



July 5, 2020

BSE Limited
Scrip code: **535755**

National Stock Exchange of India Limited
Symbol: **ABFRL**

Sub.: Intimation of issue of advertisement in newspapers in respect of the Rights Issue of equity shares of Aditya Birla Fashion and Retail Limited ["the Company"]

Ref.: 1. Regulation 84 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
2. Our letters dated May 27, 2020 and June 25, 2020

Pursuant to the above referred, we enclose herewith copies of advertisement issued by the Company today, i.e. July 5, 2020, in the following newspapers:

- (a) The Financial Express *[all English editions]*;
- (b) Jansatta *[all Hindi editions]*; and
- (c) Navshakti *[all Marathi editions]*.

This is for dissemination on your website.

Thanking you,

Yours faithfully,
For **Aditya Birla Fashion and Retail Limited**

GEETIK
A
ANAND
Digitally signed
by GEETIKA
ANAND
Date:
2020.07.05
12:32:09 +05'30'

Geetika Anand
VP, Company Secretary & Compliance Officer

Encl.: As above

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

This is only an advertisement for information purposes and not for publication, distribution or release directly or indirectly outside India. This is not an announcement for the offer document. All capitalized terms used and not defined herein shall have the meaning assigned to them in the letter of offer dated June 28, 2020 (the "Letter of Offer" or "LOF") filed with the Stock Exchanges, namely BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and together with BSE, "Stock Exchanges" and the Securities and Exchange Board of India ("SEBI").



ADITYA BIRLA FASHION AND RETAIL LIMITED

Our Company was incorporated as 'Peter England Fashions and Retail Limited' at Bangalore on April 19, 2007, as a public limited company under the Companies Act, 1956. Subsequently, the name of our Company was changed to 'Pantaloon Fashion & Retail Limited' with effect from April 23, 2013 and to 'Aditya Birla Fashion and Retail Limited' with effect from January 12, 2016. For details of change in our name and the Registered and Corporate Office of our Company, see "General Information" and "History and Corporate Structure" beginning on pages 42 and 84, respectively of the LOF.

Registered and Corporate 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. **Contact person:** Ms. Geetika Anand, Company Secretary and Compliance Officer; **Telephone:** +91 86529 05000 | **E-mail id:** secretarial.abfr@adityabirla.com | **Website:** www.abfrl.com
Corporate Identity Number: L18101MH2007PLC233901

PROMOTER OF OUR COMPANY: BIRLA GROUP HOLDINGS PRIVATE LIMITED

FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF ADITYA BIRLA FASHION AND RETAIL LIMITED (OUR "COMPANY" OR THE "ISSUER") ONLY

ISSUE OF 9,04,65,693 PARTLY PAID-UP SHARES* OF FACE VALUE OF ₹ 10 EACH OF OUR COMPANY (THE "RIGHTS EQUITY SHARES") FOR CASH AT A PRICE OF ₹ 110 PER RIGHTS EQUITY SHARE (INCLUDING A PREMIUM OF ₹ 100 PER RIGHTS EQUITY SHARE) AGGREGATING TO ₹ 9,95,12,26,230* ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 9 (NINE) RIGHTS EQUITY SHARES FOR EVERY 77 (SEVENTY SEVEN) FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS WEDNESDAY, JULY 1, 2020 (THE "ISSUE"). FOR FURTHER DETAILS, SEE "TERMS OF THE ISSUE" BEGINNING ON PAGE 210 OF THE LOF.

* Assuming full subscription

NOTICE TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY

**ISSUE OPENS ON:
WEDNESDAY, JULY 8, 2020**

**LAST DATE FOR ON
MARKET RENUNCIATIONS:
FRIDAY, JULY 17, 2020***

**ISSUE CLOSES ON
WEDNESDAY, JULY 22, 2020#**

* Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date.

Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

ASBA*

Simple, Safe, Smart way of making
an application - Make use of it!!!

*Applications supported by blocked amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account. For further details, check section on ASBA below.

Facilities for Application in this Issue

(i) ASBA Facility:

In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circulars and the ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use either the ASBA process or the R-WAP (instituted only for resident Investors in this Issue, in the event the Investors are not able to utilize the ASBA facility for making an Application despite their best efforts). Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP. For details, see "Terms of the Issue - Making of an Application through the ASBA process" and "Terms of the Issue - Making of an Application through the Registrar's Web-based Application Platform ("R-WAP") process" beginning on pages 213 and 214 of the LOF, respectively."

Please note that subject to SCSBs complying with the requirements of the SEBI Circular CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs. Further, in terms of the SEBI Circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

(ii) Registrar's Web-based Application Platform (R-WAP):

In accordance with SEBI Circular SEBI/HO/CFD/DIL/2/CIR/P/2020/78 dated May 6, 2020, a separate web based application platform, i.e., the R-WAP facility (accessible at www.linkintime.co.in), has been instituted for making an Application in this Issue by resident Investors. Further, R-WAP is only an additional option and not a replacement of the ASBA process. On the R-WAP, resident Investors can access and submit the online Application Form in electronic mode and make online payment using their internet banking or UPI facility from their own bank account thereat.

PLEASE NOTE THAT ONLY RESIDENT INVESTORS CAN SUBMIT AN APPLICATION USING THE R-WAP. R-WAP FACILITY WILL BE OPERATIONAL FROM THE ISSUE OPENING DATE. FOR RISKS ASSOCIATED WITH THE R-WAP PROCESS, SEE "RISK FACTORS - THE R-WAP PAYMENT MECHANISM FACILITY PROPOSED TO BE USED FOR THIS ISSUE MAY BE EXPOSED TO RISKS, INCLUDING RISKS ASSOCIATED WITH PAYMENT GATEWAYS" ON PAGE 33 OF THE LOF.

APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (ASBA): Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online / electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. For list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=34>. For details on Designated Branches of SCSBs collecting the Application Form, please refer the above-mentioned link.

ELIGIBLE EQUITY SHAREHOLDERS UNDER THE ASBA PROCESS MAY PLEASE NOTE THAT THE EQUITY SHARES UNDER THE ASBA PROCESS CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH THE EQUITY SHARES ARE HELD BY SUCH ASBA APPLICANT ON THE RECORD DATE.

APPLICATION ON PLAIN PAPER: An Eligible Equity Shareholder who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in case of non-receipt of Application Form as detailed above. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any Eligible Equity Shareholder who has not provided an Indian address.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently. Please note that the Application on plain paper cannot be submitted through R-WAP.

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

1. Name of our Company, being Aditya Birla Fashion and Retail Limited; 2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository); 3. Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) / DP and Client ID; 4. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for to this Issue; 5. Number of Equity Shares held as on Record Date; 6. Allotment option - only dematerialised form; 7. Number of Rights Equity Shares entitled to; 8. Number of Rights Equity Shares applied for within the Rights Entitlements; 9. Number of additional Rights Equity Shares applied for, if any (applicable only if Rights Entitlements have been applied for); 10. Total number of Rights Equity Shares applied for; 11. Total amount paid at the rate of ₹ 55 per Rights Equity Share; 12. Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB; 13. In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained; 14. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account; 15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and 16. All such Eligible Equity Shareholders are deemed to have accepted the following:

"I/We understand that neither the Rights Entitlements nor the Rights Equity Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the "United States"), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. I/we understand the Rights Equity Shares referred to in this application are being offered and sold in offshore transactions outside the United States in compliance with Regulation S under the U.S. Securities Act ("Regulation S") to existing shareholders located in jurisdictions where such offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. I/we understand that the Issue is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlements for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlements in the United States. I/we confirm that I am/ we are (a) not in the United States and eligible to subscribe for the Rights Equity Shares under applicable securities laws, (b) complying with laws of jurisdictions applicable to such person in connection with the Issue, and (c) understand that neither our Company, nor the Registrar, the Lead Managers, or any other person acting on behalf of our Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who our Company, the Registrar, the Lead Managers or any other person acting on behalf of our Company have reason to believe is in the United States or is outside of India and ineligible to participate in this Issue under the securities laws of their jurisdiction.

I/We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation. I/We satisfy, and each under which I/we are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Rights Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.

I/We hereby make the representations, warranties, acknowledgments and agreements set forth in the section of the Letter of Offer titled "Restrictions on Purchases and Resales" on page 241 of the LOF.

I/We understand and agree that the Rights Entitlements and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act.

I/We acknowledge that we, the Lead Managers, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements."

OVERSEAS SHAREHOLDERS: The distribution of this Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter, any other offering material and the issue of the Rights Entitlement and the Rights Equity Shares on a rights basis to persons in certain jurisdictions outside India are restricted by legal requirements prevailing in those jurisdictions. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other issue material only to the e-mail addresses of Eligible Equity Shareholders who have provided an Indian address to our Company. Those overseas shareholders who do not update our records with their Indian address or the address of their duly authorised representative in India, prior to the date on which we propose to e-mail this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form shall not be sent this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form.

NO OFFER IN THE UNITED STATES

The Rights Entitlements and The Rights Equity Shares have not been and will not be registered under the United States securities act of 1933, as amended (the "U.S. Securities Act"), or any U.S. State Securities laws and may not be offered, sold, resold or otherwise transferred within the United States or the territories or possessions thereof (the "United States" or "U.S."), except in a transaction exempt from the registration requirements of the U.S. Securities Act. The Rights Equity Shares are being offered and sold in offshore transactions outside the United States in compliance with Regulation S under the U.S. Securities Act ("Regulation S") to existing shareholders located in jurisdictions where such offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. The offering is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlements for sale in the United States or as a solicitation therein of an offer to buy any of the said securities.

Neither our Company, nor any person acting on behalf of our Company, will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States when the buy order is made. No Application Form should be postmarked in the United States, electronically transmitted from the United States or otherwise dispatched from the United States or from any other jurisdiction where it would be illegal to make an offer of securities under this Letter of Offer. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch this Letter of Offer or the Abridged Letter of Offer and the Application Form, through e-mail, only to Eligible Equity Shareholders who have provided an Indian address to our Company. Any person who acquires Rights Entitlements or Rights Equity Shares will be deemed to have declared, warranted and agreed, by accepting the delivery of this Letter of Offer, that it is not and that at the time of subscribing for the Rights Equity Shares or the Rights Entitlements, it will not be, in the United States and is authorized to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations.

Our Company, in consultation with the Lead Managers, reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States or other jurisdictions where the offer and sale of the Rights Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is not in the United States and eligible to subscribe for the Rights Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; or (iii) where either a registered Indian address is not provided or where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to issue or allot any Rights Equity Shares in respect of any such Application Form.

LAST DATE FOR APPLICATION: The last date for submission of the duly filled in the Application Form or a plain paper Application is Wednesday, July 22, 2020 i.e., Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSB or if the Application Form is not accepted at the R-WAP, on or before the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in this Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Rights Equity Shares hereby offered, as provided under the section, "Terms of Issue - Basis of Allotment" beginning on page 232 of the LOF.

ALLOTMENT ONLY IN DEMATERIALIZED FORM: The Allotment of Equity Shares pursuant to the Issue will only be made in dematerialised form. In accordance with the SEBI Rights Issue Circulars, (a) the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date; or (b) the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, desirous of subscribing to Rights Equity Shares may also apply in this Issue during the Issue Period subject to certain conditions. Such resident Eligible Equity Shareholders must check the procedure for application by and credit of Rights Equity Shares to such Eligible Equity Shareholders in Terms of the Issue - Making of an Application by Eligible Equity Shareholders holding Equity Shares in physical form" and "Terms of the Issue - Allotment/Advice or Refund/Unblocking of ASBA accounts" beginning on pages 217 and 233, respectively of the Letter of Offer.

