

Price Waterhouse & Co Chartered Accountants LLP

For the kind attention of the Board of Directors

The Board of Directors
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 City
Maharashtra 400070

Auditor's Certificate on Statement of Pre and post Draft scheme of arrangement summary of total assets, total liabilities, revenue and net worth of the Company and the Demerged Undertaking as on and for the 9 months ended December 31, 2023 and profit/(loss) after tax for the Demerged Undertaking for the 9 months ended December 31, 2023

1. This certificate is issued in accordance with the terms of our agreement dated April 19, 2024.
2. The accompanying Statement prepared by the Management pursuant to the draft Scheme of Arrangement for proposed demerger of the Madura Fashion and Lifestyle business undertaking (the "Demerged Undertaking") of the Aditya Birla Fashion and Retail Limited (hereinafter referred to as the "Scheme") containing Pre and post scheme of arrangement summary of total assets, total liabilities, revenue and net worth of the Company and the Demerged Undertaking as on and for the 9 months ended December 31, 2023 and profit/(loss) after tax for the Demerged Undertaking for the 9 months ended December 31, 2023 (the "Statement/ Declaration") of Aditya Birla Fashion and Retail Limited ("the Company") has been prepared by the Company's Management pursuant to serial numbers 24 and 30 under 'Documents required to be submitted for approval under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, (LODR Regulations) for the Scheme of Amalgamation / Arrangement (including reduction in capital, arrangement with creditors, etc) proposed to be filed under Sections 230-234 and and Section 66 of Companies Act, 2013'; serial number 26 of 'Documents required to be submitted for obtaining No-objection letter of the Exchange under Regulation 59A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, (LODR Regulations) read with Circular issued thereunder for the Scheme of Amalgamation / Arrangement (including reduction in capital, arrangement with creditors, etc) proposed to be filed under Sections 230-234 and Section 66 of Companies Act, 2013, by entity that has listed its non-convertible debt securities (NCDs) or non-convertible redeemable preference shares (NCRPS)', both issued by Bombay Stock Exchange ('BSE') (together referred to as 'BSE Checklist') and serial numbers 19 and 22 under List of documents to be submitted for obtaining observation letter under Regulation 37 of the SEBI (LODR) Regulations, 2015 issued by National Stock Exchange Limited ('NSE') ('NSE checklist') (NSE checklist and BSE checklist together referred to as the 'Checklists'), for the purpose of enabling the Company in filing an application with National Company Law Tribunal ('NCLT'), BSE and NSE stock exchanges for proposed demerger, as communicated to us vide email dated April 03, 2024 from Mr. Anil Malik, Company Secretary ("the Request"). We have initialled the Statement for identification purposes only.



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Registered office and Head office: Plot No. 56 & 57, Block DN, Sector-V, Salt Lake, Kolkata - 700 091

Price Waterhouse & Co. (a Partnership Firm) converted into Price Waterhouse & Co Chartered Accountants LLP (a Limited Liability Partnership with LLP identity no: LLPIN AAC-4362) with effect from July 7, 2014. Post its conversion to Price Waterhouse & Co Chartered Accountants LLP, its ICAI registration number is 304026E/E300009 (ICAI registration number before conversion was 304026E)

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Management's Responsibility for the Statement

3. The preparation of the Statement is the responsibility of the Management of the Company including the creation and maintenance of all accounting and other records supporting its contents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation.
4. The Management is also responsible for ensuring that the Company complies with the requirement of the Checklists and that it provides complete and accurate information as required therein. The Management is also responsible for ensuring that the Company complies with the requirements of the Companies Act, 2013 and provides all relevant information to BSE, NSE and NCLT.

Auditors' Responsibility

5. Pursuant to the Request, it is our responsibility to examine the Statement and the underlying unaudited books and records of the Company as on and for the 9 months period ended December 31, 2023, and provide limited assurance in the form of a conclusion on whether anything has come to our attention that causes us to believe that the particulars in the Statement prepared by the Company are not in agreement with the underlying unaudited books and relevant records of the Company as on and for the 9 months period ended December 31, 2023.
6. The financial statements for the year ended on March 31, 2024 relating to the books and records referred to in paragraph 5 above, are subject to our audit pursuant to the requirements of Companies Act, 2013.
7. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India ('ICAI'). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
9. A limited assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the reporting criteria mentioned in paragraph 5 above. The procedures performed vary in the nature and timing from, and are less extent than for, a reasonable assurance and consequently, the level of assurance obtained is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.



