



February 5, 2026

BSE Limited
Scrip code: **535755**

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

Sub.: Scheme of Amalgamation of two Wholly Owned Subsidiaries

Ref.: 1. Regulation 30 (read with Schedule III-Part A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations");
2. SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 ("SEBI Master Circular")

Dear Sir/ Madam,

This is to inform you that the Board of Directors of Aditya Birla Fashion and Retail Limited, at their meeting held today i.e. Thursday, February 5, 2026 have, *inter alia*, considered and approved the Scheme of Amalgamation ("Scheme") amongst Aditya Birla Fashion and Retail Limited ("Amalgamated Company" or "Company") and Jaypore E-Commerce Private Limited ("Amalgamating Company 1") and TG Apparel & Decor Private Limited ("Amalgamating Company 2") and their respective shareholders and creditors pursuant to Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder. Amalgamating Company 1 and Amalgamating Company 2 are wholly - owned subsidiary companies of the Amalgamated Company. The Scheme provides for the merger of Amalgamating Company 1 and Amalgamating Company 2 with the Company.

Since the entire share capital of the Amalgamating Company 1 and Amalgamating Company 2 is held by the Company, and the Company, being the holding company, cannot issue or allot any shares to itself, no new shares whatsoever shall be issued by the Company in consideration of the amalgamation.

The Scheme is subject to necessary statutory and regulatory approvals under applicable laws, including approval of the Hon'ble National Company Law Tribunal, Mumbai.

The disclosure as required pursuant to Regulation 30 of the SEBI Listing Regulations read with SEBI Master Circular, is attached as **Annexure A**.

The Board meeting commenced at 3:30 p.m. and concluded at 17:32 p.m.

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

You are requested to take the same on record.

Thanking you.

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

Rajeev Agrawal
Company Secretary & Compliance Officer
ACS 18877

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,
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ANNEXURE A

S. No.	Particulars	Disclosure												
a)	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as size, turnover, etc.	<p>Amalgamating Company 1: Jaypore E-Commerce Private Limited ("Jaypore")</p> <p>Amalgamating Company 2: TG Apparel & Decor Private Limited ("TG").</p> <p>Amalgamated Company: Aditya Birla Fashion and Retail Limited ("ABFRL" or "the Company"). The equity shares of ABFRL are listed on the BSE Limited and the National Stock Exchange of India Limited.</p> <p>Jaypore and TG are wholly-owned subsidiaries of the Company.</p> <p style="text-align: right;">(Rs. in Crore)</p> <table> <tr> <th>Name of Entities</th><th>Net Worth as on March 31, 2025</th><th>Turnover as on March 31, 2025</th></tr> <tr> <td>Jaypore</td><td>24.78</td><td>90.33</td></tr> <tr> <td>TG</td><td>(1.23)</td><td>-</td></tr> <tr> <td>ABFRL</td><td>8,298</td><td>5,609</td></tr> </table>	Name of Entities	Net Worth as on March 31, 2025	Turnover as on March 31, 2025	Jaypore	24.78	90.33	TG	(1.23)	-	ABFRL	8,298	5,609
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Jaypore	24.78	90.33												
TG	(1.23)	-												
ABFRL	8,298	5,609												
b)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	<p>The Scheme involves the amalgamation of wholly-owned subsidiary companies with the holding company. Therefore, it is exempted as per Regulation 23(5)(b) of the SEBI Listing Regulations.</p> <p>Furthermore, in accordance with the General Circular No. 30/2014 dated July 17, 2014, issued by the Ministry of Corporate Affairs, transactions resulting from compromises, arrangements, and amalgamations under the Companies Act, 2013, are not subject to the requirements of Section 188 of Companies Act, 2013.</p>												
c)	Area of business of the entity(ies)	<p>Amalgamating Company 1 i.e. Jaypore E-Commerce Private Limited is a B2C entity engaged in the sale of ethnic fashion merchandise and home decor items in India and abroad under its own brand "Jaypore".</p> <p>Amalgamating Company 2 i.e. TG Apparel & Decor Private Limited has not been engaged in any business activities for the last three years.</p> <p>Amalgamated Company i.e. Aditya Birla Fashion and Retail Limited is engaged in the business of manufacturing and retailing of branded apparels/ accessories and runs a chain of apparels and accessories retail stores in India</p>												
d)	Rationale for amalgamation/ merger	<p>a. Simplification of legal & operating structure;</p> <p>b. Streamlining of business & administrative operations consequently reducing administrative & other operating costs;</p> <p>c. Seamless integration and better financial strength and flexibility for the Amalgamated Company, which would result in maximizing overall shareholder value.</p>												

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S. No.	Particulars	Disclosure
e)	In case of cash consideration – amount or otherwise share exchange ratio	There is no consideration involved. The entire share capital of Jaypore and TG is held by ABFRL. Accordingly, upon the Scheme becoming effective, all equity shares issued by Jaypore and TG shall stand cancelled and extinguished.
f)	Brief details of change in shareholding pattern (if any) of the listed entity	There will be no change in the shareholding pattern of ABFRL pursuant to the aforesaid Scheme, as no shares would be issued by the Company in consideration for the amalgamation.

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