INVESTORS MAY PLEASE NOTE THAT THE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALIZED FORM.

LISTING: The existing Equity Shares of our Company are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (collectively, the "Stock Exchanges"). Our Company has received "in-principle" approvals from BSE through its letter dated June 20, 2020, as revised by its letter dated June 25, 2020 and NSE through its letter dated June 22, 2020. Our Company will also make applications to the Stock Exchanges to obtain their trading approvals for the Rights Entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL/2/CIR/P/2020/13 dated January 22, 2020. For the purposes of the Issue, the Designated Stock Exchange is BSE.

DISCLAIMER CLAUSE OF SEBI: Submission of LOF to SEBI should not in any way be deemed or construed that SEBI has cleared or approved the LOF. The Investors are advised to refer to the full text of the "Disclaimer Clause of SEBI" beginning on page 203 of the LOF.

DISCLAIMER CLAUSE OF BSE (Designated Stock Exchange): It is to be distinctly understood that the permission given by BSE Limited should not, in anyway, be deemed or construed that the Letter of Offer has been cleared or approved by BSE Limited; nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The Investors are advised to refer to the Letter of Offer for the full text of the "Disclaimer Clause of BSE" beginning on page 205 of the LOF.

DISCLAIMER CLAUSE OF NSE: It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Letter of Offer has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The Investors are advised to refer to the Letter of Offer for the full text of the "Disclaimer clause of NSE" on page 206 of the LOF.

Escrow Collection Bank: Axis Bank Limited.

Allotment Account Banks: Axis Bank Limited, The Federal Bank Ltd and State Bank of India.

REFUND BANKER: Axis Bank Limited.

DISPATCH AND AVAILABILITY OF ISSUE MATERIALS: In accordance with the SEBI ICDR Regulations, the SEBI Relaxation Circular and the MCA Circular, our Company will send, the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue related material at least two days before the Issue Opening Date, only through e-mail, to the e-mail addresses of all the Eligible Equity Shareholders who have provided their Indian addresses to our Company. The Letter of Offer will be sent, only through e-mail, by the Registrar on behalf of our Company or the Lead Managers to the Eligible Equity Shareholders who have provided their Indian addresses to our Company and who make a request in this regard. In accordance with the above, the dispatch of the Abridged Letter of Offer, the Rights Entitlement Letter alongwith the Application Form has been completed in electronic form through email on Saturday, July 04, 2020 by the Registrar to the Issue.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., www.linkintime.co.in) by entering their DP ID and Client ID or Folio Number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) and PAN. The link for the same shall also be available on the website of our Company (i.e., www.abfrl.com).

Our Company along with the Lead Managers have taken and will continue to undertake all adequate steps to reach out to the Eligible Equity Shareholders who have provided their Indian address through means as may be considered feasible by our Company and our Company or the Lead Managers will not be liable for considering or choosing or not considering or choosing any specific means to reach out to the Eligible Equity Shareholders.

Investors can access this Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable laws) on the websites of: (i) our Company at www.abfrl.com; (ii) the Registrar at www.linkintime.co.in; (iii) the Lead Managers, i.e. (a) ICICI Securities Limited at www.icicisecurities.com; (b) SBI Capital Markets Limited at www.sbicaps.com; (c) Axis Capital Limited at www.axiscapital.co.in; (d) BNP Paribas at www.bnpparibas.co.in; and (e) CLSA India Private Limited at www.india.clsa.com; (iv) the Stock Exchanges at www.bseindia.com and www.nseindia.com; and (v) the Registrar's web-based application platform at www.linkintime.co.in ("R-WAP").

The Investors can visit following links for the below-mentioned purposes: a) Frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors; <https://www.linkintime.co.in> b) Updation of Indian address/ e-mail address/ phone or mobile number in the records maintained by the Registrar or our Company; https://linkintime.co.in/EmailReg/Email_Register.html or send an email to abfrupdatation@linkintime.co.in c) Updation of demat account details by Eligible Equity Shareholders holding shares in physical form; <https://www.linkintime.co.in> or send an e-mail to abfrupdatation@linkintime.co.in d) Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; abfr.rights@linkintime.co.in

The LOF is also available on the website of SEBI at www.sebi.gov.in.

