



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 - 400070

CIN: L18101MH2007PLC233901

Tel: +91 - 8652905000 | **Fax:** +91 - 8652905400

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

NOTICE CONVENING MEETING OF THE EQUITY SHAREHOLDERS OF ADITYA BIRLA FASHION AND RETAIL LIMITED PURSUANT TO ORDER DATED NOVEMBER 27, 2024 OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH

MEETING DETAILS	
Day	Tuesday
Date	January 21, 2025
Time	10:00 am (IST)
Mode of Meeting	Through Video Conferencing (" VC ") / Other Audio-Visual Means (" OAVM ")
Cut-off date for e-voting	Tuesday, January 14, 2025
Remote e-voting start date and time	Thursday, January 16, 2025 at 9:00 a.m. (IST)
Remote e-voting end date and time	Monday, January 20, 2025 at 5:00 p.m. (IST)

E-VOTING DURING THE MEETING:

E-Voting during the meeting would be available for those Equity Shareholders who had not voted through remote e-voting and would commence post the discussion pertaining to the business mentioned in the Notice is concluded and this facility would be available for 15 minutes thereafter.

Sr. No.	INDEX	PAGE NOS.
1.	Notice convening the meeting of the Equity Shareholders of Aditya Birla Fashion and Retail Limited under the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench.	3
2.	Explanatory Statement under Sections 102, 230-232 and other applicable provisions of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, National Company Law Tribunal, Mumbai Bench Order dated November 27, 2024 (" NCLT Order "), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with applicable circulars issued by SEBI.	14
3.	Annexure 1 Scheme of Arrangement among Aditya Birla Fashion and Retail Limited (" Demerged Company " or " Company ") and Aditya Birla Lifestyle Brands Limited (" Resulting Company ") and their respective shareholders and creditors under Sections 230-232 and other applicable provisions of the Companies Act, 2013.	28
4.	Annexure 2 Copy of Share Entitlement Ratio Report dated April 19, 2024 issued by M/s Bansi S. Mehta Valuers LLP, Registered Valuer (" Share Entitlement Ratio Report ").	57
5.	Annexure 3 Copy of Fairness Opinion dated April 19, 2024 issued by from INGA Ventures Private Limited to the Board of Directors of Demerged Company.	72
6.	Annexure 4 Copies of No Complaint Reports dated May 29, 2024 and June 24, 2024 submitted by the Demerged Company to BSE Limited (" BSE ") and National Stock Exchange of India (" NSE ") respectively.	77

Sr. No.	INDEX	PAGE NOS.
7.	Annexure 5 Copy of the No-Objection Letter dated October 30, 2024 issued by BSE to the Demerged Company.	79
8.	Annexure 6 Copy of the No-Objection Letter dated October 28, 2024 issued by NSE to the Demerged Company.	83
9.	Annexure 7 Details of ongoing adjudication and recovery proceedings, prosecution initiated, and all other enforcement action taken against the Demerged Company.	88
10.	Annexure 8 Report adopted by the Audit Committee of the Demerged Company approving the Scheme.	102
11.	Annexure 9 Copy of NCLT order approving the Scheme of Amalgamation (By way of Merger by Absorption) among Aditya Birla Fashion and Retail Limited and TCNS Clothing Co. Limited (" TCNS Scheme ").	107
12.	Annexure 10 Copy of Clarification letter issued by Price Waterhouse & Co Chartered Accountants LLP, Statutory Auditor dated October 22, 2024, with respect to the Accounting Treatment.	119
13.	Annexure 11 Revised shareholding pattern of the Demerged Company upon the effectiveness of the TCNS Scheme.	120
14.	Annexure 12 Information in the format prescribed for abridged prospectus pertaining to the Resulting Company as specified in Part E of Schedule VI of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 read with SEBI Circular dated February 4, 2022 along with certificate issued by INGA Ventures Private Limited, an independent SEBI Registered Merchant Banker.	128
15.	Annexure 13 Copy of Accounting treatment certificate issued by Price Waterhouse & Co Chartered Accountants LLP, statutory auditor of the Demerged Company.	140
16.	Annexure 14 Copy of Accounting treatment certificate issued by Price Waterhouse & Co Chartered Accountants LLP, statutory auditor of the Resulting Company.	147
17.	Annexure 15 Report adopted by the Board of Directors of the Demerged Company, pursuant to the provisions of Section 232(2)(c) of the Companies Act, 2013.	151
18.	Annexure 16 Report adopted by the Board of Directors of the Resulting Company, pursuant to the provisions of Section 232(2)(c) of the Companies Act, 2013.	156
19.	Annexure 17 Unaudited Financial Results (limited reviewed) of the Demerged Company for the quarter ended September 30, 2024.	159
20.	Annexure 18 Unaudited Financial Results of the Resulting Company for the quarter ended September 30, 2024.	174

The Notice of the Meeting, Statement under Sections 102, 230-232 and other applicable provisions of the Companies Act, 2013 and Rule 6 of the Companies (Compromises, Arrangement and Amalgamations) Rules, 2016 and SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 read with applicable SEBI circulars and Annexure 1 to Annexure 18 constitute a single and complete set of documents and should be read together as they form an integral part of this document.

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,

MUMBAI BENCH

COMPANY SCHEME APPLICATION NO. C.A (CAA)/223/MB-I/2024

In the matter of Sections 230-232 read with other applicable provisions of the Companies Act, 2013

AND

In the matter of Scheme of Arrangement

AMONG

**Aditya Birla Fashion and Retail Limited (“Demerged Company”/
“Applicant Company No. 1”)**

AND

**Aditya Birla Lifestyle Brands Limited (“Resulting Company”/
“Applicant Company No. 2”)**

AND

their respective shareholders and creditors

ADITYA BIRLA FASHION AND RETAIL LIMITED, CIN No.

- L18101MH2007PLC233901, a company incorporated under the Companies Act, 1956 having its registered office at Piramal Agastya Corporate Park, Building A, 4th and 5th Floor, Unit No. 401, 403, 501, 502, L.B.S Road, Kurla Mumbai Maharashtra 400070

....Demerged Company / Applicant Company No. 1

NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS OF ADITYA BIRLA FASHION AND RETAIL LIMITED

To,

The Equity Shareholders of Aditya Birla Fashion and Retail Limited:

NOTICE is hereby given that in accordance with the order dated November 27, 2024 in the above mentioned joint company scheme application (hereinafter referred to as the **“NCLT Order”**), the Mumbai Bench of the Hon’ble National Company Law Tribunal (hereinafter referred to as **“NCLT”**) has directed convening of a meeting of the equity shareholders (hereinafter referred to as the **“Equity Shareholders”**) of Aditya Birla Fashion and Retail Limited (hereinafter referred to as the **“Demerged Company”/“Applicant Company No. 1”/“ABFRL”**) for the purpose of considering, and if thought fit, approving the arrangement embodied in the Scheme of Arrangement among the Demerged Company and Aditya Birla Lifestyle Brands Limited (hereinafter referred to as the **“Resulting Company”/“Applicant Company No. 2”/“ABLBL”**) and their respective shareholders and creditors, which envisages the demerger of MFL Business (as defined in the Scheme) of the Demerged Company into the Resulting Company (hereinafter referred to as the **“Scheme”**) pursuant to the provisions of Sections 230-232 of the Companies Act, 2013 (hereinafter referred to as the **“Companies Act”**) read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (**“CAA Rules”**) and the other applicable provisions thereof and applicable rules thereunder.

In pursuance of the NCLT Order and as directed therein further, the meeting of the Equity Shareholders of the Demerged Company will be held on Tuesday, January 21, 2025 at 10:00 a.m. India Standard Time (**“IST”**) through Video Conferencing or Other Audio Visual Means (**“VC/OAVM”**) (hereinafter referred to as the **“Meeting”**) in compliance with the applicable provisions of the Companies Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, General Circulars No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (**“MCA”**), Government of India and the Securities and Exchange Board of India (**“SEBI”**) vide its Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 (collectively referred to as **“Relevant Circulars”**), and Secretarial Standard - 2 on General Meetings as issued by Institute of Company Secretaries of India (**“SS-2”**), each as amended from time to time, to transact the following business:

To consider and if thought fit, to pass, the following resolution for approval of the Scheme by requisite majority:

“RESOLVED THAT pursuant to and in accordance with the provisions of Sections 230 - 232 and other applicable provisions of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and any other rules, circulars and notifications made thereunder (including any amendment, statutory modification, variation or re-enactment thereof) as may be applicable; Section 2(19AA) of the Income-tax Act, 1961; the Securities and Exchange Board of India Act,

1992 and the regulations thereunder including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; as may be applicable; and any other applicable laws and regulations, SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 read with SEBI Circular No. SEBI/HO/CFD/SSEP/CIR/P/2022/003 dated January 3, 2022, including such other directions, circulars, guidelines or regulations issued/notified by the Securities and Exchange Board of India (“SEBI”) which may be applicable, any and all of which as notified or as may be amended from time to time and including any statutory replacement or re-enactment thereof for the time being in force, if any; the no adverse observations letter/No-objection letter issued by BSE Limited and the National Stock Exchange of India Limited, dated October 30, 2024 and October 28, 2024 respectively; and subject to the provisions of the Memorandum of Association and Articles of Association of Aditya Birla Fashion and Retail Limited (“Company”); and subject to the approval of Hon’ble National Company Law Tribunal, Mumbai Bench (“NCLT”); and subject to receipt of all statutory, governmental, permissions and third party consents as may be required including, SEBI and such other approvals, permissions and sanctions of regulatory and other authorities or tribunals, as may be necessary; and subject to such conditions and modifications as may be prescribed or imposed by the NCLT or by any regulatory or other authorities, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”), which term shall be deemed to mean and include one or more committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution, the arrangement embodied in the Scheme of Arrangement among Aditya Birla Fashion and Retail Limited (“Demerged Company”/“Applicant Company No. 1”) and Aditya Birla Lifestyle Brands Limited (“Resulting Company”/“Applicant Company No. 2”) and their respective shareholders and creditors (“Scheme”) the draft of which was circulated along with this Notice, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to the above resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the arrangement embodied in the Scheme or by any regulatory or other authorities, as may be required for the purpose of resolving any questions or doubts or difficulties that may arise or meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper.

RESOLVED FURTHER THAT the Board may delegate all or any of its powers herein conferred to any Director(s), Key Managerial Personnel(s) and/or officer(s) of the Company, to give effect to this resolution, if required, as it may in its absolute discretion deem fit, necessary or desirable, without any further approval from equity shareholders of the Company.”

TAKE FURTHER NOTICE that:

1. pursuant to the NCLT Order and in compliance with the Relevant Circulars, this Meeting is held through VC/OAVM. Therefore, the physical attendance of the Equity Shareholders has been dispensed with. Accordingly, voting by Equity Shareholders of the Demerged Company to the resolution contained in this Notice shall be carried out only (a) through e-voting system available during the Meeting and (b) by remote e-voting during the period as below:

Commencement of remote e-voting period	Thursday, January 16, 2025 at 9:00 a.m. (IST)
End of remote e-voting period	Monday, January 20, 2025 at 5:00 p.m. (IST)

2. the NCLT has appointed Mr. Mitesh Shah, a Company Secretary, to be the Chairperson of the Meeting including for any adjournment or adjournments thereof, failing him, Mr. Arun Adhikari, Independent Director of the Demerged Company shall be the alternate Chairperson of the Meeting.
3. the NCLT has appointed Mr. Jigar Darji, a Practicing Company Secretary (Membership Number: 57854, COP: 21802) as scrutinizer to scrutinize the e-voting during the Meeting and remote e-voting process in a fair and transparent manner.
4. at least one independent director of the Demerged Company and the authorized representative of the statutory auditors of the Demerged Company shall be attending the Meeting through VC/OAVM.
5. the Demerged Company has engaged the services of Link Intime India Private Limited (“Link Intime”) for the purpose of providing facility of VC/OAVM, voting by remote e-voting and e-voting during the Meeting so as to enable the Equity Shareholders, to cast their votes on the aforesaid resolution.
6. the Scheme shall be considered approved by the Equity Shareholders of the Demerged Company if the resolution mentioned in this Notice has been approved by majority of persons representing three-fourth in value of the Equity Shareholders through remote e-voting and e-voting during the Meeting, in terms of the provisions of Sections 230 - 232 of the Companies Act.
7. the Scheme, if approved by the Equity Shareholders at the Meeting, will be subject to the subsequent approval of NCLT and other approvals, permissions and sanctions of statutory or regulatory or other authorities, as may be required.

8. in compliance with the Relevant Circulars issued by MCA, SEBI and the NCLT Order, the aforesaid Notice, the explanatory statement and the Annexures (including the Scheme) as indicated in the Index (collectively referred to as “**Particulars**”), are being sent to all the Equity Shareholders whose names appear in the register of members/list of beneficial owners on Friday, December 6, 2024.
9. the cut-off date for determining the eligibility of Equity Shareholders to vote and attend the Meeting shall be Tuesday, January 14, 2025 (“**Cut-off date**”). The votes cast by the said Equity Shareholders shall be reckoned with reference to such Cut-off date.

Mitesh Shah
Chairperson appointed for the Meeting

Date: December 18, 2024

Place: Mumbai

Registered office:

Piramal Agastya Corporate Park, Building A,
4th and 5th Floor, Unit No. 401, 403, 501, 502,
L.B.S Road, Kurla Mumbai, Maharashtra - 400070

Notes:

1. In pursuance of the NCLT Order and in compliance with the applicable provisions of the Companies Act and Relevant Circulars, the Demerged Company is permitted to hold the meeting of the Equity Shareholders through VC/OAVM without the physical presence of the Equity Shareholders at a common venue. The deemed venue for the Meeting shall be the registered office of the Demerged Company.
2. Since, the Meeting is being held pursuant to NCLT Order and Relevant Circulars through VC/OAVM, physical attendance of the Equity Shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the Equity Shareholders will not be available for the Meeting, and hence the proxy form, attendance slip and route map are not annexed hereto. In pursuance of Section 113 of the Companies Act, institutional/corporate members intending to participate and vote during the Meeting and/or to vote through remote e-voting, are requested to send a certified copy of the board resolution authorising their representative(s) to attend the Meeting through VC/OAVM on its behalf, vote through e-voting during the Meeting and/or to vote through remote e-voting, to the scrutinizer through e-mail at jigardarji2527@gmail.com with a copy marked to enotices@linkintime.co.in by quoting the concerned DP ID and Client ID or Folio Number, at least 48 hours before the remote e-voting or e-voting during the Meeting, as the case may be. The said documents can also be uploaded under “Upload Board Resolution/Authority Letter” displayed under “e-voting” tab. The value and number of the shares of each member / shareholder shall be in accordance with the books/ register of the Company or depository records and where the entries in the books / register / depository records are disputed, the Chairperson of the Meeting shall determine the value for the purpose of the aforesaid Meeting and his/her decision in that behalf would be final.
3. The quorum of the Meeting of the Equity Shareholders of the Demerged Company shall be 30 (Thirty) Equity Shareholders, as per the NCLT Order. The members attending the Meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act. In case the required quorum as stated above is not present at the commencement of the Meeting, the Meeting shall be adjourned by 30 (thirty) minutes and thereafter the persons present shall be deemed to constitute the quorum.
4. The Notice convening the Meeting will be published through advertisement in (i) ‘Business Standard’ in English language; and (ii) Marathi translation thereof in ‘Navshakti’ having circulation in the State of Maharashtra.
5. The NCLT has appointed Mr. Jigar Darji, a Practicing Company Secretary (Membership Number:. 57854, COP: 21802) to scrutinize the e-voting during the Meeting and remote e-voting process in a fair and transparent manner.
6. The Demerged Company has engaged the services of Link Intime for the purpose of providing facility of voting by remote e-voting and e-voting during the Meeting so as to enable the Equity Shareholders, to cast their votes on the aforesaid resolution. The remote e-voting will commence from Thursday, January 16, 2025 at 9:00 a.m. (IST) to Monday, January 20, 2025 at 5:00 p.m. (IST) and shall be disabled for voting by Link Intime thereafter.
7. The Demerged Company has enabled the members to participate at the Meeting through the VC/ OAVM facility provided by Link Intime. The instructions for participation by members are given in the subsequent paragraphs. The link for joining the meeting through VC/OAVM will be activated 30 minutes before the time scheduled for the Meeting.
8. The voting rights of Equity Shareholder shall be in proportion to their shares of the paid-up equity share capital of the Demerged Company as on Tuesday, January 14, 2025 being the Cut-off date. A person, to whom the Notice of the Meeting was served but who is not an Equity Shareholder as on the Cut-off date for e-voting should treat this Notice

solely for information purposes. Once the vote on the resolution is cast by the member, the member shall not be allowed to change it subsequently.

9. The scrutinizer shall after the conclusion of e-voting at the Meeting, first download the votes cast during the Meeting and thereafter unblock the votes cast through remote e-voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and submit his combined report to the Chairperson of the Meeting. The scrutinizer's decision on the validity of the votes shall be final. The results of the votes cast through remote e-voting and e-voting during the Meeting will be announced within two working days from the conclusion of the Meeting i.e. Thursday, January 23, 2025. The results, together with the scrutinizer's report, will be displayed at the registered office and on the website of the Demerged Company i.e. www.abfrl.com, and on the website of Link Intime at <https://instavote.linkintime.co.in>. and shall be communicated to BSE and NSE.
10. The result shall be reported to the NCLT by the Chairperson within the time fixed by NCLT (i.e., within 30 days of conclusion of Meeting), as directed in the NCLT Order.
11. The Explanatory Statement setting out the material facts and reasons, in respect of this Notice, is annexed herewith and the same should be taken as part of this Notice. The Meeting will be conducted in compliance with the applicable provisions of the NCLT Order, SEBI Listing Regulations, the Companies Act, SS-2 and other applicable laws.
12. The Notice, the Explanatory Statement and the Annexures as indicated in the Index (collectively referred to as "**Particulars**"), are being sent through electronic mode to those Equity Shareholders whose e-mail IDs are registered with Link Intime and/or with concerned depositories whose names appear in the register of members/list of beneficial owners as on Friday, December 6, 2024.
13. Equity Shareholders whose email address are not available, shall be provided an opportunity by way of an advertisement to register their e-mail address to receive the Particulars and also to provide access to download the particulars from the website of the Demerged Company.
14. The Equity Shareholders may note that the aforesaid Particulars will be available on the Demerged Company's website i.e. www.abfrl.com, websites of the Stock Exchanges i.e. BSE Limited, the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, website of SEBI at www.sebi.gov.in, and on the website of [Link Intime at <https://instavote.linkintime.co.in>. Copies of the aforesaid Particulars can be obtained free of charge, between 11.00 a.m. to 4.00 p.m. (IST) on all working days, up to the date of the Meeting, from the registered office of the Demerged Company or by sending a request along with details of your shareholding by email at secretarial@abfrl.adityabirla.com.
15. All the documents referred to in the accompanying Explanatory Statement will be made available for inspection through electronic mode or physical mode, basis the request being sent from their registered email ID on secretarial@abfrl.adityabirla.com. Further, all the documents referred to in the accompanying Explanatory Statement shall also be open for inspection by the Equity Shareholders at the registered office of the Demerged Company between 11.00 a.m. to 4.00 p.m. IST on all working days up to the date of the Meeting.
- 16. THE PROCEDURE AND INSTRUCTIONS FOR MEMBERS FOR VOTING AND JOINING MEETING THROUGH VC/ OAVM ARE AS UNDER:**

In terms of NCLT order, Section 108 and other applicable provisions, if any, of the Companies Act, read with the Companies (Management and Administration) Rules, 2014 and other relevant rules made thereunder, as amended, Regulation 44 of the SEBI Listing Regulations and MCA Circulars read with SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 read with SEBI Circular No. SEBI/HO/CFD/SSEP/CIR/P/2022/003 dated January 3, 2022 ("**SEBI Circulars**"), the Demerged Company is pleased to provide the facility of remote e-voting and e-voting during the Meeting to its Members holding shares in physical or dematerialised form, as on the Cut-off date to exercise their right to vote through electronic means on the business specified in this Notice.

The Demerged Company has engaged the services and made necessary arrangements with Link Intime for facilitating voting through electronic means, as authorized e-voting agency. The remote e-voting period commences on Thursday, January 16, 2025 at 9:00 a.m. (IST) and ends on Monday, January 20, 2025 at 5:00 p.m. (IST). The e-voting module shall be disabled by Link Intime for voting thereafter. A person who is not a Member as on the Cut-off date should treat this Notice for information purpose only. Those Members, who will be present in the Meeting through VC/OAVM facility and have not cast their vote on the resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the Meeting. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend/ participate in the Meeting through VC/OAVM but shall not be entitled to cast their vote again. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Demerged Company as on the Cut-off date. Only a person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by Link Intime as on the Cut-off date, shall be entitled to avail the facility of remote e-voting or casting vote through e-voting system during the Meeting.

THE PROCEDURE AND INSTRUCTIONS FOR MEMBERS FOR E-VOTING AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

URL for remote e-voting

Type of shareholder	:	E-voting link
Individual Shareholders holding securities in Demat mode with National Securities Depository Limited	:	https://eservices.nsdl.com or directly through your depository participant
Individual Shareholders holding securities in Demat mode with Central Depository Services (India) Limited	:	https://web.cdslindia.com/myeasitoken/home/ login or directly through your depository participant
Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in Demat mode	:	https://instavote.linkintime.co.in

REMOTE E-VOTING: PROCEDURE

(1) Depository: For Individual Shareholders holding securities in demat mode

Step No.	For Shareholders holding securities with NSDL	For Shareholders holding securities with CDSL
Registered User		
1.	The URL for users to login for NSDL IDEAS facility: https://eservices.nsdl.com either on a personal computer or on a mobile.	The URL for users to login to Easi / Easiest facility is www.cdslindia.com and click on login icon & New System Myeasi Tab.
2.	Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password.	Login through their user id and password.
3.	After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page.	After successful login of Easi/ Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. [LINKINTIME] for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting service providers, so that the user can visit the e-Voting service providers' website directly.
4.	Click on company name or e-Voting service provider name i.e. [LINKINTIME] and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.	Click on e-Voting service provider name and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
First time user		
5.	Option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp	Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration or www.cdslindia.com
Alternative Method		
6.	Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile.	The user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page.
7.	Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.	(Skip step)
8.	A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen.	

Step No.	For Shareholders holding securities with NSDL	For Shareholders holding securities with CDSL
9.	After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.	(Skip step)
10.	Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.	The system will authenticate the user by sending OTP on registered mobile & e-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Pursuant to Section 108 of the Companies Act, Rule 20 Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the SEBI Listing Regulations and the Circulars, the Demerged Company is pleased to provide the facility to the Members to exercise their right to vote, on the resolution proposed to be passed by remote e-Voting and e-Voting, by electronic means. As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting feature. Click on Company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" for casting your vote during the remote e-Voting period.

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk Details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

- (2) InstaVote: For Individual Shareholders holding securities in physical mode/ Non- Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of LINKINTIME is given below:

Step No.	For first time users of InstaVote OR shareholders holding shares in physical mode	For shareholders holding shares in demat form and existing user of InstaVote
1.	Open the internet browser and launch the URL: https://instavote.linkintime.co.in	

Step No.	For first time users of InstaVote OR shareholders holding shares in physical mode	For shareholders holding shares in demat form and existing user of InstaVote												
2.	<p>Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -</p> <p>A. User ID: Enter your User ID</p> <table border="1" data-bbox="336 338 892 775"> <tr> <td data-bbox="336 338 395 472">(i)</td> <td data-bbox="395 338 892 472">For members holding shares in demat account held with CDSL : 16 digits beneficiary ID,</td> </tr> <tr> <td data-bbox="336 472 395 607">(ii)</td> <td data-bbox="395 472 892 607">For members holding shares in demat account held with NSDL : 8 Character DP ID followed by 8-digit client ID,</td> </tr> <tr> <td data-bbox="336 607 395 775">(iii)</td> <td data-bbox="395 607 892 775">For members holding shares in physical form : EVEN (240855) followed by the Folio number registered with the Company</td> </tr> </table> <p>B. Permanent Account Number (PAN): Enter your 10-digit PAN (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.</p> <p>C. Date of Birth (DOB)/ Date of Incorporation (DOI): Enter the DOB/ DOI (As recorded with your DP/ Company - in DD/MM/YYYY format)</p> <p>D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</p> <table border="1" data-bbox="336 1245 892 1693"> <tr> <td data-bbox="336 1245 395 1379">(i)</td> <td data-bbox="395 1245 892 1379">For members holding shares in demat account held with CDSL : Shall provide either 'C' or 'D', above</td> </tr> <tr> <td data-bbox="336 1379 395 1514">(ii)</td> <td data-bbox="395 1379 892 1514">For members holding shares in demat account held with NSDL : Shall provide 'D' above</td> </tr> <tr> <td data-bbox="336 1514 395 1693">(iii)</td> <td data-bbox="395 1514 892 1693">For members holding shares in physical form but have not recorded 'C' and 'D' above : Shall provide their folio number in 'D' above</td> </tr> </table>	(i)	For members holding shares in demat account held with CDSL : 16 digits beneficiary ID,	(ii)	For members holding shares in demat account held with NSDL : 8 Character DP ID followed by 8-digit client ID,	(iii)	For members holding shares in physical form : EVEN (240855) followed by the Folio number registered with the Company	(i)	For members holding shares in demat account held with CDSL : Shall provide either 'C' or 'D', above	(ii)	For members holding shares in demat account held with NSDL : Shall provide 'D' above	(iii)	For members holding shares in physical form but have not recorded 'C' and 'D' above : Shall provide their folio number in 'D' above	(Skip step)
(i)	For members holding shares in demat account held with CDSL : 16 digits beneficiary ID,													
(ii)	For members holding shares in demat account held with NSDL : 8 Character DP ID followed by 8-digit client ID,													
(iii)	For members holding shares in physical form : EVEN (240855) followed by the Folio number registered with the Company													
(i)	For members holding shares in demat account held with CDSL : Shall provide either 'C' or 'D', above													
(ii)	For members holding shares in demat account held with NSDL : Shall provide 'D' above													
(iii)	For members holding shares in physical form but have not recorded 'C' and 'D' above : Shall provide their folio number in 'D' above													
3.	Set the password of your choice [The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter]													
4.	Click on 'confirm' and your password will be generated.	(Skip step) [Use your existing password]												
5.	Click on 'Login' under the ' SHAREHOLDER ' tab.													
6.	Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ' Submit '.													
7.	After successful login, you will be able to see the notification for e-voting.													
8.	Select ' View ' icon and the e-voting page will appear.													

Step No.	For first time users of InstaVote OR shareholders holding shares in physical mode	For shareholders holding shares in demat form and existing user of InstaVote
9.	Refer the Resolution description and cast your vote by selecting your desired option ' Favour/ Against '. (If you wish to view the entire Resolution details, click on the ' View Resolution ' file link).	
10	After selecting the desired option i.e. Favour/Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on ' Yes ', else to change your vote, click on ' No ' and accordingly modify your vote.	
11.	Once the vote on a resolution is cast by the member, such member shall not be allowed to change it subsequently.	

(3) Remote e-voting: Points to remember

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in/> and register themselves as 'Custodian/ Mutual Fund/ Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution/authority letter/power of attorney etc. together with attested specimen signature of the duly authorized representative(s) in PDF format in the '**Custodian/ Mutual Fund/ Corporate Body**' login for the Scrutinizer to verify the same.
- If you have forgotten the password:
 - Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password**'
 - Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.
- In case shareholders/members is having valid e-mail address, password will be sent to his/her registered e-mail address.
- Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/ DOI, Bank Account Number (last four digits) etc.
- The password should contain a minimum of 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/members can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders/members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/members holding securities in physical mode/Institutional shareholders have any queries regarding e-voting, they may refer the Frequently Asked Questions and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an e-mail to enotices@linkintime.co.in or contact on: Tel: 022-4918 6000.

(4) Attending the Meeting through InstaMeet

Shareholder will be provided with a facility to attend the Meeting through VC/OAVM through InstaMeet. The Meeting shall be opened 30 (Thirty) minutes before the scheduled time and the e-voting at the Meeting shall be kept open throughout the proceedings of the Meeting.

Please note that the attendance of the Members attending the Meeting through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.

Members desiring to attend the Meeting through VC/OAVM are requested to refer to the detailed procedure given below:

Step no.	For all shareholders
1.	Open the internet browser and launch the URL: https://instameet.linkintime.co.in & click on "Login".
2.	Select the "Company" and 'Event Date' and register with your following details: - A. Demat Account No. or Folio No: Enter your 16-digit Demat Account No. or Folio No: (i) For members holding shares in demat : 16 digits beneficiary ID, account held with CDSL (ii) For members holding shares in demat : 8 Character DP ID followed by 8-digit client ID, account held with NSDL (iii) For members holding shares in physical : Folio number registered with the form Company B. PAN: Enter your 10-digit PAN (Members who have not updated their PAN with the DP/ Company shall use the sequence number provided to you, if applicable). C. Mobile No.: Enter your mobile number. D. E-mail ID: Enter your e-mail ID, as recorded with your DP/Company.
3.	Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).
4.	Shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.

(5) E-voting during the Meeting through InstaMeet

1. Only those shareholders, who are present in the Meeting through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the Meeting.
2. If any Votes are cast by the shareholders through the e-voting available during the Meeting and if the same shareholders have not participated in the Meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the Meeting.
3. Shareholders who have voted through remote e-voting will be eligible to attend the Meeting. However, they will not be eligible to vote at the Meeting.

Once the electronic voting is activated by the scrutinizer/moderator during the Meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

Step no.	For all shareholders
1.	On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
2.	Enter your 16-digit Demat Account No./ Folio No. and OTP (received on the registered mobile number/ registered e-mail ID) received during registration for InstaMEET and click on 'Submit'.
3.	After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4.	Cast your vote by selecting appropriate option i.e. "Favour/ Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/ Against'.
5.	After selecting the appropriate option i.e. Favour/ Against, click on "Save". Then a confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6.	Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an e-mail to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

(6) Other information related to e-voting

- a. A person, whose name is recorded in the register of members or in the register of beneficial owners of the Company, as on the cut-off date i.e., Tuesday, January 14, 2025 only shall be entitled to avail the facility of e-voting, either through remote e-voting and voting at the Meeting. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
- b. Members who have cast their vote by remote e-voting prior to the Meeting will be entitled to attend the Meeting and their presence shall be counted for the purpose of quorum. However, they shall not be entitled to cast their vote again. In case a member casts his vote by more than one mode of voting including remote e-voting, then voting done through remote e-voting shall prevail and other shall be treated as invalid.
- c. Voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e., Tuesday, January 14, 2025.
- d. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holds shares as of the cut-off date may follow the procedure for remote e-voting as enumerated in detail hereinabove. They may also refer to the FAQs and e-voting manual available at <https://instavote.linkintime.co.in/> (under help section) or write an e-mail to enotices@linkintime.co.in or secretarial@abfirl.adityabirla.com.
- e. Every client ID no./ folio no. will have one vote, irrespective of number of joint holders. However, in case the joint holders wish to attend the meeting, the joint holder whose name is higher in the order of names among the joint holders, will be entitled to vote at the Meeting.
- f. The members may also update their mobile number and e-mail ID in the user profile details of their respective client ID no./ folio no., which may be used for sending future communication(s).

(7) Speaker registration for the Meeting

1. Shareholders who would like to express their views/ask questions during the Meeting may register themselves as a speaker by sending their request in advance at least 7 (seven) days prior to meeting i.e. Tuesday, January 14, 2025 mentioning their name, demat account number/folio number, e-mail ID, mobile number at secretarial@abfirl.adityabirla.com.
2. Only those shareholders who have registered themselves as a speaker will be allowed to express their views/ask questions during the Meeting.
3. Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company.
4. Shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application by clicking on the link www.webex.com/downloads.html/ (Members may also refer a tutorial video available on www.youtube.com/watch?v=U2C9BVtGVrk).
5. Shareholders are requested to speak only when moderator of the Meeting/ management will announce the name and serial number for speaking.
6. Please note that the Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the Meeting.
7. Other shareholder may ask questions to the panellist, via active chat-board during the Meeting.

The shareholders who do not wish to speak during the Meeting but have queries may send their queries in advance 7 (seven) days prior to meeting i.e. Tuesday, January 14, 2025 mentioning their name, demat account number/ folio number, e-mail ID, mobile number at secretarial@abfirl.adityabirla.com. These queries will be replied to by the Demerged Company suitably by e-mail.

(8) General Instructions

- a. Shareholders/Members are encouraged to join the Meeting through Tablets/Laptops connected through broadband for better experience.
- b. Shareholders/Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

- c. Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- d. At the Meeting, the Chairperson shall, at the end of discussion on the resolutions on which voting is to be held, allow e-voting at the Meeting.
- e. The voting results along with the consolidated scrutinizer's report shall be declared by means of dissemination on the website of the Company i.e. www.abfrl.com and website of Link Intime i.e. <https://instavote.linkintime.co.in/> and communication to BSE and NSE, thereby enabling them to disseminate the same on their respective websites

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,

MUMBAI BENCH

COMPANY SCHEME APPLICATION NO. C.A (CAA)/223/MB-I/2024

In the matter of Sections 230-232 read with other applicable provisions of the Companies Act, 2013

AND

In the matter of Scheme of Arrangement

AMONG

**Aditya Birla Fashion and Retail Limited (“Demerged Company”/
“Applicant Company No. 1”)**

AND

**Aditya Birla Lifestyle Brands Limited (“Resulting Company”/
“Applicant Company No. 2”)**

AND

their respective shareholders and creditors

ADITYA BIRLA FASHION AND RETAIL LIMITED, CIN No.

- L18101MH2007PLC233901, a company incorporated under the Companies Act, 1956 having its registered office at Piramal Agastya Corporate Park, Building A, 4th and 5th Floor, Unit No. 401, 403, 501, 502, L.B.S Road, Kurla Mumbai Maharashtra 400070

....Demerged Company / Applicant Company No. 1

EXPLANATORY STATEMENT IN TERMS OF SECTIONS 102, 230-232 OF THE COMPANIES ACT, 2013 READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016, SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 READ WITH APPLICABLE SEBI CIRCULARS

1. Pursuant to the order dated November 27, 2024 passed by the Mumbai bench of Hon'ble National Company Law Tribunal (hereinafter referred to as **“NCLT”**), in Company Scheme Application No. CA (CAA)/223/MB-I/2024 (hereinafter referred to as the **“NCLT Order”**), a meeting of the Equity Shareholders of Aditya Birla Fashion and Retail Limited (hereinafter referred to as the **“Demerged Company/ Applicant Company No. 1”**) is being convened through Video Conference/Other Audio Visual Means (**“VC/OAVM”**), on Tuesday, January 21, 2025 at 10:00 am IST, for the purpose of considering, and if thought fit, approving the Scheme of Arrangement among Demerged Company and Aditya Birla Lifestyle Brands Limited (**“Resulting Company/ Applicant Company No. 2”**) and their respective shareholders and creditors (**“Scheme”**) under Sections 230-232 of the Companies Act, 2013 (**“Companies Act”**) read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (**“CAA Rules”**) and the other applicable provisions of the Companies Act and applicable rules thereunder. The Resulting Company and the Demerged Company are together referred to as the **“Companies”** or **“Parties”**, as the context may admit. A copy of the Scheme is enclosed as **Annexure 1**. Capitalised terms used herein but not defined shall have the meaning assigned to them in the Scheme, unless otherwise stated.
2. The deemed venue for the Meeting shall be the registered office of the Demerged Company.
3. The Scheme, *inter alia*, provides for demerger of MFL Business (*as defined in the Scheme*) of the Applicant Company No. 1 into the Applicant Company No. 2, with effect from the Appointed Date (*as defined in the Scheme*), and the issuance of the equity shares to the shareholders of Applicant Company No. 1 in accordance with the share entitlement ratio given in Clause 8.1 of the Scheme, pursuant to Sections 230 – 232, and other relevant provisions of the Companies Act, in the manner provided in the Scheme and in compliance with the provisions of the Income Tax Act, 1961.

PARTICULARS OF THE DEMERGED COMPANY

4. The Demerged Company was incorporated as a public limited company under the name of “Peter England Fashions and Retail Limited” under the provisions of the Companies Act, 1956 on April 19, 2007 issued by the Registrar of Companies, Karnataka, Bangalore. The Registered Office of the Demerged Company was shifted from Registrar of Companies, Karnataka, Bangalore to Registrar of Companies, Gujarat, Ahmedabad on November 18, 2009. Thereafter, the Registered Office of the Demerged Company was shifted from Registrar of Companies, Gujarat, Ahmedabad to

Registrar of Companies, Maharashtra, Mumbai on July 31, 2012. The name of the Demerged Company was changed from 'Peter England Fashions and Retail Limited' to 'Pantaloons Fashion & Retail Limited' as on April 23, 2013. The name of the Demerged Company was again changed from 'Pantaloons Fashion & Retail Limited' to 'Aditya Birla Fashion and Retail Limited' as on January 12, 2016.

5. The registered office of the Demerged Company is situated at Piramal Agastya Corporate Park, Building A, 4th and 5th Floor, Unit No. 401, 403, 501, 502, L.B.S Road, Kurla, Mumbai, Maharashtra 400070. having CIN No. L18101MH2007PLC233901. The Permanent Account Number of the Demerged Company is AA ECP2371C and the e-mail address of the Demerged Company is secretarial@abfirl.adityabirla.com and the website is <https://www.abfirl.com/>.
6. The equity shares of the Demerged Company are listed on the BSE Limited and the National Stock Exchange of India Limited. Further, the unsecured, redeemable, non-convertible debentures of the Demerged Company are listed on BSE Limited.
7. The objects for which the Demerged Company has been established are set out in its Memorandum of Association.

The main objects of the Demerged Company are as under:

“(III) (A) The main objects to be pursued by the company on its incorporation are:

- 1) *To carry on India and elsewhere in any place or places in the world the trade or the business of manufacturers, exporters, importers, traders, dealers, merchants, shippers, indentors, distributors, wholesalers, retailers, shopkeepers, hirers, commission agents, mucedums, brokers, stockists, mercantile agents, forwarding agents, warehousemen, in all types of fabrics, cotton, knitted, dyed, processed wool, jute, hemp, silk, nylon and allied materials and articles, textile of all kinds, ready to wear garments, non wearables, and made up of all kinds, makers and tailors of all kinds of industrial/domestic wearing/non-wearing apparels, linen, carpets and rugs, strapess, tapes, ribbon, elastic braids and labels and as ginneres, pressers, packers, calendars, spinners, weavers, bleachers, dyers, combers and traders of cotton, wool, silk, nylon, synthetic, man-made fibre, flax, hemp, jute and other fibrous substances whether textile, felted, netted or looped and of waste materials and cotton seeds and to run spinning, weaving, pressing, ginning and processing or manufacturing mills, dyeing, printing and bleaching factories and carry on all the above business in all or any of their respective branches.*
- 2) *To manufacture, buy, sell, import, export, refine, manipulate or otherwise deal in textiles and piece- goods of all kinds, yam, threads, silks and art silks, cotton, woolens, nylon, synthetic, man-made and allied materials, rayons and fabrics of all kinds, woven/non-woven cloths, industrial cloth, oil-cloth, leather cloths, Hessians, jute cloths, man-made fibres including regenerated cellulose-rayons, nylon and the like, textile auxiliaries, and sizing materials including starch.*
- 3) *To offer one stop solution for sale, purchase, export, import, and the like, of Garments, fashion clothes, fashion products, life style products, apparels, general merchandise etc.”*

“(B) The objects incidental or ancillary to the attainment of the main objects are:

- (6) *To mortgage, charge, sell, transfer, exchange, lease, under-lease, surrender or otherwise deal with, dispose or turn to account, all or any part of the business, immovable or movable property, rights and effects for the time being of the Company in such manner, on such terms and for such purposes as the Company may think fit and as to any sale or real property either in consideration of a gross sum or of a rent or otherwise and to sell, transfer, or dispose of the whole undertaking of the Company or any part thereof, for cash or such other consideration as the Company may think fit, and in particular for shares, debentures, or securities of any other company having objects altogether or in part similar to those of the Company, or otherwise.”*

There has been no change in the main object clause of the Demerged Company since last 5 (five) years.

8. The Demerged Company is primarily engaged in the business of manufacturing, marketing, sales and/or distribution of fashion apparel, footwear and accessories through offline and/or online channels including wholesale, retail and e-commerce under multiple owned and licenced brands.

9. The authorized, issued, subscribed and paid-up share capital of the Demerged Company as on date of this Notice is as under:

Particulars	Amount (in Rs.)
Authorised Share Capital	
2,03,60,00,000 equity shares of INR 10 each	20,36,00,00,000
5,00,000 8% Redeemable Cumulative Preference shares of INR 10 each	50,00,000
15,000 6% Redeemable Cumulative Preference Shares of INR 100 each	15,00,000
95,00,000 Preference shares of INR 10 each	9,50,00,000
2,00,00,000 Preference shares of INR 1 each	2,00,00,000
Total	20,48,15,00,000
Issued Share Capital	
1,07,14,29,270 equity shares of INR 10 each	10,71,42,92,700
11,10,000 8% Non-Cumulative Non-Convertible Redeemable Preference Shares of INR 10 each	1,11,00,000
Total	10,72,53,92,700
Subscribed and Paid-up Share Capital	
1,07,12,23,766 equity shares of INR 10 each	10,71,22,37,660
11,10,000 8% Non-Cumulative Non-Convertible Redeemable Preference Shares of INR 10 each	1,11,00,000
TOTAL	10,72,33,37,660

PARTICULARS OF THE RESULTING COMPANY

10. The Resulting Company is a public company which was incorporated under the name of "Aditya Birla Lifestyle Brands Limited" under the provisions of the Companies Act, 2013 on April 9, 2024 with the Registrar of Companies, Mumbai. The Resulting Company is a wholly owned subsidiary of the Demerged Company. The equity shares of the Resulting Company are not listed on any recognized stock exchange in India.
11. The registered office of the Resulting Company is situated at Piramal Agastya Corporate Park, Building A, 401, 403, 501, 502, L.B.S Road, Kurla Mumbai Maharashtra - 400070 having CIN No. U46410MH2024PLC423195. The Permanent Account Number of the Resulting Company is ABACA5076G and the e-mail address of the Resulting Company is secretarial@abfrl.adityabirla.com. Currently, the Resulting Company does not have a website.
12. The objects for which the Resulting Company has been established are set out in its Memorandum of Association.

The main objects of the Resulting Company are as under:

"III. (A) The objects to be pursued by the company on its incorporation are: -

- To carry on India and elsewhere in any place or places in the world the trade or the business of manufacturers, exporters, importers, traders, dealers, merchants, shippers, indentors, distributors, wholesalers, retailers, shopkeepers, hirers, commission agents, mucedums, brokers, stockists, mercantile agents, forwarding agents, warehousemen, in all types of fabrics, cotton, knitted, dyed, processed wool, jute, hemp, silk, nylon and allied materials and articles, textile of all kinds, ready to wear garments, non wearables, and made up of all kinds, makers and tailors of all kinds of industrial/domestic wearing/non-wearing apparels, linen, carpets and rugs, straps, tapes, ribbon, elastic braids and labels and as ginners, pressers, packers, calendars, spinners, weavers, bleachers, dyers, combers and traders of cotton, wool, silk, nylon, synthetic, man-made fibre, flax, hemp, jute and other fibrous substances whether textile, felted, netted or looped and of waste materials and cotton seeds and to run spinning, weaving, pressing, ginning and processing or manufacturing mills, dyeing, printing and bleaching factories and carry on all the above business in all or any of their respective branches.
- To manufacture, buy, sell, import, export, refine, manipulate or otherwise deal in textiles and piece- goods of all kinds, yam, threads, siiks and art silks, cotton, woolens, nylon, synthetic, man-made and allied materials, rayons and fabrics of all kinds, woven/non-woven cloths, industrial cloth, oil-cloth, leather cloths, Hessians, jute cloths, man-made fibres including regenerated cellulose-rayons, nylon and the like, textile auxiliaries, and sizing materials including starch.
- To offer one stop solution for sale, purchase, export, import, and the like, of Garments, fashion clothes, fashion products, life style products, apparels, general merchandise, etc.."

"(B) The objects incidental or ancillary to the attainment of the main objects are:

(1) To enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint-venture, reciprocal concessions or otherwise with any persons, firm or company carrying on or engaged in any business or transactions which this Company is authorized to carry on and subject to Section 230 to 234 of the Companies Act, 2013, to amalgamate with any other such Company, having objects altogether or in part similar to those of the Company.”.

13. Since the date of incorporation, i.e. April 9, 2024, there has been no change in the objects clause of the Resulting Company. The Resulting Company is incorporated for carrying out the business of manufacturing, marketing, sales and/or distribution of fashion apparel, footwear and accessories through offline and/or online channels including wholesale, retail and e-commerce under multiple owned and licensed brands.
14. The authorized, issued, subscribed and paid-up share capital of the Applicant Company No.2, as on the date of this Notice is as under:

Particulars	Amount (in Rs.)
Authorized Capital	
50,000 equity shares of INR 10 each	5,00,000
Total	5,00,000
Issued, Subscribed and Paid-up Share Capital	
50,000 equity shares of INR 10 each	5,00,000
Total	5,00,000

DESCRIPTION AND RATIONALE FOR THE SCHEME

15. Description of the Scheme:

The Scheme, *inter alia*, provides for:

- (a) demerger of MFL Business of the Demerged Company into the Resulting Company, with effect from the Appointed Date (*as defined in the Scheme*);
- (b) issue and allotment of the Resulting Company New Equity Shares (*as defined in the Scheme*) of Demerged Company to the shareholders in accordance with the share entitlement ratio set out in the Scheme.

16. Rationale and benefits of the Scheme:

- (a) The Demerged Company runs a diverse portfolio of fashion brands and retail formats with key business segments comprising of Madura Fashion and Lifestyle and Pantaloons, Ethnic portfolio along with other new growth platforms.
- (b) The MFL Business has built a leadership position over a long period of time and has a proven track record of delivering consistent revenue growth, profitability, strong free cash flows and high return on capital. The Remaining Business of the Demerged Company (*as defined in the Scheme*) comprises portfolio of multiple businesses.
- (c) The Scheme is being proposed to separate MFL Business from the Remaining Business of the Demerged Company and demerge it into the Resulting Company. The proposed Scheme would be in the best interests of the Demerged Company, Resulting Company and, their respective shareholders, employees, creditors and other stakeholders for the below reasons:
 - (i) The distinctive profile and established business model of the MFL Business makes it suitable to be housed in a separately listed entity, allowing sharper strategic focus in pursuit of its independent value creation trajectory;
 - (ii) Result in better and efficient control and management for the segregated businesses, operational rationalization, organization efficiency and optimum utilization of various resources;
 - (iii) The Scheme would unlock value for the overall-business portfolio through price discovery of the individual entities for existing shareholders;
 - (iv) The Demerged Company will house multiple growth platforms across value and masstige retail, branded ethnic business, super premium and luxury retail formats and portfolio of digital brands and will chart its own growth journey;

- (v) The Scheme could lead to the right operating architecture for both companies with sharper focus on their individual business strategies and clear capital allocation, in alignment with their respective value creation journeys; and
- (vi) Separately listed companies to attract specific set of investors for their business profile, and consequently, encourage stronger capital market outcomes

RELATIONSHIP AMONG COMPANIES WHO ARE PARTIES TO THE SCHEME

17. The Resulting Company is a wholly owned subsidiary of the Demerged Company. The Demerged Company (along with its nominees) holds 50,000 (Fifty Thousand) equity shares of Resulting Company representing 100% its share capital and is a promoter of Resulting Company.

CORPORATE APPROVALS

18. The Scheme along with the:
- (a) Share Entitlement Ratio Report dated April 19, 2024 issued by M/s Bansi S. Mehta Valuers LLP, Registered Valuer (hereinafter referred to as the **"Share Entitlement Ratio Report"**) recommending the share exchange ratio, in respect of the proposed demerger of MFL Business of the Demerged Company into the Resulting Company under the Scheme; and
 - (b) Fairness Opinion dated April 19, 2024 issued by INGA Ventures Private Limited, independent SEBI registered merchant banker (**"Fairness Opinion"**);
- amongst other documents, were placed before the Audit Committee of Directors of the Demerger Company along with other particulars at its meeting held on April 19, 2024. Copies of the (i) Share Entitlement Ratio Report, and (ii) the Fairness Opinion are enclosed as **Annexure 2** and **Annexure 3** respectively.
19. Based on the aforesaid, the Audit Committee of the Demerged Company at its meeting held on April 19, 2024, recommended the demerger of the MFL Business into the Resulting Company in terms of the Scheme, to the Board of Directors of the Demerged Company.
20. The Scheme, the Share Entitlement Ratio Report, and the Fairness Opinion, amongst others, were also placed before the committee of Independent Directors of Demerged Company. The committee of Independent Directors of Demerged Company at its meeting held on April 19, 2024, recommended the demerger of the MFL Business into the Resulting Company in terms of the Scheme, to the Board of Directors of the Demerged Company.
21. Upon the recommendation of the Audit Committee and committee of Independent Directors the Board of Directors of the Demerged Company approved the demerger of the MFL Business into the Resulting Company in terms of the Scheme at its meeting held on April 19, 2024. The Scheme was approved unanimously by the directors of the Demerged Company, who attended and voted at the meeting. The details of the approval of the Board of Directors of the Demerged Company on April 19, 2024, are provided below:

S. No.	Name of Director(s)	Voted in favour / against / did not attend
1	Mr. Kumar Mangalam Birla	In favour
2	Ms. Ananyashree Birla	In favour
3	Mr. Aryaman Birla	Did not attend
4	Mr. Arun Adhikari	In favour
5	Mr. Ashish Dikshit	In favour
6	Mr. Nish Bhutani	Did not attend
7	Mr. Pankaj Sood	In favour
8	Ms. Preeti Vyas	In favour
9	Ms. Sangeeta Tanwani	In favour
10	Ms. Sukanya Kripalu	In favour
11	Mr. Sunirmal Talukdar	In favour
12	Mr. Vikram Rao	In favour
13	Mr. Vishak Kumar	In favour
14	Mr. Yogesh Chaudhary	In favour

22. The Scheme was placed before the Board of Directors of the Resulting Company at its meeting held on April 19, 2024, wherein they have approved the demerger of the MFL Business into the Resulting Company in terms of the Scheme. The Scheme was approved unanimously by the directors of the Resulting Company, who attended and voted at the meeting. The details of the approval of the Board of Directors of the Resulting Company on April 19, 2024, are provided below:

S. No.	Name of Director(s)	Voted in favour / against / did not attend
1	Mr. Ashish Dikshit	In favour
2	Mr. Anil Kumar Malik	In favour
3	Mr. Jagdish Bajaj	In favour

APPROVALS AND ACTIONS TAKEN IN RELATION TO THE SCHEME

23. BSE was appointed as the Designated Stock Exchange by the Demerged Company for the purpose of co-ordinating with the SEBI for obtaining approval of SEBI in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the “SEBI Listing Regulations”).
24. The Demerged Company had applied to the Stock Exchanges for their no-objection to the Scheme.
25. The Demerged Company filed No Complaint Reports with the BSE on May 29, 2024 and NSE on June 24, 2024. Copies of the No Complaints Report submitted by the Demerged Company to BSE and NSE, respectively, are enclosed as **Annexure 4**.
26. The Demerged Company received no adverse observations/no-objection letter regarding the Scheme from BSE and NSE dated October 30, 2024 and October 28, 2024 respectively, conveying their no adverse observations/no-objection for filing the Scheme with NCLT. Copies of the observation letters from BSE and NSE are enclosed as **Annexure 5** and **Annexure 6** respectively.
27. As per comments contained in the said observation letters, the information required to be disclosed by Demerged Company in this notice is as under:
- (a) The Company shall ensure to disclose details of all ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters, and directors, before Hon’ble NCLT and shareholders, while seeking approval of the Scheme.

There is no pending matter against directors and promoters of the Demerged Company which, if it results in any adverse outcome, may materially affect the Demerged Company’s operations or financial position, or respective positions (i.e. directorship or promoter ship) of directors / promoters of the Demerged Company, as the case may be. Details of ongoing adjudication and recovery proceedings, prosecution initiated, and all other enforcement action taken against the Demerged Company is enclosed as **Annexure 7**.

- (b) Need for the demerger and amalgamation, rationale of the scheme, synergies of business of the entities involved in the scheme, impact of the scheme on the shareholders and cost benefit analysis of the scheme.

In this regard, we have enclosed a copy of the report of the Audit Committee of the Demerged Company as **Annexure 8**.

- (c) Value of assets and liabilities of and listed Demerged Company, unlisted Resulting Companies and Demerged Undertaking that are being transferred to and Post-Merger Balance sheet of ABFRL and ABLBL.

Details of pre-scheme assets and liabilities of Demerged Company and Resulting Company and post-scheme assets and liabilities of Demerged Company and Resulting Company / Demerged Undertaking as on September 30, 2024 are as under:

Particulars	Pre Scheme		Post Scheme	
	Demerged Company *	Resulting Company	Demerged Company *	Resulting Company * / Demerged Undertaking
Assets				
Non-Current Assets	14,036.69	-	10,315.84	3,720.84
Current Assets	8,640.00	0.05	4,491.07	4,148.94
Total Assets	22,676.69	0.05	14,806.91	7,869.78
Equity and Liabilities				
Equity (A)	4,101.72	0.04	2,977.60	1,124.12

Particulars	Pre Scheme		Post Scheme	
	Demerged Company *	Resulting Company	Demerged Company *	Resulting Company * / Demerged Undertaking
Liabilities				
Non-current Liabilities	9,989.45		6,393.62	3,595.83
Current liabilities	8,585.52	0.01	5,435.69	3,149.83
Total – Liabilities (B)	18,574.97	0.01	11,829.31	6,745.66
Total- Equity and Liabilities (A) + (B)	22,676.69	0.05	14,806.91	7,869.78

* Figures are on consolidated basis

- (d) Impact of scheme on revenue generating capacity of ABFRL along with future prospects of ABFRL.

Pursuant to demerger, the western wear brands business under Madura division will be demerged into a separately listed entity. The demerged ABFRL will have presence in emerging high growth platforms across Value and masstige retail, ethnic businesses, luxury retail and digital first brands. The business that will get demerged contributed to 55.69% of total sales of ABFRL in FY 2024. With the business moving away, the overall size of the business within demerged ABFRL will reduce to 46.57% of total sales of consolidated ABFRL in FY 2024. The businesses staying within demerged ABFRL are all in high growth markets and hence the remaining portfolio is expected to cover up the loss of revenues due to demerger in short to medium term. As announced in our press release dated April 19, 2024, the demerged ABFRL will also raise growth capital to the tune of Rs. 2500 Cr. which will be used to pare the debt in this entity, along with leaving behind enough cash in the books to sustain its journey through the growth phase, post which the businesses within demerged ABFRL will become large, profitable and self-sustaining.

- (e) Copy of NCLT order approving the ABFRL-TCNS merger scheme.

Copy of NCLT order approving the TCNS Scheme is enclosed as **Annexure 9**.

