

LETTER OF OFFER

ISSUE OF Commercial Paper (CP) & Non-Convertible Debentures (NCD)

Of original or initial maturity up to one year

PART I: Issuer Details

Name and Address of Issuer	ADITYA BIRLA LIFESTYLE BRANDS LIMITED , 'PIRAMAL AGASTYA CORPORATE PARK,BUILDING A, 4 AND 5 FLOOR, UNIT NO 401,403,501,502, LBS ROAD, KURLA, MUMBAI, MAHARASHTRA,400070
Business Segment / Activity	Engaged in business of manufacturing and retailing of branded apparels and runs a chain of apparels and accessories retail stores in India
Chief Executive (Managing Director / President / CEO / CFO / Top Most Executive)	AUTHORISED SIGNATORY
Group Affiliation (If Any)	NA

PART II: Issue Details

ISIN	INE14LE14061
Proposed Date of Issue	19/12/2025
Amount (Rs. in crs)	200
Tenor and Date of Maturity	89 days and 18/03/2026
Proposed to be listed/Unlisted	Proposed to be listed
End Use of CP / NCD proposed (specific details)	For Working Capital Requirements
Market Conventions	FIMMDA Conventions

Credit Rating Details for the Proposed Issue	Credit Rating - 1	
Credit Rating Issuer	CRISIL	
Rating	A1+	
Date of Rating	16/12/2025	
Validity for Issuance	60 days	
Validity period for rating	1 Year	
For Amount (Rs.)	Rs. 1,000 Crores	
Conditions (If Any)	NA	
Long term credit rating obtained by the Issuer	AA+	NA
Unaccepted Credit Rating assigned to the Issuer	NA	NA
Issuing and Paying Agent Details (Name and Address)	ICICI Bank , ICICI Bank Ltd, 1, Shobha Pearl, Commissariat Road, Bangalore	ICICI Bank , ICICI Bank Ltd, 1, Shobha Pearl, Commissariat Road, Bangalore

Debenture Trustee Details (Name and Address) (In case of NCD)	N.A
Credit Enhancement Details (If any)	No
Description of Instrument	N.A.
Amount (Rs. In Lacs)	Rs. N.A. Lacs

In Favor of	N.A.
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Guarantor Details

Name and Address of the Guarantor		
Net Worth of the Guarantor (Rs. In Lacs)		N.A.
Extent of The Guarantee Offered by the Guarantor for the Issue		N.A.
Conditions under which the guarantee will be invoked		N.A.
Trustee Details (Name and Address)		N.A.
Whether guarantor is a group entity		No
If yes,		
Names of Companies to which Guarantor has issued similar guarantees,		
Name	Extent of Guarantee	Conditions Under Which the guarantee will be invoked
N.A.	N.A.	N.A.

PART III Issuer Financial Details

CP/NCD Borrowing Limit	Rs. 500 Crores
Date of Board Resolution	04/11/2025
1. Limit approved by Board	Rs. 500 Crores
2. Limit as per CRA	Rs. 1000 Crores
3. Limit approved by Regulator concerned (if applicable)	Rs. 500 Crores

Details of CP/NCD and other Debt Instruments outstanding as on date of Letter of Offer CP / NCD / other Debt Instruments (Including Liabilities not redeemed on due date)

ISIN	ISSUE DATE	AMOUNT (in Rs crs)	MATURITY DATE	AMOUNT O/S (in Rs crs)	IPA	CRA	RATING	RATED AMOUNT (in Rs crs)
INE14LE14012	31/07/2025	150	29/10/2025	0	ICICI Bank Ltd	CRISIL	A1+	1,000
INE14LE14020	15/09/2025	200	15/12/2025	0	ICICI Bank Ltd	CRISIL	A1+	1,000
INE14LE14038	22/09/2025	150	19/12/2025	150	ICICI Bank Ltd	CRISIL	A1+	1,000
INE14LE14046	14/11/2025	150	12/02/2026	150	ICICI Bank Ltd	CRISIL	A1+	1,000

Details of NCD and other Debt Instruments outstanding as on date of Letter of Offer NCD / other Debt Instruments (Including Liabilities not redeemed on due date)

ISIN	Issue Date	Amount (in Rs Crs)	Maturity Date	Amount o/s (in Rs crs)	IPA	Debenture trustee (in case of NCD)	CRA	Rating	Rated Amount
INE647O08115	30/01/2023	500	30/01/2026	500	NA	NA	NA	NA	0

* Issuer's liability under the CP will continue beyond due date, in case the CP is not redeemed on due date.