LEAD MANAGERS TO THE ISSUE				REGISTRAR TO THE ISSUE	COMPANY SECRETARY AND COMPLIANCE OFFICER
ICICI Securities Limited ICICI Centre, H.T. Parekh Marg Churchgate Mumbai - 400 020 Telephone: +91 (22) 2288 2460 E-mail id: abfrl.rights@icicisecurities.com Investor Grievance e-mail id: customercare@icicisecurities.com Contact person: Shekhar Asnani/ Rishi Tiwari Website: www.icicisecurities.com SEBI registration number: INM000011179	SBI Capital Markets Limited 202, Maker Tower 'E' Cuffe Parade Mumbai 400 005 Telephone: +91 (22) 2217 8300 E-mail id: abfrl.rights@sbicaps.com Investor Grievance e-mail id: investor.relations@sbicaps.com Contact person: Sambit Rath/Janardhan Wagle Website: www.sbicaps.com SEBI registration number: INM000003531	Axis Capital Limited 1st Floor, Axis House, C-2, Wadia International Centre, P.B. Marg, Worli, Mumbai 400 025 Telephone: +91 (22) 4325 2183 E-mail id: abfrl.rights@axiscap.in Investor Grievance e-mail id: complaints@axiscap.in Contact Person: Sagar Jatakiya Website: www.axiscapital.co.in SEBI registration number: INM000012029	BNP Paribas BNP Paribas House, 1-North, Avenue Maker Maxity, Bandra Kurla Complex, Bandra (E), Mumbai 400 051 Telephone: +91 (22) 3370 4000 E-mail id: d.rights.abfrl@asia.bnpparibas.com Investor Grievance e-mail id: indiainvestors.care@asia.bnpparibas.com Contact Person: Soumya Guha Website: www.bnpparibas.co.in SEBI registration number: INM000011534	CLSA India Private Limited 8/F Dalamal House, Nariman Point Mumbai 400 021 Telephone: +91 (22) 6650 5050 E-mail id: abfrl.rights@clsa.com Investor Grievance e-mail: investor.helpdesk@clsa.com Contact Person: Prachi Chandgothia Website: www.india.clsa.com SEBI registration number: INM000010619	Link Intime India Private Limited C-101, 247 Park, L B S Marg Vikhroli (West) Mumbai 400 083 Telephone: +91 (22) 4918 6200/ 4918 6171 / 4918 6172 E-mail id: abfrl.rights@linkintime.co.in Investor grievance e-mail id: abfrl.rights@linkintime.co.in Contact person: Mr. Sumeet Deshpande Website: www.linkintime.co.in SEBI registration number: INR000004058

Investors may contact the Registrar or the Company Secretary and Compliance Officer for any pre issue or post issue related matter. All grievances relating to the ASBA process or the optional mechanism R-WAP process may be addressed to the Registrar, with a copy to the SCSBs (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), e-mail address of the sole/ first holder, folio number or demat account number, number of Rights Equity Shares applied for, amount blocked (in case of ASBA process) or amount debited (in case of the R-WAP process), ASBA Account number and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip (in case of ASBA process) and copy of the e-acknowledgement (in case of the R-WAP) process).

For Aditya Birla Fashion and Retail Limited
On behalf of the Board of Directors
Sd/-

Ms. Geetika Anand
Company Secretary and Compliance Officer

Place: Mumbai
Date: July 04, 2020

Aditya Birla Fashion and Retail Limited is proposing, subject to market conditions and other considerations, a rights issue of its Equity Shares and has in this regard filed a Letter of Offer dated June 28, 2020 with Company at www.abfrl.com, the Registrar at www.linkintime.co.in, SEBI and the Stock Exchanges. The LOF is available on the website of SEBI at www.sebi.gov.in, the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com, BSE Limited at www.bseindia.com and the website of the Lead Managers to the Issue, i.e., ICICI Securities Limited, SBI Capital Markets Limited, BNP Paribas and CLSA India Private Limited at www.icicisecurities.com, www.sbicaps.com, www.axiscapital.co.in, www.bnpparibas.co.in and www.india.clsa.com and on the R-WAP. Investors should note that investment in equity shares involves a degree of risk and for details relating to the same, please see the section entitled "Risk Factors" beginning on page 17 of the LOF.

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and may not be offered, sold, resold or otherwise transferred within the United States, except in a transaction exempt from the registration requirements of the U.S. Securities Act. Accordingly, the Rights Entitlements and Rights Equity Shares are being offered and sold in "offshore transactions" outside the United States in compliance with Regulation S under the U.S. Securities Act to existing shareholders located in jurisdictions where such offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. There will be no public offering in the United States.

This is only an advertisement for information purposes and not for publication, distribution or release directly or indirectly outside India. This is not an announcement for the offer document. All capitalized terms used and not defined herein shall have the meaning assigned to them in the letter of offer dated June 28, 2020 (the “**Letter of Offer**” or “**LOF**”) filed with the Stock Exchanges, namely BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) and together with BSE, “**Stock Exchanges**”) and the Securities and Exchange Board of India (“**SEBI**”).



ADITYA BIRLA FASHION AND RETAIL LIMITED

Our Company was incorporated as 'Peter England Fashions and Retail Limited' at Bangalore on April 19, 2007, as a public limited company under the Companies Act, 1956. Subsequently, the name of our Company was changed to 'Pantaloon Fashion & Retail Limited' with effect from April 23, 2013 and to 'Aditya Birla Fashion and Retail Limited' with effect from January 12, 2016. For details of change in our name and the Registered and Corporate Office of our Company, see “*General Information*” and “*History and Corporate Structure*” beginning on pages 42 and 84, respectively of the LOF.

Registered and Corporate 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. **Contact person:** Ms. Geetika Anand, Company Secretary and Compliance Officer; **Telephone:** +91 86529 05000 | **E-mail id:** secretarial.abfrl@adityabirla.com | **Website:** www.abfrl.com
Corporate Identity Number: L18101MH2007PLC233901

PROMOTER OF OUR COMPANY: BIRLA GROUP HOLDINGS PRIVATE LIMITED

FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF ADITYA BIRLA FASHION AND RETAIL LIMITED (OUR “COMPANY” OR THE “ISSUER”) ONLY

ISSUE OF 9,04,65,693 PARTLY PAID-UP SHARES* OF FACE VALUE OF ₹ 10 EACH OF OUR COMPANY (THE “RIGHTS EQUITY SHARES”) FOR CASH AT A PRICE OF ₹ 110 PER RIGHTS EQUITY SHARE (INCLUDING A PREMIUM OF ₹ 100 PER RIGHTS EQUITY SHARE) AGGREGATING TO ₹ 9,95,12,26,230* ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 9 (NINE) RIGHTS EQUITY SHARES FOR EVERY 77 (SEVENTY SEVEN) FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS WEDNESDAY, JULY 1, 2020 (THE “ISSUE”). FOR FURTHER DETAILS, SEE “TERMS OF THE ISSUE” BEGINNING ON PAGE 210 OF THE LOF.