- (f) Clarification letter issued by Statutory Auditor dated October 22, 2024, with respect to the Accounting Treatment

A copy of above Clarification letter is enclosed as **Annexure 10**.

- (g) Revised shareholding pattern upon the effectiveness of the ABFRL-TCNS merger scheme.

Revised shareholding pattern is enclosed as **Annexure 11**.

28. Information pertaining to the Resulting Company involved in the Scheme in the format prescribed for abridged prospectus as specified in Part E of Schedule VI of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 read with SEBI Circular dated February 4, 2022 is enclosed hereto. INGA Ventures Private Limited, independent SEBI registered merchant banker, has issued a certificate certifying the accuracy and adequacy of the information in the said abridged prospectus. The said certificate and abridged prospectus of the Resulting Company are attached hereto as **Annexure 12**.
29. All approvals as stated in Clause 20.1 (Conditions Precedent) of the Scheme, in order to give effect to the Scheme will be obtained.

SALIENT FEATURES OF THE SCHEME

30. The salient features of the Scheme are, *inter-alia*, as stated below. The capitalized terms used herein shall have the same meaning as assigned in the Scheme:
- This Scheme is presented *inter alia* under Sections 230-232 and other applicable provisions of the Act, Section 2(19AA) and other applicable provisions the Income Tax Act, 1961 and Applicable Laws, if any.
 - The Scheme provides for the separation of the MFL Business from the Remaining Business (*as defined in the Scheme*) of the Demerged Company and demerge it into the Resulting Company, with effect from the Appointed Date and also provides for various other matters consequential or otherwise integrally connected therewith including changes in share capital and reduction and cancellation of pre-scheme share capital of the Resulting Company.
 - The “**Appointed Date**” of the Scheme is April 1, 2024 or such other date as may be approved by the Boards of the Demerged Company and Resulting Company. The “**Effective Date**” of the Scheme means the date which will be the first day of the month following the month in which the Demerged Company and Resulting Company mutually acknowledge in writing that all the conditions and matters referred to in Clause 20.1 of the Scheme have occurred or have been fulfilled, obtained or waived, as applicable, in accordance with this Scheme.

- (iv) Pursuant to the Scheme, 5,55,000 ABFRL NCNCRPS (*as defined in the Scheme*) out of total 11,10,000 ABFRL NCNCRPS shall automatically stand cancelled in the Demerged Company without any further application, act, instrument or deed and in lieu thereof BMCSPL (*as defined in the Scheme*) shall be issued and allotted 5,55,000 ABLBL NCNCRPS on the same terms and conditions as ABFRL NCNCRPS. The entire pre-scheme paid up share capital of the Resulting Company shall stand cancelled and reduced.
- (v) In consideration of the demerger of the Demerged Undertaking into the Resulting Company, the Resulting Company shall without any further application, act, consent, instrument or deed, issue and allot the Resulting Company New Equity Share(s) to the equity shareholders of the Demerged Company who hold fully paid-up equity shares of the Demerged Company and whose names are recorded in the register of members and/ or records of the depository on the Record Date (*as defined in the Scheme*) in accordance with the share entitlement ratio of 1 equity share of the Resulting Company for every 1 equity share of the Demerged Company. Notwithstanding anything to the contrary contained in this Scheme, the Demerged Company shall be able to raise capital (by issue of shares on rights basis or preferential basis, issue of convertible instruments or otherwise) as they may deem fit for their business requirements from time to time during the period between the approval of the Scheme by the Board of the Demerged Company and the Board of the Resulting Company and the Effective Date. There shall be no change in the share entitlement ratio mentioned above on account of such capital raise.
- (vi) With effect from Appointed Date, the Demerged Undertaking along with all its assets, Permits, contracts, liabilities, loan, duties and obligations, shall get transferred to and vest in or shall be deemed to have been transferred to and vested in the Resulting Company, as a going concern, so as to become as and from the Appointed Date, the assets, Permits, contracts, liabilities, loan, duties and obligations of the Resulting Company by virtue of operation of law, and in the manner provided in the Scheme, and in accordance with Sections 230-232 of the Companies Act and applicable provisions of Income Tax Act, 1961.
- (vii) The Resulting Company shall issue stock options to the holders of the Resulting Company Stock Options in accordance with the provisions of the Scheme.
- (viii) There shall be no change in terms and conditions of the Demerged Company NCDs (*as defined in the Scheme*) pursuant to this Scheme. Pursuant to the Scheme, the holders of Transferring NCDs (*as defined in the Scheme*) as on the Effective Date will be transferred to the Resulting Company on same terms, including the coupon rate, tenure, redemption price, quantum, ranking nature of security, etc. Further, the holders of Retained NCDs (*as defined in the Scheme*) as on the Effective Date will continue to hold NCDs of the Demerged Company, without any interruption, on same terms, including the coupon rate, tenure, redemption price, quantum, ISIN and nature of security etc.
- (ix) During the period between the approval of the Scheme by the Boards of the Resulting Company and the Board of the Demerged Company and the Effective Date, the Demerged Company shall carry on the business of the Demerged Undertaking with reasonable diligence and business prudence and in the manner as it had been doing hitherto.
- (x) The effectiveness of the Scheme is contingent upon certain conditions as mentioned in the Scheme including receipt of regulatory and other applicable approvals.

Note: The above details are the salient features of the Scheme. The shareholders are requested to read the entire text of the Scheme annexed hereto to get fully acquainted with the provisions thereof.

VALUATION AND ACCOUNTING TREATMENT

31. A copy of the Share Entitlement Ratio Report issued by M/s Bansi S. Mehta Valuers LLP, Registered Valuer is enclosed as **Annexure 2**. The consideration for the demerger of the Demerged Undertaking shall be the issue by the Resulting Company of 1 (one) fully paid-up equity share of the Resulting Company having face value of Rs 10 (Rupees Ten) each for every 1 (one) fully paid-up equity share of Rs 10 (Rupees Ten) each of the Demerged Company.
32. Price Waterhouse & Co Chartered Accountants LLP, Statutory Auditors of the Demerged Company and the Resulting Company have issued certificates to the effect that the accounting treatment as prescribed in the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Companies Act. Copies of such certificates issued by respective statutory auditors of Demerged Company and Resulting Company are enclosed as **Annexure 13** and **Annexure 14** respectively.

EFFECT OF THE SCHEME ON DIRECTORS, PROMOTERS, KMPS, THE SHAREHOLDERS (PROMOTER & AND NON-PROMOTER), DEPOSITORS, CREDITORS, DEBENTURE HOLDERS, DEBENTURE TRUSTEES, EMPLOYEES OF THE COMPANIES

33. Equity shareholders (Promoter shareholders and non-Promoter shareholders): The effect of the Scheme on the shareholders (promoters and non-promoter shareholders) of the Companies has been set out in the reports adopted by the respective Board of Directors of the Companies pursuant to Section 232(2)(c) of the Companies Act enclosed herewith as **Annexure 15** and **Annexure 16**.
34. Directors and Key Managerial Personnel (KMPS): The Scheme is not expected to have any effect on the Directors and KMPS of the Companies or on their material interests in the Companies except to the extent of the equity shares held (if any) by them or their relatives in the respective Companies. The composition of the Board of Directors of the Demerged Company and the Resulting Company may change by appointments, retirements or resignations in accordance with the provisions of the Companies Act, SEBI Listing Regulations and Memorandum and Articles of Association of the Demerged Company and the Resulting Company, as may be applicable but the Scheme itself does not affect the office of the directors of the Demerged Company and the Resulting Company.
35. Creditors: The creditors of the Demerged Company forming a part of the Demerged Undertaking will become creditors of the Resulting Company, on the same terms and conditions as were applicable to the Company, post the Scheme becoming effective. Apart from the above, creditors of the Demerged Company and the Resulting Company will continue to be creditors of the Demerged Company and the Resulting Company, respectively, on the same terms and conditions, as before.
36. Deposit holders and Deposit Trustees: As on date of this Notice, the Companies have no outstanding public deposits and therefore, the effect of the Scheme on any such public deposit holders or deposit trustee or on their material interests in the Companies does not arise.
37. Debenture Holders and Debenture Trustees:
- (i) Impact of the Scheme on the holders of the Non-Convertible Debentures ("NCDs"): Pursuant to this Scheme, there will be no change in terms and conditions of the Demerged Company NCDs. Details of the Demerged Company NCDs listed on BSE are set out in Schedule A of the Scheme. Transferring NCDs as set out in Schedule A, form part of the Demerged Undertaking and will be transferred to the Resulting Company pursuant to the Scheme. The Scheme will not have any adverse impact on the holders of the Demerged Company NCDs.
 - (ii) Safeguards for the protection of the holders of NCDs: Pursuant to the Scheme, the holders of Transferring NCDs as on the Effective Date will be transferred to the Resulting Company on same terms, including the coupon rate, tenure, redemption price, quantum, ranking nature of security, etc. Further, the holders of Retained NCDs as on the Effective Date will continue to hold NCDs of the Demerged Company, without any interruption, on same terms, including the coupon rate, tenure, redemption price, quantum, and nature of security, ISIN, etc.
 - (iii) Exit offer to the dissenting holders of NCDs, if any: The Demerged Company NCDs, as on the Effective Date, will continue to be freely tradable and listed on BSE, thereby providing exit option and liquidity to the holders of such NCDs.
38. Employees: Upon effectiveness of the Scheme and with effect from the Appointed Date, all employees of the Demerged Company engaged in or in relation to the Demerged Undertaking shall become the employees of the Resulting Company on terms and conditions no less favourable than those on which they are engaged by the Company and without any interruption in service. Apart from the above, employees engaged in the Company and the Resulting Company will continue to be employees of the Company and the Resulting Company, respectively, on the same terms and conditions, as before.

DETAILS OF CAPITAL OR DEBT RESTRUCTURING, IF ANY

39. There is no debt restructuring envisaged in the Scheme. The entire pre-scheme paid up share capital of the Resulting Company as held by the Demerged Company (along with its nominees) shall stand cancelled and reduced without any consideration and without any further act, instrument or deed upon allotment of the Resulting Company new Equity Shares. Upon the Scheme becoming effective, the Resulting Company shall debit its share capital in its books of accounts with the aggregate face value of the shares issued by the Resulting Company to the Demerged Company for cancelled shares and credit capital reserve for the same amount. The difference, if any, between the carrying amount of the net assets of the Demerged Undertaking acquired and the aggregate face value of the shares issued to the shareholders of the Demerged Company shall be adjusted to capital reserve.

AMOUNTS DUE TO UNSECURED CREDITORS

40. The amount due to unsecured creditors by the Demerged Company and the Resulting Company as on September 30, 2024 is as follows:

Particulars	Amount (in ₹ crore)
Demerged Company	6,705.69
Resulting Company	0.01

OTHER MATTERS

41. No investigation proceedings have been instituted or are pending in relation to the Companies under Chapter XIV of the Companies Act, 2013 or under the corresponding provisions of Sections 235 to 251 of the Companies Act, 1956.
42. To the knowledge of the Companies, no winding up proceedings have been filed or are pending against any of the Companies under the Companies Act or under the corresponding provisions of the Companies Act, 1956.
43. The copy of the proposed Scheme has been filed by the Companies before the concerned Registrar of Companies, on Thursday, December 5, 2024, in Form GNL-1.
44. The latest annual financial statements of the Demerged Company have been audited for the financial year ended on March 31, 2024.
45. The Unaudited Financial Results (Limited Review) of the Demerged Company for the quarter ended September 30, 2024 are enclosed as **Annexure 17**. The Unaudited Financial Results of the Resulting Company for the quarter ended September 30, 2024 are enclosed as **Annexure 18**.
46. The name and address of the promoter and Promoter Group of the Demerged Company as on the date of this Notice are as under:

Name	Category	Address
Birla Group Holdings Private Limited	Promoter	Industry House 1 st Floor 159 Churchgate Reclamation Mumbai - 400020
Ms. Rajashree Birla	Promoter Group	Mangal Adityayan, 20, Carmichael Road, Behind Jaslok Hospital, Mumbai - 400026
Mr. Kumar Mangalam Birla	Promoter Group	Mangal Adityayan, 20, Carmichael Road, Behind Jaslok Hospital, Mumbai - 400026
Ms. Neerja Birla	Promoter Group	Mangal Adityayan, 20, Carmichael Road, Behind Jaslok Hospital, Mumbai - 400026
Ms. Vasavadatta Bajaj	Promoter Group	16-A IL- Palazzo Little Gibbs Road Mumbai - 400006
Aditya Vikram Kumarmangalam Birla HUF (Kumar Mangalam Birla)	Promoter Group	Aditya Birla Centre, C- Wing, 3 rd floor, S.K. Ahire Marg Worli, Mumbai - 400030
IGH Holdings Private Limited	Promoter Group	1 st Floor, Industry House, 159 Churchgate Reclamation, Mumbai - 400020
Grasim Industries Limited	Promoter Group	P.O. Birlagram, Nagda - 456331
Hindalco Industries Limited	Promoter Group	21 st Floor, One Unity Center Senapati Bapat Marg, Prabhadevi, Mumbai - 400013
Pilani Investment and Industries Corporation Limited	Promoter Group	Birla Building 9/1, R N Mukherjee Road 11 th Floor Kolkata - 700001
Birla Industrial Finance (India) Limited	Promoter Group	Century Bhavan, Dr. Annie Besant Road, Worli, Mumbai - 400030
Birla Consultants Limited	Promoter Group	Century Bhavan, Dr. Annie Besant Road, Worli, Mumbai - 400030
ABNL Investment Limited	Promoter Group	Indian Rayon Compound, Junagadh, Veraval Road, Veraval GJ - 362266
Birla Industrial Investments (India) Limited	Promoter Group	Century Bhavan, Dr. Annie Besant Road, Worli, Mumbai - 400030
ECE Industries Limited	Promoter Group	ECE House, 28A Kasturba Gandhi Marg, New Delhi - 110001

47. The name and address of the promoter of the Resulting Company as on the date of this Notice is as under:

Name	Category	Address
Aditya Birla Fashion and Retail Limited	Promoter	Piramal Agastya Corporate Park, Building A, 4 th and 5 th Floor, Unit No. 401, 403, 501, 502, L.B.S Road, Kurla, Mumbai, Maharashtra - 400070

48. The names, addresses and DIN of the directors of the Demerged Company as on the date of this Notice, are as under:

Sr. No	Name	DIN	Address
1.	Mr. Kumar Mangalam Birla	00012813	Mangal Adityayan, 20, Carmichael Road, Behind Jaslok Hospital, Mumbai - 400026
2.	Mr. Aryaman Vikram Birla	08456879	Mangal Adityayan, 20, Carmichael Road, Behind Jaslok Hospital, Mumbai - 400026
3.	Ms. Ananyashree Birla	06625036	Mangal Adityayan, 20, Carmichael Road, Behind Jaslok Hospital, Mumbai - 400026
4.	Mr. Ashish Dikshit	01842066	E-405, Raheja Residency, 8 th C Main Road, Koramangla, 3 rd Block, Bangalore - 560034
5.	Mr. Vikram Rao	00017423	112, Villa, Adarsh Palm Retreat, Outer Ring Road, Bangalore - 560103
6.	Mr. Yogesh Chaudhary	01040036	G-250, Mansarovar Industrial Area, Jaipur- 302020
7.	Ms. Preeti Vyas	02352395	A-5602, Raheja Imperial, Shankar Rao Naram Path, Lower Parel (West), Mumbai, Maharashtra - 400013
8.	Mr. Surnimal Talukdar	00920608	Flat No. 406, 12, Ashoka Road, Alipore H.O, Alipore Kolkata, West Bengal - 700027
9.	Mr. Venkatesh Satyaraj Mysore	01401447	The Imperial, N 4305, B B Nakashe Marg, Near Tardeo A C Market, Tardeo, Tulsiwadi, Mumbai - 400034, Maharashtra, India
10.	Mr. Nish Bhutani	03035271	Flat 2 Sonmarg Building, 67-B, Nepean Sea Road, Mumbai - 400006
11.	Mr. Arun Adhikari	00591057	903, A Wing, Vivarea, Sne Guruji Marg, Mahalaxmi, Jacob Circle, Mumbai - 400011
12.	Mr. Vishak Kumar	09078653	Flat no I 1205, Brigade Metropolis, Whitefield Main Road, Garudachar Palya, Bangalore North, Bengaluru, Karnataka - 560048
13.	Ms. Sangeeta Tanwani	03321646	2802 Evita, Hiranandani Gardens, Near Powai Plaza, Powai, Mumbai, Mumbai Suburban - 400076, Maharashtra, India
14.	Mr. Pankaj Sood	05185378	C2106, Oberoi Exquisite, Opposite Oberoi Woods, Goregaon East, Mumbai - 400063, Maharashtra

49. The names, addresses and DIN of the directors of the Resulting Company as on the date of this Notice are as under:

Sr. No	Name	DIN	Address
1.	Mr. Ashish Dikshit	01842066	E- 405, Raheja Residency, 8 th C Main Road, Koramangala, 3 rd Block, Bangalore - 560034
2.	Mr. Anil Kumar Malik	00170411	A 4307, Altamonte, Omkar, Western Express Highway, Malad East, Mumbai - 400097
3.	Mr. Jagdish Bajaj	08498055	C-1503, Ashok Tower, Dr. Babasaheb Ambedkar Road, Near ITC Hotel, Parel, Mumbai - 400012

PRE-SCHEME AND POST-SCHEME SHAREHOLDING PATTERN OF THE COMPANIES*

50. The Pre-Scheme and Post-Scheme shareholding pattern of the Companies as on September 30, 2024 is as under:

(a) Demerged Company:

Sr. No.	Category of shareholders	Pre Scheme		Post Scheme	
		Total No. of Shares	%	Total No. of Shares	%
A	Promoter & Promoter Group				
1	Indian	52,75,17,139	49.25	52,75,17,139	49.25
2	Foreign	-	-	-	-
	Sub Total (A)	52,75,17,139	49.25	52,75,17,139	49.25
B	Non-Promoters' holding				
1	Institutions	36,89,91,278	34.45	36,89,91,278	34.45
2	Central Government/State Government(s)/ President of India	1,060	0.00	1,060	0.00
3	Non-Institutions	17,01,57,236	15.89	17,01,57,236	15.89
	Sub Total (B)	53,91,49,574	50.33	53,91,49,574	50.33
C	Non-Promoter Non-Public holding	44,96,168	0.42	44,96,168	0.42
	GRAND TOTAL (A+B+C)	1,07,11,62,881	100.00	1,07,11,62,881	100.00

(b) Resulting Company:

Sr. No.	Category of shareholders	Pre Scheme		Post Scheme	
		Total No. of Shares	%	Total No. of Shares	%
A	Promoter & Promoter Group				
1	Indian	50,000	100.00	52,75,17,139	49.25
2	Foreign	-	-	-	-
	Sub Total (A)	50,000	100.00	52,75,17,139	49.25
B	Non-Promoters' holding				
1	Institutions	-	-	36,89,91,278	34.45
2	Central Government/State Government(s)/ President of India	-	-	1,060	0.00
3	Non-Institutions	-	-	17,01,57,236	15.89
	Sub Total (B)	-	-	53,91,49,574	50.33
C	Non-Promoter Non-Public holding	-	-	44,96,168	0.42
	GRAND TOTAL (A+B+C)	50,000	100.00	1,07,11,62,881	100.00

PRE-SCHEME AND POST SCHEME CAPITAL STRUCTURE OF THE COMPANIES*

51. The Pre-Scheme and Post-Scheme capital structure of the Demerged Company is as follows:

Authorised share capital

Pre Scheme	Amount (in Rs.)	Post Scheme	Amount (in Rs.)
2,03,60,00,000 Equity Shares of ₹ 10 each	20,36,00,00,000	2,03,60,00,000 Equity Shares of ₹ 10 each	20,36,00,00,000
5,00,000 8% Redeemable Cumulative Preference Shares of ₹ 10 each	50,00,000	5,00,000 8% Redeemable Cumulative Preference Shares of ₹ 10 each	50,00,000
15,000 6% Redeemable Cumulative Preference Shares of ₹ 100 each	15,00,000	15,000 6% Redeemable Cumulative Preference Shares of ₹ 100 each	15,00,000
95,00,000 Preference Shares of ₹ 10 each	9,50,00,000	95,00,000 Preference Shares of ₹ 10 each	9,50,00,000
2,00,00,000 Preference Shares of ₹ 1 each	2,00,00,000	2,00,00,000 Preference Shares of ₹ 1 each	2,00,00,000
Total	20,48,15,00,000	Total	20,48,15,00,000

Paid-up equity share capital

Category	Pre Scheme		Post Scheme	
	No. of shares	% of total shares	No. of shares	% of total shares
Promoter	52,75,17,139	49.25	52,75,17,139	49.25
Public	53,91,49,574	50.33	53,91,49,574	50.33
Non-Public Non-Promoter	44,96,168	0.42	44,96,168	0.42
Total	1,07,11,62,881	100.00	1,07,11,62,881	100.00

Paid-up preference share capital

Category	Pre Scheme		Post Scheme	
	No. of shares	% of total shares	No. of shares	% of total shares
Promoter	-	-	-	-
Public	11,10,000	100.00	5,55,000	100.00
Total	11,10,000	100.00	5,55,000	100.00

52. The Pre-Scheme and Post-Scheme capital structure of the Resulting Company is as follows:

Authorised share capital

Pre Scheme	Amount (in Rs.)	Post Scheme	Amount (in Rs.)
50,000 Equity Shares of ₹ 10 each	5,00,000	2,00,00,00,000 Equity Shares of ₹ 10 each	20,00,00,00,000
		5,55,000 Preference Shares of ₹ 10 each	55,50,000
Total	5,00,000	Total	20,00,55,50,000

Paid up equity share capital

Category	Pre Scheme		Post Scheme	
	No. of shares	% of total shares	No. of shares	% of total shares
Promoter	50,000	100.00	52,75,17,139	49.25
Public	-	-	53,91,49,574	50.33
Non-Public Non- Promoter			44,96,168	0.42
Total	50,000	100.00	1,07,11,62,881	100.00

* Notes: The above calculations have been made notionally considering the shareholding patterns of the concerned entities as on September 30, 2024. Actual number of shares may vary depending upon the shareholding of each entity as on the Record Date as per the Scheme, including on account of issue of equity shares pursuant to exercise of stock options by the employees of the concerned entities and capital raise in the ordinary course of business,

Paid-up Preference share capital

Category	Pre Scheme		Post Scheme	
	No. of shares	% of total shares	No. of shares	% of total shares
Promoter	-	-	-	-
Public	-	-	5,55,000	100.00
Total	-	-	5,55,000	100.00

53. In the event that the Scheme is withdrawn in accordance with its terms, the Scheme shall stand revoked, cancelled and be of no effect and null and void.

54. The following documents will be available for inspection by the Equity Shareholders of the Demerged Company through electronic mode up to the date of the Meeting, basis the request being sent on secretarial@abfirl.adityabirla.com. Further, the following documents will also be open for inspection by the Equity Shareholders of the Demerged Company at its registered office at Piramal Agastya Corporate Park, Building A, 4th and 5th Floor, Unit No. 401, 403, 501, 502, L.B.S Road, Kurla, Mumbai, Maharashtra 400070 between 10:00 a.m. to 12:00 noon IST on all working days from the date hereof up to the date of the Meeting:

- (i) Copy of order passed by NCLT in C.A (CAA)/223/MB-I/2024, dated November 27, 2024, inter alia, directing the Demerged Company to convene the meeting of its Equity Shareholders;

- (ii) Copy of Company Scheme Application No. C.A(CAA)/223/MB-I/2024 (with annexures), jointly filed by the Companies before NCLT;
- (iii) Copy of the Scheme;
- (iv) Copy of Memorandum and Articles of Association of the Companies;
- (v) Copy of annual reports of the Demerged Company, for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, respectively;
- (vi) Copy of Share Entitlement Ratio Report dated April 19, 2024 issued by M/s Bansi S. Mehta Valuers LLP, Registered Valuer;
- (vii) Copy of Fairness Opinion dated April 19, 2024 issued by from INGA Ventures Private Limited to the Board of Directors of Demerged Company;
- (viii) Copy of Register of Directors' shareholding of each of the Companies;
- (ix) Copy of the report of the Audit Committee of the Demerged Company dated April 19, 2024;
- (x) Copy of the report of the Committee of Independent Directors of the Demerged Company dated April 19, 2024;
- (xi) Copy of certificate of statutory auditor of Demerged Company, dated April 19, 2024, under Section 133 of the Companies Act;
- (xii) Copy of certificate of statutory auditor of Resulting Company, dated April 19, 2024, under Section 133 of the Companies Act;
- (xiii) Copies of no-objection certificates issued by the debenture trustee of the Demerged Company;
- (xiv) Copy of no adverse observations/no-objection letter issued by BSE and NSE, dated October 30, 2024 and October 28, 2024 respectively, to the Demerged Company;
- (xv) Copies of Form No. GNL-1 filed by the respective Companies with the concerned Registrar of Companies, along with the challan dated Thursday December 5, 2024, evidencing filing of the Scheme; and
- (xvi) All other documents displayed on the Demerged Company website at www.abfml.com in terms of the SEBI Circular.

The Equity Shareholders shall be entitled to obtain the extracts from or for making or obtaining the copies of the documents listed above.

55. This statement may be treated as an Explanatory Statement under Sections 102, 230-232 of the Companies Act read with Rule 6 of the CAA Rules. Hard copies of the Particulars as defined in this Notice can be obtained free of charge on a requisition being so made for the same by the Equity Shareholders of the Demerged Company at the registered office of Demerged Company or at the office of its advocates, M/s Ahmed Chunawala 7 Co, 407/408, 4th Floor, Commerce House, Nagindas Master Road, Near Kala Ghoda, Fort, Mumbai 400001
56. After the Scheme is approved, by the Equity Shareholders of Demerged Company by requisite majority, it will be subject to the approval/sanction by NCLT or any other statutory or regulatory authorities as may be applicable.
57. The Directors and KMPs, as applicable, of the Resulting Company and the Demerged Company and their relatives do not have any concern or interest, financially or otherwise, in the Scheme except to the extent of their directorship and shareholding, if any, in the Demerged Company and /or Resulting Company, as the case may be. The Debenture Trustee (for the debentures issued by the Demerged Company) has no interest in the Scheme.

Mitesh Shah
Chairperson appointed for the Meeting

Date: December 18, 2024

Place: Mumbai

Registered office:

Piramal Agastya Corporate Park, Building A,
4th and 5th Floor, Unit No. 401, 403, 501, 502,
L.B.S Road, Kurla Mumbai, Maharashtra - 400070

SCHEME OF ARRANGEMENT

AMONG

**ADITYA BIRLA FASHION AND RETAIL LIMITED
(DEMERGED COMPANY)**

AND

**ADITYA BIRLA LIFESTYLE BRANDS LIMITED
(RESULTING COMPANY)**

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

**UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES
ACT, 2013**

(A) DESCRIPTION OF COMPANIES

1. Aditya Birla Fashion and Retail Limited, is a public company, limited by shares, incorporated under the Companies Act 1956 bearing corporate identification number L18101MH2007PLC233901 and having its registered office at Piramal Agastya Corporate Park, Building A, 4th and 5th Floor, Unit No. 401, 403, 501, 502, L.B.S Road, Kurla Mumbai Maharashtra 400070 (hereinafter referred to as “**Demerged Company**”). The equity shares of the Demerged Company are listed on the Stock Exchanges (*as defined hereinafter*). The Demerged Company NCDs (*as defined hereinafter*) are listed on BSE Limited (“**BSE**”).
2. Aditya Birla Lifestyle Brands Limited (“**Resulting Company**”) is a public company limited by shares, incorporated under the Companies Act, 2013 on April 9, 2024, bearing corporate identification number U46410MH2024PLC423195 and having its registered office at Piramal Agastya, Building A, 401, 403, 501, 502, LBS Road, Kurla, Mumbai Maharashtra 400070 (hereinafter referred to as “**Resulting Company**”). The Resulting Company is a wholly owned subsidiary of the Demerged Company.

(B) OVERVIEW OF THE SCHEME

1. This Scheme (*as defined hereinafter*) is pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Act (*as defined hereinafter*) and *inter alia* provides for the following:
 - (i) demerger, transfer and vesting of the Demerged Undertaking (*as defined hereinafter*) from the Demerged Company into the Resulting Company on a *going concern* basis, and issue of equity shares by the Resulting Company to the equity shareholders of the Demerged Company, in consideration thereof, in accordance with the provisions of Section 2(19AA) of the Income Tax Act (*as defined hereinafter*); and
 - (ii) various other matters consequential or otherwise integrally connected therewith including changes in share capital and reduction and cancellation of pre-scheme share capital of the Resulting Company.

(C) RATIONALE

- (i) ABFRL runs a diverse portfolio of fashion brands and retail formats with key business segments comprising of Madura Fashion and Lifestyle and Pantaloons, Ethnic portfolio along with other new growth platforms.
- (ii) The MFL Business (*as defined hereinafter*) has built a leadership position over a long period of time and has a proven track record of delivering consistent revenue growth, profitability, strong free cash flows and high return on capital. The Remaining Business of the Demerged Company (*as defined hereinafter*) comprises portfolio of multiple businesses.
- (iii) The Scheme is being proposed to separate MFL Business from the Remaining Business of the Demerged Company and demerge it into the Resulting Company. The proposed Scheme would be in the best interests of the Demerged Company, Resulting Company and, their respective shareholders, employees, creditors and other stakeholders for the below reasons:
 - (a) The distinctive profile and established business model of the MFL Business makes it suitable to be housed in a separately listed entity, allowing sharper strategic focus in pursuit of its independent value creation trajectory;
 - (b) Result in better and efficient control and management for the segregated businesses, operational rationalization, organization efficiency and optimum utilization of various resources;

- (c) The Scheme would unlock value for the overall-business portfolio through price-discovery of the individual entities for existing shareholders;
- (d) The Demerged Company will house multiple growth platforms across value and masstige retail, branded ethnic business, super premium and luxury retail formats and portfolio of digital brands and will chart its own growth journey;
- (e) The Scheme could lead to the right operating architecture for both companies with sharper focus on their individual business strategies and clear capital allocation, in alignment with their respective value creation journeys; and
- (f) Separately listed companies to attract specific set of investors for their business profile, and consequently, encourage stronger capital market outcomes.

(D) PARTS OF THE SCHEME

The Scheme is divided into the following parts:

1. **PART I** deals with the definitions, share capital of the Parties (*as defined hereinafter*), date of taking effect and implementation of this Scheme;
2. **PART II** deals with the demerger, transfer and vesting of the Demerged Undertaking from the Demerged Company into the Resulting Company on a going concern basis and issue of Resulting Company New Equity Shares (*as defined hereinafter*) by the Resulting Company to the equity shareholders of the Demerged Company, in consideration thereof; and
3. **PART III** deals with the general terms and conditions applicable to this Scheme.

PART I

DEFINITIONS, SHARE CAPITAL OF THE PARTIES, DATE OF TAKING EFFECT AND IMPLEMENTATION OF THIS SCHEME

1. DEFINITIONS

- 1.1 In this Scheme, (i) capitalised terms defined by inclusion in quotations and/ or parenthesis shall have the meanings so ascribed; and (ii) the following expressions shall have the meanings ascribed hereunder:

“**ABFRL Merger Scheme**” means the scheme of amalgamation amongst the Demerged Company and TCNS and their respective shareholders and creditors pursuant to Sections 230 to 232 of the Act providing inter alia for the amalgamation of TCNS with and into the Demerged Company;

“**ABFRL NCNCRPS**” means 8% non-cumulative non-convertible redeemable preference shares issued by the Demerged Company of Rs. 10 each;

“**ABFRL ESOP Scheme 2017**” means Aditya Birla Fashion and Retail Limited Employee Stock Option Scheme 2017 and amendments thereto as approved by the Board and shareholders of the Demerged Company;

“**ABFRL ESOP Scheme 2019**” means Aditya Birla Fashion and Retail Limited Employee Stock Option Scheme 2019 and amendments thereto as approved by the Board and shareholders of the Demerged Company;

“**ABFRL SAR Scheme 2019**” means Aditya Birla Fashion and Retail Limited Stock Appreciation Rights Scheme 2019 and amendments thereto as approved by the Board of the Demerged Company;

“**ABLBL NCNCRPS**” means 8% non-cumulative non-convertible redeemable preference shares to be issued by the Resulting Company of Rs. 10 each;

“**Act**” means the Companies Act, 2013 and any rules, regulations, circulars or guidelines issued thereunder, as amended from time to time and shall include any statutory replacement or re-enactment thereof;

“**Applicable Law**” or “**Law**” means any applicable national, foreign, provincial, local or other law including applicable provisions of all (a) constitutions, decrees, treaties, statutes, enactments, laws (including the common law), bye-laws, codes, notifications, rules, regulations, policies, guidelines, circulars, press notes, clearances, approvals, directions, directives, ordinances or orders of any Appropriate Authority; (b) Permits; and (c) orders, decisions, writs, injunctions, judgments, awards and decrees of or agreements with any Appropriate Authority having jurisdiction over the Parties, in each case having the force of law and that is binding or applicable to a Person, as may be in force from time to time;

“**Appointed Date**” means April 1, 2024 or such other date as may be approved by the Boards of the Demerged Company and the Resulting Company;

“**Appropriate Authority**” means: (i) the government of any jurisdiction (including any national, state, municipal or local government or any political or administrative subdivision thereof) and any department, ministry, agency, instrumentality, court, Tribunal, central bank, commission or other authority thereof; (ii) any governmental, quasi-governmental or private body or agency lawfully exercising, or entitled to exercise, any administrative, executive, judicial, legislative, regulatory, statutory, licensing, competition, Tax, importing, exporting or other governmental or quasi-governmental authority including without limitation, Regional Director, Ministry of Corporate Affairs, Registrar of Companies, SEBI, Official Liquidator and the Tribunal; and (iii) any Stock Exchange;

“**Board**” in relation to a Party, means the board of directors of such Party, and shall include a committee of directors or any person authorized by such board of directors or such committee of directors;

“**Demerged Company Stock Option Plans**” means collectively, ABFRL ESOP Scheme 2017, ABFRL ESOP Scheme 2019, ABFRL SAR Scheme 2019, TCNS ESOP Scheme and New Stock Option Plans;

“**Demerged Company Members**” means the shareholders of the Demerged Company including the shareholders of TCNS who have become shareholders of the Demerged Company pursuant to effectiveness of the ABFRL Merger Scheme;

“**Demerged Company NCDs**” means collectively NCD 1, NCD 2 and NCD 3;

“**Demerged Company Stock Options**” means ESOPs, RSUs and SARs, granted and / or vested by the Demerged Company under Demerged Company Stock Option Plans;

“**Demerged Undertaking**” means the undertaking of the Demerged Company pertaining to the MFL Business as on the Appointed Date and shall include (without limitation):

- (i) all assets and properties of the Demerged Company in relation to the MFL Business whether or not recorded in the books of accounts of the Demerged Company and rights thereto and all documents of title, wherever situated, whether movable or immovable, tangible or intangible, real or personal, in possession or reversion, including all buildings, factory, civil works, foundations for civil works, communication facilities, installations, warehouses, stores, factory outlets, stores under progress, equipment, structures, furniture, offices, all lands (whether

leased, licensed, right of way, tenancies or freehold), benefits of any rental agreements for use of premises, marketing offices, capital works in progress, current assets (including inventories, sundry debtors, bills of exchange, loans and advances), stock-in-trade, stock-in-transit, merchandise (including raw materials), finished goods, supplies (including wrapping supplies), packaging items, tools, whether in transit or located at stores (including factory outlets) and warehouses, computers, vehicles, furniture, fixtures, office equipment, air conditioners, appliances, accessories, power lines, share of any joint assets, any finished goods and any facilities, outstanding loans and advances, recoverable in cash or in kind or for value to be received, receivables in cash or kind or for value to be received, cash, cash equivalents and bank accounts (including bank balances), benefit of any deposits and accrued interest thereto, actionable claims, prepaid expenses, bills of exchange, promissory notes, financial assets, insurance policies, funds, provisions, and benefit of any bank guarantees, performance guarantees and letters of credit appertaining or relatable to the MFL Business;

- (ii) Demerged Liabilities;
- (iii) investments in subsidiaries and joint ventures engaged in the MFL Business including investments in Aditya Birla Garments Limited;
- (iv) all refunds, reimbursements, claims, concessions, exemptions, benefits including sales tax deferrals, income tax deducted at source, goods and service tax credit, deductions and benefits under the relevant Law or any other Taxation statute pertaining to the MFL Business;
- (v) all Permits, quotas, incentives, powers, authorities, allotments, rights, benefits, advantages, bids, tenders, letters of intent, expressions of interest, subsidies, tenancies in relation to the office and/or residential properties for employees, benefit of any deposits, privileges, all other rights including sales tax deferrals and exemptions and other benefits, lease rights, receivables and liabilities related thereto, licenses, powers and facilities of every kind and nature and description whatsoever, rights to use and avail of telephones and installations, utilities, electricity and other services and all other interests in connection with or relating to the MFL Business;
- (vi) all contracts, agreements, business partnerships and collaborations including brand distribution agreements, service orders, operation and maintenance contracts, memoranda of understanding/undertaking / agreements, bids, expressions of interests, equipment purchase agreement, letters of intent, lease arrangements, leave and license agreements, contracts pertaining to franchises, brand license, vendors, stores maintenance, housekeeping, security, contract workers, purchase and other agreements with supplier/ service providers, other arrangements, undertakings, deeds, bonds, schemes, powers of attorney, insurance covers and claims, and other instruments of whatsoever nature and description, whether vested or potential and written, oral or otherwise, as amended and restated from time to time and all rights, title, interest, assurances, claims and benefits thereunder related to or pertaining to the MFL Business;
- (vii) all earnest moneys and/or security deposits paid by the Demerged Company in connection with or relating to the MFL Business;
- (viii) all intellectual property and intellectual property rights, brands, logos, designs, labels, trade secrets, service marks, copyright, tradenames and trademarks of the Demerged Company in relation to the MFL Business (including any applications for the same) of any nature whatsoever (whether owned, licensed or otherwise and whether registered or unregistered);
- (ix) all books, records, files, papers, engineering and process information, computer programs, domain names, license for software and any other software licenses (whether proprietary or otherwise), research and studies, technical knowhow, confidential information and other benefits, drawings, manuals, data, catalogues, quotations, marketing authorisations, marketing

intangibles, credit information, sales and advertising materials, lists of present and former customers, customer pricing information, and other records whether in physical or electronic form in connection with or pertaining to MFL Business;

- (x) all legal or other proceedings of whatsoever nature that form part of the MFL Business which are capable of being continued by or against Resulting Company under Applicable Law;
- (xi) entire experience, credentials, past record, goodwill and market share of the Demerged Company pertaining to the MFL Business; and
- (xii) the Transferring Employees.

Any question that may arise as to whether a specific asset (tangible or intangible) or liability or employee pertains or does not pertain to the Demerged Undertaking shall be decided mutually by the Boards of the Demerged Company and the Resulting Company;

“**Demerged Liabilities**” means the liabilities as defined in Clause 4.2.6 of the Scheme;

“**Effective Date**” means the date which will be the first day of the month following the month in which the Parties mutually acknowledge in writing that all the conditions and matters referred to in Clause 20.1 of the Scheme have occurred or have been fulfilled, obtained or waived, as applicable, in accordance with this Scheme; References in this Scheme to the date of “**coming into effect of this Scheme**” or “**upon the Scheme becoming effective**” or “**upon effectiveness of the Scheme**” shall mean the Effective Date;

“**Encumbrance**” means any form of legal or equitable encumbrance or security interest including any mortgage, pledge, hypothecation, assignment by way of security, non-disposal undertaking, escrow, charge, lien or other security interest or encumbrance of any kind securing any obligation of any Person (including, without limitation, any right granted by a transaction or other type of preferential arrangement or interest of any nature whatsoever which, in legal terms, is not the granting of security but which has an economic or financial effect similar to the granting of security under Applicable Law), outstanding Taxes (which have become due and payable), option, pre-emptive right, proxy, power of attorney, voting agreement, right of first offer, first, last or other refusal right, or transfer restriction in favour of any Person, beneficial ownership, adverse claim, title retention agreement, conditional sale agreement, any provisional, conditional or executorial attachment, trust (other title exception of whatsoever nature), any agreement to create any of the foregoing or any adverse claim as to title, possession or use and the term “**Encumber**” shall be construed accordingly;

“**ESOP**” means employee stock options;

“**Income Tax Act**” means the Income-tax Act, 1961;

“**MFL Business**” means the division of the Demerged Company engaged in business of manufacturing, marketing, sales and/or distribution of fashion apparel, footwear and accessories through offline and/or online channels including wholesale, retail and e-commerce under four lifestyle brands viz Louis Phillippe, Van Heusen, Allen Solly and Peter England along with casual wear brands viz. American Eagle and Forever 21, sports wear brand Reebok and the innerwear business under the Van Heusen brand;

“**NCD 1**” means the NCDs issued by the Demerged Company as specified in Schedule A;

“**NCD 2**” means the NCDs issued by the Demerged Company as specified in Schedule A;

“**NCD 3**” means the NCDs issued by the Demerged Company as specified in Schedule A;

“**NCDs**” means non-convertible debentures;

“**NSE**” means National Stock Exchange of India Limited;

“**Parties**” shall collectively mean the Demerged Company and the Resulting Company; and “**Party**” means each of them, individually;

“**Permits**” means all consents, licences, permits, certificates, permissions, authorisations, clarifications, approvals, clearances, confirmations, declarations, waivers, exemptions, registrations, filings, no objections, whether governmental, statutory, regulatory or otherwise as required under Applicable Law;

“**Person**” means an individual, (including in his capacity as trustee), entity, a corporation, a partnership (whether limited or unlimited) a company an association, a trust a joint venture, proprietorship or other enterprise (whether incorporated or not), an unincorporated organization Hindu Undivided Family, trust, union, association of persons or any governmental authority or any agency, department, authority or political subdivision thereof, and shall include their respective successors, successors-in-interest and in case of an individual shall include his/ her legal representatives, administrators, executors, permitted assignees, liquidators, and heirs and in case of a trust, shall include the trustee or the trustees and the beneficiary or beneficiaries from time to time;

“**Re**” or “**Rs**” or “**Rupee(s)**” means Indian Rupee(s), the lawful currency of the Republic of India;

“**Record Date**” means the date to be fixed by the Board of the Demerged Company in consultation with the Board of the Resulting Company for the purpose of determining the equity shareholders of the Demerged Company for issue of the Resulting Company New Equity Shares;

“**Remaining Business of the Demerged Company**” means all the business, units, divisions, undertakings, and assets and liabilities of the Demerged Company other than the Demerged Undertaking;

“**Remaining Employees**” means the employees of the Demerged Company other than Transferring Employees;

“**Resulting Company New Equity Shares**” means fully paid-up equity share(s) having face value of Rs 10 each issued by the Resulting Company as consideration in terms of Clause 8.1 of this Scheme;

“**Resulting Company Stock Option Plans**” means collectively, new employee stock option schemes of the Resulting Company formulated in accordance with the Demerged Company Stock Option Plans named as ABLBL ESOP Scheme 2017, ABLBL ESOP Scheme 2019, ABLBL SAR Scheme 2019, and ABLBL TCNS ESOP Scheme (as applicable), pursuant to Clause 5.6;

“**Resulting Company Stock Options**” means the ESOPs, RSUs and SARs granted and / or vested by the Resulting Company to the eligible Demerged Company Stock Option holders after effectiveness of the Scheme in accordance with the Resulting Company Stock Option Plans;

“**Retained NCDs**” means collectively, NCD 1 and NCD 3;

“**RoC**” means the relevant jurisdictional Registrar of Companies having jurisdiction over the Parties;

“**RSU**” means restricted stock units;

“**Sanction Order**” means the orders of the Tribunal approving the Scheme;

“**SAR**” means stock appreciation rights which includes option stock appreciation right and restricted stock unit stock appreciation right;

“**Scheme**” or “**this Scheme**” means this scheme of arrangement as modified from time to time;

“**SEBI**” means the Securities and Exchange Board of India;

“**SEBI Debt Circular**” means Chapter XII of the operational circular No. SEBI/HO/DDHS/DDHS_Div1/P/CIR/2022/0000000103 issued by SEBI dated July 29, 2022, as amended from time to time;

“**SEBI LODR Regulations**” means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

“**SEBI Schemes Master Circular**” means Master Circular No. SEBI/HO/CFD/POD2/P/CIR/2023/93 dated June 20, 2023, issued by SEBI regarding Schemes of Arrangement by Listed Entities and Relaxation under Sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957, as amended from time to time;

“**Stock Exchanges**” means BSE and NSE collectively and Stock Exchange shall mean each of them individually;

“**Tax Laws**” means all Applicable Laws dealing with Taxes including but not limited to income-tax, goods and service tax, customs duty or any other levy of similar nature;

“**Taxation**” or “**Tax**” or “**Taxes**” means all forms of taxes and statutory, governmental, state, provincial, local governmental or municipal impositions, duties, contributions and levies, whether levied by reference to income, profits, book profits, gains, net wealth, asset values, turnover, added value, goods and services or otherwise and shall further include payments in respect of or on account of tax, whether by way of deduction at source, collection at source, dividend distribution tax, advance tax, minimum alternate tax, goods and services tax or otherwise or attributable directly or primarily to any of the Parties and all penalties, charges, costs and interest relating thereto;

“**TCNS**” means TCNS Clothing Co. Limited, a public company, limited by shares, incorporated under the Companies Act 1956 bearing corporate identification number L18101MH2007PLC233901 and having its registered office at Piramal Agastya Corporate Park, Building A, 4th and 5th Floor, Unit No. 401, 403, 501, 502, L.B.S Road, Kurla Mumbai Maharashtra 400070;

“**TCNS ESOP Scheme**” means the employee stock option scheme of the Demerged Company which will be formulated and implemented in accordance with and pursuant to the effectiveness of the ABFRL Merger Scheme;

“**Transferring Employees**” means the employees of the Demerged Company engaged in or in relation to the Demerged Undertaking as on the Effective Date;

“**Transferring NCDs**” means NCD 2; and

“**Tribunal**” means the National Company Law Tribunal, Mumbai having jurisdiction over the Parties and authorized as per the provisions of the Act for approving any scheme of arrangement, compromise or reconstruction of companies under Sections 230 to 232 of the Act and shall include, if applicable, such other forum or authority as may be vested with the powers of a tribunal for the purposes of Sections 230 to 232 of the Act as may be applicable.

1.2 In this Scheme, unless the context otherwise requires:

- (i) words denoting the singular shall include the plural and vice versa;
- (ii) headings, subheadings, titles, subtitles to clauses and sub-clauses are for convenience only and

shall be ignored in construing the Scheme;

- (iii) reference to any law or legislation or regulation shall include amendment(s), circulars, notifications, clarifications or supplement(s) to, or replacement, re-enactment, restatement or amendment of, that law or legislation or regulation and shall include the rules and regulations thereunder; and
- (iv) all terms and words not defined in this Scheme shall unless repugnant or contrary to the context or meaning thereof, have the same meaning as prescribed to them under the Act, Income Tax Act, Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India, Act, 1992, the Depositories Act, 1996 or any other Applicable Laws, rules, regulations, bye laws, as the case may be.

2. SHARE CAPITAL

2.1 The share capital of the Demerged Company as on April 19, 2024 is as follows:

Particulars	Rs
Authorised Share Capital	
2,00,00,00,000 equity shares of INR 10 each	20,00,00,00,000
5,00,000 8% redeemable cumulative preference shares of INR 10 each	50,00,000
15,000 redeemable cumulative preference shares of INR 100 each	15,00,000
95,00,000 preference shares of INR 10 each	9,50,00,000
Total	20,10,15,00,000
Issued Share Capital	
101,52,15,146 equity shares of INR 10 each	10,15,21,51,460
11,10,000 8% non-cumulative non-convertible redeemable preference shares of INR 10 each	1,11,00,000
Total	10,16,32,51,460
Subscribed and Paid-up Share Capital	
101,50,09,642 equity shares of INR 10 each	10,15,00,96,420
11,10,000 8% non-cumulative non-convertible redeemable preference shares of INR 10 each	1,11,00,000
Total	10,16,11,96,420

2.2 The aforesaid issued, subscribed, and paid-up share capital of the Demerged Company does not include (i) issuance of equity shares by the Demerged Company pursuant to exercise of ESOPs and RSUs under Demerged Company Stock Option Plans (as applicable); (ii) issuance of equity shares by the Demerged Company to the equity shareholders of TCNS pursuant to and in accordance with the ABFRL Merger Scheme; and (iii) capital raise referred in Clause 8.9. Upon the happening of any and/ or all the aforesaid events the issued, subscribed, and paid-up share capital of the Demerged Company shall undergo a change. However, the share entitlement ratio set out in Clause 8 shall not be adjusted on account of any such variation on account of the actions referred in Clause 2.2 (i), (ii) and/or (iii) above.

2.3 The share capital of the Resulting Company as on April 19, 2024 is as follows:

Particulars	Rs
Authorised Share Capital	
50,000 equity shares of Rs 10 each	5,00,000
Total	5,00,000
Issued, Subscribed and Paid-up Share Capital	
50,000 equity shares of Rs 10 each	5,00,000

Total	5,00,000
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3. DATE OF TAKING EFFECT AND IMPLEMENTATION OF THIS SCHEME

- 3.1 This Scheme shall become effective from the Appointed Date but shall become operative from the Effective Date.

