



September 20, 2022

BSE Limited
Scrip Code: **535755**

National Stock Exchange of India Limited
Symbol: **ABFRL**

Sub.: Outcome of the Board Meeting of Aditya Birla Fashion and Retail Limited convened on September 20, 2022 ["the Company"]

Ref.: 1. Regulation 6 and 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended;
2. SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 ["SEBI Circular"];
3. Our intimations dated May 24, 2022, June 23, 2022, August 30, 2022 and September 7, 2022;
4. ISIN: INE647O01011

Dear Sir/ Madam,

This is further to the above intimations, whereby it was informed that the Company had approved issuance of equity shares and warrants on a preferential basis to Caladium Investment Pte. Ltd. ("**Investor**" and such issuance the "**Preferential Issue**").

The Preferential Issuance was subject to approval of shareholders of the Company by way of postal ballot received on June 23, 2022, approval of Competition Commission of India received on August 30, 2022 and relaxation from the Securities and Exchange Board of India from the applicability of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957 which was received by the stock exchanges on September 07, 2022, and completion of customary closing conditions under the Securities Subscription Agreement ("**Agreement**").

Kindly note that the Board of Directors at its meeting held today ("the meeting") have approved the following matters:

a. Allotment of equity shares and warrants:

- i. 1,02,16,450 (One Crore Two Lakhs Sixteen Thousand Four Hundred and Fifty) equity shares of face value of ₹10/- (Rupees Ten only) each at a price of ₹288.75 (Rupees Two Hundred and Eighty-Eight and Seventy-Five Paise only) per equity share (including a premium of ₹278.75 (Rupees Two Hundred and Seventy-Eight and Seventy-Five Paise only) per equity share) aggregating to ₹2,94,99,99,937.50 (Rupees Two Hundred and Ninety-Four Crores Ninety-Nine Lakhs Ninety-Nine Thousand Nine Hundred Thirty-Seven and Fifty Paise only); and
- ii. 6,58,00,866 (Six Crores Fifty-Eight Lakhs Eight Hundred and Sixty-Six) warrants at a price of ₹288.75 (Rupees Two Hundred and Eighty-Eight and Seventy-Five Paise only) per warrant convertible into or exchangeable for 1 (One) equity share of face value of ₹10 /- each (Rupees Ten Only) per warrant aggregating to ₹1900,00,00,057.50 (Rupees One Thousand Nine Hundred Crores Fifty-Seven and Fifty Paise only), out of which 25% (twenty-five per cent) has been received as application money aggregating to ₹4,75,00,00,014.38 (Rupees Four Hundred Seventy Five Crores Fourteen and Thirty Eight Paise only), and the

ADITYA BIRLA FASHION AND RETAIL LIMITED

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remaining 75% (seventy five per cent) of the warrant issue price shall be paid upon the exercise/ conversion of the warrants, in accordance with the terms of their issuance as specified under the said Agreement.

Consequent to the above allotment of equity shares, the paid-up equity share capital of the Company shall be as follows:

Particulars	No. of shares	Amount in ₹
Equity Shares of ₹ 10/- each [fully paid-up]	94,86,45,843	9,48,64,58,430
Equity Shares of ₹ 10/- each [₹ 7.5/-paid- up]	44,476	3,33,570
Total	94,86,90,319	9,48,67,92,000

Post conversion of warrants into equity (ranking *pari passu* to the existing fully paid-up equity shares), the Investor will hold 7.49% (seven point four nine per cent) equity stake in the Company on a fully diluted basis.

b. Appointments (based on the recommendation of Nomination and Remuneration Committee):

- Mr. Pankaj Sood (DIN: 05185378) as an Additional Non-Executive Director nominated by the Investor w.e.f. September 20, 2022, subject to the approval of the shareholders of the Company.
Brief details of appointment as required under SEBI circular is enclosed as **Annexure A**.
- Mr. Anil Malik (Membership No: A11197) as the Company Secretary and Compliance Officer of the Company w.e.f. December 1, 2022.
Brief details of appointment as required under SEBI circular is enclosed as **Annexure B**.

The above is for your information and records and dissemination on your website.

For **Aditya Birla Fashion and Retail Limited**


Jagdish Bajaj
Chief Financial Officer



Encl.: As above

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Annexure A

APPOINTMENT OF MR. PANKAJ SOOD AS AN ADDITIONAL NON-EXECUTIVE DIRECTOR NOMINATED BY THE INVESTOR

Particulars	Details
Reason for change viz. appointment, resignation, removal, death or otherwise	Appointment of Mr. Pankaj Sood as an Additional Non-Executive Director nominated by the Investor.
Date of appointment/ cessation -(as applicable) & term of appointment	September 20, 2022. He is liable to retire by rotation.
Brief profile (in case of appointment)	 <p>Mr. Pankaj Sood, 47 years, is a post-graduate from Indian Institute of Management Calcutta (1999) and has a Bachelor's degree in Chemical Engineering from Indian Institute of Technology Kharagpur (1996). Pankaj heads the Private Equity (Direct Investments) business of GIC Singapore in India and Africa. He joined GIC in 2010 and is based in the Mumbai office. Pankaj has over 23 years of experience in private equity and M&A transactions in India. Prior to GIC, Pankaj was an investment banker in India in Kotak Investment Bank, Ernst & Young and SBI Capital Markets.</p>
Disclosure of relationships between directors (in case of appointment of a director)	NA
Confirmations	Basis the disclosures received from Mr. Sood and pursuant to the SEBI Circular and Stock Exchange Circulars, it is hereby confirmed that he is not debarred from holding the office of a Director by virtue of any order passed by the SEBI or any other such authority.



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APPOINTMENT OF MR. ANIL MALIK AS THE COMPANY SECRETARY AND COMPLIANCE OFFICER OF THE COMPANY

Particulars	Details
Reason for change viz. appointment, resignation, removal, death or otherwise	Appointment of Mr. Anil Malik as the Company Secretary and Compliance Officer of the Company.
Date of appointment/ cessation (as applicable) & term of appointment	w.e.f. December 1, 2022.
Brief profile (in case of appointment)	 <p>Mr. Anil Malik is a science graduate and a Company Secretary. He has vast and varied experience of handling many M&A deals, negotiating loan agreements and 28+ years with the Aditya Birla Group ("Group"). Anil joined the group in 1994 at Hindalco as Management Trainee and over the years moved to roles of higher responsibilities & complexities. He moved to his current role as Company Secretary of Hindalco in 2004. Before joining the Group, he has worked with Indian Railways. He was bestowed with Chairman's Award in Exceptional Contributor and Accomplished Leader categories in 2007 and 2022 respectively. Anil's key achievements over the years have included successful acquisition of Indal, merger of Indo Gulf and Indal, acquisition of Novelis where he was part of the core teams of the respective project. He was also a member of the core team for all funds raising through debt and equity in last over 20 years in Hindalco. He conceived and introduced an online Compliance Tool, Sustainability Reporting, participation in DJSI sustainability index, ERM, Integrated Reporting, implementation of Document Management System across Hindalco. Under his leadership, the Secretarial and Investor Services departments were fully digitalized with over 75 lakh documents in the digital format on an inhouse developed integrated software module. He played a key role in negotiating various loan agreements and respective agreements for equity offering and was instrumental in project Panacea, wherein securities premium account was used against expenses related to acquisition etc. He also visualized the migration of ESOPs to the trust route and led from the front in its implementation at the Group level.</p>
Disclosure of relationships between directors (in case of appointment of a director)	NA

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