |
|---|---|------------------|--|------------------|---|------------------|--|----------------------------|
| | (A) | (B) | (C) | (D) | (A)+(B)+(C)=(D) | (E) | (F) | |
| | No. of Equity Shares | % ⁽³⁾ | No. of Equity Shares | % ⁽³⁾ | No. of Equity Shares | % ⁽³⁾ | No. of Equity Shares | % ⁽³⁾ |
| (1) Promoter/ Promoter group | | | | | | | | |
| a. Parties to the SPA, if any | 1,98,76,757 | 30.80 | (1,41,95,748) | (22.00) | NA | NA | NA | NA |
| b. Promoters other than (a) above | NA | NA | NA | NA | NA | NA | NA | NA |
| Total 1 (a+b) | 1,98,76,757 | 30.80 | (1,41,95,748) | (22.00) | Nil | Nil | NA⁽⁴⁾ | NA⁽⁴⁾ |
| (2) Acquirer | Nil | Nil | 1,41,95,748 | 22.00 | 1,87,12,577 | 29.00 | 3,29,08,325 ⁽⁵⁾ | 51.00 ⁽⁶⁾ |
| Total (1+2)⁽⁶⁾ | 1,98,76,757 | 30.80 | - | - | 1,87,12,577 | 29.00 | 3,29,08,325⁽⁵⁾ | 51.00⁽⁶⁾ |
| (3) Parties to the SPA other than (1)(a) and (2) | | | | | | | | |
| a. FIs/MFs/ FPIs/SFIs/ Banks/ SFIs ⁽⁷⁾ | 96,50,884 | 14.96 | NA | NA | (1,87,12,577) | (29.00) | 3,16,17,802 ⁽⁸⁾ | 49.00 ⁽⁹⁾ |
| b. Others ⁽⁸⁾ | 3,49,98,486 | 54.24 | NA | NA | - | - | - | - |
| Total (4) (a+b) | 4,46,49,370 | 69.20 | - | - | (1,87,12,577) | (29.00) | 3,16,17,802⁽⁸⁾ | 49.00⁽⁹⁾ |
| Grand Total (1+2+3+4) | 6,45,26,127 | 100.00 | - | - | - | - | 6,45,26,127 | 100.00 |
| Total number of shareholders in "Public" category ⁽¹⁰⁾ | 21,877 ⁽¹¹⁾ | - | - | - | NA | NA | See Note 8 | See Note 8 |

Notes:

- Based on the shareholding (from beneficiary position data) as of July 21, 2023.
- Considering full acceptances and assumes that the condition for Minimum Level of Acceptance has been fulfilled.
- Calculated on the basis of the Expanded Share Capital of the Target Company.
- Upon Completion, in accordance with the SPA and subject to the provisions of Regulation 31A of the SEBI LODR Regulations, the Target Company shall take steps to declassify the Sellers and other promoter/promoter group entities of the Target Company as promoters of the Target Company and the Acquirer will acquire control of the Target Company and be classified as the promoter of the Target Company in accordance with the provisions of Regulation 31A of the SEBI LODR Regulations.
- Public shareholding includes 56,81,009 Equity Shares, representing 8.80% of the Expanded Share Capital, held by the existing promoter/ promoter group of the Target Company, which will be classified as public shareholding post the Open Offer, in accordance with the SPA and applicable law.
- Includes shareholding of FIs, MFs, FPIs/SFIs, Banks, SFIs as well as AIFs.
- Others includes shareholding of public shareholders other than FIMFs/FPIs/Banks, SFIs and AIFs disclosed in 4(a) and includes 50,000 Equity Shares which have been fully paid-up and allotted, but await listing/trading approval and holders of ESOP that are vested as of the 10th (Tenth) working day from the closure of the Tendering Period of the Open Offer.
- Total number of shareholders in "Public" category has been calculated based on all public shareholders (including FIMFs/FPIs/Banks, SFIs, AIFs and Others) and includes holders of ESOPs that are vested but not exercised.
- The number of public shareholders after the Underlying Transaction and the Offer shall depend on the actual tendering by the Public Shareholders in the Open Offer.