PART II

DEMERGER AND VESTING OF THE DEMERGED UNDERTAKING

4. DEMERGER AND VESTING OF THE DEMERGED UNDERTAKING

- 4.1 Upon coming into effect of the Scheme, with effect from the Appointed Date and in accordance with the provisions of this Scheme and pursuant to Sections 230 to 232 and other applicable provisions of the Act and Section 2(19AA) of the Income Tax Act, all assets, Permits, contracts, liabilities, loan, duties and obligations of the Demerged Undertaking shall, without any further act, instrument or deed, stand transferred to and vested in or be deemed to have been transferred to and vested in the Resulting Company on a *going concern* basis, so as to become as and from the Appointed Date, the assets, Permits, contracts, liabilities, loan, duties and obligations of the Resulting Company by virtue of operation of law, and in the manner provided in this Scheme.
- 4.2 Without prejudice to the generality of the provisions of Clause 4.1 above, the manner of transfer of the Demerged Undertaking under this Scheme, is as follows:
- 4.2.1 In respect of such of the assets and properties forming part of the Demerged Undertaking which are movable in nature (including but not limited to all intangible assets), intellectual property and intellectual property rights, including any applications for the same, of any nature whatsoever including but not limited to brands, trademarks forming part of the Demerged Undertaking, whether registered or unregistered trademarks along with all rights of commercial nature including attached goodwill, title, interest, labels and brand registrations, copyrights and such other industrial and intellectual property rights of whatsoever nature or are otherwise capable of transfer by delivery or possession or by endorsement, the same shall stand transferred by the Demerged Company to the Resulting Company upon coming into effect of this Scheme and shall, *ipso facto* and without any other or further order to this effect, become the assets and properties of the Resulting Company without requiring any deed or instrument of conveyance for transfer of the same. The transfer pursuant to this sub-clause shall be deemed to have occurred by physical or constructive delivery or by endorsement and delivery or recordal, pursuant to this Scheme, as appropriate to the property being transferred, and title to the property shall be deemed to have been transferred accordingly;
- 4.2.2 Subject to Clause 4.2.3 below, with respect to the moveable assets of the Demerged Undertaking other than those referred to in Clause 4.2.1 above, including all rights, title and interests in the agreements (including agreements for lease or license of the properties), investments in shares (including in subsidiaries and joint ventures engaged in the MFL Business including investments in Aditya Birla Garments Limited), mutual funds, bonds and any other securities, sundry debtors, actionable claims, earnest monies, receivables, bills, credits, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with any Appropriate Authority, customers and other Persons, whether or not the same is held in the name of the Demerged Company, the same shall, without any further act, instrument or deed, be transferred to and/or be deemed to be transferred to the Resulting Company, with effect from the Appointed Date by operation of law as transmission in favour of the Resulting Company. With regard to the licenses of the properties, the Resulting Company will enter into novation agreements, if it is so required;

- 4.2.3 In respect of such of the assets and properties forming part of the Demerged Undertaking which are immovable in nature, whether or not included in the books of the Demerged Company, including rights, interest and easements in relation thereto, the same shall stand transferred to the Resulting Company with effect from the Appointed Date, without any act or deed or conveyance being required to be done or executed by the Demerged Company and/or the Resulting Company;
- 4.2.4 For the avoidance of doubt and without prejudice to the generality of Clause 4.2.3 above and Clause 4.2.5 below, it is clarified that, with respect to the immovable properties comprised in the Demerged Undertaking in the nature of land and buildings, the Demerged Company and the Resulting Company shall register the true copy of the order of the Tribunal approving this Scheme with the offices of the relevant sub-registrar of assurances or similar registering authority having jurisdiction over the location of such immovable property and shall also execute and register, as required, such other documents as may be necessary in this regard. For the avoidance of doubt, it is clarified that any document executed pursuant to this Clause 4.2.4 or Clause 4.2.5 below will be for the limited purpose of meeting regulatory requirements and shall not be deemed to be a document under which the transfer of any part of the Demerged Undertaking takes place and the Demerged Undertaking shall be transferred solely pursuant to and in terms of this Scheme and the order of the Tribunal sanctioning this Scheme;
- 4.2.5 Notwithstanding anything contained in this Scheme, with respect to the immovable properties comprised in the Demerged Undertaking in the nature of land and buildings situated in states other than the state of Maharashtra, whether owned or leased, for the purpose of, *inter alia*, payment of stamp duty and transfer to the Resulting Company, if the Resulting Company so decides, the Demerged Company and the Resulting Company, may execute and register or cause to be executed and registered, separate deeds of conveyance or deeds of assignment of lease, as the case may be, in favour of the Resulting Company in respect of such immovable properties. Each of the immovable properties, only for the purposes of the payment of stamp duty (if required under Applicable Law), shall be deemed to be conveyed at a value determined by the relevant authorities in accordance with the applicable rates. The transfer of such immovable properties shall form an integral part of this Scheme;
- 4.2.6 Upon effectiveness of the Scheme, all debts, liabilities, loans, obligations and duties of the Demerged Company as on the Appointed Date and relating to the Demerged Undertaking (“**Demerged Liabilities**”) shall, without any further act or deed, be and stand transferred to and be deemed to be transferred to the Resulting Company to the extent that they are outstanding as on the Appointed Date. The term “Demerged Liabilities” shall include:
- 4.2.6.1 the debts, liabilities obligations incurred and duties of any kind, nature or description (including contingent liabilities) which arise out of the activities or operations of the Demerged Undertaking;
- 4.2.6.2 specific loans or borrowings, if any; and
- 4.2.6.3 in cases other than those referred to in Clauses 4.2.6.1 or 4.2.6.2 above, so much of the amounts of general or multipurpose borrowings, if any, of the Demerged Company, as stand in the same proportion which the value of the assets transferred pursuant to the demerger of the Demerged Undertaking bear to the total value of the assets of the Demerged Company immediately prior to the Appointed Date, including Transferring NCDs;
- 4.2.7 Upon the coming into effect of this Scheme and with effect from the Appointed Date, the Demerged Company alone shall be liable to perform all obligations in respect of all debts, liabilities, duties and obligations pertaining to its Remaining Business and the Resulting Company shall not have any obligations in respect of the debts, liabilities, duties and obligations

of the Remaining Business. Further, upon coming into effect of this Scheme and with effect from the Appointed Date, the Resulting Company alone shall be liable to perform all obligations in respect of the Demerged Liabilities, which have been transferred to it in terms of this Scheme, and the Demerged Company shall not have any obligations in respect of such respective Demerged Liabilities;

- 4.2.8 Post the Effective Date, the Demerged Company may, at the request of the Resulting Company, give notice in such form as it may deem fit and proper, to such Persons, as the case may be, that any debt, receivable, bill, credit, loan, advance, or deposit, contracts or policies relating to the Demerged Undertaking stands transferred to the Resulting Company and that appropriate modification should be made in their respective books/records to reflect the aforesaid changes;
- 4.2.9 In so far as Encumbrances, if any, in respect of the Demerged Liabilities, such Encumbrance shall, without any further act, instrument or deed being required to be taken or modified, be extended to and shall operate only over the assets comprised in the Demerged Undertaking which have already been Encumbered in respect of the Demerged Liabilities as transferred to the Resulting Company pursuant to this Scheme, and such Encumbrances shall not relate to or attach to any of the other assets of the Resulting Company, provided that if any of the assets comprised in the Demerged Undertaking being transferred to the Resulting Company pursuant to this Scheme have not been Encumbered in respect of the Demerged Liabilities, such assets shall remain unencumbered, and the existing Encumbrances referred to above shall not be extended to and shall not operate over such assets. The Scheme shall not operate to enlarge the Encumbrances, nor shall the Resulting Company be obliged to create any further or additional security after the Scheme has become effective or otherwise. The absence of any formal amendment which may be required by a lender or trustee or third party shall not affect the operation of the above;
- 4.2.10 Subject to other provisions of this Scheme, in so far as the assets forming part of the Demerged Undertaking are concerned, the Encumbrances over such assets, to the extent they relate to any loans or borrowings or debentures or other debt or debt securities of the Remaining Business of the Demerged Company, shall, as and from the Effective Date, without any further act, instrument or deed, stand released and discharged and shall no longer be available as Encumbrances in relation to those loans, liabilities, borrowings of the Demerged Company pertaining to the Remaining Business of the Demerged Company (and which shall continue with the Demerged Company);
- 4.2.11 In so far as the assets of the Remaining Business of the Demerged Company are concerned, the Encumbrances over such assets, to the extent they relate to any loans or borrowings forming part of the Demerged Liabilities shall, without any further act, instrument or deed be release and discharged from such Encumbrances. The absence of any formal amendment which may be required by a lender or trustee or third party in order to effect such release shall not affect the operation of Clauses 4.2.10 and this Clause 4.2.11;
- 4.2.12 Subject to Clause 4 and any other provisions of this Scheme, in respect of any refund, benefit, incentive, grant or subsidy in relation to or in connection with the Demerged Undertaking, the Demerged Company shall, if so required by the Resulting Company, issue notices in such form as the Resulting Company may deem fit and proper, stating that pursuant to the Tribunal having sanctioned this Scheme, the relevant refund, benefit, incentive, grant or subsidy be paid or made good to or held on account of the Resulting Company, as the Person entitled thereto, to the end and intent that the right of the Demerged Company to recover or realise the same stands transferred to the Resulting Company and that appropriate entries should be passed in their respective books to record the aforesaid changes;
- 4.2.13 On and from the Effective Date, all cheques and other negotiable instruments and payment orders received or presented for encashment which are in the name of the Demerged Company

and are in relation to or in connection with the Demerged Undertaking, shall be accepted by the bankers of the Resulting Company and credited to the account of the Resulting Company, if presented by the Resulting Company;

- 4.2.14 Permits, including the benefits attached thereto of the Demerged Company, in relation to the Demerged Undertaking, shall be transferred to the Resulting Company from the Appointed Date, without any further act, instrument or deed and shall be appropriately mutated or endorsed by the Appropriate Authorities concerned therewith in favour of the Resulting Company as if the same were originally given by, issued to or executed in favour of the Resulting Company and the Resulting Company shall be bound by the terms, obligations and duties thereunder, and the rights and benefits under the same shall be available to the Demerged Company to carry on the operations of the Demerged Undertaking without any hindrance, whatsoever;
- 4.2.15 Contracts in relation to the Demerged Undertaking, where the Demerged Company is a party, shall stand transferred to the Resulting Company pursuant to the Scheme becoming effective. The absence of any formal amendment which may be required by a third party to effect such transfer shall not affect the operation of the foregoing sentence. The Demerged Company and the Resulting Company shall, wherever necessary, enter into and/or execute deeds, writings, confirmations or novations to all such contracts, if necessary, in order to give formal effect to the provisions of this Clause;
- 4.2.16 As on the date of the Boards of the Parties approving the Scheme, Birla Management Centre Services Private Limited (“**BMCSPL**”) holds 11,10,000 ABFRL NCNCRPS. Upon effectiveness of the Scheme, 5,55,000 ABFRL NCNCRPS out of total 11,10,000 ABFRL NCNCRPS shall automatically stand cancelled in the Demerged Company without any further application, act, instrument or deed and in lieu thereof BMCSPL shall be issued and allotted 5,55,000 ABLBL NCNCRPS on the same terms and conditions as ABFRL NCNCRPS. The aforesaid reduction is being made pursuant to Sections 230 to 232 of the Act as an integral part of the Scheme and the Parties shall not be required to follow the process under Section 66 of the Act or any other provisions of Applicable Law separately. The aforesaid reduction of capital does not involve any diminution of liability in respect of any unpaid share capital or payment to any shareholder of any paid-up share capital or payment in any other form. The order of Tribunal sanctioning the Scheme shall also be deemed to be an order under the Act for the purposes of confirming the reduction of 5,55,000 ABFRL NCNCRPS. The consent of the shareholders of Demerged Company to this Scheme shall be deemed to be the consent of its shareholders for the purpose of effecting the above reduction. Notwithstanding the reduction in the share capital of the Demerged Company, the Demerged Company shall not be required to add “And Reduced” as suffix to its name. Further, the aforesaid allotment of ABLBL NCNCRPS by the Resulting Company to BMCSPL is being made as an integral part of the Scheme, and shall not in any manner be construed to be a part or whole of the consideration for the demerger under this Scheme, and shall be deemed to have been carried out under the orders passed by the Tribunal without requiring any further act on the part of the Resulting Company or their shareholders and as if the procedure laid down under the Act and such other Applicable Law, were duly complied with;
- 4.2.17 Upon the coming into effect of this Scheme, the investment limits of the Resulting Company in terms of Section 186 of the Act shall be deemed increased without any further act, instrument or deed to the equivalent of the aggregate investments forming part of the Demerged Undertaking transferred by the Demerged Company to the Resulting Company pursuant to the Scheme. Such limits shall be incremental to the existing investment limits of the Resulting Company; and
- 4.2.18 Upon the coming into effect of this Scheme, the borrowing limits of the Resulting Company in terms of Section 180(1) (c) of the Act shall be deemed to be increased without any further act, instrument or deed to the equivalent of the aggregate borrowings forming part of the Demerged

Liabilities transferred by the Demerged Company to the Resulting Company pursuant to the Scheme. Such limits shall be incremental to the existing borrowing limits of the Resulting Company.

- 4.3 Without prejudice to the provisions of the foregoing sub-clauses of this Clause 4 and upon the effectiveness of this Scheme, the Demerged Company and the Resulting Company may execute any and all instruments or documents and do all acts, deeds and things as may be required, including executing necessary confirmatory deeds for filing with the trademark registry and Appropriate Authorities, filing of necessary particulars and/ or modification(s) of charge with the concerned RoC or filing of necessary applications, notices, intimations or letters with any Appropriate Authority or Person to give effect to this Scheme. The Demerged Company shall take such actions as may be necessary to get the assets pertaining to the Demerged Undertaking transferred to and registered in, the name of the Resulting Company, as per Applicable Law.

5. EMPLOYEES

- 5.1 Upon effectiveness of the Scheme, all Transferring Employees shall become the employees of the Resulting Company on terms and conditions no less favourable than those on which they are engaged by the Demerged Company and without any interruption in service.

- 5.2 The past services of all the Transferring Employees prior to the Effective Date shall be taken into account for the purposes of all benefits to which such employees may be eligible, including for the purpose of payment of any retrenchment or redundancy compensation, leave encashment, gratuity and other terminal benefits. The accumulated balances, if any, standing to the credit in favour of the aforesaid Transferring Employees in the existing provident fund, gratuity fund, superannuation fund and any other fund of which they are members, as the case may be, will be transferred to the respective funds of the Resulting Company set-up in accordance with Applicable Law and caused to be recognized by the Appropriate Authorities or to the funds nominated by the Resulting Company. Pending the transfer as aforesaid, the dues of the said Transferring Employees would continue to be deposited in the existing provident fund, gratuity fund, superannuation fund and other fund respectively of Demerged Company.

- 5.3 Further to the transfer of the accumulated balances or contributions from the funds as set out in Clause 5.2 above, for all purposes whatsoever in relation to the administration or operation of such funds or in relation to the obligation to make contributions to the said funds in accordance with the provisions thereof as per the terms provided in the respective trust deeds, if any, all rights, duties, powers and obligations of the Demerged Company in relation to the Demerged Undertaking as on the Effective Date in relation to such funds shall become those of the Resulting Company. It is clarified that the services of the Transferring Employees will be treated as having been continuous for the purposes of the said funds.

- 5.4 In so far as the existing benefits or funds created by the Demerged Company for the employees of the Remaining Business of the Demerged Company are concerned, the same shall continue and the Demerged Company shall continue to contribute to such benefits or funds in accordance with the provisions thereof, and the Resulting Company shall have no liability in respect thereof.

- 5.5 Subject to the provisions of Clause 5.6 below, in so far as existing employee benefit plans of the Demerged Company are concerned or in the event the Demerged Company approves or adopts any employee benefit plans including employee benefit plans for ESOPs, RSUs or SARs, after the approval of the Scheme by the Boards of the Parties but prior to the Effective Date (“**New Stock Option Plans**”), such New Stock Option Plans shall include appropriate provisions for the manner in which such benefits shall be available to the relevant employees.

5.6 TREATMENT OF DEMERGED COMPANY STOCK OPTIONS

- 5.6.1 After the Scheme becoming effective, Demerged Company Stock Options granted and / or vested by the Demerged Company pursuant to Demerged Company Stock Option Plans will continue to be governed by the provisions of respective Demerged Company Stock Option Plans, subject to the modifications proposed in this Clause 5.6. In addition, the Resulting Company shall formulate the Resulting Company Stock Option Plans in accordance with the provisions mentioned in this Clause 5.6.
- 5.6.2 After the Scheme becoming effective, with respect to the Demerged Company Stock Options granted and / or vested by the Demerged Company to the eligible employees of the Demerged Company (irrespective of whether they are Remaining Employees or Transferring Employees) under the Demerged Company Stock Option Plans and, for every 1 (one) Demerged Company Stock Options (as the case may be) outstanding as on the Record Date in the Demerged Company, such eligible Remaining Employee and Transferring Employee shall be granted and / or vested 1 (one) Resulting Company Stock Options under the relevant Resulting Company Stock Option Plans (as the case may be) on the terms and conditions which would be similar to the Demerged Company ESOP Plans as applicable, subject to the provisions mentioned in this Clause 5.6.
- 5.6.3 The Demerged Company Stock Options granted by the Demerged Company under the Demerged Company Stock Option Plans (as the case may be) would continue to be held by the eligible Remaining Employees and Transferring Employees. After the Scheme becoming effective, the Board of the Demerged Company shall, take necessary steps to modify the Demerged Company Stock Option Plans, including adjustments to the exercise prices of outstanding Demerged Company Stock Options (as the case may be), in accordance with the Applicable Laws.
- 5.6.4 The Resulting Company shall take into account the period during which the eligible Remaining Employees and Transferring Employees held the Demerged Company Stock Options at the time of adoption of the Resulting Company Stock Options (as the case may be), for determining of minimum vesting period required for Resulting Company Stock Options (as the case may be), subject to Applicable Laws.
- 5.6.5 For the purpose of administering ABLBL ESOP Scheme 2019, the Demerged Company Stock Options entitlement (as the case may be) of the respective eligible Remaining Employees and Transferring Employees in the Resulting Company will be administered through the existing employee benefit trust of the Demerged Company in respect of the ABFRL ESOP Scheme 2019 (“**Demerged Company ESOP Trust**”), provided that the Resulting Company may, if required, set up a new employee benefit trust and take all such actions and execute documentation to give effect to the ABFRL ESOP Scheme 2019 in accordance with the provisions mentioned herein for the benefit of Transferring Employees. The Board of Directors of the Demerged Company may, at its discretion, without any further act or deed, modify the trust deed governing the Demerged Company ESOP Trust to give effect to this Scheme and the provisions of this Clause 5.6.
- 5.6.6 The adoption of the Resulting Company Stock Option Plans, grant of Resulting Company Stock Options (as the case may be) under the Resulting Company Stock Option Plans to the eligible Remaining Employees and Transferring Employees pursuant to this Clause, manner of exercise of Resulting Company Stock Options (as the case may be) and modification of the Demerged Company Stock Option Plans, including setting up of new employee benefit trust by Resulting Company or modification to the trust deed of the Demerged Company ESOP Trust (as the case may be) including appropriate accounting thereof, shall be effected as an integral part of the Scheme. The consent of the shareholders of the Resulting Company and the Demerged Company to the Scheme shall be deemed to be their consent in relation to all matters pertaining to the Demerged Company Stock Option Plans and Resulting Company Stock Option Plans, as contemplated in this Clause. No further approval of the Board or shareholders of the Demerged

Company or Resulting Company or resolution or action would be required in this connection under any applicable provisions of the Act and/or other Applicable Laws.

6. LEGAL PROCEEDINGS

- 6.1 Upon coming into effect of this Scheme, all suits, actions, administrative proceedings, tribunal proceedings, show cause notices, demands, legal and other proceedings of whatsoever nature (except proceedings under the Income Tax Act) by or against the Demerged Company pending and/or arising on or before the Appointed Date or which may be instituted at any time thereafter and in each case relating to the Demerged Undertaking shall not abate or be discontinued or be in any way prejudicially affected by reason of this Scheme or by anything contained in this Scheme and shall be continued and be enforced by or against the Resulting Company in the same manner and to the same extent as would or might have been continued and enforced by or against the Demerged Company. The Resulting Company shall be substituted in place of the Demerged Company or added as party to such proceedings and shall prosecute or defend all such proceedings at its own cost, in cooperation with the Demerged Company and the liability of the Demerged Company shall stand nullified. The Demerged Company shall in no event be responsible or liable in relation to any such legal or other proceedings in relation to the Demerged Undertaking.
- 6.2 The Resulting Company undertakes to have all legal and other proceedings (except proceedings under the Income Tax Act) initiated by or against the Demerged Company referred to in Clause 6.1 above transferred to its name as soon as is reasonably practicable after the Effective Date and to have the same continued, prosecuted and enforced by or against the Resulting Company to the exclusion of the Demerged Company on priority. The Demerged Company and the Resulting Company shall make relevant applications and take all steps as may be required in this regard.
- 6.3 Notwithstanding anything contained herein above, if at any time after the Effective Date, the Demerged Company is in receipt of any demand, claim, notice and/ or is impleaded as a party in any proceedings before any Appropriate Authority (except proceedings under the Income Tax Act), in each case in relation to the Demerged Undertaking, the Demerged Company shall, in view of the transfer and vesting of the Demerged Undertaking pursuant to this Scheme, take all such steps in the proceedings before the Appropriate Authority to replace the Demerged Company with the Resulting Company. However, if the Demerged Company is unable to get the Resulting Company replaced in its place in such proceedings, the Demerged Company shall defend the same or deal with such demand in accordance with the advice of the Resulting Company and at the cost of the Resulting Company and the latter shall reimburse to the Demerged Company all liabilities and obligations incurred by the Demerged Company in respect thereof.

7. TAXES/ DUTIES/ CESS

- 7.1 This demerger under Part II of the Scheme complies with the definition of “demerger” as per Section 2(19AA) and other provisions of the Income Tax Act. If any terms or clauses of this Scheme are found to be or interpreted to be inconsistent with any of the relevant provisions of the Income Tax Act (including the conditions set out therein), at a later date, whether as a result of a new enactment or any amendment or coming into force of any provision of the Income Tax Act or any other Applicable Law or any judicial or executive interpretation or for any other reason whatsoever, the Demerged Company and the Resulting Company shall discuss in good faith to modify this Scheme in a mutually satisfactory manner that ensures compliance of this Scheme with such provisions..
- 7.2 The accumulated losses and allowance for unabsorbed depreciation of the Demerged Company for the period prior to the Appointed Date shall be apportioned between the Demerged Company and the Resulting Company in accordance with the provisions of Section 72A(4)(b) of the Income Tax Act and shall be allowed to be carried forward and set off in the hands of the respective Parties against their respective profits for the period after the Appointed Date without any specific approval or permission. The benefit in respect of the unutilised Minimum Alternate Tax credit and the carried forward interest

deduction under Section 94B as on the Appointed Date, if any, in respect of or relating to the Demerged Undertaking shall be carried forward for allowance in the hands of the Resulting Company.

- 7.3 The benefits in respect of all Taxes deducted at source (“TDS”), Taxes collected at source (“TCS”), payments in respect of advance taxes, self-assessment Taxes, Tax on regular assessments made or otherwise recovered by the Appropriate Authorities on or after the Appointed Date in the name and PAN of the Demerged Company but relating to the profits, income or gains of the Demerged Undertaking shall be deemed to be the Taxes deducted, collected, paid, recovered, as the case may be, by or from the Resulting Company and the credit in respect thereof shall be available in the hands of the Resulting Company.
- 7.4 The Resulting Company shall be entitled to claim deduction under Section 43B of the Income Tax Act in respect of unpaid liabilities transferred to it as part of the Demerged Undertaking to the extent not claimed by the Demerged Company, as and when the same are paid by the Resulting Company subsequent to the Appointed Date.
- 7.5 The Resulting Company shall be entitled to claim deduction under Section 36(1)(vii) read with Section 36(2) of the Income Tax Act in respect of the debts as on the Appointed Date transferred to it as part of the Demerged Undertaking to the extent they are written off as irrecoverable by the Resulting Company as and when the same are so written off by the Resulting Company subsequent to the Appointed Date.
- 7.6 The Resulting Company shall be entitled to claim deduction under section 40(a) of the Income Tax Act in respect of the expenditure disallowed in the hands of the Demerged Company, if any, under that section prior to the Appointed Date and in respect of which the TDS liability is transferred to the Resulting Company as part of the liabilities of the Demerged undertaking as and when such TDS liability is discharged by the Resulting Company after the Appointed Date.
- 7.7 If the Demerged Company is entitled to any unutilized credits, benefits under the state or central fiscal / investment incentive schemes and policies or concessions relating to the Demerged Undertaking under any Tax Law or Applicable Law, the Resulting Company shall be entitled, as an integral part of this Scheme, to claim such benefit or incentives or unutilised credits, as the case may be, without any specific approval or permission and such benefit or incentives or unutilised credits, as the case may be, shall be available for utilisation to the Resulting Company in accordance with Applicable Law.
- 7.8 Upon the Scheme becoming effective, the Demerged Company and the Resulting Company shall have the right to revise / modify their respective financial statements and returns of income along with prescribed forms, filings, and annexures under the Tax Laws and to claim refunds and/or credit for Taxes paid and for matters incidental thereto, if required, to give effect to the provisions of this Scheme.
- 7.9 The Demerged Company shall be liable for any Tax Laws and shall be entitled to any refunds of Tax from Appropriate Authorities under Tax Laws, which, in each case, arise from the operation or activities of the Demerged Undertaking prior to the Appointed Date, regardless of whether such payments or receipts are provided or recorded in the books of the Demerged Company and whether such payments or receipts are due or realised on, before or after the Appointed Date; and even if the prescribed time limits for claiming such refunds or credits have lapsed.
- 7.10 The Resulting Company shall be liable for any Tax payable to Appropriate Authorities under Tax Laws and shall be entitled to refunds of any Tax from Appropriate Authorities under Tax Laws, which, in each case, arise from the operation or activities of the Demerged Undertaking on or after the Appointed Date, regardless of whether such payments or receipts are provided or recorded in the books of the Demerged Company and whether such payments or receipts are due or realised on, before or after the Appointed Date.
- 7.11 Any Tax incentives, subsidies, exemptions, special status, Tax benefits (including but not limited to

export incentives, credits/ incentives in respect of income tax, sales tax, GST, turnover tax, excise duty, etc.), unutilized GST credits, duty drawbacks, and other benefits, credits, exemptions or privileges enjoyed, granted by an Appropriate Authority or availed of by the Demerged Company and/or benefits under incentive schemes and policies relating to the Demerged Undertaking shall, without any further act or deed, in so far as they relate to or are available for the operation and activities of the Demerged Undertaking on or after the Appointed Date and to the extent permissible under applicable Tax Laws, vest with and be available to Resulting Company on the same terms and conditions, as if the same had been originally allotted and/or granted and/or sanctioned and/or allowed to the Resulting Company. The Demerged Company and Resulting Company shall take such actions as may be necessary under Applicable Laws to effect such transfers.

- 7.12 Each of the Resulting Company and the Demerged Company shall be entitled to file/ revise /modify its income-tax returns, TDS/TCS certificates, TDS/TCS returns, GST returns and other statutory returns, notwithstanding that the period for filing/ revising such returns may have lapsed and to obtain TDS/TCS certificates, including TDS/TCS certificates relating to transactions between or amongst the Demerged Company and the Resulting Company and shall have the right to claim refunds, advance Tax credits, input Tax credit (if transferable), credits of all Taxes paid/withheld/ collected, if any, to the extent permissible under applicable Tax Laws as may be required consequent to implementation of this Scheme.
- 7.13 If the Demerged Company makes any payment to discharge any liabilities under Tax Laws that are the responsibility of the Resulting Company under Clause 7.10 above, the Resulting Company shall promptly pay or reimburse the Demerged Company for such payment. If the Resulting Company makes any payment to discharge any liabilities under Tax Laws that are the responsibility of the Demerged Company under Clause 7.10 above, the Demerged Company shall promptly pay or reimburse the Resulting Company for such payment.
- 7.14 If the Demerged Company receives any refunds under Tax Laws that the Resulting Company is entitled to receive under Clause 7.10 above, the Demerged Company shall promptly pay the Resulting Company the amount of refund so received. If the Resulting Company receives any refunds under Tax Laws that the Demerged Company is entitled to receive under Clause 7.10 above, the Resulting Company shall promptly pay the Demerged Company the amount of refund so received.
- 7.15 All the expenses incurred by Demerged Company and/or the Resulting Company in relation to the Scheme, shall be allowed as deduction to Demerged Company and the Resulting Company in accordance with the relevant provisions of the Income Tax Act.
- 7.16 The benefits and privileges available to the shareholders of the Demerged Company by virtue of their shareholding in the Demerged Company, including on account of being a listed company under the provisions of the Income Tax Act shall continue to be available to the shareholders of the Demerged Company post the effectiveness of the Scheme including those specifically conferred under the respective provisions of the Income Tax Act, allocation of cost of acquisition of shares between the Demerged Company and Resulting Company including grand fathering benefit for the purposes of Section 112A of the Income Tax Act read with Section 55(2)(ac) of the Income Tax Act, period of holding or any other deduction or concession available or conferred by the Income Tax Act or administrative or judicial pronouncements.
- 7.17 After the Appointed Date and upto the Effective Date, any Tax deposited, certificates issued or returns filed by the Demerged Company relating to the Demerged Undertaking shall continue to hold good as if such amounts were deposited, certificates were issued and returns were filed by Resulting Company.
- 7.18 Any actions taken by the Demerged Company to comply with Tax Laws (including payment of Taxes, maintenance of records, payments, returns, Tax filings, etc.) in respect of Demerged Undertaking on and from the Appointed Date up to the Effective Date shall be considered as adequate compliance by the Demerged Company with such requirements under Tax Laws and such actions shall be deemed to

constitute adequate compliance by Resulting Company with the relevant obligations under such Tax Laws.

- 7.19 Upon the Effective Date, all demands, claims, show cause notices, suits, actions, administrative proceedings, tribunal proceedings, Taxes and other related disputes resolution proceedings of whatsoever nature (including proceedings under the applicable GST law, however, excluding any proceedings under the provisions of the Income Tax Act), by or against the Demerged Company, pending on the Effective Date relating to the Demerged Undertaking shall not abate or be discontinued or be in any way prejudicially affected by reason of this Scheme or by anything contained in this Scheme but shall be continued and be enforced by or against Resulting Company with effect from the Effective Date in the same manner and to the extent as would or might have been continued and enforced by or against the Demerged Company. The Resulting Company shall be substituted in place of the Demerged Company or added as party to such prosecute or defend all such proceedings at its own cost, in cooperation with the Demerged Company and the liability of the Demerged Company shall stand nullified. The Demerged Company shall in no event be responsible or liable in relation to any such legal or other proceedings in relation to the Demerged Undertaking.
- 7.20 Notwithstanding anything contained hereinabove, if at any time after the Effective Date, the Demerged Company is in receipt of any demand, claim, notice and / or is impleaded as a party in any proceedings before any Appropriate Authority, in each case in relation to the Demerged Undertaking, the Demerged Company shall, in view of the transfer and vesting of the Demerged Undertaking pursuant to this Scheme, take all such steps in the proceedings before the Appropriate Authority to replace the Demerged Company with Resulting Company. However, if the Demerged Company is unable to get Resulting Company replaced in its place in such proceedings, the Demerged Company shall defend the same or deal with such demand in accordance with the advice of the Board of Resulting Company and such cost shall be borne by Resulting Company and the latter shall reimburse the Demerged Company all liabilities and obligations incurred by the Demerged Company in respect thereof.

8. CONSIDERATION

- 8.1 The consideration for the demerger of the Demerged Undertaking shall be the issue by the Resulting Company of 1 (one) fully paid-up equity share of the Resulting Company having face value of Rs 10 (Rupees Ten) each for every 1 (one) fully paid-up equity share of Rs 10 (Rupees Ten) each of the Demerged Company (“**Resulting Company New Equity Shares**”).
- 8.2 Upon coming into effect of the Scheme and subject to the provisions of this Scheme, the Resulting Company shall, without any further application, act, deed, consent or instrument, issue and allot the Resulting Company New Equity Share(s) to the equity shareholders of the Demerged Company who hold fully paid-up equity shares of the Demerged Company and whose names are recorded in the register of members and/ or records of the depository on the Record Date.
- 8.3 The Resulting Company New Equity Shares shall be subject to the provisions of the memorandum of association and articles of association of the Resulting Company, including with respect to dividend, bonus, rights shares and voting rights attached to the Resulting Company New Equity Shares.
- 8.4 The Resulting Company New Equity Shares that are to be issued in terms of this Scheme shall be issued in dematerialised form. All those equity shareholders who hold shares of the Demerged Company in physical form shall receive the Resulting Company New Equity Shares in dematerialized form only, provided that the details of their account with the depository participant are intimated in writing to the Demerged Company and provided such intimation has been received by the Demerged Company at least 7 (seven) days before the Record Date. If no such intimation is received from any shareholder who holds shares of the Demerged Company in physical form 7 (seven) days before the Record Date, the Resulting Company shall keep such shares in abeyance / escrow account / with a trustee nominated by the Board of the Resulting Company for the benefit of such shareholders or shall be dealt with as provided under the Applicable Law and will be credited to the respective depository participant

accounts of such shareholders as and when the details of such shareholder's account with the depository participant are intimated in writing to the Resulting Company and/or its registrar, if permitted under Applicable Law.

- 8.5 The Resulting Company New Equity Shares to be issued by the Resulting Company, pursuant to Clause 8 in respect of any shares of the Demerged Company which are held in abeyance under the provisions of Section 126 of the Act or which the Resulting Company is unable to issue due to non-receipt of relevant approvals or due to Applicable Laws or otherwise shall, pending allotment or settlement of dispute by order of Tribunal or any court or otherwise, be held in abeyance by the Resulting Company or shall be dealt with as provided under the Applicable Law.
- 8.6 The issue and allotment of the Resulting Company New Equity Shares is an integral part hereof and shall be deemed to have been carried out under the orders passed by the Tribunal without requiring any further act on the part of the Resulting Company or the Demerged Company or their shareholders and as if the procedure laid down under the Act and such other Applicable Law, were duly complied with. It is clarified that the approval of the members of the Resulting Company to this Scheme, shall be deemed to be their consent/approval for the issue and allotment of the Resulting Company New Equity Shares under applicable provisions of the Act.
- 8.7 The Resulting Company New Equity Shares to be issued by the Resulting Company in respect of the equity shares of the Demerged Company held in the unclaimed suspense account shall be credited to a new unclaimed suspense account created for shareholders of the Resulting Company.
- 8.8 In the event the Demerged Company restructures its share capital by way of share split or consolidation or any other corporate action before the Record Date, the share entitlement ratio set out in Clause 8.1 shall be suitably adjusted considering the effect of such corporate action without requirement of any further approval from shareholders or Appropriate Authority.
- 8.9 Notwithstanding anything to the contrary contained in this Scheme, the Demerged Company shall be able to raise capital (by issue of shares on rights basis or preferential basis, issue of convertible instruments or otherwise) as they may deem fit for their business requirements from time to time during the period between the approval of the Scheme by the Board of the Demerged Company and the Board of the Resulting Company and the Effective Date. There shall be no change in the share entitlement ratio set out in Clause 8.1 on account of such capital raise.
- 8.10 Upon the Scheme becoming effective but prior to the issue of the Resulting Company New Equity Shares, the authorised share capital of the Resulting Company shall stand altered and increased, without any further act, instrument or deed on the part of the Resulting Company as under:

Authorised Share Capital	
2,00,00,00,000 equity shares of INR 10 each	20,00,00,00,000
5,55,000 preference shares of INR 10 each	55,50,000
Total	20,00,55,50,000

- 8.11 Consequently, the existing capital clause of the Memorandum of Association of the Resulting Company shall without any act, instrument or deed be and stand altered, modified and amended and be replaced by the following clause:

“The Authorised Share Capital of the Company is ₹ 20,00,55,50,000/- (Rupees Two Thousand Crores and Fifty Five Lakhs Fifty Thousand only) consisting of 2,00,00,00,000 (Two Hundred Crore) equity shares of ₹ 10/- (Rupees Ten only) each and 5,55,000 (Five Lakh Fifty Five Thousand) preference shares of Rs. 10/- each, with a power to increase or reduce the capital of the Company in accordance with the provisions of the Companies Act, 2013 and to classify or reclassify the share capital.”

- 8.12 It is clarified that the approval of the members of the Resulting Company to this Scheme, shall be deemed to be their consent/approval for the alteration of the Memorandum of Association under Sections 13, 61, 64 and other applicable provisions of the Act. The Resulting Company shall pay the requisite stamp duty and RoC fees and shall file the required returns/ information/ amended copy of the Memorandum of Association with the RoC to give effect to the alteration in the authorised share capital.
- 8.13 The Resulting Company shall apply for listing of its equity shares on the Stock Exchanges in terms of and in compliance of SEBI Schemes Master Circular and other relevant provisions as may be applicable. The Resulting Company New Equity Shares allotted by the Resulting Company in terms of Clause 8.2 above, pursuant to this Scheme, shall remain frozen in the depository system till listing/ trading permission is given by the designated Stock Exchange. Further, there shall be no change in the shareholding pattern of the Resulting Company between the Record Date and the listing of its equity shares which may affect the status of approval of the Stock Exchanges.
- 8.14 The Resulting Company shall enter into such arrangements and give such confirmations and/ or undertakings as may be necessary in accordance with Applicable Law for complying with the formalities of the Stock Exchanges.

9. ACCOUNTING TREATMENT

9.1 In the books of the Demerged Company

9.1.1 Notwithstanding anything to the contrary contained herein, the Demerged Company shall give effect to the demerger of the Demerged Undertaking in accordance with the accounting principles prescribed under the Companies (Indian Accounting Standards) Rules, 2015, as notified under Section 133 of the Act (“**Ind AS**”), as amended and on the date as determined under Ind AS. The accounting in the books of the Demerged Company is as follows:

- 9.1.1.1 The Demerged Company shall derecognise from its books of accounts, the carrying amount of assets and liabilities pertaining to the Demerged Undertaking;
- 9.1.1.2 The excess of the carrying amount of assets transferred over the carrying amount of liabilities transferred shall be debited to appropriate reserve within equity; and
- 9.1.1.3 The Demerged Company shall derecognise the carrying amount of investments in the Resulting Company cancelled pursuant to the Scheme.

9.2 In the books of the Resulting Company

9.2.1 Notwithstanding anything to the contrary contained herein, the Resulting Company shall account for the acquisition of the Demerged Undertaking in its books of accounts by applying the principles prescribed in Indian Accounting Standard 103, Business Combinations, Appendix C - Business combinations of entities under common control and other accounting principles prescribed under the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) as notified under Section 133 of the Companies Act, 2013 and on the date determined in accordance with Ind AS. The Resulting Company shall account for acquisition of Demerged Undertaking as follows:

- 9.2.1.1 Resulting Company shall recognise the assets and liabilities of the Demerged Undertaking, at their respective carrying amounts as appearing in the books of the Demerged Company;
- 9.2.1.2 The Resulting Company shall debit its share capital account in its books of account with the aggregate face value of the shares issued by the Resulting Company to the Demerged Company for cancelled shares and credit capital reserve for the same

amount;

9.2.1.3 The difference, if any, between the carrying amount of the net assets of the Demerged Undertaking acquired and the aggregate face value of the shares issued to the shareholders of the Demerged Company shall be adjusted to capital reserve;

9.2.1.4 The financial statements of the Resulting Company shall be restated in accordance with the requirements of Appendix C of Ind AS 103; and

9.3 Any matter not dealt with in this Clause 9 hereinabove shall be dealt with in accordance with the applicable Ind AS.

10. REDUCTION AND CANCELLATION OF ENTIRE PRE-SCHEME SHARE CAPITAL OF THE RESULTING COMPANY

10.1 Upon allotment of the Resulting Company New Equity Shares, the entire pre-scheme paid up share capital of the Resulting Company shall stand cancelled and reduced, without any consideration and without any further act, instrument or deed, which shall be regarded as reduction of share capital of the Resulting Company, pursuant to Sections 230 to 232 of the Act as an integral part of the Scheme and the Parties shall not be required to follow the process under Section 66 of the Act or any other provisions of Applicable Law separately. The aforesaid reduction of capital does not involve any diminution of liability in respect of any unpaid share capital or payment to any shareholder of any paid-up share capital or payment in any other form.

10.2 It is clarified that the approval of the members of the Resulting Company to this Scheme, shall be deemed to be their consent/approval for the reduction of the share capital of the Resulting Company under applicable provisions of the Act.

10.3 Notwithstanding the reduction in the share capital of the Resulting Company, the Resulting Company shall not be required to add "And Reduced" as suffix to its name.

11. REMAINING BUSINESS OF THE DEMERGED COMPANY

11.1 The Remaining Business of the Demerged Company shall continue to belong to and be owned and managed by the Demerged Company. The Demerged Company shall continue to be liable to perform and discharge all its liabilities and obligations in relation to the Remaining Business of the Demerged Company and the Resulting Company shall not have any liability or obligation in relation to the Remaining Business of the Demerged Company.

11.2 If the Resulting Company is in receipt of any demand, claim, notice and/or is impleaded as a party in any proceedings before any Appropriate Authority, in each case in relation to the Remaining Business of the Demerged Company, the Resulting Company shall take all such steps in the proceedings before the Appropriate Authority to substitute the Resulting Company with the Demerged Company. However, if the Resulting Company is unable to replace the Demerged Company in such proceedings, the Resulting Company shall defend the same or deal with such demand at the cost of the Demerged Company and the latter shall reimburse the Resulting Company, against all liabilities and obligations incurred by or against the Resulting Company, in respect thereof.

12. AMENDMENT TO ARTICLES OF ASSOCIATION OF THE RESULTING COMPANY

12.1 The articles of association of the Resulting Company, if required, shall stand amended and restated to comply with the provisions required for listed company.

12.2 The amendments pursuant to this Clause 12 shall become operative upon the effectiveness of the Scheme by virtue of the fact that the shareholders of the Resulting Company, while approving the

Scheme as a whole, have approved and accorded the relevant consents as required under the Act for amendment of the articles of association of the Resulting Company and shall not be required to pass separate resolutions under Section 14 or any other applicable provisions of the Act.

13. VALIDITY OF EXISTING RESOLUTIONS

Upon the coming into effect of the Scheme, the resolutions, if any, passed by the Demerged Company relating to the Demerged Undertaking, which are valid and subsisting on the Effective Date, shall continue to be valid and subsisting and be considered as resolutions passed by the Resulting Company, and if any such resolutions have any monetary limits approved under the provisions of the Act, or any other applicable statutory provisions, such limits shall be added to the limits, if any, under like resolutions passed by the Resulting Company, and shall constitute the aggregate of the said limits in the Resulting Company.

PART III

GENERAL TERMS AND CONDITIONS

14. WRONG POCKET ASSETS

- 14.1 Subject to Clause 15 and unless otherwise specified in the terms of the Scheme, no part of the Demerged Undertaking, shall be retained by the Demerged Company after the Effective Date pursuant to the Scheme. If any part of any of the Demerged Undertaking is inadvertently not transferred to the Resulting Company on the Effective Date pursuant to the Scheme, the Demerged Company shall take such actions as may be reasonably required to ensure that such part of the relevant Demerged Undertaking, as the case may be, is transferred to the Resulting Company promptly and for no further consideration, and without any Tax implications. The Demerged Company shall bear all costs and expenses as may be required to be incurred by each of the Demerged Company or the Resulting Company, for giving effect to this Clause.
- 14.2 No part of the Remaining Business of the Demerged Company shall be transferred to the Resulting Company pursuant to the Scheme. If any part of the Remaining Business of the Demerged Company is inadvertently held by the Resulting Company after the Effective Date, the Resulting Company shall take such actions as may be reasonably required to ensure that such part of the Remaining Business of the Demerged Company is transferred back to the Demerged Company, promptly and for no consideration, and without any Tax implications. The Resulting Company shall bear all costs and expenses as may be required to be incurred by each of the Demerged Company or the Resulting Company for giving effect to this Clause.
- 14.3 If the Demerged Company realizes any amounts after the Effective Date that form part of the Demerged Undertaking, it shall immediately make payment of such amounts to the Resulting Company. It is clarified that all receivables relating to the Demerged Undertaking, for the period prior to the Effective Date, but received after the Effective Date, relate to the Demerged Undertaking and shall be paid to the Resulting Company for no additional consideration, and without any Tax implications. If the Resulting Company realizes any amounts after the Effective Date that pertains to the Remaining Business of the Demerged Company, the Resulting Company shall immediately pay such amounts to the Demerged Company. Similarly, if the Demerged Company discharges any Demerged Liability after the Effective Date, the Resulting Company shall make payment of such amounts to the Demerged Company.

15. RESIDUAL PROVISIONS

- 15.1 Notwithstanding anything contained in this Scheme, on or after the Effective Date, as the case may be, until any property, asset, Permits and rights and benefits arising therefrom pertaining to the Demerged Undertaking is transferred, vested, recorded, effected and/ or perfected, in the records of any Appropriate Authority, regulatory bodies or otherwise, in favour of the Resulting Company, the

Resulting Company is deemed to be authorized to enjoy the property, asset or the rights and benefits arising from the Permit as if it were the owner of the property or asset or as if it were the original party to the Permit. It is clarified that till entry is made in the records of the Appropriate Authorities and till such time as may be mutually agreed by the Parties, the Demerged Company will continue to hold the property and/or the asset, Permit and rights and benefits arising therefrom, in trust for and on behalf of the Resulting Company.

- 15.2 Without prejudice to the aforesaid, it is clarified that if any assets (estate, claims, rights, title, interest in or relating to such assets) or any contract, deeds, bonds, agreements, schemes, tenders, arrangements or other instruments of whatsoever nature in relation to the Demerged Undertaking which the Demerged Company owns or to which the Demerged Company is a party to, cannot be transferred to or vested in the Resulting Company for any reason whatsoever:
- 15.2.1 The Demerged Company shall hold such asset or contract, deeds, bonds, agreements, schemes, tenders, arrangements or other instruments of whatsoever nature in trust for the benefit of the Resulting Company, in so far as it is permissible so to do, till such time as their transfer or vesting in the Resulting Company is effected;
- 15.2.2 The Demerged Company and the Resulting Company shall, however, between themselves, treat each other as if all contracts, deeds, bonds, agreements, schemes, tenders, arrangements or other instruments of whatsoever nature in relation to the Demerged Undertaking had been transferred to the Resulting Company on the Effective Date; and
- 15.2.3 The Resulting Company shall perform or assist the Demerged Company in performing all of the obligations under those contracts, deeds, bonds, agreements, schemes, tenders, arrangements or other instruments of whatsoever nature, to be discharged after the Effective Date.
- 15.2.4 It is clarified that the Demerged Company and the Resulting Company may enter into contracts or arrangements, as may be required to give effect to the provisions of this Clause 15.1 and that any such transfer under the provisions hereof shall be deemed to be with effect from the Appointed Date as an integral part of the Scheme.
- 15.2.5 The mechanism or arrangement between the Demerged Company and Resulting Company, pursuant to this Clause, after the Effective Date, shall be based on the following principles (i) the Demerged Company shall not be responsible for performance of any obligations or for any Demerged Liabilities and shall not be entitled to any rights or to receive any benefits whatsoever in relation to the Demerged Undertaking; (ii) the rights and liabilities in connection with the Demerged Undertaking, shall rest and be borne entirely and exclusively by Resulting Company, in each case, subject to any specific agreement executed by the Parties in accordance with Clause 16 below.

16. ADDITIONAL ARRANGEMENTS

- 16.1 The MFL Business has various inter-dependencies with the Remaining Business of the Demerged Company for which appropriate contracts / arrangements will be entered into between the Demerged Company and the Resulting Company prior to Effective Date, including *inter alia* for sharing of infrastructural facilities, usage of assets (whether moveable or immovable) including intellectual property and services relating to information technology, legal, administrative, accounting, tax, treasury amongst others.
- 16.2 The Demerged Company has certain existing arrangements with certain third parties, which are important for the efficient functioning of the Resulting Company. These arrangements will be continued with the Resulting Company and the Resulting Company may enter into appropriate arrangements with the Demerged Company or such third parties for continuity of such arrangements.

16.3 The approval of this Scheme by the shareholders of the Resulting Company and the Demerged Company shall be deemed to constitute due compliance with Section 188 and any other applicable provisions of the Act, Regulation 23 and any other applicable provision of the SEBI LODR Regulations and the articles of association of the Resulting Company and the Demerged Company for the purposes of this Clause 16, and no further action under the Act, the SEBI LODR Regulations or the articles of association of the Resulting Company and the Demerged Company shall be separately required.

17. BUSINESS UNTIL THE EFFECTIVE DATE

17.1 With effect from the date of approval of this Scheme by the respective Boards of the Parties and up to and including the Effective Date:

17.1.1 The Demerged Company shall carry on the business of the Demerged Undertaking with reasonable diligence and business prudence and in the same manner as it had been doing hitherto; and

17.1.2 The Parties (with respect to the Demerged Undertaking) shall be entitled, pending the sanction of this Scheme, to apply to the Appropriate Authorities concerned as necessary under Applicable Law for such Permits which the Resulting Company may require to carry on the MFL Business and to give effect to this Scheme.

17.2 With effect from the Appointed Date and up to and including the Effective Date:

17.2.1 The Demerged Company shall be deemed to have been carrying on and shall carry on its business and activities of the Demerged Undertaking and shall be deemed to have held and stood possessed of and shall hold and stand possessed of the assets of the Demerged Undertaking for and on account of, and in trust for the Resulting Company;

17.2.2 All profits or income arising or accruing to the Demerged Company with respect to the Demerged Undertaking and all Taxes paid thereon (including but not limited to advance tax, tax deducted or collected at source, minimum alternate tax, dividend distribution tax, securities transaction tax, taxes withheld/ paid in a foreign country, etc.) or losses arising or incurred by the Demerged Company with respect to the Demerged Undertaking shall, for all purposes, be treated as and deemed to be the profits or income, Taxes or losses, as the case may be, of the Resulting Company;

17.2.3 All loans raised and all liabilities and obligations incurred by the Demerged Company with respect to the Demerged Undertaking, shall, subject to the terms of this Scheme, be deemed to have been raised, used or incurred for and on behalf of the Resulting Company and to the extent they are outstanding on the Effective Date, shall also, without any further act or deed be and be deemed to become the debts, liabilities, duties and obligations of the Resulting Company; and

17.2.4 The Parties shall be entitled, pending the sanction of the Scheme, as may be mutually agreed between them, to apply to the Appropriate Authorities concerned as necessary under Applicable Law for such Permits which the Resulting Company may require to carry on the MFL Business of the Demerged Company and to give effect to the Scheme.

18. APPLICATIONS/PETITIONS TO THE TRIBUNAL

The Parties shall make and file all applications and petitions under Sections 230 to 232 and other applicable provisions of the Act before the Tribunal, for sanction of this Scheme under the provisions of the Act.

19. MODIFICATION OR AMENDMENTS TO THIS SCHEME

- 19.1 The Board of Parties may make any modifications or amendments to this Scheme at any time and for any reason whatsoever, or which may otherwise be considered necessary, desirable or appropriate. The Board of the Parties may consent to any conditions or limitations that the Tribunal or any other Appropriate Authority may impose.
- 19.2 For the purposes of giving effect to this Scheme or to any modification hereof, the Board of the Demerged Company or the Board of the Resulting Company, acting jointly or individually, as may be relevant, (i) give such directions including directions for settling any question or difficulty that may arise and such directions shall be binding on the Resulting Company as if the same were specifically incorporated in this Scheme, (ii) do all such acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect.

20. CONDITIONS PRECEDENT

- 20.1 This Scheme is conditional upon and subject to the following conditions precedent:
- 20.1.1 The Stock Exchanges having issued their observation / no-objection letters as required under the SEBI LODR Regulations read with the SEBI Schemes Master Circular and the SEBI Debt Circular;
- 20.1.2 This Scheme being approved by the respective requisite majorities of the various classes of (a) creditors (where applicable) of the Demerged Company and the Demerged Company Members; and (b) members and creditors (where applicable) of the Resulting Company, as required under the Act, subject to any dispensation of holding and convening meetings of members and creditors, that may be granted by the Tribunal;
- 20.1.3 the fulfilment, satisfaction or waiver (as the case may be) of any approvals or conditions mutually agreed by the Parties as required for completion of transactions contemplated under this Scheme;
- 20.1.4 Sanction of the Scheme by the Tribunal under Sections 230 to 232 of the Act and receipt of certified copy of the Sanction Order; and
- 20.1.5 The certified copy of the Sanction Order having been filed by the Parties with the RoC.
- 20.2 The Scheme shall not come into effect unless the aforementioned conditions mentioned in Clause 20.1 above are satisfied (or to the extent permissible under Applicable Law, waived by the Demerged Company) and in such an event, no rights and liabilities stated under this Scheme shall accrue to or be incurred inter se the Demerged Company and the Resulting Company or their respective shareholders or creditors or employees or any other Person.
- 20.3 On the approval of this Scheme by the shareholders of the Parties and such other classes of persons relating to the Parties, if any, such shareholders and classes of persons, shall also be deemed to have resolved and accorded all relevant consents under the Act or SEBI LODR Regulations or otherwise, to the same extent applicable to all the matters related to or arising pursuant to the Scheme and this Scheme itself.

21. WITHDRAWAL OF THIS SCHEME

- 21.1 The Demerged Company and the Resulting Company, acting jointly, shall be at liberty to withdraw the Scheme, as may be mutually agreed by the respective Boards of the Parties at any time before the Effective Date. In the event of withdrawal, no rights and liabilities whatsoever shall accrue to or be incurred by the respective Parties or their shareholders or creditors or employees or any other Person. In such case, each of the Parties shall bear its own costs and expenses or as may be otherwise mutually agreed.

22. IMPACT OF THE SCHEME ON HOLDERS OF DEMERGED COMPANY NCDs

- 22.1 Pursuant to this Scheme, there will be no change in terms and conditions of the Demerged Company NCDs. Details of the Demerged Company NCDs listed on BSE are set out in Schedule A. Transferring NCDs as set out in Schedule A hereto, form part of the Demerged Undertaking and will be transferred to the Resulting Company pursuant to this Scheme.
- 22.2 Safeguards for the protection of holders of NCDs of the Parties: Pursuant to the Scheme, the holders of Transferring NCDs as on the Effective Date will be transferred to the Resulting Company on same terms, including the coupon rate, tenure, redemption price, quantum, ranking nature of security, etc. Further, the holders of Retained NCDs as on the Effective Date will continue to hold NCDs of the Demerged Company, without any interruption, on same terms, including the coupon rate, tenure, redemption price, quantum, and nature of security, ISIN, etc..
- 22.3 The Demerged Company NCDs, as on the Effective Date, will continue to be freely tradable and listed on BSE, thereby providing exit option and liquidity to the holders of such NCDs.
- 22.4 In view of the provisions of this Clause 22 above, the Scheme will not have any adverse impact on the holders of the Demerged Company NCDs.

23. COSTS AND EXPENSES

All costs, charges and expenses payable in relation to or in connection with this Scheme and incidental to the completion of the transfer and vesting of the Demerged Undertaking in the Resulting Company, in pursuance of this Scheme including stamp duty on the order(s) of the Tribunal, if any, to the extent applicable and payable shall be borne and paid as mutually agreed between the Boards of the Parties.

24. SEVERABILITY

- 24.1 The provisions contained in this Scheme are inextricably inter-linked with the other provisions and the Scheme constitutes an integral whole. The Scheme would be given effect to, only if the Scheme is approved in its entirety and given effect to in accordance with the terms of the Scheme, except to the extent that the Parties may otherwise agree in writing.
- 24.2 Subject to Clause 24.1 above, if any part of this Scheme is found to be unworkable or unenforceable for any reason whatsoever, then it is the intention of the Parties that such part shall be severable from the remainder of this Scheme and this Scheme shall not be affected thereby, unless the deletion of such part shall cause this Scheme to become materially adverse to the Parties, in which case the Parties, acting through their respective Boards, shall attempt to bring about a modification in this Scheme, as will best preserve for the Parties, the benefits and obligations of this Scheme, including but not limited to such part, which is invalid, ruled illegal or rejected by the Tribunal or any court of competent jurisdiction, or unenforceable under present or future Applicable Laws.

25. SAVING OF CONCLUDED TRANSACTIONS

Nothing in this Scheme shall affect any transaction or proceedings already concluded or liabilities incurred by the Demerged Company in relation to the Demerged Undertaking until the Effective Date, to the end and intent that the Resulting Company shall accept and adopt all acts, deeds and things done and executed by the Demerged Company in respect thereto as done and executed on behalf of the Resulting Company.

SCHEDULE A

DETAILS OF DEMERGED COMPANY NCDs

	NCD 1	NCD 2	NCD 3
ISIN	INE647O08107	INE647O08115	INE647O08123
Face Value (INR)	10,00,000	1,00,000	1,00,000
Dividend / Coupon	Coupon	Coupon	Coupon
Terms of payment of dividends/ coupon including frequency, etc.	Annual Coupon with the coupon rate of 5.80%	Annual Coupon with the coupon rate of 7.80%	Annual Coupon with the coupon rate of 7.57%
Credit Rating	AA/Stable	AA/Positive	AA+/Stable
Tenure / Maturity	3 years	3 years	7 years
The terms of redemption	Interest to be paid annually and principle payable at maturity	Interest to be paid annually and principle payable at maturity	Interest to be paid annually and principle payable in 3 annual instalments at the end of 5 th , 6 th and 7 th year
Amount of redemption	INR 4,00,00,00,000 (Indian Rupees Four Hundred Crores Only)	INR 5,00,00,00,000 (Indian Rupees Five Hundred Crores Only)	INR 7,50,00,00,000 (Indian Rupees Seven Hundred Fifty Crores Only)
Date of redemption	09 September 2024	30 January 2026	12 September 2030
Redemption premium/ discount	NA	NA	NA
Early redemption scenarios, if any	Yes, in case the credit rating is downgraded to A	Yes, in case the credit rating is downgraded to A	Yes, in case the credit rating is downgraded to A+ or below
Other embedded features (put option, call option, dates, notification times, etc.)	NA	NA	NA
Other terms of instruments	As per Private Placement Offer letter dated September 6, 2021 and Debenture Trust Deed dated September 14, 2021	As per Private Placement Offer letter dated January 24, 2023 and Debenture Trust Deed dated January 31, 2023	As per Private Placement Offer letter dated September 11, 2023 and Debenture Trust Deed dated September 7, 2023
Latest audited financials along with notes to	https://www.abfri.com/		

	NCD 1	NCD 2	NCD 3
accounts and any audit qualifications			
Fairness Report	https://www.abfrl.com/		
An auditors' certificate certifying the payment / repayment capability of the resulting entity	NA	https://www.abfrl.com/	NA
Any other information/details pertinent for holders of NCDs	As per Private Placement Offer letter dated September 6, 2021 and Debenture Trust Deed dated September 14, 2021	As per Private Placement Offer letter dated January 24, 2023 and Debenture Trust Deed dated January 31, 2023	As per Private Placement Offer letter dated September 11, 2023 and Debenture Trust Deed dated September 7, 2023
Name of debenture trustee	Axis Trustee Services Limited	Axis Trustee Services Limited	Axis Trustee Services Limited

**REPORT ON
RECOMMENDATION OF ENTITLEMENT RATIO
AND IMPLICATIONS ON THE
LISTED NCD HODLERS
FOR THE PROPOSED DEMERGER
OF
THE DEMERGED UNDERTAKING OF
ADITYA BIRLA FASHION AND RETAIL LIMITED
INTO
ADITYA BIRLA LIFESTYLE BRANDS LIMITED**

BANSI S. MEHTA VALUERS LLP.
Registered valuer – Securities or Financial Assets
11/13, Botawala Building, 2nd Floor,
Horniman Circle, Fort,
Mumbai – 400 020.

CONTENTS

1.	Glossary	2
2.	Introduction.....	3
3.	Data obtained and sources of information	6
4.	Consideration of Factors for Determination of Share Entitlement Ratio	7
5.	Conclusion	9
6.	Limitations and Disclaimers	10
	Appendix A: Broad Summary Of Data Obtained and Sources of Information.....	12
	Appendix B: Information required pursuant to SEBI Master Circular.....	13
	Appendix C: Terms of NCDs	14



This report should be read along with our limitations mentioned therein.

