



February 7, 2025

BSE Limited
Scrip code: 535755

National Stock Exchange of India Limited
Symbol: ABFRL

Sub.: Execution of Share Subscription Agreement with respect to the proposed Preferential Issue of Aditya Birla Fashion and Retail Limited ("the Company")

- Ref.:**
- 1. Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;**
 - 2. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") and**
 - 3. SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024**

Dear Sir/ Madam,

This is with reference to the earlier intimations and captioned subject and further to the disclosures made by Company in relation to a proposed preferential issue, kindly note that the Company has entered into a Share Subscription Agreement with the following Qualified Institutional Buyers for subscription of 3,96,09,127 equity shares of the Company:

- Fidelity Securities Fund: Fidelity Blue Chip Growth Fund;
- Fidelity Group Trust For Employee Benefit Plans: Fidelity Blue Chip Growth Commingled Pool;
- Fidelity Securities Fund: Fidelity Blue Chip Growth K6 Fund;
- Fidelity Securities Fund: Fidelity Series Blue Chip Growth Fund and
- FIAM Group Trust for Employee Benefit Plans FIAM Target Date Blue Chip Growth Commingled Pool

Brief details in accordance with the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are annexed herewith as **Annexure A**.

The above information is also available on the website of the Company i.e. www.abfrl.com.

Thanking you,

Sincerely,
For **Aditya Birla Fashion and Retail Limited**

Anil Malik
President & Company Secretary

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



Annexure A - Share Subscription Agreement with Qualified Institutional Buyers

Sr. No.	Particulars	Details
1.	Name(s) of parties with whom the agreement is entered	The Company has entered into a Share Subscription agreement dated February 7, 2025 with the following: 1. Fidelity Securities Fund: Fidelity Blue Chip Growth Fund; 2. Fidelity Group Trust For Employee Benefit Plans: Fidelity Blue Chip Growth Commingled Pool; 3. Fidelity Securities Fund: Fidelity Blue Chip Growth K6 Fund; 4. Fidelity Securities Fund: Fidelity Series Blue Chip Growth Fund and 5. FIAM Group Trust for Employee Benefit Plans FIAM Target Date Blue Chip Growth Commingled Pool
2.	Purpose of entering into the agreement;	For the purpose of issuing 3,96,09,127 Equity Shares of the Company by way of Preferential Issue in accordance with Chapter V of the SEBI ICDR Regulations and other applicable law, subject to customary approvals including approval of the Shareholders of the Company and such regulatory approvals as may be required.
3.	Shareholding, if any, in the entity with whom the agreement is executed;	Nil
4.	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.;	This Agreement is entered into, to record the terms and conditions for the issue and allotment of 3,96,09,127 Equity Shares of the Company to the parties mentioned in point no. 1 above for an aggregate consideration of INR 10,81,24,99,488.46. There are no special rights granted to the investors pursuant to the Agreement. The preferential issue of equity shares is subject to fulfilment of customary conditions precedents which <i>inter alia</i> include receipt of shareholders' approval of the Company and 'in-principle' listing approval from the stock exchanges.
5.	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship;	No
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";	No

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

ADITYA BIRLA**FASHION & RETAIL**

7.	In case of issuance of shares to the parties, details of issue price, class of shares issued;	Class of Shares: Equity Shares Number of Shares: 3,96,09,127 Issue Price: Rs. 272.98 per share
8.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.;	Nil
9.	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a) name of parties to the agreement; b) nature of the agreement; c) date of execution of the agreement; d) details of amendment and impact thereof or reasons of termination and impact thereof.	Not applicable

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