6.3. Material update regarding Maximum Offer Consideration and Financial Arrangements

a. Pursuant to the revision in the Offer Size as detailed in paragraph 6.1 above, the Maximum Offer Consideration will resultantly change and has been accordingly revised upwards from INR 941,02,38,181 (Nine Hundred and Forty One Crore Two Lakhs Thirty Eight Thousand One Hundred and Eighty One) to INR 941,24,26,231 (Nine Hundred Forty One Crore Twenty Four Lakhs Twenty Six Thousand Two Hundred and Thirty One), assuming full acceptance of the Offer.

b. In terms of Regulation 17 of the SEBI (SAST) Regulations, the Acquirer is required to create an escrow for an amount equal to 100% (one hundred percent) of the total consideration payable for the Minimum Level of Acceptance i.e. INR 655,29,96,478 (Six Hundred Fifty Five Crore and Twenty Nine Lakhs Ninety Six Thousand Four Hundred and Seventy Eight) or 50% (fifty percent) of the Maximum Offer Consideration i.e. INR 470,62,13,116 (Four Hundred Seventy Crore Sixty Two Lakhs Thirteen Thousand One Hundred and Sixteen), whichever is higher.

c. In this regard, the Acquirer and the Manager to the Open Offer *inter alia* had entered into an escrow agreement with Axis Bank Limited ("Escrow Agent"), acting through its office at Axis Bank, 5002, Ground Floor, Bengal Chemical, Opposite Century Bazaar, Prabhadevi, Mumbai, Maharashtra, 400025, dated May 9, 2023 ("Escrow Agreement"). Pursuant to the Escrow Agreement, the Acquirer had established an escrow account under the name "TCNS OPEN OFFER CASH ESCROW ACCOUNT" ("Escrow Account") and had deposited a sum of INR 655,15,00,001 (Six Hundred Fifty Five Crore Fifteen Lakhs and One) in the Escrow Account (being more than the total consideration payable for the Minimum Level of Acceptance).

d. Consequent to the revision in the Minimum Level of Acceptance, as detailed in paragraph 6.1 above, the Acquirer has, in compliance with Regulation 18 of the SEBI (SAST) Regulations, deposited an additional sum of INR 15,00,000 (Fifteen Lakhs) in the Escrow Account, resulting in a revision in the Escrow Account upwards from INR 655,15,00,001 (Six Hundred Fifty Five Crore Fifteen Lakhs and One) to INR 655,30,00,001 (Six Hundred Fifty Five Crore Thirty Lakhs and One) (being more than the total consideration payable for the revised Minimum Level of Acceptance), by way of cash deposit to comply with the requirements of Regulation 17 of the SEBI (SAST) Regulations.

6.4. Material update regarding status of Statutory Approvals

As disclosed in the LOF, to the best of the knowledge of the Acquirer, other than the CCI Approval and Shareholder Approval, there are no statutory or regulatory approval(s) required by the Acquirer to complete the Underlying Transaction and this Open Offer. The CCI Approval has been received on June 27, 2023 and the Shareholder Approval has been received on June 8, 2023. The LOF has been updated to reflect the same.

6.5. Material update regarding financial statements of the Acquirer and Target Company

a. Disclosure of limited review consolidated financials for the 9 (nine) months period ended December 31, 2022 for the Acquirer as disclosed in the DLOF have been replaced with the consolidated audited financials for the Acquirer for the financial year ended March 31, 2023 in paragraph 4.1.14 of the LOF and the contingent liabilities of the Acquirer as at six months period ended on September 30, 2022 as disclosed in the DLOF has been replaced with contingent liabilities of the Acquirer as on March 31, 2023 as in paragraph 4.1.15 of the LOF. The consolidated financials and contingent liabilities of the Acquirer as disclosed in the LOF are set out below for reference.