1. Glossary

Abbreviation	Definition
ABFRL	Aditya Birla Fashion and Retail Limited
ABLBL	Aditya Birla Lifestyle Brands Limited
Companies	Demerged Company and Resulting Company
Demerged Company	Aditya Birla Fashion and Retail Limited
Demerged Undertaking	Demerged Undertaking is the MFL Business of ABFRL
ICAI	Institute of Chartered Accountants of India
IVS	ICAI Valuation Standards
MFL Business	The division of ABFRL engaged in business of manufacturing, marketing, sales and/or distribution of fashion apparel, footwear and accessories through offline and/or online channels including wholesale, retail and e-commerce under four lifestyle brands viz Louis Phillippe, Van Heusen, Allen Solly and Peter England along with casual wear brands viz. American Eagle and Forever 21, sportswear brand Reebok and the innerwear business under Van Heusen brand
NCD 1	Non-Convertible Debentures with ISIN INE647008107 and redemption amount of INR 400 Crores (Details mentioned in Appendix C)
NCD 2	Non-Convertible Debentures with ISIN INE647008115 and redemption amount of INR 500 Crores (Details mentioned in Appendix C)
NCD 3	Non-Convertible Debentures with ISIN INE647008123 and redemption amount of INR 750 crores (Details mentioned in Appendix C)
Remaining Business of Demerged Undertaking Company	All the business, units, divisions, undertakings, and assets and liabilities of the Demerged Company other than the Demerged Undertaking
Report Date	Means the date of this Report
Resulting Company	ABLBL
SEBI	Securities and Exchange Board of India
SEBI Master Circular -Debt	SEBI Circular No. SEBI/HO/DDHS/POD1/P/CIR/2023/108 dated July 29, 2022, as amended from time to time [pursuant to Regulation 59A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]
SEBI Master Circular - Equity	SEBI Circular No. SEBI/HO/CFD/POD-2/ P/CIR/2023/93 dated June 20, 2023, as amended from time to time or any other circulars issued by SEBI applicable to schemes of arrangement from time to time [pursuant to Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]
TCNS	TCNS Clothing Co Limited
the Management	Management of ABFRL
the Managements	Management of ABFRL and ABLBL



2. Introduction

2.1 There is a proposal before the Board of Directors of Aditya Birla Fashion and Retail Limited to demerge the Demerged Undertaking of ABFRL into ABLBL under a scheme of arrangement under sections 230-232 of Companies Act, 2013, including the rules and regulations made thereunder (hereinafter referred to as “**the Scheme**”). Pursuant to the demerger, equity shares of ABLBL would be issued to the shareholders of ABFRL as consideration for the proposed demerger. The said transaction is referred to as the “**Proposed Demerger**”.

2.2 In light of the above, we have been appointed by the Management of ABFRL vide Engagement Letter dated April 3, 2024 and by the Management of ABLBL by Engagement Letter dated April 13, 2024 (“**the Managements**”) to recommend the following:

- Share Entitlement Ratio for the allotment of equity shares of ABLBL, to the shareholders of ABFRL as consideration for the Proposed Demerger, in accordance with the requirements under the Companies Act, 2013 including the rules and regulations made there under.
- Comment on impact of the Scheme on the NCD holders.

2.3 This report (“**Report**”) sets out the findings of our exercise.

2.4 Brief Profile of the Companies and Undertakings:

- **Profile of ABFRL (on a consolidated basis)**

Aditya Birla Fashion and Retail Limited is a public company, limited by shares, incorporated under the Companies Act 1956 bearing CIN : L18101MH2007PLC233901 having its registered office at Piramal Agastya Corporate Park, Building ‘A’, 4th and 5th Floor, Unit No. 401, 403, 501, 502, L.B.S. Road, Kurla, Mumbai - 400 070. ABFRL runs a diverse portfolio of fashion brands and retail formats with key business segments comprising of Madura Fashion and Lifestyle and Pantaloons, Ethnic portfolio along with other new growth platforms.

- **Profile of the Demerged Undertaking**

The Demerged Undertaking is engaged in the business of manufacturing, marketing, sales and/or distribution of fashion apparel, footwear and accessories through offline and/or online channels including wholesale, retail and e-commerce under four lifestyle brands viz Louis Phillippe, Van Heusen, Allen Solly and Peter England along with casual wear brands viz. American Eagle and Forever 21, sportswear brand Reebok and the innerwear business under Van Heusen brand. The Demerged Undertaking of ABFRL would be transferred in the Resulting Company.

- **Profile of ABLBL (Resulting Company)**

The Resulting Company is a public company, limited by shares, incorporated under the Companies Act, 2013 bearing corporate identification number U46410MH2024PLC423195 and having its registered office at Piramal Agastya, Building A, 401, 403, 501, 502, LBS Road, Kurla, Mumbai Maharashtra 400070 (hereinafter referred to as “**Resulting Company**”). The Resulting Company was incorporated on April 9, 2024 as a wholly owned subsidiary of the Demerged Company.



• **Share Capital and Shareholding pattern of ABFRL**

The authorised, issued, subscribed and paid-up share capital of ABFRL as at March 31, 2024 is as follows:

SHARE CAPITAL	AMOUNT (INR in Lakhs)
Authorised:	
2,00,00,00,000 equity shares of Rs.10each	2,00,000
5,00,000 8% Redeemable Cumulative Preference Shares of INR 10 each	50
15,000 Redeemable Cumulative Preference Shares of INR 100 each	15
95,00,000 Preference Shares of INR 10 each	950
Total	2,01,015
Issued:	
1,01,52,15,146 equity shares of Rs. 10 each	1,01,522
11,10,000 8% non-cumulative non-convertible redeemable preference shares of INR 10 each	111
Total	1,01,633
Subscribed and fully paid up:	
1,01,50,09,642 equity shares of Rs. 10 each	1,01,501
11,10,000 8% non-cumulative non-convertible redeemable preference shares of INR 10 each	111
Total	1,01,612

Source: Management of ABFRL

It may be noted that the proposed merger of TCNS Clothing Co Limited with ABFRL ("TCNS Merger") is under process. We understand from the Scheme that the TCNS Merger would be a condition precedent to the Proposed Demerger. Post effectiveness of the said TCNS Merger, the equity share capital of ABFRL would comprise of 1,07,06,78,979 equity shares.

Number of equity shares on diluted basis after taking into account issue of shares on account of TCNS dilution and appropriate adjustments for ESOPs outstanding (for ABFRL and entitlement to TCNS shareholders) are 1,07,44,29,831 equity shares of INR 10 each.

The foregoing equity share capital is held as follows as on March 31, 2024:

Particulars	Number of Shares Held	Percentage of Shareholding
Promoter & Group	52,62,99,516	51.85%
Public	48,87,10,126	48.15%
Total	1,01,50,09,642	100.00%



This report should be read along with our limitations mentioned therein.

It is understood from the Management of ABFRL that pursuant to TCNS Merger, the Promoter & Promoter Group Shareholding is likely to be 49.16%.

The preference share capital is held by Birla Management Centre Services Private Limited.

- **Non-Convertible Debentures (NCDs) of ABFRL**

ABFRL has issued the following Non-Convertible Debentures (NCDs), details of the said NCDs are given in Appendix C. The said NCDs are listed on BSE. :

Particulars	NCD	ISIN	INR in crores
NCDs to be transferred to the Resulting Company	NCD 2	INE647O08115	500
NCDs to be retained by the Demerged Company	NCD 1	INE647O08107	400 ¹
	NCD 3	INE647O08123	750 ²

¹ NCD 1 are redeemable in September 2024

² Comprises of inter-alia specific borrowing of ~ INR 680 crores towards acquisition of TCNS by ABFRL

- **Shareholding pattern of ABLBL**

The authorised, issued, subscribed and paid-up share capital of ABLBL as on April 15, 2024 is as follows:

SHARE CAPITAL	AMOUNT (INR)
Authorised: 50,000 equity shares of Rs. 10 each	5,00,000
Issued, Subscribed and fully paid up: 50,000 equity shares of Rs. 10 each	5,00,000

Source: Management of ABLBL

Basis information provided by the Management of ABLBL, there are no ESOP's outstanding as at the Report Date.

The foregoing share capital is held as follows:

Particulars	Number of Shares Held	Percentage of Shareholding
ABFRL and its nominees	50,000	100.00%
Total		100.00%



3. Data obtained and sources of information

- 3.1 We have called for and obtained such data, information, etc. as were necessary for the purpose of this assignment, which have been, as far as possible, made available to us by the Managements. **Appendix A** hereto broadly summarizes the data obtained.
- 3.2 For the purpose of this assignment, we have relied on such data summarized in the said Appendix and other related information and explanations provided to me in this regard.



4. Consideration of Factors for Determination of Share Entitlement Ratio

For the purpose of arriving at the Share entitlement ratio for the Proposed Demerger, we have examined, considered and placed reliance on various details, data, documents, accounts, statements furnished and explanations and information given to us and have proceeded to find out the ratio on a consideration of the following factors:

- 4.1 All the properties and the liabilities of ABFRL relating to the Demerged Undertaking shall be transferred to ABLBL.
- 4.2 As can be observed from the shareholding pattern, ABLBL is a wholly owned subsidiary of ABFRL. Upon the Scheme being effective, the entire existing share capital of ABLBL shall stand cancelled and new shares shall be allotted to the shareholders of ABFRL holding shares therein on the record date as defined in the Scheme. Therefore, only the shareholders of ABFRL shall hold shares of ABLBL. Thus, effectively the shareholding in ABLBL would continue to mirror the shareholding of ABFRL. Hence, the Proposed Demerger will not have any impact on the beneficial economic interest of the equity shareholders of ABFRL as the equity shareholders of ABFRL would continue to have the same economic interest in ABFRL and ABLBL combined.
- 4.3 Further, we have given due consideration to the twin factors of the level of paid-up equity share capital that is considered reasonable for the Demerged Undertaking proposed to be transferred to ABLBL and of avoiding fractions in the share entitlement.
- 4.4 From the foregoing, it is evident that the question or aspect of adjusting the interest of equity shareholders between two or more disparate groups (which is ordinarily at the root of fixing such ratio of entitlement) is not relevant in this case due to mirroring of the shareholding in case of ABLBL and ABFRL.
- 4.5 It may be noted that the Institute of Chartered Accountants of India (ICAI) on June 10, 2018 has issued the ICAI Valuation Standards (“IVS”) effective for all the valuation reports issued on or after July 1, 2018. The IVS is mandatory for the valuation done under the Companies Act, 2013, and recommendatory for valuation carried out under other statutes/ requirements. However, as the current exercise does not entail valuation, the question of following the Valuation Standards does not arise.



This report should be read along with our limitations mentioned therein.

For NCD holders

As mentioned earlier, following series of NCDs of ABFRL are currently listed:

Particulars	NCD	ISIN	INR in crores
NCDs to be transferred to the Resulting Company / ABLBL	NCD 2	INE647O08115	500
NCDs to be retained by the Demerged Company	NCD 1	INE647O08107	400
	NCD 3	INE647O08123	750

- It may be noted that the NCD 2 of ABFRL (i.e. NCDs amounting to INR 500 Crores with ISIN - INE647O08115) would be transferred to the Resulting Company with the same terms including coupon rate, tenure, redemption price and quantum.
- The Management has provided us their outlook of operating and financial cashflows of the Demerged Undertaking. Based on these cash flows as projected by the Management, we understand that the Resulting Company will meet the interest and repayment obligations of such NCD 2 holders. Hence, in our view, the overall economic interest of NCD 2 holders will not be adversely affected pursuant to the Proposed Demerger.

Similarly, the Management has provided us their outlook of operating and financial cashflows of the Demerged Company. Based on these cash flows including incremental borrowing and the equity fundraise as projected by the Management, we understand that the Demerged Company will meet the interest and repayment obligations of NCD 1 and NCD 3 holders. Based on the above, in our view, the economic interest of NCD 1 and NCD 3 holders would not be affected pursuant to the Proposed Demerger.



5. Conclusion

Based on the foregoing data, considerations and steps followed, in our opinion the Share Entitlement Ratio would be as follows:

For Equity Shareholders

For every 1 (one) equity share of face and paid-up value of Rs 10/- (ten) each held in Demerged Company, 1 (one) equity share of face and paid-up value of Rs. 10/- (ten) each of Resulting Company to be issued to the equity shareholders of Demerged Company.

Specific Consideration:

The SEBI Master Circular - Equity requires the valuation report for a scheme of arrangement to provide certain information in a specified format. The current transaction does not trigger the requirement for valuation under SEBI Master Circular - Equity since there is no change in shareholding. However, we have given in **Appendix B** the disclosure required under the specified format.



6. Limitations and Disclaimers

- 6.1 The Report is to be read in totality and not in parts.
- 6.2 The Report is based on the information furnished to us being complete and accurate in all material respect. In no event, we shall be liable for any loss, damages, cost or expenses arising from fraudulent acts, misrepresentations, or willful default on part of the companies, their directors, employee or agents.
- 6.3 We have relied on the written representations from the Managements that the information contained in this Report is materially accurate and complete in the manner of its portrayal and therefore forms a reliable basis for the share entitlement ratio.
- 6.4 The estimate of future financial performance is as projected by the Managements, which represents their view of reasonable expectations at the point of time when they were prepared, but such information and estimates are not offered as assurances that the particular level of income or profit will be achieved, or events will occur as predicted. Actual results achieved during the period covered by the prospective financial statements may vary from those contained in the statement and the variation may be material.
- 6.5 The information presented in this report does not reflect the outcome of any financial due diligence procedures. The reader is cautioned that the outcome of that process could change the information herein and, therefore, the valuation materially.
- 6.6 Our scope of work does not enable us to accept responsibility for the accuracy and completeness of the information provided to us. We have, therefore, not performed any audit, review or examination of any of the historical or prospective information used and therefore, we do not express any opinion with regard to the same.
- 6.7 The Report is meant for the specific purpose mentioned herein and should not be used for any purpose other than the purpose mentioned herein. This Report should not be copied or reproduced without obtaining our prior written approval for any purpose other than the purpose for which it is prepared. For the avoidance of doubt, this restriction will not preclude the clients from providing a copy of this Report to third party advisors, shareholders, creditors, or judicial and regulatory authorities in relation to the Proposed Demerger.
- 6.8 No investigation of the Demerged Undertaking, ABFRL's claim to the title of assets has been made for the purpose of this assignment and their claim to such rights has been assumed to be valid. No consideration has been given to liens or encumbrances against the assets, beyond the loans disclosed in the accounts. Therefore, no responsibility is assumed for matters of a legal nature. The Report is not, nor should it be construed, as our opining or certifying the compliance with the provisions of any law including company and taxation laws or as regards any legal, accounting or taxation implications or issues.



6.9 The recommendation is based on the regulatory environment that existed at the Report Date. We have no obligation to update this Report because of events or transactions occurring subsequent to the date of this Report. The fee for the engagement is not contingent upon the results reported.

This report should be read along with our limitations mentioned therein.

- 6.10 The Report assumes that the Companies comply fully with relevant laws and regulations applicable in all their areas of operations unless otherwise stated, and that the Companies will be managed in a competent and responsible manner. Further, as specifically stated to the contrary, this Report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigation and other contingent liabilities that are not disclosed in the audited/ unaudited balance sheets of the Companies, if any, provided to us.
- 6.11 This Report does not look into the business/ commercial reasons/economic rationale behind the proposed Scheme, nor the likely benefits arising out of the same. Similarly, it does not address the relative merits of the proposed Scheme as compared with any other alternative business transaction, or other alternatives, or whether or not such alternatives could be achieved or are available.
- 6.12 Any person/ party intending to provide finance/ invest in the shares/ businesses of the companies/ their holding companies/ subsidiaries/ joint ventures/ associates/ investee/ group companies, if any, shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision. If any person/ party (other than the Client) chooses to place reliance upon any matters included in the Report, they shall do so at their own risk and without recourse to us.
- 6.13 We have not carried out any physical verification of the assets and liabilities of the Companies and take no responsibility for the identification of such assets and liabilities.
- 6.14 This Report is subject to the laws of India. In addition, this Report does not in any manner address the price at which equity shares of ABFRL shall trade following announcement of the Proposed Demerger and we express no opinion or recommendation as to how the shareholders of either of the Companies should vote at any shareholders' meeting(s) to be held in connection with the Proposed Demerger. Our Report and opinion/ analysis contained herein is not to be construed as advice relating to investing in, purchasing, selling or otherwise dealing in securities.
- 6.15 *Disclosure Of RV Interest Or Conflict, If Any And Other Affirmative Statements*
- We do not have any financial interest in the Companies, nor do we have any conflict of interest in carrying out this assignment.

For **Bansi S. Mehta Valuers LLP**
Registered Valuer

IBBI Registration Number: IBBI/RV-E/06/2022/172



DRUSHTI DESAI

DRUSHTI DESAI

IBBI Registration Number: IBBI/RV/06/2019/10666

Partner

Place: Mumbai

Date: April 19, 2024.

UDIN: 24102062BKEUCB7715

This report should be read along with our limitations mentioned therein.

Appendix A: Broad Summary Of Data Obtained and Sources of Information

From the Managements:

1. Limited reviewed financial results of ABFRL for the period ending on December 31, 2023.
2. Carved out Balance Sheet of the Demerging Undertaking and the Remaining Business of the Demerged Company as at December 31, 2023.
3. Cashflows of the Demerging Undertaking and Remaining Business of the Demerged Company from FY 2024-25 to FY 2028-29.
4. Draft Scheme between ABFRL and ABLBL and their shareholders and creditors.
5. Other relevant information.
6. Answers to specific questions and issues raised by me after examining the foregoing data.



Appendix B: Information required pursuant to SEBI Master Circular

As mentioned earlier, upon implementation of the Scheme, all the shareholders of ABFRL would become shareholders of ABLBL resulting in a mirror image shareholding. Therefore, there is no change in shareholding as illustrated in Para 4(d) SEBI Circular No. SEBI Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023. Therefore, we have not carried out a valuation of these entities under the generally accepted principles of valuation.

Valuation Approach	ABFRL		ABLBL	
	Value per Share of ABFL for Demerged Undertaking (INR)	Weight	Value per Share of ABLBL (INR)	Weight
Asset Approach	NA	NA	NA	NA
Income Approach	NA	NA	NA	NA
Market Approach	NA	NA	NA	NA
Relative Value per Share	NA		NA	
Share Entitlement Ratio (A/B) (Rounded)	NA		NA	

NA stands for Not Applicable / Not Adopted



Appendix C: Terms of NCDs

	NCD 1	NCD 2	NCD 3
ISIN	INE647O08107	INE647O08115	INE647O08123
Face Value (INR)	10,00,000	1,00,000	1,00,000
Dividend / Coupon	Coupon	Coupon	Coupon
Terms of payment of dividends/ coupon including frequency, etc.	Annual Coupon with the coupon rate of 5.80%	Annual Coupon with the coupon rate of 7.80%	Annual Coupon with the coupon rate of 7.57%
Credit Rating	AA/Stable	AA/Positive	AA+/Stable
Tenure / Maturity	3 years	3 years	7 years
The terms of redemption	Interest to be paid annually and principle payable at maturity	Interest to be paid annually and principle payable at maturity	Interest to be paid annually and principle payable in 3 annual instalments at the end of 5 th , 6 th and 7 th year
Amount of redemption	INR 4,00,00,00,000 (Indian Rupees Four Hundred Crores Only)	INR 5,00,00,00,000 (Indian Rupees Five Hundred Crores Only)	INR 7,50,00,00,000 (Indian Rupees Seven Hundred Fifty Crores Only)
Date of redemption	09 September 2024	30 January 2026	12 September 2030
Redemption premium/ discount	NA	NA	NA
Early redemption scenarios, if any	Yes, in case the credit rating is downgraded to A	Yes, in case the credit rating is downgraded to A	Yes, in case the credit rating is downgraded to A+ or below
Other embedded features (put option, call option, dates, notification times, etc.)	NA	NA	NA
Other terms of instruments	As per Private Placement Offer letter dated September 6, 2021 and Debenture Trust Deed dated September 14, 2021	As per Private Placement Offer letter dated January 24, 2023 and Debenture Trust Deed dated January 31, 2023	As per Private Placement Offer letter dated September 11, 2023 and Debenture Trust Deed dated September 7, 2023
Any other information/details pertinent for holders of NCDs	As per Private Placement Offer letter dated September 6, 2021 and Debenture Trust Deed dated September 14, 2021	As per Private Placement Offer letter dated January 24, 2023 and Debenture Trust Deed dated January 31, 2023	As per Private Placement Offer letter dated September 11, 2023 and Debenture Trust Deed dated September 7, 2023
Name of debenture trustee	Axis Trustee Services Limited	Axis Trustee Services Limited	Axis Trustee Services Limited



This report should be read along with our limitations mentioned therein.

STRICTLY PRIVATE AND CONFIDENTIAL

April 19, 2024

To,
The Board of Directors,
Aditya Birla Fashion and Retail Limited,
Piramal Agastya Corporate Park,
Building 'A', 4th and 5th Floor, Unit No. 401, 403,
501, 502,
L.B.S. Road, Kurla, Mumbai - 400 070

Dear Sirs,

Sub: Fairness Opinion on the share entitlement ratio and implications on the listed NCD holders for demerger of Demerged Undertaking of Aditya Birla Fashion and Retail Limited into Aditya Birla Lifestyle Brands Limited

There is a proposal before the Board of Directors of Aditya Birla Fashion and Retail Limited ("Demerged Company" or "ABFRL") to demerge the Demerged Undertaking of ABFRL into Aditya Birla Lifestyle Brands Limited ("Resulting Company" or "ABLBL"), under a scheme of arrangement under sections 230-232 of Companies Act, 2013, including the rules and regulations made thereunder (hereinafter referred to as the "Scheme"). The said transaction is referred to as the "Proposed Demerger".

The Management of the ABFRL ("the Management") vide engagement letter dated April 12, 2024 ("Engagement Letter") has engaged Inga Ventures Private Limited ("Inga"), to provide a fairness opinion to the Board of Directors of ABFRL on the share entitlement ratio of demerger of Demerged Undertaking of ABFRL into ABLBL and comments on impact of the Scheme on the NCD holders pursuant to the Proposed Demerger as recommended by the Valuer, viz. Banshi S. Mehta Valuers LLP, Registered Valuer ("BSM" or "Valuer") under their report issued dated April 19, 2024 ("Valuation Report")

Background and Purpose

Profile of Aditya Birla Fashion and Retail Limited

Aditya Birla Fashion and Retail Limited is a public company, limited by shares, incorporated under the Companies Act 1956 bearing CIN: L18101MH2007PLC233901 having its registered office at Piramal Agastya Corporate Park, Building 'A', 4th and 5th Floor, Unit No. 401, 403, 501, 502, L.B.S. Road, Kurla, Mumbai - 400 070.

ABFRL has issued certain Non-Convertible Debentures (NCDs) that are listed on BSE which include Non-Convertible Debentures with ISIN INE647008107 and redemption amount of INR 400 Crores ("NCD 1"), Non-Convertible Debentures with ISIN INE647008115 and redemption amount of INR 500 Crores ("NCD 2") and Non-Convertible Debentures with ISIN INE647008123 and redemption amount of INR 750 crores ("NCD 3"). ABFRL has proposed NCD 2 to be transferred to ABLBL and NCD 1 and NCD 3 to be retained.

NCD 2 holders of Demerged Company will become NCD 2 holders of Resulting Company with the same terms and conditions.



1



Profile of Demerged Undertaking

The Demerged Company is engaged in the business of manufacturing, marketing, sales and/or distribution of fashion apparel, footwear and accessories through offline and/or online channels including wholesale, retail and e-commerce under four lifestyle brands viz Louis Phillippe, Van Heusen, Allen Solly and Peter England along with casual wear brands viz. American Eagle and Forever 21, sportswear brand Reebok and the innerwear business under Van Heusen brand. The Demerged Undertaking of ABFRL would be transferred in the Resulting Company.

Profile of Remaining Business

It means all the business, units, divisions, undertakings, and assets and liabilities of the Demerged Company other than the Demerged Undertaking.

Profile of Aditya Birla Lifestyle Brands Limited

The Resulting Company is a public company, limited by shares, incorporated under the Companies Act, 2013 bearing corporate identification number U46410MH2024PLC423195 and having its registered office at Piramal Agastya, Building A, 401, 403, 501, 502, LBS Road, Kurla, Mumbai Maharashtra 400070 (hereinafter referred to as "Resulting Company"). The Resulting Company was incorporated on April 9, 2024 as a wholly owned subsidiary of the Demerged Company.

The proposal also envisages, inter alia, vertical demerger of Demerged Undertaking of ABFRL into ABLBL, whereby shareholders of ABFRL will become shareholders of ABLBL and their respective shareholdings will be mirrored.

Also the Scheme proposes transfer of NCD 2 of ABFRL to ABLBL whereby the NCD 2 holders of ABFRL will become NCD 2 holders of ABLBL with the same terms and conditions.

The Valuer has arrived at share entitlement ratio for demerger as follows:

For every 1 (one) equity share of face and paid-up value of Rs 10/- (ten) each held in Demerged Company, 1 (one) equity share of face and paid-up value of Rs. 10/- (ten) each of Resulting Company to be issued to the equity shareholders of Demerged Company

ABFRL in terms of the Engagement Letter have requested us to issue our independent opinion as to the fairness of the share entitlement ratio and implications on the listed NCD holders recommended by the Valuer ("Fairness Opinion").

Source of Information

For arriving at the opinion set forth below, we have received from the Management and any information available in the public domain:

1. Valuation Report issued by the Valuer;
2. Draft Scheme between ABFRL and ABLBL and their shareholders and creditors;
3. Limited reviewed financial results of ABFRL for the period ending on December 31, 2023.
4. Carved out Balance Sheet of Demerged Undertaking and Remaining Business of the Demerged Company as at December 31, 2023
5. Cashflows of the Demerged Undertaking and the Remaining Business of the Demerged Company from FY 2024-25 to FY 2028-29
6. Other relevant information and documents for the purpose of this engagement;





7. Other relevant details regarding the Companies such as their history, past and present activities, future plans and prospects, existing shareholding pattern and other relevant information and data, including information in the public domain;
8. Such other information and explanations as required and which have been provided by the Management including Management Representations;
9. Such other Information received during discussion with the Valuer

Scope Limitations

We have assumed and relied upon, without independent verification, the accuracy and completeness of all information that was publicly available or provided or otherwise made available to us by the Demerged Company for the purposes of this Fairness Opinion. We express no opinion, and accordingly, accept no responsibility with respect to or for such information, or the assumptions on which it is based, and, we have simply accepted this information on an "as is" basis, and, have not verified the accuracy and/or the completeness of the same from our end.

We have not assumed any obligation to conduct, nor have we conducted any physical inspection or title verification of the properties or facilities of the Demerged Company and its related parties (holding company / subsidiary /associates /joint ventures etc.) and neither express any opinion with respect thereto nor accept any responsibility therefore. We have not made any independent valuation or appraisal of the assets or liabilities of the Demerged Company and other related entities which forms part of the group.

We have not reviewed any internal management information statements or any non-public reports, and instead, with your consent, have relied upon information that was publicly available or provided or otherwise made available to us by the Demerged Company on an "as is" basis for the purposes of this Fairness Opinion. We are not experts in the evaluation of litigation or other actual or threatened claims, and accordingly, we have not evaluated any litigation or other actual or threatened claims.

The Management estimate of future financial performance is on best estimate basis at the time of its preparation. These estimates do not provide any assurances of the achievability of the same. Actual results achieved during the period covered may vary from those contained in the Management estimates and the variation may be material.

We have assumed that there are no circumstances that could materially affect the business or financial prospects of the Demerged Company and other related entities which forms part of the group.

We understand that the Management, during our discussion with them, would have drawn our attention to all such information and matters which may have an impact on our analysis and opinion. We have assumed that in the course of obtaining any and all necessary regulatory or other consents, no restrictions will be imposed or there will be no delays that will have a material adverse effect on the Scheme. Our opinion is necessarily based on financial, economic, market and other conditions as they currently exist and on the information made available to us as of the date hereof. It should be understood that although subsequent developments may affect this opinion, we do not have an obligation to update, revise or reaffirm this opinion. In arriving at our opinion, we were not authorized to solicit, and did not solicit, interest from any party with respect to the acquisition, business combination or other extraordinary transaction involving the Demerged Company, other related entities which forms part of the group or any of its assets, nor did we negotiate with any other party in this regard.

We express no opinion whatsoever and make no recommendation at all as to the Demerged Company's underlying decision to effect the Proposed Demerger. The fee for the engagement is not





contingent upon the results reported. We also do not provide any recommendation to the holders of equity shares or secured or unsecured creditors of the Demerged Company with respect to the Proposed Demerger. We also express no opinion, and accordingly, accept no responsibility for or as to the price at which the equity shares of ABFRL will trade following the announcement of the Proposed Demerger or as to the financial performance of ABFRL following the consummation of the Proposed Demerger. We express no opinion whatsoever and make no recommendations at all (and accordingly take no responsibility) as to whether shareholders / investors should buy, sell or hold any stake in ABFRL or any of its related parties.

Our report is not, nor should it be construed as opining or certifying the compliance of the proposed transaction with the provisions of any law including companies, competition, taxation (including transfer pricing) and capital market related laws or as regards any legal implications or issues arising in India or abroad from such Proposed Demerger.

Conclusion

As understood, upon the Scheme being effective, all the shareholders of ABFRL would also become the shareholders of ABLBL and their shareholding in ABLBL would mirror their existing shareholding in ABFRL prior to the demerger and the outstanding issued and paid up share capital of ABLBL will get cancelled.

In accordance with Regulation 37 and 59A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant SEBI Master Circulars thereto, based on our examination of the Valuation Report, such other information / undertakings/representations provided to us by the Management and our independent analysis and evaluation of such information and subject to the scope limitations as mentioned hereinabove and to the best of our knowledge and belief, we are of the opinion that the recommendation made by the Valuer of the share entitlement ratio is fair and reasonable which is as under:

The share entitlement ratio for the proposed demerger of Demerged Undertaking of ABFRL into ABLBL is as under:

For every 1 (one) equity share of face and paid-up value of Rs 10/- (ten) each held in Demerged Company, 1 (one) equity share of face and paid-up value of Rs. 10/- (ten) each of Resulting Company to be issued to the equity shareholders of Demerged Company

Consideration of factors for opining on the comments on the impact of the Scheme on NCD holders:

- NCD 2 of ABFRL that would be transferred to the Resulting Company with the same terms including coupon rate, tenure, redemption price and quantum.
- The Management has provided outlook of operating and financial cashflows of the Demerged Undertaking. Based on these cash flows of Resulting Company as projected by the Management, it is understood that the Resulting Company will meet the interest and repayment obligations of such NCD 2 holders. Hence, the overall economic interest of NCD 2 holders will not be adversely affected pursuant to the Proposed Demerger
- Similarly, the Management has provided their outlook of operating and financial cashflows of the Demerged Company. Based on these cash flows including incremental borrowings and the equity fundraise as projected by the Management, it is understood that the Demerged Company will meet the interest and repayment obligations of NCD 1 and NCD 3 holders. Based on the above,





the economic interest of NCD 1 and NCD 3 holders would not be affected pursuant to the Proposed Demerger

Hence, based on the foregoing considerations, examination of the Valuation Report, such other information / undertakings / representations provided to us by the Management and our independent analysis and evaluation of such information and subject to the scope limitations as mentioned hereinabove and to the best of our knowledge and belief, we are of the opinion that the recommendation made by the Valuer with respect to the share entitlement ratio and comments on impact of the Scheme on the NCD holders is fair and reasonable.

Distribution of the Fairness Opinion

This Fairness Opinion is provided solely for the benefit of the Board of Directors of ABFRL and is for the purpose of submission to the Stock Exchanges and SEBI. Further, the Fairness Opinion may be disclosed on the website of ABFRL and the Stock Exchanges and also be made part of the explanatory statement to be circulated to the shareholders and/or creditors of the ABFRL, if required. The Fairness Opinion shall not otherwise be disclosed or referred to publicly or to any other third party without Inga's prior written consent.

However, ABFRL may provide a copy of the Fairness Opinion if requested / called upon by any regulatory authorities of India subject to ABFRL promptly intimating Inga in writing about receipt of such request from the regulatory authority. The Fairness Opinion should be read in totality and not in parts. Further, this Fairness Opinion should not be used or quoted for any purpose other than the purpose mentioned hereinabove. If this Fairness Opinion is used by any person other than to whom it is addressed or for any purpose other than the purpose stated hereinabove, then, we will not be liable for any consequences thereof and shall not take any responsibility for the same. Neither this Fairness Opinion nor its contents may be referred to or quoted to / by any third party, in any registration statement, prospectus, offering memorandum, annual report, loan agreement or any other agreement or documents given to third parties.

In no circumstances however, will Inga or its management, directors, officers, employees, agents, advisors, representatives and controlling persons of Inga accept any responsibility or liability including any pecuniary or financial liability to any third party.

Yours truly,

For Inga Ventures Private Limited




Kavita Shah

Partner



Annexure 4

Format for Complaints Report:

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	0
2.	Number of complaints forwarded by Stock Exchanges/ SEBI	0
3.	Total Number of complaints/comments received (1+2)	0
4.	Number of complaints resolved	0
5.	Number of complaints pending	0

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	-	-	-
2.	-	-	-
3.	-	-	-

Thanking you,
Yours faithfully,
For Aditya Birla Fashion and Retail Limited

Name: Anil Malik
Designation: President & Company Secretary
Place : Mumbai
Date: 29.05.2024

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



Format for Complaints Report:

Period of Complaints Report: May 31, 2024 to June 21, 2024

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	0
2.	Number of complaints forwarded by Stock Exchanges/ SEBI	0
3.	Total Number of complaints/comments received (1+2)	0
4.	Number of complaints resolved	0
5.	Number of complaints pending	0

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	-	-	-
2.	-	-	-
3.	-	-	-

Thanking you,
Yours faithfully,
For Aditya Birla Fashion and Retail Limited

Name: Anil Malik
Designation: President & Company Secretary
Place : Mumbai
Date: 24.06.2024

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

DCS/AMAL/TL/R37/3384/2024-25

October 30, 2024

The Company Secretary,
Aditya Birla Fashion and Retail Ltd
 Piramal Agastya Corporate Park, Building 'A', 4th
 and 5th Floor, Unit No. 401, 403, 501, 502, L.B.S.
 Road, Kurla, Mumbai, Maharashtra, 400059

Dear Sir/ Madam,

Sub: Observation letter regarding the Scheme of Arrangement among Aditya Birla Fashion and Retail Limited (Demerged Company) and Aditya Birla Lifestyle Brands Limited (Resulting Company) and their respective Shareholders and Creditors

We are in receipt of the Scheme of Arrangement among Aditya Birla Fashion and Retail Limited (Demerged Company) and Aditya Birla Lifestyle Brands Limited (Resulting Company) and their respective Shareholders and Creditors under Section 230 to 232 of the Companies Act, 2013 as required under SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/665 dated November 23, 2021 read with SEBI Master circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and Regulation 37 & 94(2) of SEBI LODR Regulations 2015 along with SEBI/HO/DDHS/DDHS Div/P/CIR/2022/000000103 dated July 29, 2022 (SEBI Circular) and Regulation 94A(2) SEBI (LODR) Regulations, 2015; SEBI vide its letter dated October 09, 2024 has inter alia given the following comment(s) on the draft scheme of Arrangement:

Comments in accordance with Regulation 37(1) of Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023

- a) "The Company shall disclose all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and shareholders, while seeking approval of the scheme."
- b) "The Company shall ensure that additional information, if any, submitted by the Company after filing the scheme with the stock exchange, from the date of receipt of this letter is displayed on the websites of the listed company and the stock exchanges."
- c) "The Company shall ensure compliance with SEBI circulars issued from time to time."
- d) "The entities involved in the Scheme shall duly comply with various provisions of the SEBI master Circular and ensure that all the liabilities of Transferor Company are transferred to the Transferee Company."
- e) "Company is advised that the information pertaining to all the unlisted companies involved, if any, in the scheme shall be included in the format specified for abridged prospectus as provided in Part E of the schedule VI of the ICDR Regulations 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval."
- f) "Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old."
- g) "Company shall ensure that the details of the proposed scheme under consideration as provided to the stock exchange shall be prominently disclosed in the notice sent to shareholders."

Page 1 of 4

- h) "The Companies involved in the scheme are advised to disclose the following as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the company to the shareholders while seeking approval u/s 230 to 232 of the Companies Act 2013:
- Need for the demerger and amalgamation, rationale of the scheme, synergies of business of the entities involved in the scheme, impact of the scheme on the shareholders and cost benefit analysis of the scheme.
 - Value of assets and liabilities of listed demerged company, unlisted resulting companies and demerged undertaking that are being transferred to and post-merger balance sheet of ABFRL and ABLAL.
 - Impact of scheme on revenue generating capacity of ABFRL along with the future prospects of ABFRL.
 - Copy of NCLT Order approving the ABFRL- TCNS merger scheme.
 - Clarification letter issued by Statutory Auditor dated October 22, 2024 with respect to the Accounting Treatment.
- i) "Company is advised that new equity shares proposed to be issued as part of the "Scheme" shall mandatorily be in demat form only."
- j) "Company shall ensure that the "Scheme" shall be acted upon subject to the applicant complying with the relevant clauses mentioned in the scheme document."
- k) "Company shall ensure that no changes to the draft scheme except those mandated by the regulators/ authorities / tribunals shall be made without specific written consent of SEBI."
- l) "Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before Hon'ble NCLT and the Company is obliged to bring the observations to the notice of Hon'ble NCLT."
- m) "Company is advised to comply with all applicable provisions of the Companies Act, 2013, rules and regulations issued thereunder including obtaining the consent from the creditors for the proposed scheme."
- n) "It is to be noted that the petitions are filed by the company before Hon'ble NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations."

Comments in accordance with Regulation 59A of Master Circular No. SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2024/48 dated May 21, 2024

- A. "The Proposed Scheme of Arrangement among ABFRL and Aditya Birla Lifestyle Brands Limited and their respective shareholders shall be in the compliance with the provisions of Regulation 11 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015."
- B. "The entities involved in the proposed scheme shall not provide any mis-statement or furnish false information with regard to disclosures to be made in the draft scheme of amalgamation as per Chapter XII of the Operational Circular dated July 29, 2022 (updated June 30, 2023) , for listing obligations and disclosure requirements for Non- Convertible Securities, Securitized Debt Instrument and/ or Commercial Paper."
- C. "The entities involved in the proposed shall not make any changes in the draft scheme subsequent to the filing the draft scheme with SEBI by the Stock Exchanges(s), except those mandated by the regulators/ authorities/ tribunal."

- D. **“The listed entities involved in the proposed scheme shall include information pertaining to the unlisted entity, if any, in the format specified for abridged prospectus as provided in Part B of Schedule I of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations 2021, in the notice or proposal to be sent to the holders of NCDs/ NCRPS while seeking approval for the scheme. The accuracy and adequacy of such disclosures shall be certified by SEBI registered Merchant Banker after following the due diligent process.”**
- E. **“The Listed Entity involved in the proposed scheme shall disclose the No-Objection letter of the Stock Exchange on its website within 24 hours of receiving the same.”**
- F. **“Company shall ensure that the entities involved in the proposed scheme have compiled with the relevant provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Covenants of the Debenture Trust Deeds entered with the Debenture Trustee(s) any other relevant regulations and circulars.”**

Accordingly, based on aforesaid comment offered by SEBI, the Company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

Further, where applicable in the explanatory statement of the notice to be sent by the Company to the shareholders, while seeking approval of the scheme, it shall disclose Information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the circular dated June 20, 2023.

However, the listing of equity shares of Aditya Birla Lifestyle Brands Limited (“Resulting Company”) shall be subject to SEBI granting relaxation under Rule 19(2)(b) of the Securities Contract (Regulation) Rules, 1957 and compliance with the requirements of SEBI circular. No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023. Further, Aditya Birla Lifestyle Brands Limited (“Resulting Company”) shall comply with SEBI Act, Rules, Regulations, directions of the SEBI and any other statutory authority and Rules, Byelaws, and Regulations of the Exchange. The Companies shall fulfil the Exchange’s criteria for listing the securities of such Companies and also comply with other applicable statutory requirements. However, the listing of shares of Aditya Birla Lifestyle Brands Limited (“Resulting Company”) is at the discretion of the Exchange. In addition to the above, the listing of Aditya Birla Lifestyle Brands Limited (“Resulting Company”) pursuant to the Scheme of Arrangement shall be subject to SEBI approval and the Company satisfying the following conditions:

1. To submit the Information Memorandum containing all the information about Aditya Birla Lifestyle Brands Limited (“Resulting Company”) in line with the disclosure requirements applicable for public issues with BSE, for making the same available to the public through the website of the Exchange. Further, the Companies are also advised to make the same available to the public through its website.
2. To publish an advertisement in the newspapers containing all details of Aditya Birla Lifestyle Brands Limited (“Resulting Company”) in line with the details required as per the aforesaid SEBI circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023. The advertisement should draw a specific reference to the aforesaid Information Memorandum available on the website of the company as well as BSE.

3. To disclose all the material information about Aditya Birla Lifestyle Brands Limited ("Resulting Company") on a continuous basis so as to make the same public, in addition to the requirements if any, specified in Listing Agreement for disclosures about the subsidiaries.
4. The following provisions shall be incorporated in the scheme:
 - "The shares allotted pursuant to the Scheme shall remain frozen in the depository system till listing/trading permission is given by the designated stock exchange."
 - "There shall be no change in the shareholding pattern of Aditya Birla Lifestyle Brands Limited ("Resulting Company") between the record date and the listing which may affect the status of this approval."

Further you are also advised to bring the contents of this letter to the notice of your shareholders, all relevant authorities as deemed fit, and also in your application for approval of the scheme of Arrangement.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **the validity of this Observation Letter shall be Six Months from the date of this Letter**, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

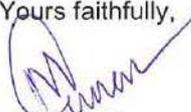
Please note that the aforesaid observations do not preclude the Company from complying with any other requirements.

Further, it may be noted that with reference to Section 230 (5) of the Companies Act, 2013 (Act), read with Rule 8 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016 (Company Rules) and Section 66 of the Act read with Rule 3 of the Company Rules wherein pursuant to an Order passed by the Hon'ble National Company Law Tribunal, a Notice of the proposed scheme of compromise or arrangement filed under sections 230-232 or Section 66 of the Companies Act 2013 as the case may be **is required to be served upon the Exchange seeking representations or objections if any.**

In this regard, with a view to have a better transparency in processing the aforesaid notices served upon the Exchange, the Exchange has **already introduced an online system of serving such Notice along with the relevant documents of the proposed schemes through the BSE Listing Centre.**

Any service of notice under Section 230 (5) or Section 66 of the Companies Act 2013 seeking Exchange's representations or objections if any, **would be accepted and processed through the Listing Centre only and no physical filings would be accepted.** You may please refer to circular dated February 26, 2019 issued to the company.

2
Yours faithfully,


Marian DSouza
Senior Manager



Tanmayi Lele
Assistant Manager

National Stock Exchange Of India Limited

Ref: NSE/LIST/41319

Annexure 6

October 28, 2024

The Company Secretary
Aditya Birla Fashion and Retail Limited
Piramal Agastya Corporate Park, Building 'A',
4th and 5th Floor, Unit No. 401, 403, 501, 502,
L.B.S. Road, Kurla, Mumbai - 400 070

Kind Attn.: Mr. Anil Malik

Dear Sir,

Sub: Observation Letter for Draft scheme of arrangement among Aditya Birla Fashion and Retail Limited (Demerged Company) and Aditya Birla Lifestyle Brands Limited (Resulting Company) and their respective shareholders and creditors under sections 230 to 232 and other applicable provisions of the Companies Act, 2013

We are in receipt of captioned Draft scheme of arrangement filed by Aditya Birla Fashion and Retail Limited.

Based on our letter reference no. NSE/LIST/41319 dated July 04, 2024, and August 16, 2024, submitted to SEBI pursuant to SEBI Master Circular dated June 20, 2023 read with 94(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations), SEBI vide its letter dated October 25, 2024, has inter alia given the following comment(s) on the draft scheme of arrangement:

- a) *The Company shall ensure to disclose all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters, and directors, before Hon'ble NCLT and shareholders, while seeking approval of the Scheme.*
- b) *The Company shall ensure that additional information, if any, submitted by the Company after filing the Scheme with the Stock Exchange, from the date of receipt of this letter, is displayed on the websites of the listed Companies and the Stock Exchanges.*

This Document is Digitally Signed

Non-Confidential

National Stock Exchange of India Limited | Exchange Plaza, C-1, Block G, Bandra
India +91 22 26598100 | www.nseindia.com | CIN U67120MH1992PLC069769



Signer: KHYATI NANDAN VIDWANS
Date: Mon, Oct 28, 2024 15:18:30 IST
Location: NSE

Bandra (E), Mumbai – 400 051,



Ref: NSE/LIST/41319

October 28, 2024

- c) *The Company shall ensure compliance with the SEBI circulars issued from time to time.*
- d) *The entities involved in the Scheme shall duly comply with various provisions of the Circular and ensure that all the liabilities of Transferor Company are transferred to the Transferee Company.*
- e) *The Company shall ensure that the information pertaining to all the Unlisted Companies involved, if any, in the scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval.*
- f) *The Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old.*
- g) *The Company shall ensure that the details of the proposed scheme under consideration as provided by the Company to the Stock Exchanges shall be prominently disclosed in the notice sent to the shareholders.*
- h) *The Companies shall disclose the following as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the company to the shareholders while seeking approval u/s 230 to 232 of the Companies Act 2013:*
- i. *Need for the demerger and amalgamation, rationale of the scheme, synergies of business of the entities involved in the scheme, impact of the scheme on the shareholders and cost benefit analysis of the scheme.*
 - ii. *Value of assets and liabilities of and listed Demerged Company, unlisted Resulting Companies and Demerged Undertaking that are being transferred to and Post-Merger Balance sheet of ABFRL and ABLBL.*
 - iii. *Impact of scheme on revenue generating capacity of ABFRL along with future prospects of ABFRL.*
 - iv. *Copy of NCLT order approving the ABFRL-TCNS merger scheme.*
 - v. *Revised shareholding pattern upon the effectiveness of the ABFRL-TCNS merger scheme.*
 - vi. *Clarification letter issued by Statutory Auditor dated October 22, 2024, with respect to the Accounting Treatment.*

This Document is Digitally Signed



Signer: KHYATI NANDAN VIDWANS
Date: Mon, Oct 28, 2024 15:18:30 IST
Location: NSE

Non-Confidential



Ref: NSE/LIST/41319

October 28, 2024

- i) *The Company shall ensure that the proposed equity shares to be issued in terms of the “Scheme” shall mandatorily be in demat form only.*
- j) *The Company shall ensure that the “Scheme” shall be acted upon subject to the Company complying with the relevant clauses mentioned in the scheme document.*
- k) *The Company shall ensure that no changes to the draft scheme except those mandated by the regulators/ authorities/ tribunals shall be made without specific written consent of SEBI.*
- l) *The Company shall ensure that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before NCLT and the Company is obliged to bring the observations to the notice of NCLT.*
- m) *The Company shall ensure to comply with all the applicable provisions of the Companies Act, 2013, rules and regulations issued thereunder including obtaining the consent from the creditors for the proposed scheme.*
- n) *It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations.*

It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ Stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to National Stock Exchange of India Limited again for its comments/observations/representations.

Please note that the submission of documents/information, in accordance with the Circular to SEBI and National Stock Exchange of India (NSE), should not in any way be deemed or construed that the same has been cleared or approved by SEBI and NSE. SEBI and NSE does not take any responsibility either for the financial soundness of any scheme or for the correctness of the statements made or opinions expressed in the documents submitted.

The Listed entities involved in the proposed Scheme shall disclose the No-Objection Letter of the Stock Exchange(s) on its website within 24 hours of receiving the same.

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulations, 2015, we hereby convey our “No objection” in terms of Regulation 37 of SEBI (LODR) Regulations, 2015, so as to enable the Company to file the draft scheme with NCLT.

This Document is Digitally Signed



Signer: KHYATI NANDAN VIDWANS
Date: Mon, Oct 28, 2024 15:18:30 IST
Location: NSE

Non-Confidential

Ref: NSE/LIST/41319

October 28, 2024

The Company should also fulfil the Exchange's criteria for listing of such company and also comply with other applicable statutory requirements. However, the listing of shares of Aditya Birla Lifestyle Brands Limited is at the discretion of the Exchange.

The listing of Aditya Birla Lifestyle Brands Limited pursuant to the Scheme of Arrangement shall be subject to SEBI approval & Company satisfying the following conditions:

1. To submit the Information Memorandum containing all the information about Aditya Birla Lifestyle Brands Limited and its group companies in line with the disclosure requirements applicable for public issues with National Stock Exchange of India Limited ("NSE") for making the same available to the public through website of the companies. The following lines must be inserted as a disclaimer clause in the Information Memorandum:

"The approval given by the NSE should not in any manner be deemed or construed that the Scheme has been approved by NSE; and/ or NSE does not in any manner warrant, certify or endorse the correctness or completeness of the details provided for the unlisted Company; does not in any manner take any responsibility for the financial or other soundness of the Aditya Birla Lifestyle Brands Limited, its promoters, its management etc."

2. To publish an advertisement in the newspapers containing all the information about Aditya Birla Lifestyle Brands Limited in line with the details required as per SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023. The advertisement should draw a specific reference to the aforesaid Information Memorandum available on the website of the company as well as NSE.
3. To disclose all the material information about Aditya Birla Lifestyle Brands Limited to NSE on continuous basis so as to make the same public, in addition to the requirements, if any, specified in SEBI (LODR) Regulations, 2015 for disclosures about the subsidiaries.
4. The following provision shall be incorporated in the scheme:

(a) "The shares allotted pursuant to the Scheme shall remain frozen in the depositories system till listing/trading permission is given by the designated stock exchange."

(b) "There shall be no change in the shareholding pattern or control in Aditya Birla Lifestyle Brands Limited between the record date and the listing which may affect the status of this approval."

With reference to Part II (A) (5) of SEBI Master Circular dated June 20, 2023, Aditya Birla Lifestyle Brands Limited shall ensure that steps for listing of specified securities are completed and trading in securities commences within sixty days of receipt of the order of the Hon'ble High Court/NCLT, simultaneously on all the stock exchanges where the equity shares of the listed entity (or transfer entity)



Ref: NSE/LIST/41319

October 28, 2024

are/were listed. Accordingly, the company must initiate necessary steps to ensure strict adherence to said timeline.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines/ Regulations issued by statutory authorities.

The validity of this "Observation Letter" shall be six months from October 28, 2024, within which the Scheme shall be submitted to NCLT.

Kindly note, this Exchange letter should not be construed as approval under any other Act /Regulation/rule/bye laws (except as referred above) for which the Company may be required to obtain approval from other department(s) of the Exchange. The Company is requested to separately take up matter with the concerned departments for approval, if any.

The Company shall ensure filing of compliance status report stating the compliance with each point of Observation Letter on draft scheme of arrangement on the following path: NEAPS > Issue > Scheme of arrangement > Reg 37 of SEBI LODR, 2015> Seeking Observation letter to Compliance Status.

Yours faithfully,
For National Stock Exchange of India Limited

Khyati Vidwans
Senior Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL:<https://www.nseindia.com/companies-listing/raising-capital-further-issues-main-sme-checklist>

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Signer: KHYATI NANDAN VIDWANS
Date: Mon, Oct 28, 2024 15:18:30 IST
Location: NSE

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Annexure 7 - Details of ongoing adjudication and recovery proceedings, prosecution initiated, and all other enforcement action taken against the Demerged Company as on November 30, 2024

S.no	Court/Tribunal	Parties	Brief Summary	Amount involved (in Rs. Crore)	Current Status
1	Commissioner of Income-tax (Appeals) ("CIT(Appeals)", NFAC	Aditya Birla Fashion and Retail Ltd Vs. Dy Comm. Of Income-tax, Cir 1(1).	AY 2017-18 : Appeal filed against assessment order under section 143(3): 1) The company had disallowed gratuity provision made during the year under section 40A(7) of the Income Tax Act, 1961 ("Act"). Subsequently upon receiving an approval from the CIT-9 with retrospective effect, company made an application before the AO for allowing the claim of the earlier disallowance which was rejected by the AO quoting Goetz India SC judgement - Rs. 3.52 crs 2) Disallowance of Provision for leave encashment - Rs.21.08 crs * As the Company has carried forward losses, said amounts are adjusted against that and there is no demand outstanding	Nil	Appeal filed, Written submissions made. Pending adjudication.
2	Commissioner of Income-tax (Appeals) ("CIT(Appeals)", NFAC	Aditya Birla Fashion and Retail Ltd Vs. Dy Comm. Of Income-tax, Cir 1(1).	AY 2018-19 : Appeal filed against faceless assessment order under section 143(3) for: 1) Disallowance of the claim made by the company under ICDS VI - Rs. 2.50 Cr 2) Disallowance of IT depreciation on additions to fixed assets made during the year, alleging of non submission of bills - Rs. 53.37 Cr 3) Disallowance under section 40A(2)(b) for Remuneration paid to Managing Director- Rs. 0.50 Cr 4) Disallowance of Provision for leave encashment - Rs.12.97 Cr. 5) The company had disallowed gratuity provision made during the year under section 40A(7) of the Income Tax Act, 1961 ("Act"). Subsequently upon receiving an approval from the CIT-9 with retrospective effect, company made an application before the AO for allowing the claim of the earlier disallowance which was rejected by the AO quoting Goetz India SC judgement - Rs. 7.05 Cr 6) Additions of Gross profit, applying the GP rate of the earlier year (FY 2016-17) on the turnover of FY 2017-18 and made an addition to the tune of - Rs. 120.96Cr *As the Company has carried forward losses, said amounts are adjusted against that and there is no demand outstanding	Nil	Appeal filed, Submissions made, matter heard, pending adjudication.
3	Commissioner of Income-tax (Appeals) ("CIT(Appeals)", NFAC	Aditya Birla Fashion and Retail Ltd Vs. Dy Comm. Of Income-tax, Cir 1(1).	AY 2020-21 : Appeal filed against faceless assessment order under section 143(3) for: 1) Disallowance of Provision for leave encashment- Rs.14.70 Cr 2) AO added back as income u/s. 36(1)(va) of the Act, the late deposit of employee contribution received towards PF / ESI - Rs 0.30 Cr *As the Company has carried forward losses, said amounts are adjusted against that and there is no demand outstanding	Nil	Appeal filed and pending adjudication. Hearing not yet scheduled
4	Commissioner of Income Tax (Appeal)	TCNS Clothing Co Limited Vs Assessing Officer (National Faceless Assessment Centre, Delhi	AY 2020-21 : Appeal filed against assessment order under Section 143(3) for erroneous adjustment of Income Computation and Disclosure Standards (ICDS) and disallowances of amount paid to employee welfare fund under section 36(1)(va). '-Non-Adjustment and disallowances led to reduction of refund by Rs. 1,85,35,452	-	Appeal filed and pending adjudication. Hearing date is awaited
5	Assessing Office	TCNS Clothing Co Limited Vs Deputy Commissioner of Income Tax, Circle 76(1), New Delhi	AY 2014-15 : Assessing Officer relied on Tax Audit report wherein there was discrepancy in reporting of amount and passes an order u/s 201(1)/201(1A) for short Deduction of withholding Tax. '-Aggrieved by the demand order, the company preferred an appeal. '- CIT(A) has remanded back to AO	0.38	Application has been filed for giving effect of CIT(A) order and hearing notice is awaited.