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10. In carrying out our examination as described in paragraph 7 above, we have performed the following procedures in relation to the Statement:

- a) Obtained the Declaration from the Management.
- b) Obtained the underlying Statement of assets and liabilities and Statement of Profit or Loss after tax for the Company and the Demerged undertaking including basis of preparation of such statement, as prepared by the Management and adopted by the Board of directors.
- c) Agreed the totals from the underlying sub-ledgers, registers and other books and records to Statement of assets and liabilities and Statement of Profit or Loss after tax.
- d) Tested amount of total assets in the Declaration, as drawn from the general ledger and registers to the supporting documentation maintained by the Company on a sample basis.
- e) Tested amount of total liabilities in the Declaration, as drawn from the general ledger and registers to the supporting documentation maintained by the Company on a sample basis.
- f) Tested revenue amount in the Declaration, as drawn from the general ledger and registers to the supporting documentation maintained by the Company on a sample basis.
- g) Tested expense amount in the Declaration, as drawn from the general ledger and registers to the supporting documentation maintained by the Company on a sample basis.
- h) Tested revenue and expenses recorded at the period end on a sample basis.
- i) For the amounts pertaining to The Collective and Mono Brands division ('TCMB'), which was earlier included in Madura Fashion & Lifestyle business ('MFL'), tested transactions on a sample basis to obtain comfort that the balances relating to TCMB have been appropriately excluded from the MFL division.
- j) Obtained an understanding of the common assets/ liabilities/ expenses allocated between divisions including allocation of general borrowings, cash and bank balances and current investments and carried forward business losses and unabsorbed depreciation as included in the Declaration. Verified that the allocation is in accordance with basis of preparation used in preparation of the underlying Statement of assets and liabilities and Statement of Profit or Loss after tax. Performed procedures on a sample basis to obtain comfort over the appropriateness of allocation performed by the Management.
- k) Tested the mathematical accuracy of the Declaration.
- l) Tested the mathematical accuracy of the Statement of assets and liabilities and Statement of Profit or Loss after tax.



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Aditya Birla Fashion and Retail Limited
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- m) Obtained management representation for footnotes e) to g) included in the Declaration to determine the appropriateness of the footnotes.

Conclusion

11. Based on our examination and the information and explanations given to us along with the procedures specified in paragraph 10 above, nothing has come to our attention that causes us to believe that the particulars in the Statement are not in agreement with the underlying unaudited books and relevant records of the Company as on and for the 9 months period ended December 31, 2023.

Restrictions on Use

12. Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability is in no way changed by any other role we may have as auditors of the Company or otherwise. Nothing in this certificate, nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as auditors of the Company.
13. This certificate has been issued solely at the request of the Board of Directors of the Company to whom it is addressed, for onward submission to BSE, NSE and NCLT and should not be used for any other purpose. We do not accept or assume any liability or duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come save except where expressly agreed by our prior consent in writing.

For Price Waterhouse & Co Chartered Accountants LLP
Firm Registration Number: 304026E/E-300009



A. J. Shaikh
Partner

Membership Number: 203637
UDIN: 24203637BKENKV8420

Place: Bangalore
Date: April 19, 2024



April 19, 2024

Details of Pre and post scheme of arrangement summary of total assets, total liabilities, revenue and net worth of Aditya Birla Fashion & Retail Limited and the Demerged Undertaking for the 9 months ended December 31, 2023 and profit/(loss) after tax for the Demerged Undertaking for the 9 months ended December 31, 2023