Brief of consolidated audited financial details for the 12 (twelve) month period ended March 31, 2021, March 31, 2022 and March 31, 2023 are as follows:

| Profit & Loss Statement | (INR in Crore) | | |
|--|--|--|--|
| | Financial year ended March 31, 2021 (Consolidated) (Audited) | Financial year ended March 31, 2022 (Consolidated) (Audited) | Financial year ended March 31, 2023 (Consolidated) (Audited) |
| Income from Operations | 5,248.92 | 8,136.22 | 12,417.90 |
| Other Income | 73.40 | 100.55 | 116.46 |
| Total Income | 5,322.32 | 8,236.77 | 12,534.36 |
| Total Expenditure * | 4,694.17 | 7,036.30 | 10,924.32 |
| Share in Profit/ (loss) of Joint Venture | (0.34) | 2.34 | 6.84 |
| Profit Before Depreciation, Interest and Tax | 627.81 | 1,202.81 | 1,616.88 |
| Depreciation | 962.75 | 997.03 | 1,226.96 |
| Interest | 502.60 | 350.71 | 472.36 |
| Profit Before Tax | (837.54) | (144.93) | (82.44) |
| Provision for Tax | (101.54) | (26.57) | (22.97) |
| Profit After Tax | (736.00) | (118.36) | (59.47) |

* Total Expenditure does not include Depreciation and Interest

| Balance Sheet | (INR in Crore) | | |
|---|--|--|--|
| | Financial year ended March 31, 2021 (Consolidated) (Audited) | Financial year ended March 31, 2022 (Consolidated) (Audited) | Financial year ended March 31, 2023 (Consolidated) (Audited) |
| Sources of Funds: | | | |
| Paid-up Share Capital (A) | 915.05 | 938.29 | 948.79 |
| Reserves and Surplus (excluding revaluation reserves) (B) | 1,761.22 | 1,850.23 | 2,397.21 |
| Net worth (A+B) | 2,676.27 | 2,788.52 | 3,346.00 |
| Secured Loans | 26.28 | 36.84 | 880.14 |
| Unsecured Loans | 792.09 | 1,195.49 | 1,425.38 |
| Lease Liabilities | 2,463.40 | 2,868.09 | 4,267.34 |
| Other Liabilities | 4,213.43 | 5,517.62 | 7,122.42 |
| Total | 10,171.47 | 12,406.56 | 17,041.28 |
| Uses of funds: | | | |
| Net Fixed Assets * | 612.31 | 733.77 | 1,154.81 |
| Investments | 73.59 | 75.89 | 84.15 |
| Net Current Assets ** | 3,902.59 | 5,334.52 | 7,170.05 |
| Intangible Assets | 699.65 | 694.63 | 1,451.48 |
| Right-of-use Assets | 2,141.42 | 2,522.93 | 3,623.44 |
| Goodwill | 1,997.26 | 2,209.20 | 2,329.70 |
| Other Assets | 744.65 | 835.62 | 1,227.65 |
| Total | 10,171.47 | 12,406.56 | 17,041.28 |

* Net Fixed Assets comprises of Property, Plant and Equipment and Capital work-in-progress

** Net current assets are taken as per the published results for that financial year

| Other Financial Data | (INR in Crore) | | |
|---------------------------------------|--|--|--|
| | Financial year ended March 31, 2021 (Consolidated) (Audited) | Financial year ended March 31, 2022 (Consolidated) (Audited) | Financial year ended March 31, 2023 (Consolidated) (Audited) |
| Dividend (%) | - | - | - |
| Earnings per share (basic) (in INR) | (8.23) | (1.18) | (0.38) |
| Earnings per share (diluted) (in INR) | (8.23) | (1.18) | (0.38) |
| Return on Net worth * | (27.50%) | (4.24%) | (1.78%) |
| Book Value of Share (in INR) ** | 28.55 | 29.72 | 35.27 |

* Return on Net worth is computed as Profit after tax divided by Net worth. Net-worth/Shareholder funds includes Equity share capital, other equity (Reserves and Surplus) and Non-controlling Interest

** Book value per share is computed as Net worth divided by number of shares outstanding

The contingent liabilities of the Acquirer as on March 31, 2023 are as follows:

| Sr. No | Particulars | Amount |
|--------|---|--------------|
| | Claims against the Group not acknowledged as debts | |
| 1. | Commercial taxes | 12.22 |
| 2. | Excise duty | 0.50 |
| 3. | Customs duty | 2.21 |
| 4. | Bank Guarantees | 37.67 |
| 5. | Textile committee cess | 0.75 |
| 6. | Income Tax | 1.41 |
| 7. | Others * | 15.76 |
| | Total Contingent liabilities | 70.52 |

* Return to claims made by third parties, pending settlement which are considered not tenable

b. Limited review standalone financials for the 9 (nine) months period ended December 31, 2022 for the Target Company as disclosed in the DLOF have been replaced with the standalone audited financials for the Target Company for the financial year ended March 31, 2023 in paragraph 5.16 of the LOF, set out below for reference.