* Assuming full subscription

NOTICE TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY

**ISSUE OPENS ON:
WEDNESDAY, JULY 8, 2020**

**LAST DATE FOR ON
MARKET RENUNCIATIONS:
FRIDAY, JULY 17, 2020***

**ISSUE CLOSES ON
WEDNESDAY, JULY 22, 2020[#]**

* Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

[#] Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

ASBA*

Simple, Safe, Smart way of making
an application - Make use of it!!!

*Applications supported by blocked amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account. For further details, check section on ASBA below.

Facilities for Application in this Issue

(i) ASBA Facility:

In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circulars and the ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use either the ASBA process or the R-WAP (instituted only for resident Investors in this Issue, in the event the Investors are not able to utilize the ASBA facility for making an Application despite their best efforts). Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP. For details, see “Terms of the Issue - Making of an Application through the ASBA process” and “Terms of the Issue - Making of an Application through the Registrar’s Web-based Application Platform (“R-WAP”) process” beginning on pages 213 and 214 of the LOF, respectively.”

Please note that subject to SCSBs complying with the requirements of the SEBI Circular CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs. Further, in terms of the SEBI Circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

(ii) Registrar’s Web-based Application Platform (R-WAP):

In accordance with SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, a separate web based application platform, i.e., the R-WAP facility (accessible at www.linkintime.co.in), has been instituted for making an Application in this Issue by resident Investors. Further, R-WAP is only an additional option and not a replacement of the ASBA process. On the R-WAP, resident Investors can access and submit the online Application Form in electronic mode and make online payment using their internet banking or UPI facility from their own bank account thereat.

PLEASE NOTE THAT ONLY RESIDENT INVESTORS CAN SUBMIT AN APPLICATION USING THE R-WAP. R-WAP FACILITY WILL BE OPERATIONAL FROM THE ISSUE OPENING DATE. FOR RISKS ASSOCIATED WITH THE R-WAP PROCESS, SEE “RISK FACTORS - THE R-WAP PAYMENT MECHANISM FACILITY PROPOSED TO BE USED FOR THIS ISSUE MAY BE EXPOSED TO RISKS, INCLUDING RISKS ASSOCIATED WITH PAYMENT GATEWAYS” ON PAGE 33 OF THE LOF.

APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (ASBA): Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online / electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. For list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised?Pj=yes&IntnlId=34. For details on Designated Branches of SCSBs collecting the Application Form, please refer the above-mentioned link.

ELIGIBLE EQUITY SHAREHOLDERS UNDER THE ASBA PROCESS MAY PLEASE NOTE THAT THE EQUITY SHARES UNDER THE ASBA PROCESS CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH THE EQUITY SHARES ARE HELD BY SUCH ASBA APPLICANT ON THE RECORD DATE.

APPLICATION ON PLAIN PAPER: An Eligible Equity Shareholder who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in case of non-receipt of Application Form as detailed above. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any Eligible Equity Shareholder who has not provided an Indian address.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently. Please note that the Application on plain paper cannot be submitted through R-WAP.

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

1. Name of our Company, being Aditya Birla Fashion and Retail Limited; 2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository); 3. Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) / DP and Client ID; 4. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to this Issue; 5. Number of Equity Shares held as on Record Date; 6. Allotment option – only dematerialised form; 7. Number of Rights Equity Shares entitled to; 8. Number of Rights Equity Shares applied for within the Rights Entitlements; 9. Number of additional Rights Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for); 10. Total number of Rights Equity Shares applied for; 11. Total amount paid at the rate of ₹ 55 per Rights Equity Share; 12. Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB; 13. In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained; 14. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account; 15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and 16. All such Eligible Equity Shareholders are deemed to have accepted the following:

“I/We understand that neither the Rights Entitlements nor the Rights Equity Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the “**U.S. Securities Act**”), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the “**United States**”), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. I/we understand the Rights Equity Shares referred to in this application are being offered and sold in offshore transactions outside the United States in compliance with Regulation S under the U.S. Securities Act (“**Regulation S**”) to existing shareholders located in jurisdictions where such offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. I/we understand that the Issue is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlements for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlements in the United States. I/we confirm that I am/we are (a) not in the United States and eligible to subscribe for the Rights Equity Shares under applicable securities laws, (b) complying with laws of jurisdictions applicable to such person in connection with the Issue, and (c) understand that neither Our Company, nor the Registrar, the Lead Managers or any other person acting on behalf of Our Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who Our Company, the Registrar, the Lead Managers or any other person acting on behalf of Our Company have reason to believe is in the United States or is outside of India and ineligible to participate in this Issue under the securities laws of their jurisdiction.

I/We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation. I/We satisfy, and each account for which I/we are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Rights Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.

I/We hereby make the representations, warranties, acknowledgments and agreements set forth in the section of the Letter of Offer titled “Restrictions on Purchases and Resales” on page 241 of the LOF.

I/We understand and agree that the Rights Entitlements and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act.

I/We acknowledge that we, the Lead Managers, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements.”

OVERSEAS SHAREHOLDERS: The distribution of this Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter, any other offering material and the issue of the Rights Entitlement and the Rights Equity Shares on a rights basis to Persons Incertain jurisdictions outside India are restricted by legal requirements prevailing in those jurisdictions. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material only to the e-mail addresses of Eligible Equity Shareholders who have provided an Indian address to our Company. Those overseas shareholders who do not update our records with their Indian address or the address of their duly authorized representative in India, prior to the date on which we propose to e-mail this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form shall not be sent this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form.