Aditya Birla Fashion & Retail Limited ("ABFRL" or the "Company") is engaged in the business of manufacturing, marketing, sales and/or distribution of fashion apparel, footwear and accessories through offline and/or online channels including wholesale, retail and e-commerce under multiple owned and licensed brands. On April 1, 2024, the Board of directors of the Company has authorised the management to evaluate vertical demerger of the Madura Fashion & Lifestyle business ('MFL' or 'Demerged undertaking') consisting of four lifestyle brands viz. Louis Phillippe, Van Heusen, Allen Solly & Peter England along with casual wear brands viz. American Eagle & Forever 21, sportswear brand Reebok and the innerwear business under Van Heusen into a separate listed entity. The four lifestyle brands were demerged from Aditya Birla Nuvo Limited and listed as ABFRL in 2016. Subsequently the other brands were added to the portfolio through organic and inorganic means. The portfolio of brands has evolved over two decades from a formal men's wear focused portfolio into a diverse portfolio comprising men's formal and casual, women's western, youth fashion, innerwear and sportswear.

Details as required by serial number 24 and 30 under documents required to be submitted for approval under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, (LODR Regulations) for the Scheme of Amalgamation / Arrangement (including reduction in capital, arrangement with creditors, etc) and serial number 26 under Regulation 59A of the LODR Regulations proposed to be filed under Sections 230-234 issued by BSE Limited ('BSE') ('BSE Checklist') and as required by serial numbers 19 and 22 under List of documents to be submitted for obtaining observation letter under Regulation 37 of the SEBI (LODR) Regulations, 2015 issued by National Stock Exchange Limited ('NSE') ('NSE checklist'), based on the unaudited financial information of the Company at December 31, 2023 is as below:

A handwritten signature in green ink, appearing to be "Sib", with a horizontal line underneath it.



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

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Fax: +91 86529 05400

Website: www.abfirl.com

E-mail: secretarial@abfirl.adityabirla.com



Amounts in INR Crores

Particulars	ABFRL		Demerged undertaking (MFL)	
	As at and for the nine months ended December 31, 2023	As at and for the nine months ended December 31, 2023	As at and for the nine months ended December 31, 2023	As at and for the nine months ended December 31, 2023
	Pre demerger	Post demerger	Pre demerger	Post demerger
Revenue	9,499	3,572	5,927	5,927
Profit/(loss) after tax	(78)	(240)	162	162
Total Assets	18,667	10,112	8,555	8,555
Total Liabilities	14,944	7,319	7,625	7,625

Details of pre and post demerger net-worth of the demerged entity based on unaudited financial information of the Company as on December 31, 2023:

Particulars	Amount in crores
Share capital subscribed and paid up	949
Share application money pending allotment	0
Share suspense account	0
Reserves and Surplus (Including securities premium, retained earnings and others)	2,267
Share warrants	475
Other comprehensive income	8
Net worth before adjusting effect of demerger	3,699
Adjustment for the effect of demerger	930
Net worth after adjusting effect of demerger	2,769



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Note (i): Adjustment for effect of demerger:

Particulars	Amount in INR Crores
Carrying value of assets of demerged undertaking as on December 31, 2023	8,555
Carrying value of liabilities of demerged undertaking as on December 31, 2023	7,625
Net assets/ liabilities of demerged undertaking to be transferred	930

Notes:

- Carried forward business losses and unabsorbed depreciation of the Company have been allocated as per the Income Tax Act, 1961.
- Input tax credit receivable under Goods and Services Tax has been apportioned to the demerged division as per GST Rules.
- Specific borrowings have been allocated to respective divisions on the basis of the end use criteria specified in the agreements. General borrowings have been allocated between the demerged and remaining undertakings, in proportion of the total assets of each division to the total assets of the Company. The said allocation is in accordance with Explanation 2(c) of Section 2(19AA) of Income Tax Act.
- Assets and liabilities, other than those specified in a) to c) above, are specifically identifiable for each of the divisions on the basis of the books and records maintained by the Company.
- Amount of adjustment for effect of demerger is as at December 31, 2023 and would undergo a change as on the appointed date and as on the effective date.
- The Statement has been prepared based on the balances and transactions relating to the divisions as included in the standalone unaudited financial results of the Company for the 9 months period ended December 31, 2023.
- We confirm that the net worth of the Company as at December 31, 2023 adjusted for the effect of demerger is calculated based on the Scheme of demerger and is as per Section 2(57) of Companies Act, 2013. This calculation is based on the unaudited financial information and books and records of the Company as of and for the nine-month ended December 31, 2023.