6	Commissioner of Income Tax (Appeal)	TCNS Clothing Co Limited Vs Deputy Commissioner of Income Tax, Circle 76(1), New Delhi	AY 2015-16: Assessing Officer have contended that Common Area Maintenance charges discharged by the Company is effectively part of the rental and accordingly, tax should have been deducted at the rate of 10% under section 194-I of the Income Tax Act vis-à-vis at 1% / 2% under section 194C of the IT Act and Order under section 201(1)/201(1A) was passed for short deduction of withholding Tax. - Aggrieved by the demand order for short deduction of withholding tax, appeal filed before The commissioner of Income Tax (Appeal).	0.33	Appeal filed and pending adjudication. Hearing date is awaited
7	Commissioner of Income Tax (Appeal)	TCNS Clothing Co Limited Vs Deputy Commissioner of Income Tax, Circle 76(1), New Delhi	AY 2016-17: Assessing Officer have contended that Common Area Maintenance charges discharged by the Company is effectively part of the rental and accordingly, tax should have been deducted at the rate of 10% under section 194-I of the Income Tax Act vis-à-vis at 1% / 2% under section 194C of the IT Act and Order under section 201(1)/201(1A) was passed for short deduction of withholding Tax. - Aggrieved by the demand order for short deduction of withholding tax, appeal filed before The commissioner of Income Tax (Appeal).	0.37	Appeal filed and pending adjudication. Hearing date is awaited
8	Commissioner of Income Tax (Appeal)	TCNS Clothing Co Limited Vs Income Tax Officer, Ward 76(2)	AY 2017-18: Assessing Officer have contended that Common Area Maintenance charges discharged by the Company is effectively part of the rental and accordingly, tax should have been deducted at the rate of 10% under section 194-I of the Income Tax Act vis-à-vis at 1% / 2% under section 194C of the IT Act and Order under section 201(1)/201(1A) was passed for short deduction of withholding Tax.	0.86	Appeal filed and pending adjudication. Hearing date is awaited
9	Commissioner of Income Tax (Appeal)	TCNS Clothing Co Limited Vs Income Tax Officer, Ward 76(2)	AY 2018-19: Assessing Officer have contended that Common Area Maintenance charges discharged by the Company is effectively part of the rental and accordingly, tax should have been deducted at the rate of 10% under section 194-I of the Income Tax Act vis-à-vis at 1% / 2% under section 194C of the IT Act and Order under section 201(1)/201(1A) was passed for short deduction of withholding Tax. - Aggrieved by the demand order for short deduction of withholding tax, appeal filed before The commissioner of Income Tax (Appeal).	1.02	Appeal filed and pending adjudication. Hearing date is awaited
10	First Appellate Authority, GST, Mumbai (Maharashtra)	ABFRL vs Deputy Commissioner of State Tax, Mumbai, Maharashtra	The authorities have disallowed the Input tax credit on account delayed filing of GST return by the respective vendors. (FY 2017-18)	0.41	Matter pending before Appellate Authority
11	First Appellate Authority, GST Jaipur (Rajasthan)	ABFRL vs Office of Deputy Commissioner-B Business Audit Wing-II, Jaipur Rajasthan	Input tax credit (ITC) availed by the Company have been disputed to the extent of the ITC claimed in excess of the ITC reflecting in GSTR-2A report (FY 2017-18)	0.63	Order passed by the First Appellate Authority, GST
12	First Appellate Authority, GST Ahmedabad (Gujarat)	ABFRL vs Superintendent of Central Tax, AHMEDABAD (Gujarat)	Differential interest demanded on account of delayed payment of GST under reverse charge mechanism (FY 2017-18)	0.04	Favourable order passed by the First Appellate Authority, GST
13	First Appellate Authority, GST, Gurgaon (Haryana)	ABFRL vs Office of : Excise and Taxation Officer, Gurgaon (East) (Haryana)	ITC availed by the Company have been disputed due to non compliance by the vendors such as delay in filing returns, registration cancelled/ suspended of the vendors, place of supply being incorrectly provided etc. (FY 2017-18)	0.90	Matter pending before Appellate Authority
14	First Appellate Authority, GST, Kanpur (UP)	ABFRL vs Joint Commissioner of Corporate Circle, Kanpur (UP)	Demand order raised on the Company pursuant to conclusion of the adjudication proceedings for FY 2017-18, whereby the dispute relates to the following: 1. Claim of input tax credit on the grounds of vendor default in non filing of returns 2. Outward liability on account of difference between Monthly Return (GSTR-1) and Annual Return (GSTR-9).	17.99	Matter pending before Appellate Authority
15	First Appellate Authority, GST, Delhi	ABFRL vs Office of the Assistant Commissioner (DGST), Delhi	Demand order raised on the Company pursuant to conclusion of the adjudication proceedings for FY 2017-18, whereby the dispute relates to the following: - ITC disputed on account of the ITC availed being in excess of the ITC reflecting in GSTR2B - Demand imposed on the contention that liability has been shortly paid in GSTR9 despite the same being paid while filing GSTR9 - ITC claimed towards ineligible credits	6.38	Matter pending before Appellate Authority

16	First Appellate Authority, GST Visakhapatnam (Andhra Pradesh)	ABFRL vs Deputy Commissioner Special Circle, State Tax, Visakhapatnam (AP)	Input tax credit (ITC) availed by the Company have been disputed to the extent of the ITC claimed in excess of the ITC reflecting in GSTR-2A report (FY 2017-18)	0.55	Matter pending before Appellate Authority
17	First Appellate authority, Kerala	ABFRL vs Kerala State Tax Office	Demand imposed on inward supply of goods assuming the same to be sales affected from the State of Kerala.	0.73	Matter pending before Appellate Authority
18	First Appellate authority, Mumbai (Maharashtra)	ABFRL vs Additional Commissioner of Customs Group III (Imports) Air Cargo Complex, MH	Demand imposed on account of valuation of imported apparels being disputed by the authorities	0.57	Matter pending before Air Cargo Complex, MH
19	CESTAT (Tribunal), Mumbai (Maharashtra)	ABFRL vs Office of Commissioner of Customs, NS-III, Raigad Maharashtra	The department is of the view that the Company declared lesser percentage of Royalty amount in the BE, therefore workings provided by the department, the Company is to pay the additional demand of custom duty.	2.98	Matter pending before CESTAT, Mumbai.
20	High Court Karnataka	ABFRL vs Deputy Commission, Bangalore South Taluk, Karnataka	Demand imposed on account of non-payment of Textile Committee CESS on manufacture of readymade garments.	1.19	Matter pending before Karnataka High court.
21	Commissioner, Central Tax (Bangalore)	ABFRL vs Commissioner, Central Tax (Bangalore)	Demand imposed due to utilization of CENVAT being disputed w.r.t goods removed in domestic area which was originally procured for export purpose.	0.50	The Company has filed an appeal before Commissioner, Bangalore
22	High Court Karnataka	ABFRL vs First Appellate Authority, Bangalore	Demand imposed on account of non submission of declaration forms	2.01	Matter pending before Karnataka High court.
23	Karnataka Appellate Tribunal	ABFRL vs Joint Commissioner of Commercial Tax, Bangalore	Demand imposed due to reversal of input tax credit on stock transfers being disputed	5.31	Matter pending before Karnataka Appellate Tribunal
24	Supreme Court	Kerala Commercial Tax Department vs ABFRL	Demand imposed due to non levy of Kerala surcharge on the movement of goods from and to the State of Kerala	3.14	Single bench and larger bench of Kerala high court issued order in favor of the company. Against which Kerala commercial department has filed appeal before Supreme court.
25	First Appellate Authority, Orissa	ABFRL vs Commercial Taxes - Orissa	Demand imposed on account of non submission of declaration forms	0.01	Matter pending before First Appellate Authority, Orissa
26	First Appellate Authority, Orissa	ABFRL vs Commercial Taxes - Orissa	Demand imposed on account short payment of Entry Tax	0.00	Matter pending before First Appellate Authority, Orissa
27	Second Appellate Authority,	ABFRL vs Commercial Taxes - Kerala	Demand imposed on account of non submission of declaration forms	0.01	Matter pending before Second Appellate Authority, Kerala

28	First Appellate Authority, Karnataka	ABFRL vs Commercial Taxes - Karnataka	Demand imposed on account of Entry tax to be paid on import of readymade garments.	0.02	Matter pending before First Appellate Authority, Karnataka
29	First Appellate Authority, Andhra Pradesh	ABFRL vs Commercial Taxes - Andhra Pradesh	Demand imposed on account of Entry tax to be paid on import of readymade garments.	0.02	Matter pending before First Appellate Authority, Andhra Pradesh
30	First Appellate Authority, West Bengal	ABFRL vs Commercial Taxes - West Bengal	Authorities issued demand on ex parte basis without considering return and submission made by the Company.	0.01	Matter pending before First Appellate Authority, West Bengal
31	Principal Commissioner, Customs, Kolkata	ABFRL vs Principal Commissioner, Customs, Kolkata	Investigation was based on differential value declared in the Bill of Entry (BOE) which has been filed based on commercial invoice of the business house, while the Certificate of Origin (COO) issued is based on value as per Bangladesh exporter invoice.	27.66	Matter pending before principal Commissioner, Customs, Kolkata
32	The Directorate of Revenue Intelligence	ABFRL vs The Directorate of Revenue Intelligence	Investigation was based on differential rate of GST paid on import of footwear. All the relevant information has been provided to DRI	NA	Matter pending before The Directorate of Revenue Intelligence. DRI has indicated that they may comeback with further requirements
33	First Appellate Authority, GST, Jammu & Kashmir	ABFRL vs Office of State Tax Officer of State Tax, Jammu	Demand order raised on the Company pursuant to conclusion of the scrutiny proceedings for FY 2018-19, whereby the dispute relates to the following: 1. Claim of input tax credit on the grounds of vendor default in non filing of returns 2. Outward liability on account of difference between Monthly Return (GSTR-1) and Annual Return (GSTR-9).	1.89	Company has filed an appeal before the Appellate Authority
34	First Appellate Authority, GST, Jaipur (Rajasthan)	ABFRL vs Office of Deputy Commissioner of State Tax, Jaipur (Rajasthan)	Demand order raised on the Company pursuant to conclusion of the scrutiny proceedings for FY 2018-19, whereby the dispute relates to the claim of input tax credit on the grounds of vendor default in non filing of returns	0.41	Company has filed an appeal before the Appellate Authority
35	First Appellate Authority, GST, Patna (Bihar)	ABFRL vs Office of Deputy Commissioner of State Tax, Patna (Bihar)	Demand order raised on the Company pursuant to conclusion of the scrutiny proceedings for FY 2018-19, whereby the dispute relates to the following: 1. Claim of input tax credit on the grounds of vendor default in non filing of returns 2. Outward liability on account of difference between GSTR-1 and GSTR-3B. 3. Availment of ineligible input tax credit. 4. Interest on DRC-03 Challan	1.37	Company has filed an appeal before the Appellate Authority
36	First Appellate Authority, GST, Bangalore (Karnataka)	ABFRL vs Office of Principal Commissioner of Central Tax, Bangalore (Karnataka)	Demand order raised on the Company pursuant to conclusion of the scrutiny proceedings for FY 2018-19, whereby the dispute relates to the claim of input tax credit on the grounds of vendor default in non filing of returns	4.03	Company has filed an appeal before the Appellate Authority
37	First Appellate Authority, GST, Visakhapatnam (Andhra Pradesh)	ABFRL vs Office of Deputy Commissioner of State Tax, Visakhapatnam (Andhra Pradesh)	Demand order raised on the Company pursuant to conclusion of the scrutiny proceedings for FY 2018-19 to 2020-2021, whereby the dispute relates to the following: 1. Claim of input tax credit on the grounds of vendor default in non filing of returns/cancellation of registrations/ incorrect filing/ delay filing 2. Outward liability on account of difference between GSTR-1 and GSTR-3B.	4.55	Company has filed an appeal before the Appellate Authority

38	First Appellate Authority, GST, Delhi	ABFRL vs Office of Sales Tax Officer Class-II (DGST), Delhi	This is an demand order raised on the Company in relation to ongoing proceedings for FY 2018-19 on account of difference in liability between GSTR-1 (Monthly Return) and GSTR-9 (Annual Return), ISD ITC mismatch, disputing the claim of input tax credit on the grounds of vendor GSTIN is cancelled and availment of ineligible ITC.	8.68	Company has filed writ petition before Delhi High Court
39	First Appellate Authority, GST, Delhi	ABFRL vs Office of Sales Tax Officer Class-II (DGST), Delhi	Demand order raised on the Company pursuant to conclusion of the Special Audit proceedings for FY 2018-19, whereby the dispute relates to the following: 1. Claim of input tax credit on the grounds of vendor default in non filing of returns/cancellation of registrations/ incorrect filing/ delay filing 2. Payment of outward liability on account of difference between GSTR-1 return and GSTR-3B return	21.08	Company has filed writ petition before Delhi High Court
40	First Appellate Authority, GST, Kanpur (UP)	ABFRL vs Joint Commissioner of Corporate Circle, Kanpur	Demand order raised on the Company pursuant to conclusion of the audit proceedings for FY 2018-19, whereby the dispute relates to the following: 1. Claim of input tax credit on the grounds of vendor default in non filing of returns 2. Outward liability on account of difference between Monthly Return (GSTR-1) and Annual Return (GSTR-9).	9.99	Company has filed an appeal before the Appellate Authority
41	First Appellate Authority, GST, Gurgaon (Haryana)	ABFRL vs Office of : Excise and Taxation Officer, Gurgaon (East) (Haryana)	Demand order raised on the Company pursuant to conclusion of the audit proceedings for FY 2018-19, whereby the dispute relates to the following: 1. Claim of input tax credit on the grounds of vendor default in non filing of returns/ cancellation of registrations/ incorrect filing/ delay filing 2. Outward liability on account of difference between Monthly Return (GSTR-1) and Annual Return (GSTR-9). 3. Availment of ineligible input tax credit. 4. Interest on reversal of input tax credit.	73.19	Company has filed writ petition before High Court
42	First Appellate Authority, GST, Mumbai (Maharashtra)	ABFRL vs Deputy Commissioner of State Tax, Mumbai, Maharashtra	Demand order raised on the Company pursuant to conclusion of the audit proceedings for FY 2018-19, whereby the dispute relates to the following: 1. Claim of input tax credit on the grounds of vendor default in non filing of returns/cancellation of registrations/ incorrect filing/ delay filing 2. Payment of outward liability on account of difference between GSTR-1 return and GSTR-3B return 3. Availment of ineligible input tax credit.	16.48	Company has filed an appeal before the Appellate Authority
43	First Appellate Authority, GST, Hyderabad (Telangana)	ABFRL vs Office of Commissioner of Central Tax, Hyderabad (Telangana)	Demand order raised on the Company pursuant to conclusion of the scrutiny proceedings for FY 2018-19, whereby the dispute relates to the claim of input tax credit on the grounds of vendor default in non filing of returns.	2.25	Company has filed an appeal before the Appellate Authority
44	First Appellate Authority, GST, Chennai (Tamilnadu)	ABFRL vs Office of the Assistant Commissioner of State Tax, Chennai (Tamil Nadu)	Demand order raised on the Company pursuant to conclusion of the audit proceedings for FY 2018-19, whereby the dispute relates to the following: 1. Claim of input tax credit on the grounds of vendor default in non filing of returns/cancellation of registrations/ incorrect filing/ delay filing 2. Payment of outward liability on account of difference between GSTR-1 return and GSTR-3B return 3. Availment of ineligible input tax credit.	4.73	Company has filed an appeal before the Appellate Authority
45	First Appellate Authority, GST, Ranchi (Jharkhand)	ABFRL vs Office of Assistant Commissioner of Ranchi South Division, Ranchi (Jharkhand)	Demand order raised on the Company pursuant to conclusion of the scrutiny proceedings for FY 2018-19, whereby the dispute relates to the claim of input tax credit on the grounds of vendor default in non filing of returns	0.53	Company has filed an appeal before the Appellate Authority
46	First Appellate Authority, GST, Hyderabad (Telangana)	ABFRL vs Office of Superintendent of Central Tax, Hyderabad (Telangana)	Demand order raised on the Company pursuant to conclusion of the scrutiny proceedings for FY 2018-19, whereby the dispute relates to payment of outward liability difference between GSTR-1 return and GSTR-3B return	0.25	Company has filed an appeal before the Appellate Authority

47	First Appellate Authority, GST, Indore (MP)	ABFRL vs Office of Assistant Commissioner of Central Tax, Indore (MP)	Demand order raised on the Company pursuant to conclusion of the scrutiny proceedings for FY 2018-19, whereby the dispute relates to the claim of input tax credit on the grounds of vendor default in non filing of returns	3.75	Company has filed an appeal before the Appellate Authority
48	First Appellate Authority, GST, Indore (UP)	ABFRL vs Office of Assistant Commissioner of Sector 4 (Mobile Squad-2), Mathura (UP)	Demand order raised on the Company pursuant to conclusion of the detention proceedings with respect to movement of goods from West Bengal to Haryana. Concern officer raised minor mistakes in Eway bill and levied 200% penalty under GST Law. ABFRL paid this penalty amount and contended with First Appellate authority as penalty levied by the authorities is unlawful	0.25	Company has filed an appeal before the Appellate Authority
49	First Appellate Authority, GST, Guwahati (Assam)	ABFRL vs Office of Assistant Commissioner of State Tax, Guwahati (Assam)	Demand order raised on the Company pursuant to conclusion of the SCN proceedings for FY 2019-20, whereby the dispute relates to the claim of input tax credit on the grounds of vendor default in non filing or nil filing of returns	0.02	Company has filed an appeal before the Appellate Authority
50	First Appellate Authority, GST, Gurgaon (Haryana)	ABFRL vs Office of Deputy Commissioner of State Tax, Gurgaon (Haryana)	Demand order raised on the Company pursuant to conclusion of the Audit proceedings for FY 2019-20, whereby the dispute relates to the claim of input tax credit on the grounds of vendor default in non filing of returns by the respective return, cancellation of GST registration and also wrong "Place of Supply" mentioned in respective returns	0.65	Company has filed an appeal before the Appellate Authority
51	First Appellate Authority, GST, Bangalore (Karnataka)	ABFRL vs OFFICE OF THE PRINCIPAL COMMISSIONER OF CENTRAL TAX, Bangalore (Karnataka)	Demand order raised on the Company pursuant to conclusion of the scrutiny returns for the FY 2019-20, whereby the dispute relates to interest on: 1. Cash Payment made through DRC 03 at the time of filing Annual Return for the FY 2019-20 2. ITC reversals made in GSTR 3B during FY 2019-20	1.28	Company is in process of filing an appeal before the Appellate Authority
52	First Appellate Authority, GST, Bhubaneswar (Odisha)	ABFRL vs OFFICE OF THE Assistant COMMISSIONER OF CENTRAL TAX, Bhubaneswar (Odisha)	Demand order raised on the Company pursuant to conclusion of the scrutiny proceedings for FY 2019-20, whereby the dispute relates to the claim of input tax credit on the grounds of vendor default in non filing of returns.	0.18	Company has filed an appeal before the Appellate Authority
53	First Appellate Authority, GST, Bhubaneswar (Odisha)	ABFRL vs OFFICE OF THE Assistant COMMISSIONER OF CENTRAL TAX, Bhubaneswar (Odisha)	Demand order raised on the Company pursuant to conclusion of the scrutiny proceedings for FY 2020-21, whereby the dispute relates to the claim of input tax credit on the grounds of vendor default in non filing of returns.	0.02	Company has filed an appeal before the Appellate Authority
54	First Appellate Authority, GST, Bhubaneswar (Odisha)	ABFRL vs OFFICE OF THE Assistant COMMISSIONER OF CENTRAL TAX, Bhubaneswar (Odisha)	Demand order raised on the Company pursuant to conclusion of the scrutiny proceedings for FY 2021-22, whereby the dispute relates to the claim of input tax credit on the grounds of vendor default in non filing of returns.	0.41	Company has filed an appeal before the Appellate Authority

55	First Appellate Authority, GST, Bhubaneswar (Odisha)	ABFRL vs OFFICE OF THE ASSISTANT COMMISSIONER OF CENTRAL TAX, Bhubaneswar (Odisha)	Demand order raised on the Company pursuant to conclusion of the scrutiny proceedings for FY 2019-20, whereby the dispute relates to the claim of input tax credit on the grounds of vendor default in non filing of returns.	0.00	Company has filed an appeal before the Appellate Authority
56	First Appellate Authority, GST, Chennai (TN)	ABFRL vs OFFICE OF THE ASSISTANT COMMISSIONER OF STATE TAX, Chennai (TN)	Demand order raised on the Company pursuant to conclusion of the scrutiny returns for the FY 2019-20, whereby the dispute relates to 1. ITC availed from suppliers who have not filed GSTR 3B or filed Nil GSTR 3B 2. Credit notes and Ineligible ITC 3. Intrest on Cash Payment made through DRC 03 at the time of filing Annual Return for the FY 2019-20 4. Interest on ITC availed on the invoices for which payment is made after 180 days.	0.16	Company is in process of filing an appeal before the Appellate Authority
57	First Appellate Authority, GST, Kanpur (UP)	ABFRL vs OFFICE OF THE JOINTCOMMISSIONER OF STATE TAX, Kanpur (UP)	Demand order raised on the Company pursuant to conclusion of the scrutiny proceedings for FY 2019-20, whereby the dispute relates to the following: 1. Claim of input tax credit on the grounds of vendor default in non filing of returns. 2. Difference in credit notes reported in GSTR-1 return (monthly) and GSTR-9 return (Annually) 3. Non payment to vendors within 180 days from the date of invoice.	25.14	Company has filed an appeal before the Appellate Authority
58	First Appellate Authority, GST, Kolkata (WB)	ABFRL vs OFFICE OF THE SUPERINTENDENT OF CGST & CX RASHBEHARI, Kolkata (WB)	Demand order raised on the Company pursuant to conclusion of the scrutiny proceedings for FY 2019-20, whereby the dispute relates to the claim of input tax credit on the grounds of vendor default in non filing of returns and also wrong "Place of Supply" mentioned in respective returns	0.06	Company has filed an appeal before the Appellate Authority
59	First Appellate Authority, GST, Hyderabad (Telangana)	ABFRL vs OFFICE OF THE SUPERINTENDENT of Central Tax, Hyderabad (Telangana)	Demand order raised on the Company pursuant to conclusion of the scrutiny returns for the FY 2019-20, whereby the dispute relates to ITC availed from suppliers who have not filed GSTR 3B or filed Nil GSTR 3B.	0.03	Company has filed an appeal before the Appellate Authority
60	First Appellate Authority, GST, Jaipur (Rajasthan)	ABFRL vs OFFICE OF THE DEPUTY COMMISSIONER (STATE TAX) Jaipur, Rajasthan	Demand order raised on the Company pursuant to conclusion of the scrutiny proceedings for FY 2019-20, whereby the dispute relates to the claim of input tax credit on the grounds of vendor default in non filing of returns.	0.07	Company has filed an appeal before the Appellate Authority

61	Appellate Assistant Commissioner, Commercial Taxes Department, Ellapillaichavady, Puducherry – 605 005	ABFRL vs Deputy Commercial Tax Officer Goods Division - I (Pondicherry Municipality), Puducherry.	Demand order raised on the Company pursuant to conclusion of the SCN proceedings for FY 2019-20, whereby the dispute relates to the claim of input tax credit on the grounds of vendor default in filing of returns	0.12	Company is in process of filing an appeal before the Appellate Authority
62	First Appellate Authority, GST, Jammu & Kashmir	ABFRL vs State Taxes Officer, Circle – E, Jammu	Demand order raised on the Company pursuant to conclusion of the SCN proceedings for FY 2019-20, whereby the dispute relates to the claim of input tax credit on the grounds of vendor default in filing of returns	0.22	Company has filed an appeal before the Appellate Authority
63	First Appellate Authority, GST, Kottayam (Kerala)	ABFRL vs OFFICE OF THE SUPERINTENDENT OF CENTRAL GST & CENTRAL EXCISE, Kottayam (Kerala)	Demand (Penalty) order raised on the Company pursuant to conclusion of the SCN proceedings for FY 2019-20, whereby the dispute relates late payment of tax during the FY.	0.00	Company is in process of filing an appeal before the Appellate Authority
64	First Appellate Authority, GST, Patna (Bihar)	ABFRL vs Office of the Joint Commissioner of State Tax, Special Circle, Patna (Bihar)	Demand order raised on the Company pursuant to conclusion of the scrutiny proceedings for FY 2019-20, whereby the dispute relates to the claim of input tax credit on the grounds of availment of ineligible ITC.	0.27	Company has filed an appeal before the Appellate Authority
65	VATO	TCNS Clothing Co Limited Vs Value Added Tax Officer, Ward No 96, Delhi	The Company has preferred to file an appeal against an order passed by Value Added Tax Officer, Delhi with Special Commissioner (Appeal) for the period from 01.10.06 to 31.12.06 in relation to non submission of Form C/F.	0.80	The Special Commissioner (Appeal) has confirmed the order and matter is pending with Value added Tax Officer.
66	Assistant Commissioner (Appeal), Trade & Tax Department New Delhi	TCNS Clothing Co Limited Vs Value Added Tax Officer, Delhi	The Company has preferred to file an appeal against an order passed by Value Added Tax Officer, Delhi with assistant Commissioner (Appeal) for the FY 2007-08 in relation to interest on Sales Tax paid for non submission of Form C/F.	0.07	Appeal filed and pending adjudication. Next hearing date is awaited
67	Assistant Commissioner (Appeal)	TCNS Clothing Co Limited Vs Value Added Tax Officer, Delhi	The Company has preferred to file an appeal against an order passed by Value Added Tax Officer, Delhi with assistant Commissioner (Appeal) for the FY 2008-09 in relation to interest on Sales Tax paid for non submission of Form C/F.	0.05	Appeal filed and pending adjudication. Next hearing date is awaited
68	Assistant Commissioner (Appeal)	TCNS Clothing Co Limited Vs Value Added Tax Officer, Delhi	The Company has preferred to file an appeal against an order passed by Value Added Tax Officer, Delhi with assistant Commissioner (Appeal) for the FY 2009-10 in relation to tax and interest for non submission of Form C/F.	0.10	Appeal filed and pending adjudication. Next hearing date is awaited

69	Appellate Tribunal	TCNS Clothing Co Limited Vs Commissioner Trade & Taxes Delhi	The Company has preferred to file an appeal against an order passed by Value Added Tax Officer, Delhi with Appellate Tribunal for the FY 2010-11 in relation to tax and interest for non submission of Form C/F.	0.03	Appeal filed and pending adjudication. Next hearing date is awaited
70	Special Commissioner, Trade & Taxes Delhi	TCNS Clothing Co Limited Vs Assistant Commissioner, Ward-206, Delhi	The Company has preferred to file an appeal against an order passed by Value Added Tax Officer, Delhi with Appellate Tribunal for the FY 2014-15 in relation to tax and interest for non submission of Form C/F.	0.15	Appeal filed and pending adjudication. Next hearing date is awaited
71	Assistant Commissioner (Appeal)	TCNS Clothing Co Limited Vs Assistant Commissioner, Ward-206, Delhi	The Company has preferred to file an appeal against an order passed by Value Added Tax Officer, Delhi with Assistant Commissioner (Appeal) for the FY 2015-16 in relation to tax and interest for non submission of Form C/F.	0.42	Appeal filed and pending adjudication. Next hearing date is awaited
72	Assistant Commissioner (Appeal)	TCNS Clothing Co Limited Vs Assistant Commissioner, Ward-206, Delhi	The Company has preferred to file an appeal against an order passed by Value Added Tax Officer, Delhi with Assistant Commissioner (Appeal) for the FY 2016-17 in relation to tax and interest for non submission of Form C/F.	0.04	Appeal filed and pending adjudication. Next hearing date is awaited
73	Joint Commissioner of Sales Tax (Appeal), Bhubaneswer Range	TCNS Clothing Co Limited Vs Assessing Authority Bhubaneswer II Circle	The Company has preferred to file an appeal against an order passed by Assessing Authority, Bhubaneswar, Orissa for the FY 2013-14 in relation to Non Submission of Form F.	0.01	Appeal filed and pending adjudication. Next hearing date is awaited
74	Joint Commissioner of Sales Tax (Appeal), Bhubaneswer Range	TCNS Clothing Co Limited Vs Assessing Authority Bhubaneswer II Circle	The Company has preferred to file an appeal against an order passed by Assessing Authority, Bhubaneswar, Orissa for the FY 2014-15 in relation to Non Submission of Form F.	0.02	Appeal filed and pending adjudication. Next hearing date is awaited
75	CESTAT Delhi	TCNS Clothing Co Limited Vs Commissioner Central Excise and Service Tax Delhi	Demand order raised on the final products lying in stock in the owned retail outlets on the intervening night of 29.02.2016 and 01.03.2016	306.57	Appeal filed and pending adjudication. Next hearing date is awaited
76	First Appellate Authority, GST, Bangalore (Karnataka)	TCNS Clothing Co Limited Vs Assistant Commissioner, Bangalore (Karnataka)	Demand order raised on the Company pursuant to conclusion of the scrutiny proceedings for FY 2017-18, whereby the dispute relates to the claim of input tax credit is in excess in GSTR-3B as compared with GSTR-2A report.	0.11	Appeal filed and pending adjudication. Next hearing date is awaited
77	First Appellate Authority, GST, Gurgaon (Haryana)	TCNS Clothing Co Limited Vs Office of Superintendent of State Tax, Gurgaon (Haryana)	Demand order raised on the Company pursuant to conclusion of the scrutiny proceedings for FY 2017-18, whereby the dispute relates to the claim of input tax credit is in excess in GSTR-3B as compared with GSTR-2A report.	0.62	Appeal filed and pending adjudication. Next hearing date is awaited

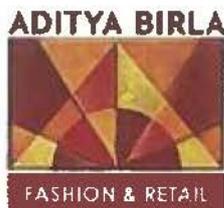
78	First Appellate Authority, GST, Dehradun (UK)	TCNS Clothing Co Limited Vs Office of Deputy Commissioner of State Tax, Dehradun (UK)	Demand order raised on the Company pursuant to conclusion of the scrutiny proceedings for FY 2018-19, whereby the dispute relates to the claim of input tax credit is in excess in GSTR-3B as compared with GSTR-2A report.	0.02	Appeal filed and pending adjudication. Next hearing date is awaited
79	First Appellate Authority, GST, Kanpur (UP)	TCNS Clothing Co Limited Vs Office of Deputy Commissioner of State Tax, Kanpur (UP)	Demand order raised by Mobile Squad in Kanpur, Uttar Pradesh in relation to mismatch of address in E-way bill carried for movement of goods. This liability was paid and contested before Appellate Authority as demand was against the GST Law.	0.11	Appeal filed and pending adjudication. Next hearing date is awaited
80	High Court	Trade Association of West Bengal Vs Assistant Commissioner Sales Tax	Appeal has been filed by Trade Association of West Bengal, on behalf of its members including our Company challenging the constitutional validity of the imposition of a entry tax of local movement of goods whereas WB Entry Tax Act, 2012 is applicable on entry of imported goods into WB. (FY 2015-16)	0.19	Appeal filed and pending adjudication. Next hearing date is awaited
81	High Court	Trade Association of West Bengal Vs Assistant Commissioner Sales Tax	Appeal has been filed by Trade Association of West Bengal, on behalf of its members including our Company challenging the constitutional validity of the imposition of a entry tax of local movement of goods whereas WB Entry Tax Act, 2012 is applicable on entry of imported goods into WB. (April 2017 to June 2017)	0.07	Appeal filed and pending adjudication. Next hearing date is awaited
82	First Appellate Authority, GST, Delhi	TCNS Clothing Co Limited Vs Assistant Commissioner, Hauz Khas Division, Delhi	Period 01.04.2019 to 31.03.2020: An order passed by Office of the Assistant Commissioner of CGST, Hauz Khas Division, Delhi in relation to mismatch between GSTR 3B and GSTR 1.	0.29	Appeal filed and pending adjudication. Next hearing date is awaited
83	First Appellate Authority, GST, Ranchi (Jharkhand)	TCNS Clothing Co Limited Vs State tax Officer Ranchi West, Jharkhand	Demand order raised on the Company pursuant to conclusion of the scrutiny proceedings for FY 2019-20, whereby the dispute relates to the claim of input tax credit is in excess in GSTR-3B as compared with GSTR-2A report.	0.08	Appeal filed and pending adjudication. Hearing date is awaited
84	First Appellate Authority, GST, Jammu & Kashmir	TCNS Clothing Co Limited Vs Sales Tax Officer, Jammu and Kashmir	Demand order raised on the Company pursuant to conclusion of the scrutiny proceedings for FY 2019-20, whereby the dispute relates to the claim of input tax credit is in excess in GSTR-3B as compared with GSTR-2A report.	0.01	Application to be filed for Amnesty Scheme
85	First Appellate Authority, GST, Punjab	ABFRL vs Office of Assistant Commissioner of Central Tax, Punjab	Demand order raised on the Company pursuant to conclusion of the scrutiny proceedings for FY 2017-18 to 2021-2022, whereby the dispute relates to the claim of input tax credit under CGST & SGST instead of IGST and Interest on delayed payment of sundry creditor beyond 180 days.	2.46	Company is in process of filing an appeal before the Appellate Authority

86	Chandigarh District Court	ABFRL vs Anil Lekhi CS/ CJ / 945/ 2017	<p>ABFRL & Anil Lekhi had entered into agency agreements dated 23.02.2012. In the year 2017, Mr. Lekhi has requested to surrender all the four shops ABFRL. Accordingly the parties have recorded the terms of surrender and settlement vide email dated 22.03.2017.</p> <p>However, Mr, Lekhi has neglected to honor the terms of the settlement. Therefore to get the settlement terms enforced against Mr. Lekhi, ABFRL filed a suit for permanent injunction and a suit for declaration against Mr. Lekhi .</p> <p>In Response, Mr. Lekhi along with its written statement have filed a</p>	4.14	The matter was listed for summoning of the original file before the hon'ble court, now the matter is adjourned for consideration and further proceedings on 16.01.2025
87	High Court of Delhi	Mehra Jewels V. ABFRL Cs(Comm) No. 170/2019	<p>Aditya Birla Fashion and Retail Ltd. has executed a Lease dated 05.03.2013 for the premises bearing No. C-11, Connaught Place, New Delhi with Mr. Chand Mehra. In Sept 2016 ABFRL has requested Mr. Mehra to extend the concession of Rs.3,60,000/- for the period starting from 1.10.2016 till 30.09.2017.</p> <p>ABFRL has assured Mr. Mehra that they would not vacate the premises during the concession period mentioned above, and in the event ABFRL decides to vacate the premises during the concession period ABFRL would pay the concession amount back to Mr. Mehra.</p> <p>However due to some business contingencies on 19.05.2017, ABFRL have issued the termination notice to Mr. Mehra., in response Mr. Mehra responded that as per his understanding, ABFRL cannot vacate the premises during the concession period.</p> <p>Hence the dispute arose between the Parties and Mr. Mehra filed a civil suit for recovery of an alleged amount of Rs.2,10,27,698/-</p>	2.10	<p>Matter was listed for hearing of the below:</p> <p>a.IA No. 16024 of 2023 i.e., Plaintiff's Application for Placing on record Additional Documents ("Documents Application")</p> <p>b.IA No. 16365 of 2021 i.e., Plaintiff's Application regarding Admissibility of Documents ("Admissibility Application")</p> <p>c.IA No. 2880 of 2024 i.e., ABFRL's Application for Substitution of Authorised Representative ("Substitution Application")</p> <p>d.IA No. 6261 of 2024 i.e., Plaintiff's Application seeking Modification of Order dated 06.02.2024 ("Modification Application")</p> <p>Part heard, now the matter is listed on 13.12.2024</p>
88	Commercial Court Bengaluru	Dattaray Enterprises v. ABFRL OS No. 8306/2017	<p>Dattaray Enterprises (Sheetal Murthy) engaged as Vendor for doing interiors for our retail stores. Payment towards interior works claimed by Dattaray against ABFRL to a tune of Rs. 2,10,45,906/- which is inclusive of interest amount till the filing of the case.</p>	2.10	<p>Challenging an impugned order on interlocutory application (IA), ABFRL has preferred appeal before High Court of Karnataka the court has stayed the lower courts proceeding till further orders. Next date of Hearing 06.01.2025 awaiting order from High Court.</p>
89	High Court at Kolkata	M/s. Isha Distribution House Pvt. Ltd. V. ABFRL CS No 88/2016	<p>M/s. Isha Distribution House Pvt. Ltd. ("Isha") was a distributor of ABFRL for west Bengal and Bihar. ABFRL terminated the agreements due to performance related issues and presented the cheque for recovery of outstanding amount of Rs.4.5 Cr from Isha.</p> <p>Aggrieved by the said termination of the agreements by ABFRL, Isha has filed a suit claiming damages of Rs. 175 Cr against ABFRL.</p> <p>Initially, the suit filed by Isha was dismissed for want of jurisdiction, an SLP was filed before Supreme Court by Isha challenging the High Court Order. SLP was partly allowed and the matter was sent back to Calcutta High Court for trial on the merits. Against the said SC orders, ABFRL filed a review petition which was dismissed. The matter to be listed before the Calcutta High Court for trial.</p>	175.00	The matter will be listed in due course of time.

90	Civil Court Senior Division , Thane	SAI Enterprises v. ABFRL Special Civil Suit No. 286 of 2021	<p>Special Civil Suit for Recovery of Arrears of License Fees, Compensation and for other reliefs valued for Rs. 18,11,33,520/- for all purposes. PT store - Gokhale Road, Thane Mumbai - The LL has filed a civil suit for recovery against PT claiming an outstanding amount of 19.06 cr. (approx.) towards closure of store during lock-in period along with damages and interest.</p> <p>The initial lease term had expired on 30th Nov 2019, while renewal discussions were happening with the Sai Enterprises("LL"), PT requested the LL to complete building maintenance works, since the building was in a dilapidated condition. The negotiation extended for 6 month without any resolution and PT continued staying in the said premises. Finally, the LL backed out from doing the maintenance works resulting in PT not renewing the lease and vacated the premises. The LL could not find any new a tenant during COVID – 19 period. Aggrieved by the said decision of the PT not willing to renew the lease deed the LL filed the above suit. The PT had filed two interlocutory applications (IA) one for appointment of arbitrator, since dispute resolution (Arbitration) was present and other IA for referring the matter to mandated mediation in the commercial courts.</p>	18.11	The matter was listed for completion of arguments 15.10.2024 and further proceedings. The Hon'ble Court heard the matter and scheduled on 9th December 2024 for Order.
91	Arbitration (R S Virk) District & Sessions Judge (Retd.)	Dayanand v. Aditya Birla Fashion & Retail Limited Case No. 350	<p>Mr. Dayanand, leased, a warehouse located in village Pataudi, Tehsil Pataudi, District Gurugram entered into a lease deed dated 20.04.2016 with Aditya Birla Fashion and Retail Limited. Notably, on 16.10.2018 an incident of fire occurred at the Premise consequent whereupon, the entire said premise was damaged. Thereafter, ABFRL terminated the lease of the Premise. Subsequently and consequent upon such termination, the Lessor approached the insurance company under insurance contract and claimed a loss/ damage of Rs. 8,00,00,000/- (Rupees Eight Crores only) from Insurance Company. Pertinently, after due assessment of the said claim, the Insurance Company had paid a sum of Rs. 2,50,00,000/- (Rupees Two Crores and Fifty Lakhs only) to the Lessor towards the damages caused due to the fire.</p> <p>Notably, despite the clearance of the claims of the Lessor by the Insurance Company, the Lessor, undeterred, issued a legal notice on 29.07.2019 upon ABFRL, inter alia, claiming the damages/ compensation to a tune of Rs. 3,00,00,000/- (Rupees Three Crores only) and to pay and surrender security deposit of Rs. 60,00,000/- (Rupees Sixty Lakhs only). Subsequently, in light of the aforesaid, Mr. Dayanand filed an application under Section 11 of the Arbitration and Conciliation Act, 1996 before the Hon'ble High Court of Punjab & Haryana, seeking appointment of an arbitrator for claim amounting to 7,80,46,520/- along with 18% interest.</p> <p>Accordingly, in light of the above, once Mr. Dayanand/ Lessor pursues his claim/ claims before the Arbitrator, ABFRL will file its counter claim upon Mr. Dayanand/ Lessor for refund of its balance IFRSD/ Security Deposit amount of Rs. 15,23,352/- (Rupees Fifteen Lakhs Twenty Three Thousand</p>	7.80	The arbitral records were received, the respondent has filed the reply and the matter is listed for final arguments on 18.12.2024
92	Commercial Appellate Courts, Bangalore	ABFRL v. Pushplata Kumari 522/2021	<p>ABFRL (MFL Division) had two COFO stores at Dhanbad in the Centre Point Mall.</p> <p>VH (Landlord-Devanand Singh) and AS (Landlord-Sunder Pal Sondhi). Both the stores were operated by the same franchisee named Ms. Pushpalata Kumari".</p> <p>Due to non-viability of business, ABFRL terminated both the lease deeds and franchisee agreements. AS store was peacefully terminated and handed over. However, the franchisee locked the VH store and did not allowed /permitted ABFRL team to enter the store and threatened them with dire consequences. The Franchisee demanded compensation of Rs 40 lakhs towards her investments towards capex.</p>	0.15	ABFRL has filed Appeal challenging the Lower Court Order before Karnataka High Court and High Court has stayed the execution of Lower Court order and the matter has been adjourned for service of summons. The matter will be listed in due course of time.

93	Mumbai NCLT	IBC v. Future Lifestyle Fashion Limited (FLFL)	<p>IBC petition against Future Lifestyle Fashion Limited (FLFL) was admitted before Mumbai NCLT vide order dated 4th May 2023.</p> <p>Pursuant to admission of the said IBC petition Mr. Ravi Sethia was appointed as resolution professional (RP).</p> <p>The RP started sending demand letters to various PT stores across India and as per RP's statement of accounts ABFRL totally owes a sum of Rs. 90.84 Cr.</p> <p>ABFRL has engaged a senior IBC Advocate and he has guided us in sending reply to the demand notices of the RP. ABFRL has sent reply through email vide dated 8th February 2024 to the demand notices of RP.</p>	90.84	We have received second set of demand notices from the Resolution Professional and we are in the process of formulating reply to the demand notices.
94	Patiala District Court, Delhi	Blue Star v. ABFRL CS(Com)1688/2016 & 1689/2016 CS(Com) 500/2016	<p>Blue Star ("Vendor") manufactured excessive ABFRL branded products in an unauthorized manner. ABFRL filed 2 bare injunction suits (VH, LP and PE) in Patiala District Courts at Delhi and obtained favorable orders and conducted raids and seized the goods pertaining to VH, LP & PE.</p> <p>Pursuant to obtaining the orders ABFRL withheld the payment of Rs.0.80 Cr payable to the Vendor. Aggrieved by the said action, the Vendor filed a suit for recovery of Rs.0.80 Cr with interest amounting to RS.1.78 Cr in the High Court of Delhi (CS (com) 500/2016 and in the said case, ABFRL also made a counter claim for ₹ 2.72 Cr. Towards the damages.</p>	1.78	<p>The matter was listed for hearing on 14 November 2024 before Learned Local Commissioner for recording of Plaintiff's evidence. No proceedings could take place on Nov 14 in the matter due to unavailability of the Learned Local Commissioner.</p> <p>The matter is re-listed on 5 December 2024 @ 3 PM for further proceedings.</p>
95	High Court of Karnataka, at Bangalore	Writ Petition No. 32586/2017	<p>A FIR bearing Crime No. 252/2017 was filed by Sheetal Murthy against the managing director and other officers of ABFRL. To quash the said FIR a writ petition No. 32586/2017 was filed before the Hon'ble High Court of Karnataka.</p> <p>On thorough hearing the argument of ABFRL's advocate the Hon'ble Court was pleased to grant stay vide order dated 20.07.2017. Further, it has mentioned in the order that no further investigation or action has to be initiated based on the said FIR.</p> <p>It is pertinent to state that on the same lines of above mentioned FIR (filed by Sheetal Murthy's husband Arun Murthy's) was filed and subsequently quashed vide order dated 25.05.2022</p>	NA	The matter will be listed in due course of time.
96	Arbitration (VP Vaish), Sole Arbitrator, Retd. Judge	Aditya Birla Fashion & Retail Limited v. Boulder Builders Private Limited, Arbitration Proceedings	<p>The premise was unjustly and illegally shut down due to fault/ omission on the part of OP leading to huge monetary loss to ABFRL, besides loss of IFRSD amount. In the reply to ABFRL's application under Section 11 of Arbitration Act, Boulder admitted receipt of Rs. 13,00,000/- as part SD amount on which basis present petition filed. Considering the fact that there exists an arbitration agreement between the parties, our Petition was allowed under Section 11 of the Arbitration Act, for appointment of arbitrator.</p> <p>Retired Justice V.P. Vaish, was appointed as the learned arbitrator in the captioned matter, for adjudication of the disputes between the parties.</p> <p>Accordingly, in light of the above, ABFRL has claimed Rs. 89.75 lakhs towards IFRSD amount, Rs. 4.38 crores towards capex and Rs. 58.69 lakhs towards stock at premises from the Opposite Party/ Respondent.</p> <p>Subsequently, the Respondent has filed a counter claim in the month of July 24 praying for ABFRL to remit a sum of Rs.15.59 crores for the alleged outstanding lease rentals for the area owned by the Respondent, including interest.</p>	15.59	The matter is listed for cross examination of the claimant on 06.01.2025

97	Supreme Court	Retailers Association of India vs Government of India	Appeal has been filed by Retailers Association of India ("RAI"), on behalf of its members including our Company challenging the constitutional validity of the imposition of a service tax on renting of immoveable property with retrospective effect	24.16	Supreme Court
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REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF ADITYA BIRLA FASHION AND RETAIL LIMITED RECOMMENDING THE DRAFT SCHEME OF ARRANGEMENT AMONG ADITYA BIRLA FASHION AND RETAIL LIMITED AND ADITYA BIRLA LIFESTYLE BRANDS LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS ADOPTED AT ITS MEETING HELD ON APRIL 19, 2024

The following members of the Audit Committee were present at the Meeting:

1. Mr. Sunirmal Talukdar, Chairperson
2. Mr. Arun Adhikari
3. Ms. Sukanya Kripalu

1. Background

- (a) The draft Scheme of Arrangement among Aditya Birla Fashion and Retail Limited ("*Demerged Company*" or "*Company*") and Aditya Birla Lifestyle Brands Limited ("*Resulting Company*") and their respective shareholders and creditors (*hereinafter referred to as "Scheme"*), pursuant to Sections 230 to 232 and other applicable provisions, of the Companies Act, 2013 ("*Act*") read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) or other amendment(s) thereof for the time being in force), Section 2(19AA) of Income Tax Act, 1961, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws including SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, as amended from time to time ("*SEBI Schemes Master Circular*") and SEBI Circular No. SEBI/HO/DDHS/DDHS_Div1/P/CIR/2022/0000000103 dated July 29, 2022 as amended from time to time ("*SEBI Debt Circular*") ("*Collectively referred as SEBI Circulars*") was presented to the Committee at its meeting held on April 19, 2024, for its consideration and making recommendation to the Board of Directors of the Company. Capitalised terms used and not defined herein shall have the meaning ascribed to them in the Scheme.
- (b) In terms of SEBI Schemes Master Circular, a report from the Audit Committee of the Board of the Company, recommending the draft Scheme is required taking into consideration *inter alia* the Share Entitlement Report, and commenting on the need for the Scheme, rationale of the Scheme, synergies of business of the entities involved in the Scheme, impact of the Scheme on the shareholders and cost benefit analysis of the Scheme. Accordingly, this report of the Committee is prepared to comply with the aforesaid requirements.
- (c) The Demerged Company is a listed public limited Company within the meaning of the Act. The equity shares of the Company are listed on BSE Limited ("*BSE*"), the National Stock Exchange of India Limited ("*NSE*"), (*Collectively referred to as the "Stock Exchanges"*). The redeemable, non-convertible debentures of Demerged Company are listed on BSE.

Page 1 of 5

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





- (d) The Resulting Company is public limited Company incorporated under the Act and is a wholly owned subsidiary of Demerged Company.
- (e) While deliberating on the Scheme, the Committee, *inter-alia*, considered and took on record the following documents:
- i. Draft Scheme duly initialled by the Company Secretary of the Company for the purpose of identification;
 - ii. Report on Recommendation of Entitlement Ratio dated April 19, 2024, issued by Bansi S. Mehta Valuers LLP, Registered Valuer (IBBI Reg no. IBBI/RV-E/06/2022/172) ("*Share Entitlement Report*"), recommending the share entitlement ratio;
 - iii. Fairness Opinion dated April 19, 2024, issued by Inga Ventures Private Limited, independent SEBI registered Category-I Merchant Banker providing its opinion on the share entitlement ratio in the Share Entitlement Report ("*Fairness Opinion*");
 - iv. Auditor's Certificate by the Statutory Auditors of the Company i.e., Price Waterhouse & Co. Chartered Accountants LLP dated April 19, 2024 ("*Auditors Certificate*") in terms of SEBI Circulars and Section 232(3) of the Act certifying that the accounting treatment in the draft Scheme is in conformity with the accounting standards and.
 - v. Undertaking dated April 19, 2024 given by the Company confirming that approval of majority of public shareholders in terms of SEBI Schemes Master Circular, is not applicable to the Scheme along with certificate dated April 19, 2024 of the Statutory Auditors of the Company, certifying the said undertaking.

2. Salient Features of the Scheme

- (a) The Scheme *inter alia* provides the following:
- i. demerger, transfer and vesting of the Demerged Undertaking from the Demerged Company into the Resulting Company on a going concern basis, and issue of equity shares by the Resulting Company to the shareholders of the Demerged Company, in consideration thereof;
 - ii. various other matters consequential or otherwise integrally connected therewith including changes in share capital and reduction and cancellation of pre-scheme share capital of the Resulting Company;
 - iii. The Appointed Date is April 1, 2024 or such other date as may be approved by the Boards of the Demerged Company and the Resulting Company;
 - iv. The Effective Date means the date which will be the first day of the month following the month in which the Parties mutually acknowledge in writing that all the conditions precedent of the Scheme has occurred or have been fulfilled, obtained or waived, as applicable, in accordance with the Scheme.

Page 2 of 5

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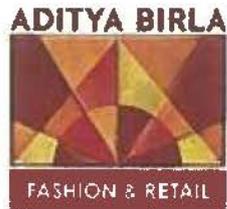
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- (b) The effectiveness of the Scheme is conditional upon fulfilment of the 'Conditions Precedent to effectiveness' as specified in the Scheme ("*said conditions*") which include:
- I. The Stock Exchanges having issued their observation / no-objection letters as required under the SEBI LODR Regulations read with the SEBI Schemes Master Circular and the SEBI Debt Circular;
 - II. This Scheme being approved by the respective requisite majorities of the various classes of (a) creditors (where applicable) of the Demerged Company and the Demerged Company Members; and (b) members and creditors (where applicable) of the Resulting Company, as required under the Act, subject to any dispensation of holding and convening meetings of members and creditors, that may be granted by the Tribunal;
 - III. the fulfilment, satisfaction or waiver (as the case may be) of any approvals or conditions mutually agreed by the Parties as required for completion of transactions contemplated under this Scheme;
 - IV. Sanction of the Scheme by the Tribunal under Sections 230 to 232 of the Act and receipt of certified copy of the Sanction Order; and
 - V. The certified copy of the Sanction Order having been filed by the Parties with the Registrar of Companies.

Upon the fulfilment of the said conditions, the Scheme shall become effective from Appointed Date and operative from the the Effective Date.

3. Need for the Scheme and Rationale of the Scheme

- (a) ABFRL runs a diverse portfolio of fashion brands and retail formats with key business segments comprising of Madura Fashion and Lifestyle and Pantaloons, Ethnic portfolio along with other new growth platforms.
- (b) The MFL Business (*as defined in the Scheme*) has built a leadership position over a long period of time and has a proven track record of delivering consistent revenue growth, profitability, strong free cash flows and high return on capital. The Remaining Business of the Demerged Company (*as defined in the Scheme*) comprises portfolio of multiple businesses.
- (c) The Scheme is being proposed to separate MFL Business from the Remaining Business of the Demerged Company and demerge it into the Resulting Company. The proposed Scheme would be in the best interests of the Demerged Company, Resulting Company and, their respective shareholders, employees, creditors and other stakeholders for the below reasons:

Page 3 of 5

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- i. The distinctive profile and established business model of the MFL Business makes it suitable to be housed in a separately listed entity, allowing sharper strategic focus in pursuit of its independent value creation trajectory;
- ii. Result in better and efficient control and management for the segregated businesses, operational rationalization, organization efficiency and optimum utilization of various resources;
- iii. The Scheme would unlock value for the overall-business portfolio through price-discovery of the individual entities for existing shareholders;
- iv. The Demerged Company will house multiple growth platforms across value and masstige retail, branded ethnic business, super premium and luxury retail formats and portfolio of digital brands and will chart its own growth journey;
- v. The Scheme could lead to the right operating architecture for both companies with sharper focus on their individual business strategies and clear capital allocation, in alignment with their respective value creation journeys; and
- vi. Separately listed companies to attract specific set of investors for their business profile, and consequently, encourage stronger capital market outcomes.

4. Synergies of business of the entities involved in the Scheme

The Committee noted that the Scheme provides for demerger of the MFL Business of the Demerged Company. The said demerger will entail the synergies and benefits specified in para 3 above.

5. Impact of the Scheme on the shareholders of the Company

The Audit Committee noted the following:

- a. The consideration for the demerger of the Demerged Undertaking shall be the issue by the Resulting Company of 1 (one) fully paid-up equity share of the Resulting Company having face value of Rs 10 (Rupees Ten) each for every 1 (one) fully paid-up equity share of Rs 10 (Rupees Ten) each of the Demerged Company ("*Resulting Company New Equity Shares*").
- b. Upon coming into effect of the Scheme and subject to the provisions of the Scheme, the Resulting Company shall, without any further application, act, deed, consent or instrument, issue and allot the Resulting Company New Equity Share(s) to the equity shareholders of the Demerged Company who hold fully paid-up equity shares of the

Page 4 of 5

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CIN: L18101MH2007PLC233901
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Fax: +91 86529 05400

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E-mail: secretarial@abfirl.adityabirla.com





Demerged Company and whose names are recorded in the register of members and/ or records of the depository on the Record Date.