C.Fund-based facilities from banks/Financial institutions, if any

Name of the bank	Nature of facility	O/S amount/Limit (in Rs crs)	Asset classification
HDFC BANK	CC/OD/WCDL	287	STANDARD
ICICI BANK	CC/OD/WCDL	230	STANDARD
HDFC BANK	CC	33.24	STANDARD

Shareholding Details of Promoters / Details of Share Pledged

A. Shareholding Details Of Promoters

Sl. No.	Name and Category Of Shareholding	Total No. of equity shares	No. of shares in demat form	Total shareholding as % of total no. of equity shares
1	Rajashree Birla Category : Promoter group	863696	863696	0.07
2	Kumar Mangalam Birla Category : Promotor Group	1251589	1251589	0.10
3	Neerja Birla Category : Promoter Group	20270	20270	0.00
4	Vasavadatta Bajaj Category : Promoter Group	19542	19542	0.00
5	Aditya Vikram Kumar Mangalam Birla HUF (Kumar Mangalam Birla) Category : Promoter Group	1780	1780	0.00
6	IGH Holdings Private Limited Category : Promoter Group	136472680	136472680	11.18
7	Grasim Industries Limited Category : Promoter Group	97593931	97593931	8.00
8	Hindalco Industries Limited Category : Promoter Group	50239794	50239794	4.12
9	Pilani Investment and Industries Corporation Limited Category : Promoter Group	44822856	44822856	3.67
10	Birla Industrial Finance (India) Limited Category : Promoter Group	166508	166508	0.01
11	Birla Consultants Limited Category : Promoter Group	166422	166422	0.01
12	ABNL Investment Limited Category : Promoter Group	77430	77430	0.01
13	Birla Industrial Investments (India) Limited Category : Promoter Group	34666	34666	0.00
14	ECE Industries Limited Category : Promoter Group	0	0	0.00
15	Birla Group Holdings Private Limited Category : Promoter	236619965	236619965	19.39

B. Details Of Shares Pledged

Sl. No.	Name and Category Of Shareholding	No. of shares pledged or otherwise encumbered	Total shareholding as % of total no. of equity shares
1	NA Category : NA	0	0.00

Financial Summary (in Rs. crs)
(Including Net worth / Equity / Investment in subsidiaries / Affiliates)

Particulars	Current Year
As On	31-03-2025
Equity	1,220.31
Net worth	1,293.90
Investment in Subsidiaries / Affiliates	35
Total debt Outstanding	851.22
Short Term	850.18
Other Debt	1.04
Gross Income	7,907
Operating Profit (PBITD)	1,169.79
Gross Profit (PBSD)	468.14
Net Profit (Post Tax)	69
Audit Qualification (If Any)	NA

Note: If the issuer has not been in existence for three years, the information of the issuer for the period such information is available shall be disclosed.

Details of Statutory Auditor and Changes in the Last Three Financial Years

A. Details of Statutory Auditor

Name and Address	Date of Appointment	Remarks
Price Waterhouse & Co Chartered Accountants LLP Address : 5th Floor, Tower 'D', The Millenia, 1 & 2 Murphy Road, Ulsoor, Bengaluru, 560 008.	19/04/2024	NA

B. Details Of Changes in the Last Three Financial Years

Name and Address	Date of Appointment / Resignation	Date of Cessation (In case of resignation)	Remarks (viz. reasons for change etc)
NA Address : NA	19/04/2024	N.A.	NA

Details of default in repayment of CP, NCD or any other debt instrument and other financial indebtedness including corporate guarantee issued in the past five financial years including in the current financial year.

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Details of any other material event / development having implications for the financials / credit quality resulting in material liability, corporate restructuring event or such other matters affecting the issue or investor's decision

(All ongoing and outstanding material litigation irrespective of age to be reported)

Pursuant to Scheme of Arrangement among Aditya Birla Fashion and Retail Limited ("Demerged Company"), Aditya Birla Lifestyle Brands Limited and their respective shareholders and creditors, certain litigation proceedings have been transferred from Demerged Company to the Company, the details of which are provided below: Material civil litigation against Company O.M.P. (Comm) 278/2022 - Trinath Khera and Anr. v. ABFRL The present Petition has been filed by the petitioner under Section 34 of the Arbitration and Conciliation Act, 1996 ("Petition") inter alia seeking an order setting aside the arbitration award dated 15.07.2020 passed by the Ld. Sole Arbitrator in Arbitration Case No. DAC/94/09-11 ("Award"). A total of 23 claims were raised by the petitioner in the arbitration proceedings. However, out of the 23 claims raised, only 4 claims were allowed, 5 claims were partially allowed, 12 claims were rejected, and 2 claims were not pressed by the petitioner. The claims raised by the Petitioner were pertaining to the agreement dated 10.08.2005 executed between the petitioner and ABFRL. The petitioner vide the present Petition has sought