For Aditya Birla Fashion and Retail Limited


Jagdish Bajaj
Chief Financial Officer



ADITYA BIRLA FASHION AND RETAIL LIMITED

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For the kind attention of the Board of Directors

The Board of Directors
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 City
Maharashtra 400070

Auditor's Certificate on Statement containing comparison of revenue, net worth and profit/ (loss) after tax of demerged undertaking with the total revenue, total net worth and total profit/ (loss) after tax of Company for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021

1. This certificate is issued in accordance with the terms of our agreement dated April 19, 2024.
2. The accompanying Statement prepared pursuant to the proposed Scheme of Arrangement for demerger of the Madura Fashion and Lifestyle business undertaking (the "Demerged Undertaking") containing comparison of revenue, net worth and profit/ (loss) of demerged undertaking with the total revenue, total net worth and total profit/ (loss) after tax of Company for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 (the "Statement/ Declaration") of Aditya Birla Fashion and Retail Limited ("the Company") has been prepared by the Company's Management pursuant to the requirement of serial numbers 24 and 30 under 'Documents required to be submitted for approval under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, (LODR Regulations) for the Scheme of Amalgamation / Arrangement (including reduction in capital, arrangement with creditors, etc) proposed to be filed under Sections 230-234 and and Section 66 of Companies Act, 2013'; serial number 26 of 'Documents required to be submitted for obtaining No-objection letter of the Exchange under Regulation 59A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, (LODR Regulations) read with Circular issued thereunder for the Scheme of Amalgamation / Arrangement (including reduction in capital, arrangement with creditors, etc) proposed to be filed under Sections 230-234 and Section 66 of Companies Act, 2013, by entity that has listed its non-convertible debt securities (NCDs) or non-convertible redeemable preference shares (NCRPS)', both issued by Bombay Stock Exchange ('BSE') (together referred to as 'BSE Checklist') and serial numbers 19 and 22 under List of documents to be submitted for obtaining observation letter under Regulation 37 of the SEBI (LODR) Regulations, 2015 issued by National Stock Exchange Limited ('NSE') ('NSE checklist') (NSE checklist and BSE checklist together referred to as the 'Checklists'), for the purpose of enabling the Company in filing an application with National Company Law Tribunal ('NCLT'), BSE and NSE stock exchanges for the proposed demerger, as communicated to us vide email dated April 03, 2024 from Mr. Anil Malik, Company Secretary ("the Request"). We have initialled the Statement for identification purposes only.



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Aditya Birla Fashion and Retail Limited
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Managements' Responsibility for the Statement

3. The preparation of the Statement is the responsibility of the Management of the Company including the creation and maintenance of all accounting and other records supporting its contents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation.
4. The Management is also responsible for ensuring that the Company complies with the requirement of the Checklists and that it provides complete and accurate information as required therein. The Management is also responsible for ensuring that the Company complies with the requirements of the Companies Act, 2013 and provides all relevant information to BSE, NSE and NCLT.

Auditors' Responsibility

5. Pursuant to the Request, it is our responsibility to examine the Statement and the underlying audited books and records of the Company as on and for the years ended March 31, 2023, March 31, 2022 and March 31, 2021 and provide limited assurance in the form of a conclusion on whether anything has come to our attention that causes us to believe that the particulars in the Statement prepared by the Company are not in agreement with the underlying audited books and relevant records of the Company as on and for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021.
6. The financial statements relating to the books and records referred to in paragraph 5 above for the financial years ended March 31, 2023 and March 31, 2022, have been audited by us pursuant to the requirements of Companies Act, 2013, on which we issued an unmodified audit opinion vide our reports dated May 22, 2023 and May 18, 2022, respectively. Our audit of these financial statements has been conducted in accordance with the Standards on Auditing referred to in section 143(10) of the Companies Act, 2013 and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India ('ICAI'). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.
7. The financial statements of the Company for the year ended March 31, 2021 relating to the books and records, referred to in paragraph 5 above, were audited by another firm of chartered accountants who, vide their report dated May 28, 2021, expressed an unmodified opinion on those financial statements.
8. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India ('ICAI'). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.



