

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 Jeebhoy Towers
Dalal Street
Mumbai – 400001

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

Aditya Birla Fashion and Retail Limited
Piramal Agastya Corporate Park,
Building 'A', 4th and 5th Floor, Unit
No. 401, 403, 501, 502, L.B.S. Road,
Kurla, Mumbai - 400 070

Dear Sirs,

Sub: Disclosure under Regulation 29(2) 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"), 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").

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 holding 17,15,52,967 (16.90%) Equity Shares.



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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%.

We enclose herewith the requisite disclosure under Regulation 29(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 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 29(2) 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(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Birla Group Holdings Private Limited		
3. Whether the acquirer belongs to Promoter/Promoter group	Yes		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited		
5. Details of the acquisition/disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition/disposal under consideration, holding of acquirer along with PACs of :			
a) Shares carrying voting rights	17,15,52,967	16.90	16.90
b) Shares in the nature of encumbrance (pledge/ lien / non-disposal undertaking / others)	Nil	Nil	Nil
c) Voting rights (VR) otherwise than by equity shares	Nil	Nil	Nil
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	Nil	Nil	Nil
e) Total (a+b+c+d)	17,15,52,967	16.90	16.90
Details of acquisition/sale			
a) Shares carrying voting rights acquired/sold	6,50,66,998	6.41	6.41
b) VRs acquired/sold otherwise than by equity shares	Nil	Nil	Nil



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c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	Nil	Nil	Nil
d) Shares encumbered/ invoked / released by the acquirer	Nil	Nil	Nil
e) Total (a+b+c+/-d)	6,50,66,998	6.41	6.41
After the acquisition/sale, holding of:			
a) Shares carrying voting rights	23,66,19,965	23.31	23.31
b) Shares encumbered with the acquirer	Nil	Nil	Nil
c) VRs otherwise than by shares	Nil	Nil	Nil
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	Nil	Nil	Nil
e) Total (a+b+c+d)	23,66,19,965	23.31	23.31
6. Mode of acquisition/ sale (e.g. open market/ off market/ public issue / rights issue / preferential allotment / inter-se transfer etc.)	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 "), 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 ") 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.		
7. Date of acquisition of / sale of	24.05.2024 (Effective Date)		



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shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	
8. Equity share capital / total voting capital of the TC before the said acquisition/sale.	No. of Equity Shares – 101,50,19,716 Equity shares of Rs. 10/- each fully paid up Amount – Rs. 1015,01,97,160/-
9. Equity share capital/ total voting capital of the TC after the said acquisition/sale	No. of Equity Shares – 101,50,19,716 Equity shares of Rs. 10/- each fully paid up Amount – Rs. 1015,01,97,160/-
10. Total diluted share/voting capital of the TC after the said acquisition.	No. of Equity Shares – 101,50,19,716 Equity shares of Rs. 10/- each fully paid up Amount – Rs. 1015,01,97,160/-

- *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:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

For Birla Group Holdings Private Limited


(Shrikant Turalkar)
Company Secretary
ACS- 14772



Place: Mumbai

Date: 28.05.2024