

**DETERMINATION OF
FLOOR PRICE UNDER REGULATION 164
OF
SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS)
REGULATIONS, 2018
FOR
ADITYA BIRLA FASHION AND RETAIL LIMITED**

BANSI S. MEHTA & CO.
Chartered Accountants,
Merchant Chamber, 3rd Floor,
41, New Marine Lines,
Mumbai – 400 020

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1. GLOSSARY

Abbreviation	Definition
BSE	BSE Limited
ICDR	Issue of Capital and Disclosure Requirements
Issuer	Aditya Birla Fashion and Retail Limited
NSE	National Stock Exchange of India Limited
SEBI	Securities and Exchange Board of India



2. INTRODUCTION

- 2.1. Aditya Birla Fashion and Retail Limited (“**ABFRL**”), a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The registered office of the Company is located 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. CIN: L18101MH2007PLC233901.
- 2.2. ABFRL 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 multiple owned and licensed brands.
- 2.3. Equity shares of the Issuer are listed on the recognized Stock Exchange in India viz. BSE Limited and National Stock Exchange of India Limited.
- 2.4. The Authorized Share Capital of ABFRL as on date is as under:

Particulars	Amount in INR Crores
Authorized:	
2,03,60,00,000 Equity Shares of face value of ₹ 10 each	2,036.00
5,00,000 8% Redeemable Cumulative Preference Shares of face value of ₹ 10 each	0.50
15,000 6% Redeemable Cumulative Preference Shares of face value of ₹ 100 each	0.15
95,00,000 Preference Shares of face value of ₹ 10 each	9.5
2,00,00,000 Preference Shares of face value of ₹ 1 each	2.0
Total Authorized Capital	2,048.15

The equity share capital of ABFRL as on September 30, 2024 is held as under:

Name of Shareholder	Number of shares held	Shareholding (%)
Promoter and Promoter Group	52,75,17,139	49.25
Public	53,91,49,574	50.33
Shares held by Employee Trust	44,96,168	0.42
TOTAL	1,07,11,62,881	100.00

- 2.5. There is a proposal to issue
- Upto 4,08,33,990 additional equity shares to Promoter Group by way of Preferential Allotment and
 - Upto 3,96,09,127 additional equity shares to the Qualified Institutional Buyers (“QIBs”) by way of Preferential Allotment assuming the current exchange rate and such number of shares shall be subject to rounding-off due to the prevailing relevant exchange rate.
- 2.6. The Preferential Issue is
- Upto ~3.55% of post issue fully diluted share capital of the ABFRL as on September 30, 2024 to Promoter Group.



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- (ii) Upto ~3.44% of post issue fully diluted share capital of the ABFRL as on September 30, 2024 to the QIBs.

2.7. We have been approached by the Issuer vide Engagement Letter dated January 10, 2025 to determine frequency of trading and to determine Floor Price for ABFRL under Regulation 164 of the SEBI (ICDR) Regulations, 2028 and issue report thereon.

3. DATA OBTAINED

- 3.1. We have called for and obtained such data, information, explanations etc. as were deemed necessary for the purpose of our assignment, which have been made available to us by the company. **Annexure 1** hereto gives a broad summary of the data obtained.
- 3.2. For the purpose of our assignment, we have relied on the statements, information and explanations provided to us.

4. COMPUTATION OF FLOOR PRICE

- 4.1. Regulation 164(1) provides that the Floor Price pursuant to the Preferential Issue shall be the highest of the parameters set out therein.
- 4.2. The Relevant Date for the proposed Preferential Issue is January 14, 2025.
- 4.3. The parameters under Regulation 164(1) for the proposed Preferential Issue are as hereunder:

Sr. No.	Particulars	Value per Share
a)	90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the Relevant Date;	INR 317.75 per Equity Share
b)	10 trading days volume weighted average price of the related equity shares quoted on a recognised stock exchange preceding the Relevant Date.	INR 272.98 per Equity Share

The date of public announcement as provided to us is January 15, 2025.

- 4.4. Regulation 164(4) provides that the Floor Price pursuant to the Preferential Issue to Qualified Institutional Buyers (“QIBs”), not exceeding five in number shall be:
- 4.5. The parameter of Regulation 164(4) for the proposed Preferential Issue is:



Sr. No.	Particulars	Value per Share
a)	10 trading days volume weighted average price of the related equity shares quoted on a recognised stock exchange preceding the relevant date.	INR 272.98 per Equity Share

5. CONCLUSION

Having regard to the foregoing, the offer price per equity shares of Rs. 10 each fully paid of ABFRL cannot be lower than the price determined under:

- Regulation 164(1) being **INR 317.75 (Rupees Three Hundred and Seventeen and Paise Seventy Five)** which is applicable towards the proposed Preferential Issue to Promoter Group.
- Regulation 164(4) being **INR 272.98 (Rupees Two Hundred and Seventy Two and Paise Ninety Eight)** which is applicable towards the proposed Preferential Issue to the QIBs.