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Aditya Birla Fashion and Retail Limited
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10. A limited assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the reporting criteria mentioned in paragraph 5 above. The procedures performed vary in the nature and timing from, and are less extent than for, a reasonable assurance and consequently, the level of assurance obtained is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.
11. In carrying out our examination as described in paragraph 8 above, we have performed the following procedures in relation to the Statement:
 - a) Obtained the Declaration from the Management.
 - b) Obtained the underlying Statement of assets and liabilities and Statement of Profit or Loss after tax for the Company and the Demerged undertaking, including basis of preparation of such statement, as prepared by the Management and adopted by the Board of directors.
 - c) Agreed the totals from the underlying sub-ledgers, registers and other books and records to Statement of assets and liabilities and Statement of Profit or Loss after tax.
 - d) Tested amount of total assets and liabilities as per underlying statement, as drawn from the general ledger and registers to the supporting documentation maintained by the Company on a sample basis.
 - e) Tested revenue amount in the Declaration, as drawn from the general ledger and registers to the supporting documentation maintained by the Company on a sample basis.
 - f) Tested expense amount in the Declaration, as drawn from the general ledger and registers to the supporting documentation maintained by the Company on a sample basis.
 - g) Tested revenue and expenses recorded at the period end on a sample basis.
 - h) For the amounts pertaining to The Collective and Mono Brands division ('TCMB'), which was earlier included in Madura Fashion & Lifestyle business ('MFL'), tested transaction on a sample basis to obtain comfort that the balances relating to TCMB have been appropriately excluded from the MFL division.
 - i) Obtained an understanding of the common assets/ liabilities allocated between divisions including allocation of general borrowings, cash and bank balances and current investments and carried forward business losses and unabsorbed depreciation as included in the Declaration. Verified that the allocation is accordance with basis of preparation used in preparation of the underlying Statement of assets and liabilities and Statement of Profit or Loss after tax. Performed procedures on a sample basis to obtain comfort over the appropriateness of allocation performed by the Management.
 - j) Tested the mathematical accuracy of the Declaration.
 - k) Tested the mathematical accuracy of the Statement of assets and liabilities.



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Aditya Birla Fashion and Retail Limited
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- l) Obtained management representation for footnotes e) to g) included in the Declaration to determine the appropriateness of the footnotes.

Conclusion

12. Based on our examination and the information and explanations given to us along with the procedures specified in paragraph 11 above, nothing has come to our attention that causes us to believe that the particulars in the Statement prepared by the Company are not in agreement with the underlying audited books and relevant records of the Company for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021.

Restrictions on Use

13. Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability is in no way changed by any other role we may have as auditors of the Company or otherwise. Nothing in this certificate, nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as auditors of the Company.
14. This certificate has been issued solely at the request of the Board of Directors of the Company to whom it is addressed, for onward submission to BSE, NSE and NCLT and should not be used for any other purpose. We do not accept or assume any liability or duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come save except where expressly agreed by our prior consent in writing.

For Price Waterhouse & Co Chartered Accountants LLP
Firm Registration Number: 304026E/E-300009



A. J. Shaikh
Partner

Membership Number: 203637
UDIN: 24203637BKENKW3540

Place: Bangalore
Date: April 19, 2024



April 19, 2024

Statement of revenue, net worth and profit/ (loss) after tax of the Demerged undertaking with the total revenue, total net worth and total profit/ (loss) after tax of Aditya Birla Fashion & Retail Limited for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021

Aditya Birla Fashion & Retail Limited ("ABFRL" or the "Company") is engaged in the business of manufacturing, marketing, sales and/or distribution of fashion apparel, footwear and accessories through offline and/or online channels including wholesale, retail and e-commerce under multiple owned and licensed brands. On April 1, 2024, the Board of directors of the Company has authorised the management to evaluate vertical demerger of the Madura Fashion & Lifestyle business ('MFL' or 'Demerged undertaking') consisting of four lifestyle brands viz. Louis Phillippe, Van Heusen, Allen Solly & Peter England along with casual wear brands viz. American Eagle & Forever 21, sportswear brand Reebok and the innerwear business under Van Heusen into a separate listed entity. The four lifestyle brands were demerged from Aditya Birla Nuvo Limited and listed as ABFRL in 2016. Subsequently the other brands were added to the portfolio through organic and inorganic means. The portfolio of brands has evolved over two decades from a formal men's wear focused portfolio into a diverse portfolio comprising men's formal and casual, women's western, youth fashion, innerwear and sportswear.