LEAD MANAGERS TO THE ISSUE				REGISTRAR TO THE ISSUE	COMPANY SECRETARY AND COMPLIANCE OFFICER
ICICI Securities Limited ICICI Centre, H.T. Parekh Marg Churchgate Mumbai – 400 020 Telephone: +91 (22) 2288 2460 E-mail id: abfrl.rights@icicisecurities.com Investor Grievance e-mail id: customercare@icicisecurities.com Contact person: Shekher Asnani/ Rishi Tiwari Website: www.icicisecurities.com SEBI registration number: INM000011179	SBI Capital Markets Limited 202, Maker Tower 'E' Cuffe Parade Mumbai 400 005 Telephone: +91 (22) 2217 8300 E-mail id: abfrl.rights@sbicaps.com Investor Grievance e-mail id: investor.relations@sbicaps.com Contact person: Sambit Rath/Janardhan Wagle Website: www.sbicaps.com SEBI registration number: INM000003531	Axis Capital Limited 1st Floor, Axis House, C-2, Wadia International Centre, P.B. Marg, Wroli, Mumbai 400 025 Telephone: +91 (22) 4325 2183 E-mail id: abfrl.rights@axiscap.in Investor Grievance e-mail id: complaints@axiscap.in Contact Person: Sagor Jatakiya Website: www.axiscapital.co.in SEBI registration number: INM000012029	BNP Paribas BNP Paribas House, 1-North, Avenue Maker Maxity, Bandra Kurla Complex, Bandra (E), Mumbai 400 051 Telephone: +91 (22) 3370 4000 E-mail id: dl.rights.abfrl@asia.bnpparibas.com Investor Grievance e-mail id: indianinvestors.care@asia.bnpparibas.com Contact Person: Soumya Guha Website: www.bnpparibas.co.in SEBI registration number: INM000011534	CLSA India Private Limited 8/F Dalamal House, Nariman Point Mumbai 400 021 Telephone: +91 (22) 6650 5050 E-mail id: abfrl.rights@clsa.com Investor Grievance e-mail: investor.helpdesk@clsa.com Contact Person: Prachi Chandgotia Website: www.india.clsa.com SEBI registration number: INM000010619	Link Intime India Private Limited C-101, 247 Park, L B S Marg Vikhroli (West) Mumbai 400 083 Telephone: +91 (22) 4918 6200/ 4918 6171 / 4918 6172 E-mail id: abfrl.rights@linkintime.co.in Investor grievance e-mail id: abfrl.rights@linkintime.co.in Contact person: Mr. Sumet Deshpande Website: www.linkintime.co.in SEBI registration number: INR000004058

Investors may contact the Registrar or the Company Secretary and Compliance Officer for any pre Issue or post Issue related matter. All grievances relating to the ASBA process or the optional mechanism R-WAP process may be addressed to the Registrar, with a copy to the SCSBs (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), e mail address of the sole/first holder, folio number or demat account number, number of Rights Equity Shares applied for, amount blocked (in case of ASBA process) or amount debited (in case of the R-WAP process), ASBA Account number and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip (in case of ASBA process) and copy of the e-acknowledgement (in case of the R-WAP) process).

For Aditya Birla Fashion and Retail Limited
On behalf of the Board of Directors
Sd/-

Ms. Geetika Anand
Company Secretary and Compliance Officer

Place: Mumbai

Date: July 04, 2020

Aditya Birla Fashion and Retail Limited is proposing, subject to market conditions and other considerations, a rights issue of its Equity Shares and has in this regard filed a Letter of Offer dated June 28, 2020 with Company at www.abfrl.com, the Registrar at www.linkintime.co.in, SEBI and the Stock Exchanges. The LOF is available on the website of SEBI at www.sebi.gov.in, the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com, BSE Limited at www.bseindia.com and the website of the Lead Managers to the Issue, i.e., ICICI Securities Limited, SBI Capital Markets Limited, Axis Capital Limited, BNP Paribas and CLSA India Private Limited at www.icicisecurities.com, www.sbicaps.com, www.axiscapital.co.in, www.bnpparibas.co.in and www.india.clsa.com and on the R-WAP. Investors should note that investment in equity shares involves a degree of risk and for details relating to the same, please see the section entitled “Risk Factors” beginning on page 17 of the LOF.

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and may not be offered, sold, resold or otherwise transferred within the United States, except in a transaction exempt from the registration requirements of the U.S. Securities Act. Accordingly, the Rights Entitlements and Rights Equity Shares are being offered and sold in ‘offshore transactions’ outside the United States in compliance with Regulation S under the U.S. Securities Act to existing shareholders located in jurisdictions where such offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. There will be no public offering in the United States.

This is only an advertisement for information purposes and not for publication, distribution or release directly or indirectly outside India. This is not an announcement for the offer document. All capitalized terms used and not defined herein shall have the meaning assigned to them in the letter of offer dated June 28, 2020 (the "Letter of Offer" or "LOF") filed with the Stock Exchanges, namely BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and together with BSE, "Stock Exchanges") and the Securities and Exchange Board of India ("SEBI").



ADITYA BIRLA FASHION AND RETAIL LIMITED

Our Company was incorporated as 'Peter England Fashions and Retail Limited' at Bangalore on April 19, 2007, as a public limited company under the Companies Act, 1956. Subsequently, the name of our Company was changed to 'Pantaloon Fashion & Retail Limited' with effect from April 23, 2013 and to 'Aditya Birla Fashion and Retail Limited' with effect from January 12, 2016. For details of change in our name and the Registered and Corporate Office of our Company, see "General Information" and "History and Corporate Structure" beginning on pages 42 and 84, respectively of the LOF.

