

The Chief General Manager
Listing Operation,
BSE Limited,
20th Floor, P. J. Towers,
Dalal Street,
Mumbai – 400 001.

The Manager
Listing Compliance,
National Stock Exchange of India Limited
'Exchange Plaza'. C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051

Dear Sir,

Sub: Application for "In-principle approval" prior to issue and allotment of

a.) 1,02,16,450 equity shares of face value ₹ 10/- each ("Equity Shares") on preferential basis at a price of ₹ 288.75/- (Rupees Two Hundred Eighty Eight and Seventy Five Paise only) per Equity Share including a premium of ₹ 278.75/- (Rupees Two Hundred Seventy Eight and Seventy Five Paise only) per Equity Share

b.) 6,58,00,866 warrants of ₹ 288.75/- (Rupees Two Hundred Eighty Eight and Seventy Five Paise only) per warrant (out of which 25% of the issue price will be paid at the time of issuance and remaining 75% at the time of exercise/conversion). The warrants are convertible/exchangeable into 1 equity share of face value ₹ 10/- each per warrant

- Ref.: 1. Regulation 28(1)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
2. Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations")

We, Dilip Bharadiya & Associates, Practicing Company Secretaries, have verified the relevant records and documents with respect to the proposed preferential allotment of **Aditya Birla Fashion and Retail Limited** ("the Company") as per Chapter V of SEBI ICDR Regulations and certify that:

1. The proposed allottee i.e. Caladium Investment Pte. Ltd. has not sold any shares of the company during the 90 trading days period prior to the relevant date i.e. May 24, 2022.
2. no statutory/regulatory authorities have restrained the Company for issuing 1,02,16,450 equity shares and 6,58,00,866 warrants to the allottee viz. Caladium Investment Pte. Ltd. on preferential basis.
3. None of the proposed allottee i.e. Caladium Investment Pte. Ltd. belonging to promoter(s) or the promoter group is ineligible for allotment in terms of Regulations 159 of SEBI ICDR Regulations.
4. There is no pre-preferential holding of the Proposed Allottee as on the relevant date i.e. May 24, 2022.

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Admn. Office: 434, Neo Corporate Plaza, Opp. Gopal Bhawan, Kanchpada Link Road, Malad West, Mumbai 400 064

Website: www.csdilip.com

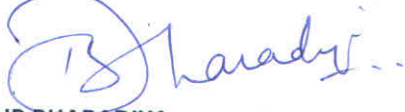
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5. the pre-preferential shareholding of the allottee is as under lock-in as given below:

Name of the allottee	Qty locked in	Lock-in details	
		From	To
Caladium Investment Pte. Ltd.	Nil	-	-

6. The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42, Section 62 of the Companies Act, 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013, and RBI requirements. Further, the company will comply with all legal and statutory formalities and no statutory authority has restrained the company from issuing these proposed securities.
7. Offer has been made only to such person whose names are recorded by the Company prior to the invitation to subscribe as per the requirements of Section 42 of the Companies Act, 2013.

For DILIP BHARADIYA & ASSOCIATES



DILIP BHARADIYA

Partner

F.C.S No. 7956 C.P No. 6740

UDIN: F007956D000378722



Place: Mumbai

Date: May 24, 2022