- c. The Resulting Company shall apply for listing of its equity shares on the Stock Exchanges in terms of and in compliance of SEBI Schemes Master Circular and other relevant provisions as may be applicable. The Resulting Company New Equity Shares allotted by the Resulting Company, pursuant to the Scheme, shall remain frozen in the depository system till listing/ trading permission is given by the designated Stock Exchange.

6. Cost benefit analysis of the scheme

Although the Scheme involves certain costs such as transaction cost, implementation cost, regulatory fees, stamp duties, etc., the benefits under the Scheme as listed in Para 3 would be far more than such ancillary costs.

7. Recommendation by the Audit Committee

In the view of the above, Audit Committee after taking into consideration draft Scheme, Share Entitlement Report, Fairness Opinion, need for the Scheme, rationale of the Scheme, synergies of business of the entities involved in the Scheme, impact of the Scheme on the stakeholders, cost benefit analysis of the Scheme, and other relevant documents, recommends the draft Scheme to the Board, in its present form for favourable consideration by the Board, Stock Exchanges, National Company Law Tribunal, SEBI and such other regulatory authorities, as may be applicable.

For and on behalf of the Audit Committee of
Aditya Birla Fashion and Retail Limited

A handwritten signature in blue ink, appearing to read "Sunirmal Talukdar".

Sunirmal Talukdar
Chairperson, Audit Committee
DIN: 00920608



Date: April 19, 2024
Place: Kolkata

Annexure 9



THE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH

C.P.(CAA)/111/MB-I/2024
c/w
C.A.(CAA)/54/MB-I/2024

In the matter of
The Companies Act, 2013 (18 of 2013);

AND

In the matter of
Sections 232 r/w 230
and other applicable provisions of the
Companies Act, 2013 and Rules framed
thereunder as in force from time to time;

AND

In the matter of
Composite Scheme of Amalgamation

TCNS Clothing Co. Limited

CIN L99999MH1997PLC417265

...Petitioner Company 1/

Transferor Company

Aditya Birla Fashion and Retail Limited

CIN L18101MH2007PLC233901

...Petitioner Company 2

Transferee Company

(“Collectively referred as Applicant Companies”)

Order delivered on 02.08.2024

Coram:

Shri Prabhat Kumar

Hon'ble Member (Technical)

Justice V.G. Bisht (Retd.)

Hon'ble Member (Judicial)





THE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH

C.P.(CAA)/111/MB-I/2024
IN
C.A.(CAA)/54/MB-I/2024

Appearances (through)

For the Petitioner : Mr. Ahmed Chunawala,
Advocate

For the Regional Director : Mr. Bhagwati Prasad,
Assistant Director,
Western Region, office of
Regional Director,
Mumbai

ORDER

1. Heard the Learned Counsel for the Petitioner Companies as well as the representative of the Regional Director.
2. This Tribunal has received a letter dated 12.06.2024 by one of the unsecured creditors of Transferee Company i.e. M/s Devanand Singh & Son HUF stating that they have leased out a property to the Transferee Company for the purpose of operating a retail showroom or sale of branded garments and accessories under the brand name "VAN HEUSEN" and lease agreement dated 03.05.2017 and supplementary lease agreement dated 18.01.2020 (effective from 01.01.2017 and valid till 31.12.2025) was executed. However, the Transferee Company has stopped paying rent since January, 2021 and as on





THE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH

C.P.(CAA)/111/MB-I/2024
IN
C.A.(CAA)/54/MB-I/2024

15.05.2024 sum of Rs.64,41,620/- is pending against Petitioner No.2. In view of the same, a case for eviction and rent recovery bearing No. HC Case No. 44 of 2023 before the Ld. Rent Controller cum SDM Dhanbad seeking recovery of sum of Rs.43,91,836.68 along with compensation and future interest against Applicant No.2 was filed and the same is pending for adjudication.

2.1. In respect of the same, the Petitioner Company No.2 has filed affidavit in reply dated 11.07.2024 wherein it is stated that the Petitioner Company had executed a registered lease deed dated 3rd May 2017 with the Objector. In terms of clause 9.1 of the lease deed, the Petitioner company was entitled to appoint franchisee to operate the business and in terms of clause 14.2, the Petitioner was entitled to terminate the lease agreement by issuance of 3 months' notice. The Petitioner timely discharged the monthly lease rentals of store in favour of Objector till time of termination of the lease agreement. In the month of January'2021, the Petitioner company decided not to continue the business operation from the premise and accordingly Termination Notice dated 4th January 2021 was issued to the Objector in terms of clause 14.2 of the lease deed dated 3rd May 2017 whereby the effective date of termination was mentioned as 7th April, 2021.





THE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH

C.P.(CAA)/111/MB-I/2024
IN
C.A.(CAA)/54/MB-I/2024

2.2. It was also informed to the Objector that the rentals during the notice period would be adjusted from the interest free refundable security deposit. The franchisee agreement executed by and between the Petitioner and Pushpalata Kumari expired by efflux of time on 28th February, 2021. Though the franchisee agreement expired, the franchisee in breach of the agreement refused to complete the handover obligations and started making extortion demands. On 6th April 2021, letter was issued by Petitioner company to Objector intimating its surrender of leasehold rights. It also informed the illegal padlock on the premises by Pushpalata Kumari and called upon Objector to take appropriate action against the Pushpalata Kumari for handover of the premises. The Petitioner called upon the Objector to take appropriate action against the unauthorized occupants and also clarified that 8th April, 2021 onwards, the Petitioner would not be responsible for any rentals and/or other charges.

2.3. Thereafter, as per the terms of the franchise agreement, since the civil disputes is exclusively vested with the Civil Court at Bangalore, as such on or about 13th August, 2021, the Petitioner herein filed a commercial suit being No. Comm (OS) No. 522 of 2021 before Commercial Court at Bangalore against Pushpalata Kumari and also impleaded the Objector.





THE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH

C.P.(CAA)/111/MB-I/2024
IN
C.A.(CAA)/54/MB-I/2024

2.4. We have considered the submission of the objector as well the representative of the Petitioner Companies. We note that the Transferee Company has total 7961 unsecured creditors for the value of Rs. 31,10,02,29,127/-. The objector has raised an objection stating that an amount of Rs.64,41,620/- is pending against the Transferee towards rental dues. Proviso to Section 230 (4) of the Companies Act, 2013 states that “*any objection to the compromise or arrangement shall be made only by persons holding not less than ten per cent of the shareholding or having outstanding debt amounting to not less than five per cent. of the total outstanding debt as per the latest audited financial statement.*” However, the Objector is having only 0.02% value of the total unsecured creditors of the Transferee Company. Therefore, the objector does not meet the criteria as provided u/s 230(4) of the Act. Further, a suit is also pending before the Ld. Rent Controller-cum-SDM, Dhanbad and Commercial Court at Bangalore. Therefore, this Bench is of the view that the dues of the objector can be settled subject to the outcome of matters pending before learned Ld. Rent Controller cum SDM Dhanbad and Commercial Court at Bangalore and no prejudice whatsoever is caused to objector if the present scheme is allowed as the claims shall be enforceable against the Transferee Company.





THE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH

C.P.(CAA)/111/MB-I/2024
IN
C.A.(CAA)/54/MB-I/2024

3. The sanction of the Tribunal is sought under Sections 232 r/w Section 230 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013 and the rules framed there under to the Scheme of Amalgamation among **TCNS Clothing Co. Limited** (Transferor Company), **Aditya Birla Fashion and Retail Limited** (Transferee Company) and their respective shareholders and creditors ("**Scheme**").
4. The Board of Directors of the Transferor Company and Transferee Company in their respective meetings conducted on 5th May, 2023 for the Transferor Company and the Transferee Company have approved the Scheme.
5. The Petition has been filed in consonance with the Order passed in the C.A (CAA) No. 54 of 2024 by this Tribunal and the Petitioner Companies have complied with all requirements as per directions of the National Company Law Tribunal, Mumbai Bench and they have filed necessary affidavits of compliance in the National Company Law Tribunal, Mumbai Bench.
6. The Petitioner Companies states that the Petitioner Company No. 1 is engaged *inter alia*, in the business of: (a) manufacturing, distribution and sale of women's apparel, jewelry, footwear and beauty products, in any manner and through any format, currently undertaken under brands "W", "Wishful", "Aurelia", "Elleven" and "Folksong"; and (b) wholesale cash and carry





THE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH

C.P.(CAA)/111/MB-I/2024
IN
C.A.(CAA)/54/MB-I/2024

trading (including sale through franchisee outlets) of women's apparel, jewelry, footwear and beauty products, in any manner and through any format and that the Petitioner Company No. 2 is currently engaged in the business of manufacturing, marketing, sales and/or distribution of fashion apparel, footwear and accessories through offline and/or online channels including wholesale, retail and e-commerce under multiple owned and licenced brands.

7. The Amalgamation pursuant to this Scheme would, inter alia, have the following benefits:
 - 7.1. Strengthening of organizational capabilities around operational and financial areas, driving scale benefits through leveraging resources;
 - 7.2. Enabling coverage of complementary markets and consumer segments in line with focused strategy of building a comprehensive apparel portfolio; entering newer markets and driving penetration;
 - 7.3. Creating revenue synergies through sharing of consumer understanding, market insights, channel models to ensure faster go to market and achieve faster growth with fewer resources;





THE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH

C.P.(CAA)/111/MB-I/2024
IN
C.A.(CAA)/54/MB-I/2024

-
- 7.4. Driving synergy benefits around back-end such as procurement, logistics, supply chain, technology operations and shared services; driving optimal utilization of resources and building centers of excellence for a larger company;
- 7.5. Enhancing organizational capabilities arising from pooling of talent and human capital with diverse skill sets and experience in areas such as design, sourcing and consumer insights, providing strength to operate strongly in a highly fragmented market;
- 7.6. Enabling more coordinated and comprehensive business management with clear focus on driving common goals around building best quality products, wide distribution, efficient operations, brand building; allowing for more efficient allocation of capital and resources for growth;
- 7.7. Driving channel efficiencies by providing opportunity to cross-sell products across markets;
- 7.8. Streamlining of legal, compliance and other statutory functions to allow a more coordinated approach towards governance for the businesses;
- 7.9. Post Scheme, Transferee Company to become a platform for building category-led business and be better placed to adequately finance the growth prospects of the business;





THE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH

C.P.(CAA)/111/MB-I/2024
IN
C.A.(CAA)/54/MB-I/2024

7.10. Driving cost synergies and reducing overlaps between businesses

8. The Regional Director has filed his Report dated 11.07.2024 making certain observations and the Petitioner Companies have undertaken/made following submission that :

8.1. The Petitioner Companies shall comply with the provisions of section 232(3)(i) of the Companies Act, 2013 in respect of fees payable by the Petitioner Company No. 2 for increase of authorized share capital on account of amalgamation set out in the Scheme;

8.2. The Scheme enclosed to the Company Scheme Application (as amended by way of Company Application No. CA 121/2024 IN C.A.(CAA)/54(MB)2024 to update the share capital details of the Petitioner Companies) and the Company Scheme Petition is one and the same and that there is no discrepancy or changes is made;

8.3. The meeting of the Equity Shareholders was called for and that the Scheme was approved with requisite majority;

8.4. The Petitioner Company No. 2 submits that the Petitioner will comply with the requirements as to Appointed Date vide circular no. F. No.7/12/2019/CL-1 dated 21.08.2019 issued by the Ministry of Corporate Affairs.





THE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH

C.P.(CAA)/111/MB-I/2024
IN
C.A.(CAA)/54/MB-I/2024

-
- 8.5. The Petitioner Company No. 2 shall ensure compliance of the provisions of Income tax department and GST Departments and its rules, if any.
- 8.6. The Petitioner Company No. 2 submits that they will comply with the letter of BSE and NSE which is mentioned in their letter dated 14.03.2024 and 15.03.2024 respectively and also comply with SEBI (LODR) Regulations, 2015.
- 8.7. The Transferee Company will comply with Income Tax Provisions in relation to proceedings/claims under Income Tax Act against the Transferor Company.
9. Mr. Bhagwati Prasad from the Office of Regional Director (WR), Mumbai, appeared on the date of hearing and submitted that the above explanations and clarifications given by the Petitioner Companies in rejoinder are satisfactory and they have no further objection to the Scheme.
10. The Official Liquidator has filed his report dated June 26, 2024 inter-alia stating that the affairs of the Transferor Company have been conducted in proper manner.
11. From the material on record, the Scheme appears to be fair and reasonable and is not violative of any provisions of law and is not contrary to public policy. Since all the requisite statutory compliances have been fulfilled, Company Scheme Petition No.





THE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH

C.P.(CAA)/111/MB-I/2024
IN
C.A.(CAA)/54/MB-I/2024

111 of 2024 is made absolute in terms of clauses 13 (a) to (c) of the said Company Scheme Petition.

12. The Petitioner Company No. 1 be dissolved without winding up.
13. The Income Tax Department will be at liberty to examine the aspect of any tax payable as a result of this scheme and in case it is found that the scheme ultimately results in tax avoidance under the provisions of Income Tax Act, it shall be open to the Income tax authorities to take necessary action as possible under the Income Tax Law.
14. The Petitioner Companies are directed to file a certified copy of this order along with a copy of the Scheme with the concerned Registrar of Companies, electronically, along with E-Form INC-28, within 30 days from the date of receipt of the certified copy of this order duly certified by the Designated Registrar of this Tribunal.
15. The Petitioner Companies to lodge a certified copy of this Order and the Scheme duly authenticated by the Designated Registrar of this Tribunal, with the concerned Superintendent of Stamps, for the purpose of adjudication of stamp duty payable, if any, on the same within 60 days from the date of receipt of the certified copy of this order.





THE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH

C.P.(CAA)/111/MB-I/2024
IN
C.A.(CAA)/54/MB-I/2024

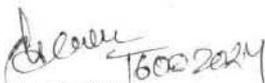
16. All authorities concerned to act on a copy of this order along with the Scheme duly authenticated by the Registry of this Tribunal.
17. Ordered Accordingly. Pronounced in open court today.

Sd/-
Prabhat Kumar
Member (Technical)

Sd/-
Justice V. G. Bisht
Member (Judicial)



Certified True Copy _____
Date of Application 14/8/2024
Number of Pages 12
Fee Paid Rs. 60/-
Applicant called for collection copy on 16/8/2024
Copy prepared on 16/08/2024
Copy issued on 16/8/2024


Deputy Registrar

National Company Law Tribunal, Mumbai Bench

Price Waterhouse & Co Chartered Accountants LLP

To,
The Board of Directors,
Aditya Birla Lifestyle Brands Limited,
Piramal Agastya Corporate Park, Building 'A',
4th and 5th floor, Unit No. 401, 403, 501 and 502,
L.B.S. Road, Kurla Mumbai-400 070

Subject: Clarification in respect to a query raised by BSE Limited ("BSE") on the accounting method that would be adopted to give effect to the Scheme of Arrangement between Aditya Birla Fashion and Retail Limited ("Demerged Company") and Aditya Birla Lifestyle Brands Limited ("Resulting Company" or "the Company") and their respective shareholders and creditors ("Scheme of Arrangement")

This clarification letter is being issued in connection with the captioned subject and response provided by the Company's Management dated October 22, 2024, to the BSE.

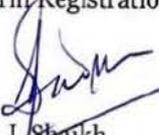
We, the statutory auditors of the Company, have examined the accounting treatment in Clause 9.2 to Part II of the Scheme of Arrangement when issuing the accounting treatment certificate on April 19, 2024. The accounting treatment certificate is issued in terms of the provisions of Sections 230 to 232 of the Companies Act, 2013 (the "Act") with reference to its compliance with the applicable Accounting Standards specified under Section 133 of the Act (the 'applicable Accounting Standards') and Other Generally Accepted Accounting Principles.

Pursuant to the Scheme of Arrangement, as the Demerger of the Demerged Undertaking is categorised as a "common control" transaction in terms of Indian Accounting Standard 103, Business Combinations, Appendix C - Business Combinations of entities under common control ("IND AS 103 - Appendix C") notified under Section 133 of the Act, the Company has determined to record transfer of the Demerged Undertaking using the 'pooling of interests' method as specified in IND AS 103 - Appendix C. We concur with the accounting method proposed by the Company's Management.

We further understand that this clarification will be included as part of the notice and explanatory statement for shareholders and creditors' meetings, if required, proposed to be held for approving the Scheme of Arrangement.

For **Price Waterhouse & Co. Chartered Accountants LLP**

Firm Registration Number: 304026E/E-300009


A. J. Shaikh
Partner

Membership Number: 203637

Place: Bengaluru

Date: October 22, 2024

Price Waterhouse & Co Chartered Accountants LLP, 5th Floor, Tower 'D', The Millenia, 1 & 2 Murphy Road, Ulsoor
Bengaluru - 560 008
T: +91 (80) 40794188

Registered office and Head office: Plot No. 56 & 57, Block DN, Sector-V, Salt Lake, Kolkata - 700 091

Price Waterhouse & Co. (a Partnership Firm) converted into Price Waterhouse & Co Chartered Accountants LLP (a Limited Liability Partnership with LLP identity no. LLPIN AAC-4362) with effect from July 7, 2014. Post its conversion to Price Waterhouse & Co Chartered Accountants LLP, its ICAI registration number is 304026E/E300009 (ICAI registration number before conversion was 304026E)

Annexure 11 - Revised shareholding pattern upon the effectiveness of the ABFRL-TCNS merger scheme

Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015		
1	Name of Listed Entity: Aditya Birla Fashion and Retail Limited	
2	Scrip Code/ Name of Scrip/ Class of Security: BSE - 535755 / NSE - ABFRL	
3	Shareholding Pattern Filed under: Reg. 31(1)(b) as on September 5, 2024 a. If under 31(1)(b) then indicate the report for Quarter ending b. If under 31(1)(c) then indicate date of allotment/extinguishment	
4	Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-	
	Particulars	Yes* No*
1	Whether the Listed Entity has issued any partly paid up shares?	No
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?	No
3	Whether the Listed Entity has any shares against which depository receipts are issued?	No
4	Whether the Listed Entity has any shares in locked-in?	Yes
5	Whether any shares held by promoters are pledged or otherwise encumbered?	No
6	Whether Company has equity shares with differential voting rights?	No
7	Whether the Listed Entity has any significant beneficial owner?	Yes
<p>* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.</p>		
5	The tabular format for disclosure of holding of specified securities is as follows:-	

Aditya Birla Fashion and Retail Limited

Table I - Summary Statement holding of specified securities

Category	Category of shareholder	No. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities			No. of Shares Underlying convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form	Sub-categorization of shares					
								Class: Equity shares	Class: Others: NA	Total			No. of Voting Rights	Total	% of (A+B+C)	No. (a)		As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	No. (i)	Sub-category (ii)	Sub-category (iii)
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii) = (iv)+(v)+ (vi)	(viii) As a % of (A+B+C)	(ix)	(x)	(xi)	(xii)	(xiii)	(xiv)	(xv)	(xvi)	(xvii)	(xviii)	(xix)	(xx)	(xxi)	(xxii)	(xxiii)	
(A)	Promoter & Promoter Group	15	52,75,17,139	-	-	52,75,17,139	49.26	52,75,17,139.00	-	52,75,17,139.00	49.47	49.26	-	-	-	-	52,75,17,139	-	-	-	-	-	-
(B)	Public	3,36,213	53,87,67,283	-	-	53,87,67,283	50.31	53,87,67,283.00	-	53,87,67,283.00	50.53	50.31	12.21	NA	NA	NA	52,71,16,757	6,58,00,866	13,89,71,597	-	-	-	-
(C)	Non Promoter - Non Public	1	45,49,742	-	-	45,49,742	0.42	-	-	-	-	0.42	-	NA	NA	NA	45,49,742	-	-	-	-	-	-
(C1)	Shares Underlying DRs	-	-	-	-	-	NA	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares Held By Employee Trust	1	45,49,742	-	-	45,49,742	0.42	-	-	-	-	0.42	-	NA	NA	NA	45,49,742	-	-	-	-	-	-
	Total	3,36,229	1,07,08,34,164	-	-	1,07,08,34,164	100	1,06,62,84,422.00	-	1,06,62,84,422.00	100	100.00	6.14	-	-	-	1,05,91,83,638	6,58,00,866	13,89,71,597	-	-	-	-

Aditya Birla Fashion and Retail Limited

Table II - Statement showing Shareholding pattern of the Promoter and Promoter Group

Category & Name of the shareholders	Shareholder Type	No. of shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding % calculated as per SCRR, 1957	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding as a % assuming full conversion of securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered	Number of equity shares held in dematerialised form	Sub-categorization of shares		
								No. of Voting Rights					As a % of total voting rights (A+B+C)	No. (a)			As a % of total Shares held (b)	No. (i)	Sub-category (ii)
								Class: Equity shares	Class Others: NA	Total									
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii) = (iv)+(v)+(vi)	(viii) As a % of (A+B+C)	(ix)	(x)	(xi) = (viii)/(x)	(xii)	(xiii)	(xiv)	(xv)	(xvi)	(xvii)	(xviii)		
1																			
(a)	Indian																		
	Individuals / Hindu Undivided Family																		
	Registrar Birla	Promoter Group	21,56,877	-	-	21,56,877	0.20	-	-	-	0.20	-	-	-	21,56,877	-	-		
	Kumar Mangalam Birla	Promoter Group	8,63,696	-	-	8,63,696	0.08	-	-	-	0.08	-	-	-	8,63,696	-	-		
	Neeja Birla	Promoter Group	12,51,593	-	-	12,51,593	0.12	-	-	-	0.12	-	-	-	12,51,593	-	-		
	Aditya Birla	Promoter Group	20,270	-	-	20,270	0.00	-	-	-	0.00	-	-	-	20,270	-	-		
	Aditya Vikram Kumar Mangalam Birla HUF (Kumar Mangalam Birla)	Promoter Group	19,342	-	-	19,342	0.00	-	-	-	0.00	-	-	-	19,342	-	-		
			4,786	-	-	4,786	0.00	-	-	-	0.00	-	-	-	4,786	-	-		
(b)	Central Government / State Government(s)																		
(c)	Financial Institutions / Banks																		
(d)	Any Other (Specify)																		
	Bodies Corporate																		
	Birla Group Holdings Private Limited	Promoter	52,53,60,262	-	-	52,53,60,262	49.06	-	-	-	49.06	-	-	-	52,53,60,262	-	-		
	IGH Holdings Private Limited	Promoter Group	23,66,19,965	-	-	23,66,19,965	22.10	-	-	-	22.10	-	-	-	23,66,19,965	-	-		
	Grasim Industries Limited	Promoter Group	13,64,72,680	-	-	13,64,72,680	12.74	-	-	-	12.74	-	-	-	13,64,72,680	-	-		
	Hindico Industries Limited	Promoter Group	9,75,93,931	-	-	9,75,93,931	9.11	-	-	-	9.11	-	-	-	9,75,93,931	-	-		
	Plani Investment and Industries Corporation Limited	Promoter Group	5,02,39,794	-	-	5,02,39,794	4.69	-	-	-	4.69	-	-	-	5,02,39,794	-	-		
	Birla Industrial Finance (India) Limited	Promoter Group	39,88,866	-	-	39,88,866	0.37	-	-	-	0.37	-	-	-	39,88,866	-	-		
	Birla Consultant Limited	Promoter Group	1,66,508	-	-	1,66,508	0.02	-	-	-	0.02	-	-	-	1,66,508	-	-		
	ABPL Investment Limited	Promoter Group	1,66,422	-	-	1,66,422	0.02	-	-	-	0.02	-	-	-	1,66,422	-	-		
	ABPL Industrial Finance (India) Limited	Promoter Group	77,430	-	-	77,430	0.01	-	-	-	0.01	-	-	-	77,430	-	-		
	ECI Industries Limited	Promoter Group	34,666	-	-	34,666	0.00	-	-	-	0.00	-	-	-	34,666	-	-		
	Sub Total (A1)		52,75,17,139	-	-	52,75,17,139	49.26	-	-	-	49.26	-	-	-	52,75,17,139	-	-		
2	Foreign																		
	Individuals (Non-Resident Individuals / Foreign Individuals)																		
(a)	Government																		
(b)	Institutions																		
(c)	Foreign Portfolio Investor																		
(d)	Any Other (Specify)																		
	Sub Total (A2)																		
	Total Shareholding of Promoter and Promoter Group		52,75,17,139	-	-	52,75,17,139	49.26	-	-	-	49.47	-	-	-	52,75,17,139	-	-		
	(A1)+(A2)																		

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc. -NA

Format Notes:

(1) PAN would not be displayed on website of Stock Exchange(s)

(2) The term 'Encumbrance' has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Aditya Birla Fashion and Retail Limited

Table III - Statement showing shareholding pattern of the Public shareholder

Category & Name of the shareholders	No. of shareholders	No. of fully paid up equity shares held	Partly paid up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C)	No. of Voting Rights			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of securities (as a diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form		
							No. of Voting Rights					No. (a)	As a % of total Shares held (b)	No. (e)	As a % of total Shares held (d)	Sub-category (i)	Sub-category (ii)	Sub-category (iii)
							Class: Equity shares	Class: Others: NA	Total									
							(iii)	(iv)	(v)			(vi)	(vii) = (vi)+(v)+(v)	(viii) As a % of (A+B+C)	(ix)	(x)	(xi)	(xii)
1																		
(a) Institutions (Domestic)																		
(b) Mutual Funds	136	12,53,60,850	-	-	12,53,60,850	11.71	12,53,60,850.00	-	11.76	-	-	-	-	-	-	12,53,51,113	-	-
(c) Quant Mutual Fund - Quant Small Cap Fund		4,08,23,298	-	-	4,08,23,298	3.81	4,08,23,298.00	-	3.83	-	-	-	-	-	-	4,08,23,298	-	-
(d) Nippon Life India Trustee UCY/C Nippon India Small Cap Fund		2,32,78,174	-	-	2,32,78,174	2.17	2,32,78,174.00	-	2.18	-	-	-	-	-	-	2,32,78,174	-	-
(e) Venture Capital Funds																		
(f) Alternate Investment Funds	14	21,43,888	-	-	21,43,888	0.20	21,43,888.00	-	0.20	-	-	-	-	-	-	21,43,888	-	-
(g) Insurance Companies	64	69,323	-	-	69,323	0.01	69,323.00	-	0.01	-	-	-	-	-	-	69,323	-	-
(h) SBI Life Insurance Company Limited	12	3,85,88,035	-	-	3,85,88,035	3.60	3,85,88,035.00	-	3.62	-	-	-	-	-	-	3,85,88,035	-	-
(i) Provident Funds/ Pension Funds		2,30,62,487	-	-	2,30,62,487	2.15	2,30,62,487.00	-	2.16	-	-	-	-	-	-	2,30,62,487	-	-
(j) Asset Reconstruction Companies																		
(k) Sovereign Wealth Funds																		
(l) NBFIs registered with RBI	5	8,300	-	-	8,300	0.00	8,300.00	-	0.00	-	-	-	-	-	-	8,300	-	-
(m) Other Financial Institutions	4	86,944	-	-	86,944	0.01	86,944.00	-	0.01	-	-	-	-	-	-	86,944	-	-
(n) Any other (Specify)	2	86,944	-	-	86,944	0.01	86,944.00	-	0.01	-	-	-	-	-	-	86,944	-	-
(o) UTI																		
(p) Sub Total (8)(i)	238	16,62,87,130	-	-	16,62,87,130	15.53	16,62,87,130.00	-	15.60	-	-	-	-	-	-	16,61,25,778	-	-
2																		
(a) Institutions (Foreign)																		
(b) Foreign Direct Investment																		
(c) Foreign Venture Capital Investors																		
(d) Sovereign Wealth Funds																		
(e) Foreign Portfolio Investors Category I	104	12,47,53,800	-	-	12,47,53,800	11.65	12,47,53,800.00	-	11.70	-	-	-	-	-	-	12,47,53,800	-	-
(f) Callidum Investment Pte. Ltd.		6,58,00,866	-	-	6,58,00,866	6.14	6,58,00,866.00	-	6.17	-	-	-	-	-	-	6,58,00,866	-	-
(g) Foreign Portfolio Investors Category II	216	7,61,08,750	-	-	7,61,08,750	7.11	7,61,08,750.00	-	7.14	-	-	-	-	-	-	7,61,08,750	-	-
(h) Piphat Investments Private Limited		7,31,70,731	-	-	7,31,70,731	6.83	7,31,70,731.00	-	6.86	-	-	-	-	-	-	7,31,70,731	-	-
(i) Overseas Depositories (holding DRs)																		
(j) Any other (Specify)	77	35,69,283	-	-	35,69,283	0.33	35,69,283.00	-	0.33	-	-	-	-	-	-	35,69,283	-	-
(k) Foreign Banks	56	27,448	-	-	27,448	0.00	27,448.00	-	0.00	-	-	-	-	-	-	27,448	-	-
(l) Foreign Institutional Investors	21	35,40,933	-	-	35,40,933	0.33	35,40,933.00	-	0.33	-	-	-	-	-	-	35,40,933	-	-
(m) Sub Total (8)(ii)	267	20,44,20,933	-	-	20,44,20,933	19.09	20,44,20,933.00	-	19.17	-	-	-	-	-	-	20,45,27,698	-	-
3																		
(a) Central Government/ State Government(s)	2	577	-	-	577	0.00	577.00	-	0.00	-	-	-	-	-	-	577	-	-
(b) State Government/ Governor	1	483	-	-	483	0.00	483.00	-	0.00	-	-	-	-	-	-	483	-	-
(c) Shareholding by Companies or Bodies Corporate where Central/ State Government is a promoter	1	1,060	-	-	1,060	0.00	1,060.00	-	0.00	-	-	-	-	-	-	1,060	-	-
(d) Sub Total (9)(3)	3	1,060	-	-	1,060	0.00	1,060.00	-	0.00	-	-	-	-	-	-	1,060	-	-

Table III - Statement showing shareholding pattern of the Public shareholder.

Category & Name of the shareholders	No. of shareholders	No. of fully paid up equity shares held	Partly paid up equity shares held	No. of underlying Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a diluted share capital)	Number of locked in shares		Number of Shares pledged or otherwise encumbered	Number of equity shares held in dematerialised form	Sub-categorization of shares			
							No of Voting Rights					No. (a)	As a % of total Shares held (b)			No. (a)	As a % of total Shares held (b)	Sub-category (i)	Sub-category (ii)
							Class: Equity shares	Class Others: NA	Total										
(i)	(iii)	(iv)	(v)	(vi)	(vii) = (vi)+(v)	(viii) As a % of (A+B+C2)	(ix)	(x)	(xi)	(xii)	(xiii)	(xiv)	(xv)	(xvi)	(xvii)	(xviii)			
4 Non-Institutions																			
(a) Associate companies / Subsidiaries																			
(b) Directors and their relatives (excluding independent directors and nominee directors)	3	5,73,676	-	-	5,73,676	0.05	-	5,73,676.00	0.05	-	-	-	NA	5,73,676	-	-	-		
(c) Non-Manual Personnel	1	79,501	-	-	79,501	0.01	-	79,501.00	0.01	-	-	-	NA	79,501	-	-	-		
(d) Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)																			
(e) Trusts where any person belonging to 'Promoter and Promoter Group' category is 'Trustee', 'Beneficiary', or 'author of the trust'																			
(f) Investor Education and Protection Fund (IEPF)	3,22,596	7,34,06,271	-	-	7,34,06,271	6.86	-	7,34,06,271.00	6.88	-	-	-	NA	6,81,49,375	-	-	-		
(g) Resident Individuals holding nominal share capital up to excess of Rs. 2 lakhs.	509	4,85,93,090	-	-	4,85,93,090	4.54	-	4,85,93,090.00	4.56	-	-	-	NA	4,85,93,086	-	-	-		
(h) Resident individuals holding nominal share capital in excess of Rs. 2 lakhs.	2,888	71,63,423	-	-	71,63,423	0.67	-	71,63,423.00	0.67	-	-	-	NA	20,36,800	-	-	-		
(i) Non Resident Indians (Non-Repatriation)	3,965	32,70,783	-	-	32,70,783	0.31	-	32,70,783.00	0.31	-	-	-	NA	22,96,080	-	-	-		
(j) Foreign Nationals (Repatriation)	11	40,590	-	-	40,590	0.00	-	40,590.00	0.00	-	-	-	NA	34,850	-	-	-		
(k) Foreign Companies																			
(l) Bodies Corporate	1,613	2,58,47,788	-	-	2,58,47,788	2.41	-	2,58,47,788.00	2.42	-	-	-	NA	2,57,79,583	-	-	-		
(m) Any Other (Specify)	4,179	90,73,138	-	-	90,73,138	0.85	-	90,73,138.00	0.85	-	-	-	NA	90,55,469	-	-	-		
Trusts:	24	3,80,595	-	-	3,80,595	0.02	-	3,80,595.00	0.02	-	-	-	NA	3,80,595	-	-	-		
Trusts (including Family Trusts)	4,424	46,32,462	-	-	46,32,462	0.38	-	46,32,462.00	0.38	-	-	-	NA	46,32,462	-	-	-		
Trusts (excluding Family Trusts)	121	43,73,814	-	-	43,73,814	0.41	-	43,73,814.00	0.41	-	-	-	NA	43,73,814	-	-	-		
Sub Total (B)(i)-(B)(j)	3,35,765	16,80,48,260	-	-	16,80,48,260	15.69	-	16,80,48,260.00	15.76	-	-	-	NA	15,65,92,020	-	-	-		
Total Public Shareholding (B) = (B)(i)+(B)(j)+(B)(k)-(B)(l)	3,36,213	53,87,67,283	-	-	53,87,67,283	50.31	-	53,87,67,283.00	50.53	-	-	-	NA	52,71,16,757	-	-	13,89,71,597		

Details of the shareholders acting as persons in Concert including their Shareholding (No. and %): NA

Details of Shares which remain undiluted may be given here along with details such as number of shareholders, outstanding shares held in demat/undiluted suspense account, voting rights which are frozen etc.:

Sr. No.	Number of shareholders	Outstanding shares held in demat or undiluted suspense account ^(a)	Voting rights which are frozen	Disclosure of shares held in notes on remain undiluted suspense account ^(b) shareholders
1	14,602	28,16,938	28,16,938.00	-

Format Notes:

- (1) PAN would not be displayed on website of Stock Exchanges.
- (2) The above format needs to be filled along with the names of the shareholders holding 1% or more than 1% of shares of the listed entity. Column no. (XIII) is not applicable in the above format.
- (3) We have disclosed the shareholding pattern of the listed entity as on 31.03.2024. The shareholding pattern of the listed entity as on 31.03.2024 is disclosed in the above format.
- (4) Categorization and disclosure of each shareholder category should be carried out in the order prescribed in the above format. If a shareholder is falling under more than one category, then the same shall be classified in the category falling first in the order prescribed in the above format. Shareholding under any of the categories shall be unique and will not be duplicated under multiple categories.
- (5) Sub-categorization of shares under column no. (XV) will be based on shareholding (no. of shares) under the following sub-categories:
- (i) Shareholders who are represented by a nominee Director on the board of the listed entity or have the right to nominate a representative (i.e. Director) on the board of the listed entity.
- (ii) Shareholders who have entered into shareholder agreement with the listed entity.
- (iii) Shareholders acting as persons in concert with promoters.

Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder.

Category & Name of the shareholders	No. of shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered	Number of equity shares held in dematerialised form	Sub-categorization of shares			
							No of Voting Rights					No. (a)	As a % of total Shares held (b)			No. (a)	As a % of total Shares held (b)	Sub-category (i)	Sub-category (ii)
							Class: Equity Shares	Class: Others: NA	Total										
(i)	(iii)	(iv)	(v)	(vi)	(vii) As a % of (A+B+C2)	(viii) As a % of (A+B+C2)	(ix)	(x)	(xi)	(xii)	(xiii)	(xiv)	(xv)	(xvi)	(xvii)				
1 Custodian/DR Holder	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-			
2 Employee Benefit Trust / Employee Welfare Trust under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021	1	45,49,742	-	-	45,49,742	0.42	-	-	-	0.42	-	NA	NA	45,49,742	0	0			
Total Non-Promoter- Non Public Shareholding (C) = (C1)+(C2)	1	45,49,742	-	-	45,49,742	0.42	-	-	-	0.42	-	NA	NA	45,49,742	0	0			

Format Notes:

- (1) PAN would not be displayed on website of Stock Exchange(s).
- (2) The above format needs to be disclosed along with the names of the shareholders holding 1% or more than 1% of shares of the listed entity. Column no. (XIII) is not applicable in the above format.
- (3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available.

Aditya Birla Fashion and Retail Limited

Table VI - Statement showing foreign ownership limits

	Board approved limits	Limits utilized
As on Shareholding date	51	19.99
As on the end of previous 1st quarter	51	19.50
As on the end of previous 2nd quarter	51	14.15
As on the end of previous 3rd quarter	51	14.02
As on the end of previous 4th quarter	51	14.2

Sr. No.	Details of the SBO				Details of the registered owner				Details of holding/ exercise of right of the SBO in the reporting company, whether direct or indirect*:				Date of creation / acquisition of significant beneficial interest	
	Name	Passport No. in case of a foreign national	Nationality	Nationality (Applicable in case of Any other is selected)	Name	Passport No. in case of a foreign national	Nationality	Nationality (Applicable in case of Any other is selected)	Shares	Voting rights	Rights on distributable dividend or any other distribution	Exercise of control		Exercise of significant influence
1	Kumar Mangalam Birla	N.A.	India	-	Kumar Mangalam Birla	N.A.	India	-	0.12	-	-	Yes	No	08-02-2019
2	Kumar Mangalam Birla	N.A.	India	-	Aditya Vikram Kumar Mangalam Birla HUF	N.A.	India	-	0.00	-	-	Yes	No	08-02-2019
3	Kumar Mangalam Birla	N.A.	India	-	Rajashree Birla	N.A.	India	-	0.08	-	-	Yes	No	08-02-2019
4	Kumar Mangalam Birla	N.A.	India	-	Neeraja Birla	N.A.	India	-	0.00	-	-	Yes	No	08-02-2019
5	Kumar Mangalam Birla	N.A.	India	-	Birla Group Holdings Private Limited	N.A.	India	-	22.10	-	-	Yes	No	08-02-2019
6	Kumar Mangalam Birla	N.A.	India	-	IGH Holdings Private Limited	N.A.	India	-	12.74	-	-	Yes	No	08-02-2019
8	Kumar Mangalam Birla	N.A.	India	-	ABNL Investment Limited	N.A.	India	-	0.01	-	-	Yes	No	08-02-2019
9	Kumar Mangalam Birla	N.A.	India	-	Grasim Industries Limited	N.A.	India	-	9.11	-	-	Yes	No	08-02-2019
10	Kumar Mangalam Birla	N.A.	India	-	Hindalco Industries Limited	N.A.	India	-	4.69	-	-	Yes	No	08-02-2019

To,
The Board of Directors,
Aditya Birla Fashion and Retail Limited
Piramal Agastya Corporate Park,
Building 'A', 4th and 5th Floor, Unit No. 401, 403, 501, 502,
L.B.S. Road, Kurla, Mumbai - 400 070

Sub: Scheme of Arrangement, pertaining to Aditya Birla Lifestyle Brands Limited in relation to proposed demerger of Madura Fashion and Lifestyle and Pantaloons Business ("Demerged Undertaking") of Aditya Birla Fashion and Retail Limited ("Demerged Company or ABFRL ") into Aditya Birla Lifestyle Brands Limited ("Resulting Company or ABLBL") and their respective shareholders under section 230 to 232 of the Companies Act, 2013 and the rules made thereunder ("Scheme").

Dear Sirs,

This is with reference to our engagement letter dated November 14, 2024 entered with the Demerged Company, ABFRL for *inter-alia* certifying the accuracy and adequacy of disclosures pertaining to ABLBL made in the abridged prospectus, to be sent to the shareholders of the Company, pursuant to the Scheme.

Securities and Exchange Board of India ("SEBI") vide circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, as amended, to the extent applicable ("SEBI Master Circular") *inter-alia* prescribed that the listed entity shall include the applicable information pertaining to the unlisted entity/ies involved in the scheme in the format as specified for abridged prospectus as provided in Part E of Schedule VI of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), as amended ("Abridged Prospectus") in the explanatory statement or notice or proposal accompanying resolution to be passed, sent to the shareholders while seeking their approval on the Scheme. SEBI, vide its circular no. SEBI/HO/CFD/SSEP/CIR/P/2022/14 dated February 04, 2022, ("SEBI Circular 2022"), replaced the prescribed format as specified for abridged prospectus as provided in Part E of Schedule VI of the SEBI ICDR Regulations. Further, as per SEBI Master Circular, the accuracy and adequacy of the disclosures on the unlisted entity made in the Abridged Prospectus prepared in the format as mentioned above shall be certified by a SEBI registered Merchant Banker after following the due diligence process.

We have been provided the abridged prospectus pertaining to Aditya Birla Lifestyle Brands Limited ("Abridged Prospectus"), enclosed as Annexure 1 dated 05th December 5, 2024 prepared by Aditya Birla Fashion and Retail Limited and Aditya Birla Lifestyle Brands Limited. The Abridged Prospectus will be circulated to the members of Aditya Birla Fashion and Retail Limited and Aditya Birla Lifestyle Brands Limited at the time of seeking their approval to the Scheme as part of the explanatory statement to the notice.

Based on the information, confirmations, undertakings and documents pertaining to ABLBL provided to us, discussions with the officials of ABFRL and ABLBL and the management confirmations received from ABFRL and ABLBL we hereby confirm that the information contained in the Abridged Prospectus is accurate and adequate, is in conformity with the format specified for abridged prospectus in the SEBI Circular 2022.

Disclaimer and Limitation:

- This certificate is a specific purpose certificate issued in terms of and in compliance with SEBI circular and hence it should not be used for any other purpose.
- This certificate contains the certification on adequacy and accuracy of disclosure of information pertaining to the unlisted entity viz., Aditya Birla Lifestyle Brands Limited and is not an opinion on the Scheme of Arrangement or its success.
- The above confirmation is based on the information furnished and explanations provided to us by the management of the ABFRL and ABLBL assuming the same is complete and accurate in all material aspects on an as is basis. We have relied upon the financials, information, undertakings and representations furnished to us on an as is basis and have not carried out an audit of such information. Our scope of work does not.





- We shall not be liable for any losses whether financial or otherwise or expenses arising directly or indirectly out of the use of or reliance on the information set out here in this report.
- Our opinions are not nor should it be constructed as our opining or certifying the compliance of the proposed Scheme of Arrangement with the provision of any law including companies, taxation, Securities market, related laws or as regards any legal implications or issues arising thereon, in their respective jurisdiction.
- We express no opinion whatsoever and make no recommendation at all as to the Company's underlying decision to effect the Scheme or as to how the holders of equity shares of the Company should vote at their respective meetings held in connection with the Scheme. We do not express and should not be deemed to have expressed any views on any other terms of the Scheme or its success. We also express no opinion, and accordingly, accept no responsibility for or as to the price at which the equity shares of Company will trade following the Scheme for or as to the financial performance of the ABFRL or ABLBL following the consummation of the Scheme. We express no opinion whatsoever and make no recommendations at all (and accordingly take no responsibility) as to whether shareholders/ investors should buy, sell or hold any stake in the ABFRL.

For Inga Ventures Private Limited

Kavita Shah
Partner



Dated: 05th December 5, 2024
Place: Mumbai

ADITYA BIRLA LIFESTYLE BRANDS LIMITED

Registered Office & Corporate Office: Piramal Agastya Building 'A', 401,403,501,502, LBS Road, Kurla, Mumbai, Maharashtra, India, 400070

Phone: +918652905000 • CIN: U46410MH2024PLC423195

• e-mail: secretarial@abfirl.adityabirla.com

Date of Incorporation: April 9, 2024

Contact Person: Mr. Rajeev Agrawal

Website: Nil

ABRIDGED PROSPECTUS

This abridged prospectus ('Abridged Prospectus') has been prepared solely as per the requirements of the SEBI Circular no. SEBI/HO/CFD/SSEP/CIR/P/2022/14 dated February 04, 2022 ("SEBI 2022 Circular") and SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, as amended from time to time ("SEBI Master Circular"), in connection with the Scheme of Arrangement among Aditya Birla Fashion and Retail Limited ("Demerged Company/ABFRL"), Aditya Birla Lifestyle Brands Limited ("Resulting Company/ABLBL") and their respective shareholders and creditors under Sections 230-232 and other applicable provisions of the Companies Act, 2013 ('the Act') ('Scheme') filed before the Hon'ble National Company Law Tribunal, Mumbai Bench.

This Abridged Prospectus discloses applicable information as prescribed in the format for Abridged Prospectus provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 pertaining to Aditya Birla Lifestyle Brands Limited, being an unlisted company in the Scheme.

This Abridged Prospectus shall be considered as a part of and should be read together with the Scheme, and the Notice & the Explanatory Statement sent to the shareholders of Aditya Birla Fashion and Retail Limited ("Demerged Company").

This Abridged Prospectus should not be considered as an invitation or an offer of any securities by or on behalf of ABFRL or ABLBL.

THIS ABRIDGED PROSPECTUS CONTAINS 10 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

You may download the Abridged Prospectus along with the Scheme and other relevant documents from the website of the Demerged Company at www.abfirl.com, BSE Limited ("BSE") at www.bseindia.com, and the National Stock Exchange of India Limited ("NSE") at www.nseindia.com, where the equity shares of the Demerged Company are listed.



ADITYA BIRLA LIFESTYLE BRANDS LIMITED
 CIN: U46410MH2024PLC423195 || **Date of Incorporation:** April 9, 2024

Registered Office	Corporate Office	Contact Person	Telephone, E-mail and Website
Piramal Agastya Building 'A', 401, 403, 501, 502, LBS Road, Kurla, Mumbai, Maharashtra, India, 400070	Same as Registered Office	Rajeev Agrawal, Authorised Representative	Telephone: +91 8652905000 E-mail: secretarial@abfirl.adityabirla.com Website: -Nil

NAME OF PROMOTER OF ADITYA BIRLA LIFESTYLE BRANDS LIMITED: ADITYA BIRLA FASHION AND RETAIL LIMITED

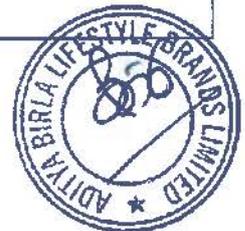
Details of Offer to Public	Not Applicable
Details of OFS by Promoter(s) / Promoter Group / Other Selling Shareholders	
Price Band, Minimum Bid Lot and Indicative Timelines	
Finalisation of Basis of Allotment	
Initiation of Refunds	
Credit of Equity Shares to Demat Accounts of Allottees	
Commencement of trading of Equity Shares	
Details of WACA (Weighted Average Cost of Acquisition) of all shares transacted over the trailing eighteen months from the date of RHP (Red Herring Prospectus)	

RISKS IN RELATION TO THE FIRST OFFER

Not Applicable, as no offer of equity shares to the public is envisaged.

GENERAL RISKS

Investment in equity and equity-related securities involve a degree of risk and investors should not invest any funds unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking any investment decision. For taking any investment decision, investors must rely on their own examination of ABFRL, ABLBL and the Scheme, including the risks involved. The equity shares of ABLBL have not been recommended or approved by the Securities and Exchange Board of India ('SEBI') / Stock Exchanges, nor does SEBI / Stock Exchanges guarantee the accuracy or adequacy of the contents of the Abridged Prospectus. Specific attention of the investors is invited to the section titled 'INTERNAL RISK FACTORS'.



DETAILS OF THE SCHEME, LISTING AND PROCEDURE

BRIEF PARTICULARS OF THE SCHEME

- (a) The Scheme of Arrangement is presented under Sections 230-232 and other applicable provisions of the Act amongst ABFRL and ABLBL and their respective shareholders and creditors.
- (b) The Scheme, *inter alia*, provides for:
 - I. demerger, transfer and vesting of the Demerged Undertaking (as defined in the Scheme) from the Demerged Company into the Resulting Company on a going concern basis, and issue of equity shares by the Resulting Company to the equity shareholders of the Demerged Company, in consideration thereof, in accordance with the provisions of Section 2(19AA) of the Income Tax Act (as defined in the Scheme); and
 - II. various other matters consequential or otherwise integrally connected therewith including changes in share capital and reduction and cancellation of pre-scheme share capital of the Resulting Company.
- (c) The consideration for the demerger of the Demerged Undertaking shall be the issue by the Resulting Company of 1 (one) fully paid-up equity share of the Resulting Company having face value of Rs 10 (Rupees Ten) each for every 1 (one) fully paid-up equity share of Rs 10 (Rupees Ten) each of the Demerged Company
- (d) The Resulting Company shall apply for listing of its equity shares on the Stock Exchanges in terms of and in compliance of SEBI Schemes Master Circular and other relevant provisions as may be applicable. The Resulting Company New Equity Shares allotted by the Resulting Company, pursuant to this Scheme, shall remain frozen in the depository system till listing/trading permission is given by the designated Stock Exchange. Further, there shall be no change in the shareholding pattern of the Resulting Company between the Record Date and the listing of its equity shares which may affect the status of approval of the Stock Exchanges.
- (e) The Scheme shall be effective from the Appointed Date and shall be operative from the Effective Date.
- (f) The Scheme is subject to the approvals and sanctions as mentioned in the Scheme.

RATIONALE OF THE SCHEME

- (a) ABFRL runs a diverse portfolio of fashion brands and retail formats with key business segments comprising of Madura Fashion and Lifestyle and Pantaloons, Ethnic portfolio along with other new growth platforms.
- (b) The MFL Business (*as defined in the Scheme*) has built a leadership position over a long period of time and has a proven track record of delivering consistent revenue growth, profitability, strong free cash flows and high return on capital. The Remaining Business of the Demerged Company (*as defined in the Scheme*) comprises portfolio of multiple businesses.
- (c) The Scheme is being proposed to separate MFL Business from the Remaining Business of the Demerged Company and demerge it into the Resulting Company. The proposed Scheme would be in the best interests of the Demerged Company, Resulting Company and, their respective shareholders, employees, creditors and other stakeholders for the below reasons:
 - (i) The distinctive profile and established business model of the MFL Business makes it suitable to be housed in a separately listed entity, allowing sharper strategic focus in pursuit of its independent value creation trajectory;
 - (ii) Result in better and efficient control and management for the segregated businesses, operational rationalization, organization efficiency and optimum utilization of various resources;



- (iii) The Scheme would unlock value for the overall-business portfolio through price-discovery of the individual entities for existing shareholders;
- (iv) The Demerged Company will house multiple growth platforms across value and masstige retail, branded ethnic business, super premium and luxury retail formats and portfolio of digital brands and will chart its own growth journey;
- (v) The Scheme could lead to the right operating architecture for both companies with sharper focus on their individual business strategies and clear capital allocation, in alignment with their respective value creation journeys; and
- (vi) Separately listed companies to attract specific set of investors for their business profile, and consequently, encourage stronger capital market outcomes.

PROCEDURE

The procedure with respect to public issue / offer would not be applicable as the issue of equity shares by ABLBL is proposed only for the shareholders of ABFRL pursuant to the Scheme. Hence, the procedure with respect to Bid-Cum-Application Form, Red Herring Prospectus and General Information Document etc. are not applicable.

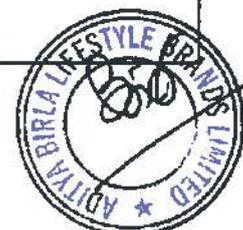
PRICE INFORMATION OF BOOK RUNNING LEAD MANAGER(S)

Not Applicable since the proposed issue is not to public shareholders but to the shareholders of the Demerged Company pursuant to the Scheme.

Details of the Merchant Banker	Not applicable
Credit Rating	Not applicable
Statutory Auditors of Aditya Birla Lifestyle Brands Limited	Name: M/s Price Waterhouse & Co Chartered Accountants LLP Firm Registration Number: 304026E/E-300009) Address: The Millenia, Tower D, 5th Floor, 1 & 2 Murphy Road, Ulsoor, Bangalore 560008 Email ID: Telephone No: +91 (80) 4079 5000
Registrar to the issue of Aditya Birla Lifestyle Brands Limited	Name: Link Intime India Private Limited Address: C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083 Email ID: rnt.helpdesk@linkintime.co.in Telephone No: +91 8108116767

In case of issues by Small and Medium Enterprises under Chapter IX, details of the market maker to be included: Not applicable

Name of Syndicate Members	Not Applicable
Name of Credit Rating Agency and the rating or grading obtained, if any	Not Applicable
Name of Debenture trustee, if any.	Not Applicable
Self-Certified Syndicate Banks	Not Applicable
Non-Syndicate Registered Brokers	Not Applicable
Details regarding website address(es)/ link(s) from which the investor can obtain list of registrar to issue and share transfer agents depository participants and stock brokers who can accept application from investor (as applicable)	Not Applicable



PROMOTER OF ADITYA BIRLA LIFESTYLE BRANDS LIMITED	
Name	Aditya Birla Fashion and Retail Limited
Individual/Corporate	Corporate
Business Line	ABFRL is one of India's largest pure-play fashion and lifestyle companies in terms of revenue with a strong bouquet of leading fashion brands and retail formats across various segments and categories with pan- India distribution. Its portfolio comprises western wear brand , value and masstige fashion retail, ethnic brands, digital first brands and super premium and luxury retail.
Listing Status	BSE and NSE on July 17, 2013
CIN	L18101MH2007PLC233901
Registered Office	Piramal Agastya Corporate Park, Building A, 4 th and 5 th Floor, Unit No.401, 403, 501,502, L.B.S, Road, Kurla, Mumbai, Mumbai, Maharashtra, 400070

BUSINESS OVERVIEW AND STRATEGY OF ADITYA BIRLA LIFESTYLE BRANDS LIMITED	
CIN	U46410MH2024PLC423195
Registered Office	Piramal Agastya Bldg 'A' 401,403,501,502, LBS Road Kurla Mumbai, Maharashtra - 400070, India
Product / service offering Revenue segmentation by product / service offering	Currently there are no business in the Company. It shall undertake the business of Demerged Undertaking of ABFRL, which proposed to be demerged as per the scheme of arrangement i.e. the business of manufacturing, marketing, sales and/or distribution of fashion apparel, footwear and accessories through offline and/or online channels including wholesale, retail and e-commerce under four lifestyle brands viz- <ul style="list-style-type: none"> • Louis Phillippe, Van Heusen, Allen Solly & Peter England • Casual wear brands - viz. American Eagle • Sportswear brand - Reebok • Innerwear business under Van Heusen brand
Geographies served Revenue segmentation by Geographies	Not Applicable, since ABLBL does not have any active business operations as on the date of this Abridged Prospectus.
Key Performance Indicators	Not Applicable, since ABLBL does not have any active business operations as on the date of this Abridged Prospectus.
Client profile or industries served Revenue segmentation in terms of top 5/10 clients or industries	Not Applicable, since ABLBL does not have any active business operations as on the date of this Abridged Prospectus.
Intellectual Property, if any	Nil
Market share	Nil
Manufacturing plant, if any	Nil
Employee strength	Nil



BOARD OF DIRECTORS OF ADITYA BIRLA LIFESTYLE BRANDS LIMITED

Sr no	Name	Designation (Independent / Wholetime / Executive/Nominee)	Experience and Educational Qualification	Other Directorships
1	Mr. Anil Kumar Malik DIN: 00170411	Non -Executive	Mr. Anil Kumar 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	(a) TG Apparel & Decor Private Limited
2	Mr. Jagdish Bajaj DIN: 08498055	Non -Executive	Mr. Jagdish Bajaj, is a Chartered Accountant by profession and Chief Financial Officer of ABFRL since 2018. He has over three decades of experience with the Aditya Birla Group. He has held multiple senior management positions and has played pivotal role in driving the finance function of various businesses within the Group.	(a) Jaypore E-Commerce Private Limited (b) TG Apparel & Decor Private Limited (c) Aditya Birla Digital Fashion Ventures Limited (d) House of Masaba Lifestyle Private Limited (e) Aditya Birla Garments Limited (f) Finesse International Design Private Limited (g) CLI Footwear and Accessories Private Limited
3	Mr. Ashish Dikshit DIN: 01842066	Non - Executive	Mr. Ashish Dikshit holds a bachelor's degree in electrical engineering from Indian Institute of Technology, Madras and a master's degree in business administration from Indian Institute of Management, Bangalore. He has over 30 years of experience in diverse roles across industries and functions. He was appointed as CEO of Madura Fashions in 2012 and took over as the Managing Director of Aditya Birla Fashion and Retail Limited in February 2018.	(a) Aditya Birla Fashion and Retail Limited (b) Aditya Birla Management Corporation Private Limited (c) Aditya Birla Digital Fashion Ventures Limited (d) Nowel Jewels Limited (e) Indivinity Clothing Retail Private Limited (f) Jaypore E-Commerce Private Limited (g) House of Masaba Lifestyle Private Limited (h) Finesse International Design Private limited (i) CLI Footwear and Accessories Private Limited (j) Goodview Fashion Private Limited (k) Sabyasachi Calcutta LLP (Designated Partner) (l) Retailers Association of India



OBJECT OF THE SCHEME

Kindly refer to the brief details of the Scheme given under the section titled 'DETAILS OF THE SCHEME'.

