

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@abfrl.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.

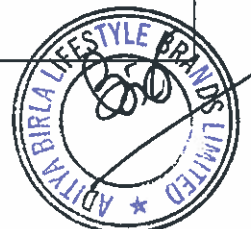
PRICE INFORMATION OF BOOK RUNNING LEAD MANAGER(S)

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

<u>BUSINESS OVERVIEW AND STRATEGY OF ADITYA BIRLA LIFESTYLE BRANDS LIMITED</u>	
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></p> <p><i>* Does not include proceedings in the ordinary course such as proceedings initiated by the promoter under the Negotiable Instrument Act, 1881</i></p> <p><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></p> <p><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