

BIRLA GROUP HOLDINGS PRIVATE LIMITED

Regd. Office: Industry House, 1st floor, 159 Churchgate Reclamation, Mumbai - 400 020

CIN: U67120MH1980PTC023476

Tel No.: +91 9702049209

Email: birlagroupholdings@gmail.com

28.05.2024

BSE Limited
25th Floor
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400001

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (East)
Mumbai — 400 051

Dear Sirs,

Sub: Disclosure under Regulation 10(6) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

The Hon'ble National Company Law Tribunal, Kolkata Bench ("NCLT") and Hon'ble National Company Law Tribunal, Mumbai Bench, vide their Orders dated 05.01.2024 and 23.02.2024 respectively have sanctioned Scheme of Amalgamation of Birla Family Investments Private Limited ("Transferor Company 1"), Birla TMT Holdings Private Limited ("Transferor Company 2"), Umang Commercial Company Private Limited ("Transferor Company 3"), Aditya Birla Online Fashion Private Limited ("Transferor Company 4"), Infocyper India Private Limited ("Transferor Company 5"), and Sunbeam Trading and Investments Private Limited ("Transferor Company 6") WITH Birla Group Holdings Private Limited ("Transferee Company").

We have filed certified copy of the NCLT Order with the Registrar of Companies, West Bengal and Registrar of Companies, Mumbai Maharashtra on 24.05.2024 and consequently all the assets / liabilities of the Transferor Companies have stood transferred to and vested in the Transferee Company on 24.05.2024 (Effective Date).

Pursuant to the Scheme of Amalgamation, 6,50,66,998 (6.41%) Equity Share of Aditya Birla Fashion and Retail Limited (ABFRL) held by the aforesaid Umang Commercial Company Private Limited (Transferor Company 3) have stood transferred to and vested in Birla Group Holdings Private Limited (the Transferee Company) on 24.05.2024.

The Transferee Company already categorized as a Promoter of ABFRL and holds 17,15,52,967 (16.90%) Equity Shares.

Accordingly, our holding of Equity Share in ABFRL stands at 23,66,19,965 (23.31%) Equity Shares. The total Promoter / Promoter Group holding in ABFRL remains the same at 51.85%.

Since the aforesaid acquisition is pursuant to the exemption provided under Regulation 10(1)(d)(iii) of Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, we enclose herewith the



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requisite disclosure under Regulation 10(6) in the prescribed format duly filled in and signed for your reference, record and doing the needful in the matter.

Please acknowledge receipt.

Thanking you
Yours faithfully

For Birla Group Holdings Private Limited



(Shrikant Turalkar)
Company Secretary
ACS- 14772



Encl: as above

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Disclosures under Regulation 10(6)–Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Aditya Birla Fashion and Retail Limited	
2.	Name of the acquirer(s)	Birla Group Holdings Private Limited	
3.	Name of the stock exchange where shares of the TC are listed	BSE Limited and National Stock Exchange of India Limited	
4.	Details of the transaction including rationale, if any, for the transfer/acquisition of shares.	Vesting of equity shares pursuant to the Scheme of Amalgamation of Birla Family Investments Private Limited (“ Transferor Company 1 ”), Birla TMT Holdings Private Limited (“ Transferor Company 2 ”), Umang Commercial Company Private Limited (“ Transferor Company 3 ”), Aditya Birla Online Fashion Private Limited (“ Transferor Company 4 ”), Infocyber India Private Limited (“ Transferor Company 5 ”), and Sunbeam Trading and Investments Private Limited (“ Transferor Company 6 ”) WITH Birla Group Holdings Private Limited (“ Transferee Company ”) as sanctioned by Hon`ble National Company Law Tribunal, Kolkata Bench and Hon`ble National Company Law Tribunal, Mumbai Bench vide Orders dated 05.01.2024 and 23.02.2024 respectively.	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	10 (1)(d)(iii)	
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange.	Not Required	
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)	Whether the disclosures under regulation 10(5) are actually made
	a. Name of the transferor / seller	Not Applicable	
	b. Date of acquisition		
	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above		



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8.	Shareholding details	Pre-Transaction		Post-Transaction	
		No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
a	Each Acquirer / Transferee(*)				
	Birla Group Holdings Private Limited	17,15,52,967	16.90	23,66,19,965	23.31
b	Each Seller / Transferor				
	Umang Commercial Company Private Limited	6,50,66,998	6.41	-	-

- Total Promoter / Promoter Group Holding before the Scheme of Amalgamation became effective – 51.85%
- Total Promoter/ Promoter Group Holding after vesting of Shares pursuant to the Scheme of Amalgamation- 51.85%

Note:

- (*) Shareholding of each entity shall be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

For Birla Group Holdings Private Limited


(Shrikant Turalkar)
Company Secretary
ACS- 14772



Place : Mumbai

Date : 28.05.2024