DETAILS OF MEANS OF FINANCE: Not Applicable

DETAILS AND REASONS FOR NON-DEPLOYMENT OR DELAY IN DEPLOYMENT OF PROCEEDS OR CHANGES IN UTILISATION OF ISSUE PROCEEDS OF PAST PUBLIC ISSUES / RIGHTS ISSUE, IF ANY, IN THE PRECEDING 10 YEARS: Not Applicable

NAME OF MONITORING AGENCY, IF ANY: Since there is no issue of Equity Shares to the public at large except to the existing shareholders of Demerged Company, pursuant to the Scheme, the appointment of a monitoring agency is not required.

TERMS OF ISSUANCE OF CONVERTIBLE SECURITY, IF ANY: Not Applicable

<u>PRE-SCHEME SHAREHOLDING PATTERN OF ADITYA BIRLA LIFESTYLE BRANDS LIMITED</u>			
Sr no	Particulars	Pre-Scheme Number of Shares	Pre-Scheme percentage of Shareholding
1	Promoter and Promoter Group	50,000*	100.00 %
2	Public	-	-
	Total	50,000	100.00 %

* Held by ABFRL (including 6 shares as nominee on behalf of ABFRL). Upon the Scheme becoming effective, the shareholders of ABFRL will be allotted Resulting Company New Equity Shares of ABLBL in accordance with Clause 8 of the Scheme, and therefore all the shareholders of ABFRL will become shareholders of ABLBL. The Promoter and Promoter Group of ABFRL shall become the Promoter and Promoter Group of ABLBL in terms of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, the value of existing share capital held by ABFRL in ABLBL will be cancelled pursuant to Clause 10 of the Scheme.

NUMBER / AMOUNT OF EQUITY SHARES PROPOSED TO BE SOLD BY SELLING SHAREHOLDERS, IF ANY: Not Applicable

AUDITED FINANCIALS OF ADITYA BIRLA LIFESTYLE BRANDS LIMITED FOR THE PERIOD ENDED MARCH 31, 2024:

ABLBL was incorporated on April 9, 2024. Hence, first financial year of ABLBL is from April 9, 2024 to March 31, 2025, in accordance with Section 2 (41) of the Act, therefore, the audited financial statements of ABLBL are not available. Accordingly, such audited financial have not been disclosed in this Abridged Prospectus.

CONSOLIDATED FINANCIAL INFORMATION: Not Applicable



INTERNAL RISK FACTORS

1. **Our business depends on our ability to obtain and retain quality retail spaces** at key shopping locations with attractive commercial propositions, high footfall, suitable locations and reasonable costs. We or our franchisees take property through lease or license. Such arrangements may require renewal or escalations in rentals/ license fee from time to time. If we are unable to renew these agreements on favourable terms, or at all, we may be required to relocate operations and incur additional costs in such relocation. Further, if we are unable to obtain suitable locations for our expansion and enter into such agreements on terms commercially beneficial to us, or at all, it may adversely affect our expansion and growth plans.
2. **The fashion and retail industry is highly competitive.** If we do not respond to competition effectively, our results of operation, financial condition and cash flows may be adversely affected. Due to the nature of our business, we face competition from various kinds of players including, players operating in retail, wholesale and e-commerce space. We compete with international, national and local department stores, specialty and discount store chains, and internet businesses that market similar lines of merchandise as us.
3. **We face the risk of our designs being out of trend.** The retail apparel business fluctuates according to changes in consumer preferences dictated, in part, by fashion and season. To the extent we misjudge the market for our merchandise or the products suitable for our market, our sales may get adversely affected. We are also to a large extent dependant on functional experts such as designers who can identify and predict the emerging trends based on analysis of customer preferences. Our success depends upon our ability to forecast, anticipate and respond to changing consumer preferences and fashion trends in a timely manner.
4. **Current trends of discounting and pricing strategies may adversely affect the value of our brand and our sales.** If our customers perceive that the prices of our products are not in line with the quality of our products, our sales may be directly impacted. We may not always be able to offer our products at prices which represent value for money. Our competitors, on the other hand, may have pricing advantages due to various factors such as different scales of operations and sizes of distribution centres. The trend of deep discounting and aggressive pricing strategies currently prevailing in the market, poses challenges to maintaining brand value and sustainable sales.
5. **Our business is subject to seasonal and cyclical volatility.** Spending capacity of our consumers is heavily dependent on the economy, season and, to a large extent, on various occasions such as festivities and weddings, and our success is dependent on our ability to meet such requirements in a timely manner. These seasonal variations in consumer demand subject our sector to a considerable degree of volatility. Further, any unanticipated decrease in demand for our products could result in higher closing inventory and may adversely affect our financial position and business operations.



SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTIONS

A. Total number of outstanding litigations against ABLBL, its Directors, Promoters and Subsidiaries and amount involved:

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary action by SEBI / Stock Exchanges against Promoters	Material Civil Litigations	Aggregate amount involved (Rs. In Crores) [§]
COMPANY (ABLBL)						
By ABLBL	Nil	Nil	Nil	NA	Nil	N.A.
Against ABLBL	Nil	Nil	Nil	NA	Nil	N.A.
Directors						
By Directors of ABLBL	Nil	Nil	Nil	NA	Nil	N.A.
Against Directors of ABLBL	1	Nil	Nil	NA	Nil	Nil
Promoter						
By Promoter of ABLBL i.e. ABFRL	2*	83	Nil	NA	Nil#	258.61
Against Promoter of ABLBL i.e. ABFRL	2	2	Nil [^]	Nil	2 [#]	309.71
Subsidiaries						
By Subsidiaries	Not Applicable as ABLBL does not have any subsidiary					
Against Subsidiaries						
<p><i>§ to the extent ascertainable</i> <i>* Does not include proceedings in the ordinary course such as proceedings initiated by the promoter under the Negotiable Instrument Act, 1881</i> <i># Civil Litigations involving the amount of more than the materiality threshold as per Regulation 30 of SEBI LODR for the Promoter has been considered as material</i> <i>[^] Includes all outstanding actions taken (including all penalties and show cause notices received) by regulatory and statutory authorities (including SEBI, RBI, Stock Exchanges or such similar authorities) involving ABFRL, that may have a material impact on its operations</i></p>						
B. Brief details of top 5 material outstanding litigations against ABLBL and amount involved: NIL						



C. Regulatory or disciplinary actions taken by SEBI or Stock Exchanges against Promoter of ABLBL (i.e., ABFRL) in last 5 financial years including outstanding action, if any – NIL

D. Brief details of outstanding criminal proceedings against Promoter of ABLBL (i.e., ABFRL):

- a. Bikash Agarwal (“Complainant”) had filed a first information report dated September 26, 2018 (“FIR”) before the police station Jorhat, Assam against the Company and certain officers of the Company under sections 120-B, 420 and 406 of the Indian Penal Code, 1860 alleging cheating, criminal conspiracy and criminal breach of trust. The Complainant’s firm, Shree Krishna Ventures, was appointed as a franchisee of the Company for operating an exclusive brand outlet for ‘Allen Solly’ in Jorhat, Assam for which the space was procured on rental basis in the calendar year 2013 till 2016. The Complainant’s firm had issued certain way-bills to the Company for shipments of goods to the Complainant’s store. The Complainant alleged that the Company had misused certain way-bills to deliver goods to a third party, alleging a criminal conspiracy. The matter is currently pending.
- b. Devanand Singh & Sons HUF through its karta, namely, Ashish Anand has filed a complaint dated October 7, 2021 (“Complaint”) before the Court of the Chief Judicial Magistrate at Dhanbad, against the Company and certain officers of the Company under sections 420, 406, 467, 468 and 471 of the Indian Penal Code, 1860 alleging cheating, forgery and criminal breach of trust. Our Company has filed a petition dated September 12, 2023 for quashing of the Complaint. The matter is currently pending.

ANY OTHER IMPORTANT INFORMATION OF ABLBL: NIL

DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines / regulations issued by the Government of India or the guidelines / regulations issued by the SEBI established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Abridged Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or the rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all the statements in this Abridged Prospectus are true and correct.

FOR AND ON BEHALF OF ADITYA BIRLA LIFESTYLE BRANDS LIMITED


JAGDISH BAJAJ
DIRECTOR
DIN: 08498055



DATE: DECEMBER 5, 2024
PLACE: MUMBAI

Price Waterhouse & Co Chartered Accountants LLP

To,
The Board of Directors,
Aditya Birla Fashion and Retail Limited
Piramal Agastya Corporate Park, Building A
4th and 5th Floor, Unit No.401, 403, 501, 502
L.B.S Road, Kurla, Mumbai City
Maharashtra 400070

Auditor's Certificate on compliance of the proposed accounting treatment in the Draft Scheme of Arrangement with the applicable accounting standards and the resultant entity's capability of payment of interest/ repayment of principal with SEBI Listing Regulations and Circulars

- 1) This certificate is issued in accordance with the terms of our agreement dated April 19, 2024.
- 2) We, the statutory auditors of Aditya Birla Fashion and Retail Limited (hereinafter referred to as "the Company" or the "Demerged Company"), have examined:
 - a) the proposed accounting treatment specified in clause 9 to Part II of the Draft Scheme of Arrangement between the Company and Aditya Birla Lifestyle Brands Limited (the "Resultant Company") and their respective shareholders and creditors (the "Draft Scheme") as approved by the Board of Directors of the Company in their meeting held on April 19, 2024, in terms of the provisions of sections 230 to 232 of the Companies Act, 2013 (the "Act") with reference to its compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), the SEBI Master Circular no. SEBI/HO/DDHS/PoD1/P/CIR/2023/108 dated July 29, 2022 (updated on June 30, 2023) (the "Master Circular") and the Operational Circular no. SEBI/HO/DDHS/DDHS_Div1/P/CIR/2022/000000103 dated July 29, 2022 (as updated on December 1, 2022) (the "Operational Circular"), both issued by SEBI (together referred to as the "SEBI Circulars"), as per serial number 11 under 'Documents required to be submitted for obtaining No-objection letter of the Exchange under Regulation 59A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, (LODR Regulations) read with Circular issued thereunder for the Scheme of Amalgamation / Arrangement (including reduction in capital, arrangement with creditors, etc.) proposed to be filed under Sections 230-234 and Section 66 of Companies Act, 2013, by entity that has listed its non-convertible debt securities (NCDs) or non-convertible redeemable preference shares (NCRPS) issued by Bombay Stock Exchange ('BSE') ('BSE Checklist') and the applicable accounting standards specified under Section 133 of the Act (the 'applicable accounting standards') and other generally accepted accounting principles; and
 - b) the accompanying Declaration prepared by the management of the Company, certifying that the Resultant Company is capable of payment of interest/repayment of principal of Non-convertible Debentures ("NCDs") being transferred to the Resultant Company pursuant to the clause 4.2.6 to Part II of the Draft Scheme, as per the Operational Circular and BSE Checklist (the "Undertaking").

We have initialed clauses 9 and 4.2.6 to Part II of the Draft Scheme in relation to Proposed Accounting Treatment and the Undertaking for identification purpose only.



Price Waterhouse & Co Chartered Accountants LLP, 5th Floor, Tower 'D', The Millenia, 1 & 2 Murphy Road, Ulsoor
Bengaluru - 560 008
T: +91 (80) 4079 5000, F: +91 (80) 4079 5222

Registered office and Head office: Plot No. 56 & 57, Block DN, Sector-V, Salt Lake, Kolkata - 700 091

Price Waterhouse & Co. (a Partnership Firm) converted into Price Waterhouse & Co Chartered Accountants LLP (a Limited Liability Partnership with LLP Identity no: LLPIN AAC-4362) with effect from July 7, 2014. Post its conversion to Price Waterhouse & Co Chartered Accountants LLP, its ICAI registration number is 304026E/E300009 (ICAI registration number before conversion was 304026E)

Price Waterhouse & Co Chartered Accountants LLP

Management's Responsibility

- 3) The responsibility for the preparation of the Draft Scheme, the Undertaking and its compliance with the Act and SEBI Listing Regulations and the SEBI Circulars, including the applicable accounting standards and other generally accepted accounting principles as aforesaid, is that of the Board of Directors of the Company.

Auditor's Responsibility

- 4) Pursuant to the requirements of proviso to sub-section (7) of section 230 of the Act read with the SEBI Circulars, our responsibility is to examine the Draft Scheme and the Undertaking and certify:
 - a) whether the accounting treatment contained in clause 9 to Part II of the Draft Scheme is in compliance with the SEBI Listing Regulations and the Master Circular and the applicable accounting standards specified under Section 133 of the Act and other generally accepted accounting principles; and
 - b) based on the procedures performed as listed in paragraph 7 below, whether anything has come to our attention that causes us to believe that the Resultant Company is not capable of payment of interest/ repayment of principal of NCDs as on April 19, 2024, as per the Operational Circular.
- 5) We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India ('ICAI'). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
- 6) We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
- 7) A limited assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the reporting criteria mentioned in paragraph 5 above. The procedures performed vary in the nature and timing from, and are less extent than for, a reasonable assurance and consequently, the level of assurance obtained is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. Accordingly, in carrying out our examination of the Undertaking, we have performed the following procedures:
 - a) Obtained the list of the borrowings and NCDs proposed to be transferred including their due dates for repayment.
 - b) Traced the contractual terms of borrowings and NCDs to the trust deeds and underlying agreements.
 - c) Obtained the Statement of assets and liabilities and Statement of Profit or Loss after tax for the Transferor Company and the Demerged undertaking, including basis of preparation of such statement as at December 31, 2023, as prepared by the Management and adopted by the Board of directors (together referred to as the 'Statement')
 - d) Agree the financial information given in the Statement to the underlying sub-ledgers, registers and other books and records.
 - e) Tested amount of financial information in the Statement, as drawn from the general ledger and registers to the relevant supporting documentation maintained by the Company on a sample basis.
 - f) Checked the mathematical accuracy of the total assets and total liabilities (including NCD) and check if the total assets is greater than total liabilities.
 - g) Checked the mathematical accuracy for the calculation of current ratio



Price Waterhouse & Co Chartered Accountants LLP

Conclusion

8. Based on our examination and according to the information and explanations given to us,
- a) pursuant to the requirements of proviso to sub-section (7) of section 230 of the Act read with the SEBI Circulars, we confirm that the accounting treatment contained in clause 9 to Part II of the Draft Scheme is in compliance with the SEBI Listing Regulations and the Master Circular and the applicable accounting standards specified under Section 133 of the Act, and other generally accepted accounting principles; and
 - b) along with the procedures performed as stated in paragraph 7 above, nothing has come to our attention that causes us to believe that the Resultant Company is not capable of payment of interest/repayment of principal of the NCDs being transferred to it pursuant to clause 4.2.6 to Part II of the Draft Scheme, as at April 19, 2024.

Restriction on Use

9. Our work was performed solely to assist you in meeting the requirements of the Act and the SEBI Circulars to enable the Company to file the Draft Scheme with the BSE, National Stock Exchange Limited ('NSE') and the National Company Law Tribunal (NCLT). Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability is in no way changed by any other role we may have as auditors of the Company or otherwise. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company.
10. This Certificate is issued at the request of the Board of Directors of the Company to whom it is addressed, for onward submission to the BSE, NSE and the NCLT and should not be used for any other purpose. We do not accept or assume any liability or duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come save except where expressly agreed by our prior consent in writing.

For Price Waterhouse & Co Chartered Accountants LLP
Firm Registration Number: 304026E/E-300009



A. J. Shaikh
Partner

Membership No.: 203637
UDIN : 24203637BKENKY5978

Place: Bangalore

Date: April 19, 2024



April 19, 2024

Price Waterhouse & Co Chartered Accountants LLP
The Millenia, Tower D,
5th Floor, 1 & 2, Murphy Road,
Ulsoor, Bangalore 560008

Declaration on Aditya Birla Lifestyle Brands Limited's ('Resulting Company' or 'Company') capability of payment of interest and/or repayment of principal amount of the Non-convertible Debentures pursuant to Circular no. SEBI/HO/DDHS/DDHS_Div1/P/CIR/2022/0000000103 dated July 29, 2022 and amended as on December 1, 2022 (the "Operational Circular")

Dear Sirs

1. This is regarding the Scheme of Arrangement between Aditya Birla Fashion and Retail Limited (Demerged Company) and Aditya Birla Lifestyle Brands Limited as approved by the Board of Directors ('Scheme') of the Company in their meeting held on April 19, 2024.
2. In connection with the requirement in Para (A)(6) of Part I of Annex XII-A under Chapter XII of the Operational Circular in connection with the Scheme, the Board of Directors of the Company have reviewed the outstanding principal in respect of Non-convertible Debentures and interest thereon, proposed to be transferred to the Resulting Company pursuant to the Scheme ('NCD').
3. Based on the provisional balances of assets and liabilities of the demerged undertaking which are proposed to be transferred to the Resulting Company, the Board of Directors have determined that the demerged undertaking has a current ratio greater than 1 and the total assets of the demerged undertaking are greater than the total liabilities (including NCD) as at December 31, 2023. Further demerged undertaking is expected to generate cash flows.
4. Accordingly, the Board of Directors of the Company hereby confirms, that the total outstanding principal in respect of NCD and interest thereon, as referred in serial no. 2 above, will get discharged in the due course as set out in the relevant Non-convertible Debenture trust deeds. The said Scheme of Arrangement with the Resulting Company will not impair its capability to service the principal and interest payable on issued NCD.

For Aditya Birla Fashion and Retail Limited


Jagdish Bajaj
Chief Financial Officer



ADITYA BIRLA FASHION AND RETAIL LIMITED

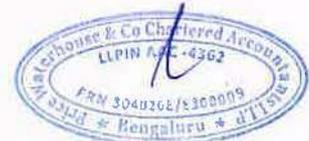
Registered Office:

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

- 4.2.3 In respect of such of the assets and properties forming part of the Demerged Undertaking which are immovable in nature, whether or not included in the books of the Demerged Company, including rights, interest and easements in relation thereto, the same shall stand transferred to the Resulting Company with effect from the Appointed Date, without any act or deed or conveyance being required to be done or executed by the Demerged Company and/or the Resulting Company;
- 4.2.4 For the avoidance of doubt and without prejudice to the generality of Clause 4.2.3 above and Clause 4.2.5 below, it is clarified that, with respect to the immovable properties comprised in the Demerged Undertaking in the nature of land and buildings, the Demerged Company and the Resulting Company shall register the true copy of the order of the Tribunal approving this Scheme with the offices of the relevant sub-registrar of assurances or similar registering authority having jurisdiction over the location of such immovable property and shall also execute and register, as required, such other documents as may be necessary in this regard. For the avoidance of doubt, it is clarified that any document executed pursuant to this Clause 4.2.4 or Clause 4.2.5 below will be for the limited purpose of meeting regulatory requirements and shall not be deemed to be a document under which the transfer of any part of the Demerged Undertaking takes place and the Demerged Undertaking shall be transferred solely pursuant to and in terms of this Scheme and the order of the Tribunal sanctioning this Scheme;
- 4.2.5 Notwithstanding anything contained in this Scheme, with respect to the immovable properties comprised in the Demerged Undertaking in the nature of land and buildings situated in states other than the state of Maharashtra, whether owned or leased, for the purpose of, *inter alia*, payment of stamp duty and transfer to the Resulting Company, if the Resulting Company so decides, the Demerged Company and the Resulting Company, may execute and register or cause to be executed and registered, separate deeds of conveyance or deeds of assignment of lease, as the case may be, in favour of the Resulting Company in respect of such immovable properties. Each of the immovable properties, only for the purposes of the payment of stamp duty (if required under Applicable Law), shall be deemed to be conveyed at a value determined by the relevant authorities in accordance with the applicable rates. The transfer of such immovable properties shall form an integral part of this Scheme;
- 4.2.6 Upon effectiveness of the Scheme, all debts, liabilities, loans, obligations and duties of the Demerged Company as on the Appointed Date and relatable to the Demerged Undertaking ("**Demerged Liabilities**") shall, without any further act or deed, be and stand transferred to and be deemed to be transferred to the Resulting Company to the extent that they are outstanding as on the Appointed Date. The term "**Demerged Liabilities**" shall include:
- 4.2.6.1 the debts, liabilities obligations incurred and duties of any kind, nature or description (including contingent liabilities) which arise out of the activities or operations of the Demerged Undertaking;
- 4.2.6.2 specific loans or borrowings, if any; and
- 4.2.6.3 in cases other than those referred to in Clauses 4.2.6.1 or 4.2.6.2 above, so much of the amounts of general or multipurpose borrowings, if any, of the Demerged Company, as stand in the same proportion which the value of the assets transferred pursuant to the demerger of the Demerged Undertaking bear to the total value of the assets of the Demerged Company immediately prior to the Appointed Date, including Transferring NCDs;
- 4.2.7 Upon the coming into effect of this Scheme and with effect from the Appointed Date, the Demerged Company alone shall be liable to perform all obligations in respect of all debts, liabilities, duties and obligations pertaining to its Remaining Business and the Resulting Company shall not have any obligations in respect of the debts, liabilities, duties and obligations



- 8.12 It is clarified that the approval of the members of the Resulting Company to this Scheme, shall be deemed to be their consent/approval for the alteration of the Memorandum of Association under Sections 13, 61, 64 and other applicable provisions of the Act. The Resulting Company shall pay the requisite stamp duty and RoC fees and shall file the required returns/ information/ amended copy of the Memorandum of Association with the RoC to give effect to the alteration in the authorised share capital.
- 8.13 The Resulting Company shall apply for listing of its equity shares on the Stock Exchanges in terms of and in compliance of SEBI Schemes Master Circular and other relevant provisions as may be applicable. The Resulting Company New Equity Shares allotted by the Resulting Company in terms of Clause 8.2 above, pursuant to this Scheme, shall remain frozen in the depository system till listing/ trading permission is given by the designated Stock Exchange. Further, there shall be no change in the shareholding pattern of the Resulting Company between the Record Date and the listing of its equity shares which may affect the status of approval of the Stock Exchanges.
- 8.14 The Resulting Company shall enter into such arrangements and give such confirmations and/ or undertakings as may be necessary in accordance with Applicable Law for complying with the formalities of the Stock Exchanges.

9. ACCOUNTING TREATMENT

9.1 In the books of the Demerged Company

9.1.1 Notwithstanding anything to the contrary contained herein, the Demerged Company shall give effect to the demerger of the Demerged Undertaking in accordance with the accounting principles prescribed under the Companies (Indian Accounting Standards) Rules, 2015, as notified under Section 133 of the Act ("Ind AS"), as amended and on the date as determined under Ind AS. The accounting in the books of the Demerged Company is as follows:

- 9.1.1.1 The Demerged Company shall derecognise from its books of accounts, the carrying amount of assets and liabilities pertaining to the Demerged Undertaking;
- 9.1.1.2 The excess of the carrying amount of assets transferred over the carrying amount of liabilities transferred shall be debited to appropriate reserve within equity; and
- 9.1.1.3 The Demerged Company shall derecognise the carrying amount of investments in the Resulting Company cancelled pursuant to the Scheme.

9.2 In the books of the Resulting Company

9.2.1 Notwithstanding anything to the contrary contained herein, the Resulting Company shall account for the acquisition of the Demerged Undertaking in its books of accounts by applying the principles prescribed in Indian Accounting Standard 103, Business Combinations, Appendix C - Business combinations of entities under common control and other accounting principles prescribed under the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) as notified under Section 133 of the Companies Act, 2013 and on the date determined in accordance with Ind AS. The Resulting Company shall account for acquisition of Demerged Undertaking as follows:

- 9.2.1.1 Resulting Company shall recognise the assets and liabilities of the Demerged Undertaking, at their respective carrying amounts as appearing in the books of the Demerged Company;
- 9.2.1.2 The Resulting Company shall debit its share capital account in its books of account with the aggregate face value of the shares issued by the Resulting Company to the Demerged Company for cancelled shares and credit capital reserve for the same



A handwritten signature in black ink, appearing to be "A. B. S.", written over a horizontal line.



amount;

9.2.1.3 The difference, if any, between the carrying amount of the net assets of the Demerged Undertaking acquired and the aggregate face value of the shares issued to the shareholders of the Demerged Company shall be adjusted to capital reserve;

9.2.1.4 The financial statements of the Resulting Company shall be restated in accordance with the requirements of Appendix C of Ind AS 103; and

9.3 Any matter not dealt with in this Clause 9 hereinabove shall be dealt with in accordance with the applicable Ind AS.

10. REDUCTION AND CANCELLATION OF ENTIRE PRE-SCHEME SHARE CAPITAL OF THE RESULTING COMPANY

10.1 Upon allotment of the Resulting Company New Equity Shares, the entire pre-scheme paid up share capital of the Resulting Company shall stand cancelled and reduced, without any consideration and without any further act, instrument or deed, which shall be regarded as reduction of share capital of the Resulting Company, pursuant to Sections 230 to 232 of the Act as an integral part of the Scheme and the Parties shall not be required to follow the process under Section 66 of the Act or any other provisions of Applicable Law separately. The aforesaid reduction of capital does not involve any diminution of liability in respect of any unpaid share capital or payment to any shareholder of any paid-up share capital or payment in any other form.

10.2 It is clarified that the approval of the members of the Resulting Company to this Scheme, shall be deemed to be their consent/approval for the reduction of the share capital of the Resulting Company under applicable provisions of the Act.

10.3 Notwithstanding the reduction in the share capital of the Resulting Company, the Resulting Company shall not be required to add "And Reduced" as suffix to its name.

11. REMAINING BUSINESS OF THE DEMERGED COMPANY

11.1 The Remaining Business of the Demerged Company shall continue to belong to and be owned and managed by the Demerged Company. The Demerged Company shall continue to be liable to perform and discharge all its liabilities and obligations in relation to the Remaining Business of the Demerged Company and the Resulting Company shall not have any liability or obligation in relation to the Remaining Business of the Demerged Company.

11.2 If the Resulting Company is in receipt of any demand, claim, notice and/or is impleaded as a party in any proceedings before any Appropriate Authority, in each case in relation to the Remaining Business of the Demerged Company, the Resulting Company shall take all such steps in the proceedings before the Appropriate Authority to substitute the Resulting Company with the Demerged Company. However, if the Resulting Company is unable to replace the Demerged Company in such proceedings, the Resulting Company shall defend the same or deal with such demand at the cost of the Demerged Company and the latter shall reimburse the Resulting Company, against all liabilities and obligations incurred by or against the Resulting Company, in respect thereof.

12. AMENDMENT TO ARTICLES OF ASSOCIATION OF THE RESULTING COMPANY

12.1 The articles of association of the Resulting Company, if required, shall stand amended and restated to comply with the provisions required for listed company.

12.2 The amendments pursuant to this Clause 12 shall become operative upon the effectiveness of the Scheme by virtue of the fact that the shareholders of the Resulting Company, while approving the



Price Waterhouse & Co Chartered Accountants LLP

To,
The Board of Directors,
Aditya Birla Lifestyle Brands Limited
Piramal Agastya Corporate Park, Building A
4th and 5th Floor, Unit No.401, 403, 501, 502
L.B.S Road, Kurla, Mumbai City
Maharashtra 400070

Auditor's Certificate on compliance of the proposed accounting treatment in the Draft Scheme of Arrangement with the applicable accounting standards

- 1) This certificate is issued in accordance with the terms of our agreement dated April 19, 2024.
- 2) We, the statutory auditors of Aditya Birla Lifestyle Brands Limited (hereinafter referred to as "the Company" or the "Resultant Company"), have examined the proposed accounting treatment specified in clauses 9.2 and 9.3 to Part II of the Draft Scheme of Arrangement between the Company and Aditya Birla Fashion and Retail Limited (the "Demerged Company") and their respective shareholders and creditors (the "Draft Scheme") as approved by the Board of Directors of the Company in their meeting held on April 19, 2024, in terms of the provisions of sections 230 to 232 of the Companies Act, 2013 (the "Act") and the applicable accounting standards specified under Section 133 of the Act (the 'applicable accounting standards') and other generally accepted accounting principles.

We have initialed clauses 9.2 and 9.3 to Part II of the Draft Scheme in relation to Proposed Accounting Treatment for identification purpose only.

Management's Responsibility

- 3) The responsibility for the preparation of the Draft Scheme and its compliance with the Act, including the applicable accounting standards and other generally accepted accounting principles as aforesaid, is that of the Board of Directors of the Company.

Auditor's Responsibility

- 4) Pursuant to the requirements of proviso to sub-section (7) of section 230 of the Act, our responsibility is to examine the Draft Scheme and certify whether the accounting treatment contained in clauses 9.2 and 9.3 to Part II of the Draft Scheme is in compliance with the applicable accounting standards specified under Section 133 of the Act and other generally accepted accounting principles.
- 5) We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India (ICAI). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
- 6) We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Conclusion

- 7) Based on our examination and according to the information and explanations given to us, pursuant to the requirements of proviso to sub-section (7) of section 230 of the Act read with the SEBI Circulars, we confirm that the accounting treatment contained in clauses 9.2 and 9.3 to Part II of the Draft Scheme is in compliance with the applicable accounting standards specified under Section 133 of the Act, and other generally accepted accounting principles.

Price Waterhouse & Co Chartered Accountants LLP, 5th Floor, Tower 'D', The Millenia, 1 & 2 Murphy Road, Ulsoor
Bengaluru - 560 008
T: +91 (80) 4079 5000, F: +91 (80) 4079 5222

Registered office and Head office: Plot No. 56 & 57, Block DN, Sector-V, Salt Lake, Kolkata - 700 091

Price Waterhouse & Co. (a Partnership Firm) converted into Price Waterhouse & Co Chartered Accountants LLP (a Limited Liability Partnership with LLP identity no: LLPIN AAC-4362) with effect from July 7, 2014. Post its conversion to Price Waterhouse & Co Chartered Accountants LLP, its ICAI registration number is 304026E/E300009 (ICAI registration number before conversion was 304026E)



Price Waterhouse & Co Chartered Accountants LLP

Restriction on Use

- 8) Our work was performed solely to assist you in meeting the requirements of the Act to enable the Company to file the Draft Scheme with the National Company Law Tribunal (NCLT). Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability is in no way changed by any other role we may have as auditors of the Company or otherwise. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company.
- 9) This Certificate is issued at the request of the Board of Directors of the Company to whom it is addressed, for onward submission to the NCLT and should not be used for any other purpose. We do not accept or assume any liability or duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come save except where expressly agreed by our prior consent in writing.

For Price Waterhouse & Co Chartered Accountants LLP

Firm Registration Number: 304026E/E-300009



A. J. Shaikh

Partner

Membership No.: 203637

UDIN: 24203637BKENZ7019

Place: Bangalore

Date: April 19, 2024

- 8.12 It is clarified that the approval of the members of the Resulting Company to this Scheme, shall be deemed to be their consent/approval for the alteration of the Memorandum of Association under Sections 13, 61, 64 and other applicable provisions of the Act. The Resulting Company shall pay the requisite stamp duty and RoC fees and shall file the required returns/ information/ amended copy of the Memorandum of Association with the RoC to give effect to the alteration in the authorised share capital.
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9. ACCOUNTING TREATMENT

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- 9.1.1.2 The excess of the carrying amount of assets transferred over the carrying amount of liabilities transferred shall be debited to appropriate reserve within equity; and
- 9.1.1.3 The Demerged Company shall derecognise the carrying amount of investments in the Resulting Company cancelled pursuant to the Scheme.

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amount;

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9.2.1.4 The financial statements of the Resulting Company shall be restated in accordance with the requirements of Appendix C of Ind AS 103; and

9.3 Any matter not dealt with in this Clause 9 hereinabove shall be dealt with in accordance with the applicable Ind AS.

10. REDUCTION AND CANCELLATION OF ENTIRE PRE-SCHEME SHARE CAPITAL OF THE RESULTING COMPANY

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10.2 It is clarified that the approval of the members of the Resulting Company to this Scheme, shall be deemed to be their consent/approval for the reduction of the share capital of the Resulting Company under applicable provisions of the Act.

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11.2 If the Resulting Company is in receipt of any demand, claim, notice and/or is impleaded as a party in any proceedings before any Appropriate Authority, in each case in relation to the Remaining Business of the Demerged Company, the Resulting Company shall take all such steps in the proceedings before the Appropriate Authority to substitute the Resulting Company with the Demerged Company. However, if the Resulting Company is unable to replace the Demerged Company in such proceedings, the Resulting Company shall defend the same or deal with such demand at the cost of the Demerged Company and the latter shall reimburse the Resulting Company, against all liabilities and obligations incurred by or against the Resulting Company, in respect thereof.

12. AMENDMENT TO ARTICLES OF ASSOCIATION OF THE RESULTING COMPANY

12.1 The articles of association of the Resulting Company, if required, shall stand amended and restated to comply with the provisions required for listed company.

12.2 The amendments pursuant to this Clause 12 shall become operative upon the effectiveness of the Scheme by virtue of the fact that the shareholders of the Resulting Company, while approving the





REPORT ADOPTED BY THE BOARD OF DIRECTORS OF ADITYA BIRLA FASHION AND RETAIL LIMITED AT ITS MEETING HELD ON APRIL 19, 2024, IN RELATION TO THE DRAFT SCHEME OF ARRANGEMENT AMONG ADITYA BIRLA FASHION AND RETAIL LIMITED AND ADITYA BIRLA LIFESTYLE BRANDS LIMITED

1. Background

- (a) Based on the recommendations of the Committee of Independent Directors and the Audit Committee, the Board of Directors ("Board") at its meeting held on April 19, 2024, approved the draft Scheme of Arrangement among Aditya Birla Fashion and Retail Limited ("Demerged Company" or "Company") and Aditya Birla Lifestyle Brands Limited ("Resulting Company") and their respective shareholders and creditors (hereinafter referred to as "Scheme"), pursuant to Sections 230 to 232 and other applicable provisions, of the Companies Act, 2013 ("Act") read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) or other amendment(s) thereof for the time being in force), Section 2(19AA) of Income Tax Act, 1961, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws including SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, as amended from time to time ("SEBI Schemes Master Circular") and SEBI Circular No. SEBI/HO/DDHS/DDHS_Div1/P/CIR/2022/0000000103 dated July 29, 2022 as amended from time to time ("SEBI Debt Circular") ("Collectively referred as SEBI Circulars"). Capitalised terms used and not defined herein shall have the meaning ascribed to them in the Scheme.
- (b) In terms of Section 232(2)(c) of the Act, a report from the Board of the Company, explaining the effect of the Scheme on each class of shareholders, promoters and non-promoter shareholders, key managerial personnel ("KMPs") of the Company, setting out, among other things, the share entitlement ratio specifying any special valuation difficulties, is required to be adopted by the Board. Such report is then required to be appended with the notice of the meeting of shareholders and creditors, if such meeting is ordered by the National Company Law Tribunal. Further, pursuant to Para A (2)(d) of Part I of Annex XII-A to the SEBI Debt Circular, the Board is also required to comment on:
- i. impact of the scheme on the holders of Non-Convertible Debentures ("NCDs");
 - ii. safeguards for the protection of holders of NCDs;
 - iii. exit offer to the dissenting holders of NCDs, if any.
- (c) Accordingly, this report of the Board is prepared to comply with the requirements of Section 232(2)(c) of the Act and the SEBI Debt Circular.

Page 1 of 5

ADITYA BIRLA FASHION AND RETAIL LIMITED

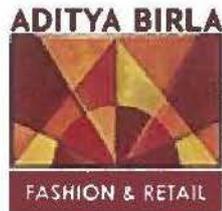
Registered Office:

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





- (d) While deliberating on the Scheme, the Board, *inter alia*, considered and took on record the following documents:
- (i) Draft Scheme duly initialled by the Company Secretary of the Company for the purpose of identification;
 - (ii) Report on Recommendation of Entitlement Ratio dated April 19, 2024, issued by Bansi S. Mehta Valuers LLP, Registered Valuer (IBBI Reg no. IBBI/RV-E/06/2022/172) ("*Share Entitlement Report*"), recommending the share entitlement ratio;
 - (iii) Fairness opinion dated April 19, 2024, issued by Inga Ventures Private Limited, independent SEBI Category-I registered Merchant Banker providing its opinion on the share entitlement ratio in the Share Entitlement Report ("*Fairness Opinion*");
 - (iv) Auditor's Certificate by the Statutory Auditors of the Company i.e., Price Waterhouse & Co. Chartered Accountants LLP dated April 19, 2024 ("*Auditors Certificate*") in terms of SEBI Circulars and the Act certifying that the accounting treatment in the draft Scheme is in conformity with the accounting standards;
 - (v) Undertaking dated April 19, 2024 given by the Company confirming that approval of majority of public shareholders in terms of SEBI Schemes Master Circular, is not applicable to the Scheme along with certificate dated April 19, 2024 of the Statutory Auditors of the Company, certifying the said undertaking;
 - (vi) Report of the Committee of Independent Directors of the Company dated April 19, 2024, recommending the Scheme, taking into consideration *inter alia*, that the Scheme is not detrimental to the shareholders of the Company and
 - (vii) Report of the Audit Committee of the Company dated April 19, 2024, recommending the Scheme, taking into consideration *inter alia*, the Share Entitlement Report, need for the Scheme, rationale of the Scheme, cost benefit analysis of the Scheme, impact of the Scheme on the shareholders and synergies of business of entities involved.

2. **Salient Features of the Scheme**

- (a) The Scheme *inter alia* provides the following:
- a. demerger, transfer and vesting of the Demerged Undertaking from the Demerged Company into the Resulting Company on a going concern basis, and issue of equity shares by the Resulting Company to the shareholders of the Demerged Company, in consideration thereof, in accordance with the provisions of Section 2(19AA) of the Income Tax Act, 1961;
 - b. various other matters consequential or otherwise integrally connected therewith including changes in share capital and reduction and cancellation of pre-scheme share capital of the Resulting Company;
 - c. The Appointed Date is April 1, 2024 or such other date as may be approved by the Boards of the Demerged Company and the Resulting Company and

Page 2 of 5

ADITYA BIRLA FASHION AND RETAIL LIMITED

Registered Office:

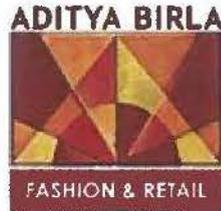
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L.B.S. Road, Kurla, Mumbai - 400 070

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





- d. The Effective Date means the date which will be the first day of the month following the month in which the Parties mutually acknowledge in writing that all the conditions precedent of the Scheme has occurred or have been fulfilled, obtained or waived, as applicable, in accordance with the Scheme.
- (e) The effectiveness of the Scheme is conditional upon fulfilment of the 'Conditions Precedent to effectiveness' as specified in the Scheme (*"said conditions"*), which include:
- The Stock Exchanges having issued their observation / no-objection letters as required under the SEBI LODR Regulations read with the SEBI Schemes Master Circular and the SEBI Debt Circular;
 - This Scheme being approved by the respective requisite majorities of the various classes of (a) creditors (where applicable) of the Demerged Company and the Demerged Company Members; and (b) members and creditors (where applicable) of the Resulting Company, as required under the Act, subject to any dispensation of holding and convening meetings of members and creditors, that may be granted by the Tribunal;
 - the fulfilment, satisfaction or waiver (as the case may be) of any approvals or conditions mutually agreed by the Parties as required for completion of transactions contemplated under this Scheme;
 - Sanction of the Scheme by the Tribunal under Sections 230 to 232 of the Act and receipt of certified copy of the Sanction Order and
 - The certified copy of the Sanction Order having been filed by the Parties with the Registrar of Companies.

Upon the fulfilment of the said conditions, the Scheme shall become effective from the Appointed Date and operative from the Effective Date.

3. Effect of the Scheme on Stakeholders

a. Effect on the shareholders (promoter shareholders and non-promoter shareholders)

The Board of Directors noted the following:

- The consideration for the demerger of the Demerged Undertaking shall be the issue by the Resulting Company of 1 (one) fully paid-up equity share of the Resulting Company having face value of Rs 10 (Rupees Ten) each for every 1 (one) fully paid-up equity share of Rs 10 (Rupees Ten) each of the Demerged Company (*"Resulting Company New Equity Shares"*).
- Upon coming into effect of the Scheme and subject to the provisions of the Scheme, the Resulting Company shall, without any further application, act, deed, consent or

Page 3 of 5

ADITYA BIRLA FASHION AND RETAIL LIMITED

Registered Office:

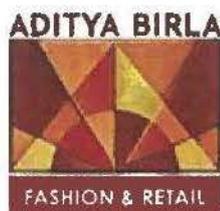
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instrument, issue and allot the Resulting Company New Equity Share(s) to the equity shareholders of the Demerged Company who hold fully paid-up equity shares of the Demerged Company and whose names are recorded in the register of members and/or records of the depository on the Record Date.

- c. The Resulting Company shall apply for listing of its equity shares on the Stock Exchanges in terms of and in compliance of SEBI Schemes Master Circular and other relevant provisions as may be applicable. The Resulting Company New Equity Shares allotted by the Resulting Company, pursuant to the Scheme, shall remain frozen in the depository system till listing/ trading permission is given by the designated Stock Exchange.

The share entitlement ratio is based on the Share Entitlement Report which has been duly considered by the Board of Directors of the Demerged Company and the Board has come to the conclusion that the said share entitlement ratio is fair and reasonable. No special valuation difficulties were reported by the valuer.

b. Effect on the KMPs

The effect of the Scheme on the interests of the KMPs and their relatives holding shares in the Demerged Company, is not different from the effect of the Scheme on other shareholders of the Demerged Company.

c. Effect of the Scheme on holders of NCDs

i. Impact of the scheme on the holders of NCDs

Upon the Scheme becoming effective there will be no change in terms and conditions of the Demerged Company NCDs. Details of the Demerged Company NCDs listed on BSE are set out in **Schedule A** of the Scheme. Transferring NCDs as set out in **Schedule A** of the Scheme, form part of the Demerged Undertaking and will be transferred to the Resulting Company pursuant to this Scheme.

ii. Safeguards for the protection of holders of NCDs

The holders of Transferring NCDs as on the Effective Date will be transferred to the Resulting Company on same terms, including the coupon rate, tenure, redemption price, quantum, nature of security, etc. Further, the holders of Retained NCDs as on the Effective Date will continue to hold NCDs of the Demerged Company, without any interruption, on same terms, including the coupon rate, tenure, redemption price, quantum, and nature of security etc.

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.abfirl.com
E-mail: secretarial@abfirl.adityabirla.com





iii. Exit offer to the dissenting holders of NCDs, if any

Transferring NCDs and Retained NCDs will be available for trading on BSE till the date of effectiveness of Scheme. Post effectiveness of the Scheme Resulting Company will list the transferring NCDs on BSE. Hence, the exit offer is available with the holders of NCDs.

Basis the details provided in paragraphs above, the Board confirmed that the Scheme will not be detrimental to the interests of the holders of NCDs in the Company. No special valuation difficulties were reported by the valuer.

4. Conclusion

While deliberating on the Scheme, the Board has considered its impact on each of the shareholders (promoters and non-promoter shareholders), KMPs and holders of the NCDs. In the opinion of the Board, the Scheme is in the best interest of the shareholders (promoters and non-promoter shareholders), KMPs and holders of the NCDs of the Demerged Company and there will be no prejudice caused to them in any manner by the Scheme.

The Board has adopted this Report after noting and considering the documents and information set forth in this Report.

For and on behalf of the Board of
Aditya Birla Fashion and Retail Limited

Ashish Dikshit
Managing Director
DIN: 01842066



Date: April 19, 2024

Place: Mumbai

Annexure 16

ADITYA BIRLA LIFESTYLE BRANDS LIMITED

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF ADITYA BIRLA LIFESTYLE BRANDS LIMITED AT ITS MEETING HELD ON APRIL 19, 2024, IN RELATION TO THE DRAFT SCHEME OF ARRANGEMENT AMONG ADITYA BIRLA FASHION AND RETAIL LIMITED AND ADITYA BIRLA LIFESTYLE BRANDS LIMITED

1. Background

- (a) The Board of Directors ("*Board*") at its meeting held on April 19, 2024, approved the draft Scheme of Arrangement among Aditya Birla Fashion and Retail Limited ("*Demerged Company*" or "*Company*") and Aditya Birla Lifestyle Brands Limited ("*Resulting Company*") and their respective shareholders and creditors (*hereinafter referred to as "Scheme"*), pursuant to Sections 230 to 232 and other applicable provisions, of the Companies Act, 2013 ("*Act*") read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) or other amendment(s) thereof for the time being in force), Section 2(19AA) of Income Tax Act, 1961 as amended from time to time. Capitalised terms used and not defined herein shall have the meaning ascribed to them in the Scheme.
- (b) In terms of Section 232(2)(c) of the Act, a report from the Board of the Company, explaining the effect of the Scheme on each class of shareholders, promoters and non-promoter shareholders of the Company, setting out, among other things, the share entitlement ratio specifying any special valuation difficulties, is required to be adopted by the Board. Such report is then required to be appended with the notice of the meeting of shareholders and creditors, if such meeting is ordered by the National Company Law Tribunal.
- (c) Accordingly, this report of the Board is prepared to comply with the requirements of Section 232(2)(c) of the Act.
- (d) While deliberating on the Scheme, the Board, *inter alia*, considered and took on record the following documents:
- Draft Scheme as placed before the Board be and is hereby approved;
 - Auditor's Certificate by the Statutory Auditors of the Company i.e., Price Waterhouse & Co. Chartered Accountants LLP dated April 19, 2024 ("*Auditors Certificate*") in terms of the Act certifying that the accounting treatment in the draft Scheme is in conformity with the accounting standards;

2. Salient Features of the Scheme

- (a) The Scheme *inter alia* provides the following:
- demerger, transfer and vesting of the Demerged Undertaking from the Demerged Company into the Resulting Company on a going concern basis, and issue of equity shares by the Resulting Company to the shareholders of the Demerged Company, in consideration thereof, in accordance with the provisions of Section 2(19AA) of the Income Tax Act, 1961;

Page 1 of 3

Registered Office:
Piramal Agastya Bldg 'A', 401, 403, 501, 502,
LBS Road, Kurla, Mumbai- 400070, Maharashtra

CIN: U46410MH2024PLC423195
Tel.: +91 86529 05000
Fax: +91 86529 05400

ADITYA BIRLA LIFESTYLE BRANDS LIMITED

- b. various other matters consequential or otherwise integrally connected therewith including changes in share capital and reduction and cancellation of pre-scheme share capital of the Resulting Company;
 - c. The Appointed Date is April 1, 2024 or such other date as may be approved by the Boards of the Demerged Company and the Resulting Company and
 - d. The Effective Date means the date which will be the first day of the month following the month in which the Parties mutually acknowledge in writing that all the conditions precedent of the Scheme has occurred or have been fulfilled, obtained or waived, as applicable, in accordance with the Scheme.
- (e) The effectiveness of the Scheme is conditional upon fulfilment of the 'Conditions Precedent to effectiveness' as specified in the Scheme ("*said conditions*"), which include:
- a. The Stock Exchanges having issued their observation / no-objection letters as required under the SEBI LODR Regulations read with the SEBI Scheme Master Circular and the SEBI Debt Circular;
 - b. This Scheme being approved by the respective requisite majorities of the various classes of (a) creditors (where applicable) of the Demerged Company and the Demerged Company Members; and (b) members and creditors (where applicable) of the Resulting Company, as required under the Act, subject to any dispensation of holding and convening meetings of members and creditors, that may be granted by the Tribunal;
 - c. the fulfilment, satisfaction or waiver (as the case may be) of any approvals or conditions mutually agreed by the Parties as required for completion of transactions contemplated under this Scheme;
 - d. Sanction of the Scheme by the Tribunal under Sections 230 to 232 of the Act and receipt of certified copy of the Sanction Order and
 - e. The certified copy of the Sanction Order having been filed by the Parties with the Registrar of Companies.

Upon the fulfilment of the said conditions, the Scheme shall become effective from the Appointed Date and operative from the Effective Date.

3. Effect of the Scheme on Stakeholders

a. Effect on the shareholders (promoter shareholders and non-promoter shareholders)

The Board of Directors noted the following:

- a. The consideration for the demerger of the Demerged Undertaking shall be the issue by the Resulting Company of 1 (one) fully paid-up equity share of the Resulting Company having face value of Rs. 10 (Rupees Ten) each for every 1 (one) fully paid-up equity share of Rs. 10 (Rupees Ten) each of the Demerged Company ("*Resulting Company New Equity Shares*").

ADITYA BIRLA LIFESTYLE BRANDS LIMITED

- b. Upon coming into effect of the Scheme and subject to the provisions of the Scheme, the Resulting Company shall, without any further application, act, deed, consent or instrument, issue and allot the Resulting Company New Equity Share(s) to the equity shareholders of the Demerged Company who hold fully paid-up equity shares of the Demerged Company and whose names are recorded in the register of members and/or records of the depository on the Record Date.
- c. The Resulting Company shall apply for listing of its equity shares on the Stock Exchanges in terms of and in compliance of SEBI Schemes Master Circular and other relevant provisions as may be applicable. The Resulting Company New Equity Shares allotted by the Resulting Company, pursuant to the Scheme, shall remain frozen in the depository system till listing/ trading permission is given by the designated Stock Exchange.

The share entitlement ratio is based on the Share Entitlement Report which has been duly considered by the Board of Directors of the Demerged Company and the Board has come to the conclusion that the said share entitlement ratio is fair and reasonable. No special valuation difficulties were reported by the valuer.

4. Conclusion

While deliberating on the Scheme, the Board has considered its impact on each of the shareholders (promoters and non-promoter shareholders). In the opinion of the Board, the Scheme is in the best interest of the shareholders (promoters and non-promoter shareholders) of the Resulting Company and there will be no prejudice caused to them in any manner by the Scheme.

The Board has adopted this Report after noting and considering the documents and information set forth in this Report.

For and on behalf of the Board of
Aditya Birla Lifestyle Brands Limited



Anil Malik
Director
DIN: 00170411

Date: April 19, 2024

Place: Mumbai

Price Waterhouse & Co Chartered Accountants LLP

Review Report

To
The Board of Directors
Aditya Birla Fashion and Retail Limited
Piramal Agastya Corporate Park, Building 'A'
4th and 5th Floor, Unit No. 401, 403, 501, 502
L.B.S Road, Kurla, Mumbai - 400070

1. We have reviewed the unaudited standalone financial results of Aditya Birla Fashion and Retail Limited (the "Company") which includes financial information of ABFRL Employee Welfare Trust, for the quarter ended September 30, 2024 and the year to date results for the period April 1, 2024 to September 30, 2024, which are included in the accompanying 'Statement of Unaudited Standalone Financial Results for the quarter and six months ended September 30, 2024', the 'Standalone Statement of Assets and Liabilities as at September 30, 2024', and the 'Standalone Statement of Cash Flows for six months ended September 30, 2024', together with notes thereon (together referred to as the "Standalone Financial Results"). The Standalone Financial Results has been prepared by the Company pursuant to Regulation 33 and Regulation 52 read with Regulation 63 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations, 2015"), which has been initialled by us for identification purposes.
2. This Standalone Financial Results, which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Standalone Financial Results based on our review.
3. We conducted our review of the Standalone Financial Results in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Standalone Financial Results is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the Standalone Financial Results has not been prepared in all material respects in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India and has not disclosed the information required to be disclosed in terms of Regulation 33 and Regulation 52 read with Regulation 63 of the Listing Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.



Price Waterhouse & Co Chartered Accountants LLP, 5th Floor, Tower 'D', The Millenia, 1 & 2 Murphy Road, Ulsoor
Bengaluru - 560 008
T: +91 (80) 40794188

Registered office and Head office: Plot No. 56 & 57, Block DN, Sector-V, Salt Lake, Kolkata - 700 091

Price Waterhouse & Co. (a Partnership Firm) converted into Price Waterhouse & Co Chartered Accountants LLP (a Limited Liability Partnership with LLP identity no: LLPIN AAC-4362) with effect from July 7, 2014. Post its conversion to Price Waterhouse & Co Chartered Accountants LLP, its ICAI registration number is 304026E/E300009 (ICAI registration number before conversion was 304026E)

Price Waterhouse & Co Chartered Accountants LLP

5. We draw attention to Note 8 to the Standalone Financial Results regarding the Scheme for Amalgamation (the 'Scheme') of TCNS Clothing Co. Ltd with the Company, as approved by the Hon'ble National Company Law Tribunal. The Company has accounted for the amalgamation as per the accounting treatment specified in the Scheme, with effect from September 26, 2023, which is in accordance with Appendix C 'Business combinations of entities under common control' to Ind AS 103 'Business Combinations' and accordingly, the comparative financial information for all the prior periods presented in the Standalone Financial Results have been restated. Our conclusion is not modified in respect of this matter.