Details as required by serial numbers 24 and 30 under documents required to be submitted for approval under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, (LODR Regulations) for the Scheme of Amalgamation / Arrangement (including reduction in capital, arrangement with creditors, etc) and serial number 26 under Regulation 59A of the LODR Regulations proposed to be filed under Sections 230-234 issued by BSE Limited ('BSE') ('BSE Checklist') and as required by serial numbers 19 and 22 under List of documents to be submitted for obtaining observation letter under Regulation 37 of the SEBI (LODR) Regulations, 2015 and in connection with filing of an application with National Company Law Tribunal ('NCLT'), BSE and NSE in relation to proposed demerger of Madura Fashion & Lifestyle business ('MFL') into a separate entity (hereinafter referred to as the "proposed demerger"), solely for the purpose of enabling the Company in filing an application with NCLT, BSE and NSE stock exchanges for proposed demerger is as below:



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

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Amounts in INR Crores

Particulars	ABFRL	Demerged undertaking (Madura)	Percentage of Demerged undertaking to ABFRL	Remaining Business	Percentage of Remaining Business to ABFRL
Revenue	11,737	7,607	65%	4,130	35%
Profit/(loss) after tax	133	191	144%	-58	-44%
Net worth	3,764	782	21%	2,982	79%
As at and for the year ended March 2022					
Revenue	7,824	5,185	66%	2,639	34%
Profit/(loss) after tax	(81)	99	(123%)	-180	223%
Net worth	2,860	422	15%	2,438	85%
As at and for the year ended March 2021					
Revenue	5,181	3,270	63%	1,911	37%
Profit/(loss) after tax	(650)	(282)	43%	-368	57%
Net worth	2,663	327	12%	2,336	88%

Details of net-worth of the demerged entity based on audited financial statements of the Company as on March 31, 2023, March 31, 2022 and March 31, 2021:

Amount in INR crores

Particulars	Amount in INR crores		
	As on March 31, 2023	As on March 31, 2022	As on March 31, 2021
Share capital subscribed and paid up	949	938	915
Share application money pending allotment	0	-	-
Share suspense account	0	0	0
Reserves and Surplus (Including securities premium, retained earnings and others)	2,334	1,918	1,746
Share warrants	475	-	-
Other comprehensive income	6	4	2
Net worth before adjusting effect of demerger	3,764	2,860	2,663
Adjustment for the effect of demerger (Note (i) below)	782	422	327
Net worth after adjusting effect of demerger	2,982	2,438	2,336

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Note (i): Adjustment for effect of demerger:

Particulars	Amount in INR crores		
	As on March 31, 2023	As on March 31, 2022	As on March 31, 2021
Carrying value of assets of demerged division	7,522	5,701	4,656
Carrying value of liabilities of demerged division	6,740	5,279	4,329
Net assets/ liabilities of demerged division to be transferred (Refer Note (g))	782	422	327

Notes:

- Carried forward business losses and unabsorbed depreciation of the Company have been allocated as per the Income Tax Act, 1961.
- Input tax credit receivable under Goods and Services Tax has been apportioned to the demerged undertaking as per GST Rules.
- Specific borrowings have been allocated to respective undertaking on the basis of the end use. General borrowings are allocated based on management's estimate of the utilization pattern to the respective business undertakings.
- Assets and liabilities, other than those specified in a) to c) above, are specifically identifiable for each of the divisions on the basis of the books and records maintained by the Company.
- Amount of adjustment for effect of demerger is as at March 31, 2023, March 31, 2022, and March 31, 2021 and would undergo a change as on appointed date and as on effective date.
- The Statement has been prepared based on the balances and transactions relating to the divisions as included in the standalone audited financial statements of the Company for the year ended March 31, 2023, March 31, 2022 and March 31, 2021 respectively.
- Net worth of the Company as at March 31, 2023, March 31, 2022 and March 31, 2021 is determined as per Section 2(57) of Companies Act, 2013.

