

Revised Certificate

The Chief General Manager
Listing Operation,
BSE Limited,
20th Floor, P. J. Towers,
Dalal Street,
Mumbai – 400 001.

Dear Sir,

Sub.: Application for "In-principal approval" for issue and allotment of Equity Shares of Aditya Birla Fashion and Retail Limited on a preferential basis ("the Company"):

- i. Up 4,08,33,990 Equity Shares of face value of ₹ 10/- each at issue price of ₹ 317.75/- each including the Premium of ₹ 307.75/- each, aggregating to an amount up to ₹ 12,97,50,00,521 under Promoter/ Promoter Group category and
- ii. Up to 3,96,09,127 Equity Shares of face value of ₹ 10/- each at issue price of ₹ 272.98/- each including the Premium of ₹ 262.98/- each, aggregating to an amount up to ₹ 10,81,25,00,137 to Qualified Institutional Buyers under Non-Promoter Category.

- Ref.:**
1. Regulation 28(1)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 2. Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; [*"SEBI ICDR Regulations"*]; and
 3. ISIN: INE647O01011.

We, Dilip Bharadiya & Associates, Practicing Company Secretaries, have verified the relevant records and documents of Aditya Birla Fashion and Retail Limited ("the Company") with respect to the proposed preferential issue by the company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

- a) None of the proposed allottees as detailed below, has sold any equity shares of the company during the 90 trading days preceding the relevant date:
- 1) Pilani Investment and Industries Corporation Limited, part of Promoter group
 - 2) Fidelity Blue Chip Growth Fund
 - 3) Fidelity Blue Chip Growth Commingled Pool
 - 4) Fidelity Blue Chip Growth K6 Fund
 - 5) Fidelity Series Blue Chip Growth Fund
 - 6) FIAM Target Date Blue Chip Growth Commingled Pool



- b) Further, none of entities in the promoter and promoter group entities has sold any equity share of the company during the 90 trading days preceding the relevant date.
- c) Pilani Investment and Industries Corporation Limited (Allottee) holds 39,88,866 equity shares of the company as on the relevant date.
- d) The pre-preferential shareholding of each of proposed allottee(s) has been locked in accordance with Regulation 167(6) SEBI (ICDR) Regulations, 2018. Further, the pre-preferential holding of the allottee shall remain in lock-in from January 20, 2025 upto the period of 90 trading days from the date of trading approval i.e July 29, 2025. The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:

Name of Proposed Allottee	Pre-preferential holding	Demat Account details*	Lock-in details		Pledged with	Pledge end date
			From	To		
Pilani Investment and Industries Corporation Limited	39,88,866	1203760001197584 (CDSL)	January 20, 2025	July 29, 2025	-	-
Fidelity Blue Chip Growth Fund	Nil	IN300054 – DPID 10113220 – CLIENT ID (NSDL)	-	-	-	-
Fidelity Blue Chip Growth Commingled Pool	Nil	IN300054 – DPID 10089598 – CLIENT ID (NSDL)	-	-	-	-
Fidelity Blue Chip Growth K6 Fund	Nil	IN300054 – DPID 10096232 – CLIENT ID (NSDL)	-	-	-	-
Fidelity Series Blue Chip Growth Fund	Nil	IN300054 – DPID 10102677 – CLIENT ID (NSDL)	-	-	-	-
FIAM Target Date Blue Chip Growth Commingled Pool	Nil	IN300054 – DPID 10104978 – CLIENT ID (NSDL)	-	-	-	-

(*) client id/ folio no in case allottee hold the securities in physical form

- e) The entire pre-preferential holding of the Pilani Investment and Industries Corporation Limited i.e 39,88,866 equity shares are under dematerialized form.



Revised Certificate

- f) None of the proposed allottees belonging to promoter(s) or the promoter group is ineligible for allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018.
- g) The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the company has complied with all legal and statutory formalities and no statutory authority has restrained the company from issuing these proposed securities.
- h) The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MoA) and Article of Association (AoA) of the company. It is further confirmed that for the proposed preferential issue, the price of the equity shares of the company has been determined in compliance with the valuation requirement as mentioned in the AoA of the company."
- i) The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year i.e. 4,08,33,990 equity shares under promoter/promoter group category is less than 5% of the post issue fully diluted share capital of the issuer.
- j) The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year i.e. 3,96,09,127 equity shares under non-promoter category is less than 5% of the post issue fully diluted share capital of the issuer.

For DILIP BHARADIYA & ASSOCIATES

DILIP BHARADIYA
Partner
F.C.S No. 7956 C.P No. 6740
UDIN: F007956F003866131



Place: Mumbai

Date: February 4, 2025