Registered and Corporate 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. **Contact person:** Ms. Geetika Anand, Company Secretary and Compliance Officer; **Telephone:** +91 86529 05000 | **E-mail id:** secretarial.abfrl@adityabirla.com | **Website:** www.abfrl.com
Corporate Identity Number: L18101MH2007PLC233901

PROMOTER OF OUR COMPANY: BIRLA GROUP HOLDINGS PRIVATE LIMITED

FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF ADITYA BIRLA FASHION AND RETAIL LIMITED (OUR "COMPANY" OR THE "ISSUER") ONLY

ISSUE OF 9,04,65,693 PARTLY PAID-UP SHARES* OF FACE VALUE OF ₹ 10 EACH OF OUR COMPANY (THE "RIGHTS EQUITY SHARES") FOR CASH AT A PRICE OF ₹ 110 PER RIGHTS EQUITY SHARE (INCLUDING A PREMIUM OF ₹ 100 PER RIGHTS EQUITY SHARE) AGGREGATING TO ₹ 9,95,12,26,230* ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 9 (NINE) RIGHTS EQUITY SHARES FOR EVERY 77 (SEVENTY SEVEN) FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS WEDNESDAY, JULY 1, 2020 (THE "ISSUE"). FOR FURTHER DETAILS, SEE "TERMS OF THE ISSUE" BEGINNING ON PAGE 210 OF THE LOF.

* Assuming full subscription

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**ISSUE OPENS ON:
WEDNESDAY, JULY 8, 2020**

**LAST DATE FOR ON
MARKET RENUNCIATIONS:
FRIDAY, JULY 17, 2020***

**ISSUE CLOSES ON
WEDNESDAY, JULY 22, 2020#**

* Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

ASBA*

**Simple, Safe, Smart way of making
an application - Make use of it!!!**

*Applications supported by blocked amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account. For further details, check section on ASBA below.

Facilities for Application in this Issue

(i) ASBA Facility:

In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circulars and the ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use either the ASBA process or the R-WAP (instituted only for resident Investors in this Issue, in the event the Investors are not able to utilize the ASBA facility for making an Application despite their best efforts). Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP. For details, see "Terms of the Issue - Making of an Application through the ASBA process" and "Terms of the Issue - Making of an Application through the Registrar's Web-based Application Platform ("R-WAP") process" beginning on pages 213 and 214 of the LOF, respectively."

Please note that subject to SCSBs complying with the requirements of the SEBI Circular CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs. Further, in terms of the SEBI Circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

(ii) Registrar's Web-based Application Platform (R-WAP):

In accordance with SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, a separate web based application platform, i.e., the R-WAP facility (accessible at www.linkintime.co.in), has been instituted for making an Application in this Issue by resident Investors. Further, R-WAP is only an additional option and not a replacement of the ASBA process. On the R-WAP, resident Investors can access and submit the online Application Form in electronic mode and make online payment using their internet banking or UPI facility from their own bank account thereat.

PLEASE NOTE THAT ONLY RESIDENT INVESTORS CAN SUBMIT AN APPLICATION USING THE R-WAP. R-WAP FACILITY WILL BE OPERATIONAL FROM THE ISSUE OPENING DATE, FOR RISKS ASSOCIATED WITH THE R-WAP PROCESS, SEE "RISK FACTORS - THE R-WAP PAYMENT MECHANISM FACILITY PROPOSED TO BE USED FOR THIS ISSUE MAY BE EXPOSED TO RISKS, INCLUDING RISKS ASSOCIATED WITH PAYMENT GATEWAYS" ON PAGE 33 OF THE LOF.

APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (ASBA): Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online / electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. For list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFPI=yes&intmltd=34>. For details on Designated Branches of SCSBs collecting the Application Form, please refer the above-mentioned link.

ELIGIBLE EQUITY SHAREHOLDERS UNDER THE ASBA PROCESS MAY PLEASE NOTE THAT THE EQUITY SHARES UNDER THE ASBA PROCESS CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH THE EQUITY SHARES ARE HELD BY SUCH ASBA APPLICANT ON THE RECORD DATE.

APPLICATION ON PLAIN PAPER: An Eligible Equity Shareholder who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in case of non-receipt of Application Form as detailed above. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any Eligible Equity Shareholder who has not provided an Indian address.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently. Please note that the Application on plain paper cannot be submitted through R-WAP.

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

1. Name of our Company, being Aditya Birla Fashion and Retail Limited; 2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository); 3. Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) / DP and Client ID; 4. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to this Issue; 5. Number of Equity Shares held as on Record Date; 6. Allotment option – only dematerialised form; 7. Number of Rights Equity Shares entitled to; 8. Number of Rights Equity Shares applied for within the Rights Entitlements; 9. Number of additional Rights Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for); 10. Total number of Rights Equity Shares applied for; 11. Total amount paid at the rate of ₹ 55 per Rights Equity Share; 12. Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB; 13. In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained; 14. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account; 15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and 16. All such Eligible Equity Shareholders are deemed to have accepted the following:

"I/We understand that neither the Rights Entitlements nor the Rights Equity Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the "United States"), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. I/we understand the Rights Equity Shares referred to in this application are being offered and sold in offshore transactions outside the United States in compliance with Regulation S under the U.S. Securities Act ("Regulation S") to existing shareholders located in jurisdictions where such offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. I/we understand that the issue is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlements for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlements in the United States. I/we confirm that I am/we are (a) not in the United States and eligible to subscribe for the Rights Equity Shares under applicable securities laws; (b) complying with laws of jurisdictions applicable to such person in connection with the issue, and (c) understand that neither our Company, nor the Registrar, the Lead Managers or any other person acting on behalf of our Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who our Company, the Registrar, the Lead Managers or any other person acting on behalf of our Company have reason to believe is in the United States or is outside of India and ineligible to participate in this Issue under the securities laws of their jurisdiction.