For Aditya Birla Fashion and Retail Limited


Jagdish Bajaj
Chief Financial Officer



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

Price Waterhouse & Co Chartered Accountants LLP

For the kind attention of the Board of Directors

The Board of Directors,
Aditya Birla Lifestyle Brands Limited
Piramal Agastya Corporate Park, Building A
4th and 5th Floor, Unit No. 401, 403, 501, 502
I..B.S Road, Kurla, Mumbai City
Maharashtra 400070

Auditor's Certificate on Statement of Post draft scheme of arrangement summary of total assets, total liabilities, revenue and net worth of the Company and the Demerged Undertaking as on and for the 9 months ended December 31, 2023

1. This certificate is issued in accordance with the terms of our agreement dated April 19, 2024.
2. The accompanying Statement prepared by the Management pursuant to the draft Scheme of Arrangement for proposed demerger of the Madura Fashion and Lifestyle business undertaking (the "Demerged Undertaking") of the Aditya Birla Fashion and Retail Limited ("Transferor Company") (hereinafter referred to as the "Scheme") containing Post Draft scheme of arrangement summary of total assets, total liabilities, revenue and net worth of the Company and the Demerged Undertaking as on and for the 9 months ended December 31, 2023 (the "Statement/ Declaration") of Aditya Birla Lifestyle Brands Limited ("the Company") has been prepared by the Company's Management pursuant to the requirement of serial numbers 24 and 30 under 'Documents required to be submitted for approval under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, (LODR Regulations) for the Scheme of Amalgamation / Arrangement (including reduction in capital, arrangement with creditors, etc) proposed to be filed under Sections 230-234'; serial number 26 of 'Documents required to be submitted for obtaining No-objection letter of the Exchange under Regulation 59A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, (LODR Regulations) read with Circular issued thereunder for the Scheme of Amalgamation / Arrangement (including reduction in capital, arrangement with creditors, etc) proposed to be filed under Sections 230-234 and Section 66 of Companies Act, 2013, by entity that has listed its non-convertible debt securities (NCDs) or non-convertible redeemable preference shares (NCRPS)', both issued by Bombay Stock Exchange ('BSE') (together referred to as 'BSE Checklist') and serial numbers 19 and 22 under 'List of documents to be submitted for obtaining observation letter under Regulation 37 of the SEBI (LODR) Regulations, 2015' issued by National Stock Exchange Limited ('NSE') ('NSE checklist') (NSE checklist and BSE checklist together referred to as the 'Checklists'), for the purpose of enabling the Company in filing an application with National Company Law Tribunal ('NCLT'), BSE and NSE stock exchanges for proposed demerger, as communicated to us vide the Company's email dated April 03, 2024 from Mr. Anil Malik, Director from Aditya Birla Lifestyle Brands Limited ("Request"). We have initialled the Statement for identification purposes only.

Management's Responsibility for the Statement

3. The preparation of the Statement is the responsibility of the Management of the Company including the creation and maintenance of all accounting and other records supporting its contents. This responsibility includes the design, implementation, and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation.
4. The Management is also responsible for ensuring that the Company complies with the requirement of the Checklists and that it provides complete and accurate information as required therein. The Management is also responsible for ensuring that the Company complies with the requirements of the Companies Act, 2013 and provides all relevant information to BSE, NSE and NCLT.

Price Waterhouse & Co Chartered Accountants LLP, 5th Floor, Tower 'D', The Millenia, 1 & 2 Murphy Road, Ulsoor Bengaluru - 560 008

T: +91 (80) 4079 5000, F: +91 (80) 4079 5222

Registered office and Head office: Plot No. 56 & 57, Block DN, Sector-V, Salt Lake, Kolkata - 700 091

Price Waterhouse & Co. (a Partnership Firm) converted into Price Waterhouse & Co Chartered Accountants LLP (a Limited Liability Partnership with LLP identity no: LLPIN AAC-4362) with effect from July 7, 2014. Post its conversion to Price Waterhouse & Co Chartered Accountants LLP, its ICAI registration number is 304026E/E300009 (ICAI registration number before conversion was 304026E)



Price Waterhouse & Co Chartered Accountants LLP

Aditya Birla Lifestyle Brands Limited
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13. This certificate has been issued solely at the request of the Board of Directors of the Company to whom it is addressed, for onward submission to BSE, NSE and NCLT and should not be used for any other purpose. We do not accept or assume any liability or duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come save except where expressly agreed by our prior consent in writing.