6. LIMITATIONS AND DISCLAIMER

- 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 company, its directors, employees 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 report.
- 6.4 Our scope of work does not enable us to accept responsibility for the accuracy and completeness of the information provided to us.
- 6.5 The Report is meant for the specific purpose mentioned herein and should not be used for any purpose other than the purpose mentioned herein. The 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.
- 6.6 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.
- 6.7 The report is based on the market conditions and the regulatory environment that existed at the date of this report. However, changes to the same in the future could impact the company and the industry they operate in, which may impact our valuation. Events occurring after the date hereof



This Report is subject to limitations detailed herein under

- may affect this Report and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this Report.
- 6.8 We have no obligation to update this Report because of events or transactions occurring subsequent to the date of this Report.
- 6.9 This Report, its contents and the results herein are specific to (i) the purpose agreed as per the terms of our engagement; (ii) the Report Date; (iii) other information obtained by us from time to time.
- 6.10 The Report assumes that the company comply fully with relevant laws and regulations applicable in all its areas of operations unless otherwise stated, and that the company 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 sheet of the company, if any, provided to us.
- 6.11 This Report does not look into the business/ commercial reasons/economic rationale behind the proposed Preferential Issue, nor the likely benefits arising out of the same. Similarly, it does not address the relative merits of the proposed Preferential Issue 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 The fee for the engagement is not contingent upon the results reported.
- 6.13 We have also relied on data from external sources to conclude the assignment. These sources are believed to be reliable and therefore, we assume no liability for the truth or accuracy of any data, opinions or estimates furnished by others that have been used in this analysis. Where we have relied on data, opinions or estimates from external sources, reasonable care has been taken to ensure that such data has been correctly extracted from those sources and /or reproduced in its proper form and context.
- 6.14 Any person/ party intending to provide finance/ invest in the shares/ businesses of the company/ its 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.
- 6.15 We have not carried out any physical verification of the assets and liabilities of the company and take no responsibility for the identification of such assets and liabilities.
- 6.16 This Report is subject to the laws of India.
- 6.17 We do not have any financial interest in the company, nor do we have any conflict of interest in carrying out this exercise.



7. **GRATITUDE**

We are grateful to the Company for making information and particulars available to us, often at a short notice, to enable us to conclude our opinion in a time-bound manner.

For **BANSI S. MEHTA & CO.**
Chartered Accountants
Firm Registration No. 100991W



DR Desai

DRUSHTI R. DESAI

Partner

Membership No. 102062

Place: Mumbai

Date: January 28, 2025

UDIN: 25102062 BMLDKA9486

ANNEXURE 1: BROAD SUMMARY OF DATA OBTAINED

From the Management:

1. The date of Public Announcement is January 15, 2025
2. Other information is required from time to time.

From Publicly available sources:

1. Websites of BSE and NSE.
2. Annual Report for FY 2023-24 for ABFRL.



ANNEXURE 2: REGULATION 164(1) and (4) OF THE SEBI (ICDR) REGULATION, 2018

Regulation 164(1) of the SEBI (ICDR) Regulation, 2018 is reproduced hereunder for ready reference:

“(1) If the equity shares of the issuer have been listed on a recognised stock exchange for a period of [90 trading days] or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

(a) the [90 trading days] volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date;

(b) the [10 trading days] volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

[Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.]

Regulation 164(4) of the SEBI (ICDR) Regulation, 2018 is reproduced hereunder for ready reference:

(4) (a) A preferential issue of specified securities to qualified institutional buyers, not exceeding five in number, shall be made at a price not less than the [10 trading days] volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

[Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue:]



ANNEXURE 3: FREQUENCY OF TRADING FOR ABFRL**Determining whether the equity shares of ABFRL are frequently traded in accordance with Regulation 164(5) of the SEBI (ICDR) Regulations, 2018:**

1. The term “frequently traded shares” is defined as under:

“frequently traded shares” means shares of the issuer, in which the traded turnover on any recognised stock exchange during the [240 trading days] preceding the relevant date, is at least ten per cent of the total number of shares of such class of shares of the issuer:

Provided that where the share capital of a particular class of shares of the issuer is not identical throughout such period, the weighted average number of total shares of such class of the issuer shall represent the total number of shares.