Material
Litigation,
if any :

partial modification of Award dated 15.07.2020 with respect to 9 claims which were rejected/partially allowed by the Ld. Sole Arbitrator. The Hon'ble Delhi High Court vide Order dated 09.07.2024 has directed both the parties to place their written submissions on record within two weeks with the copies of judgments. The matter is next listed on 22.09.2025. CS No 88/2016 - Isha Distribution Pvt Ltd. -v- ABFRL M/s. Isha Distribution House Pvt. Ltd. ("Isha") was a distributor of ABFRL for West Bengal and Bihar. ABFRL terminated the agreements due to performance related issues and presented the cheque for recovery of outstanding amount of Rs.4.5 Cr from Isha. Aggrieved by the said termination of the agreements by ABLBL, Isha has filed a suit claiming damages of Rs. 175 Cr before the Calcutta High Court. Initially, the suit filed by Isha was dismissed for want of jurisdiction, subsequently a special leave petition ("SLP") was filed before the Supreme Court by Isha challenging the orders of the High Court. The SLP was partly allowed and the matter was sent back to Calcutta High Court for trial on the merits. Against the said Supreme Court orders, ABFRL filed a review petition which was dismissed. The matter is pending to be listed before the Calcutta High Court for trial. CS/ CJ / 945/ 2017 Anil Lekhi v- ABFRL ABFRL and Anil Lekhi had entered into agency agreements dated 23.02.2012. In the year 2017, Mr. Lekhi requested ABFRL to surrender all the four shops. The parties decided to mutually settle the matter and accordingly recorded the terms of surrender and settlement vide email dated 22.03.2017. However, Mr, Lekhi has neglected to honor the terms of the settlement. Therefore, to get the settlement terms enforced against Mr. Lekhi, ABFRL filed a suit for permanent injunction and a suit for declaration against Mr. Lekhi. In response, Mr. Lekhi along with its written statement have filed a counter claim of Rs. 4,14,12,857/- for recovery of payment due and compensation/ damages. Outstanding litigation by Company All criminal litigation by Company There are 12 cases filed by ABFRL pending before various judicial forums in relation to recovery of amounts due to ABFRL for which cheques issued in favour of ABFRL by our clients/debtors which have been dishonoured under section 138 of the Negotiable Instruments Act, 1881. The aggregate amount involved in these matters is approximately ₹1.57 crores. ABFRL has filed a complaint dated June 28, 2018 before the Court of Metropolitan Magistrate's 22nd Court, Andheri, Mumbai under section 200 of the Code of Criminal Procedure, 1973 read with sections 499 and 500 of the Indian Penal Code, 1860 against Sangeeta Bubna, director of Isha Distribution House Private Limited ("Accused") on the grounds of false and defamatory statements made by the Accused. ABFRL has filed an application dated September 27, 2016 before the Court of the 1st Civil Judge (Junior Division) at Alipore under section 340 and 195(1)(B) of the Code of Criminal Procedure, 1973 read with sections 193, 199 and 209 of the Indian Penal Code, 1860 against Sangeeta Bubna ("Accused") on the grounds of perjury and false statements made by the Accused. ABFRL (through its authorized representative Kamlesh Yadav) has filed a complaint dated November 30, 2021 before the Court of the Chief Judicial Magistrate, Dhanbad under sections 339, 379, 383, 403, 406, 417, 418, 425, 441 and 506 of the Indian Penal Code, 1860 against Pushplata Kumari and Shailendra Kumar ("Accused") on the grounds of cheating, theft, wrongful restraint, extortion, criminal trespass, dishonest misappropriation of property, criminal breach of trust, criminal force, assault, mischief and criminal intimidation among other criminal acts by the Accused. ABFRL (through its authorized representative G.S. Thimmiah) has filed a complaint dated December 1, 2014 before the station house officer, Mahadevpura Police Station, Bangalore under sections 406 and 420 of the Indian Penal Code, 1860 and section 66(a) of the Information Technology Act, 2000 against Arun Murthy ("Accused") on the grounds of cheating, forgery and criminal breach of trust, which was transferred to the 4th Addl. CMM Court, Nrupatunga Road, Bangalore City. ABFRL has filed a criminal revision petition dated June 5, 2023 before the District and Sessions Judge, East, Karkardooma, Delhi, under sections 397 and 399 of the Code of Criminal Procedure against the State of NCT of Delhi (against an order dated May 10, 2023 passed by the Additional Chief Metropolitan Magistrate, East, Karkardooma, Delhi) for inter-alia theft at one of the stores of our Company. Material civil litigation by Company A suit for recovery filed by ABFRL against Isha Distribution House Private Limited (IDHPL), arising out of Distributorship Agreement dated 21.05.2008 for the States of Bihar and Jharkhand. The said suit was instituted seeking the recovery of the amount of Rs. 4.1 Cr, due and payable by IDHPL against the goods supplied in terms of the said Distributorship Agreement.

(Regulatory strictures issued during the past five Financial Years to reported. Also, any regulatory structure which continue to be applicable is to be disclosed)

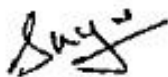
Regulatory Strictures, if any :

REFER MATERIAL LITIGATIONS

An Issuer which is either an NBFC or an HFC shall disclose the residual maturity profile of its assets and liabilities in the following format:

Nil

For ADITYA BIRLA LIFESTYLE BRANDS LIMITED



SONIA BHANDARI

Authorised Signatory

Authorised Signatory



SUPRIYA LODHA

Authorised Signatory

Date: 18/12/2025

Original / authenticated copy of any document related to above information will be made available to the investors on request.



Aditya Birla Lifestyle Brands Limited

Corporate Office:

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Airport Road, Bengaluru- 560037

Registered Office:

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