



April 22, 2024

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

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

Dear Sir/Madam,

Sub: Compliance report to be submitted along with the draft Scheme in accordance with Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 (“Scheme Circular”)

It is hereby certified that the draft scheme of arrangement involving Aditya Birla Fashion and Retail Limited and Aditya Birla Lifestyle Brands 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	We undertake to comply with the requirement specified in Para (I)(A)(3) in relation to the Scheme involving unlisted entities, as 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

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
Tel.: +91 86529 05000
Fax: +91 86529 05400

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



Yours faithfully,
For Aditya Birla Fashion and Retail Limited

A handwritten signature in blue ink, appearing to read "Anil Malik", written over a horizontal line.

Anil Malik,
President & Company Secretary

A handwritten signature in blue ink, appearing to read "Ashish Dikshit", written over a horizontal line.

Ashish Dikshit
Managing Director



Certified that the transactions/ accounting treatment provided in the draft scheme of demerger involving Aditya Birla Fashion and Retail Limited and Aditya Birla Lifestyle Brands Limited are in compliance with all the Accounting Standards applicable to a listed entity.

Yours faithfully,
For Aditya Birla Fashion and Retail Limited

A handwritten signature in blue ink, appearing to read "Jagdish Bajaj", written over a horizontal line.

Jagdish Bajaj
Chief Financial Officer

A handwritten signature in blue ink, appearing to read "Ashish Dikshit", written over a horizontal line.

Ashish Dikshit
Managing Director



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