2. The term “relevant date” is defined in Regulation 161 of the SEBI (ICDR) Regulations, 2018 as:

*“(a) in case of preferential issue of equity shares, the date thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue:
Explanation: Where the relevant date falls on a weekend or a holiday, the day preceding the weekend or the holiday will be reckoned to be the relevant date.”*

3. For the ‘traded quantity’ to be considered in the numerator, for computing the ratio to determine the frequency of trading, is for a period of 240 trading days preceding the relevant date.
4. It may also be noted that the Regulation specifies the term ‘traded turnover’ as the numerator of the aforementioned ratio. However, as the denominator uses ‘total number of shares’ as the base, verbatim usage of ‘traded turnover’ in the numerator would result in an illogical outcome. We have therefore, considered the term ‘traded turnover’ in the numerator to mean ‘traded quantity’.
5. The equity shares of ABFRL are listed on BSE and NSE. It is observed that the aforesaid ratio is more than 10% on NSE. **(Refer Annexure 4)**

Therefore, the equity shares of ABFRL are frequently traded for the purpose of Regulation 164(5) of the SEBI (ICDR) Regulations, 2018.



ANNEXURE 4: WORKINGS:

1. Frequency of Trading:

Frequency Test		
Particulars	NSE	BSE
Total traded quantity (A)	1,34,08,40,909	7,77,06,837
Weighted Average Total no. of shares (B)	1,02,81,56,493	1,02,81,56,493
(A) as % of (B)	130%	8%

2. Determination of Stock Exchange with higher turnover:

Particulars	Value
No of Shares traded during Last 90 days:	
NSE	34,01,45,272
BSE	1,32,26,999
Exchange with higher trading of shares	NSE

3. Calculation of Volume Weighted Average Price:

10 Days Volume Weighted Average Price:

<i>Amount in INR</i>			
Sr No.	Date	VOLUME	VALUE
1	13-Jan-25	38,57,845	1,02,17,08,773.60
2	10-Jan-25	57,36,918	1,57,21,19,271.55
3	09-Jan-25	38,96,302	1,06,54,24,934.60
4	08-Jan-25	10,57,802	28,18,45,883.90
5	07 Jan 25	11,51,333	31,09,50,533.85
6	06-Jan-25	28,07,459	75,94,76,431.15
7	03-Jan-25	25,28,527	71,20,30,571.55
8	02-Jan-25	10,00,719	28,19,32,428.25
9	01-Jan-25	7,27,350	20,44,39,896.50
10	31-Dec-24	10,54,753	29,30,34,396.10
Total		2,38,22,008	6,50,29,63,121.05

Computation of Volume Weighted Average Price (10 Days):

Particulars	Amount
Total Value (A)	6,50,29,63,121.05
Total Volume (B)	2,38,22,008.00
VWAP (A/B)	272.98



90 Days Volume Weighted Average Price :

<i>Amount in INR</i>			
Sr No.	Date	VOLUME	VALUE
1	13-Jan-25	38,57,845	1,02,17,08,773.60
2	10-Jan-25	57,36,918	1,57,21,19,271.55
3	09-Jan-25	38,96,302	1,06,54,24,934.60
4	08-Jan-25	10,57,802	28,18,45,883.90
5	07-Jan-25	11,54,333	31,09,50,533.85
6	06-Jan-25	28,07,459	75,94,76,431.15
7	03-Jan-25	25,28,527	71,20,30,571.55
8	02-Jan-25	10,00,719	28,19,32,428.25
9	01-Jan-25	7,27,350	20,44,39,896.50
10	31-Dec-24	10,54,753	29,30,34,396.10
11	30-Dec-24	39,28,790	1,09,60,26,426.65
12	27-Dec-24	16,58,385	46,93,03,487.65
13	26-Dec-24	15,72,442	44,13,56,797.20
14	24-Dec-24	10,87,794	30,75,41,214.60
15	23-Dec-24	17,53,501	49,52,55,834.35
16	20-Dec-24	17,78,327	50,92,28,962.40
17	19-Dec-24	11,04,827	31,98,69,271.55
18	18-Dec-24	18,13,609	53,15,20,128.55
19	17-Dec-24	23,84,614	71,08,38,144.00
20	16-Dec-24	10,10,318	30,36,21,571.00
21	13-Dec-24	18,86,725	56,55,94,326.00
22	12-Dec-24	13,31,989	40,79,87,155.10
23	11-Dec-24	10,56,114	32,83,65,284.70
24	10-Dec-24	24,59,206	76,27,94,550.30
25	09-Dec-24	50,06,645	1,54,57,84,697.55
26	06-Dec-24	43,93,562	1,34,41,38,476.30
27	05-Dec-24	39,32,804	1,21,31,69,640.90
28	04-Dec-24	25,05,941	79,11,78,830.00
29	03-Dec-24	31,45,815	99,78,06,707.65
30	02-Dec-24	57,34,832	1,83,38,23,737.40
31	29-Nov-24	18,76,468	58,90,82,880.55
32	28-Nov-24	73,78,380	2,32,81,25,164.65
33	27-Nov-24	46,07,455	1,42,71,69,926.90
34	26-Nov-24	53,98,481	1,65,13,82,155.20
35	25-Nov-24	66,35,749	1,98,76,79,978.20
36	22-Nov-24	32,86,903	94,44,33,731.20
37	21-Nov-24	18,40,073	52,69,90,854.65
38	19-Nov-24	17,93,244	52,73,14,560.55
39	18-Nov-24	15,08,717	43,77,21,110.90
40	14-Nov-24	15,11,988	44,09,20,726.45
41	13-Nov-24	26,47,938	76,82,31,864.30
42	12-Nov-24	16,67,511	49,34,72,950.50