For Price Waterhouse & Co Chartered Accountants LLP
Firm Registration Number: 304026E/E-300009



A. J. Shaikh
Partner

Membership Number: 203637

UDIN: 24203637BKENDH2349

Place: Mumbai
Date: November 7, 2024



Aditya Birla Fashion and Retail Limited

STATEMENT OF UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND SIX MONTHS ENDED SEPTEMBER 30, 2024

₹ in Crore

Sr. No.	Particulars	Quarter ended			Six months ended		Year ended
		September 30, 2024 (Unaudited)	June 30, 2024 (Unaudited)	September 30, 2023 (Unaudited)	September 30, 2024 (Unaudited)	September 30, 2023 (Unaudited)	March 31, 2024 (Audited)
I	Revenue from operations	3,269.83	3,159.75	2,995.28	6,429.58	5,982.43	12,767.64
II	Other income	47.50	48.04	44.87	95.54	103.34	220.59
III	Total income (I + II)	3,317.33	3,207.79	3,040.15	6,525.12	6,085.77	12,988.23
IV	Expenses						
	(a) Cost of materials consumed	230.75	252.57	322.73	483.32	636.48	1,245.46
	(b) Purchases of stock-in-trade	1,395.13	791.64	1,469.92	2,186.77	2,434.41	4,407.34
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	(159.50)	359.09	(353.22)	199.59	(236.10)	220.46
	(d) Employee benefits expense	412.42	384.98	329.98	797.40	681.37	1,461.49
	(e) Finance costs	218.95	195.46	183.87	414.41	348.58	778.82
	(f) Depreciation and amortisation expense	399.70	384.25	343.06	783.95	666.32	1,451.07
	(g) Rent expense	207.54	226.72	205.84	434.26	428.75	946.11
	(h) Other expenses	763.11	718.76	638.75	1,481.87	1,291.94	2,878.20
	Total expenses	3,468.10	3,313.47	3,140.93	6,781.57	6,251.75	13,388.95
V	Profit/ (loss) before exceptional items and tax (III - IV)	(150.77)	(105.68)	(100.78)	(256.45)	(165.98)	(400.72)
VI	Exceptional items (Refer note -10)	(98.33)	-	-	(98.33)	-	-
VII	Profit/ (loss) before tax (V + VI)	(249.10)	(105.68)	(100.78)	(354.78)	(165.98)	(400.72)
VIII	Income tax expense						
	(a) Current tax	-	-	-	-	-	-
	(b) Current tax relating to earlier years	-	-	-	-	-	-
	(c) Deferred tax charge/ (credit)	(53.97)	(26.46)	(25.88)	(80.43)	(42.48)	(89.08)
IX	Net profit/ (loss) after tax (VII - VIII)	(195.13)	(79.22)	(74.90)	(274.35)	(123.50)	(311.64)
X	Other comprehensive income						
	Items that will not be reclassified to profit or loss						
	(a) Re-measurement gains/ (losses) on defined benefit plans	(2.18)	0.85	0.63	(1.33)	(2.53)	(5.63)
	Income tax effect on above	0.56	(0.22)	(0.16)	0.34	0.64	1.42
	(b) Fair value gains/ (losses) on equity instruments	3.34	-	3.62	3.34	3.62	3.62
	Income tax effect on above	(0.84)	-	(0.91)	(0.84)	(0.91)	(0.91)
	Total other comprehensive income	0.88	0.63	3.18	1.51	0.82	(1.50)
XI	Total comprehensive income (IX + X)	(194.25)	(78.59)	(71.72)	(272.84)	(122.68)	(313.14)
XII	Paid-up equity share capital (Face value of ₹ 10/- each)	1,071.16	1,015.02	949.17	1,071.16	949.17	1,015.01
XIII	Other equity (excluding share suspense)						4,638.25
XIV	Earnings per equity share (of ₹ 10/- each) (not annualised for quarters) (including share suspense)						
	(a) Basic (₹)	(1.84)	(0.75)	(0.78)	(2.58)	(1.29)	(3.14)
	(b) Diluted (₹)	(1.84)	(0.75)	(0.78)	(2.58)	(1.29)	(3.14)



Notes:

1 Standalone Statement of Assets and Liabilities as at September 30, 2024

₹ in Crore

	Particulars	As at September 30, 2024 (Unaudited)	As at March 31, 2024 (Audited)
A	ASSETS		
I	Non-current assets		
	(a) Property, plant and equipment	968.02	985.80
	(b) Capital work-in-progress	152.57	127.03
	(c) Right-of-use assets	3,747.98	3,692.33
	(d) Goodwill	2,622.40	2,686.77
	(e) Other intangible assets	2,002.09	2,076.98
	(f) Financial assets		
	(i) Investment in subsidiaries and joint venture	2,134.56	1,789.99
	(ii) Other investments	24.36	21.03
	(iii) Loans	0.29	0.45
	(iv) Security deposits	447.24	459.47
	(v) Other financial assets	514.46	618.74
	(g) Deferred tax assets	226.30	146.37
	(h) Non-current tax assets (net)	19.97	20.28
	(i) Other non-current assets	93.22	59.06
	Total - Non-current assets	12,953.46	12,684.29
II	Current assets		
	(a) Inventories	3,825.83	3,954.21
	(b) Financial assets		
	(i) Current Investments	295.13	823.60
	(ii) Loans	280.35	264.63
	(iii) Security deposits	165.94	132.52
	(iv) Trade receivables	1,386.13	1,021.88
	(v) Cash and cash equivalents	235.80	305.50
	(vi) Bank balance other than cash and cash equivalents	0.33	0.35
	(vii) Other financial assets	142.89	105.34
	(c) Other current assets	1,056.88	1,098.15
	Total - Current assets	7,389.28	7,706.18
	TOTAL - ASSETS	20,342.74	20,390.47
B	EQUITY AND LIABILITIES		
I	Equity		
	(a) Equity share capital	1,071.16	1,015.01
	(b) Other equity	4,320.85	4,638.27
	Total - Equity	5,392.01	5,653.28
II	Non-current liabilities		
	(a) Financial liabilities		
	(i) Borrowings	2,840.26	2,341.79
	(ii) Lease liabilities	3,450.09	3,463.96
	(iii) Deposits	296.75	274.54
	(iv) Other financial liabilities	777.89	760.10
	(b) Provisions	54.78	53.80
	(c) Other non-current liabilities	23.19	22.77
	Total - Non-current liabilities	7,442.96	6,916.96
III	Current liabilities		
	(a) Financial liabilities		
	(i) Borrowings	1,012.56	1,494.70
	(ii) Lease liabilities	1,194.96	1,091.21
	(iii) Trade payables		
	(a) Total outstanding dues of micro enterprises and small enterprises	260.78	287.13
	(b) Total outstanding dues of creditors other than micro and small enterprises	3,651.43	3,492.49
	(iv) Deposits	290.33	266.97
	(v) Other financial liabilities	237.50	308.98
	(b) Provisions	199.09	189.50
	(c) Other current liabilities	661.12	689.25
	Total - Current liabilities	7,507.77	7,820.23
	Total - Liabilities	14,950.73	14,737.19
	TOTAL - EQUITY AND LIABILITIES	20,342.74	20,390.47



2 Standalone Statement of Cash Flows for six months ended September 30, 2024

₹ in Crore

	Particulars	Six months ended September 30, 2024 (Unaudited)	Six months ended September 30, 2023 (Unaudited)
I	Cash flows from operating activities		
	Profit/(Loss) before tax	(354.78)	(165.98)
	Adjustments for:		
	Depreciation and amortisation expense	866.77	666.32
	Finance costs	414.41	348.58
	Gain on retirement of right-of-use assets	(15.73)	(16.71)
	Loss on sale of property, plant and equipment	(3.11)	2.09
	Fair value changes on derivative financial instrument (net)	7.17	(3.99)
	Share-based payment to employees	5.83	12.27
	Interest income	(15.43)	(19.93)
	Liabilities no longer required written back	(0.23)	-
	Net gain on sale of current investments	(19.50)	(18.87)
	Net unrealised exchange (gain)/ loss	12.74	8.15
	Loss/(gain) on financial assets/ liabilities that is designated as fair value through profit or loss	(36.72)	(16.35)
	Provision for doubtful debts, deposits and advances	4.59	0.21
	Operating profit before working capital changes	866.01	795.79
	Changes in working capital:		
	(Increase)/ decrease in trade receivables	(365.88)	(560.07)
	(Increase)/ decrease in inventories	128.38	(225.48)
	(Increase)/ decrease in other assets	(1.62)	(260.48)
	Increase/ (decrease) in trade payables	121.98	404.43
	Increase/ (decrease) in provisions	2.56	10.14
	Increase/ (decrease) in other liabilities	(71.25)	39.20
	Cash generated from/ (used) in operations	680.18	203.53
	Income taxes paid (net of refund)	0.30	(4.82)
	Net cash flow from/ (used) in operating activities	680.48	198.71
II	Cash flows from investing activities		
	Purchase of property, plant and equipment, intangible assets	(172.01)	(313.56)
	Investment in subsidiaries	(244.56)	(105.01)
	Consideration paid for acquisition of TCNS (net of cash acquired)	-	(1,608.52)
	Purchase of current investments	(8,132.00)	(8,756.41)
	Inter-corporate deposits to subsidiaries	(101.53)	(147.48)
	Proceeds from sale of property, plant and equipment and intangible assets	16.28	3.37
	Proceeds from sale/ maturity of current investments	8,679.97	8,707.86
	Repayment of Inter-corporate deposits by subsidiaries	85.00	-
	Interest received	15.46	19.12
	Net cash flow from/ (used) in investing activities	146.61	(2,200.63)
III	Cash flows from financing activities		
	Proceeds from issue of equity shares	7.65	6.04
	Treasury shares issued/ (purchased) by ESOP Trust	4.93	2.73
	Proceeds from non-current borrowings (net off charges)	500.31	1,240.18
	Proceeds/ (repayments) from current borrowings (net)	(75.76)	1,416.31
	Repayment of non-current borrowings	(408.22)	(332.26)
	Repayment of lease liabilities	(519.19)	(425.15)
	Interest paid	(406.51)	(335.24)
	Net cash flow from/ (used) in financing activities	(896.79)	1,572.61
	Net (decrease)/Increase in cash and cash equivalents	(69.70)	(429.31)
	Cash and cash equivalents at the beginning of the year	305.50	642.48
	Cash and cash equivalents at the end of the year	235.80	213.17



Notes:

- The above standalone financial results have been prepared in accordance with Indian Accounting Standards (Ind AS) - 34 "Interim Financial Reporting" as prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, as amended.
- The above standalone financial results, as reviewed and recommended by the Audit Committee, have been approved by the Board of Directors at its meeting held on November 07, 2024.
- The limited review as required under Regulation 33 and 52 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been completed by the Auditors of the Company and the related report is being submitted to the concerned Stock Exchanges.
- The segment information as per Ind AS 108 "Operating Segments" is provided on the basis of consolidated financial results, hence the same is not provided separately in the standalone financial results.
- ESOP Share Allotment: Pursuant to various Employees Stock Option Schemes, following Equity Shares of ₹ 10/- each were allotted /transferred to the option grantees:

Particulars	Quarter ended	Six months ended
	September 30, 2024	September 30, 2024
Allotment [Non-Trust Route]	4,00,112	4,10,186
Allotment [by way of transfer from ESOP Trust]	1,07,655	2,21,849

- Amalgamation of TCNS Clothing Co. Ltd. with the Company: The Board of Directors at its meeting held on May 5 2023, approved a draft Scheme of Amalgamation by way of merger by absorption ("Scheme") between TCNS Clothing Co. Limited (Transferor Company) and Aditya Birla Fashion and Retail Limited (Transferee Company) and their respective shareholders and creditors, under Sections 230 to 232 of the Companies Act, 2013. The Scheme was sanctioned by the Hon'ble NCLT on August 2, 2024 and the certified copy of the order was received on August 16, 2024. The Transferor and Transferee Company have filed the certified copies of the order and the Scheme with the Registrar of Companies, Mumbai, on September 1, 2024 and accordingly, the Scheme has become effective from the September 1, 2024 ("Effective Date") and consequently TCNS stands amalgamated into and with ABFRL and dissolved without being wound up. In accordance with the Scheme, the Appointed Date is the same as the Effective Date i.e. September 1, 2024. On September 5, 2024, the Company has allotted 5,57,43,053 fully paid-up equity shares of face value ₹10/- each, to the eligible shareholders of TCNS as on the record date i.e. September 3, 2024, in the share exchange ratio i.e. 11 fully paid-up equity shares of the Company of face value ₹10/- each for every 6 fully paid-up equity shares of TCNS of face value ₹2/- each, in terms of the Scheme. The amalgamation of TCNS has been recorded in the standalone financial results using the pooling of interest's method as specified by Appendix C to Ind AS 103, Business combination of entities under common control. The accounting treatment followed by the Company is in accordance with the accounting treatment specified in the approved Scheme. In accordance with the said Ind AS principles, amalgamation of TCNS has been given effect with effect from September 26, 2023 and the comparative balances for all the prior periods presented in the standalone financial results have been restated. Consequent to the amalgamation, all assets and liabilities (including goodwill and brand) as appearing in the consolidated financial results have been recorded in the standalone financial results.
- House of Masaba Lifestyle Private Limited ("HOMLPL"), a subsidiary, approved a Rights Issue of 47,457 Equity Shares aggregating to ~ Rs. 10.42 crore. The Company paid ~Rs. 5.63 crore as subscription money to HOMLPL. Consequent to the payment and allotment on September 13, 2024, the Company holds 54.05% stake in HOMLPL.
- Exceptional item for the quarter and six months ended September 30, 2024 includes: Provision for impairment of goodwill, right-of-use assets, franchisee rights and Inventory Obsolescence amounting to ₹ 98.33 Crore pursuant to restructuring of operations of a business unit.
- Acquisition of additional stake in Goodview Fashion Private Limited ("GFPL"): The Company has raised its shareholding in GFPL from 33.5% to 51%, through secondary acquisition of 17.5% equity stake for an aggregate amount of ~₹127.42 crores from the other existing shareholder of GFPL, thereby making GFPL a subsidiary of the Company with effect from July 11, 2024.
- Demerger of Madura Fashion & Lifestyle Business ("MFL Business"): The Board at its meeting held on April 19, 2024, has subject to necessary approvals, considered and approved demerger of MFL Business under a Scheme of Arrangement among Aditya Birla Fashion and Retail Limited ('Demerged Company') and Aditya Birla Lifestyle Brands Limited ('Resulting Company'), wholly owned subsidiary of the Company and their respective shareholders and creditors under Sections 230-232 and other applicable provisions of the Companies Act, 2013 (the "Scheme"). The Scheme, inter alia, provides for demerger, transfer and vesting of the MFL Business from the Demerged Company into the Resulting Company on a going concern basis, and issue of equity shares by the Resulting Company to the equity shareholders of the Demerged Company, in consideration thereof. The demerger will be implemented through an NCLT scheme of arrangement and upon its completion, all shareholders of ABFRL will have identical shareholdings in both the companies. The Scheme has been filed with the BSE and National Stock Exchange for their No Objection. The Scheme would become effective after receipt of all requisite approvals as mentioned in the Scheme. Pending receipt of necessary approvals, no effect of the Scheme has been given in the standalone financial results for the quarter ended September 30, 2024. The Company has received No Objection from BSE Limited and National Stock Exchange of India Limited vide letters dated October 30, 2024 and October 28, 2024 respectively for the Scheme.

13 Additional disclosures as per Regulation 63 read with Regulation 52 (4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Particulars	Quarter ended			Six months ended		Year ended
	September 30, 2024	June 30, 2024	September 30, 2023	September 30, 2024	September 30, 2023	March 31, 2024
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
Debt service coverage ratio (times) ¹	(0.30)	(0.16)	(0.25)	(0.28)	(0.04)	(0.06)
Interest service coverage ratio (times) ²	(1.56)	(0.17)	(0.26)	(0.89)	(0.14)	(0.13)
Net profit/ (loss) after tax (₹ in Crore)	(195.13)	(79.22)	(74.90)	(274.35)	(123.50)	(311.64)
Earnings per share (not annualised)						
- Basic (₹)	(1.84)	(0.75)	(0.78)	(2.58)	(1.29)	(3.14)
- Diluted (₹)	(1.84)	(0.75)	(0.78)	(2.58)	(1.29)	(3.14)
Bad debts to Account receivable ratio (times) ³	0.00	0.00	0.00	0.00	0.00	0.00
Debtors turnover (times) (annualised) ⁴	10.02	11.26	9.54	10.68	10.02	13.75
Inventory turnover (times) (annualised) ⁵	3.48	3.30	2.95	3.31	2.92	3.31
Operating margin (%) ⁶	-0.92%	2.84%	2.77%	0.93%	3.05%	2.96%
Net profit margin (%) ⁷	-5.97%	-2.51%	-2.50%	-4.27%	-2.06%	-2.44%
Debt equity ratio (times) ⁸	0.53	0.49	0.78	0.53	0.78	0.42
Outstanding redeemable preference shares						
- Quantity (Nos)	11,10,000	11,10,000	5,00,500	11,10,000	5,00,500	11,10,000
- Value (₹ in Crore)	1.11	1.11	0.51	1.11	0.51	1.11
Net worth (₹ in Crore)	5,392.01	5,578.15	4,411.28	5,392.01	4,411.28	5,653.28
Current ratio (times) ⁹	1.17	1.13	1.01	1.17	1.01	1.15
Long term debt to working capital (times) ¹⁰	1.36	1.21	1.18	1.36	1.18	1.12
Current liability ratio (times) ¹¹	0.61	0.64	0.70	0.61	0.70	0.66
Total debts to total assets (times) ¹²	0.23	0.24	0.27	0.23	0.27	0.23



Ratios have been computed as follows:

1. Debt service coverage ratio = Earnings before interest* and tax / (Finance cost* + Principal repayment of long term debt*)
2. Interest service coverage ratio = Earnings before interest* and tax / Finance cost*
3. Bad debts to Account receivable ratio = Bad debts / Average of opening and closing Accounts receivables
4. Debtors turnover (annualised) = Revenue from Operations for the period / Average of opening and closing Trade Receivables
5. Inventory turnover (annualised) = Revenue from Operations for the period / Average of opening and closing Inventories
6. Operating margin = Earnings before interest and tax / Revenue from Operations
7. Net profit margin = Profit After Tax / Revenue from Operations
8. Debt equity ratio = Debt / Equity
Debt = Borrowings (excluding Lease Liabilities accounted as per Ind AS 116) - Cash and Bank Balance (includes fixed deposits) - Liquid Investments
Equity = Equity share capital + Other equity (excluding impact of Ind AS 116)
9. Current ratio = Current Assets / Current Liabilities (excluding Lease Liabilities accounted as per Ind AS 116)
10. Long term debt to working capital = Long term debt / Net working capital
Long term debt = Non current borrowings + Current maturity of long term borrowings
Net working capital = Inventory + Trade receivable + Cash and Bank balances + Other Assets - Trade payables - Other liabilities (excluding impact of Ind AS 116 & current borrowings)
11. Current liability ratio = Current Liabilities (excluding Lease Liabilities accounted as per Ind AS 116) / Total liabilities (excluding Lease Liabilities accounted as per Ind AS 116)
12. Total debts to total assets = Total Debts / Total Assets
Total Debts = Non current borrowings + Current borrowings
Total assets = Non-current assets (excluding right of use assets accounted as per Ind AS 116) + Current assets
- * Finance cost/ interest comprises of Interest expense on borrowings and excludes interest expense on lease liabilities and interest charge on fair value of financial instruments.
13. The Company is not required to maintain Debenture Redemption Reserve as Non Convertible Debentures are privately placed debentures.
The Company is also not required to maintain Capital Redemption Reserve as the preference shares are not to be redeemed during the financial year.
14. The Sector specific equivalent ratios are not applicable to the Company.

14. The Company is in compliance with the requirements of the Chapter XII of SEBI operational circular dated August 10, 2021 applicable to Large Corporate Borrowers.
15. The Standalone financial results for the quarter ended September 30, 2024 are not comparable with previous quarters pursuant to merger of TCNS Clothing Co. Ltd. with the Company, during the quarter.

Place : Mumbai

Date : November 07, 2024




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 E-mail: secretarial.abfirl@adityabirla.com
Tel: (+91) 86529 05000 | Fax: (+91) 86529 05400 Website: www.abfirl.com



Price Waterhouse & Co Chartered Accountants LLP

Review Report

To
The Board of Directors
Aditya Birla Fashion and Retail Limited
Piramal Agastya Corporate Park, Building 'A'
4th and 5th Floor, Unit No. 401, 403, 501, 502
L.B.S Road, Kurla, Mumbai - 400070

1. We have reviewed the unaudited consolidated financial results of Aditya Birla Fashion and Retail Limited (the "Holding Company"), which includes the financial information of ABFRL Employee Welfare Trust, its subsidiaries (the Holding Company, trust and its subsidiaries together referred to as the "Group"), and its share of the net loss after tax and total comprehensive income of its associate company (refer paragraph 5 below) for the quarter ended September 30, 2024 and the year to date results for the period April 1, 2024 to September 30, 2024 which are included in the accompanying 'Statement of Unaudited Consolidated Financial Results for the quarter and six months ended September 30, 2024', the 'Consolidated Statement of Assets and Liabilities as at September 30, 2024' and the 'Consolidated Statement of Cash Flows for six months ended September 30, 2024' together with notes thereon (together referred to as the "Consolidated Financial Results"). The Consolidated Financial Results is being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations, 2015"), which has been initialled by us for identification purposes.
2. This Consolidated Financial Results, which is the responsibility of the Holding Company's Management and has been approved by the Holding Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Consolidated Financial Results based on our review.
3. We conducted our review of the Consolidated Financial Results in accordance with the Standard on Review Engagements ('SRE') 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Consolidated Financial Results is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

Price Waterhouse & Co Chartered Accountants LLP, 5th Floor, Tower 'D', The Millenia, 1 & 2 Murphy Road, Ulsoor
Bengaluru - 560 008
T: +91 (80) 40794188

Registered office and Head office: Plot No. 56 & 57, Block DN, Sector-V, Salt Lake, Kolkata - 700 091

Price Waterhouse & Co. (a Partnership Firm) converted into Price Waterhouse & Co Chartered Accountants LLP (a Limited Liability Partnership with LLP identity no: LLPIN AAC-4362) with effect from July 7, 2014. Post its conversion to Price Waterhouse & Co Chartered Accountants LLP, its ICAI registration number is 304026E/E300009 (ICAI registration number before conversion was 304026E)

Price Waterhouse & Co Chartered Accountants LLP

5. The Consolidated Financial Results includes the results of the following entities:

Holding Company

Aditya Birla Fashion and Retail Limited

Trust controlled by the Holding Company

ABFRL Employee Welfare Trust

Subsidiaries (including step-down subsidiaries)

Aditya Birla Lifestyle Brands Limited

Sabyasachi Calcutta LLP

Sabyasachi Inc., USA

Jaypore E-Commerce Private Limited

Jaypore Fashions Inc., USA

TG Apparel & Decor Private Limited

Indivinity Clothing Retail Private Limited

Finesse International Design Private Limited

Goodview Fashion Private Limited

Aditya Birla Digital Fashion Ventures Limited

Aditya Birla Garments Limited

House of Masaba Lifestyle Private Limited

Pratyaya E-Commerce Private Limited

Imperial Online Services Private Limited

Awesomfab Shopping Private Limited

Bewakoof Brands Private Limited

Next Tree Products Private Limited

Styleverse Lifestyle Private Limited

Associate

Wrogn Private Limited (formerly Universal Sportsbiz Private Limited)

6. Based on our review conducted and procedures performed as stated in paragraphs 3 and 4 above and based on the consideration of the review reports of the other auditors referred to in paragraph 7 below, nothing has come to our attention that causes us to believe that the accompanying Consolidated Financial Results has not been prepared in all material respects in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India and has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.



Price Waterhouse & Co Chartered Accountants LLP

7. The interim financial information of 8 subsidiaries (including step down subsidiaries) reflect total assets of Rs.1,623.49 crores and net assets of Rs.944.25 crores as at September 30, 2024 and total revenues of Rs.171.06 crores and Rs.325.58 crores, total net loss after tax of Rs. (25.98 crores) and Rs. (43.15 crores) and total comprehensive income of Rs. (26.43 crores) and Rs. (43.58 crores), for the quarter ended and for the period from April 1, 2024 to September 30, 2024, respectively, and cash outflows (net) of Rs.32.02 crores for the period from April 1, 2024 to September 30, 2024, as considered in the Consolidated Financial Results. These interim financial information have been reviewed by other auditors in accordance with SRE 2410 and their reports, vide which they have issued an unmodified conclusion, have been furnished to us by the Management or other auditors and our conclusion on the Consolidated Financial Results, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based on the reports of the other auditors and the procedures performed by us as stated in paragraphs 3 and 4 above.
8. The Consolidated Financial Results also include the Group's share of net loss after tax of Rs. (3.23 crores) and Rs. (3.23 crores) and total comprehensive income of Rs. (3.23 crores) and Rs. (3.23 crores) for the quarter ended September 30, 2024 and for the period from April 1, 2024 to September 30, 2024, respectively, as considered in the Consolidated Financial Results, in respect of 1 associate based on their interim financial information, which have not been reviewed by their auditors. According to the information and explanations given to us by the Management, these interim financial information are not material to the Group.

Our conclusion on the Consolidated Financial Results is not modified in respect of the above matters described in paragraphs 7 and 8 above.

For Price Waterhouse & Co Chartered Accountants LLP
Firm Registration Number: 304026E/E-300009



A.J. Shaikh
Partner

Membership Number: 203637

UDIN: 24203637BKENO16255

Place: Mumbai

Date: November 7, 2024



Aditya Birla Fashion and Retail Limited

STATEMENT OF UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND SIX MONTHS ENDED SEPTEMBER 30, 2024

₹ in Crore

Sr. No.	Particulars	Quarter ended			Six months ended		Year ended
		September 30, 2024 (Unaudited)	June 30, 2024 (Unaudited)	September 30, 2023 (Unaudited)	September 30, 2024 (Unaudited)	September 30, 2023 (Unaudited)	March 31, 2024 (Audited)
I	Revenue from operations	3,643.86	3,427.82	3,226.44	7,071.68	6,422.50	13,995.86
II	Other income	51.55	47.82	45.74	99.37	106.03	237.58
III	Total Income (I + II)	3,695.41	3,475.64	3,272.18	7,171.05	6,528.53	14,233.44
IV	Expenses						
	(a) Cost of materials consumed	378.50	310.53	337.27	689.03	707.48	1,459.55
	(b) Purchases of stock-in-trade	1,408.78	885.29	1,508.96	2,294.07	2,506.21	4,627.23
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	(201.12)	293.49	(342.52)	92.37	(263.96)	180.85
	(d) Employee benefits expense	518.90	468.83	423.10	987.73	860.65	1,826.25
	(e) Finance costs	250.03	219.51	208.86	469.54	395.67	876.61
	(f) Depreciation and amortisation expense	461.00	435.94	388.80	896.94	755.78	1,655.23
	(g) Rent expense	212.48	231.68	209.86	444.16	436.64	970.48
	(h) Other expenses	964.99	879.62	766.44	1,844.61	1,559.82	3,479.29
	Total expenses	3,993.58	3,724.89	3,500.27	7,718.45	6,958.29	15,075.09
V	Profit/ (loss) before Share in Profit/(loss) of Joint Venture, Exceptional Items and Tax (III - IV)	(298.15)	(249.25)	(228.09)	(547.40)	(429.76)	(841.65)
VI	Exceptional Items (Refer note - 10)	23.11	-	-	23.11	-	-
VII	Add: Share in Profit/ (loss) of Joint Venture and Associate	(3.23)	(0.31)	(0.46)	(3.54)	(0.09)	12.75
VIII	Profit/ (loss) before tax (V+VI+VII)	(278.27)	(249.56)	(228.55)	(527.83)	(429.85)	(828.90)
IX	Income tax expense						
	(a) Current tax	0.71	2.02	(0.09)	2.73	0.02	35.11
	(b) Current tax relating to earlier years	-	-	0.01	-	0.01	0.09
	(c) Deferred tax charge/ (credit)	(64.28)	(36.66)	(28.13)	(100.94)	(67.92)	(128.19)
X	Net profit/ (loss) after tax (VIII - IX)	(214.70)	(214.92)	(200.34)	(429.62)	(361.96)	(735.91)
XI	Other comprehensive income						
	Items that will not be reclassified to profit or loss						
	(a) Re-measurement gains/ (losses) on defined benefit plans	(2.34)	1.13	1.17	(1.21)	(2.63)	(6.78)
	Income tax effect on above	0.65	(0.27)	(0.24)	0.39	0.81	1.76
	(b) Fair value gains/ (losses) on equity instruments	3.34	-	3.62	3.34	3.62	3.82
	Income tax effect on above	(0.84)	-	(0.91)	(0.84)	(0.91)	(0.91)
	Items that will be reclassified to profit or loss						
	(a) Exchange differences on translation of foreign operations	0.10	0.03	0.24	0.13	0.20	0.29
	Income tax effect on above	-	-	-	-	-	-
	(b) Effective Portion of Cashflow Hedge	(0.36)	(0.08)	(0.02)	(0.44)	0.24	(0.12)
	Income tax effect on above	0.04	-	0.01	0.04	(0.08)	0.04
	Total other comprehensive income	0.60	0.81	3.87	1.41	1.25	(2.10)
XII	Total comprehensive income (X + XI)	(214.10)	(214.11)	(196.47)	(428.21)	(360.71)	(738.01)
XIII	Profit/ (loss) attributable to						
	- Owners of the Company	(185.90)	(161.45)	(179.15)	(347.35)	(320.58)	(628.02)
	- Non-controlling interest	(28.80)	(53.47)	(21.19)	(82.27)	(41.38)	(107.89)
		(214.70)	(214.92)	(200.34)	(429.62)	(361.96)	(735.91)
XIV	Other comprehensive income attributable to						
	- Owners of the Company	0.75	0.49	3.63	1.24	1.17	(1.59)
	- Non-controlling interest	(0.15)	0.32	0.24	0.17	0.08	(0.51)
		0.60	0.81	3.87	1.41	1.25	(2.10)
XV	Total comprehensive income attributable to						
	- Owners of the Company	(185.15)	(160.96)	(175.52)	(346.11)	(319.41)	(629.61)
	- Non-controlling interest	(28.95)	(53.15)	(20.95)	(82.10)	(41.30)	(108.40)
		(214.10)	(214.11)	(196.47)	(428.21)	(360.71)	(738.01)
XVI	Paid-up equity share capital (Face value of ₹ 10/- each)	1,071.16	1,015.02	949.17	1,071.16	949.17	1,015.01
XVII	Other equity (excluding share suspense)						3,018.75
XVIII	Earnings per equity share (of ₹ 10/- each) (not annualised for quarters) (including share suspense)						
	(a) Basic (₹)	(1.81)	(1.60)	(1.86)	(3.41)	(3.34)	(6.52)
	(b) Diluted (₹)	(1.81)	(1.60)	(1.86)	(3.41)	(3.34)	(6.51)



UNAUDITED CONSOLIDATED SEGMENTWISE REVENUE, RESULTS, ASSETS AND LIABILITIES FOR THE QUARTER AND SIX MONTHS ENDED SEPTEMBER 30, 2024

₹ in Crore

Sr. No.	Particulars	Quarter ended			Six months ended		Year ended
		September 30, 2024	June 30, 2024	September 30, 2023	September 30, 2024	September 30, 2023	March 31, 2024
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
I	Segment revenue						
	Madura Fashion & Lifestyle	1,975.11	1,799.25	1,903.74	3,774.36	3,800.02	7,793.72
	Pantaloons	1,082.15	1,101.32	1,048.60	2,183.54	2,099.52	4,328.27
	Ethnic and Others	755.42	607.32	350.24	1,362.74	657.84	2,190.04
	Total segment revenue	3,812.69	3,507.95	3,302.58	7,320.64	6,557.39	14,312.03
	Less: Inter-segment revenue	168.83	80.13	76.14	248.96	134.89	316.17
	Revenue from operations	3,643.86	3,427.82	3,226.44	7,071.68	6,422.50	13,995.86
	II Segment results [Profit/ (loss) before finance costs and tax]						
	Madura Fashion & Lifestyle	33.34	43.96	73.50	77.30	105.71	591.73
	Pantaloons	(42.11)	(5.00)	(106.63)	(47.11)	(167.17)	(83.33)
Ethnic and Others	(140.15)	(185.73)	(88.36)	(325.89)	(188.79)	(426.09)	
Total segment results	(148.93)	(146.77)	(121.49)	(295.70)	(250.25)	82.31	
(Less)/Add: Inter-segment results	(42.09)	4.59	(32.13)	(37.50)	(49.08)	(33.04)	
Net segment results before finance costs, tax and share in Profit/ (loss) of Joint Venture and Associate	(191.02)	(142.18)	(153.62)	(333.20)	(299.33)	49.27	
Less: i) Finance costs	111.11	102.00	83.81	213.11	153.60	876.61	
ii) Other unallocable expenditure/ (income) - net	(3.98)	5.07	(9.34)	1.09	(23.17)	14.31	
iii) Exceptional items	(28.11)	-	-	(23.11)	-	-	
Add: i) Share in Profit/ (loss) of Joint Venture and Associate	(3.23)	(0.31)	(0.46)	(3.54)	(0.05)	12.75	
Profit/ (loss) before tax	(278.27)	(249.56)	(228.55)	(527.83)	(429.85)	(828.90)	
III Segment assets	As at September 30, 2024	As at June 30, 2024	As at September 30, 2023	As at September 30, 2024	As at September 30, 2023	As at March 31, 2024	
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)	
Madura Fashion & Lifestyle	7,869.78	7,820.05	8,453.79	7,869.78	8,453.79	8,211.08	
Pantaloons	5,351.43	5,116.30	5,647.43	5,361.43	5,647.43	5,358.57	
Ethnic and Others	8,550.52	7,948.81	7,535.74	8,550.52	7,535.74	7,755.33	
Total segment assets	21,781.73	20,885.15	21,636.96	21,781.73	21,636.96	21,324.98	
Inter-Segment eliminations	(202.11)	(95.46)	(266.86)	(202.11)	(266.36)	(56.37)	
Investment in Joint Venture	-	82.76	73.52	-	73.52	83.09	
Unallocated corporate assets	1,097.07	1,110.62	857.43	1,097.07	857.43	1,059.36	
Total assets	22,676.69	21,983.08	22,301.55	22,676.69	22,301.55	22,411.06	
IV Segment liabilities	As at September 30, 2024	As at June 30, 2024	As at September 30, 2023	As at September 30, 2024	As at September 30, 2023	As at March 31, 2024	
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)	
Madura Fashion & Lifestyle	6,745.66	6,752.75	7,708.55	6,745.66	7,708.55	7,130.74	
Pantaloons	3,887.46	3,829.50	4,047.00	3,887.46	4,047.00	3,883.08	
Ethnic and Others	5,591.13	4,845.17	4,419.27	5,591.13	4,419.27	4,546.61	
Total segment liabilities	16,224.25	15,227.42	16,174.82	16,224.25	16,174.82	15,360.43	
Inter-segment eliminations	(475.79)	(308.20)	(431.88)	(475.79)	(431.88)	(313.57)	
Unallocated corporate liabilities (including borrowings)	2,826.51	2,559.01	2,886.32	2,826.51	2,886.32	2,543.19	
Total liabilities	18,574.97	17,478.23	18,629.26	18,574.97	18,629.26	17,690.05	

Note :

During the year ended March 31, 2024, Management has reorganized and restructured its internal monitoring and operations review process, which resulted in a change in the operating and reportable segments. Pursuant to this, the business of the Group is divided into three business segments - Madura Fashion & Lifestyle, Pantaloons and Ethnic & Others. These segments are the basis for management decision and hence the basis for reporting. Management has restated the comparative previous period/ year amounts to reflect the new reportable segments.



₹ in Crore

	Particulars	As at September 30, 2024 (Unaudited)	As at March 31, 2024 (Audited)
A	ASSETS		
I	Non-current assets		
	(a) Property, plant and equipment	1,347.39	1,337.46
	(b) Capital work-in-progress	201.88	171.07
	(c) Right-of-use assets	4,472.80	4,306.76
	(d) Investment property	3.60	3.62
	(e) Goodwill	3,343.57	3,200.99
	(f) Other intangible assets	3,233.36	3,017.72
	(g) Intangible assets under development	0.22	-
	(h) Financial assets		
	(i) Investment in Joint Venture	-	83.09
	(ii) Other Investments	94.24	21.03
	(iii) Loans	0.30	0.45
	(iv) Security deposits	502.53	499.73
	(v) Other financial assets	316.14	323.10
	(i) Deferred tax assets	380.24	657.20
	(j) Non-current tax assets (net)	34.99	25.94
	(k) Other non-current assets	105.43	70.69
	Total - Non-current assets	14,036.69	13,718.85
II	Current assets		
	(a) Inventories	4,490.44	4,505.34
	(b) Financial assets		
	(i) Current Investments	512.66	880.71
	(ii) Loans	9.06	10.55
	(iii) Security deposits	170.20	137.95
	(iv) Trade receivables	1,706.41	1,278.81
	(v) Cash and cash equivalents	249.28	454.03
	(vi) Bank balance other than cash and cash equivalents	7.38	8.36
	(vii) Other financial assets	142.41	105.03
	(c) Other current assets	1,352.16	1,311.43
	Total - Current assets	8,640.00	8,692.21
	TOTAL - ASSETS	22,676.69	22,411.06
B	EQUITY AND LIABILITIES		
I	Equity		
	(a) Equity share capital	1,071.16	1,015.01
	(b) Other equity	3,030.83	3,018.77
	Equity attributable to owners of the Company	4,101.99	4,033.78
	(c) Non-controlling interest	(0.27)	687.23
	Total - Equity	4,101.72	4,721.01
II	Non-current liabilities		
	(a) Financial liabilities		
	(i) Borrowings	3,226.11	2,511.56
	(ii) Lease liabilities	4,186.25	4,087.66
	(iii) Deposits	303.55	280.16
	(iv) Other financial liabilities	1,805.22	1,446.77
	(b) Deferred tax liabilities	361.50	660.93
	(c) Provisions	78.16	73.95
	(d) Other non-current liabilities	28.66	27.56
	Total - Non-current liabilities	9,989.45	9,088.59
III	Current liabilities		
	(a) Financial liabilities		
	(i) Borrowings	1,302.12	1,693.62
	(ii) Lease liabilities	1,284.70	1,158.56
	(iii) Trade payables		
	(a) Total outstanding dues of micro enterprises and small enterprises	295.63	323.90
	(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	4,056.60	3,811.76
	(iv) Deposits	301.03	276.98
	(v) Other financial liabilities	272.95	374.38
	(b) Current tax (net)	2.22	3.21
	(c) Provisions	210.45	199.26
	(d) Other current liabilities	859.81	759.79
	Total - Current liabilities	8,585.52	8,601.46
	TOTAL - EQUITY AND LIABILITIES	22,676.69	22,411.06



3 Consolidated Statement of Cash Flows for six months ended September 30, 2024

₹ in Crore

	Particulars	Six months ended	Six months ended
		September 30, 2024 (Unaudited)	September 30, 2023 (Unaudited)
I	Cash flows from operating activities		
	Profit/ (Loss) before tax	(527.83)	(429.85)
	Adjustments for:		
	Depreciation and amortisation expense	979.76	755.78
	Finance costs	469.54	395.67
	Gain on retirement of right-of-use assets	(17.51)	(17.12)
	(Profit)/ Loss on sale/ discard of property, plant and equipment	(3.12)	2.55
	Share-based payment to employees	10.60	15.19
	Interest income	(8.34)	(18.31)
	Liabilities no longer required written back	(2.41)	(1.17)
	Net gain on sale of current investments	(22.41)	(20.79)
	Net unrealised exchange (gain)/ loss	12.77	8.10
	Expense/ (income) on financial assets/ liabilities that are designated as fair value through profit or loss	(40.72)	(19.42)
	Remeasurement of interest held in an erstwhile Joint Venture	(121.44)	-
	Provision for doubtful debts, deposits and advances	4.86	0.30
	Bad debts written off	0.42	-
	Share of (profit)/ loss of Joint Venture and Associate	3.54	0.09
	Operating profit before working capital changes	737.71	671.02
	Changes in working capital:		
	(Increase)/ decrease in trade receivables	(427.23)	(589.61)
	(Increase)/ decrease in inventories	33.99	(304.25)
	(Increase)/ decrease in other assets	(58.95)	(294.66)
	Increase/ (decrease) in trade payables	201.01	416.88
	Increase/ (decrease) in provisions	5.58	9.67
	Increase/ (decrease) in other liabilities	50.91	64.98
	Cash generated from/ (used) in operations	543.02	(25.97)
	Income taxes paid (net of refund)	(11.31)	(12.07)
	Net cash flow from/ (used) in operating activities	531.71	(38.04)
II	Cash flows from investing activities		
	Purchase of property, plant and equipment and intangible assets	(276.35)	(403.17)
	Consideration paid for acquisition of subsidiaries (net of cash acquired)	(127.42)	(1,608.52)
	Investment in Associate	(73.09)	-
	Purchase of current investments	(8,567.12)	(8,824.75)
	Proceeds from sale of property, plant and equipment and intangible assets	16.32	3.45
	Proceeds from sale/ maturity of current investments	8,968.87	8,798.15
	Interest received	8.28	18.30
	Net cash flow from/ (used) in investing activities	(50.51)	(2,016.54)
III	Cash flows from financing activities		
	Proceeds from issue of equity shares	7.65	6.04
	Proceeds from non-current borrowings (net off charges)	733.21	1,312.45
	Treasury shares issued/ (purchased) by ESOP Trust	4.93	2.73
	Proceeds/ (Repayment) from current borrowings (net)	14.70	1,448.99
	Repayment of non-current borrowings	(426.25)	(338.64)
	Repayment of lease liabilities	(560.26)	(455.61)
	Interest paid	(459.93)	(383.28)
	Net cash flow from/ (used) in financing activities	(685.95)	1,592.68
	Net (decrease)/ increase in cash and cash equivalents	(204.75)	(461.90)
	Cash and cash equivalents at the beginning of the year	454.03	692.69
	Cash and cash equivalents at the end of the period	249.28	230.79



Notes:

- 4 The above consolidated financial results have been prepared in accordance with Indian Accounting Standards (Ind AS) - 34 "Interim Financial Reporting" as prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, as amended.
- 5 The above consolidated financial results, as reviewed and recommended by the Audit Committee, have been approved by the Board of Directors at its meeting held on November 07, 2024.
- 6 The limited review as required under Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) has been completed by the Auditors and the related report is being submitted to the concerned Stock Exchanges.
- 7 ESOP Share Allotment: Pursuant to various Employees Stock Option Schemes, following Equity Shares of Rs. 10/- each were allotted /transferred to the option grantees :

Particulars	Quarter ended September 30, 2024	Six months ended September 30, 2024
Allotment (Non-Trust Route)	4,00,112	4,10,186
Allotment (by way of transfer from ESOP Trust)	1,07,655	2,21,849

- 8 **Amalgamation of TCNS Clothing Co. Ltd. with the Company:** The Board of Directors at its meeting held on May 5 2023, approved a draft Scheme of Amalgamation by way of merger by absorption ("Scheme") between TCNS Clothing Co. Limited (Transferor Company) and Aditya Birla Fashion and Retail Limited (Transferee Company) and their respective shareholders and creditors, under Sections 230 to 232 of the Companies Act, 2013. The Scheme was sanctioned by the Hon'ble NCLT on August 2, 2024 and the certified copy of the order was received on August 16, 2024. The Transferor and Transferee Company have filed the certified copies of the order and the Scheme with the Registrar of Companies, Mumbai, on September 1, 2024 and accordingly, the Scheme has become effective from the September 1, 2024 ("Effective Date") and consequently TCNS stands amalgamated into and with ABFRL and dissolved without being wound up. In accordance with the Scheme, the Appointed Date is the same as the Effective Date i.e. September 1, 2024. On September 5, 2024, the Company has allotted 5,57,43,053 fully paid-up equity shares of face value ₹10/- each, to the eligible shareholders of TCNS as on the record date i.e. September 3, 2024, in the share exchange ratio i.e. 11 fully paid-up equity shares of the Company of face value ₹10/- each for every 6 fully paid-up equity shares of TCNS of face value ₹2/- each, in terms of the Scheme. Pursuant to the amalgamation, non controlling interest relating to TCNS has been derecognised. The amalgamation had no material impact on the consolidated financial results.
- 9 **Acquisition of Goodview Fashion Private Limited ("GFPL"):** a) The Company has raised its shareholding in GFPL from 33.5% to 51%, through secondary acquisition of 17.5% equity stake for an aggregate amount of ₹127.42 crores from the other existing shareholder of GFPL, thereby making GFPL a subsidiary of the Company with effect from July 11, 2024. b) Company is in the process of completing the purchase price allocation for the purpose of determining the fair values of assets and liabilities acquired pursuant to the acquisition. As per Ind AS 103, Business Combinations, the Company is permitted to complete the purchase price allocation within a period of 12 months from the date of transfer of control and retrospectively adjust the provisional amounts recorded for assets, liabilities and goodwill.
- 10 **Exceptional item for the quarter and six months ended September 30, 2024 includes:** a) Provision for impairment of goodwill, right-of-use assets, franchisee rights and Inventory Obsolescence amounting to ₹ 98.33 Crore pursuant to a decision of restructuring of operations of a business unit and b) Gain of ₹ 121.44 Crore on account of remeasurement of 33.5% of equity interest held by the holding company in GFPL upon GFPL becoming a subsidiary of the Group (Also, refer Note 9 above).
- 11 On June 18, 2024, Aditya Birla Digital Fashion Ventures Limited ("ABDFVL"), wholly owned subsidiary of the Company, had executed a Binding Offer Letter with Wrogn Private Limited ("Wrogn") [formerly known as Universal Sportbiz Private Limited] for a minority investment with an option for a path to majority stake acquisition in Wrogn. The said investment was subject to completion of due diligence, customary closing formalities and statutory & regulatory approvals, as applicable. Post its completion and subsequent corporate actions, ABDFVL holds 17.10 % stake on a fully diluted basis and is considered Associate.
- 12 **Demerger of Madura Fashion & Lifestyle Business ("MFL Business"):** The Board at its meeting held on April 19, 2024, has subject to necessary approvals, considered and approved demerger of MFL Business under a Scheme of Arrangement among Aditya Birla Fashion and Retail Limited ("Demerged Company") and Aditya Birla Lifestyle Brands Limited ("Resulting Company"), wholly owned subsidiary of the Company and their respective shareholders and creditors under Sections 230-232 and other applicable provisions of the Companies Act, 2013 (the "Scheme"). The Scheme, inter alia, provides for demerger, transfer and vesting of the MFL Business from the Demerged Company into the Resulting Company on a going concern basis, and issue of equity shares by the Resulting Company to the equity shareholders of the Demerged Company, in consideration thereof. The demerger will be implemented through an NCLT scheme of arrangement and upon its completion, all shareholders of ABFRL will have identical shareholdings in both the companies. The Scheme has been filed with the BSE and National Stock Exchange for their No Objection. The Scheme would become effective after receipt of all requisite approvals as mentioned in the Scheme. Pending receipt of necessary approvals, no effect of the Scheme has been given in the consolidated financial results for the quarter ended September 30, 2024. The Company has received No Objection from BSE Limited and National Stock Exchange of India Limited vide letters dated October 30, 2024 and October 28, 2024 respectively for the Scheme.
- 13 Aditya Birla Digital Fashion Ventures Limited ("ABDFVL") acquired 51% stake in Styleverse Lifestyle Private Limited on October 30, 2023 for Rs 140 crores. The Management is in the process of completing the purchase price allocation for the purpose of determining the fair values of assets and liabilities acquired pursuant to the acquisition. As per Ind AS 103, Business Combinations, management is permitted to complete the purchase price allocation within a period of 12 months from the date of transfer of control and retrospectively adjust the provisional amounts recorded for assets, liabilities and goodwill which is expected to be given effect in the quarter ending December 31, 2024.
- 14 The consolidated financial results for the quarter ended September 30, 2024 is not comparable with previous quarters pursuant to amalgamation of TCNS Clothing Co. Ltd. and acquisition of Goodview Fashion Private Limited by the Group, during the current quarter.

Place : Mumbai
Date : November 07, 2024


 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 E-mail: secretarial@abfirl.adityabirla.com
 Tel: (+91) 86529 05000 | Fax: (+91) 86529 05400 Website: www.abfirl.com

Annexure 18

Aditya Birla Lifestyle Brands Limited
STATEMENT OF UNAUDITED STANDALONE PROFIT AND LOSS FOR THE QUARTER AND SIX MONTHS ENDED SEPTEMBER 30, 2024

In ₹

Sr No.	Particulars	For the quarter ended September 30, 2024	For the quarter ended June 30, 2024	For the six months ended September 30, 2024
I	Revenue from operations	-	-	-
II	Other income	3,603	-	3,603
III	Total income (I + II)	3,603	-	3,603
IV	Expenses			
	(a) Cost of materials consumed	-	-	-
	(b) Purchase of stock-in-trade	-	-	-
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	-	-	-
	(d) Employee benefits expense	-	-	-
	(e) Finance costs	-	-	-
	(f) Depreciation and amortisation expense	-	-	-
	(g) Rent expense	-	-	-
	(h) Other expenses	-	1,11,453	1,11,453
	Total expenses	-	1,11,453	1,11,453
V	Profit/(loss) before exceptional items and tax (III - IV)	3,603	(1,11,453)	(1,07,850)
VI	Exceptional items	-	-	-
VII	Profit/(loss) before tax (V + VI)	3,603	(1,11,453)	(1,07,850)
VIII	Income tax expense			
	(a) Current tax	-	-	-
	(b) Current tax relating to earlier years	-	-	-
	(c) Deferred tax	-	-	-
IX	Net Profit/(loss) after tax (VII - VIII)	3,603	(1,11,453)	(1,07,850)
X	Other comprehensive income			
	Items that will not be reclassified to profit or loss			
	(a) Re-measurement gains/ (losses) on defined benefit plans	-	-	-
	Income tax effect on above	-	-	-
	(b) Fair value gains/ (losses) on equity instruments	-	-	-
	Income tax effect on above	-	-	-
	Total other comprehensive income	-	-	-
XI	Total comprehensive income (IX + X)	3,603	(1,11,453)	(1,07,850)
XII	Paid-up equity Share capital (Face value of ₹ 10 each)	5,00,000	5,00,000	5,00,000
XIII	Earnings per equity share (of ₹ 10 each)			
	Basic	0	(2)	(2)
	Diluted	0	(2)	(2)


Anil Kumar Malik
Director
DIN: 00170411




Jagdish Bajaj
Director
DIN: 08498055

Mumbai
Date : October 22, 2024

Mumbai
Date : October 22, 2024

Standalone Statement of Assets and Liabilities as at September 30, 2024

In ₹

Particulars		As at September 30, 2024
A	ASSETS	
I	Non-current assets	
	(a) Property, plant and equipment	-
	(b) Capital work-in-progress	-
	(c) Right-of-use assets	-
	(d) Other intangible assets	-
	(e) Financial assets	-
	(i) Investments	-
	(ii) Loans	-
	(iii) Security deposits	10,000
	(iv) Other financial assets	-
	(f) Deferred tax assets	-
	(g) Other non-current assets	-
	Total - Non-current assets	10,000
II	Current assets	
	(a) Inventories	-
	(b) Financial assets	-
	(i) Current investments	-
	(ii) Loans	-
	(iii) Security deposits	-
	(iv) Trade receivables	-
	(v) Cash and cash equivalents	4,99,882
	(vi) Other financial assets	-
	(c) Other current assets	-
	Total - Current assets	4,99,882
	TOTAL - ASSETS	5,09,882
B	EQUITY AND LIABILITIES	
I	Equity	
	(a) Equity share capital	5,00,000
	(b) Other equity	(1,07,850)
	Equity attributable to owners of the Company	3,92,150
	(c) Non-controlling interest	-
	Total - Equity	3,92,150
II	Non-current liabilities	
	(a) Financial liabilities	-
	(i) Borrowings	-
	(ii) Lease liabilities	-
	(iii) Deposits	-
	(iv) Other financial liabilities	-
	(b) Deferred tax liabilities	-
	(c) Provisions	-
	(d) Other non-current liabilities	-
	Total - Non-current liabilities	-
III	Current liabilities	
	(a) Financial liabilities	-
	(i) Borrowings	-
	(ii) Lease liabilities	-
	(iii) Trade payables	-
	Total outstanding dues of micro enterprises and small enterprises	-
	Total outstanding dues of creditors other than micro enterprises and small enterprises	1,17,732
	(iv) Deposits	-
	(v) Other financial liabilities	-
	(b) Liabilities for current tax (net)	-
	(c) Provisions	-
	(d) Other current liabilities	-
	Total - Current liabilities	1,17,732
	TOTAL - EQUITY AND LIABILITIES	5,09,882

Anil Kumar Malik
Director
DIN: 00170411

Mumbai
Date : October 22, 2024



Angdish Bajaj
Director
DIN: 08496055

Mumbai
Date : October 22, 2024

Standalone Statement of Cash Flows for six months ended September 30, 2024

In ₹

	Particulars	For the six months ended September 30, 2024
I	Cash flows from operating activities	
	Profit/(Loss) before tax	(1,07,850.00)
	Adjustments for:	
	Depreciation and amortisation expense	-
	Finance costs	-
	Interest income	-
	Provision for doubtful debts, deposits and advances	-
	Bad debts written off	-
	Operating profit before working capital changes	(1,07,850.00)
	Changes in working capital:	
	(Increase)/ decrease in trade receivables	-
	(Increase)/ decrease in inventories	-
	(Increase)/ decrease in other assets	(10,000.00)
	Increase/ (decrease) in trade payables	1,17,732.00
	Increase/ (decrease) in provisions	-
	Increase/ (decrease) in other liabilities	-
	Cash generated from/(used) in operations	(118.00)
	Income taxes paid (net of refund)	-
	Net cash flows from/ (used) in operating activities	(118.00)
II	Cash flows from investing activities	
	Purchase of property, plant and equipment and intangible assets	-
	Proceeds from sale of property, plant and equipment and intangible assets	-
	Interest received	-
	Net cash flows from/ (used) in investing activities	-
III	Cash flows from financing activities	
	Proceeds from issue of equity shares	5,00,000.00
	Proceeds from non-current borrowings (net off charges)	-
	Proceeds/ (repayments) from current borrowings (net)	-
	Repayment of non-current borrowings	-
	Repayment of lease liabilities	-
	Interest paid	-
	Net cash flows from/ (used) in financing activities	5,00,000.00
	Net Increase/(Decrease) in cash and cash equivalents	4,99,882.00
	Cash and cash equivalents at the beginning of the year	-
	Cash and cash equivalents at the end of the period	4,99,882.00


Anil Kumar Malik
 Director
 DIN: 00170411




Jagdish Bajaj
 Director
 DIN: 08498055

Mumbai
 Date : October 22, 2024

Mumbai
 Date : October 22, 2024