I/We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation. I/We satisfy, and each account for which I/we are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) I/we are eligible to subscribe and is subscribing for the Rights Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction/residence.

I/We hereby make the representations, warranties, acknowledgments and agreements set forth in the section of the Letter of Offer titled "Restrictions on Purchases and Resales" on page 241 of the LOF.

I/We understand and agree that the Rights Entitlements and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act.

I/We acknowledge that we, the Lead Managers, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements."

OVERSEAS SHAREHOLDERS: The distribution of this Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter, any other offering material and the issue of the Rights Entitlement and the Rights Equity Shares on a rights basis to persons in certain jurisdictions outside India are restricted by legal requirements prevailing in those jurisdictions. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other issue material only to the e-mail addresses of Eligible Equity Shareholders who have provided an Indian address to our Company. Those overseas shareholders who do not update our records with their Indian address or the address of their duly authorised representative in India, prior to the date on which we propose to e-mail this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form shall not be sent this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form.

LEAD MANAGERS TO THE ISSUE					REGISTRAR TO THE ISSUE	COMPANY SECRETARY AND COMPLIANCE OFFICER
ICICI Securities Limited ICICI Centre, H.T. Parekh Marg Churchgate Mumbai – 400 020 Telephone: +91 (22) 2288 2460 E-mail id: abfrl.rights@icicisecurities.com Investor Grievance e-mail id: customer.care@icicisecurities.com Contact person: Shekher Asnani/ Rishi Tiwari Website: www.icicisecurities.com SEBI registration number: INM000011179	SBI Capital Markets Limited 202, Maker Tower 'E' Cuffe Parade Mumbai 400 005 Telephone: +91 (22) 2217 8300 E-mail id: abfrl.rights@sbicaps.com Investor Grievance e-mail id: investor.relations@sbicaps.com Contact person: Sambit Rath/Janardhan Wagle Website: www.sbicaps.com SEBI registration number: INM000003531	Axis Capital Limited 1st Floor, Axis House, C-2, Wadia International Centre, P.B. Marg, Worli, Mumbai 400 025 Telephone: +91 (22) 4325 2183 E-mail id: abfrl.rights@axiscap.in Investor Grievance e-mail id: complaints@axiscap.in Contact Person: Sagor Jatakiya Website: www.axiscapital.co.in SEBI registration number: INM000012029	BNP Paribas BNP Paribas House, 1-North, Avenue Maker Maxity, Bandra Kurla Complex, Bandra (E), Mumbai 400 051 Telephone: +91 (22) 3370 4000 E-mail id: dl.rights.abfrl@asia.bnpparibas.com indiainvestors.care@asia.bnpparibas.com Website: www.bnpparibas.co.in SEBI registration number: INM000011534	CLSA India Private Limited 8/F Dalamal House, Nariman Point Mumbai 400 021 Telephone: +91 (22) 6650 5050 E-mail id: abfrl.rights@clsacm.com Investor Grievance e-mail: investor.helpdesk@clsacm.com Contact Person: Prachi Chandgotia Website: www.india.clsacm.com SEBI registration number: INM000010619	Link Intime India Private Limited C-101, 247 Park, L B S Marg Vikhroli (West) Mumbai 400 083 Telephone: +91 (22) 4918 6200/ 4918 6171 / 4918 6172 E-mail id: abfrl.rights@linkintime.co.in Investor grievance e-mail id: abfrl.rights@linkintime.co.in Contact person: Mr. Sumeet Deshpande Website: www.linkintime.co.in SEBI registration number: INR000004058	Ms. Geetika Anand Company Secretary and Compliance Officer Piramal Agastya Corporate Park, Building 'A', 4th and 5th Floor, Unit No. 401,403, 501, 502, L.B.S. Road, Kurla, Mumbai 400 070 Telephone: +91 86529 05000 E-mail id: secretarial.abfrl@adityabirla.com

Investors may contact the Registrar or the Company Secretary and Compliance Officer for any pre Issue or post Issue related matter. All grievances relating to the ASBA process or the optional mechanism R-WAP process may be addressed to the Registrar, with a copy to the SCSBs (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), e mail address of the sole/first holder, folio number or demat account number, number of Rights Equity Shares applied for, amount blocked (in case of ASBA process) or amount debited (in case of the R-WAP process), ASBA Account number and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip (in case of ASBA process) and copy of the e-acknowledgement (in case of the R-WAP process).

Place: Mumbai
Date: July 04, 2020

Aditya Birla Fashion and Retail Limited is proposing, subject to market conditions and other considerations, a rights issue of its Equity Shares and has in this regard filed a Letter of Offer dated June 28, 2020 with Company at www.abfrl.com, the Registrar at www.linkintime.co.in, SEBI and the Stock Exchanges. The LOF is available on the website of SEBI at www.sebi.gov.in, the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com, BSE Limited at www.bseindia.com and the website of the Lead Managers to the Issue, i.e., ICICI Securities Limited, SBI Capital Markets Limited, Axis Capital Limited, BNP Paribas and CLSA India Private Limited at www.icicisecurities.com, www.sbicaps.com, www.axiscapital.co.in, www.bnpparibas.co.in and www.india.clsacm.com and on the R-WAP. Investors should note that investment in equity shares involves a degree of risk and for details relating to the same, please see the section entitled "Risk Factors" beginning on page 17 of the LOF.

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and may not be offered, sold, resold or otherwise transferred within the United States, except in a transaction exempt from the registration requirements of the U.S. Securities Act. Accordingly, the Rights Entitlements and Rights Equity Shares are being offered and sold in 'offshore transactions' outside the United States in compliance with Regulation S under the U.S. Securities Act to existing shareholders located in jurisdictions where such offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. There will be no public offering in the United States.