43	11-Nov-24	32,16,586	96,75,78,187.95
44	08-Nov-24	1,16,17,622	3,52,33,50,158.50
45	07-Nov-24	1,07,22,617	3,20,13,81,146.00
46	06-Nov-24	62,45,130	1,87,65,77,332.50
47	05-Nov-24	22,35,586	67,39,10,928.70
48	04-Nov-24	45,12,769	1,36,51,15,313.80
49	01-Nov-24	20,17,724	63,57,01,374.90
50	31-Oct-24	26,34,924	80,59,64,173.95
51	30-Oct-24	27,33,312	84,23,54,030.45
52	29-Oct-24	11,94,299	36,20,62,473.90
53	28-Oct-24	21,81,823	66,25,38,518.60
54	25-Oct-24	40,79,477	1,22,15,42,706.90
55	24-Oct-24	14,98,891	46,57,61,467.60
56	23-Oct-24	32,95,506	1,02,89,05,914.65
57	22-Oct-24	37,53,780	1,18,19,85,778.90
58	21-Oct-24	16,62,083	54,45,82,937.30
59	18-Oct-24	13,98,496	46,41,73,166.00
60	17-Oct-24	26,33,321	88,24,41,893.30
61	16-Oct-24	15,23,954	52,73,85,101.20
62	15-Oct-24	37,54,037	1,31,00,27,567.15
63	14-Oct-24	34,50,507	1,19,40,20,118.80
64	11-Oct-24	27,19,292	92,72,99,907.25
65	10-Oct-24	14,62,013	49,63,63,121.25
66	09-Oct-24	37,39,230	1,27,38,91,999.60
67	08-Oct-24	30,54,925	1,00,52,39,540.85
68	07 Oct 24	31,32,287	1,11,42,47,567.85
69	04-Oct-24	49,22,873	1,66,10,29,681.10
70	03-Oct-24	89,96,434	3,14,00,47,859.60
71	01-Oct-24	35,01,076	1,22,85,21,876.05
72	30-Sep-24	40,79,383	1,42,87,77,567.50
73	27-Sep-24	2,12,37,721	7,54,26,72,458.70
74	26-Sep-24	1,10,31,669	3,78,76,12,963.70
75	25-Sep-24	55,46,400	1,90,17,52,984.25
76	24-Sep-24	65,39,028	2,28,13,25,781.35
77	23-Sep-24	1,23,42,152	4,23,74,93,786.85
78	20-Sep-24	57,78,454	1,90,23,57,612.25
79	19-Sep-24	55,49,562	1,85,14,50,400.10
80	18-Sep-24	45,83,701	1,51,97,94,594.30
81	17-Sep-24	19,78,901	65,22,86,154.90
82	16-Sep-24	71,88,891	2,39,15,22,213.20
83	13-Sep-24	65,15,288	2,13,72,38,969.40
84	12-Sep-24	79,88,611	2,58,88,18,901.40
85	11-Sep-24	42,00,765	1,33,82,56,068.05
86	10-Sep-24	36,12,342	1,14,23,25,303.45
87	09-Sep-24	30,13,692	93,06,82,294.00
88	06-Sep-24	24,26,890	75,28,68,998.65



This Report is subject to limitations detailed herein under

89	05-Sep-24	16,51,388	51,98,64,227.15
90	04-Sep-24	31,68,705	99,09,54,155.10
Total		34,01,45,272	1,08,08,27,46,542.85

Computation of Volume Weighted Average Price (90 Days):

Particulars	Amount
Total Value (A)	1,08,08,27,46,542.85
Total Volume (B)	34,01,45,272.00
VWAP (A/B)	317.75