Brief of standalone audited financial details for the 12 (twelve) month period ended March 31, 2021, March 31, 2022 and March 31, 2023 are as follows:

| Profit & Loss Statement |
|-------------------------|
|-------------------------|

- Paragraph 4.1.13: There are no directions subsisting or proceedings pending against the Acquirer and the directors of the Acquirer by SEBI or Stock Exchanges. No penalties have been levied by SEBI / RBI against the Acquirer and the directors of the Acquirer.
 - Paragraph 5.13: No acquisitions have been made by the promoter/ promoter group of the Target Company in the Target Company, either during the financial year in which the Public Announcement has been made or in any financial years since the date of listing of the equity shares of the Target Company on the Stock Exchanges on July 30, 2018.
- f. The following disclosures have been included in relation to the Target Company and the promoter and promoter group of the Target Company:
- Paragraph 5.14: A show cause notice dated July 20, 2023 has been issued by SEBI to the Target Company for an alleged violation of Regulation 26(6) of SEBI (LODR) Regulations. The Target Company is in the process of responding to the Show Cause Notice. Other than the aforementioned, there are no directions subsisting or proceedings pending against the Target Company by SEBI or Stock Exchanges. No penalties have been levied by SEBI / RBI against the Target Company, the promoter and promoter group and the directors of the Target Company.
 - Paragraph 5.15: Regulation 31(4) of the SEBI (SAST) Regulations requires disclosures to be made, on a yearly basis, by promoters of a target company along with persons acting in concert, with respect to encumbrances, direct or indirect, other than those already disclosed during the financial year. While there was no encumbrance on the shares held by the promoter and promoter group of the Target Company during the financial year 2020-21, a disclosure to that effect was not made as required under Regulation 31(4) of the SEBI (SAST) Regulations, for which SEBI may initiate suitable action against the promoter and promoter group of the Target Company.
- g. The LOF has been updated to include conditions precedent set out in the SPA in relation to the business of the Target Company. Please refer to paragraph 3.1.3(iv)(d) of the LOF for further details.
- h. The LOF has been updated to include the updated share capital structure of the Acquirer as of July 21, 2023 and the updated share capital structure of the Target Company as of the date of the LOF. Please refer to paragraphs 4.1.3 and 4.1.6 and paragraphs 5.4 and 5.5 of the LOF respectively, for further details.
- i. The LOF has been updated to include an updated quarterly compliance report on corporate governance as of June 30, 2023 submitted by the Acquirer. Please refer to paragraph 4.1.9 of the LOF for further details.

7. Material updates to the LOF

7.1 Material update regarding the listing and trading approval for the 50,000 Equity Shares

Please note that Paragraph 5.9 of the LOF provides that Equity Shares of the Target Company are listed on BSE and NSE except 50,000 Equity Shares for which listing and trading approval is awaited from BSE and NSE. Please note that the listing and trading approval for these 50,000 Equity Shares has been received from BSE and NSE on July 28, 2023.

8. Statutory and other approvals:

As disclosed in the LOF, the Underlying Transaction and the Open Offer are subject to receipt of the CCI Approval and the Shareholder Approval. The CCI Approval has been received on June 27, 2023 and the Shareholder Approval has been received on June 8, 2023. To the best of the knowledge of the Acquirer, other than the CCI Approval and Shareholder Approval, there are no statutory or regulatory approval(s) required by the Acquirer to complete the Underlying Transaction and this Open Offer. However, in case of any statutory or regulatory approval(s) being required by the Acquirer at a later date, this Offer shall be subject to such approvals. In the event that any statutory or regulatory approvals required are not obtained or are finally refused or are otherwise not received for reasons outside the reasonable control of the Acquirer, the Acquirer may withdraw the Offer under Regulation 23 of the SEBI (SAST) Regulations.

