



May 18, 2023

To,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Kala Ghoda, Fort,
Mumbai 400001, Maharashtra

To,
National Stock Exchange of India Limited,
Exchange Plaza,
Bandra Kurla Complex, Bandra East,
Mumbai 400051, Maharashtra

Dear Sir/Madam,

Sub: Compliance report to be submitted along with the draft scheme in accordance with Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 ("Scheme Circular")

It is hereby certified that the draft scheme of amalgamation involving Aditya Birla Fashion and Retail Limited and TCNS Clothing Co. Limited does not, in any way, violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015 and the Scheme Circular, including the following:

Sl.	Reference	Particulars	Remarks
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Complied
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Complied
Requirements of Scheme Circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	Both Aditya Birla Fashion and Retail Limited and TCNS Clothing Co. Limited are listed entities, and no unlisted entities are involved in the scheme of arrangement. Hence, the requirement mentioned in Para (I)(A)(3) is not applicable.
(c)	Para (I)(A)(4)(a)	Submission of Valuation Report	Complied
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied
(e)	Para (I)(A)(10)	Provision of approval of public shareholders through e-voting	Not applicable

Yours faithfully,

For Aditya Birla Fashion and Retail Limited


Anil Malik,
President, Company Secretary




Ashish Dikshit
Managing Director

ADITYA BIRLA FASHION AND RETAIL LIMITED

Registered Office:

Piramal Agastya Corporate Park, Building 'A',
4th and 5th Floor, Unit No. 401, 403, 501, 502,
L.B.S. Road, Kurla, Mumbai - 400 070

CIN: L18101MH2007PLC233901
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Website: www.abfrl.com
E-mail: secretarial@abfrl.adityabirla.com

ADITYA BIRLA



Certified that the transactions/ accounting treatment provided in the scheme of amalgamation involving Aditya Birla Fashion and Retail Limited and TCNS Clothing Co. Limited are in compliance with all the Accounting Standards applicable to a listed entity.

Yours faithfully,
For Aditya Birla Fashion and Retail Limited


Jagdish Bajaj
Chief Financial Officer




Ashish Dikshit
Managing Director

ADITYA BIRLA FASHION AND RETAIL LIMITED

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