For Price Waterhouse & Co Chartered Accountants LLP
Firm Registration Number: 304026E/E-300009



A. J. Shaikh
Partner

Membership Number: 203637
UDIN: 24203637BKENKX4519

Place: Bangalore
Date: April 19, 2024

ADITYA BIRLA LIFESTYLE BRANDS LIMITED

(A wholly owned subsidiary of Aditya Birla Fashion and Retail Limited)

April 19, 2024

Details of Pre and post scheme of arrangement summary of total assets, total liabilities, revenue and net worth of Aditya Birla Lifestyle Brands Limited ('ABLBL' or 'Resultant Company' or 'Company') as at December 31, 2023

ABLBL was incorporated on April 09, 2024 as a wholly owned subsidiary of Aditya Birla Fashion and Retail Limited ("ABFRL" or the "Demerged Company") with its registered office in Mumbai, Maharashtra. Pursuant to the proposed scheme of arrangement between ABFRL and ABLBL, Madura Fashion & Lifestyle business ('MFL' or 'Demerged undertaking') of ABFRL will be vertically demerged and will be transferred and vest with the Company on a going concern basis. Pursuant to the demerger, ABLBL will be listed as a separate entity. Madura Fashion & Lifestyle business ('MFL' or 'Demerged undertaking') consists of four lifestyle brands viz. Louis Phillippe, Van Heusen, Allen Solly & Peter England along with casual wear brands viz. American Eagle and Forever 21, sportswear brand Reebok and the innerwear business under Van Heusen.

In regards to the above Scheme of arrangement, the details as required by serial numbers 24 and 30 under documents required to be submitted for approval under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, (LODR Regulations) for the Scheme of Amalgamation / Arrangement (including reduction in capital, arrangement with creditors, etc) proposed to be filed under Sections 230-234 issued by Bombay Stock Exchange ('BSE') ('BSE Checklist') and as required by serial numbers 19 and 22 under List of documents to be submitted for obtaining observation letter under Regulation 37 of the SEBI (LODR) Regulations, 2015 ('NSE Checklist'), based on the unaudited financial information of the Company as at December 31, 2023 is as below:

Amounts in INR Crores

Particulars	ABLBL	
	As at and for the nine months ended December 2023#	
	Post demerger	
Total Assets		8,555
Total Liabilities		7,625
Revenue		5,927
Net Worth		930

The Company was incorporated on April 09, 2024 and accordingly there are no pre-demerger amounts to report for Total assets, Total liabilities, revenue and net worth as on and for the nine months ended December 31, 2023.



Registered Office:

Piramal Agastya Corporate Park, Building 'A', 4th and 5th Floor,
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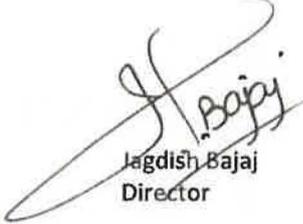
ADITYA BIRLA LIFESTYLE BRANDS LIMITED

(A wholly owned subsidiary of Aditya Birla Fashion and Retail Limited)

Notes:

- a) The Statement has been prepared based on a letter from ABFRL containing balances relating to the Demerged undertaking as at December 31, 2023 to the Board of Directors of the company based on their unaudited books and records.
- b) Revenue reported above is the revenue of the Demerged undertaking as included in the standalone unaudited financial results of ABFRL for the 9 months ended December 31, 2023 and provided to us in the letter referred in note a) above.
- c) Post demerger net worth of the Company has been determined to be equal to the net assets proposed to be transferred to the Company pursuant to the scheme of arrangement.
- d) Carrying amount of assets and liabilities as at December 31, 2023 would undergo a change as on the appointed date and as on the effective date.

For Aditya Birla Fashion and Retail Limited


Jagdish Bajaj
Director



Registered Office:

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