9. Revised Schedule of Major Activities:

The revised schedule of major activities pertaining to the Offer is set out below:

| Sr. No | Activities | Original Schedule of Activities* (as per DLOF) | Revised Schedule of Activities |
|--------|---|--|-------------------------------------|
| 1 | Issue of Public Announcement | Friday, May 5, 2023 | Friday, May 5, 2023 |
| 2 | Publication of the Detailed Public Statement in newspapers | Friday, May 12, 2023 | Friday, May 12, 2023 |
| 3 | Filing of the Draft Letter of Offer with SEBI | Thursday, May 18, 2023 | Thursday, May 18, 2023 |
| 4 | Last date for public announcement for competing offer(s) | Thursday, June 1, 2023 | Thursday, June 1, 2023 [®] |
| 5 | Last date for receipt of SEBI observations on the Draft Letter of Offer (in the event SEBI has not sought clarifications or additional information from the Manager to the Open Offer) | Thursday, June 8, 2023 | Friday, July 21, 2023 |
| 6 | Identified Date [†] | Monday, June 12, 2023 | Tuesday, July 25, 2023 |
| 7 | Last date by which the Letter of Offer is to be dispatched to the Public Shareholders whose names appear on the register of members on the Identified Date, and to Stock Exchanges and Target Company, and Registrar to the Open Offer to issue a dispatch completion certificate | Monday, June 19, 2023 | Tuesday, August 1, 2023 |
| 8 | Last date by which the committee of the independent directors of the Target Company shall give its recommendation to the Public Shareholders for this Open Offer | Thursday, June 22, 2023 | Friday, August 4, 2023 |
| 9 | Last date for upward revision of the Offer Price / the size of the Offer by Acquirer | Thursday, June 22, 2023 | Friday, August 4, 2023 |
| 10 | Date of publication of opening of the Open Offer public announcement in the newspapers in which the Detailed Public Statement was published | Friday, June 23, 2023 | Monday, August 7, 2023 |
| 11 | Date of commencement of the Tendering Period ("Offer Opening Date") | Monday, June 26, 2023 | Tuesday, August 8, 2023 |
| 12 | Date of closure of the Tendering Period ("Offer Closing Date") | Monday, July 10, 2023 | Wednesday, August 23, 2023 |
| 13 | Last date of communicating the rejection/ acceptance and completion of payment of consideration or return of Equity Shares to the Public Shareholders | Monday, July 24, 2023 | Wednesday, September 6, 2023 |
| 14 | Last date for publication of post- Offer public announcement in the newspapers in which the Detailed Public Statement was published | Monday, July 31, 2023 | Wednesday, September 13, 2023 |

* The original schedule of activities was indicative (prepared on the basis of timelines provided under the SEBI (SAST) Regulations).

[®] There has been no competing offer.

[†] Identified Date is only for the purpose of determining the names of the Public Shareholders as on such date to whom the Letter of Offer will be sent. It is clarified that all Public Shareholders (even if they acquire Equity Shares and become shareholders of the Target Company after the Identified Date) are eligible to participate in the Offer any time during the Tendering Period.

10. Other Information:

10.1. In relation to the disclosures relating to the Target Company and the Sellers, the Acquirer has relied on the information provided by the Target Company and the Sellers or as available in public domain and has not independently verified the accuracy of details of the Target Company or the Seller. Subject to the aforesaid, the Acquirer and its directors, severally and jointly, accept full responsibility for the information contained in this Pre-Offer Advertisement cum Corrigendum and also for the obligations of the Acquirer as laid down in the SEBI (SAST) Regulations. The Acquirer would be responsible to ensure compliance with the SEBI (SAST) Regulations.

10.2. All references to "Rs." or "INR" are references to the Indian Rupee(s).

11. This Pre-Offer Advertisement cum Corrigendum would also be available on SEBI's website at www.sebi.gov.in.

ISSUED ON BEHALF OF THE ACQUIRER BY MANAGER TO THE OPEN OFFER

MANAGER TO THE OPEN OFFER



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Contact Person: Mr. Pavan Naik
SEBI Registration No.: INM000012029

REGISTRAR TO THE OPEN OFFER



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Website: www.linkintime.co.in; **SEBI Registration No.:** INR00004058
CIN: U67190MH1999PTC118368

Place: Mumbai
Date: August 5, 2023